(a limited liability company incorporated under Belgian law with its registered office in Liège, Belgium)

PROSPECTUS

SUMMARY NOTE DATED 23 SEPTEMBER 2013

This Summary Note has been approved by the FSMA and has been prepared by MDxHealth SA ("MDxHealth" or the "Company") in relation to the admission to trading of 6,796,116 New Shares on Euronext Brussels and is to be read in conjunction with the following documents:

- *the Company's Registration Document 2012 in relation to the Company's financial year ended on 31 December 2012, as approved by the FSMA on 9 April 2013; and*

- *the Company's Securities Transaction Note in relation to the admission to listing of 6,796,116 New Shares on Euronext Brussels, as approved by the FSMA on 23 September 2013.*

This Summary Note, together with the Company's Registration Document 2012 and the Securities Transaction Note constitute a Prospectus within the meaning of Article 28, §1 of the Belgian Act of 16 June 2006 on the public offering of securities and the admission of securities to trading on a regulated market.

This Summary Note should be read as an introduction to the Prospectus. It contains selected information about the Company, its business and its securities. It does not include all the information that may be important to investors and should be read together with the more detailed information and the consolidated financial statements and notes thereto included elsewhere in the Prospectus. It should also be read together with the matters set forth under "Risk Factors". Any decision to invest in the securities of the Company should be based on consideration of the Prospectus as a whole. No civil liability will attach to the Company or its board of directors with respect to this Summary Note, including any translation thereof, except if the summary is misleading, inaccurate or inconsistent when read together with all other parts of the Prospectus. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff might, under the applicable national legislation, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

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SUMMARY OF THE PROSPECTUS

This Summary Note is to be read together with the Company's Registration Document and the Securities Transaction Note, which, together, constitute a prospectus (the "**Prospectus**") that has been prepared by the Company in accordance with Article 20 of the Belgian Act of June 16, 2006 on the public offering of securities and the admission of securities to be traded on a regulated market (*Wet op de openbare aanbieding van beleggingsinstrumenten en de toelating van beleggingsinstrumenten tot de verhandeling op een gereglementeerde markt*) (the "**Act of June 16, 2006**").

This Summary Note is prepared in accordance with Annex XXII of Commission Regulation (EC) No 809/2004 of April 29, 2004 (as amended) implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (hereinafter the "**Prospectus Regulation**").

Pursuant to the aforementioned Annex XXII of the Prospectus Regulation, summaries are made up of disclosure requirements known as "**Elements**" which are numbered in Sections A – E (A.1 – E.7). This Summary Note contains all the Elements required to be included in a summary relating to the admission to trading of 6,796,116 New Shares on Euronext Brussels. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the nature of the transaction or the Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary and marked as "**Not applicable**".

SECTION A: INTRODUCTION AND WARNINGS

Element	Disclosure requirement	Disclosure
A.1.	**Warning**	This Summary Note should be read as introduction to the Prospectus. It includes certain important information contained in the Prospectus. It does not include all the information that may be important to investors. This Summary Note must be read together with the more detailed information and the appendices of the Prospectus. It should also be read together with the matters set forth under "Risk Factors". Any decision to invest in the securities of MDxHealth should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the applicable legislation, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the Summary Note is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or if it does not provide, when read together with the other parts of the Prospectus, any required key information in order to aid investors when considering whether to invest in MDxHealth securities.
A.2	**Use of the Prospectus for subsequent resale of final placement of securities by financial intermediaries**	Not applicable

SECTION B: ISSUER

Element	Disclosure requirement	Disclosure
B.1.	**Legal and commercial name of the Issuer**	MdxHealth SA
B.2.	**Domicile and legal form of the issuer**	MdxHealth SA is a limited liability company (naamloze vennootschap) incorporated in Belgium under Belgian law and having its registered office at Tour 5 GIGA, Avenue de l'Hôpital 11, B-4000 Liège, Belgium. MdxHealth is registered with the register of legal entities (rechtpersonenregister) of Liège under enterprise number 0479.292.440. However, the company has recently decided, with effect as of August 22, 2013, to move its registered office to CAP Business Center, Zone Industrielle des Hauts Sarts, Rue d'Abhooz - 31, B - 4040 Herstal. Such decision has not yet been, but is in the process of being, published in the Belgian Official Gazette and in the Cross-Road Bank of Enterprises.
B.3	**Key factors relating to the issuer's current operations and principal activities**	MDxHealth is a molecular diagnostics company that develops and commercializes advanced epigenetic tests and products for cancer assessment and the personalized treatment of patients. Specifically, MDxHealth offers: **Clinical Molecular Diagnostics (ClinicalMDx) products**: Providing physicians with innovative and meaningful assays which aid in the identification and treatment of their cancer patients. **Pharmaco Molecular Diagnostics (PharmacoMDx) solutions**: Collaborating with pharmaceutical companies on the development of companion diagnostics, biomarker discovery, and clinical trial testing. The Company's European headquarters are located in Liège, Belgium and its U.S. headquarters are located in Irvine, California. At the end of 2012, MDxHealth employed a total of 70 employees. For a more complete description of the activities of the Company, reference is made to the Registration Document 2012. MDxHealth's current strategy is to retain full control of the end-development, launch, promotion, and sales of its core products, advanced epigenetic tests for the diagnosis, prognosis and personalized treatment of cancer using its patented molecular technology, Methylation Specific PCR (MSP). This DNA-based MSP technology, originally developed at Johns Hopkins University, is combined with individual patented genes ("biomarkers") that when methylated or non-methylated in patient tumor samples, aid physicians with the diagnosis of cancer, the likely progression of cancer, or the responsiveness of the cancer to certain therapies. MDxHealth intends to bring its ClinicalMDx solutions to the market in the U.S. as laboratory-developed service tests (LDTs) performed by its CLIA-registered and CAP-accredited laboratory facility established in 2011 in Irvine, California. The Company's direct sales and marketing force is being expanded in the U.S. to commercialize MDxHealth's clinical diagnostic products on the U.S. market, the Company's main geographical focus going forward. In the near-future, these ClinicalMDx tests could become a key driver of the revenues and valuation of the Company. MDxHealth was founded in January 2003 and has developed a considerable portfolio of intellectual property (IP) and a robust product pipeline. The Company's research and clinical development activities are often carried out in collaboration with world-renowned cancer research institutes. Additionally, the Company has out-licensed patented biomarkers and its MSP technology platform for cancer screening applications and research purposes for bladder, cervical and colon to companies such as Exact Sciences, Predictive Biosciences, QIAGEN and Veridex (a Johnson & Johnson company). MDxHealth carries out its product development and pharmaceutical clinical service testing via its ISO-certified central laboratory based in Belgium. MDxHealth intends to bring its ClinicalMDx products to the market in the U.S. initially as centralized laboratory-developed service tests (LDTs) performed by its CLIA-registered and CAP accredited lab facility established in Irvine, California. At a later date, MDxHealth may consider selling its ClinicalMDx and PharmacoDx in Europe as CE-marked services offerings and reagent kits via a distributor and out-licensing the applications in other regions of the world.

<table>
<tr><td></td><td></td><td>MDxHealth's PharmacoDx program generated the majority of the revenue of MDxHealth in 2012 and is expected to be a substantial part of revenues in the near future. Going forward, and subject to MDxHealth being able to successfully roll out its business model, ClinicalMDx tests are expected to be the core driver of the revenues and valuation of the Company.

Since 2008, the Company's MGMT research test for brain cancer is being used for clinical trials in Europe. In May 2012, the Company launched its first clinical diagnostic product for prostate cancer (ConfirmMDxTM) on the US market. The Company also continues to receive royalty income on products sold by certain sublicensees that are based on the Company's technologies.

For a more complete description of the (current and future) product offering of MDxHealth, of its related research and development activities, its partnership and licensing agreements, its sales and marketing strategy and its technology platform, reference is made to the Registration Document 2012.</td></tr>
<tr><td>B.4.a</td><td>Most significant trends affecting the issuer and the industries in which it operates</td><td>There are no significant recent trends between the approval of the Registration Document 2012 and the printing of this document.</td></tr>
<tr><td>B.5</td><td>Issuer's group and the issuer's position within the group</td><td>In 2012, MDxHealth SA owned three subsidiaries:
- MDxHealth Inc., a fully owned company, incorporated under the laws of Delaware, U.S., with its principal office at 15279 Alton Parkway, Suite 100, Irvine CA 92618. This subsidiary operates a CLIA-accredited laboratory (1.249 m^2), from which it commercially launched the Company's ConfirmMDx™ for Prostate Cancer test in mid-2012.
- MDxHealth PharmacoDx BVBA, a fully owned company, incorporated under the laws of Belgium, with registered office at Franklin Rooseveltlaan 348/J, 9000 Ghent, Belgium. This subsidiary primarily performs R&D work for pharmaceutical companion diagnostic projects, marker discovery and for assay-design improvements.
- OncoMethylome Sciences BV, a fully owned company, incorporated under the laws of The Netherlands, with registered office at Tour 5 GIGA, Avenue de l'Hopital 11, 4000 Liege. This subsidiary was inactive in 2012.
In December 2012, both MDxHealth PharmacoDx BVBA and OncoMethylome Sciences BV were liquidated. OncoMethylome Sciences BV was a subsidiary without employees and the remaining employees of MdxHealth PharmacoDx BVBA were all transferred to MDxHealth SA. In 2013, MDxHealth Inc. is the only fully owned subsidiary of MDxHealth.
On December 31, 2012, MDxHealth SA delisted from Euronext Amsterdam, and is now only listed on the Euronext Brussels exchange.</td></tr>
<tr><td>B.6</td><td>Major shareholders</td><td>To the best of the company's knowledge, based on the transparency declarations recently received by the Company, the shareholders' structure is as follows on the date of this Summary note:
<table>
<tr><th>Shareholder (or Party representing shareholders)</th><th>Number of shares</th><th>% of outstanding shares</th><th>Situation as of</th><th>Notification Received</th></tr>
<tr><td>IDInvest Partners</td><td>794,912</td><td>2.32%</td><td>June 25, 2013</td><td></td></tr>
<tr><td>Life Sciences Partners II BV</td><td>705,195</td><td>2.06%</td><td>June 25, 2013</td><td>July 1, 2013</td></tr>
<tr><td>Edmond de Rotschild Investment Partners</td><td>1,713,915</td><td>6.72%</td><td>Dec. 18, 2008</td><td>Dec. 18, 2008</td></tr>
<tr><td>BioVest Comm. VA</td><td>6,156,525</td><td>17.97%</td><td>June 25, 2013</td><td>July 2, 2013</td></tr>
<tr><td>Valiance Asset Management Ltd</td><td>6,466,834</td><td>18.88%</td><td>June 25, 2014</td><td>July 1, 2013</td></tr>
<tr><td>Petercam NV</td><td>1,510,182</td><td>4.41%</td><td>June 25, 2015</td><td>July 5, 2013</td></tr>
<tr><td>ING Belgium</td><td>0</td><td>0%</td><td>June 25, 2015</td><td>June 26, 2013</td></tr>
<tr><td>Total of Notified Shares</td><td>17,347,563</td><td>50.65%</td><td></td><td></td></tr>
<tr><td>Total Outstanding Shares</td><td>34,251,303</td><td>100%</td><td></td><td></td></tr>
</table>
Note: it has to be noted that the percentage of outstanding shares notified on December 18, 2008 by Edmond de Rothschild Investment partners was 6.72% of the 25,513,440 outstanding shares at the</td></tr>
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		time of the notification. However, further to the recent capital increase and assuming that it still holds the same number of shares, its percentage of outstanding shares has dropped to 5% of the total number of shares currently outstanding (i.e. 34,251,303 shares). Each shareholder is entitled to one vote per share. To the best of the company's knowledge, the company is not controlled.
B.7	**Selected historical key financial information**	***Consolidated Income Statement***

Thousands of € except per share amounts	**6 months ended 30 June. 2013**	**Years ended 31 December 2012**	**2011**	**2010**
Product and service income	3,033	3,719	1,838	1,968
Government grant income	0	883	849	568
Revenues	**3,033**	**4,602**	**2,687**	**2,536**
Cost of goods & services sold	1,357	903	266	370
Gross profit	**1,676**	**3,699**	**2,421**	**2,166**
Research and development expenses	2,441	5,282	4,805	6,812
Selling, general and administrative expenses	5,223	7,462	4,785	3,745
Other operating income	36	149	73	131
Other operating expenses	1	11	1	106
Operating Profit (EBIT)	**(5,953)**	**(8,907)**	**(7,097)**	**(8,366)**
Financial income	72	201	214	222
Financial expenses	90	270	64	85
Profit/(Loss) before taxes	**(5,971)**	**(8,976)**	**(6,947)**	**(8,229)**
Income taxes	0	0	0	24
Net Profit/(Loss)	**(5,971)**	**(8,976)**	**(6,947)**	**(8,253)**

Consolidated Balance Sheet data

Thousands of Euro (€)	**6 months ended 30 June 2013** *(non-audited)*	**31 Dec. 2012** *(audited)*	**31 Dec. 2011** *(audited)*	**31 Dec. 2010** *(audited)*
ASSETS				
Total non-current assets	728	828	771	1,109
Total current assets	26,411	14,296	13,921	13,310
Of which cash and cash equivalents	24,677	11,714	11,123	10,593
Total assets	**27,139**	**15,124**	**14,692**	**14,419**
LIABILITIES AND SHAREHOLDERS' EQUITY				
Total equity	23,832	12,117	11,320	10,723
Non-current liabilities	9	17	280	626
Current liabilities	3,298	2,990	3,092	3,070
Total liabilities and shareholders' equity	**27,139**	**15,124**	**14,692**	**14,419**

Consolidated Cash Flow Statement Data

Thousands of Euro (€)	**6 months ended 30 Jun. 2013** *(non-aufited)*	**12 months ended 31 Dec. 2012** (audited)	**12 months ended 31 Dec. 2011** (audited)	**12 months ended 31 Dec. 2010** (audited)
Net cash provided by / (used in) operating activities	(4,490)	(8,506)	(6,560)	(8,129)
Net cash provided by / (used in) investing activities	(113)	(398)	(216)	686
Net cash provided by / (used in) financing activities	17,606	9,648	7,304	0
Net change in cash and cash equivalents	**13,003**	**744**	**528**	**(7,443)**
Effect on exchange rate changes	-40	(153)	2	4
Cash and cash equivalents at end of period	24,677	11,714	11,123	10,593

Revenues
Commercial revenue in H1 2013 amounted to €3.0 million compared to €1.5 million in H1 2012, representing an increase of 108%. No revenues were derived from government grants as the company continued to focus on growing its commercial revenue sources.
Test volumes for ConfirmMDx for Prostate Cancer continued to increase, with more than 4,500 tests sold to date since launch. A steady increase in reimbursement from private third-party payers was recorded during the period, with more than 90 insurers now paying for the test. This is expected to increase further through the agreements with Multiplan and Three Rivers, which plans have combined access to 67 million covered lives.

Operating Expenses
Operating expenses for 1H 2013 were €7.6 million, increasing 24% compared to €6.1 in 1H 2012. As previously noted, this increase was attributable to the build-up of the U.S. operations in support of ConfirmMDx for Prostate Cancer test commercialization, as well as R&D investment in our pipeline of new diagnostic tests.
Non-operational and one-time restructuring costs, not expected to continue in future periods, amounted to €302K for the period.

Results
As expected, 1H 2013 loss increased over the same period in 2012 due to costs associated with growing commercial infrastructure to support U.S. sales and marketing and new product R&D investment. The company's operating loss (EBIT) increased by 39.7%, and the net loss increased by 40.2% in H1 2013.

Capitalization and indebtedness

The table below shows the consolidated capitalization and indebtedness as at 30 June 2013 (unaudited) and for the full previous 3 years (audited). Since its incorporation, the Company has had no financial debt other than minor amounts on assets leased under financial lease agreements, as shown in the table below.

	6 months ended June 30	**Years ended 31 December**		
Thousands of Euro (€)	**2013**	**2012**	**2011**	**2010**

Share capital	25,729	19,153	14,008	10,518
Issuance premium	30,233	19,203	14,700	10,882
Accumulated losses	(28,748)	(19,772)	(12,825)	(4,572)
Result of the year	(5,971)	(8,976)	(6,947)	(8,253)
Share-based compensation	2,684	2,567	2,385	2,151
Translation reserves	(95)	(58)	(1)	(3)
Total equity	**23,832**	**12,117**	**11,320**	**10,723**
Non-Current liabilities	9	17	280	626
Current liabilities	3,298	2,990	3,092	3,070
Total Liabilities	**27,139**	**15,124**	**14,692**	**14,419**
Financial debt	0	0	0	0
Total Financial debt	**0**	**0**	**0**	**0**
Gearing ratio (Financial debt/Equity)	**0%**	**0%**	**0%**	**0%**
Cash and cash equivalents at end of period	24,677	11,714	11,123	10,593

Note: the consolidated trade debts as at 6 months ended June 30, 2013 amounted to EUR 2,156,000; as at 31 December 2012 to EUR 1,661,000; as at 31 December 2011 to EUR 2,024,000; and as at 31 December 2010 to EUR 1,556,000.

Subsequent to December 31, 2012, no significant change occurred to the Company's financial position and operating results.

B.8.	**Selected key pro forma financial information**	Not applicable.
B.9.	**Profit forecast or estimate**	Not applicable. Mdxhealth has not made any profit forecast or estimate
B.10	**Qualifications in the audit report on the historical financial information**	Not applicable. The auditor of MdxHealth has not qualified its reports on the MdxHealth financial statements for 2010, 2011 and 2012. The auditor's report on the statutory financial statements as per December 31, 2012 contains the following explanatory paragraph: In our opinion, the financial statements of the company MDxHealth SA as of 31 December 2012 give a true and fair view of the net assets and financial position of the group as at 31 December 2012, as well as of its results for the year then ended, in accordance with International Financial Reporting Standards applicable in Belgium.
B.11	**If the issuer's working capital is not sufficient for the issuer's present requirements an explanation should be included**	Not applicable. The Company is of the opinion that its working capital is sufficient for its present requirements and, at least for a period of 12 months following the date of publication of this Prospectus.

SECTION C - SECURITIES

Element	Disclosure requirement	Disclosure
C.1	**Type and class of the securities being admitted to trading**	On 25 June 2013, the Company issued in aggregate 8,737,863 new shares (the "N**ew Shares**") that were subscribed to pursuant to a placement agreement dated 25 June 2013 (the "**Transaction**"). Of all 8,737,863 New Shares, 1,941,747 New Shares were admitted to trading on Euronext Brussels on 27 June 2013 pursuant to the exemption set forth in Article 18, §2, a) of the Act of 16 June 2006 (the "**Exempted New Shares**"). The Prospectus has been prepared for the purpose of the admission to trading of the remaining 6,796,116 New Shares (the "**Non-Exempted New Shares**") on Euronext Brussels pursuant to and in accordance with Article 20 and following of the Act of 16 June 2006.
C.2	**Currency of the securities issue**	Euro
C.3	**Number of shares issued and fully paid up and issued but not fully paid up.** **The par value per share, or that the shares have no par value.**	Immediately prior to the Transaction, the share capital of the Company amounted to € 20,351,568.70 represented by 25,513,440 shares without nominal value, each representing the same fraction of the share capital. The share capital is entirely and unconditionally subscribed and fully paid-up. At the occasion of the Transaction, the share capital of the Company was increased by the board of directors, acting within the framework of the authorized capital, with € 6,970,193.32 (excluding issuance premium) through the issuance of 8,737,863 New Shares. Since the Transaction, the share capital of the Company amounts to € 27,321,762.02, represented by 34,251,303 shares, without nominal value, each representing 1/34,251,303th of the share capital. At the date of this document, a total number of 1,456,315 new shares could moreover potentially be issued through the exercise of outstanding warrants (vested and non-vested) issued by the Company at that time.
C.4	**Rights attached to the securities**	Below is a summary of the rights attached to all the shares (including the New Shares) of the Company. ***Common shares*** • ***Dividend rights.*** All existing shares of the Company, including all New Shares, are common shares, having the same rights and advantages and participating in the same manner in the Company's profits (if any). • ***Preferential subscription rights.*** In the event of a capital increase in cash with issue of new shares, or in the event of an issue of convertible bonds or warrants, the shareholders have a preferential right to subscribe to the new shares, convertible bonds or warrants, pro rata of the part of the share capital represented by the shares that they already have. The general shareholders' meeting can decide to limit or cancel this preferential subscription right, subject to special reporting requirements. Such decision needs to satisfy the same quorum and majority requirements as the decision to increase the Company's share capital. The shareholders can also decide to authorize the board of directors to limit or cancel the preferential subscription right within the framework of the authorized capital, subject to the terms and conditions set forth in the Belgian Company Code. • ***Voting Rights.*** Each shareholder of the Company is entitled to one vote per share. There are no different categories of shares. All shareholders have the same voting rights. In certain circumstances, voting rights can be suspended in relation to shares. • ***Rights to participate and vote at shareholder's meetings.*** Subject to certain formalities being met, each shareholder is entitled to attend any shareholders' meeting of the Company. Subject to certain conditions being met, one or more shareholders may request for items to be added to the agenda and submit proposed resolutions in relation to existing agenda items. In general, there is no quorum requirement for a shareholders' meeting and

		decisions are generally passed with a simple majority of the votes of the shares present and represented. Special quorum and presence requirements apply to, among others, capital increases not decided by the Board of Directors within the framework of the authorized capital, decisions with respect to the Company's dissolution or the redemption or sale of the Company's shares, certain reorganisations of the Company and amendments to the Articles of Association.
C.5	**Restrictions on the free transferability of the securities**	The Company's shares, including the New Shares are freely transferable.
C.6	**Application for admission to trading on a regulated market**	Of all 8,737,863 New Shares, 1,941,747 New Shares were admitted to trading on Euronext Brussels on 27 June 2013 pursuant to the exemption set forth in Article 18, §2, a) of the Act of 16 June 2006 (the "**Exempted New Shares**"). The Prospectus has been prepared for the purpose of the admission to trading of the remaining 6,796,116 New Shares (the "**Non-Exempted New Shares**") on Euronext Brussels pursuant to and in accordance with Article 20 and following of the Act of 16 June 2006. An application has been made for the admission to trading of the Non-Exempted New Shares on Euronext Brussels. It is expected that the admission to trading will become effective and that dealings in the Non-Exempted New Shares on Euronext Brussels will commence on or around 23 September 2013.
C.7	**Dividend policy**	The Company has never declared or paid any dividends on its shares and does not anticipate paying any dividends in the foreseeable future. Under Belgian law, the Company is required to allocate at least 5% of its net profits during each financial year to the legal reserve until such reserve has reached an amount equal to 10% of the Company's share capital. At December 31, 2012, there were no profits available for distribution under Belgian law.

SECTION D - RISKS

Element	Disclosure requirement	Disclosure
D.1	**Key risks specific to the issuer**	The risks and uncertainties that MDxHealth is currently aware of and presently considers material are listed below. These risks and uncertainties may not be the only ones faced by the Company and are not intended to be presented in any assumed order of priority. Risks that are currently unknown or deemed immaterial, could materialise and have the effects set forth above. • If MDxHealth is not successful in accomplishing the objectives contemplated by its new business model (including, but not limited to, the commercialization of its own service tests, and the operation and maintenance of its U.S.-based service lab), it may not be able to develop and/or commercialize its tests and products, raise capital, expand its business, generate revenues or even continue its operations. • MdxHealth will likely require additional funding to pursue its business objectives and to continue its operations as planned in the medium to long term. If, in the future, new funds are not, not sufficiently or not timely available on commercially acceptable terms, MDxHealth may be forced to delay, reduce or terminate the roll-out of its business plan to develop and commercialize tests, as currently envisaged, and/or may not be able to take advantage of future business opportunities. • Since its inception, MDxHealth has incurred operating losses and has not paid any dividends. MDxHealth expects to continue to incur net losses in the near to mid term. • In 2012, MDxHealth launched its commercial laboratory test, ConfirmMDx™ for Prostate Cancer, on the U.S. market from its CLIA and CAP accredited U.S.-based laboratory, but it is still at the early stages of building market awareness, gaining acceptance by physicians and other healthcare professionals, and obtaining favorable reimbursement determinations from both public (Medicare) and private payors for this new test. The ConfirmMDx™ for

		Prostate Cancer test is reimbursed by a number of private payors and not yet by governmental payors. Revenue of the ConfirmMDx™ for Prostate Cancer test have been limited to date, representing less than 10% of total revenues in 2012. Substantially all of the revenues of 2012 was non-clinical revenues. MDxHealth may encounter difficulties or delays in its efforts to properly operate and maintain its U.S.-based service lab, to obtain appropriate reimbursement coverage for the ConfirmMDx™ for Prostate Cancer test, or to increase and maintain sales of the ConfirmMDx™ for Prostate Cancer test. In addition to its ConfirmMDx™ for Prostate Cancer test, MDxHealth intends to develop and commercialize additional products, most of which are in early stages of development." and " the commercial success of MDxHealth will depend in part on the degree to which MdxHealth's products are reimbursed by public health administrations, private health insurers, managed care organizations and other organizations. At the date of this document, the reimbursement environment in the United States is undergoing unprecedented change and uncertainty, resulting from a number of market factors including U.S. federal and state-level budget deficits, federal healthcare reform (Obamacare), and efforts by the medical profession and service providers to create transparency and equity in reimbursements. Given this uncertainty around the reimbursement status and future regulatory environment of some of MDxHealth's products, there can be no assurance that MDxHealth will achieve sufficient or timely reimbursement determinations, which would have a material adverse impact on MDxHealth's ability to generate proper revenues and achieve profitability. • MDxHealth faces significant competition at the level of the technology it uses as well as at the level of the products it intends to sell. With respect to technology competition, other molecular technologies such as DNA mutation analysis, RNA expression analysis, and sequencing are also targeting the oncology market. Furthermore, other companies are also developing products that detect aberrant gene methylation in cancer. In addition, new services or products using new technologies developed by other companies could adversely affect the demand for MDxHealth's products. With respect to product competition, some of the cancer segments targeted by MDxHealth are served by traditional diagnostics. Such traditional diagnostics tests are often widely used and are relatively inexpensive. MDxHealth's products and tests may take time to or may not be able to change traditional medical practice and tests. For its ConfirmMDx™ for Prostate Cancer tissue-based test MDxHealth is aware of the presence of two directly competitive products on the market. In 2011 Mitomics, a privately-held Canadian company, launched an LDT tissue based molecular mRNA test for the diagnosis of prostate cancer. We currently have no information about their sales volume. The PCA-3 test from Gen-Probe, a urine-based test, is on the U.S. market as an FDA approved test, which may provide a competitive advantage since the ConfirmMDx™ for Prostate Cancer test is not FDA approved. The PCA-3 test is intended for the same patient population as ConfirmMDx™ for Prostate Cancer, but its performance has only been established in men who were already recommended by urologists for repeat biopsy and it requires a special clinic office visit and prostate massage procedure to collect an enriched urine specimen. Epigenomics AG has out-licensed a potential prostate cancer marker using a different version of one of the genes in the MDxHealth gene panel (the GSTPigene). For both of these potential competitors, the test is still in the development state, the application (urine or tissue), as well as the date of a potential launch of their tests are currently unknown. For its InformMDx™ for Prostate Cancer test currently in development, MDxHealth faces potential competition from Genomic Health, who has announced that it is developing a prognostic LDT for prostate cancer, with an expected launch date in 2013. Additionally, Myriad Genetics has a prognostic LDT for prostate cancer, which it markets for the same indication. For its ConfirmMDx™ Lung Cancer test currently in development, MDxHealth faces potential competition from (i) a test being developed by Epigenomics AG which has published limited data on their test, and (ii) by improved screening techniques being evaluated by different universities. For its InformMDx™ test for Lung Cancer, MDxHealth faces potential competition from PinPoint Diagnostics which launched an LDT tests in the US in 2012. The company may face additional competition from established procedures and new entrants to the field in lung cancer. For MDxHealth's pharmaco molecular diagnostic commercial service activities targeting pharma companies, MdxHealth faces competition from numerous companies with different methylation platforms or different molecular diagnostic technologies such as DNA mutation, sequencing and RNA expression. • MDxHealth is dependent on compliance with many regulations as well as on laboratory certification and, if necessary, product approvals to be allowed to market some or all of its future products. MDxHealth may not be able to renew or may be forced to make unexpected expenses in order to maintain, the (CLIA or other) registration of its U.S. laboratory, through which it intends to sell its products as Laboratory Developed Tests (LDTs). The competent regulators (including U.S. Centers for Medicare and Medicaid

		Services (CMS) and the U.S. Food and Drug Administration (FDA)) may, further, at any time (and, in certain instances, unexpectedly) change the requirements for regulatory approval of LDTs, which may significantly impact the commercialization, marketing and/or profit margin of certain or all of MDxHealth's products. If MDxHealth is requested to conduct additional clinical trials, for which it needs samples, prior to selling and/or to continue marketing the test it may develop, those trials could lead to delays or failure to obtain or maintain necessary regulatory approval, which could delay or impede commercialization and therefore profitability. • MDxHealth is dependent on key personnel. The development and commercialization of MDxHealth's tests and products may be delayed significantly if MDxHealth does not succeed on attracting and retaining key employees. • MDxHealth's rights to use technologies licensed from third parties are conditional on compliance with certain requirements. Failure by MDxHealth to respect such terms and conditions may result in loss of the exclusivity on the technology or loss of rights to the technology which could prevent it from developing, manufacturing or selling its products or could allow competition to access the technology and thereby limit or prevent MDxHealth from developing, manufacturing or selling products utilizing that technology. MDxHealth has entered, and intends to continue to enter, into partnership agreements with diagnostic companies for its screening products; with pharmaceutical companies for its companion diagnostic biomarker discovery capabilities, assay development capabilities, and clinical trial testing services; and with research kit companies for its research market products. If certain of these companies were to fail to use or commercialize, or delay the usage or commercialization of, the licensed technology or the products or services of MDxHealth, this could reduce the revenues of MDxHealth significantly. For example, Merck's discontinuation of its development support, which accounted for approximately one-third of the Company's total revenues in 2012, will have a material negative impact on the Company's potential revenues from this commercial project. MDxHealth has entered, and may enter into distribution, agency and marketing partnership agreements with different companies to supplement the efforts of its own sales force in generating market awareness and demand for its products. If MDxHealth is unable to continue its partnerships or if difficulties are encountered by one or more marketing partners, MDxHealth could lose customer accounts and potential sales, which would materially adversely impact its business, its operations and its financial situation and its results. In 2003, MDxHealth entered into a license agreement with Ortho-Clinical Diagnostics (OCD) for certain methylation technology. If OCD were to grant sub-licenses of certain technology, dating back to before 2003 and licensed from the Johns Hopkins University, to certain third parties or use the technology itself, then this could hinder the competitive position of MdxHealth. In order to more efficiently commercialize its tests, MDxHealth has entered into number of partnerships with reference laboratories and diagnostic companies granting rights to offer products based on MDxHealth technologies. While MDxHealth receives royalties and other fees from the sales of its sublicenses on these tests, markers, and use of technology if its partners increase their sales beyond expected levels (in competition with MDxHealth's tests under the same indication), then MDxHealth may possibly realize lower than expected revenues from its own planned products and services, and as such it may not achieve or sustain profitability. • MDxHealth is dependent on the continuous and effective protection of its own and in-licensed intellectual property portfolio. MDxHealth has no guarantee that its current intellectual property claims will not be challenged, or that patents of third parties will not affect its freedom to operate. MDxHealth may be subject to substantial costs and liabilities or be prevented from or restricted in developing or selling its services, tests or products as a result of litigation or other proceedings related to patent or similar rights. MDxHealth may incur substantial costs to protect and enforce its patents and its in-licensed rights. MDxHealth's rights to use technologies licensed from third parties are conditional on MDxHealth's compliance with certain requirements and MDxHealth may not be able to develop, manufacture or sell its products if it loses its existing rights or cannot obtain new rights on reasonable terms. • For clinical and other patient trials, MDxHealth and its collaborators may face liability claims from patients participating in or supplying samples for the trials. Although MDxHealth currently has liability insurance policies for its trials, there is no guarantee that the coverage is sufficient or that MDxHealth will be able to maintain such insurance in the future or that it will be able to find alternative insurance coverage on reasonable terms. For some work that MDxHealth performs for pharmaceutical companies involving potential companion diagnostic tests, MDxHealth may have a liability risk towards the pharmaceutical company in case an error in MDxHealth's work results in directly-related

		delays or damages to the drug development plans and outcomes. • The restructuring actions performed by the Company in order to accelerate its current development and commercial strategy could result in unforeseeable costs or damages from areas such as possible litigation, loss of know how or requests for reimbursement of subsidies.
D.3	**Key risks specific to the securities**	The main risks related to the shares being admitted to trading include the following: • Sustainability of a liquid public market. An active public market for the MDxHealth shares may not be sustained. • Dilution in case of future capital increases could adversely affect the price of the shares and could dilute the interests of existing shareholders. The Company may decide to raise capital in the future through public or private placements, with or without preferential subscription rights, of equity or equity linked financial instruments. Furthermore, Belgian law and the Articles of Association provide for preferential subscription rights to be granted to existing shareholders unless such rights are disapplied by resolution of MDxHealth' shareholders' meeting or, if so authorized by a resolution of such meeting, the Board of Directors. However, certain shareholders in jurisdictions outside of Belgium depending on the securities laws applicable in those jurisdictions may not be entitled to exercise such rights unless the rights and shares are registered or qualified for sale under the relevant legislation or regulatory framework. As a result, certain holders of shares outside Belgium may not be able to exercise preferential subscription rights even if these are granted in the framework of future securities issues of the Company. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the holders of its securities. In addition, dilution for the holders of securities could be caused by the exercise of existing warrants or of warrants that would be issued in the future. • The market price of the shares could be negatively affected by sales of substantial numbers of shares in the public markets. Sales of a substantial number of shares in the public markets, or the perception that such sales might occur, could cause the market price of the shares to decline. There is no commitment on the part of any of the existing shareholders to remain a shareholder or to retain a minimum interest in the Company. • The market prices for securities of biotechnology companies in general have been highly volatile and may continue to be highly volatile in the future. Several factors may have an impact on the market price and volatility of all the shares such as innovations and new products by MdxHealth or its competitors, developments concerning patents, regulatory and reimbursement developments in Europe, the U.S. and other countries, etc. • Significant shareholders could decide to combine their voting rights. Any such voting by these significant shareholders may not be in the interest of the Company or the other shareholders. • The Company does not anticipate paying any dividends to the shareholders in the near future.

SECTION E - OFFER

Element	Disclosure requirement	Disclosure
E.1	**Total net proceeds and estimate of total expenses of the issue/offer**	The total net proceeds of the issue of the new Shares at the occasion of the Transaction amount to approximately EUR 18,000,000. The costs and expenses incurred by the Company in relation to the issue and the admission to trading of the New Shares on Euronext Brussels (consisting of mainly placing and management fees, and of other fees, including legal fees) amounts to approximately EUR 394,000.
E.2a	**Reasons for the offer, use of proceeds, estimated net amount of the proceeds**	The purpose of the Transaction and the Issuance of the New Shares is to strengthen the Company's cash resources necessary to expand its commercial efforts and investments in personnel and infrastructure, thereby ensuring that it is well positioned for new tests emerging from its product pipeline. It will also use proceeds to further emphasize its global commercialization efforts, offering its cutting edge products and services to clinical and pharmaceutical customers, with the goal of accelerating and diversifying its revenue base. The net proceeds of the placement of the New Shares will be used for the following purposes: • Mainly, to support and scale-up the Company's U.S.-based CLIA-registered commercial laboratory and its US-based sales and marketing efforts. This will include expanding both direct and partnership sales channels, augmenting clinical and health economic studies, enhancing billing and reimbursement capabilities, expanding laboratory capacity through automation, and improving the information technology infrastructure. • Additionally, to support and scale-up the Company's European and global commercial efforts for its Clinical Molecular Diagnostics (ClinicalMDx) and Pharmaco Molecular Diagnostics (PharmacoMDx) solutions and services to clinicians and pharmaceutical customers. This will include the establishment of distribution and partnership agreements in Europe and the rest of the world in both the ClinicalMDx distribution and PharmacoMDx research collaborations. • Finally, to accelerate product development. This will include investments in expanding the Prostate product offering and completing projects in other cancer fields, such as lung and bladder. The exact amounts and timing of the use of proceeds will depend on numerous factors, including the opportunities that may offer themselves, the status of the company's product development and commercialization efforts and the amount of cash received from commercial partnerships, contract services and licensing activities. Based on the conditions that exist as of the writing of this document, it is estimated that 50% will be used for the scale-up of the U.S. commercial operation, 30% for European and Global commercial efforts, and 20% for product development purposes.
E.3	**Terms and conditions of the offer**	Not applicable.
E.4	**Interests material to the issue/offer including conflicting interests**	Mr. Rudi Mariën owns directly or indirectly shares in Biovest Comm.VA. (one of the main investors in the private placement of June 25, 2013) and is the permanent representative of Gengest BVBA (one of the directors of MdxHealth).. As a result, the decision to proceed with the capital increase and to cancel the preferential subscription right of the shareholders inter alia for the benefit of Biovest Comm.VA. could indirectly result in a conflicting interest of a financial nature in the sense of Article 523 of the Belgian Company Code, because the possible benefits that Biovest Comm.VA. could obtain from the proposed cancellation of the preferential subscription right of the shareholders are indirectly also for the benefit of the permanent representative of Gengest BVBA. Therefore, Article 523 of the Belgian Company Code was applied with respect to the participation of Gengest BVBA in the deliberations and resolutions of the board of directors relating to the cancellation of the preferential subscription rights of the shareholders and neither Gengest BVBA nor Mr. Rudi Mariën have been involved in the decision process with respect to the determination of the final price, size and allocation of the placement.
E.5	**Name of the person or entity offering to sell the security. Lock-up**	Not applicable. The Non-Exempted New shares were subscribed directly by Biovest Comm. VA. and TopMDx Ltd, a fund managed by Valiance Asset Management Ltd. The Exempted New Shares were underwritten by Petercam who acted as sole lead manager in the transaction, and were placed with a limited group of investors. A Placement Agreement entered into with Petercam in relation to this transaction contains a

	agreements	lock-up provision whereby MdxHealth represented to Petercam that it had not, and undertook that it will not, during the period beginning on June 17, 2013 and ending on the date falling 180 days from the Settlement Date (i.e. 180 days after June 25, 2013), without the prior written consent of the Lead Manager (such consent not to be unreasonably withheld or delayed, taking into account, among others, applicable laws including US securities regulations), directly or indirectly (including through its Subsidiaries or Affiliates) (i) issue or sell or attempt to dispose of, or solicit any offer to buy any Shares, warrants or other Securities of the Company or grant any options, convertible or exchangeable Securities or other rights to subscribe for or purchase Shares of the Company or enter into any contract (including derivative transactions) or commitment with like effect or (ii) purchase any of its Securities or otherwise reduce its share capital or (iii) create any Encumbrance over any Securities." The limitations under this clause "shall not apply to: (i) the issue of the Biovest New Shares, the Valiance New Shares and the Petercam New Shares by the Company pursuant to this Agreement; (ii) the issue of Securities in the framework of mergers, acquisitions or other similar business transactions in the ordinary course of business; (iii) the grant of warrants or stock options to employees, consultants or directors of the Company and/or its Subsidiaries in the ordinary course of business and consistent with past practice; and (iv) the issue of Securities pursuant to the exercise or conversion of outstanding Securities issued prior to the date of the Engagement Letter."
E.6	**Amount and percentage of immediate dilution resulting from the offer**	As a consequence of the issuance of the 8,737,863 new shares at the occasion of the Transaction, the shares existing immediately prior to the Transaction, no longer represent 1/25,513,440th of the share capital, but 1/34,251,303th of the share capital. For the shares existing immediately prior to the Transaction, this hence represents a dilution of the participation in the share capital and the results of the Company of 25.51%. In the event that all outstanding Existing Warrants (vested and unvested) would also be exercised and new shares were to be issued as a result thereof, each share existing immediately prior to the Transaction would no longer represent 1/25,513,440th of the share capital, but 1/26, 969.755th of the so adjusted share capital. As a result of the issuance of 8,737,863 new shares in the framework of the Transaction, the existing shares will no longer represent 1/26,969,755th of the so adjusted share capital but 1/35,707,618th. For the shares existing immediately prior to the Transaction, this hence represents a dilution of the participation in the share capital and the results of the Company of 24.47%.
E.7	**Estimated expenses charged to the investor by the issuer or the offeror**	Not applicable. The Company is not aware of any fee being charged to the investors.