

*Not for direct distribution in the United States, Canada, Australia or Japan.  
This offer does not give rise to the preparation of a prospectus subject to the approval of the  
Autorité des Marchés Financiers (AMF).*

*In this press release, the expressions "CBI", the "Company" or the "Issuer" refer to Crypto Blockchain Industries. The "Group" refers to the group of companies consisting of the Company and all the companies included in its scope of consolidation.*



**PRESS RELEASE**

Paris, France, 19 February 2024 at 8.00 am CET

## Issue and free allocation of share warrants to all Company shareholders

- CBI wishes to involve its shareholders in the development of AlphaVerse, and in particular in the digital worlds dedicated to football and developed by CBI under official licences signed with leading clubs. These worlds replicate cities and stadiums, offer numerous mini-games, experiences and advantages in real life (shirts, tickets, etc.) and are based on a Free-to-Play model with revenue sharing for the benefit of CBI. They operate with the \$FAV token, created by CBI and listed on PancakeSwap and Chiliz.
- To this end, CBI is announcing a free allocation of share warrants ("BSA") to all the company's shareholders.
- Capital dilution is limited to 4% in total (2% per tranche of warrants).
- Two types of share warrants will be allocated free of charge to all shareholders:
  - BSA A: 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.40. The subscription period will be open from 13 March 2024 to 30 June 2024 (inclusive).
  - BSA B: 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.60. The subscription period will be open from 13 March 2024 to 31 March 2025 (inclusive).
  - The A share warrants and the B share warrants are not fungible, and the shareholder cannot combine the use of the A share warrants with the B share warrants.

Crypto Blockchain Industries (CBI, Euronext Growth Paris: FR0014007LWO - ALCBI) is a French company that develops, operates and invests in video games, professional applications and selective projects related to blockchain, Non-Fungible Tokens ("NFTs") and crypto-currencies. CBI is developing

AlphaVerse, an open and connected virtual universe which today brings together a number of worlds in the fields of music, video games, digital arts and charities, and which is now being extended to the world of football.

CBI is launching an operation for the free allocation to all CBI shareholders of Class A share subscription warrants ("BSA A") and Class B share subscription warrants ("BSA B"), the BSA A and BSA B being collectively referred to as the "BSA".

The characteristics of the two types of warrants are as follows:

- **BSA A:** 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.40. The subscription period will be open from 13 March 2024 to 30 June 2024 (inclusive).
- **BSA B:** 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.60. The subscription period will be open from 13 March 2024 to 31 March 2025 (inclusive).

The A share warrants and the B share warrants are not fungible; the shareholder cannot combine the use of the A share warrants with the B share warrants.

**Frédéric Chesnais, Chairman, CEO and Founder of CBI, said:** *"We are delighted to announce the allocation of free share warrants to all of the company's shareholders. This initiative aims to strengthen the engagement and association of our shareholders with the dynamic development of AlphaVerse and Football at AlphaVerse (FAV), our artificial intelligence-powered virtual world dedicated to the world of football, which marks our commitment to creating high-impact, immersive experiences in sport. In addition, this transaction will increase the company's free float, broadening our shareholder base and enhancing market liquidity, demonstrating our confidence in the long-term growth potential and our commitment to delivering compelling experiences for both our partners and our users."*

**This operation will enable :**

- **To involve its shareholders more closely in the development of AlphaVerse**, particularly in the world of digital worlds dedicated to football, which CBI is developing on behalf of leading clubs. Operated by CBI under licences granted by the clubs with revenue sharing, these worlds are based on a Free-to-Play model. Each world reproduces the club's stadium in 3D at the heart of a digital world dedicated to the club and packed with experiences and mini-games;
- **Seize opportunities to develop new games in partnership** with external studios and/or make targeted acquisitions of blockchain companies or companies with the potential to develop in this area;
- **Increase the company's free float, thereby broadening the shareholder base.**

## **RISK FACTORS**

The main risk factors relating to the issue are set out below:

- the BSA market may offer only limited liquidity and be subject to high volatility;
- shareholders who do not use their warrants will see their stake in the Company's share capital diluted. For information purposes and on a non-diluted basis, after completion of this capital increase for 100%, the shareholding of a shareholder holding 1.00% of the Company's share capital prior to the capital increase and not subscribing to it would be 0.88% and 0.83% if all the warrants issued were exercised. Details of the dilutive effects of this operation are

presented in the section of this press release entitled "Impact of the issue on the situation of the shareholder (for non-subscribing shareholders)";

- the market price of the Company's shares could fluctuate and fall below the exercise price of the warrants.
- the volatility and liquidity of the Company's shares could fluctuate significantly;
- in the event of a fall in the market price of the Company's shares, the warrants could lose their value.

Investors are also invited to consider the risk factors described in the Half-Yearly Financial Report 2023-2024 (for the year ended 30 September 2023). The risk factors are listed on page 12 of the management report and half-yearly financial statements for the year ended 30 September 2023, which can be accessed at the following address

<https://cbicorp.io/wp-content/uploads/2023/12/Rapport-consolide-final-EN-avec-annexe.pdf>

## **CHARACTERISTICS AND TERMS OF THE ISSUANCE AND GRANT OF FREE SUBSCRIPTION WARRANTS ("BSAs")**

**Beneficiaries of the BSAs** - Ker ventures has waived the allocation of BSAs on 34 CBI shares in order to have a number of BSAs globally divisible by 50. The warrants will be issued and allocated free of charge to the Company's shareholders:

- At the rate of one (1) BSA A per share held, corresponding to a maximum of 250,705,900 BSA A ;
- At the rate of one (1) BSA B per share held, corresponding to a maximum of 250,705,900 BSA B.

The BSAs will be issued and allocated free of charge to the Company's shareholders on record at 4 March 2024 at the close of trading on 5 March 2024 (record allocation date).

**Suspension of the exercise of the warrants issued on 1 February 2023 and expiring on 31 March 2024** - The exercise of the warrants issued on 1 February 2023 is suspended from 5 March 2024 until 15 March 2024.

**Form of the warrants** - The warrants will be registered or bearer shares, at the shareholder's option.

**BSA subscription price** - The BSA will be allocated free of charge to all shareholders on the basis of one (1) BSA per share held.

**Exercise parity and exercise price of the BSAs** - Two types of BSAs will be available:

- **BSA A:** 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.40.
- **BSA B:** 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.60.

**Exercise period for the warrants** - Each holder of warrants may exercise 100% of the warrants it holds.

**For A warrants:** The subscription period will be open from 13 March 2024 to 30 June 2024 (inclusive).

**For BSAs:** The subscription period will be open from 13 March 2024 to 31 March 2025 (inclusive).

**Payment for new shares subscribed on exercise of the BSAs and dividend entitlement date** - The new shares will be ordinary shares of the Company, of the same class as the existing shares. The new shares subscribed on exercise of the A and B warrants must be fully paid up at the time of subscription. They will be subject to all the provisions of the Company's Articles of Association and will carry dividend rights as from the first day of the financial year during which the said shares were subscribed. The new shares will therefore be freely negotiable.

Funds from cash subscriptions will be received in an account opened in the name of the Company by Financière UZES.

The new shares will be issued and paid up as and when subscription requests are made by the warrant holder(s) during the Exercise Period, depending on the category of the warrants.

**Lapsed of the BSAs** - BSAs that have not been exercised :

- The A share warrants will lose all value at the close of trading on 30 June 2024 at the latest and will automatically lapse.
- For the B share warrants, at the latest on 31 March 2025, at the close of trading, they will lose all value and will automatically lapse.

**Listing of the warrants** - Application will be made for the warrants A to be listed on Euronext Growth Paris under ISIN code FR001400O416 and the warrants B to be listed on Euronext Growth Paris under ISIN code FR001400O408.

**Exercise procedure** - To exercise their warrants, holders must apply to Financière Uzès either directly or via an authorised financial intermediary of their choice.

The subscription price of the new shares must be fully paid up at the time of exercise of the warrants in cash, including, where applicable, by offsetting against certain, liquid and due claims on the Company under the conditions provided for by law.

In the event that a warrant holder does not have a sufficient number of warrants to subscribe for a whole number of shares in the Company, he will have to acquire on the market the number of warrants required to subscribe for such a whole number of shares in the Company. Fractional Warrants may be sold on the market during their listing period but will not entitle their holders to compensation from the Company.

**Suspension of the exercise of the BSAs** - In the event of the issue of new equity securities or new securities giving access to the Company's capital, as well as in the event of a merger or demerger, the Board of Directors, in accordance with the provisions of Article L. 225-149-1 of the French Commercial Code, the Board of Directors reserves the right to suspend the exercise of the BSAs for a period that may not exceed three (3) months, this option not under any circumstances causing the holders of BSAs to lose their rights to subscribe for new shares in the Company. In this case, a notice will be published in the Bulletin des Annonces Légales Obligatoires (BALO) at least fifteen days before the effective date of the suspension to inform the holders of the BSAs of the date on which the exercise of the BSAs will be suspended and the date on which it will resume. Euronext Paris will also notify holders of this information.

**Maintenance of the rights of the holders of the warrants** - As from the issue of the warrants and for as long as any warrants remain valid, the rights of the holders of the warrants will be maintained under the conditions provided for by the law and regulations in force, in particular Articles L. 228-98 et seq. of the French Commercial Code.

In the event of a reduction in the Company's capital due to losses, the protection of holders of warrants will be ensured in accordance with the provisions of Article L.228-98 of the French Commercial Code and its implementing provisions.

In the event of a capital reduction not motivated by losses (i) by way of a reduction in the nominal value of the shares, the subscription price of the new shares will be reduced accordingly, and (ii) by way of a reduction in the number of shares, the holders of warrants, if they exercise their warrants, will be able to request the repurchase of their new shares under the same conditions as if they had been shareholders at the time of the repurchase by the Company of its own shares.

In the event of a merger or demerger of the Company which would otherwise be authorised, the protection of holders of warrants will be ensured in accordance with the provisions of Article L.228-101 of the French Commercial Code and its implementing provisions.

In the event of a distribution by the Company of reserves or share premiums, in cash or in kind, or in the event of a change in the distribution of the Company's profits by the creation of preference shares resulting in an immediate or future dilution of the holders of BSAs, the protection of the holders of BSAs will be ensured in accordance solely with the provisions of Article L.228-99 of the French Commercial Code, and its implementing provisions.

In the event of an issue of securities giving access by any means to the Company's capital which would result in an immediate or future dilution of the rights of holders of warrants and in respect of which shareholders retain their preferential subscription rights, the maintenance of the rights of holders of warrants will be ensured solely in accordance with the provisions of Article L.228-99 of the French Commercial Code, and its implementing provisions.

It must also inform the holders of the warrants of the completion of the said transactions, as well as of the protective measures that it has decided to put in place in their favour.

As provided for in Article L. 228-98 of the French Commercial Code, the company is authorised to change its form or purpose without the prior authorisation of the BSA holders. It may also, in accordance with the same provisions, modify the rules for the distribution of its profits, amortise its capital or issue preference shares without the prior authorisation of the BSA holders, subject to taking the necessary steps to maintain the rights of the BSA holders under the conditions defined herein so that the planned modifications do not adversely affect the rights of the BSA holders.

**Masses of BSA holders** - The BSA holders will be grouped together in a mass enjoying legal personality in accordance with the provisions of Article L.228-103 of the French Commercial Code.

**Settlement of fractional shares** - Any holder of warrants exercising his rights under the warrants may subscribe for a number of new shares in the Company calculated by applying the exercise parities in force to the number of warrants.

If the BSA holder exercising his BSAs is entitled to a number of new shares with a fractional entitlement, he shall be responsible for acquiring on the market the number of BSAs required to subscribe for such a whole number of new shares.

Fractional warrants may be sold on the market during their listing period but will not entitle their holders to compensation from the Company.

**Informing warrant holders in the event of an adjustment** - The Company undertakes to inform warrant holders in writing, within the same timeframe as shareholders, of the completion of the financial transactions described in the section entitled "Maintaining the rights of warrant holders" and to take any measures necessary to preserve the rights of warrant holders in accordance with the section entitled "Maintaining the rights of warrant holders".

**Purchases by the Company and cancellation of BSAs** - The Company reserves the right to proceed at any time, without limitation as to price or quantity, with purchases on or off the stock exchange of BSAs, or with public offers to purchase or exchange BSAs. BSAs purchased on or off the stock market

*Not for direct distribution in the United States, Canada, Australia or Japan.  
This offer does not give rise to the preparation of a prospectus subject to the approval of the  
Autorité des Marchés Financiers (AMF).*

or through public offers will cease to be considered as outstanding and will be cancelled, in accordance with Article L.225-149-2 of the French Commercial Code.

**Other markets and stock exchanges - None.**

## IMPACT OF THE ISSUE ON SHAREHOLDERS' EQUITY PER SHARE

Share of equity per share (in euros)	Non-diluted* basis	Diluted** basis
Before issue of the New Shares	0,0614	0,0609
After exercise of 100% of the A warrants	0,0694	0,0689
After exercise of 100% of the BSA Bs	0,0814	0,0808

\* on the basis of 250,705,894 shares in issue on 02 February 2024.

\*\* there are dilutive instruments at 31 December 2023.

## IMPACT OF THE ISSUE ON THE SHAREHOLDER'S SITUATION (FOR SHAREHOLDERS WHO DO NOT SUBSCRIBE)

For information purposes, the impact of the issue and free allocation of share warrants on the shareholding of a shareholder holding 1.00% of the Company's share capital prior to the transaction would be as follows:

Shareholder interest (%)	Non-diluted* basis	Diluted ** basis
Before issue of the New Shares	1,000%	1,000%
After exercise of 100% of the A warrants	0,98%	0,98%
After exercise of 100% of the BSA Bs	0,96%	0,96%

\* on the basis of 250,705,894 shares in issue on 02 February 2024.

\*\* there are dilutive instruments at 31 December 2023.

## IMPACT ON THE BREAKDOWN OF THE COMPANY'S CAPITAL AND VOTING RIGHTS

Assuming 100% subscription to this operation, the breakdown of the Company's share capital would be as follows (based on a shareholding situation as at 02 February 2024) :

### Before operation

Shareholders before transaction	Number of shares	% held	Number of voting rights	of voting rights
Ker Ventures SARL ( and affiliated companies)	228 411 894	91,11%	228 411 894	91,71%
Self-check	1 645 000	0,66%	-	0,00%
Public	20 649 040	8,24%	20 649 040	8,29%
<b>Total</b>	<b>250 705 934</b>	<b>100,00%</b>	<b>249 060 934</b>	<b>100,00%</b>

Ker Ventures is controlled by Frédéric Chesnais.

Ker Ventures intends to reclassify its warrants by selling them on the market. The exercise of the warrants is open to the public.

## After exercise of all A share warrants

Shareholders after issue of the New Shares	Number of shares	% held	Number of voting rights	of voting rights
Ker Ventures SARL ( and affiliated companies)	228 411 894	89,32%	228 411 894	89,90%
Self-check	1 645 000	0,64%	-	0,00%
Public	25 663 158	10,04%	25 663 158	10,10%
<b>Total</b>	<b>255 720 052</b>	<b>100,00%</b>	<b>254 075 052</b>	<b>100,00%</b>

## After exercise of all the A and B warrants

Shareholders after issue of New Shares and warrants	Number of shares	% held	Number of voting rights	of voting rights
Ker Ventures SARL ( and affiliated companies)	228 411 894	87,60%	228 411 894	88,16%
Self-check	1 645 000	0,63%	-	0,00%
Public	30 677 276	11,77%	30 677 276	11,84%
<b>Total</b>	<b>260 734 170</b>	<b>100,00%</b>	<b>259 089 170</b>	<b>100,00%</b>

## SCHEDULE

13 February 2024	Decision of the Board of Directors relating to the allocation of warrants
19 February 2024	Publication of the notice in the BALO
19 February 2024	Press release describing the operation
7 March 2024 at the latest	Euronext notice relating to the issue and listing of the warrants
11 March 2024	Ex-Date and date of first listing of the warrants
12 March 2024	Record date
13 March 2024	Payment date - Start of the warrant exercise period
30 June 2024	End of exercise period for A share warrants
31 March 2025	End of BSA B exercise period

## TERMS AND CONDITIONS FOR SUBSCRIBING TO NEW SHARES BY EXERCISING WARRANTS

- **BSA A:** 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.40. The subscription period will be open from 13 March 2024 to 30 June 2024 (inclusive).
- **BSA B:** 1 existing share entitles the holder to 1 BSA and 50 BSA entitle the holder to subscribe for one new share at a unit exercise price of €0.60. The subscription period will be open from 13 March 2024 to 31 March 2025 (inclusive).

### > If you are a shareholder of the Company

The rules below apply to each category of BSA (BSA A and BSA B). A share warrants and B share warrants are not fungible; you cannot combine the use of A share warrants with B share warrants. You have BSA attached to your CBI shares, which allow you to subscribe for shares in priority by applying the ratio of 1 new share for 50 BSA. Or you hold a sufficient number of existing shares to be able to subscribe to a whole number of new shares using your pre-emptive rights (for example, if you hold 50 warrants, you will have priority to subscribe to 1 new share),

*Not for direct distribution in the United States, Canada, Australia or Japan.  
This offer does not give rise to the preparation of a prospectus subject to the approval of the  
Autorité des Marchés Financiers (AMF).*

- Either you do not have a sufficient number of existing shares to obtain a whole number of warrants, in which case you can buy or sell the number of warrants needed to reach the ratio leading to a whole number of warrants (1 new share for 50 warrants).

**All CBI information and press releases are available at <https://cbicorp.io/news/>**



*Not for direct distribution in the United States, Canada, Australia or Japan.  
This offer does not give rise to the preparation of a prospectus subject to the approval of the  
Autorité des Marchés Financiers (AMF).*

## **WARNING**

No guarantee is given as to the completeness, reality or accuracy of the information provided. The information and opinions contained in this press release and all the items presented at today's information meeting are provided as of the date of this press release and may change at any time. Some of the information contained in this press release is purely forward-looking and prospective. This information is given as of the date of the press release and no guarantee is given as to the reliability of this information, which the Company is under no obligation to update.

## **ABOUT CBI**

CRYPTO BLOCKCHAIN INDUSTRIES ("CBI") is a French company that develops, operates and invests in video games, professional applications and selective projects related to blockchain, Non-Fungible Tokens ("NFTs") and cryptocurrencies. Founded by Frédéric Chesnais, a well-known video game industry entrepreneur and blockchain pioneer, CBI's ambition is to develop and add value to a portfolio of blockchain activities covering various sectors (video games, finance, logistics, etc.) to take advantage of this technology, either directly or in partnership. CBI has already made several investments and is currently developing a virtual world (metaverse), AlphaVerse, based on blockchain technology, which is in the testing phase. CBI shares (ALCBI, FR0014007LW0) are listed on compartment E2 (Public Offering) of Euronext Growth Paris and are eligible for PEA, PEA-PME, and the exceptional 25% income tax reduction.

For more information, visit [www.cbicorp.io](http://www.cbicorp.io)

## **CONTACTS**

### **CBI**

Frédéric CHESNAIS  
CEO  
[fredchesnais@cbicorp.io](mailto:fredchesnais@cbicorp.io)  
[www.cbicorp.io](http://www.cbicorp.io)

### **Listing Sponsor**

Atout Capital  
Rodolphe OSSOLA  
[rodolphe.ossola@atoutcapital.com](mailto:rodolphe.ossola@atoutcapital.com)