Senseonics Enters into New Credit Facilities with Certain Funds Managed by Highbridge Capital Management, LLC

April 22, 2020

- ***New credit facilities provide up to $20 million in near-term liquidity***
- ***In combination with cost-reduction initiatives, provide runway to complete value-enhancing development activities to seek approval of 180-day product***
- ***Senseonics continues to pursue its previously announced exploration of strategic alternatives***

GERMANTOWN, Md.--(BUSINESS WIRE)-- Senseonics Holdings, Inc. (NYSE American: SENS), a medical technology company focused on the development and commercialization of a long-term, implantable continuous glucose monitoring (CGM) system for people with diabetes, today announced that it has entered into a new senior secured Term Loan Agreement with certain funds managed by Highbridge Capital Management, LLC ("Highbridge"), an existing stakeholder. Pursuant to the Term Loan Agreement, the Company will draw down $15.0 million from the new First Lien Secured Term Loan with a maturity date of October 24, 2021 (the "**First Lien Term Loan)**. The First Lien Term Loan will pay interest in cash at an annual rate of 12% or, at Senseonics' option, payment in kind at an annual rate of 13%. The Company at its option may draw the remaining $5.0 million from the First Lien Term Loan within 120 days subject to certain conditions.

"This financing immediately improves Senseonics' liquidity and financial stability," commented Tim Goodnow, Senseonics' President and Chief Executive Officer. "When combined with our existing cash and cash equivalents, along with our previously announced cost-reduction measures, we believe this credit facility will provide the company with sufficient funding to fully explore strategic opportunities, as previously announced. At the same time, we believe the facility provides resources to complete our value-enhancing development activities for the Eversense XL CGM System for use up to 180-days in the U.S., including submission to seek FDA approval for commercial distribution."

Alongside this new credit facility, Senseonics also announced that it has entered into an exchange agreement with funds managed by Highbridge providing for the exchange (the "**Exchange**") of $24 million aggregate principal amount of the Company's outstanding 5.25% Senior Convertible Notes due 2025 (the "**2025 Notes**") for $15,675,000 million aggregate principal amount of newly issued Second Lien Secured Notes due January 24, 2022 (the "**Second Lien Notes**" and, together with the First Lien Term Loan, the "**New Credit Facilities** ") and 11,026,086 shares of the Company's common stock. In connection with the Exchange, the Company will issue warrants to the holders of the Second Lien Notes (the "Warrants") to purchase an aggregate of 4,500,000 shares of the Company's common stock $0.66 per share at any time through the third anniversary of their issuance. The Second Lien Notes will pay interest in cash at an annual rate of 7.5% or, at Senseonics' option, payment in kind at an annual rate of 8.25%.

Subject to certain conditions, portions of the debt under the New Credit Facilities may be converted into shares of common stock of the Company, in certain cases at the option of Highbridge and in others at the option of the Company. In addition, the Company has the right to prepay the New Credit Facilities, subject to a prepayment premium, which under certain conditions the Company can elect to pay in common stock. As consideration for the First Lien Term Loan, the Company issued 1,500,000 shares of Common Stock to that loan's lenders as a commitment fee.

The transaction is expected to close on or about April 24, 2020, subject to customary closing conditions. The New Credit Facilities, Warrants and the transactions described herein are further described in a Current Report on Form 8-K filed today with the Securities and Exchange Commission. The descriptions herein are qualified in their entirety by reference to the further descriptions included in the Current Report.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation, or sale in any jurisdiction in which such offer, solicitation, or sale is unlawful. The offer and sale of the First Lien Term Loan and the commitment fee shares and the issuance of the Second Lien Notes, common stock and the Warrants in the Exchange, as well as the shares of common stock issuable upon conversion of the New Credit Facilities and exercise of the Warrants, if any, will not be registered under the Securities Act or any state securities laws, and unless so registered, the New Credit Facilities, the Warrants and such shares may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.

About Senseonics

Senseonics Holdings, Inc. is a medical technology company focused on the design, development and commercialization of transformational glucose monitoring products designed to help people with diabetes confidently live their lives with ease. Senseonics' CGM systems, Eversense® and Eversense® XL are designed to continually and accurately measure glucose levels in people with diabetes via an under-the-skin sensor, a removable and rechargeable smart transmitter, and a convenient app for realtime diabetes monitoring and management for a period of up to 90 and 180 days. Senseonics' Eversense system requires twice daily fingerstick calibrations and can be used as a therapeutic CGM to make treatment decisions, including insulin dosing.

Forward Looking Statements

Any statements in this press release about future expectations, plans and prospects for Senseonics, including statements about the closing of the transactions described herein, the use of proceeds from the First Lien Term Loan, the potential borrowing of additional amounts through the issuance of additional First Lien Term Loan, the Company's potential entry into a strategic transaction and the future conversion or repayment of the New Credit Facilities, Senseonics' intentions regarding the use of proceeds from the offering of the First Lien Term Loan, the development of a 180-day CGM system, and other statements containing the words "believe," "expect," "intend," "may," "projects," "will," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the uncertain outcome, impact, timing, effects and results of the Company's exploration of strategic alternatives, the ability of the Company to enter into or consummate a strategic transaction with a third party, uncertainties in the development and regulatory approval processes, effects of the COVID-19 pandemic, uncertainties concerning the development of medical devices, the receipt stockholder approval to permit conversions of the Credit Facilities into common stock above certain limitations pursuant to NYSE American listing rules, and such other factors as are set forth in the risk factors detailed in Senseonics' Annual Report on Form 10-K for the year ended December 31, 2019, Senseonics' Current Report on Form 8-K filed on March 26, 2020 and Senseonics' other filings with the SEC under the heading "Risk Factors." In addition, the forward-looking statements included in this press release represent Senseonics' views as of the date hereof. Senseonics anticipates that subsequent events and developments will cause Senseonics' views to change. However, while Senseonics may elect to update these forward-looking statements at some point in the future, Senseonics specifically disclaims any obligation to do so except as required by law. These forward-looking statements should not be relied upon as representing Senseonics' views as of any date subsequent to the date hereof.

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