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Press Release

Regulated information

Biotaly's Announces Closing of Private Placement

Information on the total number of voting rights and shares

Ghent, BELGIUM – 20 May 2026, 18:00 CEST – Biotaly's NV ([Euronext Brussel : BTLS](#)) (the “Company” or “Biotaly's”), today announced the closing of its previously announced private placement of 7,875,811 new shares (being approximately 20.96% of the Company’s shares outstanding prior to the transaction) at an issue price of EUR 1.53 per share.

The new shares will be listed on Euronext Brussels on 22 May 2026. These new shares have the same rights and benefits as, and rank pari passu in all respects with, the existing and outstanding shares of Biotaly's at the moment of their issuance.

Investors participating in the private placement are current shareholders, including Ackermans & van Haaren NV, Agri Investment Fund BV, ASR Vermogensbeheer NV, Federale Participatie- en Investeringsmaatschappij NV, GIMV NV, PMV NV, Sofinnova Industrial Biotech I, and the Flemish Institute for Biotechnology VIB.

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”), the outstanding share capital and outstanding voting securities of the Company can be summarised as follows:

- Share capital: EUR 6,719,757.41
- Total number of securities carrying voting rights: 45,444,456 (all ordinary shares)
- Total number of voting rights (= denominator): 45,444,456 (all relating to ordinary shares)
- Number of rights to subscribe for securities carrying voting rights not yet issued:
 - 1,779,400 “ESOP Warrants”, entitling their holders to subscribe for a total number of 1,779,400 profit certificates which will, if and when issued, automatically convert into a total number of maximum 889,700 securities carrying voting rights (all ordinary shares).
 - 900,737 “ESOP Warrants”, entitling their holders to subscribe for a total number of maximum 900,737 securities carrying voting rights (all ordinary shares).
 - 26,077 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



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Company at an 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 precision biocontrol solutions based on proteins for the protection of crops in both the pre- and post-harvest markets. The company provides novel solutions that bridge the efficacy and scale of chemistry with the environmental advantages of biological solutions. 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 is listed on Euronext Brussels. 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 Notice

Biotalys, 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', "have the potential", 'may', 'will', 'plan', 'continue', 'ongoing', 'possible', 'predict', 'plans', 'target', 'seek', 'would'



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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. Biotalys' actual results may differ materially from those predicted by the forward-looking statements. Biotalys makes no undertaking whatsoever to publish updates or adjustments to these forward-looking statements, unless required to do so by law.

The offer, sale and admission to trading of the shares is made pursuant to an exception under the Regulation (EU) 2017/1129 (as amended or superseded) (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.

This announcement is for informational purposes only and is directed only at non-U.S. persons who are located outside the United States. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the securities laws of any state of the United States or any other jurisdiction and the securities referred to herein may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws. No public offering of any securities referred to herein is being made in the United States.

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Additional information

The following information is provided pursuant to Article 7:97 of the Belgian Companies and Associations Code ("BCCA"). The new shares were offered pursuant to a private investment which closed on 20 May 2026 by means of a capital increase of the Company by way of contribution in cash under the authorised capital for an amount of EUR 12,050,000 (including issue premium) through the issuance of 7,875,811 new shares with cancellation of the statutory preferential right of the existing shareholders of the Company in favour of certain specified persons who are not members of the Company's personnel (the "Capital Increase").



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In this context, the board of directors of the Company (the "Board") applied the related parties procedure of article 7:97 BCCA in view of the fact that Agri Investment Fund BV is one of the investors participating in the private placement and is also a director of the Company. Within the context of the aforementioned procedure, prior to resolving on the private placement, a committee of independent directors of the Company (the "Committee") issued an advice to the Board in which the Committee assessed the Capital Increase. In its advice to the Board, the Committee concluded the following: "Based on the information provided and the considerations set out above, including those related to the financial situation the Company is confronted with, the Committee considers that the proposed Capital Increase is in line with the strategy pursued by the Company, will be done on market terms, and is unlikely to lead to disadvantages for the Company and its shareholders (in terms of dilution) that are not sufficiently compensated by the advantages that the Capital Increase offers the Company and other elements in the Company's policy, or would be manifestly unlawful." The Board approved the private placement and did not deviate from the Committee's advice. The Company's statutory auditor's assessment of the Committee's advice and the minutes of the meeting of the Board, is as follows: "Based on our review, nothing has come to our attention that causes us to believe that the financial and accounting information included in the report of the ad hoc committee of independent directors dated 19 May 2026 and in the minutes of the meeting of the board of directors dated 5 May 2026, justifying the proposed transaction, are not accurate and sufficient in all material respects compared to the information available to us in the context of our mission. Our mission has been conducted solely within the framework of the provisions of article 7:97 of the Code of companies and associations and our report may therefore not be used in any other context."