

Press Release

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Amoéba launches a two-phase capital increase expected to be its final market financing before achieving financial self-sufficiency

- **Capital increase through a private placement with certain categories of investors via an accelerated bookbuilding process (“Accelerated Bookbuilding”):**
 - Target amount of approximately €6 million;
 - Subscription commitments totaling €3.9 million;
 - Subscription price per share: €0.416;
 - Closing of the Offering: September 25, 2026, before market opening, subject to early closing or extension;
 - Eligibility of the Offering for the French tax deferral scheme under Article 150-0 B ter of the French General Tax Code and for investment by FIPs and FCPIs.
- **Capital increase open to all investors, with preferential subscription rights, through the issuance of shares with attached share subscription warrants:**
 - Target amount of approximately €9.6 million;
 - Subscription price per share with attached warrant: €0.416;
 - Subscription ratio: 1 new share for every 4 existing shares;
 - Subscription period for the New Shares: from October 8, 2026 through October 23, 2026, inclusive;
 - Eligibility of the Offering for the principal French tax-advantaged investment schemes: PEA, PEA-PME-ETI, FIP, FCPI, Article 150-0 B ter, and IR-PME.

Chassieu, France, 24 September 2026 – 6:00 p.m. – Amoéba (FR0011051598 – ALMIB), an industrial greentech specialized in the development of natural microbiological solutions based on the patented use of amoebae, today announces the launch of a two-phase capital increase, consisting of a private placement followed by a capital increase open to all investors.

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This two-part capital increase, which could generate gross proceeds of more than €15 million, is intended to cover the Company's financing needs over the next 12 months. Thereafter, the anticipated monetization of the Willa™ cosmetics asset in 2027 is expected to provide Amoéba with sufficient additional financial resources until it achieves financial self-sufficiency. As announced today as part of its 2030 ambitions, the Company is targeting revenue of approximately €40 million and a current operating margin above 10% by that date. Beyond 2030, based on its business development plan, the Company aims to double its revenue as early as 2032, to €80 million, and to nearly double its current operating income-to-revenue ratio (see the dedicated press release issued today).

Terms of the capital increase through a private placement with qualified investors via an accelerated bookbuilding process

The transaction will be carried out through a private placement (the "**Private Placement**") conducted through an accelerated bookbuilding process, upon completion of which the number of new shares to be issued at a price of €0.416 will be determined. This price represents a discount of 19.83% to the volume-weighted average price of the Company's shares over the five (5) trading sessions up to and including 23 September 2026, which was €0.5189.

This transaction is being carried out according to the 10th resolution adopted by the Combined General Meeting held on 3 April 2026.

The accelerated bookbuilding process will begin immediately and is expected to close before the market opens on 25 September 2026, subject to early closing or extension. The Company will announce the results of the Transaction as soon as practicable after the order book closes via a press release.

The new shares will be entitled to current rights from the date of issuance and will be admitted to trading on Euronext Growth Paris under ISIN FR0011051598 - ALMIB.

If this transaction is carried out for an amount of €6 million, the resulting dilution for shareholders not participating in the transaction would be 18.53%.

As of the date of this press release, 4 qualified investors have committed to subscribing for new shares for an aggregate amount of M€4.9. In consideration for these commitments, these investors will receive a fee equal to 10% of the amount of their subscription, representing a total amount (excluding taxes) of €0.49 million, deducted from the gross proceeds of the Offering.

The Private Placement is not subject to a prospectus requiring approval by the French Financial Markets Authority (Autorité des marchés financiers - "**AMF**"). Detailed information regarding the Company, including information relating to its business, financial results and the corresponding risk factors, is set out in the universal registration document for the financial year ended 31 December 2025, which, together with the other regulated information and all of the Company's press releases, is available on the Company's website (<https://amoeba-nature.com/en/investor/>).

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The main risks specific to the Private Placement are as follows:

- The market price of the Company's shares could fluctuate and fall below the subscription price of the new shares.
- Due to fluctuations in the stock markets, the volatility and liquidity of the Company's shares could vary significantly.
- Sales of the Company's shares could take place on the secondary market following completion of the Private Placement and could have an unfavorable impact on the Company's share price.
- In light of the intended use of the proceeds from the issuance contemplated as part of the Private Placement, the Company has discretion as to the use of the funds raised and may use them in a manner with which shareholders may disagree or which may not increase the value of their investment in the short term.
- The Company has not paid any dividends during the past three financial years.
- In the event that the Company subsequently makes a further offering of securities following completion of the capital increase, investors would be subject to additional dilution.

Indicative terms of the capital increase open to all investors, with preferential subscription rights through the issuance of shares with warrants attached (ABSA)

The number of ABSA to be issued and the potential amount of the offering will be determined based on the number of shares outstanding following completion of the ABB announced today. A subsequent press release will provide further details regarding these terms.

In order to involve all existing shareholders, as well as potential new professional and retail investors, in what is expected to be the Company's final market financing transaction, each shareholder of Amoéba will be granted, free of charge, on 6 October 2026, one preferential subscription right for each share held at the close of trading on 5 October 2026 (the "**Capital Increase**").

4 preferential subscription rights will entitle their holders to subscribe for 1 new share with warrants attached (ABSA) at a subscription price of €0.416 per share, from 8 October 2026 to 23 October 2026 (inclusive). Accordingly, the exercise of all preferential subscription rights issued would enable Amoéba to raise additional proceeds of approximately €9.6 million, before any potential implementation of the extension clause.

Each new share issued will be accompanied, free of charge, by one warrant (BSA). 1 warrant will entitle its holder to subscribe for 1 new share at a subscription price of €0.65 until 31 December 2028. Accordingly, the exercise of all warrants issued would enable Amoéba to raise additional proceeds of approximately €15.0 million.

This issuance is carried out pursuant to the 13th resolution of the combined shareholders' meeting held on 3 April 2026.

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This transaction will be subject to subscription commitments covering at least 75% of the targeted amount prior to its launch and will be the subject to an Information Document prepared in accordance with Annex IX to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended.

Indicative timetable

24-Sept-26	Publication of the press release relating to the final terms of the capital increase through a private placement (ABB) Opening of the subscription period
25-Sept-26	Closing of the subscription period Publication of the press release relating to the results of the capital increase through a private placement (ABB)
29-Sept-26	Settlement and delivery of the transaction and completion of the capital increase Admission of the New Shares to trading on Euronext Growth
02-Oct-26	Publication of the press release relating to the final terms of the capital increase with preferential subscription rights through the issuance of ABSA
05-Oct-26	Record date at the end of which holders of existing shares registered in their securities accounts will be allocated preferential subscription rights
06-Oct-26	Detachment and commencement of trading of the preferential subscription rights
07-Oct-26	Record Date
08-Oct-26	Opening of the subscription period Beginning of the exercise period for the preferential subscription rights
21-Oct-26	End of the trading period for the preferential subscription rights
23-Oct-26	Closing of the subscription period
27-Oct-26	Publication of the press release relating to the results of the capital increase
29-Oct-26	Settlement and delivery of the transaction and completion of the capital increase Admission of the New Shares to trading on Euronext Growth Admission of the warrants (BSA) to trading on Euronext Growth
31-Dec-28	End of the exercise period for the warrants (BSA)

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About Amoéba:

Founded in 2010, Amoéba is a green tech company based in Chassieu (Lyon, France) that aims to become a major player in microbiological risk treatment through the patented use of amoebae in the plant protection and cosmetics sectors.

With unique expertise protected by numerous patents, Amoéba is currently the only company authorised to use the *Willaertia amoeba* industrially for biocontrol and cosmetic applications. To the Company's knowledge, it is also the only company capable of producing it on an industrial scale in volumes compatible with commercial applications, in order to offer a viable alternative to the chemical products widely used today.

Amoéba is currently focusing on the global biocontrol market for plant protection and the cosmetics market. As the marketing of plant protection products is subject to obtaining local regulatory approvals, the Company has taken the necessary regulatory steps and submitted applications for approval in Europe and the United States. The active substance has already been approved in the United States in 2022 and received a positive and final report from the EFSA in Europe. Product registration was obtained in 2025 for the United States and is expected in 2026 in France and then in other targeted European countries.

The cosmetic application does not require prior approval from a competent authority in Europe or the United States. The cosmetic ingredient is already listed on the INCI (International Nomenclature of Cosmetic Ingredients) list, paving the way for its commercialisation worldwide, except in China, where local approval is required.

Amoéba is listed on Euronext Growth (ALMIB). The company is a member of the Bpifrance Excellence network and is eligible for the PEA-PME scheme. For more information, visit www.amoeba-nature.com.

Contacts:

Amoéba	ACTUS finance & communication		Droit Devant Agency
<i>Chief Executive Officer</i> Jean-François DOUCET ☎ +33 (0)4 26 69 16 00 ✉ jf.doucet@amoeba-nature.com	<i>Investor relations</i> Pierre JACQUEMIN-GUILLAUME ☎ +33 (0)1 53 67 36 79 ✉ amoeba@actus.fr	<i>Financial relations</i> Serena BONI ☎ +33 (0)4 72 18 04 92 ✉ sboni@actus.fr	<i>press Business and general public press relations</i> Laëtitia PINTO ☎ +33 (0)7 64 83 39 85 ✉ pinto@droitdevant.fr

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Disclaimers

This press release contains “forward-looking statements”. All statements other than statements of historical fact contained in this press release, including, without limitation, those relating to the Company’s financial position, business strategy, plans and management’s objectives for future operations, are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or industry results, to differ materially from the future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the Company’s current and future business strategies and the environment in which the Company will operate in the future. Other factors could cause actual results, performance or achievements to differ materially. The Company expressly disclaims any obligation or undertaking to update or amend the forward-looking statements contained in this press release, whether as a result of new information, future developments or otherwise.

This press release and the information contained herein do not constitute an offer to sell or a solicitation of an offer to buy, nor an invitation to purchase or subscribe for, any securities, and no securities will be sold in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful without registration or approval under the securities laws of such state or jurisdiction. This press release does not constitute an offer to sell securities or a solicitation of an offer to purchase securities in the United States or in any other jurisdiction. The securities referred to herein may not be offered or sold in the United States absent registration or an applicable exemption from registration under the U.S. Securities Act of 1933, as amended. The Company does not intend to register the offering, in whole or in part, in the United States or to make a public offering of securities in the United States.

This press release does not contain or constitute an invitation, inducement or incentive to invest.

This press release constitutes a promotional communication and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the “Prospectus Regulation”).

With respect to the Member States of the European Economic Area (other than France) (the “Relevant Member States”), no action has been taken or will be taken to permit a public offering of securities requiring the publication of a prospectus in any Relevant Member State. Accordingly, the securities may not be offered and will not be offered in any Relevant Member State, except pursuant to the exemptions provided for in Article 1(4) of the Prospectus Regulation or in other circumstances that do not require the publication by the Company of a prospectus pursuant to Article 3(2) of the Prospectus Regulation and/or the applicable regulations in those Relevant Member States.

This press release is directed solely at persons who are (i) outside the United Kingdom, subject to applicable regulations; (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”); (iii) persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Order; or (iv) any other persons to whom this press release may lawfully be communicated (all such persons together being referred to as “Relevant Persons”). Any investment or investment activity relating to this press release is available only to Relevant Persons and may only be undertaken by Relevant Persons. Any person who is not a Relevant Person must not act on or rely on this press release or any of its contents. In the United Kingdom, the securities may not be offered or sold without the publication of a prospectus in the United Kingdom or an exemption from such publication under Regulation (EU) 2017/1129, as amended, to the extent that it forms part of domestic law in the United Kingdom pursuant to the European Union (Withdrawal) Act 2018 (the “UK Prospectus Regulation”). Accordingly, this press release is directed solely at persons who are “qualified investors” within the meaning of Article 2(e) of the UK Prospectus Regulation.

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