



BAVARIAN NORDIC

*Company Announcement*

## **Bavarian Nordic A/S Announces Launch of Private Placement**

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**COPENHAGEN, Denmark, April 13, 2016** - Bavarian Nordic A/S (OMX: BAVA, OTC: BVNRY) launches today an offering of new shares of nominal value DKK 10 each.

The Board of Directors of Bavarian Nordic has resolved to launch today an offering of up to 2,770,000 shares at market price through an accelerated book-building process (the "Offering"). The Offering represents up to 9.87% of Bavarian Nordic's currently registered share capital.

Bavarian Nordic expects to use the proceeds from the Offering to accelerate its commercial vaccine pipeline, including its CV-301 cancer immunotherapy and MVA-BN RSV program, as well as for potential expansion of its existing manufacturing facility.

The Company maintains its 2016 full-year financial expectations with revenue at the level of DKK 1,000 million and a break-even result before interest and tax (EBIT). The cash preparedness at the end of the year, not inclusive of the proposed transaction, is expected to be in the level of DKK 1,300 million.

### **The Offering**

The Offering will be made at market price to institutional investors in Denmark and internationally, including to qualified institutional buyers in the United States pursuant to Rule 144A of the U.S. Securities Act of 1933, as amended (the "Securities Act"). Neither Bavarian Nordic's existing shareholders nor investors in any shares that will be offered will have pre-emption rights with respect to the Offering.

The accelerated bookbuilding process will open immediately and can close at any time. The result of the Offering, offer price and allocation are expected to be announced as soon as practicable thereafter. If the Offering is oversubscribed, an individual allocation of shares will be made.

Simultaneously with the determination of the final terms and conditions of the private placement, the company intends to enter into a lock-up agreement starting upon such date and ending 180 calendar days thereafter, subject to certain customary exceptions. The company's directors and certain executive officers intend to enter into lock-up agreements with regard to the company's shares that they hold, for the same period of time, subject to certain customary exceptions.

On January 4, 2016 Bavarian Nordic announced the filing of a Form F-1 Registration Statement with the U.S. Securities and Exchange Commission for a proposed initial public offering of American Depositary Shares. After considering the option of a US listing and discussions with potential and existing shareholders, the Board of Directors has determined that maintaining a single listing and pool of liquidity is preferable at this time. Accordingly, Bavarian Nordic will withdraw the Form F-1 Registration Statement.

### **Global Coordinators and Joint Bookrunners**

Citigroup Global Markets Limited and Nordea Bank Danmark A/S are Global Coordinators for the Offering and Cowen International Limited and Piper Jaffray & Co. are acting as Joint Bookrunners, through which orders may be placed and purchases may be made in the Offering.

**Resolution on share capital increase**

The Offering will occur under the existing authorization granted by Bavarian Nordic's shareholders to its Board of Directors to increase the company's share capital by up to 2,770,000 shares of DKK 10 each (i.e. less than 10% of the share capital), cf. section 5a(2) of the company's articles of association.

After the new shares of nominal value DKK 10 each are subscribed, the nominal value of the share capital increase will represent up to 9.87% of Bavarian Nordic's current nominal share capital of DKK 280,657,120, and will account for up to 8.98% of Bavarian Nordic's registered share capital upon completion of the share capital increase. Assuming subscription of 2,770,000 shares of nominal value DKK 10 each, the nominal share capital of Bavarian Nordic will amount to DKK 308,357,120 divided into 30,835,712 shares of nominal value DKK 10 each.

**Admission for trading and official listing**

NASDAQ Copenhagen has confirmed that the new shares of nominal value DKK 10 each on or around 19 April 2016 will be listed under the existing ISIN code for the existing shares, DK0015998017 after registration of the share capital increase with the Danish Business Authority. The new shares will be issued in a temporary ISIN code DK0060727394, which will not be listed on NASDAQ Copenhagen, but only registered in VP Securities for subscription of the new shares of nominal value DKK 10 each. The temporary ISIN code will be merged with the existing ISIN code after registration of the share capital increase with the Danish Business Authority.

**Expected timetable for the Offering**

The offer period runs up to and includes, but may be shortened	14 April 2016
The offer price is expected to be announced through NASDAQ Copenhagen no later than	14 April 2016
Expected date of payment against delivery	18 April 2016
Expected date of registration of the capital increase with the Danish Business Authority	18 April 2016
Expected date for admission for listing of new shares under the existing ISIN code	19 April 2016

**The new shares**

The new shares of nominal value DKK 10 each will rank pari passu in all respects with existing Bavarian Nordic shares.

The new shares will not give the right to vote at the general meeting of the company on 20 April 2016 as the new shares were not issued on the date of registration on April 13, 2016.

The new shares of nominal value DKK 10 each will be registered in the name of the holder in the company's register of shareholders through the shareholder's account-holding bank.

The new shares of nominal value DKK 10 each will be negotiable instruments and no restrictions will apply to their transferability. No shares in Bavarian Nordic carry or will carry any special rights.

Rights conferred by the new shares, including voting rights and dividend rights, will apply from the time when the capital increase is registered with the Danish Business Authority.

**Taxation and dividends**

Dividend payments will be taxed pursuant to current legislation, including any applicable double taxation treaties.

The new shares will confer on the holders the same right to receive dividends and other rights in the company as the existing shares.

**Other information**

Bavarian Nordic is registered under CVR no. 16271187.

Bavarian Nordic's financial year runs from 1 January to 31 December.

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*None of the company, the managers or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents or any other person accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.*

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*This press release contains certain forward-looking statements with respect to the Offering. Although the company believes its expectations are based on reasonable assumptions, these forward-looking statements are subject to numerous risks and uncertainties, which could cause actual results to differ materially from those anticipated in such forward-looking statements.*

**About Bavarian Nordic**

Bavarian Nordic is a fully integrated biotechnology company focused on the development, manufacturing and commercialization of cancer immunotherapies and vaccines for infectious diseases, based on the Company's live virus vaccine platform. Through long-standing collaborations, including a collaboration with the U.S. government, Bavarian Nordic has developed a portfolio of vaccines for infectious diseases, including the non-replicating smallpox vaccine, IMVAMUNE<sup>®</sup>, which is stockpiled for emergency use by the United States and other governments. The vaccine is approved in the European Union (under the trade name IMVANEX<sup>®</sup>) and in Canada. Bavarian Nordic and its partner Janssen are developing an Ebola vaccine regimen, which has been fast-tracked, with the backing of worldwide health authorities, and a vaccine for the prevention and treatment of HPV. Additionally, in collaboration with the National Cancer Institute, Bavarian Nordic has developed a portfolio of active cancer immunotherapies, including PROSTVAC<sup>®</sup>, which is currently in Phase 3 clinical development for the treatment of advanced prostate cancer. The company has partnered with Bristol-Myers Squibb for the potential commercialization of PROSTVAC. For more information visit [www.bavarian-nordic.com](http://www.bavarian-nordic.com) or follow us on Twitter [@bavariannordic](https://twitter.com/bavariannordic).

**Forward-looking statements**

This announcement includes forward-looking statements that involve risks, uncertainties and other factors, many of which are outside of our control, that could cause actual results to differ materially from the results discussed in the forward-looking statements. Forward-looking statements include statements concerning our plans, objectives, goals, future events, performance and/or other information that is not historical information. All such forward-looking statements are expressly qualified by these cautionary statements and any other cautionary statements which may accompany the forward-looking statements. We undertake no obligation to publicly update or revise forward-looking statements to reflect subsequent events or circumstances after the date made, except as required by law.

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