



# 2010 INTERIM REPORT

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*This Interim Report contains forward-looking statements and estimates with respect to the anticipated future performance of OncoMethylome 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 OncoMethylome's control, and may turn out to be materially different. OncoMethylome 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.*

## I. INTERIM MANAGEMENT REPORT

### H1 2010 Highlights

- Strategic/Commercial
  - o Cervical cancer triage test partnered with Self-Screen BV
  - o Initiated Roche (Avastin) trial to use MGMT testing services for brain cancer
- Financial
  - o Net cash flows improved by 48% from H1 2009
  - o Net result and EPS improved by 21% from H1 2009
  - o Commercial revenues improved by 55% from H1 2009
- Corporate
  - o New CEO
  - o Strengthened Board of Directors
- Operational
  - o Consolidated lab operations
  - o Obtained ISO certification for the company's commercial lab

“Our commercial, financial and operational results for the first half of 2010 are much improved compared to the same period in 2009, and we expect results for the second half of 2010 to follow the same path,” said Dr. Jan Groen, CEO of OncoMethylome Sciences.

“Furthermore,” continued Dr. Groen, “since I joined OncoMethylome, management has worked very closely with the Board of Directors to define a sustainable path of accelerated growth and, capitalizing on our unique DNA methylation platform, positioning OncoMethylome as a leader in the rapidly growing market of molecular diagnostics. The cornerstone of our new strategy will be the development and commercialization of high-value predictive and prognostic laboratory developed tests – a step that will move OncoMethylome away from its historical, long-term focus on basic research for cancer screening applications and out-licensing of biomarkers to third parties for eventual product development and commercialization. The aim of this new strategy is to forge a company that can determine its own fate, is less dependent on priorities and timelines of licensing partners, and operates in a space with high-end products in terms of pricing and reimbursement. First and foremost, it is our goal to reap the full benefits of our proprietary DNA methylation platform by developing stand-alone molecular diagnostic products for rapid commercialization.

Management and the Board of Directors believe that the new business model will improve cash flows, while allowing the company to out-license the validated biomarkers related to screening programs. Management and Board of Directors are confident that the new course they are plotting for OncoMethylome should create improved shareholder value in the short, medium and long-term.”

### H1 2010 Strategic/Commercial Deals

- **Cervical cancer**  
OncoMethylome and its new partner, SelfScreen BV are developing a test to identify/triage those HPV-positive women that really have cancer and thus need a follow-up examination with a gynaecologist. Many women screened for cervical cancer are found to have the HPV virus, but few of them actually have cervical cancer. The partners are seeking a worldwide licensing partner to commercialize the test.
- **F. Hoffmann-La Roche Ltd., - Avastin in brain cancer**  
OncoMethylome has entered into an agreement with Roche for MGMT gene promoter methylation testing in a Phase III clinical trial for the use of Avastin in newly diagnosed glioblastoma (GBM) brain tumors. OncoMethylome's MGMT assay helps to predict those brain cancer patients that will respond to therapy and so is useful in patient stratification in the clinical trial. Following treatment, GBM patients whose tumors are positive for MGMT gene promoter methylation have demonstrated improved overall survival compared to patients with

unmethylated or normally functioning MGMT. This new trial expands on the numerous other trials of other pharmaceutical companies that already use OncoMethylome's proprietary MGMT methylation test.

### **H1 2010 Corporate changes**

- In April, the Board of Directors appointed Dr. Jan Groen as CEO. Dr. Groen has more than 25 years of experience in the clinical diagnostic industry, with a focus on emerging technologies, product development and commercialization. He was previously the president of Agendia Inc. and COO of Agendia B.V., and was responsible for their U.S. and European diagnostic operations. Prior to this he was vice president of research and development at Focus Diagnostics Inc., a subsidiary of Quest Diagnostics, in California. He has held numerous management and scientific positions at ViroClinics B.V., the Erasmus Medical Center, and Akzo-Nobel. Dr. Groen is a supervisory board member of IBL International B.V.
- On May 28, 2010, Ms. Hilde Windels, Mr. Edward L. Erickson, and Mr. Mark Myslinski were elected to the Board of Directors, adding three seasoned industry professionals to the Board.

### **H1 2010 Operational update**

- OncoMethylome is in the process of consolidating all European activities in Belgium and thus will close its Netherlands facility by the end of 2010.
- OncoMethylome obtained ISO certification for its Liege based laboratory. This facility is the main research and development facility and commercial testing lab of the company and also provides clinical testing services for its pharmaceutical partners.
- An assessment of the ongoing validation studies of the company's colorectal cancer (CRC) blood-based screening program has demonstrated comparable performance to a competing test already on the market. While CRC will constitute one of the important areas of OncoMethylome's new strategy, this blood-based screening test and its associated biomarkers are no longer a strategic fit. Therefore the company will out-license these biomarkers as soon as practical.

### **Outlook for the second half of 2010**

For the full year 2010 OncoMethylome expects:

- Revenues to remain stable compared to 2009, with an increase in commercial revenues offsetting the decrease in grant revenues.
- Total operating costs are expected to decrease by 20%, although these may be impacted by one-time charges in connection with the consolidation of our facilities and related operations.
- The net result is expected to improve by more than 20%.

The company intends to announce its new strategy in more detail in 4-6 weeks. Furthermore, in line with the company's transition from a basic research company to a commercial clinical diagnostic entity, the company intends to propose a new corporate name to its shareholders that better captures its commercial ambitions. As a consequence, the company plans to convene an extraordinary shareholders' meeting.

### **Significant post-closing events**

- OncoMethylome has partnered its stool-based colorectal cancer biomarkers with Exact Sciences Corporation. Exact Sciences is developing a colorectal cancer test and has announced an intention to seek FDA approval for the test in 2012 and to commercialize it as an IVD kit.

- The Board of Directors elected Mr. Ed Erickson as Chairman of the company
- Mr. Alain Parthoens stepped down from the Board to focus on his venture capital business

#### **Related party transactions**

In the first six months of 2010, no transactions with related parties were made which have a material impact on the financial position and results of the Company. There were also no changes to related party transactions disclosed in the Annual Financial Report 2009 that potentially had a material impact to the financials of the first six months of 2010.

#### **Principal risks related to the business activities**

The principal risks related to the OncoMethylome's business activities have been outlined in the 2009 Registration Document, which is available on the internet at <http://www.oncomethylome.com/investors/financials.htm>. These risks have not materially changed from those laid out in the 2009 Registration Document.

#### **Declaration of responsible persons**

The Board of Directors of OncoMethylome Sciences 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 companies. The Board of Directors of OncoMethylome Sciences 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 adopted by the European Union.

## II. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

at June 30 2010 compared to December 31 2009

*In thousands of EUR*

*According to IFRS*

	as at June 30, 2010	as at Dec 31, 2009
<b>ASSETS</b>		
Intangible assets	52	49
Property, plant and equipment	885	1,022
Financial assets	0	500
Grants receivable (> 1 year)	377	405
<b>Non-current assets</b>	<b>1,314</b>	<b>1,976</b>
Grants receivable (< 1 year)	868	2,674
Trade receivables	743	533
Prepaid expenses and other current assets	1,260	1,537
Cash and cash equivalents	14,437	18,032
<b>Current assets</b>	<b>17,308</b>	<b>22,776</b>
<b>Total assets</b>	<b>18,622</b>	<b>24,752</b>
<b>EQUITY AND LIABILITIES</b>		
Share capital	10,518	51,089
Issuance premium	10,882	10,882
Accumulated profit/(loss)	-4,572	-30,842
Result of the year	-4,996	-14,301
Share-based compensation	2,074	1,981
Translation reserves	-26	-9
<b>Equity attributable to equity holders</b>	<b>13,880</b>	<b>18,800</b>
<b>Total equity</b>	<b>13,880</b>	<b>18,800</b>
Grants payable (> 1 year)	376	406
Advance on royalties	151	151
<b>Non-current liabilities</b>	<b>527</b>	<b>557</b>
Trade payables	2,225	2,681
Grants payable (< 1 year)	637	1,162
Other current liabilities	1,353	1,552
<b>Current liabilities</b>	<b>4,215</b>	<b>5,395</b>
<b>Total equity and liabilities</b>	<b>18,622</b>	<b>24,752</b>

### III. CONDENSED UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For six months ended June 30 2010 and 2009

*In thousands of EUR (except per share amounts)*

*According to IFRS*

	For six months ended	
	June 30, 2010	June 30, 2009
Continuing Operations		
Product and service income	688	444
Government grant income	570	824
<b>Revenues</b>	<b>1,258</b>	<b>1,268</b>
Cost of goods and services sold	121	63
<b>Gross Profit</b>	<b>1,137</b>	<b>1,205</b>
Research and development costs	4,396	5,611
Selling, general and administrative expenses	1,988	2,123
Other operating income	115	0
Other operating expenses	40	0
<b>Total operating charges</b>	<b>6,309</b>	<b>7,734</b>
<b>EBIT</b>	<b>-5,172</b>	<b>-6,529</b>
Financial income	238	212
Financial expenses	62	23
<b>Profit/(loss) before taxes</b>	<b>-4,996</b>	<b>-6,340</b>
Income taxes	0	0
<b>Net Profit/(loss) for the period from continuing operations</b>	<b>-4,996</b>	<b>-6,340</b>
Profit/(loss) for the period from discontinued operations	0	0
<b>Profit/(loss) for the period from continuing operations<sup>1</sup></b>	<b>-4,996</b>	<b>-6,340</b>
<b>Other comprehensive income</b>		
Exchange differences arising on translation of foreign operations	-17	-1
Net gain (loss) on available for sale financial assets	0	0
Effective gains (losses) on cashflow hedges	0	0
Net gain (loss) on hedge of net investment in foreign operations	0	0
Income tax relating to components of other comprehensive income	0	0
Other comprehensive income for the period (net of tax)	-17	-1
<b>Total comprehensive profit/(loss) for the period (net of tax)<sup>1</sup></b>	<b>-5,013</b>	<b>-6,341</b>
<b>Net profit/(loss) per share – basic &amp; diluted</b>	<b>-0.38</b>	<b>-0.48</b>
Shares used in computing per share amount – basic (number outstanding shares)	13,185,614	13,185,614

<sup>1</sup>: All amounts are attributable to equity holders of OncoMethylome Sciences SA since there are no minority interests

#### IV. UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

For six months ended June 30 2010 and 2009

*In thousands of EUR*

*According to IFRS*

	for six months ended	
	June 30, 2010	June 30, 2009
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Operating Profit/(Loss)	-5,172	-6,529
Depreciation, amortization and impairment results	108	464
Share-based compensation	93	197
Interest paid	-3	0
(Increase)/decrease in accounts receivable (1)	1,901	53
Increase/(decrease) in accounts payable (2)	-1,211	-1,149
Total adjustments	888	-435
<b>Net cash provided by/(used in) operating activities</b>	<b>-4,284</b>	<b>-6,964</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Interest received	52	165
Gain/(Loss) on disposal of fixed assets	72	0
Other financial profit/(loss)	-8	24
Disposal/(Acquisition) of financial assets	635	0
Investment in intangible assets	-13	-26
Purchase of property, plant and equipment	-21	-161
<b>Net cash provided by/(used in) investing activities</b>	<b>717</b>	<b>2</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of shares (net of issue costs)	0	110
<b>Net cash provided by/(used in) financing activities</b>	<b>0</b>	<b>110</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>-3,567</b>	<b>-6,852</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>18,032</b>	<b>30,601</b>
Effect of exchange rates	-28	-4
<b>Cash and cash equivalents at end of period</b>	<b>14,437</b>	<b>23,745</b>

(1) = long term grants receivable + short term grants receivable + trade receivables + prepaid expenses & other current assets

(2) = long term grants payable + trade payables + other current liabilities



## VI. EXPLANATORY NOTES

### Accounting policies

#### 1. Basis of preparation

The condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (IAS) 34 (Interim Financial Reporting) as adopted by the European Union.

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 at and for the year ended 31 December 2009.

The preparation of the condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated interim financial statements and the reported amounts of revenue and expenses during the reporting period. If in the future such estimates and assumptions, which are based on management's best estimates and judgment, deviate from the actual circumstances, the original estimates and assumptions will be modified and the effects of the revisions will be reflected in the period in which the circumstances change.

Notwithstanding the losses sustained during the Company's existence, the Company has, to date, ended each year with cash. The company expects to continue to incur losses during the financial year 2010. Based on the current cash availability, the board of directors however believes that the future research programs and the Company activities can be continued for more than one year. Consequently the accounts have been prepared on a going concern basis.

Where necessary, the comparatives have been reclassified in order to enhance inter-period comparability of information presented in current and prior years. The consolidated financial statements are presented in Euros and all values are rounded to the nearest thousand except when otherwise indicated.

#### 2. Significant accounting policies

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 Group's financial statements for the year ended 31 December 2009, except for the impact of the adoption of the Standards and Interpretations described below.

#### Standards and Interpretations that are mandatory for the first time for this financial year

No new standards or Interpretations have been adopted given that they are considered as not relevant for the Company. Such new standards and interpretations are as follows :

IFRS 3 (Revised), "Business Combinations", and consequential amendments to IAS 27 "Consolidated and separate financial statements", IAS 28 "Investments in Associates", and IAS 31 "Interests in joint-ventures", all effective prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009

IFRS 27 (Revised), "Consolidated and Separate financial statements"

IAS 39 (Amendment), "Financial instruments: recognition and measurement – eligible hedged items"

IFRS 1 (Amendment), "First time adoption of IFRS – Additional exemptions for first time adopters"

IFRS 2 (Amendment), "Share-based payments – group cash-settled share-based payments"

IFRIC 17, "Distribution of non-cash assets to owners"

### **Early adoption of Standards and Interpretations**

There has been no early adoption of standards and interpretations issued but not yet effective in 2010.

## **3. Result of the period**

### **Revenues**

Total revenues remained stable at EUR 1.3 million. The commercial revenues, as a component of total revenues, increased by 55% due to higher testing volume. Grant revenues decreased by 31% due to the company's focus on development and commercialization efforts rather than on subsidized basic research projects.

### **Costs and Profitability**

Total research and development expenses for the first half of 2010 were EUR 4.4 million compared with EUR 5.6 million for the first half of 2009. This 22% decrease resulted from a reduction in both internal and external R&D expenses. As part of the optimization efforts commenced at the end of 2009, the company spent less in 2010 on basic research projects with external parties and internally the company consolidated its R&D facilities.

Selling, general and administrative expenses decreased by 7% to EUR 2 million in the first half of 2010 from EUR 2.1 million in H1 2009.

The decrease in R&D and SG&A expenses achieved in H1 2010 allowed the total operating costs to decrease by 19% compared to the same period in 2009. Excluding one-time restructuring charges, the adjusted total operating charges therefore reflect a decrease of 24% compared to H1 2009.

### **Cash Position**

OncoMethylome's cash and cash equivalents amounted to EUR 14.4 million at June 30, 2010. Total net cash consumed in the first 6 months of 2010 decreased to EUR 3.6 million compared to a total net cash consumption of EUR 6.9 million in the same period of 2009. This 48% improvement in cash flow was the result of efforts launched at the end of 2009 to reduce the cash burn, to accelerate collection of receivables, and from the sale of some financial assets.

### **H1 2010 Transactions**

At the June 21, 2010 Extraordinary General Shareholders' Meeting the shareholders voted to reduce the share capital of the parent company by incorporating past losses. Under IFRS rules and on a consolidated basis this had the impact of reducing the share capital by EUR 40.57 million in the balance sheet of June 30, 2010 as compared to the similar balance of December 31, 2009. At this same meeting of June 21, the shareholders voted to grant a total of 145,000 new stock options to the new Directors and the new CEO of the company with an exercise price of EUR 2.07.

In June 2010, the company sold its shares in Signature Diagnostics AG. These shares were previously carried on the balance sheet as financial assets. A gain of EUR 135 thousand was recognized on the sale of these shares in H1 2010 and presented as part of financial income. In addition, a further payment from Signature Diagnostics related to its previous shareholding and clinical trial agreement was recognized as other operating income.

## **VII. STATUTORY AUDITOR'S LIMITED REVIEW REPORT**

"We have reviewed the accompanying consolidated statement of financial position of OncoMethylome Sciences S.A. and its subsidiaries, as of 30 June 2010 and the related consolidated income statement, statement of comprehensive income, changes in equity and cash flows for the six month period then ended, as well as the condensed explanatory notes. The board of directors is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with IAS 34 as adopted by the European Union. Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

We conducted our review in accordance with the recommendation of the Belgian Institute of Company Auditors related to the performance of reviews. Accordingly, it involved principally analysis, comparison and discussion of the condensed consolidated interim financial information and, accordingly, was less extensive in scope than an audit of that information.

Our review did not reveal any matters requiring correction of the condensed consolidated interim financial information for it to have been prepared, in all material respects, in accordance with IAS 34 as adopted by the European Union."

The Statutory Auditor  
BDO Réviseurs d'Entreprises Soc. Civ. SCRL  
Represented by Bert Kegels

Zaventem  
August 25, 2010

## VIII. CORPORATE INFORMATION

### Registered office

OncoMethylome Sciences SA has the legal form of a public limited liability company (société anonyme - SA / naamloze vennootschap - NV) organized and existing under the laws of Belgium. The company's registered office is located at Tour 5 GIGA, Avenue de l'Hôpital 11, B-4000 Liège, Belgium.

The company is registered with the Registry of Legal Persons (registre des personnes morales - RPM / rechtspersonenregister – RPR) under company number RPM/RPR 0479.292.440 (Liège).

### Listings

Euronext Brussels ONCOB  
Euronext Amsterdam ONCOA

### Financial calendar

November 4, 2010 – Second business update (Q3 2010)  
March 11, 2011 – Full year 2010 results

### Financial year

The financial year starts on 1 January and ends on 31 December.

### Statutory auditor

BDO Bedrijfsrevisoren / Réviseurs d'entreprises CVBA/SCRL  
Da Vincilaan 9  
1935 Zaventem  
Belgium

### Availability of the Interim Report

This document is available to the public free of charge and upon request:  
OncoMethylome Sciences - Investor Relations  
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For informational purposes, an electronic version of the Interim Report 2010 is available on the website of OncoMethylome at <http://www.oncomethylome.com/investors/documents>