

Update on the Draft Recovery Plan and Convening of the Annual General Meeting of Shareholders

- **Poxel's recovery plan is currently being finalized:**
 - **Main objectives:** prolong business development and partnership efforts for Imeglimine, PXL770, and PXL065; ensure the Company's long-term viability through new financing; and resolve the Company's existing liabilities.
 - **Key measures:** reduce operating costs, secure new financing, and treat liabilities based on their nature.
 - **Developed with the support of long-standing financial partner IPF Partners.**
- **Shareholders will be convened to an Annual General Meeting on December 11, 2025, to vote on:**
 - **The 2024 annual and consolidated financial statements, and**
 - **Capital-related delegations intended to strengthen the Company's financial structure over the long term.**
- **These capital transactions would include, in particular:**
 - **A capital increase with preferential subscription rights, guaranteed by IPF Partners, allowing shareholders to subscribe at a highly attractive discount. Shareholders not participating may sell their subscription rights on the market.**
 - **A capital increase by offsetting debt, reserved for IPF Partners, with the aim of reducing significantly the Company's debt.**
 - **The issue of share subscription warrants for the benefit of shareholders on the one hand, and as part of the financing granted by IRIS on the other.**
- **In the absence of shareholder approval for these delegations and the related new financing, the recovery plan could not be implemented due to lack of funding, and the Company would have to consider requesting the opening of judicial liquidation proceedings.**
- **To date, no takeover offer or alternative financing proposal has been presented to or discussed with the Company.**



LYON, France, November 5, 2025 at 7:30 am CET – POXEL SA (Euronext : POXEL - FR0012432516), a clinical stage biopharmaceutical company developing innovative treatments for chronic serious diseases with metabolic pathophysiology, including metabolic dysfunction-associated steatohepatitis (MASH) and rare metabolic disorders (the "**Company**"), today provides an update on its draft recovery plan and confirms the convening of its Annual General Meeting of Shareholders.

Nicolas Trouche, CEO of Poxel, stated : *"This Annual General Meeting is crucial for the future of Poxel. Since August 5, 2025, when the legal proceedings were initiated, the management team has been working to identify solutions to safeguard the Company's activities and maximize the value of its assets. It is important to note that, to date, the Company has not received any other offers that would enable it to establish a disposal plan. We are therefore appealing to shareholders in this context to enable Poxel to continue and sustain its business."*

Update on Judicial Recovery Proceedings and draft Recovery Plan

As a reminder, by order dated August 5, 2025, the President of the Lyon Commercial Court placed the Company under judicial recovery proceedings. Since the opening of this procedure, Poxel's management has worked to define the framework of a recovery plan intended to ensure the Company's sustainability and the preservation of its assets while restructuring its liabilities.

The draft recovery plan, which the Company has been preparing over recent weeks, was developed with the support of its long-standing financial partner, IPF Partners. The plan is built around maintaining Poxel's strategic activities, in particular:

- The ongoing commercialization of Imeglimin in Japan; and
- The search for new partnerships for Imeglimin, PXL770, and PXL065.

It relies on a combination of cost and expenses rationalization combined with new financing and the settlement of the liabilities, with treatment of debts according to their nature.

As a reminder, Yves Decadt, an expert in biotech partnership strategy, has been supporting the Company since August 2025 and was appointed to the Board of Directors¹. He conducted a review of the Company's strategic activities and contributes to the development plan.

¹ Press release dated October 31, 2025, Appointment of Yves Decadt as a member of the Board of Directors of Poxel



Update on Financing

Given the current situation, and in the absence of a partnership capable of covering its short- and medium-term financing needs, two investors have expressed interest in providing new funding: IPF Partners, for a maximum amount of €6.25 million, including funding for the observation period; and IRIS, for a maximum amount of €5 million (at a rate of €1 million per year over 5 years).

Implementation of this financing and the recovery plan will require the prior approval of:

- The Lyon Commercial Court, and
- The Annual General Meeting of Shareholders on December 11, 2025, which will vote on financial delegations to the Board of Directors, notably to:
 - i. A capital increase with preferential subscription rights, open to all Poxel shareholders and fully guaranteed by IPF Partners (through debt off-set), offering shareholders the opportunity to subscribe at a highly attractive discount,
 - ii. the completion of a capital increase through debt offset reserved for IPF Partners, enabling a significant reduction in Poxel's debt, subject to certain conditions, and
 - iii. The issue of warrants (BSA) for shareholders on one hand and, for IRIS under its financing arrangements in other hand.

Without new financing and in the absence of a new partnership by the end of the observation period in February 2026, no recovery plan could be implemented. Poxel would then have to consider requesting the opening of liquidation proceedings.

Convening of the Company's Annual General Meeting

Poxel today published a notice of meeting convening its shareholders to an Annual General Meeting on December 11, 2025, to deliberate in particular on the approval of the 2024 annual and consolidated financial statements, as well as on various financial delegations to the Board of Directors, some of which are intended to enable the implementation of certain capital operations designed to strengthen the Company's financial structure in order to support its business plan.

Shareholders will therefore be asked to vote in particular on:

- (i) a delegation of authority for the implementation of a capital increase with maintenance of shareholders' preferential subscription rights, open to all Poxel shareholders, who will be able to subscribe in cash by exercising their preferential subscription rights on a reducible and irreducible basis



(the "**Capital Increase with Preferential Subscription Rights**"), under the sixteenth resolution submitted for approval by the Annual General Meeting of December 11, 2025. The Capital Increase with Preferential Subscription Rights will be fully guaranteed by IPF Partners, which will subscribe for any new shares not subscribed by shareholders, through compensation with receivables held against the Company.

The final terms of the Capital Increase with Preferential Subscription Rights (including its final size and the subscription price of the new shares) will be determined by the Company's Board of Directors at the time it decides to launch the operation. Shareholders who decide to participate in the Capital Increase with Preferential Subscription Rights will have the opportunity to subscribe for Poxel shares at a very attractive discount to the stock market price. Shareholders who decide not to participate may see their ownership significantly diluted. In this context, existing shareholders who do not wish to participate in this capital increase will have the option of selling their preferential subscription rights on the market;

- (ii) a delegation of authority for the implementation of a capital increase reserved for IPF Partners (the "**Reserved Capital Increase**"), under the seventeenth resolution submitted for approval by the Annual General Meeting of December 11, 2025, which would be implemented subsequent to the Capital Increase with Preferential Subscription Rights, at an issue price equal to that of the Capital Increase with Preferential Subscription Rights, plus a premium to be determined by the Board of Directors. The number of shares to be issued under the Reserved Capital Increase will be determined by the Board of Directors so that IPF Partners holds, after completion of both the Capital Increase with Preferential Subscription Rights and the Reserved Capital Increase, 29.9% of the Company's share capital. IPF Partners will subscribe to the Reserved Capital Increase by offsetting receivables held against the Company. It is specified that, in the event that, under its guarantee commitment for the Capital Increase with Preferential Subscription Rights, IPF Partners were to reach the threshold of approximately 29.9% of Poxel's share capital (i.e., in the scenario where no Poxel shareholder subscribes to the Capital Increase with Preferential Subscription Rights), the Reserved Capital Increase would not be implemented.

It is contemplated that the Capital Increase with Preferential Subscription Rights and, where applicable, the Reserved Capital Increase, will be implemented, during the first quarter of 2026, subject to shareholder approval at the Annual General Meeting. Where applicable, they will necessarily be implemented together, so as to preserve the possibility for existing shareholders to increase their ownership.



These operations will strengthen Poxel's financial structure by offering all shareholders the opportunity to take part in this strategic relaunch, while contributing to the stability of the Company's shareholding and governance to ensure the successful implementation of its recovery plan.

Poxel shareholders will also be asked to authorize the issuance of two series of warrants (BSA):

- (i) The allocation of share subscription warrants to all shareholders registered after the settlement and delivery of the Capital Increase with Preferential Subscription Rights and, where applicable, the Reserved Capital Increase. These share subscription warrants will be exercisable at an exercise price to be determined by the Board of Directors, and will entitle their holders, if all warrants are exercised, to a maximum of approximately 10% of Poxel's share capital. These instruments will make it possible, under conditions to be defined by the Board of Directors, to associate shareholders who have chosen to retain their shares with the Company's future development.; and
- (ii) The allocation to IRIS (the Company's financial partner) of share subscription warrants which, if exercised, will allow IRIS to subscribe for up to approximately 30% of the Company's share capital, at an exercise price per new share equal to the volume-weighted average price (VWAP) of Poxel's share on the day preceding the exercise of the warrants, less an 8% discount, to be paid by IRIS either in cash or by offsetting receivables held against the Company.

The full text of the resolutions submitted to the Annual General Meeting of December 11, 2025, has been published in the *Bulletin des Annonces Légales Obligatoires* (BALO) n°133 dated November 5, 2025.

The recovery plan is currently being finalized with the proceedings bodies. Its main features will be confirmed and communicated to the market by the Company by the end of November via press release. The Company will then organize a webinar open to all shareholders to present the recovery plan and future development prospects.



About Poxel

Poxel is a **clinical stage biopharmaceutical company** developing **innovative treatments for chronic serious diseases with metabolic pathophysiology**, including **metabolic dysfunction-associated steatohepatitis (MASH)** and rare disorders. For the treatment of MASH, **PXL065** (deuterium-stabilized *R*-pioglitazone) met its primary endpoint in a streamlined Phase 2 trial (DESTINY-1). In rare diseases, development of **PXL770**, a first-in-class direct adenosine monophosphate-activated protein kinase (AMPK) activator, is focused on the treatment of adrenoleukodystrophy (ALD) and autosomal dominant polycystic kidney disease (ADPKD). **TWYMEEG®** (Imeglimin), Poxel's first-in-class product that targets mitochondrial dysfunction, is now marketed for the treatment of type 2 diabetes in Japan by Sumitomo Pharma and Poxel expects to receive royalties and sales-based payments. Poxel has a strategic partnership with Sumitomo Pharma for Imeglimin in Japan. Listed on Euronext Paris, Poxel is headquartered in Lyon, France, and has subsidiaries in Boston, MA, and Tokyo, Japan.

For more information, please visit: www.poxelpharma.com

All statements other than statements of historical fact included in this press release about future events are subject to (i) change without notice and (ii) factors beyond the Company's control. These statements may include, without limitation, any statements preceded by, followed by or including words such as "target," "believe," "expect," "aim," "intend," "may," "anticipate," "estimate," "plan," "project," "will," "can have," "likely," "should," "would," "could" and other words and terms of similar meaning or the negative thereof. Forward-looking statements are subject to inherent risks and uncertainties beyond the Company's control that could cause the Company's actual results or performance to be materially different from the expected results or performance expressed or implied by such forward-looking statements. The Company does not endorse or is otherwise not responsible for the content of external hyperlinks referred to in this press release.

Contacts - Investor Relations / Media

NewCap
Aurélien Manavarere, Théo Martin / Arthur Rouillé
investors@poxelpharma.com
+33 1 44 71 94 94