



PROJECT TO SET UP NEW FUNDING INVOLVING ALL SHAREHOLDERS TO ACCELERATE THE DEPLOYMENT OF CONNECTED HEALTH SOLUTIONS

- **Maximum funding of €36M through a reserved issue of convertible bonds with share subscription warrants (CBW) attached :**
 - €6M + €12M by issuing CBW in 2 phases over 2 years maximum;
 - €6M + €12M by operating CBW in 2 phases over 5 years maximum.
- **Plan to assign free share subscription warrants (SSW) to all shareholders to raise additional maximum funding of €15M.**

Paris, April 12, 2016

VISIOMED GROUP (FR0011067669 – ALVMG), a company specializing in next-generation medical electronics, today announced plans to raise additional financial means in order to preempt the connected health market by a very large-scale commercialization of its revolutionary solutions, which combine medical systems and innovative services.

Eric Sebban, CEO of VISIOMED GROUP, stated, *“Today, we are at the dawn of the highly promising market of connected health. We have a range of products and services unrivaled in the world. We are in discussions with large contractors, pharmaceutical laboratories, contingency funds, insurance companies and public organizations. Every day, we confirm the extent of these opportunities, especially through the deployment of telemedicine solutions. We now need to have the means necessary to deploy our expertise throughout the world. Technological investments, certifications, the opening of subsidiaries and creating commercial agreements are now largely behind us, and have been funded through our fundraising in 2015. This project should allow us to launch commercial actions on a large scale and to remain pioneers. To do this, we wanted to rely on a financial partner that will give us immediate financial firepower, while we involve all our shareholders in this wonderful project. We now have the opportunity to make a French company a world leader in health-tech. This is the time to take action!”*



In this respect, VISIOMED GROUP has announced the signing of an issuance contract with a fund managed by L1 Capital in order to set up a new line of funding by the issuance of convertible bonds with share subscription warrants (CBW) attached. This issuance will provide a fundraising potential of a maximum of €36M through the issuance of bonds and exercise of the attached warrants. A summary of the main characteristics can be found below this release. The detailed characteristics of the financial instruments issued in the context of this funding are available on the company's website.

The first issuance of CBW, which will provide for maximum fundraising of €12M, will be made based on authorizations granted by the General Meeting of June 18, 2015 (16th motion) between April 29 and May 3. The balance will be determined by the approval of motions passed by the next shareholder General Meeting.

At the same time, VISIOMED GROUP has announced its intention to submit a project to issue share subscription warrants (SSW) at the same General Meeting. These SSW will be assigned for free to all shareholders, and will allow the company to raise up to €15M.

About VISIOMED GROUP

Founded in 2007 by Eric Sebban, VISIOMED GROUP is a company specializing in next-generation medical electronics. The laboratory develops and commercializes innovative health products in high-potential fields of medical self-diagnosis and wellness. VISIOMED is known for being the inventor of the ThermoFlash[®], the first clinical infrared non-contact thermometer.

VISIOMED products incorporate innovation, technology and design to provide solutions for prevention and non-drug treatments focused on simplicity, comfort and the well-being of users.

In 2014, VISIOMED GROUP announced the launch of its "BewellConnect[®]" line of healthcare products, becoming the first medical electronics laboratory to penetrate the very high-potential market of the Internet of Things (IoT). Based in Paris, VISIOMED GROUP relies on a team of 105 employees, including sales forces dedicated to commercialization in pharmacies (OTC), among health professionals (hospitals, clinics and retirement homes), and since late 2010, in mass distribution. In 2014, the Group made turnover of more than €13 million. VISIOMED GROUP was described as an "Innovative Company" by Bpifrance.

VISIOMED GROUP was ranked 2nd nationally at the 2014 edition of the Deloitte In Extenso Technology Fast 50, and 2nd in Europe in the Health/Biotech/Pharma sector of the Deloitte Technology Fast 500. In 2016, VISIOMED GROUP won the ScaleUp Awards organized by KPMG and CroissancePlus, and was ranked 1st company in the Health sector in the FW500 ranking (FrenchWeb).

More information at www.visiomed-lab.com.

CONTACTS

VISIOMED GROUP

Eric Sebban

bourse@visiomed-lab.com

CEO

01 40 67 06 50



ACTUS finance & communication

Jérôme Fabreguettes-Leib

visiomed@actus.fr

Investor Relations

01 53 67 36 78

Alexandra Prisa

aprisa@actus.fr

Financial Press Relations

01 53 67 36 90



New generation medical technology

TRENT & COMPANY INC.

Pamela Wadler
pam@trentandcompany.com

Press Relations
+1 212 966-0024

Summary of the main characteristics of funding through the reserved issuance of bonds redeemable into assorted share subscription warrants (BRS)

Operation conditions

Today, VISIOMED GROUP (the “Company”) has issued 600 issue warrants for bonds redeemable into shares (“BRS”), assorted into share subscription warrants (“SSW”), (BRS and SSW together referred to as “BRSSW”), (“Issuance Warrants”). A second phase of 1,200 BRSSW issuance warrants will be issued following the next General Assembly, pending a passing vote on the motion authorizing this operation.

It is specified that the Issuance Warrants have been fully subscribed through a fund managed by L1 Capital (the “Investor”) in the context of a reserved issuance to one category of persons.

Legal context of the operation

The Mixed General Assembly taking place on June 18, 2015, granted the board of administration, under the terms of its 16th motion, a competent delegation in order to issue financial instruments comprised of credit bond titles giving access to the company’s capital, to which are attached warrants, with the removal of the preferential right to subscription by shareholders in favor of a category of persons, under Article L. 225-138 of the Commerce Code.

At its meeting on April 11, 2016, the board of administration, relying on the competent delegation and the authorizations granted under the terms of the 16th motion of the Mixed General Assembly of June 18, 2015, approved the principle of issuing Issuance Warrants, which may result in the issuance of BRS, representing a bonded loan of a maximum amount of €6M, assorted with SSW, and to delegate the General Manager all the powers to decide upon and carry out the free issuance of Issuance Warrants in favor of investors in addition to their operation.

It is specified that this issuance shall not result in the establishment of a prospectus subject to signature by AMF.

Main characteristics of the Issuance Warrants

The Issuance Warrants obligate their holder, upon demand by the Company and pending the fulfillment of certain conditions, to subscribe new BRSSW, at the rate of one new BRSSW per Issuance Warrant exercised. The Company may then request for the exercise of Issuance Warrants in order to allow for the issuance of BRSSW in several phases, with a nominal maximum amount of €6M each. The Issuance Warrants may also be exercised at any time by their holder without prior request from the Company.

The Issuance Warrants may not be transferred by their holder without prior approval by the Company, shall not be subject to an admission request at negotiations on the Alternet Paris market and shall thus not be listed on the market.



New generation medical technology

Main characteristics of the BRSSW

- **Main characteristics of the BRS**

The BRS shall have a nominal value of €10,000 each and shall be issued at 100% of this nominal value. They shall not earn interest and shall have a maturity of 1 year starting from their issuance. Once matured, BRS that have not been redeemed must be reimbursed by the Company.

The 1st phase of BRS will help to raise €6M, and the 2nd phase, an additional €12M (not counting the exercise of attached SSW).

The BRS can be redeemed for shares upon request by their holder at any time according to the conversion equivalency determined by this formula:

$$N = nV / P$$

“**N**”: number of new ordinary shares in VISIOMED GROUP to be issued by redeeming a BRS;

“**nV**”: credit bod that the BRS represents (nominal value of a BRS);

“**P**”: 90% of the lowest daily average value balanced by the volumes of VISIOMED GROUP share (as listed by Bloomberg) during the period of determining the conversion price (i.e., stock market trading days during which the holder of a BRS has not sold VISIOMED GROUP shares out of the ten (10) consecutive trading days immediately prior to the date of request for redeeming the pertaining BRS).

The BRS, which shall be transferable under certain conditions (especially by the fact that the transferor must have entered the category of persons defined by the Mixed General Assembly of June 18, 2015), shall not be subject to a request for admission into negotiations on the Alternext Paris market, and shall thus not be listed on the market.

- **Main characteristics of the SSW**

The number of SSW to be issued for each phase of the BRSSW shall be such that, when multiplied by the price of exercising SSW (set under the conditions defined hereafter) the amount then reached will be equal to the nominal amount of the phase.

Exercising the 1st phase will help to raise €6M, and the 2nd phase, an additional €12M (in addition to the BRS).

The SSW shall be immediately detached from the BRS and shall be freely transferable starting from their issuance. They may be exercised during a period of 3 years starting from their issuance (the “Exercise Period”). Every SSW shall give its holder the right, during the Exercise Period, to subscribe one (1) new VISIOMED GROUP share.

The exercise price of the SSW shall be equal to 115% of the lesser amount between (i) the closing value of the VISIOMED GROUP share on April 8, 2016 (as listed by Bloomberg), or €4.63, and (ii) the lowest average daily share value balanced by the volumes of VISIOMED GROUP shares during the period of setting the exercise price of the SSW, which in the event that the exercise of Issuance Warrants is performed upon request by the Company, is comprised of the ten (10) consecutive trading days immediately prior to the date of requesting the exercise of Issuance Warrants, or in the event that the exercise of Issuance Warrants is performed at the discretion of the investor rather upon request by the Company, is comprised of the trading days during which the Investor has not sold VISIOMED GROUP shares out of the ten (10) consecutive trading days immediately preceding the date of exercising the Issuance Warrants.



The SSW shall not be listed on the market initially, but each bundle may later be subject to a request for admission by the Company into negotiations on the Alternext Paris market, upon request from it by holders of the SSW representing at least 50% of this bundle.

New shares resulting from the redemption of BRS or the exercise of SSW

New shares issued through the redemption of BRS or exercise of SSW shall be immediately enjoyed. They shall have the same rights as those attached to existing ordinary shares of the Company and shall be subject to admission onto the Alternext Paris market on the same line listed (ISIN code FR0011067669).

The company will maintain on its website a summary of the Warrants Issue, BRS, SSW and the number of outstanding shares

Theoretical future incidence of issuing BRSSW (based on the closing rate of April 8, 2016: €4.03)

For information, the incidence of issuing all the BRSSW resulting from the exercise of the 600 BRSSW issued to date and the 1,200 BRSSW to be issued following the General Assembly shall be as follows:

- Incidence of issuing the share of equity (based on equity consolidated (the Group's share) on December 31, 2015, and of the number of shares comprising the Company's corporate capital as of April 8, 2016 (or 10,737,996 shares):

	Equity per share (in euros)	
	Undiluted basis	Diluted basis ⁽¹⁾
Before issuance	1.2	1.49
After issuance of a maximum number of 1,654,260 new shares resulting from the redemption of all BRS	1.52	1.74
After issuance of a maximum number of 1,294,638 shares resulting from the exercise of all SSW	1.57	1.78
After issuance of a maximum number of 1,654,260 new shares resulting from the redemption of all BRS and a maximum number of 1,294,638 shares resulting from the exercise of all SSW	1.82	1.98
After issuance of a maximum number of 4,962,779 new shares resulting from the redemption of all BRS	1.97	2.10
After issuance of a maximum number of 3,883,914 shares resulting from the exercise of all SSW	2.11	2.23
After issuance of a maximum number of 4,962,779 new shares resulting from the redemption of all BRS and a maximum number of 3,883,914 shares resulting from the exercise of all SSW	2.50	2.56

(1) Diluted basis accounting from the SSW and Free Shares in favor to General Management and certain employees, Redeemable Bonds and already existing BRS.



New generation medical technology

- Incidence of issuing of the participation of a shareholder currently holding 1% of the Company's corporate capital:

	Shareholder participation (as %)	
	Undiluted basis	Diluted basis ⁽¹⁾
Before issuance	1%	0.86%
After issuance of a maximum number of 1,654,260 new shares resulting from the redemption of all BRS	0.87%	0.76%
After issuance of a maximum number of 1,294,638 shares resulting from the exercise of all SSW	0.89%	0.78%
After issuance of a maximum number of 1,654,260 new shares resulting from the redemption of all BRS and a maximum number of 1,294,638 shares resulting from the exercise of all SSW	0.78%	0.70%
After issuance of a maximum number of 4,962,779 new shares resulting from the redemption of all BRS	0.68%	0.62%
After issuance of a maximum number of 3,883,914 shares resulting from the exercise of all SSW	0.73%	0.66%
After issuance of a maximum number of 4,962,779 new shares resulting from the redemption of all BRS and a maximum number of 3,883,914 shares resulting from the exercise of all SSW	0.55%	0.50%

(1) Diluted basis accounting from the SSW and Free Shares in favor to General Management and certain employees, Redeemable Bonds and already existing BRS.



New generation medical technology