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NEWS RELEASE – REGULATED INFORMATION – INSIDE INFORMATION  
21 January 2021, 11:30 p.m. CET

## MDxHealth Successfully Completes a EUR 25.0 Million (USD 30.4 Million)<sup>(1)</sup> Capital Increase

IRVINE, CA, and HERSTAL, BELGIUM – 21 January 2021 – MDxHealth SA (Euronext Brussels: MDXH) (the "Company" or "MDxHealth"), a commercial-stage innovative molecular diagnostics company, announces the successful pricing of its capital increase with the offering of new ordinary shares. The Company raised EUR 25.0 million (USD 30.4 million)<sup>(1)</sup> in gross proceeds by means of a private placement of 27,777,777 new shares (being approximately 30.63% of the Company's outstanding shares) at an issue price of EUR 0.90 per share through an accelerated bookbuild offering (the "Capital Increase").

**Michael McGarrity, CEO of MDxHealth, said:** *"We are pleased to have secured additional funding from a high quality mix of U.S. and European investors. This financing allows us to continue to advance our focus on commercial execution, operating discipline and advancing our menu in the diagnosis and treatment of prostate cancer. We look forward to providing our full year 2020 operating and financial results and a view forward for 2021 on 3 March 2021."*

The net proceeds of the Capital Increase will be used to drive further commercial focus and execution, to advance the Company's corporate strategy and for general corporate purposes.

The payment and delivery of the new shares to be issued in the Capital Increase is expected to take place on 26 January 2021.

KBC Securities is acting as Sole Global Coordinator and together with Oppenheimer & Co. as Joint Bookrunners for the Capital Increase.

As announced earlier, Biovest, Valiance and MVM (the "Pre-Committing Shareholders"), each an important shareholder of the Company, pre-committed to submit orders in the offering. In line with these pre-commitments, 13,386,111 shares were allocated to the Pre-Committing Shareholders.

The new shares to be issued will have the same rights and benefits as, and rank *pari passu* in all respects, including as to entitlement to dividends and distributions, with, the existing and outstanding shares of MDxHealth at the moment of their issuance and will be entitled to distributions in respect of which the relevant record date or due date falls on or after the date of issue of the new shares.

18,138,288 of the new shares (representing 20% of the currently outstanding shares of the Company already admitted to listing and trading on Euronext Brussels) will upon their issuance be immediately admitted to listing and trading on the regulated market of Euronext Brussels. The Pre-Committing Shareholders agreed that the Company and the Joint Bookrunners will have the ability to allocate to the Pre-Committing Shareholders 9,639,489 new shares that shall not be immediately admitted to listing and trading upon their issuance. The Company will apply to

Euronext Brussels for the admission to trading and listing of those unlisted new shares, as soon as practicable after their issuance and which shall be subject to the preparation of a listing prospectus.

As a result of the issuance of new shares, the Company's share capital will increase from EUR 68,998,734.95 to EUR 90,132,067.69 and its issued and outstanding shares will increase from 90,691,449 to 118,469,226 ordinary shares, representing an increase of the share capital and number of shares of 30.63%.

In the context of the Capital Increase, MDxHealth has agreed to a market customary 180-days standstill period on future share issuances, waivable by the Joint Bookrunners and subject to customary exceptions.

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Note:

<sup>(1)</sup> Based on the conversion rate of EUR 1.00 = USD 1.2158 as at 21 January 2021 (as published by the European Central Bank).

### **About MDxHealth®**

MDxHealth is a commercial-stage, innovative healthcare company that provides actionable molecular diagnostic information to personalize the diagnosis and treatment of cancer. The Company's tests are based on proprietary genetic, epigenetic (methylation) and other molecular technologies and assist physicians with the diagnosis of urologic cancers, prognosis of recurrence risk, and prediction of response to a specific therapy. The Company's European headquarters are in Herstal, Belgium, with laboratory operations in Nijmegen, The Netherlands, and US headquarters and laboratory operations based in Irvine, California. For more information, visit [mdxhealth.com](http://mdxhealth.com) and follow us on social media at: [twitter.com/mdxhealth](https://twitter.com/mdxhealth), [facebook.com/mdxhealth](https://facebook.com/mdxhealth) and [linkedin.com/company/mdxhealth](https://linkedin.com/company/mdxhealth).

### **For more information:**

MDxHealth  
[info@mdxhealth.com](mailto:info@mdxhealth.com)

### ***Important information***

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*This press release contains forward-looking statements and estimates with respect to the anticipated future performance of MDxHealth and the market in which it operates. Such statements and estimates are based on assumptions and assessments of known and unknown risks, uncertainties and other factors, which were deemed reasonable but may not prove to be correct. Actual events are difficult to predict, may depend upon factors that are beyond the Company's control, and may turn out to be materially different. MDxHealth expressly disclaims any obligation to update any such forward-looking statements in this release to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based unless required by law or regulation. You should not*

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*Any offer of securities to which this announcement relates is only addressed to and directed at persons in the United Kingdom and member states of the European Economic Area (the "EEA") (each a "Member State") who are "qualified investors" within the meaning of Article 2(e) of Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus 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 from time to time, to the extent implemented in the relevant Member State of the EEA) and any implementing measure in each relevant Member State of the EEA or, for the United Kingdom, as it forms part of retained EU law as defined in the EU (Withdrawal) Act 2018 (the "Prospectus Regulation") ("Qualified Investors"), or such other investors as shall not constitute an offer to the public within the meaning of Article 3.1 of the Prospectus Regulation. Each person in the United Kingdom or a Member State who initially acquires any of the Company's securities or to whom any offer of the Company's securities may be made and, to the extent applicable, any funds on behalf of which such person is acquiring the Company's securities that are located in the United Kingdom or a Member State will be deemed to have represented, acknowledged and agreed that it is a Qualified Investor.*

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*This communication is not a prospectus for the purposes of the Prospectus Regulation. This*

*communication cannot be used as basis for any investment agreement or decision. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the securities referred to herein.*

*No announcement or information regarding the offering, listing or securities of the Company referred to above may be disseminated to the public in jurisdictions where a prior registration or approval is required for such purpose. No steps have been taken, or will be taken, for the offering or listing of securities of the Company in any jurisdiction where such steps would be required, except for the admission of the new shares on the regulated market of Euronext Brussels. The issue, exercise, or sale of, and the subscription for or purchase of, securities of the Company are subject to special legal or statutory restrictions in certain jurisdictions. The Company is not liable if the aforementioned restrictions are not complied with by any person.*

### **Information to Distributors**

*Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended from time to time ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any 'manufacturer' (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the offered shares have been subject to a product approval process, which has determined that the offered shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the offered shares may decline and investors could lose all or part of their investment; the offered shares offer no guaranteed income and no capital protection; and an investment in the offered shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.*

*For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the offered shares.*

*Each distributor is responsible for undertaking its own target market assessment in respect of the offered shares and determining appropriate distribution channels.*

*KBC Securities and Oppenheimer & Co. are acting exclusively for the Company and no one else in connection with the capital increase. In connection with such matters, they, their affiliates and their*

*respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the capital increase or any other matters referred to in this announcement.*