



Signing of the definitive agreements in connection with the acquisition by NOVO NORDISK of a controlling stake in BIOCORP

Paris, France, June 19th, 2023, 7:30 am CEST – Following the announcement, on June 5th, 2023 of the contemplated acquisition of BIOCORP Production SA (FR0012788065 – ALCOR) (“BIOCORP”), a French company specialized in the design, development and manufacturing of delivery systems and innovative medical devices, by NOVO NORDISK (DK0060534915 – Novo-B), a leading global healthcare company headquartered in Denmark whose purpose is to drive change to defeat diabetes and other serious chronic diseases (“NOVO NORDISK”), BIOCORP’s employees representative bodies’ were duly informed and consulted, and have unanimously released on June 9th, 2023, a positive opinion concerning this transaction.

In this context, BIOCORP announces today the signing of a share purchase agreement between BIO JAG, BIOCORP’s main shareholder, and NOVO NORDISK relating to the acquisition of 1,998,800 BIOCORP shares, representing 45.3% of its share capital and 62.2% of its theoretical voting rights¹ (the “Controlling Stake”), at a price of EUR 35.00 per share.

NOVO NORDISK would also acquire concomitantly with, and subject to the acquisition of BIO JAG’s stake, at the same price per share, the shares held in BIOCORP by certain minority shareholders, including Nyenburgh, Greenstock and Vatel Capital, representing together 19% of the share capital and 13.1% of the theoretical voting rights of BIOCORP¹.

The completion of the acquisition of the Controlling Stake and the acquisition of the shares held by minority shareholders, representing together 64.4% of the share capital and 75.3% of the voting rights¹ remains subject to customary regulatory approvals.

As a result of the contemplated transaction, NOVO NORDISK would file with the French Financial Market Authority (Autorité des Marchés Financiers – the “AMF”) a mandatory simplified tender offer on all remaining outstanding BIOCORP shares on the same financial terms as the acquisition of the Controlling Stake (EUR 35.00 per share) (the “Offer”). The price of the Offer values 100% of BIOCORP’s share capital and voting rights at EUR 154.4m.

In this context, BIOCORP has concluded today with NOVO NORDISK a Tender Offer Agreement, governing BIOCORP’s and NOVO NORDISK’s respective commitments within the context of the Offer.

Today, BIOCORP’s Board of Directors has decided to appoint Accuracy, represented by Mr. Henri Philippe as independent expert consistently with the provisions of Article 261-1 I 2° and 4° and II of the AMF General Regulations, to establish a report on the financial conditions of the Offer and to attest the fairness of the Offer.

The closing of the acquisition of the Controlling Stake, and the filing of the Offer shall occur during the third semester of 2023.

¹ Before cancellation of the double voting rights attached to the shares sold by BIO JAG, and on the basis of a share capital of 4,412,286 shares representing 6,427,898 theoretical voting rights.

BIOCORP will keep the market informed of any significant developments in the above-mentioned operations.

ABOUT BIOCORP

Recognized for its expertise in the development and manufacture of medical devices and delivery systems, BIOCORP has today acquired a leading position in the connected medical device market thanks to Mallya. This smart sensor for insulin injection pens allows reliable monitoring of injected doses and thus offers better compliance in the treatment of patients with diabetes. Available for sale from 2020, Mallya spearheads BIOCORP's product portfolio of innovative connected solutions. The company has 80 employees.

BIOCORP is listed on Euronext since July 2015 (FR0012788065 – ALCOR). For more information, please visit www.biocorp.fr.

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