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NANOBIOTIX LAUNCHES A CAPITAL INCREASE BY MEANS OF AN ACCELERATED BOOKBUILD OFFERING

Paris, France, April 8, 2019 – [NANOBIOTIX](#) (the “Company”) (Euronext: NANO – ISIN: FR0011341205), a clinical-stage nanomedicine company pioneering new approaches to the treatment of cancer, intends to issue up to 2,566,666 new ordinary shares of a nominal value of €0.03 (“New Shares”), representing approximately 13.07% of the Company’s issued ordinary share capital, by means of an accelerated bookbuild offering reserved to a specific class of investors (the “Offering”).

The New Shares will be issued in the Offering without shareholders’ pre-emptive rights pursuant to the 30th resolution of the combined ordinary and extraordinary general meeting of the shareholders of the Company held on May 23, 2018 and in accordance with Article L. 225-138 of the French Commercial Code, after the decision of the Company’s executive board dated today, following the approval of the Company’s supervisory board on March 27, 2019. The Offering will be open only to investment funds and companies investing on a regular basis, or having invested more than €5 million over the 36 month-period preceding the Offering, in “small cap” or “mid cap” emerging growth companies in the healthcare or biotechnology industry (“Eligible Investors”).

The Offering will commence immediately and is expected to end before markets open on the regulated market of Euronext Paris tomorrow, subject to acceleration or extension. The Company will announce the results of the Offering as soon as practicable thereafter in a subsequent press release. Settlement of the Offering and the admission of the New Shares to trading on Euronext Paris are expected to occur on or about April 11, 2019.

The Company intends to use the net proceeds of the Offering to accelerate its development, with a main focus on preparing for the launch of its Phase II/III clinical trial in Head and Neck cancers in the United States.

Among Eligible Investors, the Offering is open to institutional investors (i) in France and elsewhere outside the United States in reliance on the exemption from registration under the U.S. Securities Act of 1933 (the “Securities Act”) provided by Regulation S promulgated under the Securities Act and (ii) in the United States in reliance on the exemption from registration under the Securities Act provided by Section 4(a)(2) thereunder.

After giving effect to the Offering, the number of ordinary shares that will have been issued by the Company over the last 12 months will represent less than 20% of the current share capital of the Company. Therefore, a prospectus approved by the French financial markets authority (*Autorité des marchés financiers* – the “AMF”) is not required.

Jefferies International Limited (“Jefferies”) is acting as Sole Bookrunner for the Offering.

In connection with the Offering, the Company has entered into a lock-up agreement, which restricts the issuance of additional ordinary shares ending 90 days after settlement and delivery of the New Shares, subject to customary exceptions as well as the ability to request a waiver from the Sole Bookrunner (including to permit a potential U.S. initial public offering, which the Company does not expect to occur within 30 days post admission of the New Shares). The Company’s management board members and supervisory board members are also subject to a lock-up until June 30, 2019, subject to customary exceptions and the ability to request a waiver from the Sole Bookrunner.

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This press release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

The Company draws the public's attention to the risk factors related to the Company and its activities presented in section 1.5 of the reference document (*document de référence*) filed with the AMF under number D.17-0470 on April 28, 2017 as well as in its 2017 annual financial report published on March 29, 2018, both of which are available free of charge on the website of the Company (www.nanobiotix.com).

In addition, investors are invited to consider the following risks: (i) the market price for the Company's shares may fluctuate and fall below the subscription price of the shares issued pursuant to the Offering, (ii) the volatility and liquidity of the Company's shares may fluctuate significantly, (iii) sales of Company's shares may occur on the market and have a negative impact on the market price of the shares, and (iv) the Company's shareholders could undergo a potentially material dilution resulting from any future capital increases that are needed to finance the Company.

About NANOBIOTIX

Incorporated in 2003, Nanobiotix is a leading, clinical-stage nanomedicine company pioneering new approaches to significantly change patient outcomes by bringing nanophysics to the heart of the cell.

The Nanobiotix philosophy is rooted in designing pioneering, physical-based approaches to bring highly effective and generalized solutions to address unmet medical needs and challenges.

Nanobiotix's first-in-class, proprietary lead technology, NBTXR3, aims to expand radiotherapy benefits for millions of cancer patients. Nanobiotix's Immuno-Oncology program has the potential to bring a new dimension to cancer immunotherapies.

Nanobiotix is listed on the regulated market of Euronext in Paris (Euronext: NANO / ISIN: FR0011341205; Bloomberg: NANO: FP). The Company's headquarters are in Paris, France, with a U.S. affiliate in Cambridge, MA, and European affiliates in Spain and Germany.

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Disclaimer

This announcement is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the "**Prospectus Directive**").

In France, the Offering described above will take place solely as a placement to a category of institutional investors, in accordance with Article L. 225-138 of the "*Code de commerce*" and applicable regulations. The Offering does not constitute a public offering in France, as defined in Article L. 411-1 of the "*Code monétaire et financier*" and no prospectus reviewed or approved by the *Autorité des marchés financiers* will be published.

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With respect to Member States of the European Economic Area (including France), no action has been taken or will be taken to permit a public offering of the securities referred to in this press release which would require the publication of a prospectus in any Member State.

This press release and the information it contains is not an offer to sell, nor the solicitation of an offer to subscribe for or buy, New Shares in the United States or any other jurisdiction where restrictions may apply. Securities may not be offered or sold in the United States absent registration under the Securities Act or an exemption from registration thereunder. Nanobiotix does not intend to register the New Shares under the Securities Act or conduct a public offering of the New Shares in France, the United States, or in any other jurisdiction.

This communication is being distributed only to, and is directed only at (a) persons outside the United Kingdom, (b) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), and (c) high net worth entities, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "**relevant persons**"). Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the New Shares has led to the conclusion in relation to the type of clients criteria only that: (i) the type of clients to whom the New Shares are targeted is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU, as amended ("**MiFID II**"); and (ii) all channels for distribution of the New Shares to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the New Shares (a "**distributor**") should take into consideration the manufacturers' type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the New Shares (by either adopting or refining the manufacturers' type of clients assessment) and determining appropriate distribution channels.

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Jefferies is acting exclusively for the Company and no one else in connection with the Offering and will not regard any other person (whether or not a recipient of this press release) as its client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to its client nor for providing advice in relation to the proposed Offering. Jefferies is authorised and regulated by the Financial Conduct Authority in the United Kingdom.