

## BERGENBIO ASA – PRIVATE PLACEMENT SUCCESSFULLY PLACED

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**Bergen, 30 January 2020:** Reference is made to the stock exchange announcement by BerGenBio ASA (OSE:BGBIO) ("BerGenBio" or the "Company") on 29 January 2020 regarding a contemplated private placement of new shares in the Company (the "Private Placement").

The Company is pleased to announce that the Private Placement has been successfully placed, raising gross proceeds of NOK 219,875,724 through the allocation of 12,215,318 new shares (the "Offer Shares") at a subscription price of NOK 18.00 per share (the "Subscription Price"). The Private Placement, that was over subscribed, took place through an accelerated book building process after close of market on 29 January 2020.

Arctic Securities AS and Carnegie AS acted as Joint Bookrunners and H.C. Wainwright & Co., LLC acted as Financial Advisor (together the "Managers") in connection with the Private Placement. The Private Placement attracted strong interest from existing shareholders and new institutional investors.

The Company intends to use the net proceeds from the Private Placement to continue advancing its clinical trial programs with its lead candidate bemcentinib in patients with Acute Myeloid Leukaemia (AML) and Non Small Cell Lung Cancer (NSCLC), manufacturing scale-up of bemcentinib, biomarker and companion diagnostic development, and phase 1b development of tilvestamab (formerly BGB149), as well as for general corporate purposes.

The completion of the Private Placement by delivery of Offer Shares to the applicants will be divided in two tranches. Applicants have been allocated Offer Shares in Tranche 1 and 2 on a pro-rata basis based on their overall allocation in the Private Placement, with the exception of Meteva AS which has agreed that Offer Shares allocated to it shall be delivered solely in Tranche 2. Tranche 1 consists of 5,475,136 Offer Shares ("Tranche 1") and the issuance of the Offer Shares in Tranche 1 was resolved by the Company's board of directors at a board meeting held on 29 January 2020, based on the authorization granted to the board of directors at the Company's annual general meeting held on 13 March 2019. Tranche 2 consists of 6,740,182 Offer Shares ("Tranche 2") and is subject to approval by the extraordinary general meeting of the Company to be held on 20 February 2020 (the "EGM") and the placement agreement entered into between the Company and the Managers not being terminated by the Managers in accordance with the terms thereof. The board of directors has resolved to summon an extraordinary general meeting to be held on 20 February 2020. If Tranche 2 is not completed (e.g. due to non-approval by the EGM), applicants will not be delivered Offer Shares in Tranche 2 and the Company will hence not receive the proceeds from Tranche 2.

Notification of allocation of the Offer Shares and payment instructions is expected to be sent to the applicants through a notification from the Managers on 30 January 2020.

The Offer Shares in Tranche 1 will be settled with existing and unencumbered shares in the Company that are already listed on the Oslo Stock Exchange, pursuant to a share lending agreement between Meteva AS as lender, Arctic Securities AS (on behalf of the Managers) and the Company in order to facilitate delivery of listed shares in the Company to investors delivery versus payment on a T+2 basis. The shares in the Company delivered to the subscribers in Tranche 1 will thus be tradable immediately after delivery to the subscribers. Arctic Securities AS will settle the share loan with the Offer Shares in Tranche 1 once such shares are issued.

Following registration of the new share capital in the Company and issuance of the Offer Shares in Tranche 1 with the Norwegian Register of Business Enterprises, which is expected to take place on or about 5 February 2020,

the Company will have an issued share capital of NOK 6,655,172.60 divided into 66,551,726 shares, each with a par value of NOK 0.10.

The Offer Shares in Tranche 2 will be settled after the extraordinary general meeting with existing and unencumbered shares in the Company that are already listed on the Oslo Stock Exchange, pursuant to a share lending agreement between Meteva AS as lender, Arctic Securites AS (on behalf of the Managers) and the Company in order to facilitate delivery of listed shares in the Company to investors on a delivery versus payment T+2 basis. The shares in the Company delivered to the subscribers in Tranche 2 will thus be tradable immediately after delivery to the subscribers. Arctic Securities AS will settle the share loan with the Offer Shares in Tranche 2 once such shares are issued. The Offer Shares re-delivered to Meteva AS in Tranche 2 will be issued on a separate ISIN and will not be tradable on Oslo Børs until a listing prospectus has been approved by the Norwegian Financial Supervisory Authority, expected late February 2020.

Following registration of the new share capital in the Company and the issuance of the Offer Shares in Tranche 2 with the Norwegian Register of Business Enterprises, which is expected to take place on or about 27 February 2020, the Company will have an issued share capital of NOK 7,329,190.80 divided into 73,291,908 shares, each with a par value of NOK 0.10.

The following primary insiders have been allocated Offer Shares in the Private Placement at a subscription price equal to the Subscription Price (with new holding of shares in the Company in brackets):

Meteva AS 3,291,750 (19,750,500)

Gnist Holding AS (Richard Godfrey) 5,556 (221,005)

Completion of the Private Placement implies a deviation from the existing shareholders' pre-emptive rights to subscribe for and be allocated new shares. The board of directors of the Company has carefully considered such deviation and has resolved that the Private Placement is in the best interests of the Company and its shareholders. In reaching this conclusion the board of directors has inter alia considered the implications of an underwritten rights issue given the volatility and negative development in the Company's share price, alternative financing sources, the dilutive effect of the share issue, the Company's need for additional liquidity and Subscription Price.

Subject to prevailing market price of the Company's shares being higher than the Subscription Price in a period determined by the board of directors in its sole discretion, the Company will carry out a subsequent offering of up to 1,500,000 new shares towards shareholders in the Company as of 29 January 2020 (as registered in the Norwegian Central Securities Depository ("VPS") on 31 January 2020), who (i) were not allocated shares in the Private Placement, and (ii) are not resident in a jurisdiction where such offering would be unlawful, or would in jurisdictions other than Norway require any prospectus filing, registration or similar action. If carried out, the subscription price in the subsequent offering will be the same as in the Private Placement and be conditional upon approval by the extraordinary general meeting of the Company to be held on 20 February 2020 and the approval of a listing and offering prospectus by the Norwegian Financial Supervisory Authority.

Advokatfirmaet Thommessen AS acts as legal advisor to the Company in connection with the Private Placement. White & Case LLP and Advokatfirmaet BAHR AS are acting as legal advisors to the Managers in connection with the Private Placement. For further information, please contact:

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### **About BerGenBio ASA**

BerGenBio is a clinical-stage biopharmaceutical company focused on developing transformative drugs targeting AXL as a potential cornerstone of therapy for aggressive diseases, including immune-evasive, therapy resistant cancers. The company's proprietary lead candidate, bemcentinib, is a potentially first-in-class selective AXL inhibitor in a broad phase II oncology clinical development programme focused on combination and single agent therapy in lung cancer and leukaemia. A first-in-class functional blocking AXL antibody, tilvestamab (BGB149), and an AXL-ADC (ADCT-601) are undergoing phase I clinical testing. In parallel, BerGenBio is developing a companion diagnostic test to identify those patient populations most likely to benefit from bemcentinib: this is expected to facilitate more efficient registration trials supporting a precision medicine-based commercialisation strategy.

BerGenBio is based in Bergen, Norway with a subsidiary in Oxford, UK. The company is listed on the Oslo Stock Exchange (ticker: BGBIO). [www.bergenbio.com](http://www.bergenbio.com)

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