

Press release

Amoéba announces the success of its capital increase of 14 M€ 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 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), Canada, Australia, Japan, South Africa or any other country in violation of the laws in force in the relevant jurisdiction.

Chassieu (France), 23 July 2025 – 8:00 a.m. Amoéba (FR0011051598 - ALMIB), an industrial greentech specialized in the development of natural microbiological solutions based on the patented use of amoebae, announces the success of its capital increase to support its industrial and commercial rollout.

The Company has therefore raised a gross amount of €14 million, including €9 million in cash contributed by institutional and individual investors, and €5 million by offsetting receivables.

On this occasion, Benoit VILLERS, Chairman of the Board of Directors of Amoéba, said: *"I would like to express my sincere thanks to the investors who have placed their trust in us and to our partners who have contributed to the success of this operation. We now have sufficient financial resources to support our industrial and commercial growth and create value for our shareholders based on our unique expertise, which is increasingly recognised by the leading names in the biocontrol and cosmetics industries."*

Terms and conditions of the Operation

Total demand amounted to €14.5 million, with 89% coming from institutional investors (including the guarantors of the transaction) and 11% from individual investors via the PrimaryBid platform.

In accordance with their commitments, Nice & Green has subscribed for €8 million, including €3 million in cash and €5 million in debt offset, and Koppert has subscribed for €0.8 million.

The Operation, for a total amount of €13,999,999.11 including issue premium, was carried out through the issue, without preferential subscription rights and without priority period, of 17,273,287 new ordinary shares through two separate but simultaneous offers:

- Through an accelerated bookbuilding private placement (ABB) with institutional investors in France and Europe, managed by the Global Coordinator and Bookrunner, as well as by

offsetting receivables, for up to 15,70,121 shares including the underwriters of the transaction, and

- Through a public offering to individual investors in France via the PrimaryBid platform, for a total of 2,003,166 shares. The price per new share for all offers is equal to €0.8105, corresponding to a discount of 20% compared to the average share price of the Company weighted by the volumes of the last five (5) trading days preceding 22 July 2025, which stood at €1.0131.

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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 scheduled for 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 code FR0011051598.

Impact of the Operation on the shareholding structure

Distribution of capital and voting rights prior to the launch of the capital increase:

Shareholders	Number of shares	% of capital	Number of voting rights	% of voting rights
Nice & Green	8,318,734	16.11%	8,318,734	16.12%
Management	2,082,245	4.03%	2,082,245	4.03%
Floating	41,211,618	79.80%	41,211,618	79.85%
Self holding of shares	33,366	0.05%		
Total	51,645,963	100%	51,612,597	100%

Distribution of capital and voting rights after the capital increase:

Shareholders	Number of shares	% of capital	Number of voting rights	% of voting rights
Nice & Green	18,245,110	26.47%	18,245,110	26.49%
Management	2,082,245	3.02%	2,082,245	3.02%
Koppert	987,045	1.43%	987,045	1.43%
Floating	47,571,484	69.02%	47,571,484	69.06%
Self holding of shares	33,366	0.05%	-	-
Total	68,919,250	100%	68,885,884	100%

Guarantee commitments

It is specified that the guarantee commitments totalling €5.6 million that had been signed by certain investors (the "Guarantors") have been partially exercised up to 90% of their commitment. In consideration for their guarantee commitments, the guarantors received remuneration corresponding to 10% of the amount of their subscription commitment as a guarantee.

Guarantor	Allocation EUR	Stock allocation
Friedland	449,067.25 €	554,062
Gestys	179,627.06 €	221,625
Giga	44,907.37 €	55,407
Hamilton Stuart	89,813.94 €	110,813
Maitice Gestion	449,067.25 €	554,062
Sully Patrimoine	134,720.50 €	166,219
TreeCap BV	538,880.38 €	664,874
Vatel	898,133.69 €	1,108,123
Nice & Green	2,245,328.15 €	2,770,300

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 prior to the transaction and 26% after the transaction, and which has chosen to recommit itself with a lock-up agreement covering its entire stake for 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.

As part of the PrimaryBid Offer, investors were able to subscribe via 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 *Willarta* 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.