



Valbiotis launches a fundraise of approximately 8 million euros to finance the acceleration of its marketing strategy

- Global Offering including a Reserved Offer intended to a category of beneficiaries as well as an offer to the public intended to individual investors via the PrimaryBid platform.
- Closing of the PrimaryBid Offering on November 8, 2022 at 10:00 pm and of the offering reserved for a category of beneficiaries on November 9, 2022 before stock market opening (subject to early closing).
- The funds subscribed to will be used to finance the continued structuring of the Company to support the conclusion and implementation of future international licensing and/or distribution agreements for the other TOTUM products (TOTUM•070 – LDL hypercholesterolemia; TOTUM•448 – NAFL/NASH; TOTUM•854 – raised blood pressure), as well as their direct marketing in France in accordance with the strategy communicated on October 7, 2022, and to support the licensing and supply agreement already signed for TOTUM•63 (prediabetes).

La Rochelle, November 8, 2022 (5:40 pm CET) - Valbiotis (FR0013254851 – ALVAL, PEA / SME eligible), a Research and Development company committed to scientific innovation for preventing and combating metabolic and cardiovascular diseases, today announces the launch of a Global Offering comprising two parts: a capital increase with cancellation of preferential subscription rights reserved for a category of persons, which will give rise to an accelerated bookbuilding and a capital increase by way of a public offering with cancellation of preferential subscription rights dedicated to individual investors (via the PrimaryBid platform) for a total amount of the Global Offer of approximately 8 million euros.

Reasons for the Global Offering

Proceeds from the offering will be used to fund:

- at 60%, the Company's structuring to support future global or regional (except France) licensing and/or distribution partnerships for the other TOTUM products in the pipeline (TOTUM•070 – LDL hypercholesterolemia; TOTUM•448 – NAFL/NASH; TOTUM•854 – raised blood pressure) and to support the licensing and supply agreement already signed for TOTUM•63 (prediabetes). It should be recalled that TOTUM•63 (prediabetes) is licensed at Nestlé Health Science, and the results of the Phase II/III REVERSE-IT pivot study are now expected in the first half of 2023 (as announced by the Company on [15 September 2022](#)). From a regulatory point of view, TOTUM•63 is already marketable in Europe, after notification to the DGCCRF in France (mutual recognition applicable for other European Union countries). The results of REVERSE-IT are ultimately intended to enable a health claim to be made. Valbiotis' goal is to finalize the signature of an international licensing and/or distribution agreement by the second half of 2023 for TOTUM•070;

- at 40%, the implementation of resources dedicated to the direct marketing of TOTUM products in France (excluding TOTUM•63) in accordance with the strategy communicated on October 7, 2022 ([press release of October 7, 2022](#)). The marketing strategy will be based on in-house medical sales representatives (APMs) whose main target audience will be key prescribers, i.e., general practitioners, certain specialists and pharmacists. The latter will recommend the TOTUM products based on their patients' cardiometabolic profile. At the same time, consumers/patients will be targeted directly through an adapted digital marketing strategy. The distribution channels envisaged will be pharmacies, drugstores and online sales. The funds raised will contribute to:
 - the recruitment of a dedicated sales team;
 - the structuring of online sales and product marketing;
 - expenses related to the launch of direct sales (notably inventory building).

As indicated in the press release published on October 7, 2022, TOTUM•070, whose Phase II clinical study was highly successful, will be the first product marketed by Valbiotis in France, before the obtention of a health claim. It is scheduled to be launched in the first half of 2024, followed by TOTUM•448 and TOTUM•854 in 2024-2025.

Before the completion of the Global Offer, the Company's cash horizon was in the last quarter of 2023. Given the current cash level, the estimated product of this Global Offer and the milestones expected during 2023 as part of the overall partnership with Nestlé Health Science on TOTUM•63 and in the second half of 2023 with the signing of a partnership on TOTUM•070, the Company extends its cash horizon to the end of the first half of 2024. In parallel, the Company is working on non-dilutive financing solutions to postpone this cash horizon.

Sébastien PELTIER, Chairman of the Valbiotis Board of Directors, states: *"This capital increase is designed to support the strategic and commercial acceleration announced on October 7 by giving our portfolio of four active substances in late-stage development, TOTUM•63 (prediabetes), TOTUM•070 (LDL hypercholesterolemia or "bad cholesterol"), TOTUM•854 (raised blood pressure) and TOTUM•448 (NAFL and NASH), the best chances of success. After years of financing largely focused on R&D efforts and clinical trials, the fundraising launched today will provide the Company with the necessary means to rapidly commercialize its products and develop its sales. This exciting new step is based on three strategic axes: internationally, the signature of licensing and/or distribution agreements with global or regional nutrition and health players for TOTUM•070, TOTUM•854 and TOTUM•448; in France, the direct marketing of these three products through a dedicated sales team; and finally, the Company will continue to structure itself in order to secure its supplies for future marketing. We are particularly pleased to allow individual investors, who have been very present in Valbiotis' capital since its first steps on the stock market five years ago, to be associated with our strategic acceleration via the PrimaryBid platform."*

Terms of the Global Offering

The Global Offering will be carried out in two distinct and concurrent parts:

- An offering by way of issuance of new ordinary shares with cancellation of preferential subscription rights in favor of categories of beneficiaries (article L. 225-138 of the French Commercial Code) within the framework of the delegation granted by the Shareholders' Meeting of May 5, 2022 (13th resolution) (the "Meeting") and of the decisions taken by the Board of Directors at its meeting of November 8, 2022 (the "Reserved Offering"), the Reserved Offering being addressed solely to the category of investors defined by the Meeting as follows:

- investment companies and investment funds under French or foreign law that invest or have invested over the past five (5) years in the sector of prevention and/or the fight against chronic diseases;
 - member companies of an industrial group governed by French or foreign law having an activity similar to that of the Company in the fields of prevention and/or the fight against chronic diseases.
- A public offering of new ordinary shares with cancellation of the preferential subscription right intended for retail investors via the PrimaryBid platform within the framework of the delegation of powers granted by the Shareholders' Meeting of May 5, 2022 (11th resolution) and of the decisions taken by the Board of Directors at its meeting of November 8, 2022 ("PrimaryBid Offering"). The PrimaryBid Offering will be carried out on a pro rata basis to the applications within the limit of the amount allocated to this public offering, with a reduction of the allocations in case of excess applications, if any, on the basis of article L. 225-136 of the French Commercial Code.

The amount of the Global Offering will depend exclusively on the orders received for each of the aforementioned components without any possibility of reallocation of the amounts allocated from one to the other. It is specified that the PrimaryBid Offering is accessory to the Reserved Offering and that it will represent a maximum of 20% of the amount of the Global Offering. Furthermore, the PrimaryBid Offering will not be carried out if the capital increase within the framework of the Reserved Offering is not itself carried out.

The Reserved Offering will be carried out by an accelerated bookbuilding, at the end of which the number and price of the new shares issued will be determined. In accordance with the 13th resolution of the Shareholders' Meeting (and in compliance with the 11th resolution of the Shareholders' Meeting), the subscription price of the new shares that will be determined at the end of this process within the framework of the Reserved Offering will be at least equal to the volume-weighted average price of the Valbiotis share over the last 5 trading sessions prior to the price setting where applicable, reduced by a maximum discount of 30%. The price of the shares allocated under the "PrimaryBid Offering" will be identical to that determined under the Reserved Offer.

The final price and the final number of new ordinary shares will be decided by the Board of Directors of Valbiotis held November 9, 2022, pursuant to and within the limits of the 11th and 13th resolutions of the Shareholders' Meeting of Valbiotis dated May 5, 2022.

The accelerated bookbuilding in the framework of the Reserved Offering starts immediately and is expected to close before the opening of the markets on November 9, 2022, subject to any early closing. The PrimaryBid Offering also commences immediately and will close at 10:00 p.m. on the same day, subject to any early closing.

Valbiotis will announce the result of the Global Offering as soon as possible after the closing of the order book under the Reserved Offering, in a press release specifying in particular the final number of new ordinary shares issued and the issue price.

The settlement-delivery of the new ordinary shares issued in the context of the capital increase and their admission to trading on the Euronext Growth Paris market are scheduled for November 11, 2022.

Pursuant to Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the Global Offering will not result in the publication of a Prospectus subject to the approval of the French Financial Markets Authority (AMF).

Financial intermediaries

TP ICAP Midcap and Portzamparc, a subsidiary of BNP Paribas, are acting as Joint Lead Managers and Joint Bookrunners and Allegra Finance, Listing Sponsor, is advising Valbiotis on this transaction.

In the framework of the PrimaryBid Offering, investors will only be able to subscribe via the PrimaryBid partners mentioned on the PrimaryBid website (www.PrimaryBid.fr). The PrimaryBid Offering is not subject to a guarantee agreement. For more details, please visit the PrimaryBid website at ww.PrimaryBid.fr.

Lock-up and abstention commitments

Mr. Sébastien PELTIER, Chairman of the Management Board, currently holding, directly or through his company DJANKA, 643,650 shares representing 6.6% of the capital and 1,248,650 voting rights representing 12.0% of the voting rights of the undiluted Company has made the commitment to keep its shares, until the publication of the result on the primary endpoint (fasting blood glucose, TOTUM•63, 3 intakes per day *versus* placebo) of the international multicentric Phase II/III clinical study REVERSE-IT (see press releases of [July 28, 2022](#) and [September 15, 2022](#)) and at the latest until July 31, 2023. This commitment was made subject to the usual exceptions and the possibility of sales of securities up to a maximum amount of €20 K per year.

In addition, the Company has made a commitment to abstain for 180 days following the date of settlement-delivery of the Global Offering, subject to the usual exceptions.

Risk factors

The public's attention is drawn to the risk factors relating to Valbiotis and its business, presented in Chapter 3 of the Universal Registration Document filed with the AMF (French Financial Markets Authority) on May 19, 2022 under number D.22-0451 and in the amendment to the 2021 Universal Registration Document filed with the AMF on November 8, 2022, which are available free of charge on Valbiotis' website (<https://www.valbiotis.com/informations-reglementees/>). The occurrence of some or all of these risks could have an adverse effect on Valbiotis' business, financial position, results, development or prospects. The risk factors presented in said documents are identical as of the date of this press release.

In addition, investors are invited to take into consideration the following risks specific to the issue:

- the market price of Valbiotis shares could fluctuate and fall below the subscription price of the new shares issued in the context of the transaction;
- due to fluctuations in the stock markets, the volatility and liquidity of the Valbiotis shares may vary significantly;
- sales of Valbiotis shares may occur on the secondary market after the completion of the transaction and have an unfavorable impact on the Valbiotis share price;
- Valbiotis' shareholders could suffer additional dilution as a result of any future capital increases;
- as the securities are not intended to be listed on a regulated market, investors will not benefit from the guarantees associated with regulated markets.

Such events could have a material adverse effect on the market price of Valbiotis' shares.

This press release does not constitute a prospectus under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended, or an offer to the public.

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The Company's securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any other securities regulatory authority, state or jurisdiction of the United States. The Company's securities may not be directly or indirectly offered, sold, resold, transferred or delivered in the United States except pursuant to a valid exemption from the registration requirements imposed by the US Securities Act and in accordance with the applicable laws of any state or jurisdiction of the United States. In addition, there will be no public offering of securities in the United States.

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The Company shall not be liable if any person should violate the foregoing restrictions.

About Valbiotis

Valbiotis is a Research & Development company committed to scientific innovation for preventing and combating metabolic and cardiovascular diseases in response to unmet medical needs.

Valbiotis has adopted an innovative approach, aiming to revolutionize healthcare by developing a new class of health nutrition products designed to reduce the risk of major metabolic diseases, relying on a multi-target strategy enabled by the use of plant-based terrestrial and marine resources.

Its products are intended to be licensed to players in the health sector.

Created at the beginning of 2014 in La Rochelle, the Company has forged numerous partnerships with leading academic centers. The Company has established three sites in France – Périgny, La Rochelle (17) and Riom (63) – and a subsidiary in Quebec City (Canada).

Valbiotis is a member of the "BPI Excellence" network and has been recognized as an "Innovative Company" by the BPI label. Valbiotis has also been awarded "Young Innovative Company" status and has received major financial support from the European Union for its research programs via the European Regional Development Fund (ERDF). Valbiotis is a PEA-SME eligible company.

For more information about Valbiotis, please visit: www.valbiotis.com

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This press release contains forward-looking statements about Valbiotis' objectives. Valbiotis considers that these projections are based on rational hypotheses and the information available to Valbiotis at the present time. However, in no way does this constitute a guarantee of future performance, and these projections may be affected by changes in economic conditions and financial markets, as well as certain risks and uncertainties, including those described in the Valbiotis Universal Registration Document filed to the French Financial Markets Regulator (AMF) on May 19, 2022 and completed by an amendment on November 8, 2022. This document is available on the Company's website (www.valbiotis.com).

This press release and the information it contains do not constitute an offer to sell or subscribe, or a solicitation to purchase or subscribe to Valbiotis' shares or financial securities in any country.