



ViroGates announces an offering of new shares with pre-emptive rights for existing shareholders

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BIRKERØD, DENMARK - The Board of Directors of ViroGates A/S ("ViroGates" or "the Company") has today decided to increase the Company's share capital by a minimum nominal DKK 158,507 ("the Minimum Offer") corresponding to 158,507 new shares and up to a nominal DKK 317,008 ("the Maximum Offer") corresponding to 317,008 new shares, each with a nominal value of DKK 1 (the "Offering"), with a subscription price of DKK 60 per share (the "Subscription Price") with pre-emptive rights for the Company's existing shareholders ("Existing Shareholders").

The gross proceeds from a fully subscribed Minimum Offer is DKK 9,510,420 and gross proceeds from a fully subscribed Maximum Offer will amount to DKK 19,020,480.

The Minimum Offer of DKK 9,510,420 corresponding to 158,507 shares has been secured through binding subscription undertakings from three existing shareholders, N. P. Louis-Hansen ApS, Ginnerup Capital ApS, and 4am ApS, for 75,001 shares for a subscription amount of minimum DKK 4,500,060, and through binding underwriting undertakings from external investors for subscription of 83,506 shares for an additional amount of DKK 5,010,360.

In connection with, but not part of, the Offering, management will exercise warrants at a value of minimum DKK 800,000. The participants are CEO Jakob Knudsen, CFO Mark Christian Hvidberg da Silva, VP Sales & Marketing Thomas Krarup, and CSO Jesper Eugen-Olsen. The exercise price for warrants range between DKK 35 and DKK 57.95.

In addition to the Offering, ViroGates is in an advanced dialogue of supplementing the equity financing with an additional DKK 9-12.5 million in debt financing.

Terms of the Offering

- The offer is carried out as a rights issue, where a minimum of 158,507 shares are offered (the "Minimum Offer") and a maximum of 317,008 shares (the "Maximum Offer") with a nominal value of DKK 1.
- Shares in the Offering are offered with pre-emptive rights for the Company's Existing Shareholders. Existing Shareholders will be allotted one (1) subscription right for each (1) existing share that the shareholder owns at the time of allotment on 22 June 2022 at 5.59 pm (CET). Ten (10) subscription rights give the holder right to subscribe for one (1) new share in ViroGates.
- The new shares are offered at DKK 60 per share with a nominal value of DKK 1. The subscription price corresponds to a discount of approximately 25% compared to the 30 days volume-weighted average price ("VWAP") on Nasdaq First North Growth Market Denmark.
- The subscription period runs from 23 June 2022 at 9.00 am (CET) to 6 July 2022 at 5.00 pm (CET) ("the Subscription Period").
- Shares which have not been subscribed for by Existing Shareholders, or by acquirers of subscription rights, before the expiry of the Subscription Period ("Remaining Shares"), may be subscribed without compensation to the holders of unused subscription rights by Existing Shareholders or new investors who have applied to subscribe before the expiry of the Subscription Period.
- Completion of the Offering is conditional upon that the Minimum Offer, with gross proceeds of DKK 9,510,420, is subscribed. The Minimum Offer is secured through binding subscription undertakings and underwriting undertakings for a total of DKK 9,510,420 corresponding to 100% of the Minimum Offer and 50% of the Maximum Offer.
- Gross proceeds from the Maximum Offer amounts to DKK 19,020,480 million and net proceeds of DKK 17.6 million after deduction of costs related to the Maximum Offer estimated at DKK 1.4 million. Gross proceeds from the Minimum Offer amounts to DKK 9,510,420 million and net proceeds of DKK 8.6 million after deduction of costs related to the Minimum Offer estimated at DKK 0.9 million.
- Prior to the Offering, the Company's share capital amounts to a nominal DKK 3,170,083 (corresponding to 3,170,083 shares with a nominal value of DKK 1). Upon completion of the Maximum Offer, the Company's share capital will amount to a nominal DKK 3,487,091 divided into a total of 3,487,091 shares and by subscription of the Minimum Offer amount to a nominal value of DKK 3,328,590 divided into 3,328,590 shares with a nominal value of DKK 1.

Through the exercise of warrants by members of the management team, however not part of the Offering, an additional minimum of 13,333 shares will be issued, further increasing the share capital in the Company by at least DKK 13,333.

Background for the Offering and use of proceeds

ViroGates is on a positive trajectory with a strong revenue and customer growth in recent quarters. However, the COVID-19 pandemic has challenged the core business. Given the uncertain course of the pandemic and its potential negative commercial impact on the company, ViroGates needs to ensure sufficient runway to realize the full potential in the acute care segment. In addition, ViroGates has identified two initiatives with significant potential that can further boost growth. ViroGates needs additional financing to invest in the two growth initiatives and realize the significant expected spillover effects to existing activities:

1) Obtain reimbursement in Europe

Initiate reimbursement processes in key European markets to boost growth in Europe within COVID-19 and subsequently the ED segment. The recent strong COVID-19 data is an effective way of obtaining initial reimbursement for suPAR to broaden use.

2) Initiate expansion to the US

Enter the US within COVID-19 through an EUA and submit 510k application for emergency department use before licensed roll-out.

Minimum Offer

The minimum offer of DKK 9,510,420 is 100% secured through binding subscription undertakings of DKK 4,500,060 and underwriting undertakings of DKK 5,010,360.

Subscription and underwriting undertakings

The company has received binding subscription undertakings to subscribe for a total of 75,001 shares, corresponding to gross proceeds of DKK 4,500,060.

The following existing shareholders have made binding subscription undertakings using pre-emptive rights in the Offering:

| | Undertaking, number of shares | Undertaking, amount | Share-holdings before Offering | Affiliation with the Company |
|---|--------------------------------------|----------------------------|---------------------------------------|---|
| N. P. Louis-Hansen ApS | 41,667 | DKK 2,500,020 | 25.77% | Shareholder |
| Ginnerup Capital ApS | 16,667 | DKK 1,000,020 | 10.28% | Shareholder |
| 4am ApS (100% owned by Lars Krogsgaard) | 16,667 | DKK 1,000,020 | 10.28% | Shareholder and non- exec. board director |

The following external investors have made binding underwriting undertakings in the Offering for a total of 83,506 shares, corresponding to DKK 5,010,360, at an underwriting fee of 8% on their respective undertakings:

| | Undertaking, number of shares | Undertaking, amount | Affiliation with the Company |
|----------------------------------|--------------------------------------|----------------------------|-------------------------------------|
| Gerhard Dal | 33,505 | DKK 2,010,300 | None |
| Selandia Alpha Invest A/S | 33,334 | DKK 2,000,040 | None |
| Arve Nilsson | 16,667 | DKK 1,000,020 | None |

Detailed terms for the Offering

The Offering includes a minimum of 158,507 shares and a maximum of 317,008 shares with a nominal value of DKK 1 with pre-emptive rights for Existing Shareholders. Prior to the Offering, the Company's share capital amounts to a nominal DKK 3,170,083 (corresponding to 3,170,083 shares with a nominal value of DKK 1). Upon completion of the Maximum Offer, the Company's share capital will amount to a nominal DKK 3,487,091 divided into a total of 3,487,091 shares and by subscription of the Minimum Offer amount to a nominal value of DKK 3,328,590 divided into 3,328,590 shares with a nominal value of DKK 1.

Subscription price

The subscription price is DKK 60 per share with a nominal value of DKK 1. The subscription price corresponds to a discount of approximately 25% compared to the 30 days volume-weighted average price ("VWAP") on Nasdaq First North Growth Market Denmark.

Right to subscribe for shares in the Offering

The new shares will be offered with pre-emptive rights to Existing Shareholders. Every Existing Shareholder will be allocated one (1) subscription right for each (1) existing share they own at the time of allotment in VP Securities A/S, 22 June 2022 at 5.59 pm (CET). Ten (10) subscription rights can be used to subscribe for one (1) new share.

Trading in Subscription Rights

The subscription rights will be admitted to trading on Nasdaq First North Growth Market Denmark under the ISIN code DK0061808094. The trading in subscription rights is open from 21 June 2022 at 9.00 am (CET) to 4 July 2022 at 5.00 pm (CET).

Subscription rights that are not exercised during the Subscription Period lose their validity and value, and the holder of such subscription rights is not entitled to compensation.

Subscription period

Subscription period for subscription of new shares when exercising subscription rights runs from 23 June 2022 at 9.00 am (CET) to 6 July 2022 at 5.00 pm (CET).

Subscription of Remaining shares

Remaining shares which have not been subscribed for by exercising subscription rights before the end of the Subscription Period may, without compensation to the holders of unused subscription rights, be subscribed by Existing Shareholders or new investors who before the end of the Subscription Period have applied to subscribe for Remaining Shares as part of subscription undertakings or underwriting commitments or by use of the subscription form which is available on the Company's website.

In the event of oversubscription of the Remaining Shares in accordance with subscription undertakings or through the subscription form, the Remaining Shares will be allotted in accordance with a distribution key determined by the Company's Board of Directors. Priority is given to Existing Shareholders who, at the time of allotment of subscription rights, on 22 June, 2022, held shares in the Company.

Orders from investors for subscription, in addition to subscription by use of subscription rights, must be submitted on the subscription form or by submitting an electronic subscription order via such investor's bank. Orders are binding and cannot be changed or cancelled. Orders can only be placed at the Subscription Price of DKK 60 per share with a nominal value of DKK 1.

Subscription through submission of Subscription form

The subscription form is submitted to the investor's own account-holding bank during the Subscription Period. In order for an order to be binding, the order placed in the account holders' bank, or the completed and signed subscription form, must be submitted to the investor's own account holding bank, in time for the bank to process and forward the order so that it is received by Danske Bank A/S before 6 July 2022 at 5.00 pm (CET).

Payment and delivery of new shares

Upon exercise of the Subscription Rights, the holder must pay DKK 60 (the Subscription Price) per share with a nominal value of DKK 1.

Payment for shares subscribed for in the rights issue will be made in DKK at the time of subscription by exercising subscription rights. After payment for the subscribed shares at the Subscription Price, investors will electronically have new shares delivered in the form of temporary shares to the investor's account in VP Securities A/S in the temporary ISIN code DK0061807955. The temporary ISIN will not be admitted to trading on Nasdaq First North Growth Market Denmark.

The new shares will be finally issued after registration of the capital increase in the Danish Business Authority, expected on 13 July 2022.

Holders of subscription rights must comply with the account agreement with the bank or other financial intermediaries through which they hold shares. Banks or financial intermediaries through which a holder has subscription rights may demand payment at an earlier date.

Unless otherwise agreed, VP Securities A/S or the account holding bank or financial intermediary will send a notice to the account holder stating the number of new shares subscribed and the amount.

Notification of any allotment of Remaining Shares will take place on 8 July 2022. Remaining Shares will, upon simultaneous payment of the Subscription Price, be allotted and delivered to the investor's account in VP Securities A/S expected on 12

July 2022. Delivery of Remaining Shares to investor's account in VP Securities A/S will take place in the temporary ISIN code DK0061807955.

Admission to trade

The trading period for the subscription rights starts on 21 June 2022 at 9.00 am (CET) and ends 4 July at 5.00 pm (CET). The new shares will not be admitted to trading on Nasdaq First North Growth Market Denmark under the temporary ISIN code.

After registration of the capital increase in the Danish Business Authority, which is expected to take place on 13 July 2022, the temporary ISIN code will be merged with the existing ISIN code for the Company's existing shares ISIN DK0061030574 in VP Securities A/S. The merger is expected to take place on 18 July 2022.

The new shares are expected to be admitted to trading on Nasdaq First North Growth Market Denmark under the ISIN code for existing shares on 15 July 2022.

Withdrawal of the Offering

The Offering is conditional on events not occurring before the capital increase is registered with the Danish Business Authority, which in the management's opinion will make the implementation of the Offering unjustifiable. Should such events occur, the Offering will be withdrawn. If the Offering is not completed, none of the subscriptions issued for new shares will be accepted and no new shares will be issued.

However, trading in new shares made prior to the withdrawal date will not be affected. The subscription amount for new shares will be refunded (less any transaction costs to the own account-holding bank or financial institution) to the last registered owner of the new shares at the time of revocation. This means that investors who have acquired new shares will suffer a loss corresponding to the difference between the purchase price and the subscription amount for the new shares with the addition of any transaction costs.

If the Offering is not completed, all exercise of subscription rights will be automatically cancelled and the subscription amount (less any transaction costs to own account holding institution) will be reimbursed to the last registered owner of new shares at the time of withdrawal. However, trading in subscription rights prior to the withdrawal date will not be affected. This means that investors who have acquired subscription rights will suffer a loss corresponding to the purchase price of the subscription rights with the addition of any transaction costs.

Trading in subscription rights and/or the new shares before the completion of the Offering takes place at the investor's own expense and risk.

Any withdrawal of the Offering will, if applicable, be announced immediately via Nasdaq First North Growth Market Denmark.

Dividend law

The new shares are entitled to dividends that may be distributed from the time of registration of the capital increase regarding the new shares in the Danish Business Authority, including any dividends for the financial year 2022.

Timetable for the Offering

- **15 June 2022:** Announcement of the Offering
- **20 June 2022:** Last day trading shares including right to receive Subscription Rights
- **21 June 2022:** First day trading shares excluding right to receive Subscription Rights
- **22 June 2022:** Allocation of Subscription Rights
- **21 June - 4 July 2022:** Trading in Subscription Rights
- **23 June - 6 July 2022:** Subscription period
- **8 July 2022 before 12.00 CET:** Announcement of outcome of the Offering
- **12 July 2022:** Payment for shares subscribed for and allocated without use of Subscription Rights
- **13 July 2022:** Capital increase registered with the Danish Business Authority
- **15 July 2022:** First day of trading for shares subscribed in the Offering in the permanent ISIN
- **18 July 2022:** Shares subscribed in the offering under temporary ISIN merged into permanent ISIN

Risk factors

Management is responsible for risk management, including mapping, assessment of probabilities, potential impacts as well as mitigating measures. Executive Management reports frequently to the Board of Directors on risk management procedures and findings. The following risks are deemed particularly relevant to ViroGates and can also be found, together with risk mitigating factors, in the audited annual report for 2021.

Commercial execution

Being in the early commercialisation phase, there is a risk that the company's products may not penetrate markets due to inadequate sales & marketing efforts and/or reluctance to introduce new methods at emergency departments and other

clinical facilities. This specifically applies when the COVID-19 pandemic is ongoing.

Dependency on key individuals

ViroGates is to a large extent dependent on key individuals, not least the management team. Furthermore, global commercialisation is subject to successful recruitment of skilled sales professionals.

Dependency on third parties

ViroGates is an R&D-intensive company with primarily in-house commercial expertise and is therefore dependent on collaborations with external partners on production, quality assurance and sales.

Intellectual property rights (IPR)

ViroGates is dependent on its capacity to file and maintain patents to protect intellectual property and specific knowledge. There is a risk that other companies may infringe ViroGates' patents and/or trade mark rights or vice versa - or that new technologies and products will circumvent or replace the company's present and future patents.

Competition and pricing

ViroGates could be challenged by competition from existing and/ or potential new competitors with greater financial resources and skills.

Financing needs

ViroGates may in the future be forced to raise new capital to strengthen its financial position.

Regulation by authorities

ViroGates' products are subject to a number of statutory and regulatory requirements. There is a risk, that permits from national authorities may not be renewed on the same terms as previously, or that permits may be revoked or limited. Changes to legislation might also impact ViroGates.

Disputes, claims and proceedings

ViroGates might become involved in disputes within the framework of its normal business, including claims or proceedings related to products. Managers might also become subject to proceedings.

Investor meetings in connection with the Offering

ViroGates will be hosting two virtual investor meetings in connection with the offering:

- **Thursday, 23 June 2022, 14.00 CET:** Västra Hamnen Corporate Finance (English). Sign up [here](#).
- **Friday, 24 June 2022, 10.00 CET:** HC Andersen Capital (Danish). Sign up [here](#).

Settlement Agent in the Offering

Danske Bank A / S
Homens Kanal 2-12
1092 København K
CVR no. 61 12 62 28

More information

Name and registered office

ViroGates A/S (CVR no. 25 73 40 33; LEI code 5493007TX8XS56RMZD94) is domiciled in Birkerød Municipality, and the Company's head office is located at Banevænget 13, DK-3460 Birkerød, Denmark.

Group relations

The company's share capital is fully paid up. The company is registered in the Central Business Register with CVR no. 25 73 40 33 and is subject to Danish law. The company is not part of any group relationship.

Board of Directors

Patrik Dahlen, Chairman of the Board
Valérie Soulier
Lars Kongsbak
Lars Krogsgaard

Management

Jakob Knudsen, CEO
Mark Christian Hvidberg da Silva, CFO
Thomas Krarup, VP Global Sales & Marketing
Jesper Eugen-Olsen, CSO

Certified Adviser

Västra Hamnen Corporate Finance AB
Jungmansgatan 12, 211 11 Malmö, Sweden

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Tel: (+46) 40 200 250

Important notice

This announcement is a briefing to the Company's shareholders and is not an offer or solicitation to subscribe for or purchase subscription rights or shares in the Company. There is no public offering of shares outside Denmark. Persons outside Denmark who come into possession of information about the Offering are encouraged by the Company to obtain information about and observe any restrictions themselves and should examine the legislation, including tax consequences, that will be relevant to the person in question prior to an investment in shares issued by ViroGates A/S.

This announcement contains certain forward-looking statements, including statements about the Company's activities. Such forward-looking statements are based on information, assumptions and assessments that the Company finds reasonable. These forward-looking statements include known and unknown risks, uncertainties and other significant factors that may cause the Company's actual results, development or performance or the industry's results to differ materially from future results, developments or performance expressed or implied in connection therewith. If one or more of these risks or uncertainties are triggered, or if an underlying assumption proves to be incorrect, the Company's actual financial position or operating results may deviate significantly from what is described.

Potential investors, companies and advisers should be aware that investments in companies whose shares are admitted to trading on the Nasdaq First North Growth Market Denmark may carry a higher risk than investments in listed companies on a regulated market, as defined in EU legislation. Instead, they are subject to a less comprehensive set of rules and legislation adapted to smaller growth companies. The companies on Nasdaq First North Growth Market often have a shorter operational history and are thus more sensitive to external and internal influences and fluctuations. Likewise, liquidity, and thus marketability, in shares admitted to trading on Nasdaq First North Growth Market Denmark may be more limited than in investments in shares listed on a regulated market.

The investment brochure and other relevant documents can be found at <https://www.virogates.com/rights-issue-2022/>. The announcement can be found at <https://www.virogates.com/announcements/>.

For further information, please contact:

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About ViroGates

ViroGates A/S is an international medical technology company developing and marketing blood test products under the suPARnostic® brand for better triaging in hospitals to improve patient care, reduce healthcare costs and empower clinical staff.

The company was founded in 2000. Headquartered in Denmark, ViroGates' sales force covers the Nordics, Spain, France and Benelux, while distributors serve other markets.

ViroGates' shares (VIRO) are listed on Nasdaq First North Growth Market Denmark. For more information, visit www.virogates.com.

About suPAR and suPARnostic®

suPAR is a biomarker detected by ViroGates' suPARnostic® products. It is a protein found in the plasma. suPAR is considered a general risk status biomarker indicating inflammation and can indicate disease presence, severity, and progression across

disease areas such as cardiovascular diseases, kidney diseases, type 2 diabetes, cancer, etc. Strong scientific evidence from more than 800 clinical trials and studies shows that the higher the level of suPAR, the worse the prognosis for the patient.

The suPARnostic® products can be used to support healthcare professionals in making clinical decisions on hospitalization or discharge of acute care patients. The increasing global demands on health systems and tightening healthcare budgets necessitate efficiency improvements and innovative hospital solutions. The use of suPAR in clinical routine in emergency departments can improve patient care and reduce healthcare costs by increasing the number of discharges by up to 34% and reducing the average hospital length of stay by up to 6% without affecting mortality. suPARnostic® TurbiLatex is currently available on Roche Diagnostics' cobas® instruments, Siemens Healthineers ADVIA® XPT and Atellica® instruments and the Abbott Labs Architect™ and Alinity™ instruments. ViroGates works with partners to develop solutions for other platforms.

Disclosure regulation

Prospects about the future reflect ViroGates' current expectations for future events and results. The statements are by nature inherent in risks, uncertainties and other matters that are difficult to predict or out of control. The actual results may therefore differ from the expectations expressed.

Contacts

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Attachments

- [20220615 -ViroGates Company ann. 14.pdf](#)