

CROSSJECT ANNOUNCES THE PRICING OF ITS RESERVED CAPITAL INCREASE AND WARRANTS ISSUANCE FOR AN AGGREGATE AMOUNT OF EUR 7.2M

- **Crossject to amend the Heights Capital Management, Inc. (“Heights”) bonds convertible in new shares or repayable**

Dijon, FRANCE, December 11, 2024 – 8 a.m. (CET) – Crossject (ISIN: FR0011716265; Euronext: ALCJ), a specialty pharma company developing medicines harnessing its unique, award-winning needle-free ZENEO® auto-injector to deliver life-saving medicines in emergency situations, today announces the successful pricing of a reserved capital increase (the **“Capital Increase”**) of EUR 7.2M through the issuance of 3,635,756 shares with a nominal value of EUR 0.10 each (the **“New Shares”**), representing 8.8% of its current share capital, at a subscription price of EUR 1.6012 per share, and the issuance of 3,635,756 warrants (the **“Warrants”**) at a price of EUR 0.3788 per Warrant (the **“Warrant Issuance”** and, together with the Capital Increase, the **“Transaction”**). Four Warrants give the right to subscribe to five ordinary shares upon payment of an exercise price of EUR 2.25 per ordinary share. The total number of ordinary shares which can be subscribed upon exercise of the 3,635,756 Warrants amounts to 4,544,695 ordinary shares.

In parallel to the Transaction, the Company has agreed with Heights Capital Management (**“Heights”**) on amendments of the terms and conditions of the existing convertible bonds (the **“Amendments”**) issued to an entity advised by Heights (the **“Heights Investor”**) in February 2024. The Amendments, detailed below, primarily include (i) the issuance of a second tranche of approximately €2.5 million, no longer conditional upon the ZEPIZURE® Emergency Use Authorization by the FDA, and (ii) an extension of the maturity of the convertible bonds to December 28, 2027.

Patrick Alexandre, CEO of the Company, said: “We are delighted to be able to complete this capital increase which will contribute to our registration and manufacturing activities in the new year toward our EUA approval. At this occasion we are also welcoming our first U.S. institutional investors and also proceeding with important, value creating amendments to our convertible bond financing agreement with Heights Capital Management. We also thank Gemmes Venture for their unwavering support in this transaction.”

Reasons for the issuance and use of the proceeds of the Transaction

With its ambition to directly commercialize ZEPIZURE® in the United States, Crossject has entered into a new phase in its development as a specialty pharmaceuticals company. Crossject has been focusing on the preparation of the EUA marketing authorization applications for ZEPIZURE®. The Company’s resources have been concentrated on that latter regulatory goal, while continuing its investments in its manufacturing facilities and in the development of its other product candidates.

In this context, the Company intends to use the net proceeds of the Transaction as follows:

- Approximately 50% will be allocated to the further development of ZEPIZURE®, including the assumption of related operating costs that are incurred in complement to the R&D costs reimbursed by its U.S. sponsor;
- Approximately 20% will be allocated to ongoing investment activities in its manufacturing facilities, the priority use of which will be to meet ZEPIZURE® development needs and initial demand;
- The rest, or approximately 30%, will be used to finance the R&D for its other projects, ZENEO® Hydrocortisone and ZENEO® Adrenaline, certain reimbursements to its financial creditors, as well as for general and administrative expenses purposes as well as business development expenses.

With the proceeds of the Transaction which amount to EUR 7.2M (excluding any amounts which could be perceived by the Company upon exercise of the Warrants), the Company expects that its net working capital would be sufficient to meet its obligations until the end of the first half of 2025, allowing the Company to reach its main EUA regulatory milestone for ZEPIZURE. The Company is exploring dilutive and non-dilutive financing complements in order to extend its cash runway until the initial payments from its U.S. sponsor are received, such payments being expected in Q3 2025. The Company could also receive additional cash proceeds from the exercise of Warrants to fulfil these additional financing needs up to a maximum amount of approximately EUR 10.2M.

Key characteristics of the Transaction

Capital Increase

The New Shares are being issued through a capital increase without shareholders' preferential subscription right reserved to a specified category of investors (as further described in the resolution) pursuant to the 11th resolution of the General Meeting.

The number of ordinary shares to be subscribed, the subscription price and the list of investors that may subscribe were decided by the Company's Chief Executive Officer (*Président du Directoire*), in accordance with a sub-delegation granted by the Company's Management Board on December 10, 2024. The Capital Increase was authorized by the Supervisory Board of the Company on December 10, 2024.

The subscription price of the New Shares was set at EUR 1.6012 per New Share, i.e., with a 19.8% discount to the last 15-day VWAP preceding the date the issue price was set (i.e., from November 20, 2024, to December 10, 2024).

Gemmes Venture, which held a 26.0% stake in the Company, subscribed to the Capital Increase for an amount of EUR 2.5M corresponding to 1,262,626 New Shares. After the Capital Increase, Gemmes Venture will hold 26.8% of the share capital of the Company on a non-diluted basis. In accordance with the Supervisory Board's internal rules, the representative of Gemmes Venture did not participate in the deliberations of the Supervisory Board relating to the Transaction.

The Heights Investor subscribed to the Capital Increase for an amount of EUR 2.0M corresponding to 1,010,101 New Shares, representing 2.25% of the share capital of the Company on a non-diluted basis.

Settlement and delivery of the New Shares is expected to occur on or around December 13, 2024. As of their delivery, the New Shares will be fully fungible with the Company's existing shares.

The New Shares will be admitted to trading on Euronext Growth under ISIN FR0011716265.

Warrants giving the right to subscribe to ordinary shares

The Warrants are being issued pursuant to 9th resolution of the General Meeting, by means of an offer governed by 1^o of Article L. 411-2 of the French Monetary and Financial Code (i.e., offering to qualified investors and/or to a restricted circle of investors acting for their own account).

The number of Warrants to be subscribed, the subscription price, the exercise price and the list of investors that may subscribe were decided by the Company's Chief Executive Officer (*Président du Directoire*), in accordance with a sub-delegation granted by the Company's Management Board on December 10, 2024. The Warrants Issuance was authorized by the Supervisory Board of the Company on December 10, 2024.

The subscription price of the Warrants was set at EUR 0.3788 (calculated based on the Black & Scholes valuation of the Warrants), and the exercise price of the Warrants was set at EUR 2.25, representing a 11.9% premium to the last closing price of the Company's share (EUR 2.01). The cumulated subscription price and exercise price of the Warrants amounts to EUR 2.5530 per subscribed share, i.e., a 25.7% premium to the last 30-day VWAP preceding the date the issue price was set (i.e., from October 28, 2024, to December 10, 2024). In case of exercise of the Warrants, the Company could receive an additional aggregate amount of up to EUR 10.2M€

Four Warrants give the right to subscribe to five ordinary shares. The 3,635,756 Warrants give right to subscribe to a total of 4,544,695 ordinary shares. They may be exercised by their holders, at any time or times, but no later than at 6:30 p.m. (Paris time) on the date which is the third anniversary of their issuance.

Gemmes Venture subscribed to the Warrants Issuance for an amount of EUR 0.48M corresponding to 1,262,626 Warrants allowing to subscribe to up to 1,578,282 ordinary shares. In accordance with the Supervisory Board's internal rules, the representative of Gemmes Venture did not participate in the deliberations of the Supervisory Board relating to the Transaction.

The Heights Investor subscribed to the Warrants Issuance for an amount of EUR 0.38M corresponding to 1,010,101 Warrants allowing to subscribe to up to 1,262,626 ordinary shares.

The Warrants are freely transferable subject to applicable laws and regulations, including restrictions on transfer under U.S. state and/or federal securities laws and as set forth herein.

The Warrants will be admitted to trading on Euronext Growth.

Lock-up agreements

In the context of the Capital Increase, the Company has agreed to (i) a lock-up undertaking on the issuance or sale of shares or of securities giving access to the share capital, for a period of 90 calendar days and (ii) a lock-up undertaking on the issuance of shares or other securities convertible into or exercisable for ordinary shares (or a combination) involving variable rate transaction, for a period of 6 months, subject to certain customary exceptions (including the issuance of the new tranche of OCAs – see below) or waiver. The Company's Management Board members who own shares of the Company as well as Gemmes Venture have agreed to a lock-up undertaking on the sale of shares or of securities giving access to the share capital, for a period of 90 calendar days, subject to certain customary exceptions or waiver.

Amendments, subject to conditions, to the first tranche of convertible bonds and issue of a second tranche

In a press release dated February 27, 2024, the Company announced that it had obtained financing from the Investor, comprising a first tranche of 70 amortizable bonds convertible into new shares (the "OCAs") for an aggregate principal amount of €7 million, and an optional second tranche for a maximum principal amount of €5 million, subject to the satisfaction of certain conditions precedent, in particular the obtention of authorization from the US FDA of an Emergency Use Authorization for its lead product candidate ZEPIZURE®, with the view to delivering the first units to the Strategic National Stockpile in connection with the collaboration between Crossject and its U.S. sponsor. The first tranche of OCAs was issued on February 28, 2024.

In the context of the Transaction, the Company has undertaken to convene an Extraordinary General Meeting to be held no later than January 31, 2025 to vote on the following resolutions:

- A resolution amending the terms and conditions of the OCAs issued on February 28, 2024 in order to:
 - o extend the maturity date of the OCAs from February 28, 2027 to December 28, 2027;
 - o reduce the bi-monthly amortization schedule from €6,000 to €4,500 per bond;
 - o amend the OCAs holder's right to request early repayment of up to two amortization schedule instalments (no longer subordinated to the case of payment by the Company of the last amortization schedule instalment in stocks);
 - o amend the current conversion price of the OCAs, which will be equal to the lower of (i) EUR 1.677 or (ii) 110% of the Market Value¹ on the new tranche issue date (which may not be less than € 1); and

¹ Corresponding to the lowest daily Volume-Weighted Average Price for the stocks comprised in the Market Price Observation Period in respect of such market price relevant date, where "Market Price Observation Period" means, in respect of any market price relevant date (a) (if such market price relevant date is a trading day) the period of six (6) consecutive trading days ending on (and including) such market price relevant date or (b) (if such market price relevant date is not a trading day) the period of five (5) consecutive trading days ending on (and including) the trading day immediately preceding such market price relevant date

- amend the period during which the conversion price may be adjusted in the event of the issue of securities for a gross amount of at least € 5 million (extended to February 28, 2027 inclusive).

In the event this resolution is not passed at the Extraordinary General Meeting to be held no later than January 31, 2025, the Company has undertaken to convene a second Extraordinary General Meeting to vote on this resolution, with such meeting to be held on or prior to March 31, 2025.

- A resolution to allow the issue of a new tranche of OCAs, which would upon issue be fungible with the first tranche of OCAs, it being specified that such issue would not be conditional on obtaining FDA approval. The new tranche of OCAs would amount to a principal amount of approximately € 2.5 million.

Subject to the Extraordinary General Meeting voting in favor of these resolutions (in which Heights will not participate), the Amendments to the first tranche of OCAs and the issue of the second tranche of OCAs would take place within 10 calendar days of the said Meeting. Main investors participating in the Transaction² (other than Heights) have undertaken to vote in favor of the above resolutions.

The Amendments to the first tranche of OCAs and the issue of the second tranche of OCAs will not require the publication of a prospectus pursuant to Regulation (UE) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”).

Impact of the Transaction on the share capital

Following settlement and delivery, the New Shares will represent 8.1% of the share capital of the Company and the Company’s total share capital will be EUR 4,491,685 divided into 44,916,850 shares.

For illustration purposes, a shareholder holding 1% of the Company's share capital prior to the Capital Increase, will hold 0.92% of the Company’s share capital upon completion of the Capital Increase (or 0.89% on a fully diluted basis).

² Including Gemmes Venture, Crossject's reference shareholder, which has undertaken to vote in favor of these resolutions.

Evolution of the shareholding structure following the Transaction

The shareholding structure of the Company prior to the issuance of the New Shares and of the Warrants is set forth below:

	Before the Transaction		
	# shares	% Primary diluted	% Fully diluted
Gemmes Venture	10,750,530	26.04%	25.22%
Treasury shares	87,789	0.21%	0.21%
Float	30,442,775	73.75%	71.40%
Total Primary shares	41,281,094	100.00%	96.83%
Free shares to Management	1,353,300		3.17%
Total Fully diluted shares	42,634,394	100.00%	100.00%
1% shareholder	412,812	1.00%	0.97%

The issuance of the New Shares and of the Warrants will have the following impact on the allocation of the share capital and the voting rights of the Company:

Post Transaction without Warrant			Post Transaction w/ Warrants		Post Transaction w/ HCM Bond	
# shares	% Primary diluted	% Fully diluted	# shares	% Fully diluted	# shares	% Fully diluted

Gemmes Venture	12,013,156	26.75%	25.96%	13,591,438	26.75%	13,591,438	23.99%
Treasury shares	87,789	0.20%	0.19%	87,789	0.17%	87,789	0.15%
Float	32,815,905	73.06%	70.92%	35,782,316	70.42%	35,782,316	63.16%
Total Primary shares	44,916,850	100.00%	97.08%	49,461,543	97.34%	55,299,077	97.61%
Free shares to Management	1,353,300		2.92%	1,353,300	2.66%	1,353,300	2.39%
Total Fully diluted shares	46,270,150	100.00%	100.00%	50,814,843	100.00%	56,652,377	100.00%
1% shareholder	412,812	0.92%	0.89%	412,812	0.81%	412,812	0.73%

OCA calculations are based on the following assumptions:

- The amendments of OCAs issued on February 28, 2024 were approved par Extraordinary General Meeting
- The new tranche has been issued
- A conversion price of 1,677 euros,

It is specified that the OCAs may be redeemed in new shares at a market value of at least €1. Note that the Investor shall never hold more than 9.99% of Crossject's capital stock at any point in time.

Other characteristics of the Transaction

The Transaction will not give rise to a requirement to submit a prospectus for AMF approval.

Maxim Group LLC acted as lead placement agent and Invest Securities acted as co-placement agent for the Transaction.

Dechert LLP and D'hoir Beaufre Associés acted as legal advisors to Crossject. Loeb & Loeb LLP and Levine Keszler acted as legal advisors to Maxim Group LLC.

Information available to the public and risk factors

Risks related to the Transaction

Readers are invited to consider the following risks: (i) shareholders that did not participate in the Transaction will see their interest in the Company's share capital diluted following the Transaction and the issue of the new shares, or in the event of a new capital increase to finance the Company's growth, (ii) the potential sale by the Company's main shareholders of a significant number of shares in the Company, could have an unfavorable impact on the Company's share price, (iii) the market price for the Company's shares may fluctuate and fall below the subscription price of the shares issued pursuant to the Capital Increase and of the exercise price of the Warrants, and (iv) the volatility and liquidity of the Company's shares may fluctuate significantly.

General risks

Detailed information regarding the Company, including its business, financial information, results, prospects and related risk factors are contained in the Company's 2023 Annual Report and 2024 Half-Year Report available on the website of the Company (www.crossject.com).

Investors are encouraged to read the risk factors included in the 2023 Annual Report.

In addition, the financing agreement of the OCA concluded with the Investor includes repayment clauses:

Crossject has undertaken to submit a resolution to a vote at an Extraordinary General Meeting (which must be held no later than January 31, 2025, or, failing that, March 31, 2025. Should these resolutions not be passed, the Investor shall be entitled to require Crossject to repurchase all or part of the OCAs at a price equal to the greater of the following amounts: (i) 102% of the principal amount outstanding and (ii) 120% of parity, in each case together with accrued but unpaid interest thereon. This put option will be exercisable within 30 days from the date of the announcement of the votes of the second general meeting. This press release does not constitute a prospectus under the Prospectus Regulation or an offer of securities to the public.

About Crossject

Crossject SA (Euronext: ALCJ; www.crossject.com) is an emerging specialty pharma company. It is in advanced regulatory development for ZEPIZURE[®], an epileptic rescue therapy, for which it has a \$60 million contract with the U.S. Biomedical Advanced Research and Development Authority (BARDA). ZEPIZURE[®] is based on the Company's award-winning needle-free autoinjector ZENEO[®], designed to enable patients and untrained caregivers to easily and instantly deliver emergency medication via intramuscular injection on bare skin or even through clothing. The Company's other products in development include rescue therapies for allergic shocks, adrenal insufficiencies, opioid overdose and asthma attacks.

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Forward Looking Statements

This press release may contain certain forward-looking statements. Although the Company believes its expectations are based on reasonable assumptions, all statements other than statements of historical fact included in this press release about future events are subject to, without limitation, (i) change without notice, (ii)

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factors beyond the Company's control, (iii) clinical trial results, (iv) regulatory requirements, (v) increased manufacturing costs, (vi) market access, (vii) competition and (viii) potential claims on its products or intellectual property. 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," "objective," "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, performance or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. A description of these risks, contingencies and uncertainties can be found in the Company's 2023 Annual Report. Furthermore, these forward-looking statements, forecasts and estimates are made only as of the date of this press release. Readers are cautioned not to place undue reliance on these forward-looking statements. The Company disclaims any obligation to update any forward-looking statements, forecasts or estimates to reflect any subsequent changes that the Company becomes aware of, except as required by law.

This press release has been prepared in French and English. In the event of any differences between the texts, the French language version shall supersede.

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For the purposes of the provision above, the expression "offer to the public" in relation to any shares of the Company in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in that Member State. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129, as amended from time to time, and includes any relevant implementing measure in the Member State.

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This document does not constitute an offer to the public in France and the securities referred to in this document can only be offered or sold in France pursuant to Article L. 411-2 of the French Monetary and Financial Code (Code monétaire et financier). In addition, in accordance with the authorisation granted by the Annual General Shareholders' Meeting dated June 27, 2024, only the persons pertaining to the categories specified in the 9th and 11th resolutions of such meeting may subscribe to the offering.

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