

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE UNITED STATES, CANADA, JAPAN, SOUTH AFRICA, HONG KONG OR AUSTRALIA, EXCEPT AS PERMITTED BY APPLICABLE LAW, OR IN ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION IS UNLAWFUL.

Bavarian Nordic A/S Announces Completion of Directed Issue of 6,373,680 New Ordinary Shares

COPENHAGEN, Denmark, December 6, 2021 - On 6 December 2021, Bavarian Nordic A/S (“Bavarian Nordic” or the “Company”) announced its intention to raise new capital through an accelerated bookbuilding process. The offering (the “Offering”) of new shares (the “New Shares”) in Bavarian Nordic has now been successfully completed. Reference is made to company announcement no. 40 of 6 December 2021.

Bavarian Nordic has successfully completed a directed issue and private placement of 6,373,680 new shares at an offer price of DKK 268 per share, raising gross proceeds to Bavarian Nordic of DKK 1,708 million.

The Offering has not been registered under the U.S. Securities Act and was made pursuant to applicable exemptions from the obligation to publish a prospectus in Denmark as well as exemptions from the U.S. Securities Act and the securities laws of other applicable jurisdictions in a directed issue and private placement and subscribed for by eligible qualified institutional and professional investors in Denmark and in certain other jurisdictions at market price and without pre-emption rights for Bavarian Nordic’s existing shareholders.

The net proceeds from the Offering will be used in accordance with company announcement no. 40 of 6 December 2021.

As the Offering was oversubscribed, an individual allocation of the New Shares was made.

Bavarian Nordic has in connection with the Offering, agreed to undertake a lock-up commitment for 180 calendar days following settlement of the Offering (subject to certain exceptions). In addition, members elected at the general meeting of Bavarian Nordic’s board of directors as well as members of the executive management have in connection with the Offering, agreed to undertake a lock-up commitment for 90 calendar days following settlement of the Offering (subject to certain exceptions).

CAPITAL INCREASE

Subject to settlement, a share capital increase will be registered with the Danish Business Authority and the share capital of Bavarian Nordic will hereafter consist of 70,468,393 shares of DKK 10 each, equivalent to a registered share capital of DKK 704,683,930.

The New Shares represent approximately 9.94 % of Bavarian Nordic’s registered share capital before the capital increase and will account for approximately 9.04 % of Bavarian Nordic’s registered share capital upon completion of the capital increase.

ADMISSION TO TRADING AND OFFICIAL LISTING

The New Shares will be issued under the temporary ISIN code DK0061682721. No application for admission to trading and official listing has been, or will be, filed for the New Shares issued under the temporary ISIN code, and the temporary ISIN code will only be registered with VP Securities A/S for subscription of the New Shares. The temporary ISIN code in VP Securities A/S will be merged with the permanent ISIN code for the existing shares, DK0015998017, as soon as possible following registration of the share capital increase with the Danish Business Authority. The New Shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen A/S, in the permanent ISIN code for the existing shares, DK0015998017, on or around 10 December 2021.

The admission to trading and official listing of the New Shares is subject to the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect.

EXPECTED TIMETABLE FOR THE OFFERING

<u>Date</u>	<u>Event</u>
Thursday 9 December 2021	Settlement and payment for the New Shares
Thursday 9 December 2021	Registration of the capital increase with the Danish Business Authority
Friday 10 December 2021	Admission to trading and official listing of the New Shares on Nasdaq Copenhagen A/S
Monday 13 December 2021	Merger of the temporary ISIN code with the permanent ISIN code in the system of VP Securities A/S

NEW SHARES

The decision to launch an offering of new shares in a directed issue was made pursuant to Article 5a(2) in Bavarian Nordic's articles of association pursuant to which its board of directors is authorised to make share capital increases without pre-emption rights for the existing shareholders at market price.

The New Shares will rank *pari passu* in all respects with existing shares in Bavarian Nordic. The New Shares will be negotiable instruments, and no restrictions will apply to their transferability. No shares, including the New Shares, 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. The New Shares must be registered in the name of the holder in the Company's register of shareholders.

JOINT GLOBAL COORDINATORS AND JOINT BOOKRUNNERS

Citigroup Global Markets Limited and Nordea Danmark, filial af Nordea Bank Abp, Finland are acting as Joint Global Coordinators and Joint Bookrunners in connection with the Offering (jointly the "Joint Global Coordinators and Joint Bookrunners").

Kromann Reumert and Latham & Watkins LLP act as Danish and U.S. legal advisors respectively to the Company. Plesner acts as Danish legal advisors to the Joint Global Coordinators and Joint Bookrunners.

About Bavarian Nordic

Bavarian Nordic is a fully integrated vaccines company focused on the development, manufacturing and commercialization of life-saving vaccines. We are a global leader in smallpox vaccines and have been a long-term supplier to the U.S. Government of a non-replicating smallpox vaccine, which has been approved by the FDA, also for the protection against monkeypox. The vaccine is approved as a smallpox vaccine in Europe and Canada. Our commercial product portfolio furthermore contains market-leading vaccines against rabies and tick-borne encephalitis. Using our live virus vaccine platform technology, MVA-BN®, we have created a diverse portfolio of proprietary and partnered product candidates designed to save and improve lives by unlocking the power of the immune system, including an Ebola vaccine, which is licensed to the Janssen Pharmaceutical Companies of Johnson & Johnson. We are also committed to the development of a next generation COVID-19 vaccine. For more information visit www.bavarian-nordic.com.

Contacts

Europe: Rolf Sass Sørensen, Vice President Investor Relations, Tel: +45 61 77 47 43

US: Graham Morrell, Paddock Circle Advisors, graham@paddockcircle.com, Tel: +1 781 686 9600

Company Announcement no. 41 / 2021

DISCLAIMER

This company announcement contains forward-looking statements. These statements are not guarantees of future performance and involve certain risks and uncertainties, in particular this announcement should not be construed as a confirmation neither that the Offering will complete, nor of the deal size or the price. Therefore, actual future results and trends may differ materially from what is forecast in this report due to a variety of factors.

This announcement is intended for the sole purpose of providing information. Persons needing advice should consult an independent financial adviser. This announcement does not constitute an investment recommendation.

This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia, the “United States”), Canada, Japan, South Africa, Hong Kong or Australia, except as permitted by applicable law, or any other jurisdiction in which such publication or distribution is unlawful.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Canada, Japan, South Africa, Hong Kong, Australia or any other jurisdiction in which such offers or sales are unlawful (the “Excluded Territories”). Any failure to comply with this may constitute a violation of US, Canadian, Japanese, South African, Hong Kong or Australian securities laws or the securities laws of other states as the case may be.

The securities referred to in this announcement have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), or under the securities laws of any state of the United States, and may not be offered, sold, resold or delivered, directly or indirectly, in or into the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Subject to certain limited exceptions, the securities referred to in this announcement are being offered and sold only outside the United States. The securities offered in connection with the offering have not been and will not be registered under any applicable securities laws of any state, province, territory, county or jurisdiction of the Excluded Territories. Accordingly, such securities may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into the Excluded Territories or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such securities in, the relevant jurisdiction. There will be no public offer of securities in the United States or elsewhere.

This announcement is not a prospectus and has been prepared on the basis that any offers of securities referred to herein in any member state of the European Economic Area will be made pursuant to an exemption under Regulation (EU) 2017/1129 on prospectuses (the “Prospectus Regulation”). The information set forth in this announcement is only being distributed to, and directed at, persons in member states of the European Economic Area who are qualified investors (“Qualified Investors”) within the meaning of the Prospectus Regulation.

This announcement and any offer subsequently made is, and will be, addressed to and directed only at persons, in the United Kingdom, who are (a) both “qualified investors” within the meaning of the UK version of the EU Prospectus Regulation (2017/1129/ EU) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 and either (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”) or (ii) who are high net worth entities falling within Article 49 of the Order; or (b) other persons to whom it may otherwise lawfully be communicated (all such persons under (a) and (b) together being referred to as “Relevant Persons”). Any investment or investment activity to which this document relates is available in the United Kingdom only to Relevant Persons.

This information must not be acted or relied on by, and any investment activity to which this information relates is not available to and may not be engaged with, persons (i) in any member state of the European Economic Area or the United Kingdom who are not Qualified Investors, and (ii) in the United Kingdom who are not Relevant Persons.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Bavarian Nordic or by any of its affiliates or agents, or the Joint Global Coordinators and Joint Bookrunners, as to or in relation to, the accuracy, completeness or sufficiency of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers in connection with the Company's New Shares and/or the private placement referred to herein, and any liability therefore is expressly disclaimed.

The Joint Global Coordinators and Joint Bookrunners and each of their affiliates are acting exclusively for Bavarian Nordic A/S and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than Bavarian Nordic A/S for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“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 shares in Bavarian Nordic A/S

have been subject to a product approval process, which has determined that such 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 shares in Bavarian Nordic A/S may decline and investors could lose all or part of their investment; the shares in Bavarian Nordic A/S offer no guaranteed income and no capital protection; and an investment in the shares in Bavarian Nordic A/S 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 contemplated share issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Citigroup Global Markets and Nordea Danmark, filial af Nordea Bank Abp, Finland 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 shares in Bavarian Nordic A/S. Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Bavarian Nordic A/S and determining appropriate distribution channels.