



BerGenBio ASA: Proposed partially underwritten rights issue

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Bergen, 25 April 2023: The board of directors of BerGenBio ASA (the "Company") has today, subject to approval by the Annual General Meeting (the "AGM") on 22 May 2023, resolved to carry out a rights issue of shares (the "New Shares") with preferential subscription rights for existing shareholders (the "Rights Issue") to raise gross proceeds of up to NOK 250 million. Subscribers in the Rights Issue will for every two New Shares allocated and subscribed receive one warrant to subscribe for one new share in the Company (the "Warrants"). Subsequent exercise of Warrants will increase the gross proceeds to the Company.

Certain existing shareholders and external investors (jointly the "Underwriters") have underwritten NOK 175 million of the Rights Issue and certain existing shareholders have pre-committed to subscribe, including Meteva AS and Investinor AS which have pre-committed to subscribe for NOK 65 million and NOK 17.5 million respectively, which is included in the underwriting amount of NOK 175 million. In addition, management and board members in the Company will subscribe for New Shares in the Rights Issue with an aggregate subscription price of at least NOK 0.5 million.

The net proceeds from the Rights Issue and exercised Warrants will be used to further advance the Company's strategy for non-small cell lung cancer ("NSCLC"), severe respiratory infections and general corporate purposes. After assessing the significant drop in hospitalizations attributed to COVID-19 during the 2022-23 winter season, the EU-SolidAct Trial Steering Committee in accordance with the Company has decided to pause the trial until a potential acceleration in COVID-19 hospitalizations warrant further evaluation of bemcentinib in this population.

Notice of the AGM, including proposed resolutions regarding the Rights Issue, is expected to be sent to the shareholders on 28 April 2023.

Arctic Securities AS and Carnegie AS have been engaged as managers for the Rights Issue (the "Managers"). H.C. Wainwright & Co. acted as financial advisor to the Company. Advokatfirmaet Thommessen AS is acting as legal advisor to the Company in connection with the Rights Issue.

Underwriting

Pursuant to, and subject to, the terms and conditions of the underwriting agreements between the Company and the Underwriters (the "Underwriting Agreements"), the Underwriters have undertaken on a pro-rata basis (not jointly) to underwrite an aggregate subscription amount in the Rights Issue of NOK 175 million (the "Total Underwriting Obligation"), subject to potential reduction for Meteva AS described below. Any New Shares subscribed in the Rights Issue will reduce the underwriting commitment of the Underwriters but not pre-commitments from existing shareholders.

Each Underwriter is entitled to an underwriting fee of 12% of its respective underwriting obligation, to be settled in cash or new shares in the Company issued at the subscription price in the Rights Issue, or through a combination of cash and new shares, at the Underwriter's election. The selection of shareholders who have been invited to underwrite has been based on objective criteria.

The Underwriters have undertaken to vote any shares held by them at the time of the AGM in favour of the Rights Issue.

Meteva AS' underwriting and pre-commitment to subscribe for New Shares are limited such that Meteva AS' holding of shares in the Company shall not exceed 1/3, and any remaining underwriting and pre-commitment shall be satisfied in the form of a convertible loan from Meteva AS. Such convertible loan shall be convertible into new shares in the Company at a conversion price equal to the subscription price in the Rights Issue and otherwise on terms similar to those in the existing loan agreement between the Company and Meteva AS announced through the Company's stock exchange announcement dated 25 October 2022 (the "Meteva Loan").

Subscription price, subscription rights, Warrants and proceeds

The subscription price for the New Shares to be issued in the Rights Issue, and thus the exact number of New Shares and the exact amount of the share capital increase, will be proposed by the board of directors, based on a recommendation from the Managers, the day prior to the AGM. Pursuant to the Underwriting Agreements, the subscription price in the Rights Issue shall be the theoretical ex rights price (TERP) based on the volume-weighted average price (VWAP) of the Company's shares on the Oslo Stock Exchange the three trading days prior to the AGM, less a discount of at least 37.5%. The board of directors' resolution in this respect will be announced through a stock exchange announcement on the day prior to the AGM and be reflected in the final proposed resolution to the AGM.

Pursuant to section 10-4 of the Norwegian Public Limited Companies Act, the shareholders of the Company at the date of the AGM, and who are not resident in a jurisdiction where such offering would be unlawful or, (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action, will be granted a preferential right to subscribe for and be allocated the New Shares in proportion to the number of shares in the Company they own as of that date, and will according to the board of directors' proposal receive subscription rights proportionate to their existing shareholding as registered in the Company's shareholder register in the Norwegian Central Securities Depository (the VPS) at the expiry of 24 May 2023. Provided that a purchase of shares is made with ordinary T+2 settlement, shares purchased up to and including 22 May 2023 will give the right to receive subscription rights, whereas shares purchased from and including 23 May 2023, will not give the right to receive subscription rights. The subscription rights will be tradable and listed on the Oslo Stock Exchange from and including the first day of the subscription period and until 16:30 (Oslo time) two trading days prior to the expiry of the subscription period. Over-subscription and subscription without subscription rights will be permitted.

The subscribers in the Rights Issue will without cost be allocated one Warrant issued by the Company for every two New Shares allocated to, and paid by, them in the Rights Issue. Each Warrant will give the holder a right to subscribe for one new share in the Company at a subscription price equal to the volume-weighted average price (VWAP) of the Company's shares on the Oslo Stock Exchange on the three last trading days prior to the first date on which the holder can exercise the warrant in each exercise period less 30%, but in any event not exceeding the subscription price in the Rights Issue plus 30%. The Warrants may be exercised during two exercise periods: (i) within the first 14 days after the Company's announcement of its Q3 2023 quarterly financial report and (ii) from 1 April 2024 to 14 April 2024. Other terms and conditions for the Warrants will be determined by the AGM. The Company shall use reasonable efforts to seek to ensure that the Warrants are admitted to trading on a relevant trading venue as soon as possible following completion of the Rights Issue but there can be no assurance that such admittance to trading will be obtained.

The maximum gross proceeds from the Rights Issue will be NOK 250 million and the minimum gross proceeds will be NOK 175 million (provided that a portion of such gross proceeds may be in the form of a convertible loan from Meteva AS as described above). If the Company draws on the existing Meteva Loan prior to the start of the subscription period in the Rights Issue, Meteva AS has the right to convert up to the aggregate drawdown amount to shares in the Rights Issue at the subscription price in the Rights issue, and the gross cash proceeds from the Rights Issue will in such event be correspondingly reduced.

The gross proceeds from the exercise of Warrants will depend on the number of Warrants issued and exercised, as well as the final exercise price for the Warrants, determined as described above.

Prospectus and indicative timeline

In connection with the Right Issue a prospectus (the "Prospectus") will be prepared which is subject to the approval by the Norwegian Financial Supervisory Authority (the "NFSA"), expected to be obtained on 26 May 2023. The prospectus will be published prior to the commencement of the subscription period and will form the basis for subscriptions in the Right Issue. Provided that the prospectus is approved by the NFSA in time, the subscription period for the Rights Issue will commence on 30 May 2023 and expire on 13 June 2023 at 16:30 hours (Oslo time). In the event that the prospectus is not approved in time to uphold this subscription period, the subscription period will commence on the second trading day on the Oslo Stock Exchange following the approval and expire at 16:30 hours (Oslo time) two weeks thereafter. A further description of the Rights Issue and of other circumstances that must be considered upon subscription of shares in the Rights Issue will be included in the Prospectus.

Included below is an indicative timeline for the Rights Issue:

22 May 2023: Annual general meeting

22 May 2023: Last day of trading in the shares including subscription rights

23 May 2023: First day of trading in the shares excluding subscription rights

24 May 2023: Record date for determination of the right to receive subscription rights

On or around 26 May 2023: Publication of the prospectus

30 May 2023: Commencement of the subscription period and first day of trading in the subscription rights

On or around 9 June 2023: Last day of trading in the subscription rights

On or around 13 June 2023: Last day of the subscription period

On or around 14 June 2023: Allocation of the New Shares and Warrants

On or around 16 June 2023: Payment of the New Shares

On or around 20 June 2023: Registration of the share capital increase with the Norwegian Register of Business Enterprises

For further information, please contact:

Martin Olin CEO, BerGenBio ASA
ir@bergenbio.com

Rune Skeie, CFO, BerGenBio ASA
rune.skeie@bergenbio.com

Investor Relations / Media Relations

Graham Morrell
graham.morrell@bergenbio.com

Media Relations Norway

Jan Lilleby
jl@lillebyfrisch.no
+47 90 55 16 98

This information is considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to MAR article 17 and section 5-12 of the Norwegian Securities Trading Act.

This stock exchange announcement was published by Rune Skeie, CFO on 25 April at 17:40 CEST on behalf of the Company.

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 cancer and severe respiratory infections. The Company is focused on its proprietary lead candidate bemcentinib a potentially first-in-class selective AXL inhibitor in development for STK11 mutated NSCLC and COVID-19.

BerGenBio is based in Bergen, Norway with a subsidiary in Oxford, UK. The Company is listed on the Oslo Stock Exchange (ticker: BGBIO). For more information, visit www.bergenbio.com.

- IMPORTANT INFORMATION –

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Any offering of the securities referred to in this announcement will be made by means of the Prospectus. This announcement is an advertisement and is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on prospectuses to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended) as implemented in any EEA Member State (the "Prospectus Regulation"). Investors should not subscribe for any securities referred to in this announcement except on the basis of information contained in the Prospectus. Copies of the Prospectus will, following publication, be available from the Company's registered office and, subject to certain exceptions, on the websites of the Managers.

In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State.

In the United Kingdom, this communication is only addressed to and is only directed at Qualified Investors who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). These materials are directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

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The Managers are acting for the Company in connection with the Rights Issue and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to the Rights Issue or any transaction or arrangement referred to in this announcement.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "anticipate", "believe", "continue", "estimate", "expect", "intends", "may", "should", "will" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice. This announcement is made by and is the responsibility of, the Company. Neither the Managers nor any of their respective affiliates makes any representation as to the accuracy or completeness of this announcement and none of them accepts any responsibility for the contents of this announcement or any matters referred to herein.

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