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July 8, 2024

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**LEUVEN, BELGIUM - July 8, 2024 – 6:30 pm, Oxurion NV** (Euronext Brussels: OXUR), a biopharmaceutical company based in Leuven, announces that it has signed a Letter of Intent (LOI) to enter into exclusive negotiations with a view to, subject to certain conditions, acquiring an 80% majority stake in a CRO (*Contract Research Organisation*) operating in a fast-growing segment and with many solid drivers to accelerate its commercial development over the next 4 years.

This first contemplated acquisition by Oxurion represents a major strategic step in the company's evolution, marking its desire to diversify from its current R&D activities. With this acquisition, Oxurion will add a profitable and fast-growing entity to its assets.

The transaction values the shares of the target company on a 100% basis at €12.23 million (including €3.2m of cash and €1m of financial debt). The envisaged structuring of the transaction consists in a 80% buyout of the current shareholders, on a prorata basis.

Payment would be made in three steps: an initial payment of €4.39 million at *closing*, an earn-out of up to €4.39 million conditional on achieving an EBITDA of €860,000 in 2024 and a payment of €1 million payable in June 2025.

Funding for the transaction will be secured at the level of an Oxurion's subsidiary, through a mix of debt financing (non dilutive) and funding on Oxurion level (than can be either a shareholder loan or equity/quasi equity financing).

While Oxurion management will maximise the use of non-dilutive instruments, the transaction will have a dilutive impact for shareholders, still to be quantified.

The objective of the potential transaction is to offset the dilutive impact of its financing by creating value for the shareholders.

The target company is the result of collaboration between leading French institutions, notably INSERM and CNRS. Already a world leader in the field of stem cells, the company is projecting sales of around €3m for 2024.

The company is part of a steady and highly profitable growth model, with a revenue CAGR (Compounded Annual Growth Rate) of 33% between 2021 and 2023 and an EBITDA margin of 30% projected in 2024 and a highly diversified customer portfolio including the leading global players of the pharmaceutical sector.

The company is recognized for its pioneering work, notably in the production of human cells, which reinforces its strong potential for sales growth. Its performance is also underpinned by the range of complementary CRO services it has recently developed, and which it has been gradually rolling out to key accounts since the beginning of the year.

Pascal Ghoson, CEO of Oxurion, comments: "This first acquisition marks an extremely important milestone in the life of Oxurion. Our objective was to diversify our activities through external growth, and this is what we are currently delivering 5 months after I started. Our aim is to put our skills at the service of the target company, whose potential is recognized worldwide, to enable it to achieve its business plan in 2028, with sales of €8.1m and EBITDA of €2.8m".

The transaction is subject to the completion of due diligence work (financial, legal, technical), which is due to start in July, with completion scheduled for the end of September 2024. Signature of the definitive documentation is scheduled for October 2024 at the latest.

The transaction will not impact Oxurion's current preclinical program, neither financially nor in terms of the dedicated workforce. This is because the transaction will not be funded under the existing Atlas Funding Program and will primarily be managed by external advisors. While some limited due diligence costs will be borne under the current Atlas Funding Program, the largest part of the contemplated transaction costs (mostly success fees) will be part of the acquisition funding currently being structured.

Oxurion will provide the market with information on the progress of the transaction and the final financing terms, which are currently still being studied and structured.

#### About Oxurion

Oxurion (Euronext Brussels: OXUR) is engaged in the development of next-generation standard ophthalmic therapies for the treatment of retinal diseases. Oxurion is headquartered in Leuven. Further information is available at [www.oxurion.com](http://www.oxurion.com)

#### Important information on forward-looking statements

Certain statements contained in this press release may be regarded as "forward-looking". These forward-looking statements are based on current expectations and are therefore affected by various risks and uncertainties. The company therefore cannot guarantee that these forward-looking

statements will materialize, and undertakes no obligation to update or revise them, whether as a result of new information, future events or otherwise. Further information on risks and uncertainties affecting the company and other factors that could cause actual results to differ materially from forward-looking statements are included in the company's annual report. This press release does not constitute an offer or invitation to sell or buy any Oxurion securities or assets in any jurisdiction. No Oxurion securities may be offered or sold in the United States without registration under the U.S. Securities Act. Securities Act of 1933, as amended, or pursuant to an exemption therefrom, and in compliance with all applicable U.S. state securities laws.

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**Attachments**

- [NL](#)
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