0001213900-24-0714576-K MDxHealth SA 2024082120240821161341161341161341 0 0001213900-24-071457 6-K 7 20240821 20240821 20240821 MDxHealth SA 0001872529 8071 000000000 C9 6-K 34 001-40996 241228873 CAP BUSINESS CENTER RUE D'ABHOOZ, 31, B-4040 HERSTAL C9 00000 949-271-9221 CAP BUSINESS CENTER RUE D'ABHOOZ, 31, B-4040 HERSTAL C9 00000 MDx Health SA 20210713 6-K 1 ea0211994-6k_mdx.htm REPORT OF FOREIGN PRIVATE ISSUER Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 6-K Â REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 Â For the month of August 2024 Â Commission File Number 001-40996 Â MDXHEALTH SA (Translation of registrantâ€™s name into English) Â CAP Business Center Zone Industrielle des Hauts-Sarts 4040 Herstal, Belgium +32 4 257 70 21 (Address of principal executive office) Â Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Â Form 20-F â˜’Â Â Â Â Â Â Â Â Â Form 40-F â˜ Â Â Â Â Â Â MDXHEALTH SA Â This Report of Foreign Private Issuer on Form 6-K (the â€œForm 6-Kâ€) consists of (i) the 2024 Interim Report of MDxHealth SA (the â€œCompanyâ€), which is attached hereto as Exhibit 99.1, (ii) a press release issued by the Company on August 21, 2024, a copy of which is attached hereto as Exhibit 99.2, (iii) an Amendment to the Credit Agreement by and among MDxHealth, Inc., the guarantors party thereto and one or more affiliates of OrbiMed (the â€œCredit Agreementâ€), dated July 30, 2024, which is attached hereto as Exhibit 4.1, and (iv) the Second Amendment to the Credit Agreement, dated August 20, 2024, which is attached hereto as Exhibit 4.2. Â This Form 6-K, including Exhibits 4.1, 4.2 and 99.1 (and excluding Exhibit 99.2, which is furnished herewith) is incorporated by reference into the Companyâ€™s Registration Statements on Form F-3 (File No. 333-268885 and File No. 333-280606), filed with the Securities and Exchange Commission, to be a part thereof from the date on which this Form 6-K is submitted, to the extent not superseded by documents or reports subsequently filed or furnished. Â The information in the attached Exhibit 99.2 is being furnished and shall not be deemed to â€œfiledâ€ for the purposes of SectionÂ 18 of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing. Â Exhibit No. Â Description of Exhibit 4.1 Â Amendment to the Credit Agreement by and among MDxHealth, Inc., the guarantors party thereto and one or more affiliates of OrbiMed, dated July 30, 2024# 4.2 Â Second Amendment to the Credit Agreement by and among MDxHealth, Inc., the guarantors party thereto and one or more affiliates of OrbiMed, dated August 20, 2024# 99.1 Â 2024 Interim Report 99.2 Â Press Release, dated August 21, 2024 Â #Certain confidential portions of this Exhibit were omitted by means of marking such portions with brackets (â€œ[***]â€) because the identified confidential portions (i) are not material and (ii) would be competitively harmful if publicly disclosed. Â 1 Â Â SIGNATURES Â Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â MDXHEALTH SA Â Â Â Date: August 21, 2024 By: /s/ Michael McGarrity Â Â Name:Â Michael McGarrity Â Â Title: Chief Executive Officer Â Â 2 Â Â EX-4.1 2 ea021199401ex4-1_mdx.htm AMENDMENT TO THE CREDIT AGREEMENT BY AND AMONG MDXHEALTH, INC., THE GUARANTORS PARTY THERETO AND ONE OR MORE AFFILIATES OF ORBIMED, DATED JULY 30, 2024 Exhibit 4.1 Â Execution Version Â FIRST AMENDMENT TO CREDIT AGREEMENT Â This FIRST AMENDMENT TO CREDIT AGREEMENT (this â€œAmendmentâ€) is made and entered into as of July 30, 2024 by and among MDX HEALTH, INC., a Delaware corporation (the â€œBorrowerâ€), MDXHEALTH SA, a limited liability company organized under the laws of Belgium, having its statutory seat at Rue dâ€™Abhooz 31, 4040 Herstal, Belgium and registered with the Crossroads Bank for Enterprises (Kruispuntbank van Ondernemingen/Banque-Carrefour des Entreprises) under company number 0479.292.440 RLP LiÃ¨ge, division LiÃ¨ge (â€œParentâ€), ORC SPV LLC, as a Lender (the â€œInitial Lenderâ€), and ORC SPV LLC, as administrative agent for the Lenders (together with its Affiliates, successors, transferees and assignees, the â€œAdministrative Agentâ€). Â WHEREAS, the Borrower, Parent, the Initial Lender and the Administrative Agent entered into a Credit Agreement, dated as of May 1, 2024 (the â€œCredit Agreementâ€), pursuant to which the Lenders have extended credit to the Borrower on the terms set forth therein; Â WHEREAS, pursuant to Section 10.1 of the Credit Agreement, the Credit Agreement may be amended by an instrument in writing signed by the Parent or the applicable Subsidiary and the Lenders and acknowledged by the Administrative Agent; Â WHEREAS, the Initial Lender comprises all Lenders under the Credit Agreement; and Â WHEREAS, Parent, the Borrower and the Initial Lender desire to amend certain provisions of the Credit Agreement as provided in this Amendment. Â NOW, THEREFORE, in consideration of the mutual agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows: Â 1. Definitions; Loan Document. Capitalized terms used herein without definition shall have the meanings assigned to such terms in the Credit Agreement. This Amendment shall constitute a Loan Document for all purposes of the Credit Agreement and the other Loan Documents. Â 2. Amendments to Section 1.1. Â (a) Section 1.1 of the Credit Agreement is hereby amended by inserting the following new defined terms therein in the proper alphabetical order: Â â€œFirst Amendmentâ€ means the First Amendment to the Agreement, dated as of July 30, 2024, among Parent, the Borrower, the Lenders party thereto and the Administrative Agent. Â Â Â Â (b) The definition of â€œLoan Documentsâ€ in Section 1.1 of the Credit Agreement is hereby amended by inserting â€œthe First Amendment,â€ immediately after the phrase â€œthe Belgian Security Agreements,â€. Â 3. Amendment to Section 8.4. Section 8.4 of the Credit Agreement is hereby amended and restated as follows: Â â€œ(a) (i) From the Closing Date until August 8, 2024, the Liquidity shall not at any time be less than [***] and (ii) from August 9, 2024 until the date of full payment of the 2025 Earn-Out Amount, the Liquidity shall not as of the last day of any month be less than [***]; provided, that at all times other than the last day of any such month, the Liquidity shall not be less than [***], (b) from and after the date of full payment of the 2025 Earn-Out Amount until the date of the full payment of the Earn-Out Consideration, the Liquidity shall not at any time be less than [***] and (c) from and after the date of full payment of the Earn-Out Consideration, the Liquidity shall not at any time be less than [***]. The Liquidity required under this Section 8.4 shall be held in one or more Controlled Accounts located in the United States as required pursuant and subject to Section 7.12(a) hereof.â€ Â 4. Conditions to Effectiveness of Amendment. This Amendment shall become effective upon receipt by the Initial Lender, the Administrative Agent, Parent and the Borrower of a counterpart signature of the other to this Amendment duly executed and delivered by each of the Initial Lender, the Administrative Agent, Parent and the Borrower. Â 5. Expenses. The Borrower agrees to pay on demand all expenses of the Administrative Agent and the Lenders (including, without limitation, the fees and out-of-pocket expenses of Covington & Burling LLP, counsel to the Administrative Agent and the Lenders) incurred in connection with the negotiation, preparation, execution and delivery of this Amendment. Â 6. Representations and Warranties. Each of Parent and the Borrower represents and warrants to the Lenders, as of the effective date of this Amendment, as follows: Â (a) The representations and warranties of Parent, the Borrower and the other Subsidiaries contained in the Credit Agreement or any other Loan Document are true and correct in all material respects as of the date hereof (except (i) with respect to representations and warranties expressly made as of an earlier date, in which case such representations and warranties are true and correct in all material respects as of such earlier date and (ii) if any such representation or warranty contains any materiality qualifier, such representation or warranty is true and correct in all respects). Â (b) No Default or Event of Default under the Credit Agreement has occurred and is continuing or would result from the effectiveness of this Amendment. Â - 2 - Â Â 7. No Implied Amendment or Waiver. Except as expressly set forth in this Amendment, this Amendment shall not, by implication or otherwise, limit, impair, constitute a waiver of or otherwise affect any rights or remedies of the Administrative Agent and the Lenders under the Credit Agreement or the other Loan Documents, or alter, modify, amend or in any way affect any of the terms, obligations or covenants contained in the Credit Agreement or the other Loan Documents, all of which shall continue in full force and effect. Nothing in this Amendment shall be construed to imply any willingness on the part of the Administrative Agent or any Lender to agree to or grant any similar or future amendment, consent or waiver of any of the terms and conditions of the Credit Agreement or the other Loan Documents. Â 8. Waiver and Release. TO INDUCE THE ADMINISTRATIVE AGENT AND THE LENDERS TO AGREE TO THE TERMS OF THIS AMENDMENT, THE BORROWER AND ITS AFFILIATES (COLLECTIVELY, THE â€œRELEASING PARTIESâ€) REPRESENT AND WARRANT THAT, AS OF THE DATE HEREOF, THERE ARE NO CLAIMS OR OFFSETS AGAINST, OR RIGHTS OF RECOUPMENT WITH RESPECT TO, OR DISPUTES OF, OR DEFENSES OR COUNTERCLAIMS TO, THEIR OBLIGATIONS UNDER THE LOAN DOCUMENTS, AND IN ACCORDANCE THEREWITH THE RELEASING PARTIES: Â (a) WAIVE ANY AND ALL SUCH CLAIMS, OFFSETS, RIGHTS OF RECOUPMENT, DISPUTES, DEFENSES AND COUNTERCLAIMS, WHETHER KNOWN OR UNKNOWN, ARISING PRIOR TO THE DATE HEREOF. Â (b) FOREVER RELEASE, RELIEVE, AND DISCHARGE THE ADMINISTRATIVE AGENT, THE LENDERS, THEIR AFFILIATES AND THEIR RESPECTIVE OFFICERS, DIRECTORS, SHAREHOLDERS, MEMBERS, PARTNERS, PREDECESSORS, SUCCESSORS, ASSIGNS, ATTORNEYS, ACCOUNTANTS, AGENTS, EMPLOYEES, AND REPRESENTATIVES (COLLECTIVELY, THE â€œRELEASED PARTIESâ€), AND EACH OF THEM, FROM ANY AND ALL CLAIMS, LIABILITIES, DEMANDS, CAUSES OF ACTION, DEBTS, OBLIGATIONS, PROMISES, ACTS, AGREEMENTS, AND DAMAGES, OF WHATEVER KIND OR NATURE, WHETHER KNOWN OR UNKNOWN, SUSPECTED OR UNSUSPECTED, CONTINGENT OR FIXED, LIQUIDATED OR UNLIQUIDATED, MATURED OR UNMATURED, WHETHER AT LAW OR IN EQUITY, WHICH THE RELEASING PARTIES EVER HAD, NOW HAVE, OR MAY, SHALL, OR CAN HEREAFTER HAVE, DIRECTLY OR INDIRECTLY ARISING OUT OF OR IN ANY WAY BASED UPON, CONNECTED WITH, OR RELATED TO MATTERS, THINGS, ACTS, CONDUCT, AND/OR OMISSIONS AT ANY TIME FROM THE BEGINNING OF THE WORLD THROUGH AND INCLUDING THE DATE HEREOF, INCLUDING WITHOUT LIMITATION ANY AND ALL CLAIMS AGAINST THE RELEASED PARTIES ARISING UNDER OR RELATED TO ANY OF THE LOAN DOCUMENTS OR ANY OF THE TRANSACTIONS CONTEMPLATED THEREBY. Â - 3 - Â Â (c) IN CONNECTION WITH THE RELEASE CONTAINED HEREIN, ACKNOWLEDGE THAT THEY ARE AWARE THAT THEY MAY HEREAFTER DISCOVER CLAIMS PRESENTLY UNKNOWN OR UNSUSPECTED, OR FACTS IN ADDITION TO OR DIFFERENT FROM THOSE WHICH THEY KNOW OR BELIEVE TO BE TRUE, WITH RESPECT TO THE MATTERS RELEASED HEREIN. NEVERTHELESS, IT IS THE INTENTION OF THE RELEASING PARTIES, THROUGH THIS AMENDMENT AND WITH ADVICE OF COUNSEL, FULLY, FINALLY, AND FOREVER TO RELEASE ALL SUCH MATTERS, AND ALL CLAIMS RELATED THERETO, WHICH DO NOW EXIST, OR HERETOFORE HAVE EXISTED. IN FURTHERANCE OF SUCH INTENTION, THE RELEASES HEREIN GIVEN SHALL BE AND REMAIN IN EFFECT AS A FULL AND COMPLETE RELEASE OR WITHDRAWAL OF SUCH MATTERS NOTWITHSTANDING THE DISCOVERY OR EXISTENCE OF ANY SUCH ADDITIONAL OR DIFFERENT CLAIMS OR FACTS RELATED THERETO. Â (d) COVENANT AND AGREE NOT TO BRING ANY CLAIM, ACTION, SUIT, OR PROCEEDING AGAINST THE RELEASED PARTIES, DIRECTLY OR INDIRECTLY, REGARDING OR RELATED IN ANY MANNER TO THE MATTERS RELEASED HEREBY, AND FURTHER COVENANT AND AGREE THAT THIS AMENDMENT IS A BAR TO ANY SUCH CLAIM, ACTION, SUIT, OR PROCEEDING. Â (e) REPRESENT AND WARRANT TO THE RELEASED PARTIES THAT THEY HAVE NOT HERETOFORE ASSIGNED OR TRANSFERRED, OR PURPORTED TO ASSIGN OR TRANSFER, TO ANY PERSON OR ENTITY ANY CLAIMS OR OTHER MATTERS HEREIN RELEASED. Â (f) ACKNOWLEDGE THAT THEY HAVE HAD THE BENEFIT OF INDEPENDENT LEGAL ADVICE WITH RESPECT TO THE ADVISABILITY OF ENTERING INTO THIS RELEASE AND HEREBY KNOWINGLY, AND UPON SUCH ADVICE OF COUNSEL, WAIVE ANY AND ALL APPLICABLE RIGHTS AND BENEFITS UNDER, AND PROTECTIONS OF, CALIFORNIA CIVIL CODE SECTION 1542, AND ANY AND ALL STATUTES AND DOCTRINES OF SIMILAR EFFECT. CALIFORNIA CIVIL CODE SECTION 1542 PROVIDES AS FOLLOWS: Â A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release, and that if known by him or her, would have materially affected his or her settlement with the debtor or released party. Â 9. Counterparts; Governing Law. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be an original and all of which shall constitute together but one and the same agreement. Delivery of an executed counterpart of a signature page to this Amendment by email (e.g., â€œpdfâ€ or â€œtiffâ€) or telecopy shall be effective as delivery of a manually executed counterpart of this Amendment. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING FOR SUCH PURPOSE SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK). Â [Remainder of Page Intentionally Left Blank] Â - 4 - Â Â IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized as of the day and year first above written. Â Â MDXHEALTH, INC. Â as the Borrower Â Â Â By: /s/ Michael McGarrity Â Name:Â Michael McGarrity Â Title: CEO Â Â MDXHEALTH SA Â as Parent Â Â Â By: /s/ Michael McGarrity Â Name:Â Michael McGarrity Â Title: CEO Â Signature Page to First Amendment to Credit Agreement Â Â Â Â Â ORC SPV LLC as Lender Â Â Â By: OrbiMed Royalty & Credit Opportunities IV, LP, its Member Â Â Â By: OrbiMed ROF IV LLC, its General Partner Â Â Â By: OrbiMed Advisors, LLC, its Managing Member Â Â Â By: /s/ Matthew Rizzo Â Name:Â Matthew Rizzo Â Title: Member Â ACKNOWLEDGED BY: Â Â Â ORC SPV LLC as the Administrative Agent Â Â Â By: OrbiMed Royalty & Credit Opportunities IV, LP, its Member Â Â Â By: OrbiMed ROF IV LLC, its General Partner Â Â Â By: OrbiMed Advisors LLC, its Managing Member Â Â Â By: /s/ Matthew Rizzo Â Name:Â Matthew Rizzo Â Title: Member Â Â Signature Page to First Amendment to Credit Agreement Â Â Â EX-4.2 3 ea021199401ex4-2_mdx.htm SECOND AMENDMENT TO THE CREDIT AGREEMENT BY AND AMONG MDXHEALTH, INC., THE GUARANTORS PARTY THERETO AND ONE

OR MORE AFFILIATES OF ORBIMED, DATED AUGUST 20, 2024 Exhibit 4.2 Â Execution Version Â SECOND AMENDMENT TO CREDIT AGREEMENT Â This SECOND AMENDMENT TO CREDIT AGREEMENT (this â€œAmendmentâ€) is made and entered into as of August 20, 2024 by and among MDX HEALTH, INC., a Delaware corporation (the â€œBorrowerâ€), MDXHEALTH SA, a limited liability company organized under the laws of Belgium, having its statutory seat at Rue dâ€™Abhooz 31, 4040 Herstal, Belgium and registered with the Crossroads Bank for Enterprises (Kruispuntbank van Ondernemingen/Banque-Carrefour des Entreprises) under company number 0479.292.440 RLP LiÃ¨ge, division LiÃ¨ge (â€œParentâ€), ORC SPV LLC and ORBIMED ROYALTY & CREDIT OPPORTUNITIES IV OFFSHORE, LP (collectively, â€œOrbiMedâ€), as Lenders, and ORC SPV LLC, as administrative agent for the Lenders (together with its Affiliates, successors, transferees and assignees, the â€œAdministrative Agentâ€). Â WHEREAS, the Borrower, Parent, OrbiMed and the Administrative Agent entered into a Credit Agreement, dated as of May 1, 2024, as amended by that certain First Amendment to Credit Agreement, dated as of July 30, 2024 (the â€œCredit Agreementâ€), pursuant to which the Lenders have extended credit to the Borrower on the terms set forth therein; Â WHEREAS, pursuant to Section 10.1 of the Credit Agreement, the Credit Agreement may be amended by an instrument in writing signed by the Parent or the applicable Subsidiary and the Lenders and acknowledged by the Administrative Agent; Â WHEREAS, OrbiMed comprises all Lenders under the Credit Agreement; and Â WHEREAS, Parent, the Borrower and the Lenders desire to amend certain provisions of the Credit Agreement as provided in this Amendment. Â NOW, THEREFORE, in consideration of the mutual agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows: Â 1. Definitions; Loan Document. Capitalized terms used herein without definition shall have the meanings assigned to such terms in the Credit Agreement. This Amendment shall constitute a Loan Document for all purposes of the Credit Agreement and the other Loan Documents. Â 2. Amendments to Section 1.1. Â (a) Section 1.1 of the Credit Agreement is hereby amended by inserting the following new defined terms therein in the proper alphabetical order: Â â€œFirst Delayed Draw Consent Feeâ€ is defined in Section 3.12(b). Â â€œSecond Amendmentâ€ means the Second Amendment to the Agreement, dated as of August 20, 2024, among Parent, the Borrower, the Lenders party thereto and the Administrative Agent. Â â€œSecond Amendment Consent Feeâ€ is defined in Section 3.12(a). Â â€œSecond Delayed Draw Consent Feeâ€ is defined in Section 3.12(c). Â Â Â (b) The definition of â€œFirst Delayed Draw Closing Dateâ€ in Section 1.1 of the Credit Agreement is hereby amended and restated in its entirety as follows: Â â€œFirst Delayed Draw Closing Dateâ€ means the date of the making of the First Delayed Draw Loan hereunder, which shall not in any event be (i) earlier than March 1, 2025 or (ii) later than March 31, 2025. Â (c) The definition of â€œLoan Documentsâ€ in Section 1.1 of the Credit Agreement is hereby amended by inserting â€œthe Second Amendment,â€ immediately after the phrase â€œthe First Amendment,â€. Â 3. Amendments to Article III. Article III of the Credit Agreement is hereby amended by inserting the following new Section at the end of such Article: Â â€œSECTION 3.12. Consent Fee. The Borrower agrees that: Â (a) On or prior to October 1, 2024, the Borrower shall pay a consent fee in an aggregate amount of [***] (the â€œSecond Amendment Consent Feeâ€), to be paid ratably to each Lender for its own account in accordance with its respective Commitments. Such fee shall be fully earned and nonrefundable under any circumstances and in addition to, and not creditable against, any other fee, cost or expense payable under the Investment Documents. Â (b) On or prior to the First Delayed Draw Closing Date, the Borrower shall pay a consent fee in an amount equal to [***] of the First Delayed Draw Commitment Amount (the â€œFirst Delayed Draw Consent Feeâ€), to be paid ratably to each Lender for its own account in accordance with its respective Commitments; provided that, if the First Delayed Draw Closing Date does not occur, the First Delayed Draw Consent Fee shall be due and payable upon the Termination Date. Such fee shall be fully earned and nonrefundable under any circumstances and in addition to, and not creditable against, any other fee, cost or expense payable under the Investment Documents. Â (c) On or prior to the Second Delayed Draw Closing Date, the Borrower shall pay a consent fee in an amount equal to [***] of the Second Delayed Draw Commitment Amount (the â€œSecond Delayed Draw Consent Feeâ€), to be paid ratably to each Lender for its own account in accordance with its respective Commitments; provided that, if the Second Delayed Draw Closing Date does not occur, the Second Delayed Draw Consent Fee shall be due and payable upon the Termination Date. Such fee shall be fully earned and nonrefundable under any circumstances and in addition to, and not creditable against, any other fee, cost or expense payable under the Investment Documents.â€ Â - 2 - Â 4. Amendment to Section 5.1. Section 5.1 of the Credit Agreement is hereby amended by replacing the phrase â€œand 5.20â€ in the second sentence thereof with the phrase â€œ, 5.20 and 5.23â€. Â 5. Amendments to Article V. Article V of the Credit Agreement is hereby amended by inserting the following new Section at the end of such Article: Â â€œSECTION 5.23 Liquidity. Solely as a condition to the First Delayed Draw Closing Date, the Lenders shall be satisfied that Liquidity as of such date is at least [***]. The Liquidity required under this Section 5.23 shall be held in one or more Controlled Accounts located in the United States as required pursuant and subject to Section 7.12(a) hereof.â€ Â 6. Amendment to Section 8.4. Section 8.4 of the Credit Agreement is hereby amended and restated as follows: Â â€œ(a) (i) From the Closing Date until December 31, 2024, the Liquidity shall not at any time be less than [***] and (ii) from January 1, 2025 until the date of full payment of the 2025 Earn-Out Amount, the Liquidity shall not as of the last day of any month be less than [***]; provided, that at all times other than the last day of any such month, the Liquidity shall not be less than [***], (b) from and after the date of full payment of the 2025 Earn-Out Amount until the date of the full payment of the Earn-Out Consideration, the Liquidity shall not at any time be less than [***] and (c) from and after the date of full payment of the Earn-Out Consideration, the Liquidity shall not at any time be less than [***]. The Liquidity required under this Section 8.4 shall be held in one or more Controlled Accounts located in the United States as required pursuant and subject to Section 7.12(a) hereof.â€ Â 7. Conditions to Effectiveness of Amendment. This Amendment shall become effective upon receipt by OrbiMed, the Administrative Agent, Parent and the Borrower of a counterpart signature of the other to this Amendment duly executed and delivered by each of OrbiMed, the Administrative Agent, Parent and the Borrower. Â 8. Expenses. The Borrower agrees to pay on demand all expenses of the Administrative Agent and the Lenders (including, without limitation, the fees and out-of-pocket expenses of Covington & Burling LLP, counsel to the Administrative Agent and the Lenders) incurred in connection with the negotiation, preparation, execution and delivery of this Amendment. Â 9. Representations and Warranties. Each of Parent and the Borrower represents and warrants to the Lenders, as of the effective date of this Amendment, as follows: Â (a) The representations and warranties of Parent, the Borrower and the other Subsidiaries contained in the Credit Agreement or any other Loan Document are true and correct in all material respects as of the date hereof (except (i) with respect to representations and warranties expressly made as of an earlier date, in which case such representations and warranties are true and correct in all material respects as of such earlier date and (ii) if any such representation or warranty contains any materiality qualifier, such representation or warranty is true and correct in all respects). Â - 3 - Â (b) No Default or Event of Default under the Credit Agreement has occurred and is continuing or would result from the effectiveness of this Amendment. Â 10. No Implied Amendment or Waiver. Except as expressly set forth in this Amendment, this Amendment shall not, by implication or otherwise, limit, impair, constitute a waiver of or otherwise affect any rights or remedies of the Administrative Agent and the Lenders under the Credit Agreement or the other Loan Documents, or alter, modify, amend or in any way affect any of the terms, obligations or covenants contained in the Credit Agreement or the other Loan Documents, all of which shall continue in full force and effect. Nothing in this Amendment shall be construed to imply any willingness on the part of the Administrative Agent or any Lender to agree to or grant any similar or future amendment, consent or waiver of any of the terms and conditions of the Credit Agreement or the other Loan Documents. Â 11. Waiver and Release. TO INDUCE THE ADMINISTRATIVE AGENT AND THE LENDERS TO AGREE TO THE TERMS OF THIS AMENDMENT, THE BORROWER AND ITS AFFILIATES (COLLECTIVELY, THE â€œRELEASING PARTIESâ€) REPRESENT AND WARRANT THAT, AS OF THE DATE HEREOF, THERE ARE NO CLAIMS OR OFFSETS AGAINST, OR RIGHTS OF RECOUPMENT WITH RESPECT TO, OR DISPUTES OF, OR DEFENSES OR COUNTERCLAIMS TO, THEIR OBLIGATIONS UNDER THE LOAN DOCUMENTS, AND IN ACCORDANCE THEREWITH THE RELEASING PARTIES: Â (a) WAIVE ANY AND ALL SUCH CLAIMS, OFFSETS, RIGHTS OF RECOUPMENT, DISPUTES, DEFENSES AND COUNTERCLAIMS, WHETHER KNOWN OR UNKNOWN, ARISING PRIOR TO THE DATE HEREOF. Â (b) FOREVER RELEASE, RELIEVE, AND DISCHARGE THE ADMINISTRATIVE AGENT, THE LENDERS, THEIR AFFILIATES AND THEIR RESPECTIVE OFFICERS, DIRECTORS, SHAREHOLDERS, MEMBERS, PARTNERS, PREDECESSORS, SUCCESSORS, ASSIGNS, ATTORNEYS, ACCOUNTANTS, AGENTS, EMPLOYEES, AND REPRESENTATIVES (COLLECTIVELY, THE â€œRELEASED PARTIESâ€), AND EACH OF THEM, FROM ANY AND ALL CLAIMS, LIABILITIES, DEMANDS, CAUSES OF ACTION, DEBTS, OBLIGATIONS, PROMISES, ACTS, AGREEMENTS, AND DAMAGES, OF WHATEVER KIND OR NATURE, WHETHER KNOWN OR UNKNOWN, SUSPECTED OR UNSUSPECTED, CONTINGENT OR FIXED, LIQUIDATED OR UNLIQUIDATED, MATURED OR UNMATURED, WHETHER AT LAW OR IN EQUITY, WHICH THE RELEASING PARTIES EVER HAD, NOW HAVE, OR MAY, SHALL, OR CAN HEREAFTER HAVE, DIRECTLY OR INDIRECTLY ARISING OUT OF OR IN ANY WAY BASED UPON, CONNECTED WITH, OR RELATED TO MATTERS, THINGS, ACTS, CONDUCT, AND/OR OMISSIONS AT ANY TIME FROM THE BEGINNING OF THE WORLD THROUGH AND INCLUDING THE DATE HEREOF, INCLUDING WITHOUT LIMITATION ANY AND ALL CLAIMS AGAINST THE RELEASED PARTIES ARISING UNDER OR RELATED TO ANY OF THE LOAN DOCUMENTS OR ANY OF THE TRANSACTIONS CONTEMPLATED THEREBY. Â - 4 - Â (c) IN CONNECTION WITH THE RELEASE CONTAINED HEREIN, ACKNOWLEDGE THAT THEY ARE AWARE THAT THEY MAY HEREAFTER DISCOVER CLAIMS PRESENTLY UNKNOWN OR UNSUSPECTED, OR FACTS IN ADDITION TO OR DIFFERENT FROM THOSE WHICH THEY KNOW OR BELIEVE TO BE TRUE, WITH RESPECT TO THE MATTERS RELEASED HEREIN. NEVERTHELESS, IT IS THE INTENTION OF THE RELEASING PARTIES, THROUGH THIS AMENDMENT AND WITH ADVICE OF COUNSEL, FULLY, FINALLY, AND FOREVER TO RELEASE ALL SUCH MATTERS, AND ALL CLAIMS RELATED THERETO, WHICH DO NOW EXIST, OR HERETOFORE HAVE EXISTED. IN FURTHERANCE OF SUCH INTENTION, THE RELEASES HEREIN GIVEN SHALL BE AND REMAIN IN EFFECT AS A FULL AND COMPLETE RELEASE OR WITHDRAWAL OF SUCH MATTERS NOTWITHSTANDING THE DISCOVERY OR EXISTENCE OF ANY SUCH ADDITIONAL OR DIFFERENT CLAIMS OR FACTS RELATED THERETO. Â (d) COVENANT AND AGREE NOT TO BRING ANY CLAIM, ACTION, SUIT, OR PROCEEDING AGAINST THE RELEASED PARTIES, DIRECTLY OR INDIRECTLY, REGARDING OR RELATED IN ANY MANNER TO THE MATTERS RELEASED HEREBY, AND FURTHER COVENANT AND AGREE THAT THIS AMENDMENT IS A BAR TO ANY SUCH CLAIM, ACTION, SUIT, OR PROCEEDING. Â (e) REPRESENT AND WARRANT TO THE RELEASED PARTIES THAT THEY HAVE NOT HERETOFORE ASSIGNED OR TRANSFERRED, OR PURPORTED TO ASSIGN OR TRANSFER, TO ANY PERSON OR ENTITY ANY CLAIMS OR OTHER MATTERS HEREIN RELEASED. Â (f) ACKNOWLEDGE THAT THEY HAVE HAD THE BENEFIT OF INDEPENDENT LEGAL ADVICE WITH RESPECT TO THE ADVISABILITY OF ENTERING INTO THIS RELEASE AND HEREBY KNOWINGLY, AND UPON SUCH ADVICE OF COUNSEL, WAIVE ANY AND ALL APPLICABLE RIGHTS AND BENEFITS UNDER, AND PROTECTIONS OF, CALIFORNIA CIVIL CODE SECTION 1542, AND ANY AND ALL STATUTES AND DOCTRINES OF SIMILAR EFFECT. CALIFORNIA CIVIL CODE SECTION 1542 PROVIDES AS FOLLOWS: Â A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release, and that if known by him or her, would have materially affected his or her settlement with the debtor or released party. Â 12. Counterparts; Governing Law. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be an original and all of which shall constitute together but one and the same agreement. Delivery of an executed counterpart of a signature page to this Amendment by email (e.g., â€œpdfâ€ or â€œtiffâ€) or telecopy shall be effective as delivery of a manually executed counterpart of this Amendment. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK (INCLUDING FOR SUCH PURPOSE SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK). Â [Remainder of Page Intentionally Left Blank] Â - 5 - Â IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized as of the day and year first above written. Â Â MDXHEALTH, INC. as the Borrower Â Â Â By: /s/ Michael K. McGarrity Â Name:Â Michael K. McGarrity Â Title: CEO Â Â MDXHEALTH SA as Parent Â Â Â By: /s/ Michael K. McGarrity Â Name:Â Michael K. McGarrity Â Title: CEO Â Signature Page to Second Amendment to Credit Agreement Â Â Â Â ORC SPV LLC Â as a Lender Â Â Â By: OrbiMed Royalty & Credit Opportunities IV, LP, Â Â its Member Â Â Â By: OrbiMed ROF IV LLC, Â Â its General Partner Â Â Â By: OrbiMed Advisors, LLC, Â Â its Managing Member Â Â Â By: /s/ Matthew Rizzo Â Name:Â Matthew Rizzo Â Title: Member Â Â Â ORBIMED ROYALTY & CREDIT OPPORTUNITIES IV OFFSHORE, LP Â as a Lender Â Â Â By: OrbiMed ROF IV LLC, Â Â its General Partner Â Â Â Â OrbiMed Advisors, LLC, Â Â its Managing Member Â Â Â By: /s/ Matthew Rizzo Â Name: Matthew Rizzo Â Title: Member Â Signature Page to Second Amendment to Credit Agreement Â Â Â ACKNOWLEDGED BY: Â Â Â ORC SPV LLC Â as the Administrative Agent Â Â Â By: OrbiMed Royalty & Credit Opportunities IV, LP, Â Â its Member Â Â Â By: OrbiMed ROF IV LLC, Â Â its General Partner Â Â Â By: OrbiMed Advisors, LLC, Â Â its Managing Member Â Â Â By: /s/ Matthew Rizzo Â Name:Â Matthew Rizzo Â Title: Member Â Â Â Signature Page to Second Amendment to Credit Agreement Â Â Â EX-99.1 4 ea021199401ex99-1_mdx.htm 2024 INTERIM REPORT Exhibit 99.1 Â Â Â 2024 INTERIM REPORT Â TABLE OF CONTENTS Â

POSITION 4 Â 3. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 5 Â 4. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS 6 Â 5. EXPLANATORY NOTES 7 III. CORPORATE INFORMATION 18 Â This Interim Report contains forward-looking statements and estimates with respect to the anticipated future performance of MDxHealth SA and its wholly-owned subsidiaries (hereinafter â€œMDxHealthâ€ or the â€œCompanyâ€) 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 companyâ€™s control, and may turn out to be materially different. Important factors that could cause actual results, conditions and events to differ materially from those indicated in the forward-looking statements include, among others, the following: the Companyâ€™s plans relating to commercializing its tests and related diagnostic products and services (collectively â€œtestsâ€, â€œtesting solutionsâ€ or â€œsolutionsâ€) and the rate and degree of market acceptance of its solutions; the size of the market opportunity for the Companyâ€™s Confirm mdx, Select mdx, Resolve mdx, Monitor mdx and Genomic Prostate Score (â€œGPSâ€) tests and other future tests and solutions it may commercialize or develop; the acceptance of the Companyâ€™s testing solutions by healthcare providers; the willingness of health insurance companies and other payers to cover the Companyâ€™s testing solutions and adequately reimburse the Company for such solutions; the Companyâ€™s plans relating to the further development of testing solutions; existing regulations and regulatory developments in the United States, Europe and other jurisdictions; the Companyâ€™s ability to obtain and maintain regulatory approvals and comply with applicable regulations; timing, progress and results of the Companyâ€™s research and development programs; the period over which the Company estimates its existing cash will be sufficient to fund future operating expenses and capital expenditure requirements; our ability to remain in compliance with financial covenants made to and make scheduled payments to our creditors; the Companyâ€™s ability to attract and retain qualified employees and key personnel; the scope of protection the Company is able to establish and maintain for intellectual property rights covering its testing solutions and technology; the Companyâ€™s ability to operate its business without infringing the intellectual property rights and proprietary technology of third parties; the possibility that the anticipated benefits from the Companyâ€™s business acquisitions will not be realized in full or at all or may take longer to realize than expected; costs associated with defending intellectual property infringement, product liability and other claims; and uncertainties associated with global macroeconomic conditions. The risks included above are not exhaustive. Other important risks and uncertainties are described in the Risk Factors section of the 2023 Annual Report on Form 20-F and under the heading â€œPrincipal risks related to the business activitiesâ€ in â€œSection I. Interim Management Reportâ€ below. You are further cautioned not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. MDxHealth expressly disclaims any obligation to update any such forward-looking statements in this Interim Report 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. This Interim Report does not constitute an offer or invitation for the sale or purchase of securities or assets of MDxHealth in any jurisdiction. No securities of MDxHealth may be offered or sold within the United States without registration under the U.S. Securities Act of 1933, as amended, or in compliance with an exemption therefrom, and in accordance with any applicable U.S. securities laws. Â Â Â Â I. INTERIM MANAGEMENT REPORT Â Highlights Â Key non-audited financials, as of June 30, 2024 Â Key unaudited consolidated figures for the six months ended June 30, 2024 and 2023 (thousands of U.S. dollars, except per share data): Â For the six months endedÂ June 30, 2024Â Â June 30, 2023Â Â $ ChangeÂ Â % ChangeÂ RevenueÂ Â 41,993Â Â Â 31,445Â Â Â 10,548Â Â Â 34% Gross ProfitÂ Â 25,349Â Â Â 18,705Â Â Â 6,644Â Â Â 36% Operating expensesÂ Â (39,371)Â Â (35,165)Â Â (4,206)Â Â 12% Operating lossÂ Â (14,022)Â Â (16,460)Â Â 2,438Â Â Â (15%) Net lossÂ Â (20,039)Â Â (22,335)Â Â 2,296Â Â Â (10%) Basic and diluted loss per shareÂ Â (0.73)Â Â (0.91)Â Â 0.18Â Â Â (20%) Â Revenue increased 34% to $42.0 million compared to $31.4 million for the prior year. Â Gross profit increased 36% to $25.3 million compared to $18.7 million for the prior year. Gross margins were 60.4% as compared to 59.5% for the prior year, an improvement of 90 basis points. Â Operating loss decreased 15% to $14.0 million compared to $16.5 million for the prior year, driven by higher revenues and gross profit. Â Net loss decreased 10% to $20.0 million compared to $22.3 million for the prior year, primarily driven by the factors mentioned above. Â Justification to continue using the accounting rules on the basis of going concern Â The Company has experienced net losses and significant cash used in operating activities since its inception in 2003, and as of and for the period ended June 30, 2024, had an accumulated deficit of $351.5 million, a net loss of $20.0 million, and net cash used in operating activities of $9.8 million. Management expects the Company to continue to incur net losses and have significant cash outflows for at least the next twelve months. Â While these conditions, among others, could raise substantial doubt about its ability to continue as a going concern, these consolidated financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of its assets and the satisfaction of liabilities in the normal course of business. A successful transition to attaining profitable operations is dependent upon achieving a level of positive cash flows adequate to support the Companyâ€™s cost structure. Â As of June 30, 2024, the Company had cash and cash equivalents of $21.3 million. Taking into account the above financial situation and on the basis of the most recent business plan, including the Companyâ€™s expected ability to access additional cash through debt, equity, or other means, the Company believes that it has sufficient cash to be able to continue its operations for at least the next twelve months from the date of issuance of these financial statements, and accordingly has prepared the consolidated financial statements assuming that it will continue as a going concern. This assessment is based on forecasts and projections within managementâ€™s most recent business plan as well as the Companyâ€™s expected ability to maintain adequate levels of cash as required by certain financial covenants present in the new OrbiMed Loan Facility (described in Note 9), and to access additional cash through debt, equity or other means, for which at this moment, a material uncertainty exists that casts substantial doubt on the Companyâ€™s ability to continue as a going concern. Â 1 Â Â Principal risks related to the business activities Â MDxHealth operates in a rapidly changing environment that involves a number of risks that could materially affect its business, financial condition or future results, some of which are beyond the Companyâ€™s control. In addition to the other information set forth in this section and elsewhere in this Interim Report, the risks and uncertainties that the Company believes are most important for you to consider have been outlined in the 2023 Annual Report on Form 20-F, which is available on the Securities and Exchange Commissionâ€™s website as well as the Companyâ€™s website at www.mdxhealth.com/investors/financials. Â Our credit facility contains restrictions that limit our flexibility in operating our business, and if we fail to comply with the covenants and other obligations under our credit facility, the lenders may be able to accelerate amounts owed under the facility and may foreclose upon the assets securing our obligations. Â On

May 1, 2024, the Company entered into a $100 million Credit Agreement (the â€œCredit Agreementâ€) with certain funds managed by OrbiMed Advisors LLC (â€œOrbiMedâ€). The Company and OrbiMed entered into amendments to the Credit Agreement in July and August 2024, pursuant to which certain financial covenants were amended and certain amendment fees became payable. The Credit Agreement provides for a five-year senior secured credit facility in an aggregate principal amount of up to $100 million (the â€œLoan Facilityâ€), of which (i) $55 million was advanced on May 1, 2024, (ii) $25 million will be made available, at the Companyâ€™s discretion, on or prior to March 31, 2025, subject to certain net revenue requirements and other customary conditions, and (iii) $20 million will be made available, at the Companyâ€™s discretion, on or prior to March 31, 2026, subject to certain net revenue requirements and other customary conditions. Subsequent amendments to the Credit Agreement added a minimum liquidity level condition to the $25 million additional loan draw. All obligations under the credit agreement are secured by substantially all of the Companyâ€™s assets, including intellectual property rights. Â The Company is subject to a number of affirmative and restrictive covenants pursuant to the Credit Agreement, which limit or restrict its ability to (subject to certain qualifications and exceptions): create liens and encumbrances; incur additional indebtedness; merge, dissolve, liquidate or consolidate; make acquisitions, investments, advances or loans; dispose of or transfer assets; pay dividends or make other payments in respect of their capital stock; amend certain material documents; redeem or repurchase certain debt; engage in certain transactions with affiliates; enter into certain restrictive agreements; and engage in certain other activities customary for a senior secured credit facility. In addition, if, for any quarter beginning on June 30, 2025 and until the maturity date of the Loan Facility, the Companyâ€™s net revenue does not meet certain minimum amounts, then, subject to certain cure rights specified in the Credit Agreement, MDxHealth shall be required to begin to repay the outstanding principal amount of the Loan Facility in equal monthly installments, together with accrued interest on the principal repaid and a repayment premium and other fees, until the maturity date of the Loan Facility. In addition, the Company will be required to maintain certain levels of unrestricted cash and cash equivalents during various time periods, including monthly assessments thereof, initially at a minimum level of $20 million and subsequently reducing to a $5 million minimum level following the achievement of certain milestones, as further described in the Credit Agreement filed as exhibit 4.1 to Form 6-K, dated May 1, 2024. Subsequent amendments to the Credit Agreement, filed as exhibits 4.1 and 4.2 to Form 6-K dated August 21, 2024, have temporarily reduced the initial minimum level of unrestricted cash and cash equivalents to $12.5 million until the end of the current calendar year. Â The Companyâ€™s obligations under the Credit Agreement are subject to acceleration upon the occurrence of an event of default (subject to applicable notice and grace periods). The Company may also enter into other debt agreements in the future which may contain similar or more restrictive terms. Â The Companyâ€™s ability to remain in compliance with financial covenants contained in the Credit Agreement, and to make scheduled payments required under the Credit Agreement depends on numerous factors, including the Companyâ€™s financial and operating performance, as well as its ability to secure additional equity capital, which is expected to be needed for the Company to remain in compliance with liquidity covenants. While the Companyâ€™s revenues are growing and its financial performance is improving, there can be no assurance that the Company will maintain a level of cash reserves or cash flows from operating activities sufficient to remain in compliance with applicable financial covenants and to permit it to pay the principal, premium, if any, and interest on our existing or future indebtedness. If the Companyâ€™s cash flows and capital resources prove insufficient, the Company may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance its indebtedness. The Company cannot assure you that it would be able to take any of these actions, or that these actions would permit the Company remain in compliance with the Credit Agreement or to meet its scheduled debt service obligations. Failure to comply with the terms and conditions of the Credit Agreement will (subject to applicable notice and grace periods) result in an event of default, which could result in an acceleration of amounts due under the Credit Agreement. The Company may not have sufficient funds or may be unable to arrange for additional financing to repay its indebtedness or to make any accelerated payments, and OrbiMed could seek to enforce security interests in the collateral securing such indebtedness, which would harm the Companyâ€™s business. In addition, if the Company is unable to timely achieve certain minimum revenue and liquidity targets, it will be unable to borrow additional funds pursuant to the Loan Facility, which could negatively impact the Companyâ€™s ability to fund its operations. Â Â Declaration of responsible persons Â The Board of Directors of MDxHealth SA, represented by all its members, declares that, as far as it is aware, the financial statements in this Interim Report, made up according to the applicable standards for financial statements, give a true and fair view of the equity, financial position and the results of the Company and its consolidated subsidiaries. The Board of Directors of MDxHealth SA, represented by all its members, further declares that this Interim Report gives a true and fair view on the information that has to be contained herein. The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (IAS) 34 (Interim Financial Reporting) as issued by the International Accounting Standards Board, or IASB, and as adopted by the EU. Â 2 Â Â II. INTERIM CONDENSED UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS OF MDXHEALTH SA Â For the six months ended June 30, 2024 Â 1. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME Â Thousands of $ (except per share data) Â Note Â Jan-June 2024 Â Â Jan-June 2023 Â Â Â Â Â Â Â Â Â Â Â Services Â Â Â Â 41,963 Â Â Â 31,345 Â Royalties and other revenues Â Â Â Â 30 Â Â Â 100 Â Revenues Â 4 Â Â 41,993 Â Â Â 31,445 Â Cost of sales (exclusive of amortization of intangible assets) Â 4 Â Â (16,644) Â Â (12,740) Gross Profit Â Â Â Â 25,349 Â Â Â 18,705 Â Research and development expenses Â 5 Â Â (5,067) Â Â (2,990) Selling and marketing expenses Â 5 Â Â (20,661) Â Â (18,371) General and administrative expenses Â 5 Â Â (11,201) Â Â (10,899) Amortization of intangible assets Â Â Â Â (2,248) Â Â (2,239) Other operating income (expense), net Â Â Â Â (194) Â Â (666) Operating loss Â Â Â Â (14,022) Â Â (16,460) Financial income Â 6 Â Â 1,642 Â Â Â 1,006 Â Financial expense Â 6 Â Â (7,659) Â Â (6,881) Loss before income tax Â Â Â Â (20,039) Â Â (22,335) Income tax Â Â Â Â 0 Â Â Â 0 Â Loss for the period Â Â Â Â (20,039) Â Â (22,335) Â Â Â Â Â Â Â Â Â Â Â Loss per share attributable to parent Â Â Â Â Â Â Â Â Â Â Basic and diluted Â Â Â Â (0.73) Â Â (0.91) Â Â Â Â Â Â Â Â Â Â Â Condensed unaudited consolidated statement of other comprehensive income Â Loss for the period Â Â Â Â (20,039) Â Â (22,335) Other comprehensive income Â Â Â Â Â Â Â Â Â Â Â Items that will be reclassified to profit or loss: Â Â Â Â Â Â Â Â Â Â Â Exchange differences arising from translation of foreign operations Â Â Â Â 65 Â Â Â (199) Total other comprehensive income Â Â Â Â 65 Â Â Â (199) Total comprehensive loss for the period (net of tax) Â Â Â Â (19,974) Â Â (22,534) Â 3 Â Â 2. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION Â Thousands of $Â NoteÂ as of JuneÂ 30, 2024Â Â as of DecemberÂ 31, 2023Â ASSETSÂ Â Â Â Â Â Â Â GoodwillÂ Â Â Â 35,926Â Â Â 35,926Â Intangible assetsÂ 7Â Â 43,254Â Â

Â 44,337Â Property, plant and equipmentÂ 8Â Â 4,887Â Â Â 4,956Â Right-of-use assetsÂ Â Â Â 4,623Â Â Â 4,989Â Financial assetsÂ Â Â Â 1,269Â Â Â 763Â Non-current assetsÂ Â Â Â 89,959Â Â Â 90,971Â InventoriesÂ Â Â Â 3,754Â Â Â 2,779Â Trade receivablesÂ 10Â Â 13,454Â Â Â 11,088Â Prepaid expenses and other current assetsÂ Â Â Â 2,347Â Â Â 1,914Â Cash and cash equivalentsÂ Â Â Â 21,344Â Â Â 22,380Â Current assetsÂ Â Â Â 40,899Â Â Â 38,161Â Total assetsÂ Â Â Â 130,858Â Â Â 129,132Â EQUITYÂ Â Â Â Â Â Â Â Â Â Share capitalÂ Â Â Â 173,931Â Â Â 173,931Â Issuance premiumÂ Â Â Â 153,177Â Â Â 153,177Â Accumulated deficitÂ Â Â Â (351,485)Â Â (331,446) Share-based compensationÂ Â Â Â 16,093Â Â Â 12,139Â Translation reserveÂ Â Â Â (528)Â Â (593) Total equityÂ 14Â Â (8,812)Â Â 7,208Â Â Â Â Â Â Â Â Â Â Â Â LIABILITIESÂ Â Â Â Â Â Â Â Â Â Loans and borrowingsÂ 9/10Â Â 51,312Â Â Â 35,564Â Lease liabilitiesÂ Â Â Â 3,095Â Â Â 3,578Â Other non-current financial liabilitiesÂ 9/10Â Â 40,251Â Â Â 63,259Â Non-current liabilitiesÂ Â Â Â 94,658Â Â Â 102,401Â Loans and borrowingsÂ 9/10Â Â 646Â Â Â 643Â Lease liabilitiesÂ Â Â Â 1,609Â Â Â 1,480Â Trade payablesÂ 10Â Â 12,126Â Â Â 8,811Â Other current liabilitiesÂ Â Â Â 5,734Â Â Â 5,694Â Other current financial liabilitiesÂ 9/10Â Â 24,897Â Â Â 2,895Â Current liabilitiesÂ Â Â Â 45,012Â Â Â 19,523Â Total liabilitiesÂ Â Â Â 139,670Â Â Â 121,924Â Total equity and liabilitiesÂ Â Â Â 130,858Â Â Â 129,132Â Â 4 Â Â 3. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY Â Attributable to owners of MDxHealth SA Â Thousands of $, except number of sharesÂ Number of shares*Â Â Share capital and issuance premiumÂ Â Accumulated DeficitÂ Â Share-based compensation and other reservesÂ Â Translation reservesÂ Â Total equityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Note 9, 12Â Â Â Â Â Â Â Â Â Balance at December 31, 2022Â Â 16,288,093Â Â Â 286,631Â Â Â (288,346)Â Â 11,474Â Â Â (444)Â Â 9,315Â Loss for the periodÂ Â Â Â Â Â Â Â Â Â (22,335)Â Â Â Â Â Â Â Â Â Â (22,335) Other comprehensive incomeÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (199)Â Â (199) Total comprehensive income for the periodÂ Â Â Â Â Â Â Â Â Â (22,335)Â Â Â Â Â Â (199)Â Â (22,534) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Transactions with owners in their capacity as owners:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issuance of shares, net of transaction costsÂ Â 10,750,000Â Â Â 39,599Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 39,599Â Share-based compensationÂ Â Â Â Â Â Â Â Â Â Â Â Â Â 278Â Â Â Â Â Â Â 278Â Balance at June 30, 2023Â Â 27,038,093Â Â Â 326,230Â Â Â (310,681)Â Â 11,752Â Â Â (643)Â Â 26,658Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance at December 31, 2023Â Â 27,288,093Â Â Â 327,108Â Â Â (331,446)Â Â 12,139Â Â Â (593)Â Â 7,208Â Loss for the periodÂ Â Â Â Â Â Â Â Â Â (20,039)Â Â Â Â Â Â Â Â Â Â (20,039) Other comprehensive incomeÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 65Â Â Â 65Â Total comprehensive income for the periodÂ Â Â Â Â Â Â Â Â Â (20,039)Â Â Â Â Â Â 65Â Â Â (19,974) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Transactions with owners in their capacity as owners:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Issuance of warrantsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â 3,260Â Â Â Â Â Â Â 3,260Â Share-based compensationÂ Â Â Â Â Â Â Â Â Â Â Â Â Â 694Â Â Â Â Â Â Â 694Â Balance at June 30, 2024Â Â 27,288,093Â Â Â 327,108Â Â Â (351,485)Â Â 16,093Â Â Â (528)Â Â (8,812) Â *The company completed a share consolidation with respect to all its outstanding shares by means of a 1-for-10 reverse stock split as of November 13, 2023. All share amounts and the EPS were adjusted retroactively to reflect the reverse stock-split. Â 5 Â Â 4. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS Â Thousands of $ Â Note Â Jan-June 2024 Â Â Jan-June 2023 Â CASH FLOWS FROM OPERATING ACTIVITIES Â Â Â Â Â Â Â Â Operating loss Â Â Â Â (14,022) Â Â (16,460) Depreciation Â Â Â Â 1,450 Â Â Â 1,173 Â Amortization of intangible assets Â Â Â Â 2,248 Â Â Â 2,239 Â Share-based compensation Â 12 Â Â 694 Â Â Â 278 Â Other non-cash transactions Â Â Â Â 205 Â Â Â 696 Â Cash used in operations before working capital changes Â Â Â Â (9,425) Â Â (12,074) Â Â Â Â Â Â Â Â Â Â Â Â Changes in operating assets and liabilities Â Â Â Â Â Â Â Â Â Â Increase (-) in inventories Â Â Â Â (975) Â Â (347) Increase (-) / decrease (+) in receivables Â Â Â Â (2,799) Â Â 1,733 Â Increase (+) in payables Â Â Â Â 3,406 Â Â Â 827 Â Net cash outflow from operating activities Â Â Â Â (9,793) Â Â (9,861) Â Â Â Â Â Â Â Â Â Â Â Â CASH FLOWS FROM INVESTING ACTIVITIES Â Â Â Â Â Â Â Â Â Â Purchase of property, plant and equipment Â 8 Â Â (786) Â Â (2,153) Acquisition and generation of intangible assets Â Â Â Â (971) Â Â (980) Interest received Â Â Â Â 363 Â Â Â 317 Â Net cash outflow from investing activities Â Â Â Â (1,394) Â Â (2,816) Â Â Â Â Â Â Â Â Â Â Â Â CASH FLOWS FROM FINANCING ACTIVITIES Â Â Â Â Â Â Â Â Â Â Proceeds from issuance of shares, net of transaction costs Â Â Â Â 0 Â Â Â 39,599 Â Proceeds from loan obligation Â 9 Â Â 53,358 Â Â Â 0 Â Repayment of loan obligation and debt extinguishment costs Â 9 Â Â (39,218) Â Â (318) Payment of lease liability Â Â Â Â (951) Â Â (712) Payment of interest Â Â Â Â (2,888) Â Â (1,731) Other financial expense Â Â Â Â (141) Â Â 0 Â Net cash inflow from financing activities Â Â Â Â 10,160 Â Â Â 36,838 Â Â Â Â Â Â Â Â Â Â Â Â Net (decrease) / increase in cash and cash equivalents Â Â Â Â (1,027) Â Â 24,161 Â Â Â Â Â Â Â Â Â Â Â Â Cash and cash equivalents at beginning of the period Â Â Â Â 22,380 Â Â Â 15,503 Â Effect of exchange rates Â Â Â Â (9) Â Â (192) Cash and cash equivalents at end of the period Â Â Â Â 21,344 Â Â Â 39,472 Â Â 6 Â Â 5. EXPLANATORY NOTES Â Accounting policies Â 1.Basis of preparation Â MDxHealth, SA together with its subsidiaries are herein referred to as â€œMDxHealthâ€ or the â€œCompanyâ€. MDxHealth is a company domiciled in Belgium, with offices and labs in the United States and The Netherlands. The reporting and functional currency of the Company is the U.S. Dollar. Â MDxHealth is a commercial-stage precision diagnostics company committed to providing non-invasive, clinically actionable and cost-effective urologic solutions to improve patient care. The Companyâ€™s novel prostate cancer genomic testing solutions combine advanced clinical modeling with genomic data to provide each patient with a personalized cancer risk profile, which provides more accurate and actionable information than standard risk factors (e.g., PSA, DRE, age) used by clinicians. Â The Companyâ€™s Select mdx and Confirm mdx solutions address men at risk for developing prostate cancer, providing physicians with a clear clinical pathway to accurately identify clinically significant prostate cancer while minimizing the use of invasive procedures that are prone to complications. The Companyâ€™s Genomic Prostate Score (GPS) solution addresses men newly diagnosed with prostate cancer, providing physicians with a clear clinical pathway to make the most informed treatment decision for their individual disease, including active surveillance. The Companyâ€™s collective decades of experience in precision diagnostics and its portfolio of novel biomarkers for diagnostic, prognostic and predictive molecular assays supports its active pipeline of new testing solutions for prostate and other urologic diseases. Â The Company is headquartered in Belgium. The parent company, MDxHealth SA, has its registered and corporate office in Cap Business Center, Rue dâ€™Abhooz 31, 4040 Herstal, Belgium. MDxHealth, Inc., the Companyâ€™s U.S. subsidiary, is located at 15279 Alton Parkway, Suite 100, Irvine, CA 92618, United States. MDxHealth B.V., the Companyâ€™s Dutch subsidiary, is located at Transistorweg 5, 6534 Nijmegen, The Netherlands. Â The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (IAS) 34 â€“ Interim Financial Reporting, as issued by the International Accounting Standards Board, or IASB, and as adopted by the EU. Â The results and financial positions of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows: Â â—Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that balance sheet. At June 30, 2024, the exchange rate applied for assets and liabilities was â,¬1 to $1.0705 (at December 31, 2023: â,¬1 to $1.105) quoted by the European Central Bank. Â â—Income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates. At June 30, 2024, the exchange rate applied for assets and liabilities was â,¬1 to $1.0813 (at June 30, 2023: â,¬1 to $1.0807) quoted by the European Central Bank. Â â—All resulting exchange differences are recognized in other comprehensive income. Â These interim consolidated financial statements do not include all the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements of the Company as of, and for the year ended, December 31, 2023. Â The Company ended the period with $21.3 million in cash and cash equivalents as of June 30, 2024, and continued to incur losses. The Company is expecting continued losses and negative operating cash flows in the coming twelve months. Taking into account the above financial situation and on the basis of the most recent business plan, including the Companyâ€™s expected ability to access additional cash through debt, equity, or other means, the Company believes that it has sufficient cash to be able to continue its operations for at least the next twelve months from the date of issuance of these financial statements, and accordingly has prepared the consolidated financial statements assuming that it will continue as a going concern. This assessment is based on forecasts and projections within managementâ€™s most recent business plan as well as the Companyâ€™s expected ability to maintain adequate levels of cash as required by certain financial covenants present in the new OrbiMed Loan Facility (described in Note 9), and to access additional cash through debt, equity or other means, for which at this moment, a material uncertainty exists that casts substantial doubt on the Companyâ€™s ability to continue as a going concern. Â 7 Â Â 2.Significant accounting policies, use of judgments and estimates Â The financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB), collectively â€œIFRSâ€. In addition, the financial statements are also prepared in accordance with IFRS as adopted by the EU (â€œEU IFRSâ€). The same accounting policies, presentation and methods of computation have been followed in these condensed financial statements as were applied in the preparation of the Companyâ€™s financial statements for the year ended December 31, 2023. No amendments to existing standards that became applicable as from January 1, 2024, have a material impact on the interim condensed consolidated financial statements or accounting policies. Â The preparation of the interim condensed financial statements in compliance with IAS 34 requires the use of certain critical accounting estimates. It also requires the Companyâ€™s management to exercise judgment in applying the Companyâ€™s accounting policies. The Company has applied the same accounting policies and there have been no material revisions to the nature and amount of estimates and judgments in its interim condensed consolidated financial statements except for new estimates and judgements made in respect of the new OrbiMed credit agreement detailed in Note 9. Â Reclassifications Â Certain prior period balances have been reclassified to conform to current period presentation of the Companyâ€™s interim condensed financial statements and accompanying notes. Such reclassifications have no effect on previously reported results of operations, accumulated deficit, subtotals of operating, investing or financing cash flows or consolidated balance sheet totals. Â The company completed a share consolidation with respect to all its outstanding shares by means of a 1-for-10 reverse stock split as of November 13, 2023. All share amounts and the EPS were adjusted retroactively to reflect the reverse stock-split. Â 3.Significant events and transactions Â Refer to Note 9 â€“ Loans, borrowings, lease obligations and other financial liabilities, for further information on the Companyâ€™s new credit agreement with certain funds managed by OrbiMed Advisors LLC, which replaced its previous debt facility with Innovatus. Â 4.Revenue and cost of sales Â Revenue Â Thousands of $ For the six months ended June 30Â 2024Â Â 2023Â ServicesÂ Â 41,963Â Â Â 31,345Â Royalties and other revenuesÂ Â 30Â Â Â 100Â Total revenueÂ Â 41,993Â Â Â 31,445Â Â Revenues related to royalties, licenses and other revenues are generally recognized over time as described in Note 2.7 of the Companyâ€™s 2023 yearend financial statements on Form 20-F. Â The Company did not recognize any contract assets or contracts liabilities. Â Total revenue for six months ended June 30, 2024, was $42.0 million, an increase of 34% as compared to total revenue of $31.4 million for the same period in 2023. Â 8 Â Â Segment revenue Â The Company does not distinguish different business segments since most revenues are generated from clinical laboratory service testing, or the out-licensing of the Companyâ€™s patented DNA methylation platform and biomarkers. However, the Company does distinguish different geographical operating segments based on revenue since the revenues are generated both in the United States of America and in Europe. Â For the period ended June 30, 2024, the Company earned 100% of its revenue from external customers from its clinical laboratory testing services and out-licensing of intellectual property. For the period ended June 30, 2024, the clinical laboratory testing in the U.S. CLIA laboratory represented 99.8% of the Companyâ€™s revenue (first six months of 2023: 99.2%), while the out-licensing of intellectual property revenue and grant income in Europe represented less than 1% (first six months of 2023: less than 1%). Â The amount of its revenue from external customers broken down by location from the customers is shown in the table below: Â Thousands of $ For the six months ended June 30Â 2024Â Â 2023Â United States of AmericaÂ Â 41,888Â Â Â 31,198Â EuropeÂ Â 103Â Â Â 243Â Rest of the worldÂ Â 2Â Â Â 4Â Total segment revenueÂ Â 41,993Â Â Â 31,445Â Â As of June 30, 2024, 99% of the non-current assets were located in the U.S. (June 30, 2023: 92%) and the remaining 1% were located in Europe (June 30, 2023: 8%). Â Cost of sales exclusive of amortization of intangible assets) Â Thousands of $ For the six months ended June 30Â 2024Â Â 2023Â Cost of sales (exclusive of amortization of intangible assets)Â Â (16,644)Â Â (12,740) Total cost salesÂ Â (16,644)Â Â (12,740) Â The costs of sales include the costs associated with providing testing services to third parties and include the cost of materials, labor (including salaries, bonuses, and benefits), transportation, collection kits, and allocated overhead costs associated with processing samples. Allocated overhead costs include depreciation of laboratory equipment, facility occupancy and information technology costs. Costs associated with processing samples are expensed when incurred, regardless of the timing of revenue recognition. Amortization of intangible assets are excluded from cost of sales and are presented separately in the statement of profit or loss. Â 5.Operating expenses Â Research & development expenses Â Research and development expenses consist of costs incurred for the development and improvement of our products. These expenses consist primarily of labor costs (including salaries, bonuses, benefits, and share-based compensation), reagents and supplies, clinical studies, outside services, patent expenses, depreciation of laboratory equipment, facility occupancy and information technology costs. Research and development expenses also include costs associated with assay improvements and automation workflow for our current suite of products. Â For the six months ended June 30, 2024, research and development expenses increased by $2.1 million, or 69%, primarily due to increases in clinical studies and product development costs, which include an increase in headcount as we prepared for the final stages of transitioning the GPS assay to our lab in Irvine.

Â Sales and marketing expenses Â The Companyâ€™s selling and marketing expenses are expensed as incurred and include costs associated with its sales organization, including its direct clinical sales force and sales management, medical affairs, client services, marketing and managed care, as well as technical lab support and administration. These expenses consist primarily of labor costs (including salaries, bonuses, benefits, and share-based compensation), customer education and promotional expenses, market analysis expenses, conference fees, travel expenses and allocated overhead costs. Â For the six months ended June 30, 2024, selling and marketing expenses increased by $2.3 million, or 12%, primarily related to an increase in sales commissions as part of the 34% growth in sales. Â 9 Â Â General and administrative expenses Â General and administrative expenses include costs for certain executives, accounting and finance, legal, revenue cycle management, information technology, human resources, and administrative functions. These expenses consist primarily of labor costs (including salaries, bonuses, benefits, and share-based compensation), professional service fees such as consulting, accounting, legal, general corporate costs, and public-company costs associated with the Companyâ€™s listing, as well as allocated overhead costs (rent, utilities, insurance, etc.). Â For the six months ended June 30, 2024, general and administrative expenses increased by $0.3 million or 3%, primarily related to headcount and the overall growth in our business. Â 6.Financial income and expense Â Financial income Â Thousands of $ For the six months ended June 30Â 2024Â Â 2023Â Interest incomeÂ Â 363Â Â Â 317Â Fair value adjustmentsÂ Â Â Â Â Â Â Â Exact Sciences 5-year warrantsÂ Â 1,037Â Â Â 0Â Innovatus derivative instrumentÂ Â 165Â Â Â 689Â Derivative financial assetsÂ Â 77Â Â Â 0Â Total financial incomeÂ Â 1,642Â Â Â 1,006Â Â Financial income for the period ended June 30, 2024, was primarily driven by a non-cash decrease of $1 million in the Exact Sciences 5-year warrants liability as well as interest income of $0.4 million from cash deposits. Â Financial expenses Â Thousands of $ For the six months ended June 30Â 2024Â Â 2023Â Contingent consideration fair value adjustments:Â Â Â Â Â Â GPS contingent considerationÂ Â (1,028)Â Â (3,854) NovioGendix contingent considerationÂ Â (68)Â Â (28) Total contingent consideration fair value adjustmentsÂ Â (1,096)Â Â (3,882) Â Â Â Â Â Â Â Â Â Other financial expenses:Â Â Â Â Â Â Â Â Innovatus debt extinguishment costsÂ Â (3,130)Â Â 0Â Interest on Innovatus loanÂ Â (1,775)Â Â (2,628) Interest on OrbiMed loanÂ Â (1,315)Â Â 0Â Interest on other loans & leasesÂ Â (202)Â Â (169) Kreos derivative instrumentÂ Â 0Â Â Â (136) Other financial lossÂ Â (141)Â Â (66) Total other financial expensesÂ Â (6,563)Â Â (2,999) Total financial expensesÂ Â (7,659)Â Â (6,881) Â Financial expenses for the period ended June 30, 2024, were primarily related to the Innovatus debt extinguishment costs (further described in Note 9 below), as well as interest expense on the Innovatus and OrbiMed debt facilities, and the change in fair value of the GPS contingent consideration. Â 10 Â Â 7.Intangible assets Â Thousands of $Â Patents and software licensesÂ Â Internally- developed intangible assetsÂ Â Externally acquired intellectual propertyÂ Â CustomersÂ Â TotalÂ Gross Value at January 1, 2023Â Â 5,134Â Â Â 10,372Â Â Â 41,375Â Â Â 8,007Â Â Â 64,888Â AdditionsÂ Â Â Â Â Â 980Â Â Â Â Â Â Â Â Â Â Â 980Â Gross Value at June 30, 2023Â Â 5,134Â Â Â 11,352Â Â Â 41,375Â Â Â 8,007Â Â Â 65,868Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated amortization and impairment at January 1, 2023Â Â (5,134)Â Â (8,722)Â Â (4,353)Â Â (513)Â Â (18,722) AdditionsÂ Â Â Â Â Â (171)Â Â (1,452)Â Â (616)Â Â (2,239) Accumulated amortization and impairment at June 30, 2023Â Â (5,134)Â Â (8,893)Â Â (5,805)Â Â (1,129)Â Â (20,961) Net value at June 30, 2023Â Â -Â Â Â 2,459Â Â Â 35,570Â Â Â 6,878Â Â Â 44,907Â Â Thousands of $Â Patents and software licensesÂ Â Internally-developed intangible assetsÂ Â Externally acquired intellectual propertyÂ Â CustomersÂ Â TotalÂ Gross Value at January 1, 2024Â Â 5,134Â Â Â 13,032Â Â Â 41,375Â Â Â 8,007Â Â Â 67,548Â AdditionsÂ Â Â Â Â Â 1,164Â Â Â Â Â Â Â Â Â Â Â 1,164Â Gross Value at June 30, 2024Â Â 5,134Â Â Â 14,196Â Â Â 41,375Â Â Â 8,007Â Â Â 68,712Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Accumulated amortization andÂ Â Â impairment at January 1, 2024Â Â (5,134)Â Â (9,060)Â Â (7,272)Â Â (1,745)Â Â (23,211) AdditionsÂ Â Â Â Â Â (171)Â Â (1,460)Â Â (616)Â Â (2,247) Accumulated amortization and impairment at June 30, 2024Â Â (5,134)Â Â (9,231)Â Â (8,732)Â Â (2,361)Â Â (25,458) Net value at June 30, 2024Â Â -Â Â Â 4,965Â Â Â 32,643Â Â Â 5,646Â Â Â 43,254Â Â Amortization of intangible assets is included as a separate line in the statement of profit or loss. Â The externally-acquired intangible asset includes technology acquired in the business combination with NovioGendix in 2015 and with the acquisition of the GPS test in August 2022. The estimated remaining amortization period amounts to 1.1 years for the NovioGendix IP and to 13.1 years for the GPS IP. Â Customer relationships include customers acquired in the GPS acquisition. The GPS Customer relationships are amortized over 6.5 years, the estimated remaining amortization period amounts to 4.5 years. Â The internally-developed intangible assets relate to the capitalized development expenses for Confirm mdx and Select mdx over the past years as well as for the development of the GPS assay in-house and our Resolve mdx assay. The estimated remaining amortization period amounts to 5.0 years for GPS and 2.8 years for Resolve mdx. As of June 30, 2024 and 2023, the Company capitalized $1.2 million and $1.0 million, respectively, in GPS and Resolve mdx development expenses. Â 8.Property, plant & equipment Â During the six-months ended June 30, 2024, the Company acquired $0.8 million of fixed assets, which consisted of $0.5 million of laboratory equipment, $0.1 million of leasehold improvements, and $0.2 million of IT equipment and furniture. The primary purpose of these acquisitions was to add testing capacity for GPS and Resolve assays. During the six-months ended June 30, 2023, the company acquired $2.0 million of fixed assets, which consisted of $1.1 million of laboratory equipment, $0.5 million of leasehold improvements, $0.2 million of IT equipment, and $0.2 million of furniture. Â 11 Â Â 9.Loans, borrowings, lease obligations and other financial liabilities Â Â Â Loans and borrowingsÂ Â Other financial liabilitiesÂ Thousands of $ As ofÂ June 30, 2024Â Â DecemberÂ 31, 2023Â Â June 30, 2023Â Â June 30, 2024Â Â DecemberÂ 31, 2023Â Â June 30, 2023Â Beginning balanceÂ Â 36,207Â Â Â 35,530Â Â Â 35,530Â Â Â 66,154Â Â Â 55,864Â Â Â 55,864Â Cash movementsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loans and borrowings repaidÂ Â (36,725)Â Â (637)Â Â (318)Â Â Â Â Â Â (1,022)Â Â Â Â Loans and borrowings received (OrbiMed)Â Â 51,285Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Non-cash movementsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Innovatus - effective interest rate adjustmentÂ Â 501Â Â Â 1,314Â Â Â 605Â Â Â Â Â Â Â Â Â Â Â Â Â OrbiMed â€“ effective interest rate adjustmentÂ Â 27Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Recognition of Innovatus remaining EIR balance at loan closeÂ Â 663Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Reclassification of warrants as an equity instrument1Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (1,116)Â Â Â Â Â Â Â Â Innovatus debt extinguishment costsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â (27)Â Â Â Â Â Â Â Â Foreign exchange rate impact / otherÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (4)Â Â Â Â Fair value changes through profit and lossÂ Â Â Â Â Â Â Â Â Â Â Â Â Â 137Â Â Â 11,316Â Â Â 4,144Â Balance at the closing dateÂ Â 51,958Â Â Â 36,207Â Â Â 35,817Â Â Â 65,148Â Â Â 66,154Â Â Â 60,008Â Â 1Following approval by the General Assembly on June 20, 2024, for the issuance of the warrants, the warrants to Exact Sciences are no longer considered to be a financial liability and have accordingly been reclassified as an equity instrument at the then prevailing fair value of $1.1 million. Â OrbiMed Credit Agreement Â On May 1, 2024, the

Company entered into a $100 million Credit Agreement (the â€œCredit Agreementâ€) with certain funds managed by OrbiMed Advisors LLC (â€œOrbiMedâ€). The Company and OrbiMed entered into amendments to the Credit Agreement in July and August 2024, pursuant to which certain financial covenants were amended and certain amendment fees became payable. The Credit Agreement provides for a five-year senior secured credit facility in an aggregate principal amount of up to $100 million (the â€œLoan Facilityâ€), of which (i) $55 million was advanced on May 1, 2024, (ii) $25 million will be made available, at the Companyâ€™s discretion, on or prior to March 31, 2025, subject to certain net revenue requirements and other customary conditions, and (iii) $20 million will be made available, at the Companyâ€™s discretion, on or prior to March 31, 2026, subject to certain net revenue requirements and other customary conditions. Subsequent amendments to the Credit Agreement added a minimum liquidity level condition to the $25 million additional loan draw. All obligations under the credit agreement are secured by substantially all of the Companyâ€™s assets, including intellectual property rights. Â During the term of the Loan Facility, interest payable in cash by MDxHealth shall accrue on any outstanding amounts under the Loan Facility at a rate per annum equal to the greater of (x) the SOFR rate for such period and (y) 2.50% plus, in either case, 8.50%. During an event of default, any outstanding amount under the Loan Facility will bear interest at a rate of 4.00% in excess of the otherwise applicable rate of interest. MDxHealth will pay certain fees with respect to the Loan Facility, including an upfront fee, an unused fee on the undrawn portion of the Loan Facility, an administration fee, a repayment premium and an exit fee, as well as certain other fees and expenses of the Lender. Â If, for any quarter until the maturity date of the Loan Facility, the Companyâ€™s net revenue does not meet certain minimum amounts, then, subject to certain cure rights specified in the Credit Agreement, MDxHealth shall be required to begin to repay the outstanding principal amount of the Loan Facility in equal monthly installments, together with accrued interest on the principal repaid and a repayment premium and other fees, until the maturity date of the Loan Facility. MDxHealth shall repay amounts outstanding under the Loan Facility in full immediately upon an acceleration as a result of an event of default as set forth in the Credit Agreement, together with a repayment premium and other fees. In addition, the Company will be required to maintain certain levels of unrestricted cash and cash equivalents during various time periods, including monthly assessments thereof, initially at a minimum level of $20 million and subsequently reducing to a $5 million minimum level following the achievement of certain milestones, as further described in the Credit Agreement filed as exhibit 4.1 to Form 6-K, dated May 1, 2024. Subsequent amendments to the Credit Agreement, filed as exhibits 4.1 and 4.2 to Form 6-K, dated August 21, 2024, have temporarily reduced the initial minimum level of unrestricted cash and cash equivalents to $12.5 million until the end of the current calendar year. Â 12 Â Â The Company also agreed to issue warrants (the â€œWarrantsâ€) to affiliates OrbiMed to subscribe for up to 1,243,060 new ordinary shares, with no par value (â€œOrdinary Sharesâ€), at an exercise price of $2.4134 per Ordinary Share. The Warrants were issued on June 20, 2024, following approval by the Companyâ€™s shareholders and have a term of five years from their issuance date. The Warrantsâ€™ terms and conditions contain customary share adjustment provisions, as well as weighted average price protection in certain circumstances. Â The OrbiMed Credit Agreement was accounted for as a hybrid financial instrument, which included a host financial liability, being the Loan Facility, as well as two embedded derivatives, being the Warrants granted to OrbiMed, and a prepayment right held by the Company. Both embedded derivatives are considered not closely related to the host financial instrument. The initial carrying amount of the host instrument becomes the residual amount being the proceeds received from OrbiMed, net of transaction costs, less the fair value of both embedded derivatives. Subsequently, the host financial instrument is accounted for at amortized cost where the Company considers all expected future cash flows available under the Loan Facility, whereas the prepayment right is considered to be a financial asset accounted for at fair value through the statement of profit or loss. The Warrants are accounted for as an equity instrument at the time of issuance with no subsequent remeasurement. The Warrants granted to OrbiMed were valued at $ 2.1 million on May 1, 2024, based on a binomial tree model with a estimated volatility of 71.68%. Â Innovatus debt facility Â As part of the new OrbiMed Loan Facility, the Innovatus debt facility was paid off in full on May 1, 2024. Accordingly, both the host financial liability as well as the embedded derivative convertible call option have been removed from the statement of financial position. Â The Innovatus debt facility was accounted for as a hybrid financial instrument which included a host financial liability as well as an embedded derivative financial instrument being an equity conversion call option at a fixed rate of up to 15% of the aggregate outstanding principal amount through August 2, 2025. Â The embedded derivative was not considered to be closely related to the host financial liability given the differences in economics and risks, and as such both were accounted for separately: Â â—The host financial liability was recognized at amortized cost applying the effective interest rate method; Â â—The embedded derivative convertible (American) call option was recognized at fair value using a binomial tree option pricing model whereby the fair value was based on the actual stock price and the estimated volatility of the Companyâ€™s shares on Nasdaq since the Companyâ€™s IPO on November 4, 2021, and through the valuation date. The volatility measured on August 2, 2022, which was the closing date of the Innovatus debt facility, was 62.85% and at June 30, 2023 was 72.80%. Changes to the fair value of the embedded derivative were recognized through the statement of profit or loss. Â Other financial liabilities Â GPS Contingent consideration Â As part of the acquisition of the GPS business from Exact Sciences in August 2022, and the subsequent amended asset purchase agreement from August 2023, an aggregate earnout amount of up to $82.5 million is to be paid by MDxHealth to Exact Sciences upon achievement of certain revenue milestones related to fiscal years 2023 through 2025, with the maximum earnout payable in relation to 2023 and 2024 not to exceed $30 million and $40 million, respectively. The liability recognized reflects a probability-weighted estimate at the current net present value which is expected to become payable. Fair value adjustments to this contingent consideration are recognized in the statement of profit or loss. Â As of June 30, 2024, the contingent consideration has been assessed at $63.9 million, of which $24.4 million has been recorded under â€œOther current financial liabilitiesâ€ and the remaining $39.5 million has been recorded under â€œOther non-current financial liabilitiesâ€. As of December 31, 2023, the contingent consideration was assessed at $62.6 million, and was recorded under â€œOther non-current financial liabilitiesâ€. Â 13 Â Â Innovatus embedded derivative convertible call option Â The embedded derivative convertible (American) call option was recognized at fair value within other current financial liabilities and was measured using a Binomial tree valuation model which takes into account several factors including the expected evolution in the Companyâ€™s share price. The fair value of the liability was estimated at $192,000 as of December 31, 2023. Given repayment of the Innovatus debt facility as of May 1, 2024, the embedded derivative convertible call option has been removed from the statement of financial position. Â Other financial liabilities Â Other financial liabilities include the contingent consideration related to the acquisition of NovioGendix in 2015 and amounted to $1.3 million as of June 30, 2024, and $1.2 million as of December 31, 2023, of which $550,000 was considered current as of June 30, 2024, and December 31, 2023. The contingent consideration is valued at fair value through the statement of profit or loss. The fair value of this contingent consideration is reviewed on a periodic basis. The fair value is based on risk-adjusted future cash flows of different scenarios discounted using an interest rate of 15.21% as of June 30, 2024. Â 10.Financial instruments and fair value Â The table shows the Companyâ€™s significant financial assets and liabilities. All financial assets and liabilities are carried at amortized cost with the exception of the contingent considerations in relation to acquisitions and derivative financial instruments reported at fair value through profit and loss. Â All financial assets and liabilities are considered to have carrying amounts that do not materially differ from their fair value. Â The carrying value and fair value of the financial instruments as of June 30, 2024, and December 31, 2023, can be presented as follows: Â Thousands of $Â As of June 30, 2024Â Â As of DecemberÂ 31, 2023Â Â Hierarchy Assets At fair valueÂ Â Â Â Â Â Â Â OrbiMed prepayment optionÂ Â 439Â Â Â 0Â Â Level 3 Right to pay Exact earnout in sharesÂ Â 830Â Â Â 763Â Â Level 3 Â Â Â Â Â Â Â Â Â Â Â At amortized costÂ Â Â Â Â Â Â Â Â Â Trade receivablesÂ Â 13,454Â Â Â 11,088Â Â Â Cash and cash equivalentsÂ Â 21,344Â Â Â 22,380Â Â Â Total financial assetsÂ Â 36,067Â Â Â 34,231Â Â Â Â Â Â Â Â Â Â Â Â Â Â LiabilitiesÂ Â Â Â Â Â Â Â Â Â At fair valueÂ Â Â Â Â Â Â Â Â Â Other financial liabilitiesÂ Â Â Â Â Â Â Â Â Â GPS contingent considerationÂ Â 63,881Â Â Â 62,611Â Â Level 3 Exact Sciences 5-year warrantsÂ Â 0Â Â Â 2,153Â Â Level 3 NovioGendix contingent considerationÂ Â 1,267Â Â Â 1,198Â Â Level 3 Innovatus derivative instrumentÂ Â 0Â Â Â 192Â Â Level 3 Subtotal financial liabilities at fair valueÂ Â 65,148Â Â Â 66,154Â Â Â Â Â Â Â Â Â Â Â Â Â Â At amortized cost:Â Â Â Â Â Â Â Â Â Â Loans and borrowingsÂ Â 51,958Â Â Â 36,207Â Â Â Lease liabilitiesÂ Â 4,704Â Â Â 5,058Â Â Â Trade payablesÂ Â 12,126Â Â Â 8,811Â Â Â Subtotal financial liabilities at amortized costÂ Â 68,788Â Â Â 50,076Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total financial liabilitiesÂ Â 133,936Â Â Â 116,230Â Â Â Â 14 Â Â The fair value of the financial instruments has been determined on the basis of the following methods and assumptions: Â â—The carrying value of the cash and cash equivalents, the trade receivables, other current assets and the trade payables approximate their fair value due to their short-term character. Â â—The fair value of loans and borrowings applying the effective interest rate method approximates their carrying value (level 2). Â â—OrbiMed Loan Facility: the host financial liability was obtained with a variable interest rate based upon the Secured Overnight Financing Rate (â€œSOFRâ€), (with a floor of 2.5%) plus a margin of 8.5%. Â â—Innovatus debt facility: the host financial liability was obtained with a variable interest rate based upon the Prime Rate (with a floor of 4%) and a margin of 4.25%. No fair value was determined at June 30, 2024, given that the loan was fully paid off on May 1, 2024. Â â—Paycheck Protection Program (PPP): applying a market rate would not result in a materially different fair value which carries an interest rate of 1% and was obtained as part of the U.S Coronavirus Aid, Relief, and Economic Security (CARES) Act. Â â—Leases are measured at the present value of the remaining lease payments, using a discount rate based on the incremental borrowing rate at the commencement date of these leases. Their fair value approximates their carrying value. Â â—The fair value of contingent consideration payable to NovioGendix (presented in the statement of financial position under â€œother non-current financial liabilitiesâ€ and â€œother current financial liabilitiesâ€) and Exact Sciences is based on an estimated outcome of the conditional purchase price/contingent payments arising from contractual obligations (level 3). These are initially recognized as part of the purchase price and subsequently fair valued with changes recorded through other operating income in the statement of profit or loss. Â Ï¿GPS: The fair value of the contingent consideration payable to Exact Sciences is based on a probability-weighted average estimate based on multiple scenarios varying in timing and amount of earnout payment. This probability-weighted estimate of a payout of $82.5 million over the full earnout period is then discounted to its net present value taking into account expected time when earnout would become payable in 2025, 2026, and 2027. Fair-value adjustments resulting in a financial charge of $1.0 million and a charge to other operating expenses of $243,000 have been recorded as of June 30, 2024. The Company used the following discount rates: Â Â§At June 30, 2024: 15.21% for the period where the earnout is still variable, and17.34% for period where the earnout is fixed, but not yet payable Â Â§At December 31, 2023: 12.83% for period where earnout is still variable, and 13.67% for period where the earnout is fixed, but not yet payable. Â Ï¿NovioGendix: the Company used a discount rate of 15.21%. The effect of the fair value measurement is $68,000 in the condensed consolidated financial statements of which all is in financial expense. Â â—The fair value of the derivative financial liabilities related to the Innovatus derivative call option (as detailed in Note 7) was performed using a binomial pricing model which takes into account several factors including the expected evolution in share price and was considered as level 3 input. Given repayment of the Innovatus debt facility on May 1, 2024, no fair value was determined. Â â—Exact Sciences 5-Year Warrants: The fair value of the warrant held by Exact Sciences to acquire up to 1 million shares of MDxHealth was measured using a Binomial tree valuation model which takes into account several factors including the expected evolution in the Companyâ€™s share price starting from the share price on December 31, 2023 of $3.94 with an estimated volatility of 72.99% and a contractual strike price of $5.265. This valuation model is considered as a level 3 input and was assessed at $2.2 million financial liability as of December 31, 2023. Following approval of the issuance of the Warrants by the General Assembly on June 20, 2024, the Warrants are no longer considered to be a financial liability and have accordingly been reclassified into equity as an equity instrument at the then prevailing fair value of $1.1 million, considering a share price of $2.67 on June 20, 2024, and an estimated volatility of 71.46%. Â 15 Â Â â—Derivative Financial assets, both valued using valuation models with level 3 inputs: Â Ï¿The fair value of the Companyâ€™s option to prepay the OrbiMed Loan Facility was measured based on a valuation model which takes into account several factors, including the expected prepayment option exercise price and the potential cash savings that could be realized by the Company. This valuation model is considered as level 3 input and was valued as a $0.4 million financial asset. Â Ï¿The fair value of Companyâ€™s option to settle the Exact Sciences earnout obligation in cash or through the issuance of additional shares of the Company was measured based on a Monte Carlo valuation model which takes into account several factors including the expected evolution in Companyâ€™s share price as well as the 7.5% ownership limit of the outstanding shares of MDxHealth, as described above. This valuation model is considered as level 3 input and was valued as a $0.8 million financial asset. Â Fair value hierarchy: Â The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique: Â â—Level 1: quoted prices in active markets for identical assets and liabilities; Â â—Level 2: other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly; and Â â—Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data. Â No financial assets or financial liabilities have been reclassified between the valuation categories during the year. Â A reconciliation of cash and non-cash movements of level 3 financial assets is presented below: Â Â Â OrbiMed prepayment OptionÂ Â Right to settle Exact Earnout in SharesÂ Thousands of $ Balance at the closing date ofÂ June 30, 2024Â Â DecemberÂ 31, 2023Â Â June 30, 2024Â Â DecemberÂ 31, 2023Â Beginning balanceÂ Â 0Â Â Â Â Â Â Â Â 0Â Â Â 763Â Â Â 0Â Non-cash movementsÂ Â Â Â Â

Â Â Â Â Â Â Â Â Â Â Â Recognition of OrbiMed prepayment optionÂ Â 429Â Â Â Â Â Â Â Â Â Â Â Â Â Fair value changes through profit and lossÂ Â 10Â Â Â Â Â Â Â 67Â Â Â 763Â Ending balanceÂ Â 439Â Â Â 0Â Â Â 830Â Â Â 763Â Â A reconciliation of cash and non-cash movements of level 3 financial liabilities is presented below: Â Â Â Financial Derivative Instruments (Innovatus)Â Â Contingent consideration (NovioGendix and GPS)Â Thousands of $ Balance at the closing date ofÂ June 30, 2024Â Â DecemberÂ 31, 2023Â Â June 30, 2024Â Â DecemberÂ 31, 2023Â Beginning balanceÂ Â 192Â Â Â 1,801Â Â Â 65,962Â Â Â 54,063Â Cash movementsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loans and borrowing repaidÂ Â Â Â Â Â (1,022)Â Â Â Â Â Â (250) Non-cash movementsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Exact Sciences 5-year warrantÂ Â Â Â Â Â Â Â Â Â Â Â Â Â 2,153Â Reclassification of warrants as an equity instrumentÂ Â Â Â Â Â Â Â Â Â (1,116)Â Â Â Â Innovatus debt extinguishment costsÂ Â (27)Â Â Â Â Â Â Â Â Â Â Â Â Effective interest rate adjustmentÂ Â Â Â Â Â (4)Â Â Â Â Â Â Â Â Fair value changes through profit and lossÂ Â (165)Â Â (719)Â Â 302Â Â Â 9,996Â Change to level 1 fair value hierarchyÂ Â Â Â Â Â 136Â Â Â Â Â Â Â Â Â Ending balanceÂ Â 0Â Â Â 192Â Â Â 65,148Â Â Â 65,962Â Â 16 Â Â 11.Related party transactions Â There were no transactions to key management other than remuneration, warrants, and bonus, all of which are detailed in the Companyâ€™s 2023 Annual Report. For the six months ended June 30, 2024, total remuneration for key management and Directors was $1.5 million, and 1.1 million warrants being granted. Â There were no other related party transactions. Â 12.Warrant plans Â In June 2024, the shareholders approved the issuance of 2,000,000 Share Options, pursuant to a share option plan named the â€œ2024 Share Option Planâ€ in an effort to create a pool of outstanding options available for further grants to selected participants. Each 2024 Share option shall entitle the holder thereof to subscribe for one new share to be issued by the Company. Â The following table details warrant grants for each share option plan: Â As of June 30, 2024Â Granted during 2024Â Â Granted prior to 2024Â Â Total grantedÂ 2017 share option planÂ -Â Â 250,000Â Â 250,000Â 2019 share option planÂ Â -Â Â Â 299,850Â Â Â 299,850Â 2021 share option planÂ Â 500Â Â Â 359,500Â Â Â 360,000Â 2022 share option planÂ Â 1,500Â Â Â 498,250Â Â Â 499,750Â 2023 share option planÂ Â 4,500Â Â Â 301,000Â Â Â 305,500Â 2024 share option planÂ Â 1,470,000Â Â Â -Â Â Â 1,470,000Â TotalÂ Â 1,476,500Â Â Â 1,708,600Â Â Â 3,185,100Â Â The warrants have been granted free of charge. Each warrant entitles its holder to subscribe to one common share of the Company at a subscription price determined by the board of directors, within the limits decided upon at the time of their issuance. The warrants issued generally have a term of ten years as of issuance. Upon expiration of their term, the warrants become null and void. In general, the warrants vest in cumulative tranches of 25% per year, provided that the beneficiary has been employed for at least one year. Â All warrant grants are considered to be equity-settled, share-based payment plans where the fair value of the warrants granted is determined at the grant date, without subsequent remeasurement. The fair value of each warrant grant is estimated using the Black-Scholes option pricing model with the following assumptions: Â â—The dividend return is estimated by reference to the historical dividend payment of the Company; currently, this is estimated to be zero as no dividends have been paid since inception Â â—The expected volatility was determined using the Euronext average volatility of the stock over the last two years at the date of grant for any grants done until December 15, 2023, the date on which the delisting from Euronext took place. For any subsequent grants, the expected volatility was determined using the Nasdaq Capital Market average volatility of the stock over the last two years at the date of grant. Â â—For grants done until December 15, 2023, the risk-free interest rate was based on the interest rate applicable for the 10-year Belgian government bond at the grant date. For grants performed after December 15, 2023, the risk-free rate was based on the 10-year risk free treasury par yield curve rates listed by the U.S. Department of the Treasury. Â 17 Â Â The model inputs for warrants granted during the period ended June 30, 2024, included: Â Grant dateÂ January 1, 2024Â Â January 1, 2024Â Â January 1, 2024Â Â April 3, 2024Â Â June 4, 2024Â Â June 22, 2024Â PlanÂ Â 2021 SOPÂ Â Â 2022 SOPÂ Â Â 2023 SOPÂ Â Â 2023 SOPÂ Â Â 2023 SOPÂ Â Â 2024 SOPÂ Number of SharesÂ Â 500Â Â Â 1,500Â Â Â 2,000Â Â Â 1,000Â Â Â 1,500Â Â Â 1,470,000Â Exercise priceÂ $3.94Â Â $3.94Â Â $3.94Â Â $2.93Â Â $2.88Â Â $2.62Â Expiry dateÂ Â 31/03/2031Â Â Â 31/03/2032Â Â Â 31/03/2033Â Â Â 31/03/2033Â Â Â 31/03/2033Â Â Â 31/03/2034Â Share price at grant dateÂ $3.94Â Â $3.94Â Â $3.94Â Â $2.93Â Â $2.88Â Â $2.63Â Expected price volatilityÂ Â 89.60%Â Â 89.60%Â Â 89.60%Â Â 91.93%Â Â 89.67%Â Â 89.31% Risk-free interest rateÂ Â 3.88%Â Â 3.88%Â Â 3.88%Â Â 4.36%Â Â 4.33%Â Â 4.25% Â The total fair value of the granted warrant is estimated at $2.3 million following the underlying assumptions of the model. This amount represents the full fair value of the warrants granted that will vest over time. For the period ended, June 30, 2024, the company recorded an expense of $0.7 million for the vested warrants. Â 13.Subsequent events Â During July and August 2024, the Company and OrbiMed entered into amendments to the Credit Agreement, pursuant to which certain financial covenants were amended and amendment fees became payable. Refer to Note 9 â€“ Loans, borrowings, lease obligations and other financial liabilities, for further details on these amendments. Â III. CORPORATE INFORMATION Â Registered office Â MDxHealth SA has the legal form of a public limited liability company (sociÃ©tÃ© anonyme - SA / naamloze vennootschap - NV) organized and existing under the laws of Belgium. The companyâ€™s registered office is located at CAP Business Center, Rue dâ€™Abhooz 31, B-4040 Herstal, Belgium. Â The company is registered with the Registry of Legal Persons (registre des personnes morales - RPM / rechtspersonenregister â€“ RPR) under company number RPM/RPR 0479.292.440 (LiÃ¨ge). Â Listings Â NASDAQ: MDXH Â Financial calendar Â November 6, 2024 â€“ Q3 business update Â Financial year Â The financial year starts on 1 January and ends on 31 December. Â Statutory auditor Â BDO Bedrijfsrevisoren / RÃ©viseurs dâ€™entreprises BV/SRL Da Vincilaan 9 1935 Zaventem Belgium Â Availability of the Interim Report Â This document is available to the public free of charge and upon request: MDxHealth SA â€“ Investor Relations CAP Business Center - Rue dâ€™Abhooz, 31 â€“ 4040 Herstal â€“ Belgium Tel: +32 4 257 70 21 E-mail: ir@mdxhealth.com Â For informational purposes, an electronic version of the 2024 Interim Report is available on the website of mdxhealth at www.mdxhealth.com/investors/financials Â Â 18 Â EX-99.2 5 ea021199401ex99-2_mdx.htm PRESS RELEASE, DATED AUGUST 21, 2024 Exhibit 99.2 Â Â Â MDxHealth Reports Q2 and Half Year 2024 Results Â Year-over-year Q2 revenues increase by 32% to $22.2 million Â Year-over-year H1 revenues increase by 34% to 42.0 million Â Conference call with Q&A today at 4:30 PM ET / 22:30 CET Â IRVINE, CA, and HERSTAL, BELGIUM â€“ August 21, 2024 (GlobeNewswire) â€“ MDxHealth SA (NASDAQ: MDXH) (the â€œCompanyâ€ or â€œmdxhealthâ€), a commercial-stage precision diagnostics company, today announced its financial results for the second quarter and half year ended June 30, 2024. Â Michael K. McGarrity, CEO of mdxhealth, commented: â€œOur strong topline growth of 32% for the second quarter reflects our commercial teamâ€™s execution even against our strongest quarter of 2023 for both units and revenue, as well as robust demand for our precision diagnostics in our end urology markets. We continue to see strength in both adoption and pricing for both the Confirm and GPS tests, which will drive sustainable growth as we go forward. As we have commented and reported, the breadth and opportunity associated with our significantly expanded menu and market opportunity provides clear visibility to continued revenue growth set to our standard of 20% or greater.â€ Â Key Highlights for the second quarter: Â â— Revenue of $22.2 million, an increase of 32% over prior year period Â â—Tissue-based (Confirm mdx and GPS) test volume of 10,050, an increase of 15% over prior year period Â â—Liquid-based (Select mdx and Resolve mdx) test volume of 11,047, an increase of 35% over prior year period Â Financial review for the three and six months ended June 30, 2024 Â USD in â€™000 (except per share data)Â Three months ended June 30Â Â Six months ended June 30Â UnauditedÂ 2024Â Â 2023Â Â %Â ChangeÂ Â 2024Â Â 2023Â Â %Â ChangeÂ RevenueÂ Â 22,159Â Â Â 16,745Â Â Â 32%Â Â 41,993Â Â Â 31,445Â Â Â 34% Cost of sales (exclusive of amortization of intangible assets)Â Â (8,873)Â Â (6,755)Â Â 31%Â Â (16,644)Â Â (12,740)Â Â 31% Gross ProfitÂ Â 13,286Â Â Â 9,990Â Â Â 33%Â Â 25,349Â Â Â 18,705Â Â Â 36% Operating expensesÂ Â (20,704)Â Â (17,733)Â Â 17%Â Â (39,371)Â Â (35,165)Â Â 12% Operating lossÂ Â (7,418)Â Â (7,743)Â Â (4%)Â Â (14,022)Â Â (16,460)Â Â (15%) Net lossÂ Â (11,528)Â Â (10,626)Â Â 8%Â Â (20,039)Â Â (22,335)Â Â (10%) Basic and diluted loss per shareÂ Â (0.42)Â Â (0.39)Â Â 8%Â Â (0.73)Â Â (0.91)Â Â (20%) Â Results for the three months ended June 30, 2024 Â Revenue increased 32% to $22.2 million compared to $16.7 million for the prior year. The revenue in the second quarter of 2024 was comprised of 81% from tissue-based tests. Â Gross profit increased 33% to $13.3 million compared to $10.0 million for the prior year. Gross margins were 60.0% as compared to 59.7% for the prior year, an improvement of 30 basis points. Â Operating loss decreased 4% to $7.4 million compared to $7.7 million for the prior year, driven by higher revenues and gross profit. Â Net loss increased 8% to $11.5 million compared to $10.6 million for the prior year, driven by an increase in net financial expenses as the result of refinancing the Innovatus debt with the new OrbiMed facility, which included one-time debt extinguishment costs of $3.1 million. Excluding the debt extinguishment costs, our net loss would have been $8.4 million, a reduction of 21% from the second quarter of last year. Â Â Â Â Results for the six months ended June 30, 2024 Â Revenue increased 34% to $42.0 million compared to $31.4 million for the prior year. Revenue in the first half of 2024 was comprised of 80% from tissue-based tests. Â Gross profit increased 36% to $25.3 million compared to $18.7 million for the prior year. Gross margins were 60.4% as compared to 59.5% for the prior year, an improvement of 90 basis points. Â Operating loss decreased 15% to $14.0 million compared to $16.5 million for the prior year, driven by higher revenues and gross profit. Â Net loss decreased 10% to $20.0 million compared to $22.3 million for the prior year, primarily driven by the factors mentioned above. Net loss included one-time debt extinguishment costs of $3.1 million as a result of refinancing the Innovatus debt with the new OrbiMed facility. Excluding the debt extinguishment costs, our net loss would have been $16.9 million, a reduction of 24% from the second half of last year. Â Cash and cash equivalents as of June 30, 2024, were $21.3 million. Â Conference Call Â Michael K. McGarrity, Chief Executive Officer and Ron Kalfus, Chief Financial Officer, will host a conference call and Q&A session today at 4:30 PM ET / 22:30 CET. The call will be conducted in English and a replay will be available for 30 days. Â To participate in the conference call, please select your phone number below: Â United States: 1-877-407-9716 Â Belgium: 0 800 73 904 /or/ 0 800 73 566 Â The Netherlands: 0 800 023 4340 /or/ 0 800 022 3580 Â United Kingdom: 0 800 756 3429 Â Conference ID: 13747618 Â Webcast: https://viavid.webcasts.com/starthere.jsp?ei=1679031&tp_key=41436200eb Â To ensure a timely connection, it is recommended that users register at least 10 minutes prior to the scheduled start time. Â About mdxhealthÂ® Â Mdxhealth is a commercial-stage precision diagnostics company that provides actionable molecular information to personalize patient diagnosis and treatment. The Companyâ€™s tests are based on proprietary genomic, epigenetic (methylation) and other molecular technologies and assist physicians with the diagnosis and prognosis of urologic cancers and other urologic diseases. The Companyâ€™s U.S. headquarters and laboratory operations are in Irvine, California, with additional laboratory operations in Plano, Texas. European headquarters are in Herstal, Belgium, with laboratory operations in Nijmegen, The Netherlands. For more information, visit mdxhealth.com and follow us on social media at: twitter.com/mdxhealth, facebook.com/mdxhealth and linkedin.com/company/mdxhealth. Â 2 Â Â For more information: Â info@mdxhealth.com Â LifeSci Advisors (IR & PR) Â US: +1 949 271 9223 ir@mdxhealth.com Â 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, all of which involve certain risks and uncertainties. These statements are often, but are not always, made through the use of words or phrases such as â€œpotential,â€ â€œexpect,â€ â€œwill,â€ â€œgoal,â€ â€œnext,â€ â€œpotential,â€ â€œaim,â€ â€œexplore,â€ â€œforward,â€ â€œfuture,â€ and â€œbelievesâ€ as well as similar expressions. Forward-looking statements contained in this release include, but are not limited to, statements regarding expected future operating results; our strategies, positioning, resources, capabilities and expectations for future events or performance; and the anticipated benefits of our acquisitions, including estimated synergies and other financial impacts. 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 companyâ€™s control, and may turn out to be materially different. Examples of forward-looking statements include, among others, statements we make regarding expected future operating results, product development efforts, our strategies, positioning, resources, capabilities and expectations for future events or performance. Important factors that could cause actual results, conditions and events to differ materially from those indicated in the forward-looking statements include, among others, the following: our ability to successfully and profitably market our products; the acceptance of our products and services by healthcare providers; our ability to achieve and maintain adequate levels of coverage or reimbursement for our current and future solutions we commercialize or may seek to commercialize; the willingness of health insurance companies and other payers to cover our products and services and adequately reimburse us for such products and services; our ability to obtain and maintain regulatory approvals and comply with applicable regulations; timing, progress and results of our research and development programs; the period over which we estimate our existing cash will be sufficient to fund our future operating expenses and capital expenditure requirements; our ability to remain in compliance with financial covenants made to and make scheduled payments to our creditors; the possibility that the anticipated benefits from our business acquisitions like our acquisition of the Oncotype DXÂ® GPS prostate cancer business will not be realized in full or at all or may take longer to realize than expected; and the amount and nature of competition for our products and services. Other important risks and uncertainties are described in the Risk Factors sections of our most recent Annual Report on Form 20-F and in our other reports filed with the Securities and Exchange Commission. 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. This press release does not constitute an offer or invitation for the sale or purchase of securities or assets of MDxHealth in any jurisdiction. No securities of MDxHealth may be offered or sold within the United States without registration under the U.S. Securities

Act of 1933, as amended, or in compliance with an exemption therefrom, and in accordance with any applicable U.S. securities laws. Â NOTE: The mdxhealth logo, mdxhealth, Confirm mdx, Select mdx, Resolve mdx, Genomic Prostate Score, GPS and Monitor mdx are trademarks or registered trademarks of MDxHealth SA. The GPS test was formerly known as and is frequently referenced in guidelines, coverage policies, reimbursement decisions, manuscripts and other literature as Oncotype DX Prostate, Oncotype DX GPS, Oncotype DX Genomic Prostate Score, and Oncotype Dx Prostate Cancer Assay, among others. The Oncotype DX trademark, and all other trademarks and service marks, are the property of their respective owners. Â 3 Â Â CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF PROFIT OR LOSS Â Â Â Three Months Ended June 30,Â Â Six Months Ended June 30,Â Thousands of $ (except per share data)Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Â Â Â Â Â Â Â Â Â Â Â RevenuesÂ Â 22,159Â Â Â 16,745Â Â Â 41,993Â Â Â 31,445Â Cost of sales (exclusive of amortization of intangible assets)Â Â (8,873)Â Â (6,755)Â Â (16,644)Â Â (12,740) Gross ProfitÂ Â 13,286Â Â Â 9,990Â Â Â 25,349Â Â Â 18,705Â Research and development expensesÂ Â (2,903)Â Â (1,674)Â Â (5,067)Â Â (2,990) Selling and marketing expensesÂ Â (10,633)Â Â (9,272)Â Â (20,661)Â Â (18,371) General and administrative expensesÂ Â (5,842)Â Â (5,730)Â Â (11,201)Â Â (10,899) Amortization of intangible assetsÂ Â (1,123)Â Â (1,115)Â Â (2,248)Â Â (2,239) Other operating income (expense), netÂ Â (203)Â Â 58Â Â Â (194)Â Â (666) Operating lossÂ Â (20,704)Â Â (17,733)Â Â (14,022)Â Â (16,460) Financial incomeÂ Â 341Â Â Â 332Â Â Â 1,642Â Â Â 1,006Â Financial expenseÂ Â (4,451)Â Â (3,215)Â Â (7,659)Â Â (6,881) Loss before income taxÂ Â (11,528)Â Â (10,626)Â Â (20,039)Â Â (22,335) Income taxÂ Â 0Â Â Â 0Â Â Â 0Â Â Â 0Â Loss for the periodÂ Â (11,528)Â Â (10,626)Â Â (20,039)Â Â (22,335) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Loss per share attributable to parentÂ Â Â Â Â Â Â Â Â Â Â Â Â Basic and dilutedÂ Â (0.42)Â Â (0.39)Â Â (0.73)Â Â (0.91) Â 4 Â Â CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION Â Thousands of $Â as of June 30, 2024Â Â as of DecemberÂ 31, 2023Â ASSETSÂ Â Â Â Â Â GoodwillÂ Â 35,926Â Â Â 35,926Â Intangible assetsÂ Â 43,254Â Â Â 44,337Â Property, plant and equipmentÂ Â 4,887Â Â Â 4,956Â Right-of-use assetsÂ Â 4,623Â Â Â 4,989Â Financial assetsÂ Â 1,269Â Â Â 763Â Non-current assetsÂ Â 89,959Â Â Â 90,971Â InventoriesÂ Â 3,754Â Â Â 2,779Â Trade receivablesÂ Â 13,454Â Â Â 11,088Â Prepaid expenses and other current assetsÂ Â 2,347Â Â Â 1,914Â Cash and cash equivalentsÂ Â 21,344Â Â Â 22,380Â Current assetsÂ Â 40,899Â Â Â 38,161Â Total assetsÂ Â 130,858Â Â Â 129,132Â EQUITYÂ Â Â Â Â Â Share capitalÂ Â 173,931Â Â Â 173,931Â Issuance premiumÂ Â 153,177Â Â Â 153,177Â Accumulated deficitÂ Â (351,485)Â Â (331,446) Share-based compensationÂ Â 16,093Â Â Â 12,139Â Translation reserveÂ Â (528)Â Â (593) Total equityÂ Â (8,812)Â Â 7,208Â Â Â Â Â Â Â Â Â LIABILITIESÂ Â Â Â Â Â Â Loans and borrowingsÂ Â 51,312Â Â Â 35,564Â Lease liabilitiesÂ Â 3,095Â Â Â 3,578Â Other non-current financial liabilitiesÂ Â 40,251Â Â Â 63,259Â Non-current liabilitiesÂ Â 94,658Â Â Â 102,401Â Loans and borrowingsÂ Â 646Â Â Â 643Â Lease liabilitiesÂ Â 1,609Â Â Â 1,480Â Trade payablesÂ Â 12,126Â Â Â 8,811Â Other current liabilitiesÂ Â 5,734Â Â Â 5,694Â Other current financial liabilitiesÂ Â 24,897Â Â Â 2,895Â Current liabilitiesÂ Â 45,012Â Â Â 19,523Â Total liabilitiesÂ Â 139,670Â Â Â 121,924Â Total equity and liabilitiesÂ Â 130,858Â Â Â 129,132Â Â 5 Â Â CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS Â Â Â Six Months Ended June 30,Â Thousands of $Â 2024Â Â 2023Â CASH FLOWS FROM OPERATING ACTIVITIESÂ Â Â Â Â Â Operating lossÂ Â (14,022)Â Â (16,460) DepreciationÂ Â 1,450Â Â Â 1,173Â Amortization of intangible assetsÂ Â 2,248Â Â Â 2,239Â Share-based compensationÂ Â 694Â Â Â 278Â Other non-cash transactionsÂ Â 205Â Â Â 696Â Cash used in operations before working capital changesÂ Â (9,425)Â Â (12,074) Â Â Â Â Â Â Â Â Changes in operating assets and liabilitiesÂ Â Â Â Â Â Â Increase (-) in inventoriesÂ Â (975)Â Â (347) Increase (-) / decrease (+) in receivablesÂ Â (2,799)Â Â 1,733Â Increase (+) in payablesÂ Â 3,406Â Â Â 827Â Net cash outflow from operating activitiesÂ Â (9,793)Â Â (9,861) Â Â Â Â Â Â Â Â CASH FLOWS FROM INVESTING ACTIVITIESÂ Â Â Â Â Â Â Purchase of property, plant and equipmentÂ Â (786)Â Â (2,153) Acquisition and generation of intangible assetsÂ Â (971)Â Â (980) Interest receivedÂ Â 363Â Â Â 317Â Net cash outflow from investing activitiesÂ Â (1,394)Â Â (2,816) Â Â Â Â Â Â Â Â CASH FLOWS FROM FINANCING ACTIVITIESÂ Â Â Â Â Â Â Proceeds from issuance of shares, net of transaction costsÂ Â 0Â Â Â 39,599Â Proceeds from loan obligationÂ Â 53,358Â Â Â 0Â Repayment of loan obligation and debt extinguishment costsÂ Â (39,218)Â Â (318) Payment of lease liabilityÂ Â (951)Â Â (712) Payment of interestÂ Â (2,888)Â Â (1,731) Other financial expenseÂ Â (141)Â Â 0Â Net cash inflow from financing activitiesÂ Â 10,160Â Â Â 36,838Â Â Â Â Â Â Â Â Â Net (decrease) / increase in cash and cash equivalentsÂ Â (1,027)Â Â 24,161Â Â Â Â Â Â Â Â Â Cash and cash equivalents at beginning of the periodÂ Â 22,380Â Â Â 15,503Â Effect of exchange ratesÂ Â (9)Â Â (192) Cash and cash equivalents at end of the periodÂ Â 21,344Â Â Â 39,472Â Â Â Â 6 Â Â GRAPHIC 6 ex99-1_001.jpg GRAPHIC begin 644 ex99-1_001.jpg

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HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M
Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-
$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,!
(1 Q$ /P#WV26.)=TC MJB^K'%*"& (((/0BN1TC2K3Q.;C5]7C^UEIY(K>&0G9#&K%0 O3)QDFJ=WH; M6WB*UT&SO)X-
'OD:>6V5SE=G55;JJMD9'L:=B;G<)-'(2(Y$8KU"L#BGUR6L M>&-/TK2I]1T>$6%[91-+')$2-
P49*L/X@0,17.>%+Q8O#UQ<74Q")=S[G8K>I)//T/6JW@JV_PK+;WJK*6N9UF&.&.\Y_6FK=
M29"19(G&59>AICWMLEVEHTR"=QE4SR:Y"263P7>&WAE6X MM+K)BA=OFC;U^E;6C:.J2?
VG=2K<7DOS!P[-1AJGK\O\SGP]:I4C M[\;26C[?)];]/Q(=,D<^-M?1I&*)%;$*6X7Y6S@=JZ!75QE&##U!S7%_V/#K
M'CS6H[MY#:)%;F2W5BJRMM.-V.2!SQ[U)JFE6OAB^TS4=(0VHEO([:X@1CLE M1^,D=,CUJ['3<[(D
9)P*:KJXRC!AZ@YKA]:U73;SQ3<:=K5VT6G6<:$6ZA\ M3R,,Y;;U &.*IW.I>'M*N;:^\-
S^5.)56>UBCD"3QDX.01C(Z@^U%@YCT:FK M(C@E75@.N#G%(/%#:--+(FG6ENLT\<;%3,S$@*2.=H S4.N>$K"ST6
M\N='C-A=1P.>QI6'Z@ MC:0DY*E@,=?2F*YV =29(2J7H"[FX4;!^56['PMHFFW M:75GI\<,Z9VNI.1D8/>N>TW0X-8\2>
(#?L\MI'=C;;;B$9]@RS =>,8_&D#N M=L'5EW*P*^H/%"NKJ&5@P/0@YKD+G2[?P[X@TL:8I@M-0D>WN+96.P_*2& [
M$8KJ([""- H!('O0.YF>$[2>RT(0W";)/M$S8R#P9&(Z>QHO+2>3QCI=TJ9@ MBMYE=LC@G;CCKVHHHN%M"
[K<,EQH.HP1+NDDMI$5N.M%%%PL \0:Q>YM+31&@O#PSSSQF.+W^4DMCTQ3/#
MMIJ>D>$)X0BR7Z2S,F]AA\L<,>>_7&:**=[$VN3^']!DC66_UTDI/=?U;T-*3]G%Q6S_J_
MJ.TZSGB\7ZU=/'B":.W$;9'S%5.>.M)XJL[B]M=.6WCWF/4()7&X#"AN3S11 M5$VT([^TOM*UN;6=/@%U#
<1JEW;;PC97[KJ3QD X(-/L];U+5+J);723!;!A MY\UU*G]%5"8@.0RD\!A[]JH: MEJ6L>(=)N[/3],:T5XF66>>5"
<8/RJ%)Y/3)P!FBBBX-$EYIMW)X5\/6R0YF MMY[1I5W#Y0N-W.<''M6KXFTVXU317AM-OVF.1)H@YP&96!P?
KBBBBX[$&FZ] M?ZA>1P?V++ H_P!?))<1D1\=@"2W/TIVA6<]MJNNRS1[4GNP\9R#N&P#/'2B
>B@$&NV<]SJNA2PQ[D@NR\AR!M&PC//6MVBBD!__9 end