

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.



PRESS RELEASE

REGULATED INFORMATION – INSIDE INFORMATION

2 May 2019, 19:30 CEST

BIOCARTIS ANNOUNCES FINAL TERMS OF ITS EUR 150 MILLION SENIOR UNSECURED CONVERTIBLE BONDS DUE 9 MAY 2024

Mechelen, Belgium, 2 May 2019 – Following the two press releases issued on 2 May 2019, Biocartis Group NV ("Biocartis" or the "Company"), an innovative molecular diagnostics company (Euronext Brussels: BCART), announces the final pricing of the offering (the "Offering") of EUR 150 million senior unsecured convertible bonds due 9 May 2024 (the "Bonds").

The initial price for the conversion of the Bonds into shares of the Company shall be EUR 12.8913, representing a 25% premium above the reference price of EUR 10.3130, being the volume weighted average price (VWAP) of Biocartis' ordinary shares on the regulated market of Euronext Brussels on 2 May 2019.

Closing and settlement of the Offering are expected to occur on 9 May 2019 (the "Closing Date").

An application will be made for the Bonds to be listed and admitted to trading on the regulated market of Euronext Brussels by no later than 1 December 2019. The listing prospectus will not be available at any time on or before the Closing Date and will only be available upon listing of the Bonds.

In the context of the Offering, the Company has agreed to a lock-up undertaking in relation to its shares and equity-linked securities for a period ending 90 calendar days after the Closing Date, subject to customary exceptions.

Belfius Bank SA/NV in cooperation with Kepler Cheuvreux SA and J.P. Morgan Securities plc acted as Joint Bookrunners, and Bryan, Garnier & Co. Limited (together with the Joint Bookrunners, the "Managers") acted as Co-Lead Manager in the Offering.

----- END -----

More information:

Renate Degrave

Manager Corporate Communications & Investor Relations

email rdegrave@biocartis.com

tel +32 15 631 729 | mobile +32 471 53 60 64

[@Biocartis](https://twitter.com/Biocartis) www.linkedin.com/Biocartis

About Biocartis

Biocartis (Euronext Brussels: BCART) is an innovative molecular diagnostics (MDx) company providing next generation diagnostic solutions aimed at improving clinical practice for the benefit of patients, clinicians, payers and industry. Biocartis' proprietary MDx Idylla™ platform is a fully automated sample-to-result, real-time PCR (Polymerase Chain Reaction) system that offers accurate, highly reliable molecular information from virtually any biological sample in virtually any setting. Biocartis is developing and marketing a rapidly expanding test menu addressing key unmet clinical needs in oncology. This area represents the fastest growing segment of the MDx market worldwide. Today, Biocartis offers tests supporting melanoma, colorectal and lung cancer. More information: www.biocartis.com. Press Photo Library available [here](#). Follow us on [@Twitter: @Biocartis_](https://twitter.com/Biocartis_).

Biocartis and Idylla™ are registered trademarks in Europe, the United States and other countries. The Biocartis and Idylla™ trademark and logo are used trademarks owned by Biocartis. This press release is not for distribution, directly or indirectly, in any jurisdiction where to do so would be unlawful. Any persons reading this press release should inform themselves of and observe any such restrictions. Biocartis takes no responsibility for any violation of any such restrictions by any person. Please refer to the product labeling for applicable intended uses for each individual Biocartis product. This press release does not constitute an offer or invitation for the sale or purchase of securities in any jurisdiction. No securities of Biocartis may be offered or sold in the United States of America absent registration with the United States Securities and Exchange Commission or an

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

exemption from registration under the U.S. Securities Act of 1933, as amended.

Forward-looking statements

Certain statements, beliefs and opinions in this press release are forward-looking, which reflect the Company's or, as appropriate, the Company directors' or managements' current expectations and projections concerning future events such as the Company's results of operations, financial condition, liquidity, performance, prospects, growth, strategies and the industry in which the Company operates. By their nature, forward-looking statements involve a number of risks, uncertainties, assumptions and other factors that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties, assumptions and factors could adversely affect the outcome and financial effects of the plans and events described herein. A multitude of factors including, but not limited to, changes in demand, competition and technology, can cause actual events, performance or results to differ significantly from any anticipated development. Forward-looking statements contained in this press release regarding past trends or activities are not guarantees of future performance and should not be taken as a representation that such trends or activities will continue in the future. In addition, even if actual results or developments are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in future periods. No representations and warranties are made as to the accuracy or fairness of such forward-looking statements. As a result, the Company expressly disclaims any obligation or undertaking to release any updates or revisions to any forward-looking statements in this press release as a result of any change in expectations or any change in events, conditions, assumptions or circumstances on which these forward-looking statements are based, except if specifically required to do so by law or regulation. Neither the Company nor its advisers or representatives nor any of its subsidiary undertakings or any such person's officers or employees guarantees that the assumptions underlying such forward-looking statements are free from errors nor does either accept any responsibility for the future accuracy of the forward-looking statements contained in this press release or the actual occurrence of the forecasted developments. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release.

Important information

THIS COMMUNICATION IS NOT A PROSPECTUS FOR THE PURPOSES OF THE PROSPECTUS DIRECTIVE (DIRECTIVE 2003/71/EC AND AMENDMENTS THERETO, INCLUDING DIRECTIVE 2010/73/EU, TO THE EXTENT IMPLEMENTED IN THE RELEVANT MEMBER STATE OF THE EEA (AS DEFINED BELOW)) AND ANY IMPLEMENTING MEASURE IN EACH RELEVANT MEMBER STATE OF THE EEA (THE "PROSPECTUS DIRECTIVE").

THIS COMMUNICATION CANNOT BE USED AS BASIS FOR ANY INVESTMENT AGREEMENT OR DECISION. ANY DECISION TO PURCHASE ANY OF THE BONDS SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE COMPANY'S PUBLICLY AVAILABLE INFORMATION. NEITHER THE MANAGERS NOR ANY OF THEIR RESPECTIVE AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS PRESS RELEASE OR THE COMPANY'S PUBLICLY AVAILABLE INFORMATION. THE INFORMATION CONTAINED IN THIS PRESS RELEASE IS SUBJECT TO CHANGE IN ITS ENTIRETY WITHOUT NOTICE UP TO THE CLOSING DATE.

EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE BONDS OR THE ORDINARY SHARES TO BE ISSUED OR TRANSFERRED AND DELIVERED UPON CONVERSION OF THE BONDS AND NOTIONALLY UNDERLYING THE BONDS (TOGETHER WITH THE BONDS, THE "SECURITIES"). NONE OF THE COMPANY OR THE MANAGERS MAKE ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SECURITIES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SECURITIES OR (III) THE FUTURE PERFORMANCE OF THE SECURITIES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS. ACQUIRING INVESTMENTS TO WHICH THIS ANNOUNCEMENT RELATES MAY EXPOSE AN INVESTOR TO A SIGNIFICANT RISK OF LOSING THE ENTIRE AMOUNT INVESTED. PERSONS CONSIDERING MAKING SUCH INVESTMENTS SHOULD CONSULT AN AUTHORISED PERSON SPECIALISING IN ADVISING ON SUCH INVESTMENTS. THIS ANNOUNCEMENT DOES NOT CONSTITUTE A RECOMMENDATION CONCERNING THE SECURITIES REFERRED TO HEREIN.

THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT IS FOR GENERAL INFORMATION ONLY AND DOES NOT PURPORT TO BE FULL OR COMPLETE. THIS ANNOUNCEMENT DOES NOT CONSTITUTE, OR FORM PART OF, AN OFFER TO SELL OR ISSUE, OR ANY SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR BONDS OR SHARES, AND ANY PURCHASE OF, SUBSCRIPTION FOR OR APPLICATION FOR, BONDS OR SHARES.

NO ACTION HAS BEEN TAKEN BY THE COMPANY, THE MANAGERS OR ANY OF THEIR RESPECTIVE AFFILIATES THAT WOULD PERMIT AN OFFERING OF THE BONDS OR POSSESSION OR DISTRIBUTION OF THIS PRESS RELEASE OR ANY OFFERING OR PUBLICITY MATERIAL RELATING TO THE BONDS IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS PRESS RELEASE COMES ARE REQUIRED BY THE COMPANY AND THE MANAGERS TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

THIS PRESS RELEASE IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES. THIS PRESS RELEASE IS NOT AN OFFER TO SELL SECURITIES OR THE SOLICITATION OF ANY OFFER TO BUY SECURITIES, NOR SHALL THERE BE ANY OFFER OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SALE WOULD BE UNLAWFUL.

AN OFFER OF SECURITIES TO WHICH THIS ANNOUNCEMENT RELATES IS ONLY ADDRESSED TO AND DIRECTED AT PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA ("EEA") WHO ARE 'QUALIFIED INVESTORS' WITHIN THE MEANING

NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE ("QUALIFIED INVESTORS"), OR SUCH OTHER INVESTORS AS SHALL NOT CONSTITUTE AN OFFER TO THE PUBLIC WITHIN THE MEANING OF ARTICLE 3.2 OF THE PROSPECTUS DIRECTIVE.

THE BONDS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF MIFID II; OR (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC (AS AMENDED OR SUPERSEDED), WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II. CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE BONDS OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

IN ADDITION, ANY OFFER OF SECURITIES TO WHICH THIS ANNOUNCEMENT RELATES IS IN THE UNITED KINGDOM BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT, (I) PERSONS WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER"), (II) HIGH NET WORTH ENTITIES ETC. FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, AND (III) ANY OTHER PERSON TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS 'RELEVANT PERSONS'). THE OFFERING OF SECURITIES TO WHICH THIS ANNOUNCEMENT RELATES WILL ONLY BE AVAILABLE TO, AND ANY INVITATION, OFFER OR AGREEMENT TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE SECURITIES WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. ANY PERSON WHO IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS ANNOUNCEMENT OR ANY OF ITS CONTENTS.

THIS DOCUMENT AND THE OFFERING WHEN MADE IS NOT ADDRESSED TO, AND NOT DIRECTED AT, ANY CONSUMER (*CONSUMENT / CONSOMMATEUR*) WITHIN THE MEANING OF THE BELGIAN CODE OF ECONOMIC LAW (*WETBOEK VAN ECONOMISCH RECHT / CODE DE DROIT ÉCONOMIQUE*), AS AMENDED.

NO ANNOUNCEMENT OR INFORMATION REGARDING THE OFFERING, LISTING OR SECURITIES OF THE COMPANY REFERRED TO ABOVE MAY BE DISSEMINATED TO THE PUBLIC IN JURISDICTIONS WHERE A PRIOR REGISTRATION OR APPROVAL IS REQUIRED FOR SUCH PURPOSE. NO STEPS HAVE BEEN TAKEN, OR WILL BE TAKEN, FOR THE OFFERING OR LISTING OF SECURITIES OF THE COMPANY IN ANY JURISDICTION WHERE SUCH STEPS WOULD BE REQUIRED, EXCEPT FOR THE ADMISSION OF THE BONDS AND UNDERLYING SHARES ON EURONEXT BRUSSELS. THE ISSUE, EXERCISE, OR SALE OF, AND THE SUBSCRIPTION FOR OR PURCHASE OF, SECURITIES OF THE COMPANY ARE SUBJECT TO SPECIAL LEGAL OR STATUTORY RESTRICTIONS IN CERTAIN JURISDICTIONS. THE COMPANY IS NOT LIABLE IF THE AFOREMENTIONED RESTRICTIONS ARE NOT COMPLIED WITH BY ANY PERSON.

THE MANAGERS ARE ACTING ON BEHALF OF THE COMPANY AND NO ONE ELSE IN CONNECTION WITH THE BONDS AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE MANAGERS OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.

EACH OF THE COMPANY, THE MANAGERS AND THEIR RESPECTIVE AFFILIATES EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO UPDATE, REVIEW OR REVISE ANY STATEMENT CONTAINED IN THIS PRESS RELEASE WHETHER AS A RESULT OF NEW INFORMATION, FUTURE DEVELOPMENTS OR OTHERWISE.

Information to Distributors:

SOLELY FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS CONTAINED WITHIN: (A) EU DIRECTIVE 2014/65/EU ON MARKETS IN FINANCIAL INSTRUMENTS, AS AMENDED ("MIFID II"); (B) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593 SUPPLEMENTING MIFID II; AND (C) LOCAL IMPLEMENTING MEASURES (TOGETHER, THE "MIFID II PRODUCT GOVERNANCE REQUIREMENTS"), AND DISCLAIMING ALL AND ANY LIABILITY, WHETHER ARISING IN TORT, CONTRACT OR OTHERWISE, WHICH ANY "MANUFACTURER" (FOR THE PURPOSES OF THE MIFID II PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE HAVE WITH RESPECT THERETO, THE BONDS HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS, WHICH HAS DETERMINED THAT: (I) THE TARGET MARKET FOR THE BONDS IS ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND (II) ALL CHANNELS FOR DISTRIBUTION OF THE BONDS TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE BONDS (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE BONDS (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO THE REQUIREMENTS OF ANY CONTRACTUAL OR LEGAL SELLING RESTRICTIONS IN RELATION TO ANY OFFERING OF THE BONDS.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE: (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II; OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE BONDS.