PRESS RELEASE

GenSight Biologics announces a financing for an amount of c. €1.5 million from existing investors

Paris, France, December 24, 2024, 2.30 p.m. CET – 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 a financing through a capital increase reserved to specialized investors by the issuance of new shares with warrants attached, for a total gross amount of c. €1.5 million (excluding the future net proceeds related to the exercise of the warrants) (the "**Reserved Offering**"). The subscription price for one ABSA is €0.2816 (the "**Offering Price**").

"*This €1.5 million financing reaffirms the strong commitment of Heights Capital and Sofinnova Partners to our company's success,*" said **Jan Eryk Umiastowski**, Chief Financial Officer of GenSight Biologics. "*Their continued support provides us with the necessary operational runway until February 2025, bridging us to the anticipated first indemnities from the AAC program. This strategic funding demonstrates our investors' confidence in GenSight's potential and our ability to execute on our objectives*."

"*We continue to interact constructively with the ANSM,"* said **Laurence Rodriguez**, Chief Executive Officer of GenSight Biologics. *"Our entire team remains fully mobilized, including through the holiday period, to address regulatory requirements with the highest level of diligence and quality. We are encouraged by the progress of our discussions and remain confident in our ability to bring this important therapy to patients who are waiting for treatment.*"

Use of Proceeds

The Company intends to use the net proceeds from the Reserved Offering to finance only its general corporate needs in connection with the slight delay the Company has experienced in the resumption of the early access program expected in February 2025.

Working Capital Statement

To date, without taking into account the net proceeds of the Reserved Offering, the Company does not have sufficient net working capital to meet its obligations over the next twelve months but only until early January 2025.

As of December 24, 2024, the Company's available cash and cash equivalents amounted to €1.5 million.

Before completion of the Reserved Offering and without taking into account the potential indemnities generated by the resumption of AAC, the Company estimates that (i) its net cash requirement for the next twelve months is approximately €29 million and (ii) it will need to raise approximately €1.4 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) that is expected in February 2025.

Taking into account the expected net proceeds of the Reserved Offering for €1.46 million, the Company does not have sufficient net working capital to meet its obligations over the next 12 months but only until late February 2025 when the first payments in connection with the potential resumption of the AAC program are expected. With the potential indemnities generated by the resumption of AAC and the net proceeds of the Reserved Offering, the Company anticipates that it would have sufficient net working capital to meet its obligations over the next 12 months. In November 2026, the Company will have to pay the annual rebates on the 2025 AAC program which will amount to around 50% of the AAC indemnities 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 before the second half of 2026.

Even though the Company believes in its ability to achieve its manufacturing objectives, to raise additional funds or achieve partnership or M&A opportunities, 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.

Terms of the Reserved Offering

The Reserved Offering, for a total of €1,500,000.40 (share issue premium included), was carried out through the issuance of 5,326,706 ABSA (as defined below) via 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 23rd resolution of the Company's combined general shareholders' meeting held on May 29, 2024 (the "**General meeting**")[1], through the issuance of new shares of a per value of €0.025 (the "**New Shares**"), to which are attached 1 warrant for 1 new shares (the "**Warrants**", together with the New Shares, the "**ABSA**") and the new shares of the Company resulting from the exercise of the Warrants (the "**Warrants Shares**").

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 ABSA will be issued and the price per ABSA determined by the decision of the Chief Executive Officer of the Company dated December 24, 2024, pursuant to and within the limits of the sub-delegation of authority granted by the Company's Board of Directors held on December 23, 2024 and in accordance with the 23rd and 29th 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.

[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 €0.2816, equal the volume-weighted average price of the Company's shares on Euronext Paris during the last five trading sessions preceding its setting (i.e. December 17, 18, 19, 20 and 23, 2024) (the "**Reference Price**") plus a premium of 3.7%. Taking into account the estimated theoretical value of 100% of a Warrant (i.e., €0.0516, this value was obtained using the Black & Scholes method with a volatility of 35%), this would represent a discount of 15.32% compared with the Reference Price, in accordance with the 23rd resolution of the General Meeting.

Upon settlement of the Reserved Offering, the Warrants will be exercisable from April 1st, 2025 until November 6, 2029. In no event, the Warrants will be exercisable before April 1st, 2025.

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 €0.3465, i.e. a premium of 27.6% to the Reference Price, payable at the time of exercise of the Warrants.

Admission to trading of the New Shares

Settlement-delivery of the Reserved Offering and the admission of the New Shares for trading on the regulated market of Euronext Paris are expected on December 31, 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.

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 9, 2029 at the latest.

Impact of the Reserved Offering on the share capital

Following the settlement and delivery of the Reserved Offering, expected to occur on December 31, 2024, the Company's total share capital will be equal to €3,071,106.25 divided into 122,844,250 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 Reserved 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 5,326,706 New Shares	1.00%	0.64%
Following the issue of 5,326,706 New Shares	0.96%	0.61%
Following the issue of 5,326,706 New Shares and 5,326,706 Warrants Shares from the exercise of all the Warrants	0.92%	0.61%

(1) The calculations are based on the assumption of the exercise of all the share warrants, founders share warrants, free shares and stock options outstanding at the date hereof, giving access to a maximum of 71,303,793 shares

Impact of the Reserved 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 November 30, 2024 increased by the capital increase of December 2024 for the quarterly amortization payments of the convertible bonds issued in 2022) 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 5,326,706 New Shares	-0.17	0.06
Following the issue of 5,326,706 New Shares	-0.15	0.07
Following the issue of 5,326,706 New Shares and 5,326,706 Warrants Shares from the exercise of all the Warrants	-0.13	0.07

(1) The calculations are based on the assumption of the exercise of all the share warrants, founders share warrants, free shares and stock options outstanding at the date hereof, giving access to a maximum of 71,303,793 shares

Evolution of the shareholding structure following the Reserved Offering

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

The shareholding structure of the Company before the Reserved 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	26,360,241	22,43%	34,235,755	18,66%
Invus	17,109,832	14,56%	21,730,085	11.84%

UPMC	10,158,364	8.64%	12,487,477	6.81%
ARMISTICE	2,647,122	2.25%	8,976,235	4.89%
Heights	7,807,707	6.65%	41,850,520	22.81%
Goldman Sachs Group, Inc	6,360,453	5.41%	6,360,453	3.47%
Directors and Officers	167,002	0.14%	2,392,002	1.30%%
Employees	80,000	0.07%	548,000	0.30%
Other shareholders (total)	46,826,823	39.85%	54,914,104	29.92%
Total	**117,517,544**	**100.00%**	**184,494,631**	**100.00%**

The shareholding structure of the Company following the settlement of the Reserved 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	29,023,594	23.63%	39,562,461	20.38%
Invus	17,109,832	13.93%	21,730,085	11.19%
UPMC	10,158,364	8.27%	12,487,477	6.43%
ARMISTICE	2,647,122	2.15%	8,976,235	4.62%
Heights	10,471,060	8.52%	47,177,226	24.30%
Goldman Sachs Group, Inc	6,360,453	5.18%	6,360,453	3.28%
Directors and Officers	167,002	0.14%	2,392,002	1.23%
Employees	80,000	0.06%	548,000	0.28%
Other shareholders (total)	46,826,823	38.12%	54,914,104	28.28%
Total	**122,844,250**	**100.00%**	**194,148,043**	**100.00%**

The shareholding structure of the Company following the settlement of the Reserved 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	31,686,947	24.72%	39,562,461	20.38%
Invus	17,109,832	13.35%	21,730,085	11.19%
UPMC	10,158,364	7.93%	12,487,477	6.43%

ARMISTICE	2,647,122	2.07%	8,976,235	4.62%
Heights	13,134,413	10.25%	47,177,226	24.30%
Goldman Sachs Group, Inc	6,360,453	4.96%	6,360,453	3.28%
Directors and Officers	167,002	0.13%	2,392,002	1.23%
Employees	80,000	0.06%	548,000	0.28%
Other shareholders (total)	46,826,823	36.53%	54,914,104	28.28%
Total	**128,170,956**	**100.00%**	**194,148,043**	**100.00%**

Sofinnova Partners, represented on the Company’s Board of Directors and holding 22.43% of the share capital of the Company before the Reserved Offering, subscribes for 2,663,353 ABSA of the Company and will hold, after the completion of the Reserved Offering (excluding the exercise of the Warrants), 23.63% of the Company's share capital. After the exercise of all its Warrants, Sofinnova Partners will hold 24.72% of the Company's share capital. The representative of Sofinnova Partner on the Company’s Board of Directors abstained from voting on the Board decisions concerning the Reserved Offering.

Heights Capital holding 6.64% of the share capital of the Company before the Reserved Offering, subscribes for 2,663,353 ABSA of the Company and will hold, after the completion of the Reserved Offering (excluding the exercise of the Warrants), 8.52% of the Company's share capital. After the exercise of all its Warrants, Heights Capital will hold 10.25% of the Company's share capital.

No Prospectus

The Reserved Offering is not subject to a prospectus requiring an approval from the French Financial Markets Authority (*Autorité des Marchés Financiers*) (the "**AMF**") in accordance with Articles 1(4)(a) and 1(5)(a) and (b) of the Prospectus Regulation.

Information available to the public and risk factors

Detailed information regarding the Company, including its business, financial information, results, perspectives and related risk factors are contained in the Company’s 2023 Universal Registration Document 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 (the "**Amendment to the 2023 Universal Registration Document**"). These documents, as well as other regulated information (including the half-year financial report of the Company for the six-month period ended June 30, 2024) and all of the Company's press releases, are available free of charge on the website of the Company (www.gensight-biologics.com). Your attention is drawn to the risk factors related to the Company and its activities presented in chapter 3 of its 2023 Universal Registration Document and in chapter 2 of the Amendment to the 2023 Universal Registration Document.

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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 nolparvovec), 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.

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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 Reserved Offering described above will be carried out exclusively within the framework of offering reserved in favor of a categories of beneficiaries as referred to in the 23rd 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 State (including France), to qualified investors as defined in Article 2(e) of the Prospectus Regulation.

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