



PRESS RELEASE

GenSight Biologics announces a successful offering for an amount over €9.2 million

- GenSight Biologics shares resume trading today
- Over €9.2 million offering of ABSA (as defined below) composed of a reserved offering aimed at specialized investors and a private placement
- More than 50% of the offering subscribed by US investors

Paris, France, May 7th, 2024, 7.30 a.m. CEST – GenSight Biologics (Euronext: SIGHT, ISIN: FR0013183985, PEA-PME eligible) (the "**Company**"), a biopharma Company focused on developing and commercializing innovative gene therapies for retinal neurodegenerative diseases and central nervous system disorders, announced today the resumption of the trading of the Company's shares following the success of its Offering (as defined below), through (i) a capital increase reserved to specialized investors and (ii) a concurrent capital increase by way of a private placement, by the issuance of new shares with warrants attached, for a total gross amount of €9,282,515.80 (excluding the future net proceeds related to the exercise of the warrants). The subscription price for one ABSA is €0.395 (the "**Offering Price**"). The Offering Price is the same in the two concurrent capital increases.

"This fundraising marks an inflection point in our journey and demonstrates the confidence of investors in our vision and ability to achieve our strategic objectives," **said Laurence Rodriguez, CEO of GenSight Biologics**. "We are grateful to our historic investors for their continued support. We confirm plans to resume early access program in France for LHON patients in Q3 2024."

Use of Proceeds

The Company intends to use the net proceeds from the Offering as follows: (i) 66% to finance its general corporate needs and (ii) 34% to complete manufacturing operations and regulatory procedures in order to provide drug product both to launch the potential new RECOVER Phase III clinical trial of LUMEVOQ®, and for a possible resumption of the early access program in the third quarter of 2024.

Working Capital Statement

To date, without taking into account the net proceeds of the Offering, the Company does not have sufficient net working capital to meet its obligations over the next twelve months.

The Company's current financial debt consists of (i) tranche A of the EIB loan for €8.5 million (nominal amount and financial interests as of December 31, 2023), (ii) bonds convertible into new shares in favor of Heights Capital for a nominal amount of €12 million (€13,2 million in case of full redemption in cash), (iii) state guaranteed loans from its banks for a total outstanding amount of €2.7 million and (iv) conditional advances received from Bpifrance Financement for a total outstanding amount of €6.6 million.



As of March 31, 2024, the Company's available cash and cash equivalents amounted to €2.2 million. The Company has received the reimbursement of the research tax credit in April 2024 and the Company is able to meet its obligations until mid-May 2024. In the context of the reserved offering in February 2024, the Company's creditors granted waivers and standstills to the Company until April 30, 2024 extended until May 13, 2024. The Company has initiated discussions with its creditors to extend these waivers and standstills beyond that date.

Before completion of the Offering and without taking into account the potential revenues generated by the resumption of AAC/AAP, the Company estimates that (i) its net cash requirement for the next twelve months is approximately €25 million and (ii) it will need to raise approximately €9 million (or an estimated net proceeds of €8 million) to supplement its working capital requirements and fund its operating expenses until the first payments in connection with the potential resumption of the early access in France (AAC/AAP) expected in the third quarter of 2024.

Taking into account the expected net proceeds of the Offering for approximately €8.2 million, the Company does not have sufficient net working capital to meet its obligations over the next 12 months but only until the second part of the third quarter of 2024 and, assuming the manufacturing of its drug product (DP) batch to supply the AAC/AAP program, bridge the first AAC/AAP payments expected on the same period. With the potential revenues generated by the resumption of AAC/AAP and the net proceeds of the Offering for approximately €8.2 million, the Company anticipates that it would have sufficient net working capital to meet its obligations over the next 12 months. After this 12-month period, the Company may have to pay, in the second quarter of 2025, the annual rebates on the 2024 AAC/AAP program which may amount up to 70% of the AAC/AAP generated over the year. Consequently, the Company may need to seek other sources of debt or equity financing or achieve partnering or M&A opportunities, in order to supplement its working capital requirements and fund its operating expenses beyond the second quarter of 2025.

Even though the Company believes in its ability to achieve its manufacturing objectives, to raise additional funds or achieve partnership or M&A opportunities and to obtain an extension of the waivers from its creditors, no assurance can be given at this time as to whether the Company will be able to achieve these objectives or to obtain funds at attractive terms and conditions.

If the Company is not able to raise additional funds or achieve partnership or M&A opportunities, it would need to severely modify its operating plans and may be forced to enter into insolvency proceedings or cease its operations in whole or in part.

If the Offering is not completed, the Company will have to raise new financing to finance its ongoing activities until the receipt of the first payments related to the resumption of the AAC/AAP for patients which is expected in the third quarter of 2024 when LUMEVOQ® becomes available and the authorization from the ANSM has been obtained.

Terms of the Offering

The Offering, for a total of €9,282,515.80 (share issue premium included), was carried out through the issuance of 23,500,040 ABSA (as defined below), in two distinct but concomitant transactions:

- a capital increase without shareholders' preferential subscription rights reserved to a category of persons satisfying determined characteristics, pursuant to Article L. 225-138 of the French



Commercial Code and in accordance with the 4th resolution of the Company's combined general shareholders' meeting held on January 10, 2024 (the "**General meeting**")¹, for a total of €7,736,316.345, through the issuance of new shares of a per value of €0.025 (the "**Reserved Offering New Shares**"), to which are attached 1 warrant for 1 new shares (the "**Reserved Offering Warrants**", together with the Reserved Offering New Shares, the "**Reserved Offering ABSA**") and the new shares of the Company resulting from the exercise of the Reserved Offering Warrants (the "**Reserved Offering Warrants Shares**") (the "**Reserved Offering**"), and

- a capital increase without preferential subscription rights by way of an offering pursuant to Article L. 411-2 1° of the French Monetary and Financial Code and according to the 2nd and 3rd resolutions of the General Meeting, for a total of €1,546,199.455, through the issuance of new shares of a per value of €0.025 (the "**Private Placement New Shares**", together with the Reserved Offering New Shares, the "**New Shares**") to which are attached 1 warrant for 1 new share (the "**Private Placement Warrants**", and with the Private Placement New Shares, the "**Private Placement ABSA**", together with the Reserved Offering ABSA, the "**ABSA**") and the new shares of the Company resulting from the exercise of the Private Placement Warrants (the "**Private Placement Warrants Shares**", together with the Reserved Offering Warrants Shares, the "**Warrants Shares**") (the "**Private Placement**" and together with the Reserved Offering, the "**Offering**").

The Reserved Offering Warrants and the Private Placement Warrants are referred to as the "**Warrants**".

Among Eligible Investors, the Reserved Offering was exclusively opened (i) in the European Union (including France) to "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the "**Prospectus Regulation**") and (ii) outside the European Union to certain institutional and qualified investors on a private placement basis. The Private Placement was exclusively opened (x) in the European Union (including in France) to "qualified investors" in accordance with Article 2(e) of the Prospectus Regulation or a restricted circle of investors with fewer than 150 natural or legal persons, other than qualified investors, in accordance with Article 1(4)(b) of the Prospectus Regulation, outside the United States in "offshore transactions" in reliance on Regulation S under the Securities Act and (y) outside the European Union to certain institutional investors on a private placement basis.

The ABSA will be issued by decision of the Company's Board of Directors held on May 3, 2024 and in accordance with the 2nd, 3rd and 4th resolutions of the General Meeting, it being specified that in accordance with Article L. 225-38 of the French Commercial Code and in application of the provisions of the Board of Directors' internal rules relating to conflicts of interest, Sofinnova Partners took no part in the deliberations nor in the vote relating to this decision.

The Offering Price is €0.395. The Offering Price is the same in the two concurrent capital increases.

¹ (i) natural or legal persons (including companies), investment companies, trusts, investment funds or other investment vehicles in whatever form, whether under French or foreign law, investing on a regular basis in the pharmaceutical, biotechnological, ophthalmological, neurodegenerative diseases or medical technologies sectors; and/or (ii) French or foreign companies, institutions or entities, whatever their form, exercising a significant part of their activity in these fields (such investors, being "**Eligible Investors**").



The Offering Price is equal to the closing price of the Company's shares on Euronext Paris during the last trading session preceding its setting (i.e. April 30, 2024) (the "**Reference Price**"). Taking into account the estimated theoretical value of 100% of a Warrant (i.e., €0.0778, this value was obtained using the Black & Scholes method with a volatility of 35%), this would represent a discount of 19.70% compared with the Reference Price, in accordance with the 3rd and 4th resolutions of the General Meeting.

Upon settlement of the Offering, the Warrants will be exercisable for a period of thirty months from the date of issue.

The exercise of a Warrant will give the right to subscribe to one (1) Warrant Share (the "**Exercise Ratio**"), it being specified that this Exercise Ratio may be adjusted following any transactions carried out by the Company on its share capital or reserves, as from the issuance date of the Warrants, in order to maintain the rights of the Warrants' holders.

The exercise price of the Warrants will be equal to €0.45, i.e. a premium of 13.92% to the Reference Price.

Admission to trading of the New Shares

Settlement-delivery of the Offering and the admission of the New Shares for trading on the regulated market of Euronext Paris are expected on May 9, 2024. The New Shares will be immediately fungible with the existing shares of the Company and will be traded on the same listing line under the ISIN Code FR0013183985. Application will be made for the Warrants to be admitted to Euroclear France under the ISIN Code FR001400PT61.

The Warrants will be detached from New Shares and no application will be made for their admission on Euronext Paris.

The Warrants Shares will be subject to periodic application for admission to trading until three business day following the Exercise Period, i.e., November 13, 2026 at the latest.

Chardan and Invest Securities (collectively, the "**Placement Agents**") are acting as joint global coordinators and bookrunners in connection with the Offering.

Impact of the Offering on the share capital

Following the settlement and delivery of the Offering, expected to occur on May 9 2024, the Company's total share capital will be equal to €2,546,769.10 divided into 101,870,764 shares.

For illustration purposes, the impact of the issuance of the New Shares and the Warrant Shares on the ownership of a shareholder holding 1% of the Company's share capital prior to the Offering and not subscribing to it, is as follows:



	Ownership interest (in %)	
	On a non-diluted basis	On a diluted basis ⁽¹⁾
Prior to the issue of 23,500,040 New Shares	1.00%	0.71%
Following the issue of 23,500,040 New Shares	0.77%	0.50%
Following the issue of 23,500,040 New Shares and 23,500,040 Warrants Shares from the exercise of all the Warrants	0.63%	0.50%

Impact of the Offering on shareholders' equity

For illustration purposes, the impact of the issuance of the New Shares and the Warrant Shares on the Company's equity per share (calculation made on the basis of the Company's shareholders' equity at December 31, 2023 increased by the €4.6 million net proceeds from the February 2024 private placement) is as follows:

	Share of equity per share (in euros)	
	On a non-diluted basis	On a diluted basis ⁽¹⁾
Prior to the issue of 23,500,040 New Shares	(0.33)	(0.06)
Following the issue of 23,500,040 New Shares	(0.18)	0.08
Following the issue of 23,500,040 New Shares and 23,500,040 Warrants Shares from the exercise of all the Warrants	(0.06)	0.14

Evolution of the shareholding structure following the Offering

To the Company's knowledge, the breakdown in share ownership before and after the Offering is as follows:

The shareholding structure of the Company before the Offering:

Shareholders	Shareholders (non-diluted)		Shareholders (diluted)	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
5% Shareholders				
Sofinnova	18,484,727	23.59%	18,484,727	16.74%
Invus	12,973,492	16.55%	12,973,492	11.75%
UPMC	7,829,251	9.99%	7,829,251	7.09%
The Goldman Sachs Group, Inc.	5,325,415	6.80%	5,325,415	4.82%

THIS PRESS RELEASE IS NOT BEING MADE IN AND COPIES OF IT MAY NOT BE DISTRIBUTED OR SENT, DIRECTLY OR INDIRECTLY, INTO THE UNITED STATES, CANADA, SOUTH AFRICA, JAPAN OR AUSTRALIA



Heights	653,083	0.83%	27,160,703	24.60%
Armistice Capital Master Fund Ltd.	-	-	-	-
JEA Vision LLC	-	-	-	-
Directors and Officers	167,002	0.21%	2,337,002	2.12%
Employees	55,000	0.07%	700,500	0.63%
Other shareholders (total)	32,882,754	41.96%	35,619,265	32.25%
Total	78,370,724	100.00%	110,430,355	100.00%

The shareholding structure of the Company following the settlement of the Offering:

Shareholders	Shareholders (non-diluted)		Shareholders (diluted)	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
5% Shareholders				
Sofinnova	23,548,018	23.12%	28,611,309	18.17%
Invus	17,593,745	17.27%	22,213,998	14.11%
UPMC	10,158,364	9.97%	12,487,477	7.93%
The Goldman Sachs Group, Inc.	5,325,415	5.23%	5,325,415	3.38%
Heights	653,083	0.64%	27,160,703	17.25%
Armistice Capital Master Fund Ltd.	6,329,113	6.21%	12,658,226	8.04%
JEA Vision LLC	3,450,000	3.39%	6,900,000	4.38%
Directors and Officers	167,002	0.16%	2,337,002	1.48%
Employees	55,000	0.05%	700,500	0.44%
Other shareholders (total)	34,591,024	33.96%	39,035,805	24.82%
Total	101,870,764	100.00%	157,430,435	100.00%

The shareholding structure of the Company following the settlement of the Offering and the exercise of all the Warrants :

Shareholders	Shareholders (non-diluted)		Shareholders (diluted)	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
5% Shareholders				
Sofinnova	28,611,309	22.82%	28,611,309	18.17%
Invus	22,213,998	17.72%	22,213,998	14.11%



UPMC	12,487,477	9.96%	12,487,477	7.93%
The Goldman Sachs Group, Inc.	5,325,415	4.25%	5,325,415	3.38%
Heights	653,083	0.52%	27,160,703	17.25%
Armistice Capital Master Fund Ltd.	12,658,226	10.10%	12,658,226	8.04%
JEA Vision LLC	6,900,000	5.50%	6,900,000	4.38%
Directors and Officers	167,002	0.13%	2,337,002	1.48%
Employees	55,000	0.04%	700,500	0.44%
Other shareholders (total)	36,299,294	28.95%	39,035,805	24.82%
Total	125,370,804	100.00%	157,430,435	100.00%

Sofinnova Partners, represented on the Company's Board of Directors and holding 23.59% of the share capital of the Company before the Offering, subscribes for 5,063,291 ABSA of the Company and will hold, after the completion of the Offering (excluding the exercise of the Warrant), 23.12% of the Company's share capital. After the exercise of all its Warrants, Sofinnova Partners will hold 22.82% of the Company's share capital. The representative of Sofinnova on the Company's Board of Directors abstained from voting on the Board decisions concerning the Offering.

Invus holding 16.55% of the share capital of the Company before the Offering, subscribes for 4,620,253 ABSA of the Company and will hold, after the completion of the Offering (excluding the exercise of the Warrant), 17.27% of the Company's share capital. After the exercise of all its Warrants, Invus will hold 17.72% of the Company's share capital.

UPMC holding 9.99% of the share capital of the Company before the Offering, subscribes for 2,329,113 ABSA of the Company and will hold, after the completion of the Offering (excluding the exercise of the Warrant), 9.97% of the Company's share capital. After the exercise of all its Warrants, UPMC will hold 9.96% of the Company's share capital.

Armistice Capital Master Fund Ltd. subscribes for 6,329,113 ABSA of the Company and will hold, after the completion of the Offering (excluding the exercise of the Warrant), 6.21% of the Company's share capital. After the exercise of all its Warrants, Armistice Capital Master Fund Ltd. will hold 10.10% of the Company's share capital.

JEA Vision LLC subscribes for 3,450,000 ABSA of the Company and will hold, after the completion of the Offering (excluding the exercise of the Warrant), 3.39% of the Company's share capital. After the exercise of all its Warrants, JEA Vision LLC will hold 5.50% of the Company's share capital.

Risk Factors

The Company draws the public's attention to the risk factors related to the Company and its activities presented in section 3 of the 2023 universal registration document of the Company filed with the AMF on April 17, 2024 under number D. 24-299 (the "**2023 Universal Registration Document**"), as amended by an amendment to the 2023 Universal Registration Document to be filed with the AMF on May 7, 2024,

THIS PRESS RELEASE IS NOT BEING MADE IN AND COPIES OF IT MAY NOT BE DISTRIBUTED OR SENT, DIRECTLY OR INDIRECTLY, INTO THE UNITED STATES, CANADA, SOUTH AFRICA, JAPAN OR AUSTRALIA



which are available free of charge on the website of the Company (<https://www.gensight-biologics.com>) and of the AMF (<https://www.amf-france.org>).

Prospectus

Application will be made to list the New Shares only on the regulated market of Euronext in Paris pursuant to a listing prospectus subject to an approval from the French *Autorité des marchés financiers* (the “AMF”) and comprising the 2023 Universal Registration Document as completed by an amendment to the 2023 Universal Registration Document to be filed with the AMF on May 7, 2024 as well as a Securities Note (*Note d’opération*), including a summary of the prospectus. As from such filing with the AMF, copies of the 2023 Universal Registration Document, as amended and of the listing prospectus, will be available free of charge at the Company’s head office located at 74, rue du Faubourg Saint Antoine, 75012 Paris, France, on the Company’s website (www.gensight-biologics.com) and on the website of the AMF (www.amf-france.org).

Contacts

GenSight Biologics

Chief Financial Officer

Ivan Tortet

itortet@GENSIGHT-BIOLOGICS.com

LifeSci Advisors

Investor Relations

Guillaume van Renterghem

gvanrenterghem@lifesciadvisors.com

+41 (0)76 735 01 31

About GenSight Biologics

GenSight Biologics S.A. is a clinical-stage biopharma company focused on developing and commercializing innovative gene therapies for retinal neurodegenerative diseases and central nervous system disorders. GenSight Biologics’ pipeline leverages two core technology platforms, the Mitochondrial Targeting Sequence (MTS) and optogenetics, to help preserve or restore vision in patients suffering from blinding retinal diseases. GenSight Biologics’ lead product candidate, LUMEVOQ® (GS010; lenadogene nolparovec), is an investigational compound and has not been registered in any country at this stage, developed for the treatment of Leber Hereditary Optic Neuropathy (LHON), a rare mitochondrial disease affecting primarily teens and young adults that leads to irreversible blindness. Using its gene therapy-based approach, GenSight Biologics’ product candidates are designed to be administered in a single treatment to each eye by intravitreal injection to offer patients a sustainable functional visual recovery.

Disclaimer

The distribution of this press release may be restricted by certain local laws. Recipients of this press release are required to inform themselves of any such restrictions and, if applicable, to observe them. This press release does not constitute an offer or a solicitation of an offer to purchase or subscribe for securities in France.

This announcement is an advertisement and not a prospectus within the meaning of the Prospectus Regulation. Any decision to purchase securities must be made solely on the basis of publicly available information on the Company.

In France, the Offering described above will be carried out exclusively within the framework of (i) an offering reserved in favor of a categories of beneficiaries as referred to in the 4th resolution of the General Meeting and (ii) an offering



pursuant to Article L. 411-2, 1° of the French Monetary and Financial Code as referred to in the 2nd resolution of the General Meeting.

In respect of Member States of the European Economic Area (the "**Member States**"), no action has been or will be taken to permit a public offering of the securities requiring the publication of a prospectus in any of these Member States. Consequently, the securities can and will only be offered in any of the Member States (including France), to qualified investors as defined in Article 2(e) of the Prospectus Regulation or, with respect to the Private Placement only, to a restricted circle of investors with fewer than 150 natural or legal persons other than "qualified investors" acting for their own account in accordance with Article L. 411-2, 1° of the French Monetary and Financial Code.

This document and the information contained herein do not constitute either an offer to sell or purchase, or the solicitation of an offer to sell or purchase, securities of the Company in any jurisdiction.

No communication and no information in respect of the offering by the Company of its securities may be distributed to the public in any jurisdiction where registration or approval is required. No steps have been taken or will be taken in any jurisdiction where such steps would be required. The offering or subscription of securities may be subject to specific legal or regulatory restrictions in certain jurisdictions.

This announcement does not, and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer. The distribution of this document may be restricted by law in certain jurisdictions. Persons into whose possession this document comes are required to inform themselves about and to observe any such restrictions.

Not for release, directly or indirectly, in or into the United States, Canada, South Africa, Japan or Australia. This document (and the information contained herein) does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Canada, South Africa, Japan or Australia or any other jurisdiction where such an offer or solicitation would be unlawful. The securities referred to herein have not been and will not be registered under the Securities Act, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with the securities laws of any state or any other jurisdiction of the United States. No public offering of the securities will be made in the United States.

MIFID II Product Governance/Target Market: solely for the purposes of the requirements of Article 9.8 of the EU Delegated Directive 2017/593 relating to the product approval process, the target market assessment in respect of the ABSA of GenSight Biologics has led to the conclusion in relation to the type of clients criteria only that: (i) the type of clients to whom the ABSA are targeted is eligible counterparties and professional clients and retail clients, each as defined in Directive 2014/65/EU, as amended ("**MiFID II**"); and (ii) all channels for distribution of the ABSA of GenSight Biologics to eligible counterparties and professional clients and retail clients are appropriate. Any person subsequently offering, selling or recommending the ABSA of GenSight Biologics (a "**distributor**") should take into consideration the type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the ABSA of GenSight Biologics and determining appropriate distribution channels.

The Placement Agents are acting exclusively for the Company and no one else in connection with the offer of new ordinary shares and warrants and will not regard any other person as their respective clients and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients in connection with any offer of new ordinary shares and warrants of the Company or otherwise, nor for providing any advice in relation to the offer of new ordinary shares and warrants, the content of this press release or any transaction, arrangement or other matter referred to herein.

THIS PRESS RELEASE IS NOT BEING MADE IN AND COPIES OF IT MAY NOT BE DISTRIBUTED OR SENT, DIRECTLY OR INDIRECTLY, INTO THE UNITED STATES, CANADA, SOUTH AFRICA, JAPAN OR AUSTRALIA



Neither the Placement Agents nor any of its directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this press release (or whether any information has been omitted from this press release) or any other information relating to the Company, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Therefore, the Company and the Placement Agents expressly disclaim, to the fullest extent permitted by applicable law, any liability, whether in tort or contract, or otherwise arising out of or in connection with this document and/or these statements.