



## **BIOVENTUS INC. and MISONIX, INC. Announce Election Deadline of 5:00 p.m. New York City Time, on October 25, 2021 for Misonix Stockholders to Elect Form of Merger Consideration**

October 18, 2021

DURHAM, N.C. and FARMINGDALE, N.Y., Oct. 18, 2021 (GLOBE NEWSWIRE) -- [Bioventus Inc.](#) (Nasdaq: BVS) and [Misonix, Inc.](#) (Nasdaq: MSON) ("Misonix"), today announced an election deadline of 5:00 p.m., New York City Time, on October 25, 2021 (the "Election Deadline") for stockholders of Misonix to elect the form of consideration they wish to receive for their shares of Misonix common stock in connection with the proposed merger of Oyster Merger Sub I, Inc., a newly-formed, wholly-owned subsidiary of Bioventus ("Merger Sub I"), with and into Misonix, immediately followed by the merger of Misonix with and into Oyster Merger Sub II, LLC, another newly-formed, wholly-owned subsidiary of Bioventus ("Merger Sub II"), pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of July 29, 2021, by and among Bioventus, Merger Sub I, Merger Sub II and Misonix (the "Mergers"). If the Election Deadline is delayed or extended for any reason, Bioventus and Misonix will promptly announce the delay and, when determined, the rescheduled Election Deadline.

As previously announced, as a result of the Mergers, each share of Misonix common stock outstanding at the effective time of the Mergers will be converted into the right to receive 1.6839 shares of Bioventus class A common stock ("stock consideration") or \$28.00 in cash ("cash consideration"), subject to proration and reallocation as described in the Merger Agreement and the Joint Proxy Statement/Prospectus (for more information on the Joint Proxy Statement/Prospectus, see "Additional Information and Where to Find It" below). Misonix stockholders are entitled to elect whether they wish to receive (a) the stock consideration for all of their shares of Misonix common stock, (b) the cash consideration for all of their shares of Misonix common stock, (c) the cash consideration for some shares of Misonix common stock and the stock consideration for the other shares of Misonix common stock or (d) make no election with respect to all of the shares of Misonix common stock held, subject in each case, to proration and reallocation as described in the Merger Agreement and the Joint Proxy Statement/Prospectus.

Record holders of Misonix common stock should have already received a Letter of Election and Transmittal, which permits the stockholder to make an election as to the type of merger consideration. Record holders are reminded that if they wish to make an effective election, they must complete and return their Letter of Election and Transmittal, along with their stock certificate(s) (if any) and any other documents noted in the instructions to the Letter of Election and Transmittal, to American Stock Transfer & Trust Company, LLC, the Exchange Agent, no later than the Election Deadline, which is 5:00 p.m., New York City time, on October 25, 2021.

Misonix stockholders who hold their shares in "street name" through a bank, brokerage firm or other nominee (including through The Depository Trust Company), should have received instructions from the bank, brokerage firm or other nominee that is holding their shares of Misonix common stock with instructions for making elections. Election forms must be returned to the broker, bank or nominee in time for it to respond prior to the Election Deadline, therefore, applicable Misonix stockholders are encouraged to pay close attention to, and abide by, any election deadlines provided by the bank, brokerage firm or other nominee holding their shares, as that deadline may be earlier than the Election Deadline described above. Misonix stockholders who have not received these instructions are encouraged to contact the bank, brokerage firm or other nominee holding their shares of Misonix common stock as soon as possible.

Misonix stockholders who do not submit a valid election by the Election Deadline (or who submit a valid election indicating no election), will be deemed to have made no election and will therefore receive the cash consideration or the stock consideration or a combination of both, depending on the elections made by other Misonix stockholders (as described in the Joint Proxy Statement/Prospectus on pages 137-138 under the section entitled "The Merger—Merger Consideration—Proration and Reallocation").

Misonix stockholders who have questions or need assistance to complete and return the Letter of Election and Transmittal or who want additional copies of the Letter of Election and Transmittal, should contact the Information Agent, D.F. King & Co., Inc. as follows:

D.F. King & Co., Inc.  
48 Wall Street, 22nd Floor  
New York, NY 10005  
Banks & Brokers May Call: (212) 269-5550  
All Others Call Toll-Free: (800) 431-9645  
Email: [mson@dfking.com](mailto:mson@dfking.com)

A special meeting of the stockholders of Misonix is being held at Misonix's corporate offices, located at 1938 New Highway, Farmingdale, NY 11735 on October 26, 2021, beginning at 10:00 a.m., Eastern Time for purposes of considering and voting on a proposal to adopt the Merger Agreement. Misonix stockholders who have questions about how to vote or direct a vote in respect of their shares of Misonix common stock at the special meeting of the Misonix stockholders, please contact, MacKenzie Partners, Inc., Misonix's proxy solicitor, by telephone toll-free at 1-800-322-2885, Monday through Friday (except bank holidays), between 8:00 a.m. and 8:00 p.m., Eastern time, or by email at [proxy@mackenziepartners.com](mailto:proxy@mackenziepartners.com).

Misonix stockholders who have any questions about the Merger or the Merger Agreement should contact Misonix at [misonixproxy@misonix.com](mailto:misonixproxy@misonix.com) or write to Misonix, Inc., Attn: Secretary, at its principal executive offices at 1938 New Highway, Farmingdale, New York 11735.

### **About Bioventus**

Bioventus delivers clinically proven, cost-effective products that help people heal quickly and safely. Its mission is to make a difference by helping patients resume and enjoy active lives. The Innovations for Active Healing from Bioventus include offerings for pain treatment & joint preservation, restorative therapies and bone graft substitutes. Built on a commitment to high quality standards, evidence-based medicine and strong ethical behavior, Bioventus is a trusted partner for physicians worldwide. For more information, visit [www.bioventus.com](http://www.bioventus.com), and follow the Company on [LinkedIn](#)

and [Twitter](#). Bioventus and the Bioventus logo, are registered trademarks of Bioventus LLC.

### **About Misonix**

Misonix, Inc. (Nasdaq: MSON) is a provider of minimally invasive therapeutic ultrasonic medical devices and regenerative tissue products. Its surgical team markets and sells BoneScalpel and SonaStar, which facilitate precise bone sculpting and removal of soft and hard tumors and tissue, primarily in the areas of neurosurgery, orthopedic, plastic and maxillo-facial surgery. Misonix' wound team markets and sells TheraSkin, Therion, TheraGenesis and SonicOne to debride, treat and heal chronic and traumatic wounds in inpatient, outpatient and physician office sites of service. At Misonix, Better Matters! That is why throughout Misonix' history, Misonix has maintained its commitment to medical technology innovation and the development of products that radically improve outcomes for patients. Additional information is available on the Misonix' web site at [www.misonix.com](http://www.misonix.com).

### **Additional Information and Where to Find It**

In connection with the proposed transaction, the Joint Proxy Statement/Prospectus was filed on Form S-4 by Bioventus with the Commission on September 8, 2021 (as amended from time to time, the "Form S-4"), and amended by that Amendment No. 1 to Form S-4, filed by Bioventus with the Commission on September 22, 2021, and filed on Schedule 14A by Misonix with the Commission on September 24, 2021, each of which include a preliminary proxy statement for the stockholders of Bioventus and Misonix. After the Form S-4 was declared effective by the Commission, Bioventus and Misonix mailed or otherwise provided the Joint Proxy Statement/Prospectus and other relevant documents in connection with the proposed transaction to their respective stockholders. Before making a voting decision, Bioventus' and Misonix's stockholders are urged to read the Joint Proxy Statement/Prospectus and any other documents filed by each of Bioventus and Misonix with the Commission in connection with the proposed transaction or incorporated by reference therein carefully and in their entirety when they become available because they will contain important information about Bioventus, Misonix and the proposed transactions. Investors and stockholders may obtain a free copy of these materials and other documents filed by Bioventus and Misonix with the Commission at the Commission's website at [www.sec.gov](http://www.sec.gov), at Bioventus' website at [www.bioventus.com](http://www.bioventus.com), at Misonix's website at [www.misonix.com](http://www.misonix.com) or by sending a written request to Bioventus at 4721 Emperor Boulevard, Suite 100 Durham, North Carolina 27703, Attention: Investor Relations or by telephone at (919) 474-6700. The documents filed by Misonix with the Commission may be obtained free of charge at Misonix's website at [www.misonix.com](http://www.misonix.com) or at the Commission's website at [www.sec.gov](http://www.sec.gov). These documents may also be obtained free of charge from Misonix by requesting them by mail at Misonix, Inc., 1938 New Highway, Farmingdale, New York 11735, Attention: Investor Relations, or by telephone at (631) 694-9555.

### **Participants in the Solicitation**

This document does not constitute a solicitation of a proxy, an offer to purchase or a solicitation of an offer to sell any securities. There will be no sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. Bioventus and Misonix and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in soliciting proxies from their respective stockholders in connection with the proposed transaction. Information regarding the persons who may, under the rules of the Commission, be considered to be participants in the solicitation of Bioventus' and Misonix's stockholders, respectively, in connection with the proposed transaction is set forth in the Form S-4 if and Bioventus and Misonix. Security holders may obtain information regarding the names, affiliations and interests of Bioventus' directors and officers in Bioventus' Annual Report on Form 10-K for the fiscal year ended December 31, 2020, which was filed with the Commission on March 26, 2021. Security holders may obtain information regarding the names, affiliations and interests of Misonix's directors and officers in Misonix's Annual Report on Form 10-K for the fiscal year ended June 30, 2021, which was filed with the Commission on September 2, 2021. To the extent the holdings of Bioventus securities by Bioventus' directors and executive officers or the holdings of Misonix's securities by Misonix's directors and executive officers have changed since the amounts set forth in Bioventus's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 or Misonix's Annual Report on Form 10-K for the fiscal year ended June 30, 2021, respectively, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the Commission. Additional information regarding these individuals and any direct or indirect interests they may have in the proposed transaction is set forth in the Form S-4, at Bioventus' website at [www.bioventus.com](http://www.bioventus.com) and at Misonix's website at [www.misonix.com](http://www.misonix.com).

### **Forward-Looking Statements**

Certain statements contained in this filing may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the transaction and the ability to consummate the mergers. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "believes," "plans," "anticipates," "projects," "estimates," "expects," "intends," "strategy," "future," "opportunity," "may," "will," "should," "could," "potential," or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties. Forward-looking statements speak only as of the date they are made, and Misonix undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: (1) Bioventus and Misonix may be unable to obtain their respective requisite stockholder approvals as required for the proposed transaction; (2) conditions to the closing of the transaction may not be satisfied; (3) the transaction may involve unexpected costs, liabilities or delays; (4) the respective businesses of Bioventus and Misonix may suffer as a result of uncertainty surrounding the transaction; (5) the outcome of any legal proceedings related to the transaction; (6) Bioventus and Misonix may be adversely affected by other economic, business, and/or competitive factors; (7) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (8) the effect of the announcement of the transaction on the ability of Bioventus or Misonix to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Bioventus or Misonix does business, or on Bioventus' or Misonix's operating results and business generally; and (9) other risks to consummation of the transaction, including the risk that the transaction will not be consummated within the expected time period or at all. Additional factors that may affect the future results of Bioventus and Misonix are set forth in their respective filings with the Commission, including Bioventus' Form S-4, each of Bioventus' and Misonix's most recently filed Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the Commission, which are available on the Commission's website at [www.sec.gov](http://www.sec.gov), specifically under the heading "Risk Factors." The risks and uncertainties described above and in Bioventus' most recent Quarterly Report on Form 10-Q and Misonix's most recent Quarterly Report on Form 10-Q are not exclusive and further information concerning Bioventus and Misonix and their respective businesses, including factors that potentially could materially affect their respective businesses, financial condition or operating results, may emerge from time to time. Readers are urged to consider these factors carefully in evaluating these forward-looking statements, and not to place undue reliance on any forward-looking statements. Readers should also carefully review the risk factors described in other documents that Bioventus and Misonix file from time to time with the Commission. The forward-looking statements in these materials speak only as of the date of these materials. Except as required by law, Bioventus and Misonix assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

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