



Biom'Up completes the first of its financing operations for a total amount of more than €40 million

€16 million capital increase completed successfully by means of a public offering without preferential subscription rights

Biom'Up aims to complete its second financing transaction by finalizing, as soon as possible, a bond issue with Athyrium Capital Management for an initial amount of €25 million which may subsequently be increased to €35 million

The proposed bond issue will enable the company to refinance the Kreos Capital loan of €8.2 million

Saint-Priest, France, February 20, 2018 – 7.00 am Paris time – Biom'Up (the "Company"), a specialist in surgical hemostasis, announces today the success of its capital increase without preferential subscription rights for shareholders by means of a public offering and with a priority subscription period, as of right only, for existing shareholders (the "Offering"), in a total amount (including additional paid-in capital) of €16 million. Athyrium Capital Management ("Athyrium") has confirmed it is participating in the Offering and efforts are underway to finalize the €25 million bond issue (the "Bond Issue") with stock warrants, the size of which may subsequently be increased to €35 million.

The net proceeds from the capital increase and the Bond Issue will be used to increase HEMOBLAST™ Bellows' production capacity, including the opening of a second manufacturing facility close to the existing unit in Saint Priest to support the marketing of the drug in Europe and the United States from summer 2018, to fund further preclinical and clinical trials for HEMOBLAST™ Bellows and HEMOSNOW™ and to repay the loan from Kreos Capital.

Etienne Binant, Biom'Up's Chief Executive Officer, commented: *"Biom'Up wishes to thank all its investors—those from France and those from further afield, those who have long supported us and those who have only recently come on board—for making this fundraising transaction a success. The €16 million capital increase will enable us to accelerate the industrial development of Biom'Up, and to prepare the expansion of our hemostatic range. As planned, these funds will be used to accelerate the ramp-up in our production in connection with the launch of HEMOBLAST™ Bellows and further clinical efforts on HEMOBLAST™ Bellows and HEMOSNOW™. I would also like to warmly thank Athyrium Capital and its*

NOT FOR DISTRIBUTION DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA,
AUSTRALIA OR JAPAN

teams for their involvement in Biom'Up's development as an investor, in the context of the offering, and particularly in the process of the Bond Issue."

(i) Public Offering

Shares not subscribed for during the priority subscription period, as well as new shares that may be issued under the extension clause, were made available in a global offering, consisting of an open-price offering in France (the "Public Offering") and a global placement (the "Global Placement"), comprising a private placement in France primarily with qualified investors and an international private placement primarily with institutional investors in certain other countries.

The subscription price for the new shares, which was set by the Company's Board of Directors on February 13, 2018 at €11.00 per share, represented a discount of 5% to the volume-weighted average price of the Company's shares over the final three trading days prior to February 13, 2018 (inclusive).

The capital increase in a total amount of €16 led to the issue of 1,452,418 new shares, representing 12.9% of the Company's existing share capital.

During the priority period granted to the Company's existing shareholders, demand, on a non-reducible basis, from them totaled €1,249,193, which accounted for 7.8% of the total amount of the capital increase.

As part of the public offer, the demand, on a reducible basis, reached a total amount of €339,196, or 2.1% of the total amount of the capital increase.

Top-tier international investors subscribed for shares worth €14,388,209 through the Global Placement, or 90.1% of the capital increase.

To the best of the Company's knowledge, the Company's ownership structure upon completion of the capital increase was as follows:

Shareholders	On a non-diluted basis				On a diluted basis *					
	Before issuance of 1,452,418 new shares		After issuance of 1,452,418 new shares		Before issuance of 1,452,418 new shares		After issuance of 1,452,418 new shares		After issuance of the 1,452,418 new shares, and completion of the Bond Issue**	
	Number of shares	% of capital in voting rights	Number of shares	% of capital in voting rights	Number of shares	% of capital in voting rights	Number of shares	% of capital in voting rights	Number of shares	% of capital in voting rights
Bpifrance Participations	1,637,006	14.6 %	1,637,006	12.9 %	1,637,006	13.3 %	1,637,006	11.9 %	1,637,006	11.6 %
Bpifrance Investissement (InnoBio)	1,148,542	10.2 %	1,148,542	9.1 %	1,148,542	9.3 %	1,148,542	8.3 %	1,148,542	8.1 %
<i>Sub-Total Bpifrance</i>	<i>2,785,548</i>	<i>24.8 %</i>	<i>2,785,548</i>	<i>22.0 %</i>	<i>2,785,548</i>	<i>22.6 %</i>	<i>2,785,548</i>	<i>20.2 %</i>	<i>2,785,548</i>	<i>19.7 %</i>
Gimv	1,206,272	10.8 %	1,206,272	9.5 %	1,206,272	9.8 %	1,206,272	8.8 %	1,206,272	8.5 %
Lundbeckfond Ventures	925,492	8.2 %	925,492	7.3 %	925,492	7.5 %	925,492	6.7 %	925,492	6.5 %
Sham Innovation Santé	742,899	6.6 %	742,899	5.9 %	742,899	6.0 %	742,899	5.4 %	742,899	5.2 %
Viveris Fund	570,354	5.1 %	570,354	4.5 %	570,354	4.6 %	570,354	4.1 %	570,354	4.0 %

NOT FOR DISTRIBUTION DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA,
AUSTRALIA OR JAPAN

Mérieux Participations	267,088	2.4 %	267,088	2.1 %	267,088	2.2 %	267,088	1.9 %	267,088	1.9 %
Sub-total historical shareholders	6,497,653	57.9 %	6,497,653	51.3 %	6,497,653	52.8 %	6,497,653	47.2 %	6,497,653	45.9 %
Various historical shareholders	395,990	3.5 %	395,990	3.1 %	395,990	3.2 %	395,990	2.9 %	395,990	2.8 %
Founding Partners and Directors	387,014	3.4 %	387,014	3.1 %	880,379	7.1 %	880,379	6.4 %	880,379	6.2 %
Free Float	3,935,706	35.1 %	5,206,306	41.1 %	3,935,706	32.0 %	5,206,306	37.8 %	5,206,306	36.8 %
<i>o/w Invesco</i>	<i>600,000</i>	<i>5.3 %</i>	<i>674,332</i>	<i>5.3 %</i>	<i>600,000</i>	<i>4.9 %</i>	<i>674,332</i>	<i>4.9 %</i>	<i>674,332</i>	<i>4.8 %</i>
Own shares	3,280	0.0 %	3,280	0.0 %	3,280	0.0 %	3,280	0.0 %	3,280	0.0 %
Dilutive instruments held by employees	-	-	-	-	454,576	3.7 %	454,576	3.3 %	454,576	3.2 %
<i>o/w BSPCE</i>	-	-	-	-	<i>141,468</i>	<i>1.1 %</i>	<i>141,468</i>	<i>1.0 %</i>	<i>141,468</i>	<i>1.0 %</i>
<i>o/w AGA</i>	-	-	-	-	<i>207,950</i>	<i>1.7 %</i>	<i>207,950</i>	<i>1.5 %</i>	<i>207,950</i>	<i>1.5 %</i>
<i>o/w stock-options</i>	-	-	-	-	<i>105,158</i>	<i>0.9 %</i>	<i>105,158</i>	<i>0.8 %</i>	<i>105,158</i>	<i>0.7 %</i>
Kreos	-	-	-	-	147,320	1.2 %	147,320	1.1 %	147,320	1.0 %
Athyrium	-	-	181,818	1.43 %	-	-	181,818	1.32 %	566,818	4.01 %
TOTAL	11,219,643	100.0 %	12,672,061	100.0 %	12,314,904	100.0 %	13,767,322	100.0 %	14,152,322	100.0 %

* In the event of the exercise of all the outstanding BSA, BSPCE and stock options and the vesting of the shares granted free of charge at the date of the prospectus.

** If this project was to be completed, the bonds attached to the bonds issued under the Bond Loan would give Athyrium the right to subscribe for 385,000 new shares of the Company, of which 275,000 new shares as of January 1, 2019 in the first tranche of € 25 million, and 110,000 new shares in the second tranche of € 10 million, in each case paying a subscription price equal to the weighted average of the five last trading days preceding the issue of the warrants plus a premium of 2%.

Settlement and delivery, and the admission to trading of the new shares is due to take place on the Euronext Paris market on February 21, 2018.

The Offering was led by Bryan Garnier & Co acting as Global Coordinator, Joint Lead Manager and Joint Bookrunner, and by RBC Capital Markets acting as Joint Lead Manager and Joint Bookrunner.

Availability of the Prospectus

A prospectus containing the Company's document de base registered on September 11, 2017 under number I. 17-064, a note d'opération and a summary of the prospectus (included in the note d'opération) was approved by the AMF on February 13, 2018, under number 18-038. Copies of the prospectus, comprising the document de base, the note d'opération and the summary are available free of charge from Biom'Up (Parc Technologique de Lyon, 8, allée Irène Joliot Curie, 69800 Saint-Priest, France) as well as on the Company's website (www.biomup.com) and the AMF website (www.amf-france.org).

Investors' attention is drawn to the risk factors mentioned in chapter 4 of the document de base, as updated in chapter 11 of the note d'opération, as well as chapter 2 of the note d'opération, before making their investment decision. The realization of all or some of these risks may have an unfavorable effect on Biom'Up's activity, financial position, results, development or outlook.

(ii) Bond Financing

Since the capital increase met Athyrium's requirements, the Company and the investor are working to finalize the legal documentation for the bond financing agreement as rapidly as possible. The Bond Issue will be for up to €35 million, including €25 million upon issue, along with an option for an additional €10 million to be agreed at the discretion of the parties within 12 months of the initial issue, repayable quarterly as of the third anniversary of the issue, in each case in the form of bonds with stock warrants with a maturity

NOT FOR DISTRIBUTION DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA,
AUSTRALIA OR JAPAN

of five years after the initial issue, and to be subscribed for by one or more funds managed by Athyrium. The bonds will be secured by collateral equivalent to that granted for the purposes of the December 2016 bond issue to Kreos Capital. Furthermore, the bond financing agreement provides for a representative of Athyrium to join the Company's Board of Directors as a non-voting advisor.

The arrangements for the issue are as follows:

- the interest rate on the bonds stands at 10% p.a. (increased to 13% p.a. in the event of a default that goes unremedied, where no waiver had been granted and that had not ceased), representing an annual interest charge of €2.5 million, which may be increased to €2.8 million if the option for an additional €10 million is exercised
- the stock warrants attached to the bonds entitle their holder to subscribe for 385,000 new shares in the Company (equal to 3.1% of the Company's share capital on a diluted basis prior to the capital increase), including 275,000 new shares in respect of the first tranche of €25 million (issued pursuant to the Sixth resolution of the Company's Extraordinary General Meeting of August 31, 2017), and 110,000 new shares in respect of the second tranche of €10 million (issued pursuant to a subsequent resolution of the Company's Extraordinary General Meeting), in each case entailing the payment of a subscription price equal to the volume-weighted average for the final five trading days preceding the issue of the stock warrants plus a premium of 2%
- the stock warrants attached to the bonds may be exercised during the period running from January 1, 2019 through to the 5-year anniversary date of the issue of the bonds
- the transferability of the stock warrants attached to the bonds will be restricted to affiliates of the bondholders for the first two years, except in the event of a default, and
- only the underlying shares will be admitted to trading on Euronext's regulated market in Paris.

Contacts

Biom'Up

Chief Financial Officer

Jean-Yves Quentel

investisseurs@biomup.com

04 86 57 36 10

NewCap

Investor relations

Tristan Roquet Montégon

biomup@newcap.eu

01 44 71 00 16

NewCap

Media Relations

Nicolas Merigeau

biomup@newcap.eu

01 44 71 94 98

About Biom'Up

Founded in 2005 and based in the Lyon suburb of Saint-Priest (France), Biom'Up designs hemostatic products based on patented biopolymers that aim to simplify surgical procedures in numerous specialties (spine, cardiothoracic, general, orthopedic, plastic) and give patients a better quality of life. Its flagship product, HEMOBLAST™ Bellows, is a unique hemostatic solution, ready to use (no preparation time needed, no need to mix, no heat required), usable once or several times during the surgery. Developed by a world-renowned scientific team, HEMOBLAST™ Bellows has obtained positive results for all the primary and secondary endpoints of Phase III of its pivotal study involving 412 patients in the United States. HEMOBLAST™ Bellows obtained its CE Mark in December 2016, and its PMA (Pre-Market Approval) application was granted by the FDA (Food & Drug Administration) in December 2017 with a view to commercializing in the United States over the summer in 2018. Since its creation, Biom'Up has benefited

NOT FOR DISTRIBUTION DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA,
AUSTRALIA OR JAPAN

from the support of prominent European investors such as Bpifrance, Innobio, GIMV, Lundbeckfond, Mérieux Participation, SHAM and ACG, as well as all the Company's managers, who have invested €2 million in equity. Biom'Up successfully completed its IPO on Euronext Paris, raising 42.5 million euros in October 2017.

About Athyrium Capital Management

Athyrium Capital Management, LP ("Athyrium") is a specialized asset management company formed in 2008 to focus on investment opportunities in the global healthcare sector. As of September 30, 2017, Athyrium had over \$3.5 billion of assets under management. The Athyrium team has substantial investment experience in the healthcare sector across a wide range of asset classes including public equity, private equity, fixed income, royalties, and other structured securities. Athyrium invests across all healthcare verticals including biopharma, medical devices and products, and healthcare focused services. The team partners with management teams to implement creative financing solutions to companies' capital needs. For more information, please visit www.athyrium.com.

Disclaimer

This document does not constitute an offer to sell or the solicitation of an offer to buy the securities of Biom'Up in the United States or in any other jurisdiction.

The securities referred to herein may not be offered or sold in the United States or to US persons unless such securities are registered under the US Securities Act of 1933, as amended ("**US Securities Act**"), or an exemption from the registration requirements of the US Securities Act is available. Biom'Up shares have not been and will not be registered under the US Securities Act and Biom'Up does not intend to undertake a public offering of its securities in the United States.

This announcement is an advertisement and does not constitute a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council (the "**Prospectus Directive**"), as amended, to the extent such Directive has been transposed in the relevant Member State of the European Economic Area.

With respect to the Member States of the European Economic Area, other than France, which have implemented the Prospectus Directive (each a "**Relevant Member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any Relevant Member State, other than France. As a result, the new or existing shares of the Issuer may not be offered and will not be offered in any Relevant Member State, except as permitted under Article 3 of the Prospectus Directive and/or regulations applicable in the Relevant Member State.

For the purposes of this provision, an "offer to the public" in relation to the new or existing shares of the Issuer in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the new or existing shares of the Issuer to be offered so as to enable an investor to decide to purchase the new or existing shares of the Issuer, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

In the United Kingdom, this document does not constitute an approved prospectus for the purpose of and as defined in section 85 of the Financial Services and Markets Act 2000 (as amended) (the "**FSMA**"), has not been prepared in accordance with the Prospectus Rules issued by the UK Financial Conduct Authority (the "**FCA**") pursuant to section 73A of the FSMA and has not been approved by or filed with the FCA or any other authority which would be a competent authority for the purposes of the Prospectus Directive. The new and existing shares in the Issuer may not be offered or sold and will not be offered or sold to the public in the United Kingdom (within the meaning of sections 85 and 102B of the FSMA) save in the circumstances

NOT FOR DISTRIBUTION DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA,
AUSTRALIA OR JAPAN

where it is to be lawful to do so without an approved prospectus (within the meaning of section 85 of the FSMA) being made available to the public before the offer is made.

This document is for distribution in the United Kingdom only to persons who (i) have professional experience in matters relating to investments falling within section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Financial Promotion Order**”), (ii) are persons falling within sections 49(2)(a) to (d) (“high net worth bodies corporate, unincorporated associations etc”) of the Financial Promotion Order, or (iii) are persons otherwise permitted by law to receive it (all such persons together being referred to as “**Relevant Persons**”). In the United Kingdom this document is directed only at Relevant Persons and must not be distributed to, acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available in the United Kingdom only to Relevant Persons and will be engaged in only with Relevant Persons.

The release, publication or distribution of this document in certain jurisdictions may be restricted by laws or regulations. Persons in such jurisdictions into which this press release is released, published or distributed must inform themselves about and comply with such laws or regulations.