



Press release

Tassin-la-Demi-Lune, France

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For immediate release

NFTY (Adthink) sets up a financing of €3M

Adthink ([ENXTPA:ALADM](#)), soon NFTY at the end of the next General Meeting to be held on January 11, 2022, announces its intention to set up with Alpha Blue Ocean (“Investor”), a redeemable bond loan for a maximum amount of €3,000,000 over 3 years, available in increments of €750,000.

This new innovative financing solution would be carried out on the basis of the 3rd resolution of the Extraordinary General Meeting called to meet on January 11, 2022.

For each tranche, Adthink would issue CB (interest free Convertible Bonds into depreciable shares) which would be subscribed at 95% of their nominal value.

The issue price of the new shares resulting from the conversion of the CB would be equal to the lowest average price weighted by the volumes of the Adthink share on Euronext Growth Paris during the fifteen trading sessions preceding their issue (no discount).

For each tranche, the Investor:

- limit the total nominal value of CB converted monthly to €100,000, and
- would be limited daily to selling the new shares thus issued up to a limit of 20% of the volumes traded.

In the context of the current market parameters, in particular those of the Adthink share and the specific innovative conditions of the CB, in particular those listed above, the execution of the envisaged transaction should not have a negative impact on the company's stock market price.

“This innovative financing solution will meet the specific needs of Adthink by aligning the interests of each party with those of existing shareholders. The net proceeds from the issue will be used for the general needs of the Group, the working capital required to accelerate our performance advertising activities as well as the technical and commercial development of our new NFT marketing services. I would like to thank Alpha Blue Ocean for their confidence in our projects”, declares Jonathan Métillon, CEO of Adthink.

An extract from the preliminary term sheet is provided in the annex to this press release.

About NFTY

NFTY is the brands NFT and blockchain marketing platform. With 20 years of digital marketing expertise and thousands of clients served, NFTY now supports clients in product innovation and development, digital advertising, influencer marketing and monetization in new decentralized universes.

The NFTY group is based in Lyon and has 32 employees at the end of June 2021. Its 2020 turnover amounts to 10.24 million euros. NFTY (Adthink) is listed on the Euronext Growth Paris market (ALADM - FR0010457531) and is eligible to the French PEA and PEA-PME.

Learn more at: nfty.inc et adthink.com/fr/investors

Follow us on: [linkedin.com/company/adthink/](https://www.linkedin.com/company/adthink/)

Listing Sponsor: Genesta, Hervé Guyot, Phone: +33 145-636-860, email: hguyot@genesta-finance.com

About Alpha Blue Ocean

Created in 2017 by Pierre Vannineuse, Hugo Pingray and Amaury Mamou-Mani, Alpha Blue Ocean is a young and dynamic family office whose vocation is to revolutionize the financial industry by offering alternative solutions in constant innovation.

Alpha Blue Ocean implements a direct, rational and efficient approach, offering financing solutions in line with the specific constraints of its clients. In other words flexible solutions for listed companies, also known as private placements or PIPE (Private Investment in Public Equity).

Available worldwide, Alpha Blue Ocean has, among others, supported in France: AB Science, DBT, Erytech, Eurasia, Europlasma, Neovacs, Pharnext, Safe Orthopedics or Voluntis.

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ANNEX

Extract from the preliminary term sheet¹

Company	Adthink
Incorporation	France
Market	Euronext Growth Paris
Investor	WGTO Securitization Fund (Luxembourg Registered Securitization Fund: B 124.207) or an Affiliate of WGTO
Investment Advisor	ABO Securities will act as agent and perform all administrative functions
Arranger	Investment Advisor
Term Sheet Expiration	20 Business Days
Renewable	The Agreement and its associated Total Commitment is renewable at the Company's option, under the same conditions on a yearly basis until the Long Stop Date
Long Stop Date	Three (3) years from the date of signing definitive documentation ("Signing")
Use of Proceeds	General Corporate Purpose – Unrestricted Use of Proceeds
Securities	Interest free Convertible Bonds into depreciable shares ("CB")
Total Commitment	Interest free Convertible Bonds into depreciable shares ("CB") program to purchase up to EUR 3'000'000 (Three Million Euros)
Execution	The Company may draw upon the program for the first time upon closing of the transaction and then periodically subject to (a) all previously issued Convertible Bonds being converted, <u>or</u> (b) the Cool Down Period having elapsed.
Tranches	Four (4) sequential tranches each of aggregate nominal amount EUR 750'000 (Seven Hundred Fifty Thousand Euros) in Convertible Bonds available for disbursement at the end of each relevant Cool Down Period. The Company will be able to draw up to a maximum of Four (4) tranches per request.
Investor Call	The Company covenants to drawdown up to a maximum of one (1) tranche on demand of the Investor.
Tenor	Twelve (12) months from Issuance
Coupon	None (0%)
Convertible Bonds Subscription	Ninety-five percent (95%) of the Par Value
Conversion	At any time upon delivery of a conversion notice, the Investor may request that the Convertible Bonds be converted into a certain number of freely tradable shares of the Company equal to the aggregate nominal value of the Convertible Bonds being converted divided by the applicable Conversion Price. The conversion of the Convertible Bonds into new or existing freely tradable shares of the Company is mandatory, at the latest at maturity of the Convertible Bonds.

¹ Translated from French.

Conversion Price shall be one-hundred percent (100%) of the lowest closing VWAP observed over the Pricing Period, without being able to be less than 75% of the average of the average weighted price of the last three (3) trading days preceding the issuance

General Offering Conditions

- (a) The Company has corporate shareholders' delegations in place with sufficient authorized capital or has arranged a shareholder meeting to satisfy the legal and regulatory requirements in connection with the transaction.
- (b) The issuance shall be made without preferential subscription rights of the existing shareholders or holders of securities granting access to the Company's capital.
- (c) The Definitive Agreement is governed by French Laws and Regulations.
- (d) The Investor may terminate the program if a material adverse effect has occurred.
- (e) The Investor covenants not to convert in excess of EUR 100'000 (One Hundred Thousand Euros) over a given month. It being specified that the Investor may decide to convert more over a given month should the closing share price trade above EUR 2.50.
- (f) The Investor may delay the subscription to a given tranche if the market capitalization of the Company is below EUR 5,000,000.
- (g) The Company shall pay a Commitment Fee equal to two percent (2%) of Total Commitment, in Convertible Bonds or in cash, upon the disbursement of each tranche.
- (h) The definitive agreement is subject to all required corporate authorizations by Adthink's corporate bodies.
- (i) The definitive terms and conditions of this program shall be agreed upon by all parties involved upon signing of the definitive contractual documentation.
- (j) The definitive agreement shall be in line with all requirements of the AMF and Euronext Paris.

Definitions

- (a) "Affiliate" shall mean a person or entity that directly or indirectly controls, is controlled by, or is under common control with, another person or entity. Examples of affiliates include executive officers, directors, large stockholders, subsidiaries, parent entities and sister companies.
- (b) "VWAP" as published by Bloomberg LP, is a trading benchmark calculated by dividing the total value traded (sum of price times trade size) by the total volume (sum of trade sizes), taking into account every qualifying transaction. Depending on the condition codes of the transaction and the condition codes included in the Bloomberg defined VWAP calculation, a transaction may or may not be deemed qualifying. Historical values may also be adjusted on receipt of qualifying delayed trades.
- (c) "Cool Down Period" shall mean a period of one hundred (100) trading days.
- (d) "Pricing Period" shall mean a period of fifteen (15) trading days immediately preceding the issuance of a conversion notice by the Investor.