

Press release

Amoéba launches a capital increase open to all to support its industrial and commercial deployment

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended, nor is it an offer to the public, and may not be communicated, published or distributed, directly or indirectly, in the United States (including its territories and possessions, any state of the United States and the District of Columbia), in Canada, Australia, Japan, South Africa or any other country in violation of the laws in force in the relevant jurisdiction.

- Capital increase of approximately €9 million, which may be increased to €14 million, consisting of (i) an offering to qualified investors through accelerated book building (*Accelerated Book Building*) (the “**ABB**”) and (ii) an offer to the public for individual investors via the PrimaryBid platform (the “**Public Offering**”) (the Private Placement and the Public Offering being hereinafter referred to collectively as the “**Global Offering**”);
- Subscription commitments totaling €1.6 million, including €0.8 million from Nice & Green, the Company's reference shareholder, and €0.8 million from Koppert, the Company's commercial partner;
- Additional subscription commitment of €5 million to be paid by offsetting certain, liquid and enforceable receivables from Nice & Green, subject to the achievement of a total subscription amount greater than or equal to €8 million;
- Subscription price per share: €0.8105, corresponding to a maximum discount of 20% compared to the average share price of the Company weighted by the volumes of the last five (5) trading days preceding July 22, 2025, which stood at €1.0131;
- Closing of the PrimaryBid Offer on July 22, 2025 at 11 p.m., and of the offer to qualified investors on July 23, 2025 before the opening of the markets (subject to early closure).
- Eligibility of the overall offer for the exceptional 25% income tax reduction (IR-PME, FIP-FCPI) and the 150-0 B ter provision of the French General Tax Code (CGI);
- Eligibility of securities for PEA and PEA-PME savings plans.

Chassieu (France), 22 July 2025 – 6:25 p.m. Amoéba (FR0011051598 - ALMIB), industrial greentech specialized in the development of natural microbiological solutions based on the patented use of amoebae, announces the launch of a capital increase open to institutional and individual investors for a total amount of approximately €9 million, which may be increased to €14 million if necessary, in order to support its industrial and commercial growth in both its biocontrol and cosmetics activities.

This operation comes at a crucial moment for Amoéba

This capital increase is in line with the many significant advances made by Amoéba in recent months in its two main areas of activity:

- **Biocontrol:** as a reminder, in June 2025¹ Amoéba signed a major distribution agreement with Koppert, granting the latter exclusive distribution rights for its biocontrol solution for a period of five years for the treatment of vines and market gardens in 18 European countries and the United States. The launch of commercialisation is scheduled for early 2026.

In addition, the European Commission has given final approval to Amoéba's biocontrol active substance, concluding that it is effective as a fungicide and has a low risk profile for human health and the environment². Amoéba has therefore initiated the marketing authorisation application process for its biocontrol product, under the name 'AXPERA', in nine priority European Member States, with a decision expected in late 2025 or early 2026, which will then pave the way for commercialisation.

Finally, for the record, Amoéba's active substance has been approved in the United States since 2022. The AXPERA biocontrol product is in the final stages of scientific evaluation by the US Environmental Protection Agency (EPA) to obtain federal marketing authorisation application (MAA). The US EPA's decision is expected in the coming weeks.

- **Cosmetics :** Amoéba announced today (see press release published today) that it has signed an agreement with Metron Technology, a subsidiary of the Oriental Beauty Valley (OBV) group, with a dual **regulatory and commercial dimension, which provides for:**
 - Support and advice from the Oriental Beauty Valley group to obtain registration for Amoéba's cosmetic ingredient in China;
 - The priority given to Metron Technology to distribute Amoéba's cosmetic ingredient in China once registration has been obtained.

The signing of this agreement enables Amoéba to accelerate the development of its cosmetics business, bringing it closer than ever to marketing its proven ingredient worldwide (as a reminder, Amoéba's cosmetic ingredient is listed on the INCI list, which allows it to be marketed worldwide with the exception of China).

In addition, Charlotte FRANCERIES, a former member of L'Oréal's senior management for 25 years and currently President of the French agency of the McCann Group, joined Amoéba's Board of Directors at the end of the last General Meeting.

¹ [See the press release dated 3 June 2025.](#)

² [See the press release dated 17 June 2025.](#)

Funds to support industrial and commercial ramp-up

The funds raised will be used primarily to prepare the Company for the commercialisation phase, which will begin in early 2026, and to strengthen its financial structure until the first revenues are received.

The net proceeds from the transaction will be used as follows:

- Approximately 70% to intensify commercial operations and marketing efforts;
- Approximately 20% to finance project development;
- Approximately 10% to finance inventories of raw materials and organic inputs, and secure working capital.

Following this transaction, Amoéba will benefit from an extended cash flow horizon until June 2026.

Benoit VILLERS, Chairman of the Board of Directors of Amoéba, said: *"This transaction comes at a key moment in Amoéba's life. It will enable us to consolidate our company structure in preparation for the commercialisation phase, both industrially and commercially, while allowing us to continue our efforts to increase our market presence and prepare for future success. Finally, we are delighted to welcome our partner Koppert to our shareholding structure, demonstrating its full confidence in the quality of our products and in Amoéba's prospects."*

Jean-François DOUCET, CEO of Amoéba, adds: *"These new resources are essential to enable us to cover our operating costs and prepare confidently for the commercialization of our solution in 2026, with Koppert and our CDMOs. Following the many decisive advances made over the past few months, this new milestone will significantly strengthen our financial position. We are now looking forward to continuing on our virtuous path for the benefit of all our stakeholders."*

Terms and Conditions of the Offer

The Global Offer will be carried out in two separate but concurrent parts:

- an offer with cancellation of shareholders' preferential subscription rights in favour of qualified investors or a restricted circle of investors within the meaning of Article L. 411-2 1° of the French Monetary and Financial Code, meeting the characteristics set out in the 10th resolution of the Company's Combined Shareholders' Meeting of 26 June 2025 (the '**General Meeting**'), and
- a public offering with cancellation of shareholders' preferential subscription rights in favour of individual investors via the PrimaryBid platform in France only, pursuant to Article L. 225-136 of the French Commercial Code and in accordance with the 9th resolution of the General Meeting. The PrimaryBid Offer will be made on a pro rata basis in proportion to the requests, within the limit of the amount allocated to this public offering, with a reduction in allocations in the event of excess requests, if applicable.

The gross proceeds of the Global Offer will depend exclusively on the orders received for each of the above-mentioned components, with no possibility of reallocating the amounts allocated from one to the other.

It is specified that the Public Offer is ancillary to the Private Placement and will represent a maximum of 20% of the total amount of the Global Offer. In any event, the Public Offering will not be carried out if the Private Placement does not take place. The Private Placement is not conditional upon the Public Offering. The Global Offering is subject to market conditions and other conditions, and the final total amount of the Global Offering is subject to change.

The Private Placement will be carried out through an accelerated book-building process, at the end of which the number and price of the new shares to be issued will be decided by the Chief Executive Officer, pursuant to and within the limits of the delegations of authority granted by the Board of Directors and the General Meeting, it being specified that the maximum number of new shares that may be issued under the Global Offer pursuant to these delegations and authorisations may not exceed 30% of the share capital.

The subscription price for the new shares in the Private Placement will be at least equal to the volume-weighted average closing price of the Company's shares over the five (5) trading days preceding the start of the Private Placement, less a maximum discount of 20%.

The subscription price for new shares under the Public Offering will be equal to the price of the new shares offered under the Private Placement, as determined by the accelerated bookbuilding process with institutional investors.

The accelerated bookbuilding process for the Private Placement will commence immediately after the publication of this press release and is expected to close before the opening of trading on 23 July 2025, subject to an early closing.

The Public Offering will commence immediately and will close at 11:00 p.m. CET on 22 July 2025, subject to an early closing.

The Company will announce the price and the final number of new shares to be issued under the Global Offering in a press release as soon as possible after the completion of the book building process.

The settlement and delivery of the new ordinary shares to be issued under the Global Offering and their admission to trading on the Euronext Growth market of Euronext Paris are expected to take place on 25 July 2025.

The new ordinary shares will be of the same class and fungible with the existing shares, will carry all the rights attached to the existing shares and will be admitted to trading on the Euronext Growth market of Euronext Paris under the same ISIN FR0011051598.

Subscription commitments

This transaction is supported by leading partners, including Nice & Green, Amoéba's reference shareholder with approximately 16% of the capital, which has subscribed for €0.8 million and has chosen to recommit with a lock-up commitment (*lock-up*) on its entire shareholding held on the date of this offer and/or that it would subscribe to in the Private Placement for 90 days. In addition, Nice & Green has also signed an additional subscription commitment for €5 million, subject to the total

amount of the capital increase being greater than or equal to €8 million, to be paid by offsetting certain, liquid and enforceable claims held against the Company.

Koppert, a major commercial and industrial partner of Amoéba, has also made the strong decision to acquire a €0.8 million stake in the Company.

Guarantee of the Offer

As part of the Transaction, the Company has obtained guarantee commitments from several investors for a total amount of €5.5 million, intended to guarantee a capital increase of up to €9 million. These guarantee commitments entitle the guarantors to a commission of 10% of the amount guaranteed.

Investor	Amount guaranteed (€)
Nice & Green	2,500,000€
Friedland Gestion	500,000€
GESTYS	200,000€
Hamilton Stuart	100,000€
Maitice Gestion	500,000€
Sully Patrimoine	150,000€
TreeCap BV	600,000€
Vatel	1,000,000€
Giga	50,000€

Abstention and retention commitments

This transaction is supported by leading partners, including Nice & Green, Amoéba's reference shareholder, which holds approximately 16% of the capital, has chosen to recommit itself with a lock-up commitment covering all of its shareholding held on the date of this offer and/or that it would subscribe to in the Private Placement, for a period of 90 days.

Financial intermediaries and advisors to the company

TP ICAP Midcap is acting as Global Coordinator, Lead Manager and Bookrunner for the Reserved Offer. In connection with the PrimaryBid Offer, investors may subscribe only through the PrimaryBid partners listed on the PrimaryBid website (primarybid.fr).

Lamy Lexel is acting as legal advisor. ACTUS finance & communication is acting as financial communications advisor.

Risk factors

The public's attention is drawn to the risk factors relating to the Company and its business, set out in Chapter 3 of the universal registration document filed with the Autorité des Marchés Financiers (the 'AMF') on 17 April 2025, available free of charge on the Company's website (<https://amoeba-nature.com/investisseur/>).

The occurrence of any or all of these risks could have a negative impact on the Company's business, financial position, results, development or prospects. The risk factors presented in this document are the same today.

In addition, investors are advised to consider the following risks specific to this Global Offering:

- (i) the market price of the Company's shares may fluctuate and become lower than the subscription price of the shares issued under the Global Offering,
- (ii) the volatility and liquidity of the Company's shares may fluctuate significantly,
- (iii) sales of the Company's shares may take place on the market and have a negative impact on the market price of its shares, and
- (iv) the Company's shareholders could suffer potentially significant dilution as a result of any future capital increases necessary to provide the Company with additional financing.

Disclaimer

The Company states that, to the best of its knowledge, no potential investor is in possession of privileged information.

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The Global Offering is not subject to a prospectus requiring approval by the AMF.

About Amoéba:

Founded in 2010, Amoéba is a greentech company based in Chassieu (Lyon, France) whose ambition is to become a major player in the treatment of microbiological risk based on the patented use of amoebae in the plant protection and cosmetics sectors.

With know-how that is unique in the world and protected by numerous patents, Amoéba is currently the only company capable of exploiting the full potential of the *Willaertia* amoeba on an industrial scale and cultivating it in sufficient volumes to offer biological solutions that constitute a viable alternative to the chemical products widely used today. Amoéba is currently focusing on the global biocontrol market for plant protection and on the cosmetics market. As the marketing of plant protection products is subject to obtaining local regulatory authorisations, the Company has carried out the necessary regulatory procedures and filed registration dossiers in Europe and the United States. With regard to the active substance, it has already obtained approval in 2022 in the USA and a positive and definitive report from EFSA in Europe. Product approvals are expected in the coming months.

The cosmetic application does not require prior approval from a competent authority in Europe or the United States. The cosmetic ingredient is already registered on the INCI (International Nomenclature of Cosmetic Ingredients) list, paving the way for it to be marketed worldwide except in China, where local approval is required.

Amoéba is listed on Euronext Growth (ALMIB). The company is a member of the Bpifrance Excellence network and is eligible for the PEA-PME scheme. For more information, visit www.amoeba-nature.com.

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Disclaimer

This press release contains certain forward-looking statements concerning Amoéba which are based on its own assumptions and estimates and on information that is currently available to us. However, Amoéba gives no assurance that the estimates contained in such forward-looking statements will be verified, with these estimates subject to numerous risks, including the risks set forth in Amoéba's universal registration document filed with the French Financial Markets Authority (Autorité des Marchés Financiers) on April 17, 2025 under number D.25-0281 and available on the Amoéba website (www.amoeba-nature.com). The forward-looking statements contained in this press release are also subject to risks not yet known to Amoéba or not currently considered material by Amoéba. The occurrence of all or part of such risks could cause Amoéba's actual results, financial conditions, performance, or achievements to be materially different from such forward-looking statements.