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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 – 12 June 2023, 18:00 CEST – Biotalys NV** ([Euronext Brussel : BTLS](#)) (the “Company” or “Biotalys”), an Agricultural Technology (AgTech) company developing protein-based biocontrol solutions for crop and food protection, today announced the closing of its previously announced private placement of 1,135,257 new shares (being approximately 3.67% of the Company’s shares outstanding prior to the transaction) at an issue price of EUR 6.166 per share. The proceeds of the private placement were EUR 7 million.

The new shares will be listed on Euronext Brussels on 15 June 2023. These new shares will 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.

### **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 46,198,455.95
- Total number of securities carrying voting rights: 32,094,711 (all ordinary shares)
- Total number of voting rights (= denominator): 32,094,711 (all relating to ordinary shares)
- Number of rights to subscribe for securities carrying voting rights not yet issued:
  - 2,162,109 “ESOP Warrants”, entitling their holders to subscribe for a total number of 2,162,109 profit certificates which will, if and when issued, automatically convert into a total number of maximum 1,081,052 securities carrying voting rights (all ordinary shares)
  - 866,390 “ESOP IV Warrants”, entitling their holders to subscribe for a total number of maximum 866.390 securities carrying voting rights (all ordinary shares).
  - 13,786 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 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.

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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 Biotallys**

Biotallys is an Agricultural Technology (AgTech) company protecting crops and food with proprietary protein-based biocontrol solutions and aiming to provide alternatives to conventional chemical pesticides for a more sustainable and safer food supply. Based on its novel AGROBODY™ technology platform, Biotallys 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. Biotallys 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.biotallys.com](http://www.biotallys.com).



### **For further information, please contact:**

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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 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.

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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.

This announcement has been prepared on the basis that any offer of the shares in the UK is or will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish an Offering Circular for offers of the shares. The expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129, as it forms part of domestic law by virtue of the European Union (Withdrawal) Act (“EUWA”).

This announcement is only being distributed to and is only directed at (i) persons who are outside the United Kingdom, (ii) persons who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”), (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, or (iv) any persons to whom an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (as amended)) in connection with the issue or sale of any shares may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The investments to which this announcement relates are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

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.

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