Press release

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Amoéba announces the successful completion of its €9.7 million capital increase open to all shareholders

- **Capital increase with preferential subscription rights (PSRs) maintained successfully completed, raising gross proceeds of €9.7 million, including share premium (total demand of €10.1 million, representing a subscription rate of 104.3%);**
- **Issue of 32,294,779 new shares at a subscription price of €0.30 per share, each new share carrying one warrant;**
- **Renewed support from reference shareholder Nice & Green, which converted approximately €6.0 million of debt through set-off of receivables, resulting in a substantial reduction in financial debt and recurring savings in financing costs over the next three fiscal years;**
- **Settlement-delivery and admission to trading of the New Shares and Warrants on Euronext Growth Paris scheduled for October 29, 2026. The Warrants represent up to €9.7 million in potential additional financing through the end of 2028.**

- **€17.6 million of equity raised and €9.0 million reduction in gross debt achieved through the two most recent transactions;**
- **Funding requirements secured through September 30, 2027, ahead of the expected contribution from the monetization of the Willa™ cosmetics platform.**

Chassieu (France), 27 October 2026 – 8.00 pm – Amoéba (FR0011051598 - ALMIB), an industrial greentech company specialising in the development of natural microbiological solutions based on the patented use of amoebae, announces the results of its capital increase with preferential subscription rights ("PSRs") maintained, through the issuance of shares with warrants attached (the "ABSAs"), launched on October 2, 2026 (the "Capital Increase").

Following the subscription period, which closed on October 23, 2026, the Capital Increase resulted in the issuance of 32,294,779 new shares (the “New Shares”), each carrying one share subscription warrant (the “Warrants”), at a subscription price of €0.30 per share, representing aggregate gross proceeds of €9,688,433.70, including share premium. Subscriptions were paid up through cash

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contributions amounting to €3,702,095.40 and through the set-off of €5,986,338.30 of bondholder receivables held by Nice & Green, the Company's reference shareholder.

Including the €7.9 million of gross proceeds raised through the private placement completed with qualified investors in September 2026[1], Amoéba has secured aggregate gross proceeds of €17.6 million (including €7.6 million in cash), demonstrating investors' confidence in the Company's growth trajectory.

Nice & Green, Amoéba's reference shareholder, renewed its support for the Company by subscribing approximately €6.0 million to the transaction through the conversion of its bondholder receivable, increasing its ownership interest to 34.1% of the share capital. Combined with the €3.0 million debt conversion already completed as part of the September 2026 private placement**, Amoéba's bond debt owed to Nice & Green has been reduced to €3.0 million following the transaction (compared with €11.9 million as of June 30, 2026). The transaction is expected to reduce financing costs by approximately €0.5 million per year, representing total estimated savings of €1.5 million over the next three years.** All other terms of the financing remain unchanged, with repayment of the principal amount of the straight bonds still scheduled for September 2029.

The funds raised are expected to cover Amoéba's financing requirements through September 30, 2027. Beyond that date, the monetization of its Willa™ cosmetics asset is expected to provide the Company with sufficient financial resources to achieve financial self-sufficiency by 2029. Subject to the successful monetization of this asset, this financing is therefore expected to represent the Company's last recourse to the capital markets until then.

For reference, Amoéba is targeting revenue of approximately €40 million with a current operating margin exceeding 10% by that time. Thereafter, based on its business development plan, the Company aims to double its revenue to approximately €80 million by 2032 while nearly doubling its current operating margin as a percentage of revenue.

Jean-François DOUCET, CEO of Amoéba, commented: *"The successful completion of these two capital raisings marks a major milestone for Amoéba. I would like to sincerely thank all investors, both existing and new, who placed their trust in us through these two transactions, completed in a particularly demanding market environment, and especially Nice & Green, our reference shareholder, whose continued support also enables us to significantly reduce our debt burden.*
We now look to the future with confidence and strengthened financial resources. In biocontrol, we are ready to accelerate the execution of our commercial roadmap alongside our leading partners, while expanding the scope of application of our AXPERA technology to additional crops not currently covered by existing agreements. The first significant commercial volumes are expected during the 2027 season.
In cosmetics, we are steadily advancing discussions with several major industry players to maximize the value of our asset. The monetization of this asset should allow us to avoid any further recourse to the capital markets until we achieve financial self-sufficiency by 2029.
Amoéba is now a revenue-generating company fully focused on unlocking the value of its technologies and assets for the benefit of all its stakeholders."

[1] See the press release dated September 25, 2026.

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Results of the capital increase

Subscription demand

Total demand amounted to 33,680,048 ABSAs, representing a total subscription amount of €10,104,014.40, corresponding to a 104.29% subscription rate relative to the 32,294,779 ABSAs initially offered. Demand was allocated as follows:

- 15,848,541 ABSAs subscribed on an irreducible basis;
- 492,101 ABSAs subscribed on a reducible basis;
- 17,339,406 ABSAs subscribed on an unrestricted basis.

Allocation of the ABSAs

Subscriptions submitted on an irreducible and reducible basis were fully allocated.
Making use of the authorization provided under Article L.225-134 I-2° of the French Commercial Code, the Chief Executive Officer, acting pursuant to powers sub-delegated by the Board of Directors, **reduced the allocation of ABSAs subscribed on an unrestricted basis to 15,954,137 ABSAs**. This adjustment enabled the total number of ABSAs issued to be limited to the **32,294,779 ABSAs** offered as part of the Capital Increase.

Reminder regarding the use of proceeds

The net proceeds of the Capital Increase, prior to any potential exercise of the Warrants, will be used to fund the Company's ongoing operations, with approximately 30% allocated to commercial development initiatives and approximately 70% to working capital and general corporate purposes.

The €6.0 million portion of the Capital Increase subscribed through the set-off of receivables will result in an equivalent reduction in the Company's debt and generate corresponding savings in financing costs.

Based on the proceeds raised, the Company believes it has sufficient financial resources to fund its operations through September 30, 2027. Thereafter, the expected monetization of its cosmetics platform from 2027 onwards is intended to provide the funding required to support the Company until it reaches financial self-sufficiency.

Settlement and delivery and admission to trading

Settlement and delivery of the 32,294,779 ABSAs will take place on October 29, 2026.

The New Shares will carry current dividend rights (*jouissance courante*) and will be fully fungible with the Company's existing shares immediately upon issuance. They will be admitted to trading on Euronext Growth Paris on October 29, 2026, on the same trading line as the existing shares, under ISIN code FR0011051598 and the ticker ALMIB.

The Warrants will be detached from the New Shares upon issuance and admitted to trading on Euronext Growth Paris on October 29, 2026, under ISIN code FR001401BD07.

Two Warrants will entitle their holder to subscribe for one new ordinary share of the Company at an exercise price of €0.60 per share until and including December 31, 2028, subject to customary legal and contractual anti-dilution adjustments. Warrants not exercised by that date will automatically lapse and become null and void.

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The full exercise of all Warrants could result in the issuance of a maximum of 16,147,389 additional new shares, corresponding to a maximum nominal capital increase of €322,947 and maximum gross proceeds of €9,688,433, including share premium.

Following settlement and delivery of the transaction, the Company's share capital will amount to €2,583,582.34, divided into 129,179,117 ordinary shares with a par value of €0.02 each.

Next steps

October 29, 2026	Settlement and delivery of the transaction and completion of the Capital Increase Admission to trading of the new shares on Euronext Growth Paris Admission to trading of the Warrants on Euronext Growth Paris
December 31,2028	End of the Warrant exercise period

Impact of the capital increase

Impact on share capital and voting rights

To the best of the Company's knowledge, the breakdown of share capital and voting rights prior to the Capital Increase was as follows:

Shareholders	Number of shares & voting rights	% of share capital and voting rights
NICE & GREEN	24,126,197	24.90%
Free float[2]	72,724,775	75.06%
Treasury	33,366	0.03%
TOTAL	**96,884,338**	**100.00%**

Following settlement and delivery of the Capital Increase and prior to any exercise of the Warrants, the Company's share capital and voting rights will be allocated as follows:

Shareholders	Number of shares & voting rights	% of share capital and voting rights
NICE & GREEN	44,080,658	34.12%
Free float	85,065,093	65.85%
Treasury	33,366	0.03%
TOTAL	**129,179,117**	**100.00%**

[2] Including Koppert.

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Following the full exercise of all Warrants, the Company's share capital and voting rights would be allocated as follows (assuming that the Warrants are exercised by their initial subscribers):

Shareholders	Number of shares & voting rights	% of share capital and voting rights
NICE & GREEN	54,057,888	37.20%
Free float	91,235,252	62.78%
Treasury	33,366	0.02%
TOTAL	**145,326,506**	**100.00 %**

Impact on shareholders' equity per share

For illustrative purposes, the impact of the issuance of the New Shares and the exercise of the Warrants on shareholders' equity per share (based on the Company's consolidated shareholders' equity as of June 30, 2026, unaudited, adjusted for the proceeds of the private placement completed in September 2026, and the number of shares outstanding as of that date) is as follows:

	Undiluted basis	Diluted basis**
Before the issuance of the new shares resulting from the capital increase	**0.0202**	**0.0199**
After the issuance of 32,294,779 new shares resulting from the capital increase	**0.0902**	**0.0892**
After the issuance of 32,294,779 new shares pursuant to the Capital Increase and 16,147,389 additional new shares following the full exercise of the Warrants	**0.1468**	**0.1455**

* Based on consolidated shareholders' equity of €1.96 million as of June 30, 2026, including the funds raised through the private placement completed in September 2026, and assuming the transaction is carried out before transaction costs.
** There are currently 1,339,000 free shares outstanding.

Impact on shareholders' interests

For illustrative purposes, the impact of the Capital Increase on the shareholding interest of a shareholder holding 1% of the Company's share capital prior to the transaction and not participating in the Capital Increase (calculations based on the number of shares comprising the Company's share capital as of the launch date of the transaction) would be as follows:

Shareholder's interest (%)		
	Undiluted basis	Diluted basis**
Before the issuance of the New Shares resulting from the capital increase	**1,00%**	**0,99%**
After the issuance of 32,294,779 new shares resulting from the capital increase	**0,75%**	**0,74%**
After the issuance of 32,294,779 new shares pursuant to the Capital Increase and 16,147,389 additional new shares following the full exercise of the Warrants	**0,67%**	**0,66%**

** : There are currently 1,339,000 free shares outstanding.

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Legal framework of the transaction

The Capital Increase was decided on September 30, 2026 by the Company's Board of Directors, acting pursuant to the authority delegated to it by the Combined General Meeting of Shareholders held on April 3, 2026 under its 13th resolution, in accordance with Articles L.225-129-2, L.225-132 and L.228-91 et seq. of the French Commercial Code.

The completion of the Capital Increase will be recorded on October 29, 2026, on the basis of the custodian's certificate issued by UPTEVIA, acting as centralizing agent, and, with respect to subscriptions paid through the set-off of receivables, on the basis of the statutory auditors' certificate serving in lieu of the custodian's certificate in accordance with Article L.225-146 of the French Commercial Code.

Public information

Pursuant to Article 1er, paragraph 4, subparagraph (d bis) of Regulation (EU) 2017/1129 of the European Parliament and of the Council dated June 14, 2017, as amended (the "Prospectus Regulation"), the offering did not require the preparation of a prospectus subject to the approval of the French Financial Markets Authority (the "AMF").

An information document prepared in accordance with Annex IX of the Prospectus Regulation was filed with the AMF and published on October 2, 2026. This document has neither been reviewed nor approved by the AMF. It is available free of charge on the Company's website at: https://amoeba-nature.com/investisseur/information-financiere/.

A notice to shareholders relating to the Capital Increase was published in the French Bulletin of Mandatory Legal Notices (BALO) on October 2, 2026. The results of the Capital Increase are the subject of a Euronext notice published today.

Risk factors

Risk Factors Relating to the Issuer

Investors are invited to carefully consider the risk factors relating to the Company and its business described in the 2025 Universal Registration Document filed with the AMF on March 18, 2026 under number D.26-0108, and in the information document prepared in accordance with Annex IX of the Prospectus Regulation and published on October 2, 2026, both of which are available free of charge on the Company's website at: https://amoeba-nature.com/investisseur/information-financiere/.

Risk Factors Relating to the Securities Issued

In addition to the risk factors specific to the Issuer, shareholders and holders of Warrants are invited to consider the following risk factors relating to the securities being issued:

- The market price of the Company's shares may fluctuate and could fall below the subscription price of shares issued upon exercise of preferential subscription rights;
- Sales of the Company's shares or preferential subscription rights could adversely affect the market price of the shares or of the preferential subscription rights;
- The Warrants will only have intrinsic value if the Company's share price exceeds their exercise price of €0.60 per share; they will expire automatically if not exercised by December 31, 2028;

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liquidity in the market for the Warrants cannot be guaranteed; and the exercise of the Warrants will result in additional dilution for shareholders who do not hold them.

Transaction Advisors

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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 management of microbiological risk through the patented use of amoebae in the plant protection and cosmetics sectors.

With expertise that is unique in the world and protected by numerous patents, Amoéba is currently the only company authorised to utilise the Willaertia amoeba on an industrial scale for biocontrol and cosmetic applications. To the Company's knowledge, it is also the only firm capable of producing this amoeba on an industrial scale in volumes suitable for commercial applications, thereby offering a viable alternative to the chemical products widely used today.

Amoéba is currently focusing on the global biocontrol market for plant protection and the cosmetics market. As the marketing of plant protection products is subject to obtaining local regulatory authorisations, the Company has undertaken the necessary regulatory procedures and submitted registration applications in Europe and the United States. As regards the active substance, it had already obtained approval in the US in 2022 and a positive, final opinion from EFSA in Europe. Registration of the AXPERA product was granted in 2025 for the United States and in 2026 in France, followed by other targeted European countries.

As for the cosmetic application, this does not require prior approval from a competent authority in Europe or the United States. The cosmetic ingredient is already listed on the INCI (International Nomenclature of Cosmetic Ingredients) list, paving the way for its global marketing, except in China where local approval is required.

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

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This press release does not contain, nor does it constitute, an invitation, an encouragement or an inducement to invest.

*This press release constitutes a promotional communication and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the **'Prospectus** Regulation').*

With regard to the Member States of the European Economic Area (other than France) (the 'Relevant States'), no action has been taken and will not be taken to enable a public offer of securities that would require the publication of a prospectus in any Relevant State. Consequently, the securities may not be, and will not be, offered in any of the Relevant States, except in accordance with the exemptions provided for in Article 1 (4) of the Prospectus Regulation or in other cases where the Company is not required to publish a prospectus pursuant to Article 3(2) of the Prospectus Regulation and/or the applicable regulations in those Relevant States.

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