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Press Release

Regulated information

Biotalys announces Closing of Private Placement

Information on the total number of voting rights and shares

Ghent, BELGIUM – 16 October 2024, 18:00 CEST – Biotalys NV ([Euronext Brussel : BTLS](#)) (the “Company” or “Biotalys”), an Agricultural Technology (AgTech) company developing protein-based biocontrol solutions for sustainable crop protection, today announced the closing of its previously announced private placement of 5,300,352 new shares (being approximately 16.5% of the Company’s shares outstanding prior to the transaction) at an issue price of EUR 2.83 per share representing a discount of 10% compared to the volume weighted average price of the Company’s share on Euronext Brussels during the period of 30 days from (and including) 11 September 2024 till (and including) 10 October 2024.

The new shares are listed on Euronext Brussels since 16 October 2024. These new shares have the same rights and benefits as, and rank *pari passu* in all respects with, the existing and outstanding shares of Biotalys at the moment of their issuance.

KBC Securities NV, Belfius Bank NV/SA in cooperation with Kepler Cheuvreux SA, and Coöperatieve Rabobank U.A. acted as Joint Global Coordinators of the private placement.

Information on the total number of voting rights and shares

In view hereof, and in accordance with article 15 of the Belgian Act of 2 May 2007 on the disclosure of major shareholdings (the “**Belgian Act**”), that the outstanding share capital and outstanding voting securities of the Company can be summarised as follows:

- Share capital: EUR 5,538,755.50 EUR
- Total number of securities carrying voting rights: 37,457,562 (all ordinary shares)
- Total number of voting rights (= denominator): 37,457,562 (all relating to ordinary shares)
- Number of rights to subscribe for securities carrying voting rights not yet issued:
 - 1,989,400 “ESOP Warrants”, entitling their holders to subscribe for a total number of 1,989,400 profit certificates which will, if and when issued, automatically convert into a total number of maximum 994,698 securities carrying voting rights (all ordinary shares)
 - 1,013,352 “ESOP IV Warrants”, entitling their holders to subscribe for a total number of maximum 1,013,352 securities carrying voting rights (all ordinary shares).
 - 84.746 “ESOP V Warrants”, entitling their holders to subscribe for a total number of maximum 84.746 securities carrying voting rights (all ordinary shares).
 - 23,926 share units, awarded in aggregate to the independent directors of the Company in the framework of its remuneration policy. Each share unit contains the obligation – subject to vesting of all share units – to subscribe to one new share of the Company at an



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issue price of one EUR per share-unit. Cash settlement is possible. The conditions of the share units are described in the remuneration policy of the Company.

- The Company has no outstanding convertible bonds or non-voting shares.

Pursuant to the Belgian Act, a notification to the Company and the Belgian Financial Services and Markets Authority (FSMA) is required by all natural and legal persons in each case where the percentage of voting rights attached to the securities held by such persons in the Company reaches, exceeds or falls below the threshold of 5%, 10%, and every subsequent multiple of 5%, of the total number of voting rights in the Company.

About Biotalys

Biotalys is an Agricultural Technology (AgTech) company developing protein-based biocontrol solutions for the protection of crops and aiming to provide alternatives to conventional chemical pesticides for a more sustainable and safer food supply. Based on its novel AGROBODY™ technology platform, Biotalys is developing a strong and diverse pipeline of effective product candidates with a favorable safety profile that aim to address key crop pests and diseases across the whole value chain, from soil to plate. Biotalys was founded in 2013 as a spin-off from the VIB (Flanders Institute for Biotechnology) and has been listed on Euronext Brussels since July 2021. The company is based in the biotech cluster in Ghent, Belgium. More information can be found on www.biotalys.com.



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Important notices

This announcement is for informational purposes only and is directed only at persons who are located outside the United States. This announcement does not constitute an offer to sell or the solicitation of an offer to buy shares or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful. The shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state of the United States or any other jurisdiction, and may not be offered or sold within the United States, or to, or for the account or benefit of, U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws. Accordingly, the shares are being offered and sold (i) in the United States only to qualified institutional buyers in



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accordance with Rule 144A under the U.S. Securities Act and (ii) in “offshore transactions” to non-U.S. persons outside the United States in accordance with Regulation S under the U.S. Securities Act. There is no assurance that the offering will be completed or, if completed, as to the terms on which it will be completed.

This announcement has been prepared on the basis that any offer of the shares in any Member State of the European Economic Area (the “EEA”) is or will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the shares. The expression “Prospectus Regulation” means Regulation (EU) 2017/1129 (as amended or superseded) any implementing measure in each relevant Member State of the EEA.

This announcement is only addressed to and directed at persons in Member States of the EEA who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation, or such other investors as shall not constitute an offer to the public within the meaning of Article 3.1 of the Prospectus Regulation.

The offer, sale and admission to trading of the shares will be made pursuant to an exception under the Prospectus Regulation from the requirement to produce a prospectus for offers or admissions to trading of securities. This press release does not constitute a prospectus within the meaning of the Prospectus Regulation or an offer to the public.

The distribution of this press release into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such jurisdiction.

Biotallys, its business, prospects and financial position remain exposed and subject to risks and uncertainties. A description of and reference to these risks and uncertainties can be found in the [annual report](#) on the consolidated annual accounts published on the [company’s website](#).

This announcement contains statements which are “forward-looking statements” or could be considered as such. These forward-looking statements can be identified by the use of forward-looking terminology, including the words ‘aim’, ‘believe’, ‘estimate’, ‘anticipate’, ‘expect’, ‘intend’, ‘may’, ‘will’, ‘plan’, ‘continue’, ‘ongoing’, ‘possible’, ‘predict’, ‘plans’, ‘target’, ‘seek’, ‘would’ or ‘should’, and contain statements made by the company regarding the intended results of its strategy. By their nature, forward-looking statements involve risks and uncertainties and readers are warned that none of these forward-looking statements offers any guarantee of future performance. Biotallys’ actual results may differ materially from those predicted by the forward-looking statements. Biotallys makes no undertaking whatsoever to publish updates or adjustments to these forward-looking statements, unless required to do so by law.