

Press release

Successful capital increase for a total amount of €12.8m, with the support of Fermentalg's industrial partner HuvePharma and Bpifrance, to create the European champion for microalgae fermentation solutions.

Libourne - 18 June 2024 - Fermentalg (Euronext Growth / ALGAE) today announced the successful completion of a €12.8 million capital increase designed to further execute its 2024-2026 strategic plan and consolidate its position as the European leader in sustainable solutions based on marine microalgae biotechnology. The HuvePharma group, European leader in precision fermentation¹ in the animal and human health sectors, and a new industrial partner of the Company since December 2023², invested €7.5 million, becoming a reference shareholder.

On this occasion, Pierre Josselin, CEO of Fermentalg, declared: *"I would like to thank the investors who have shown their confidence in us, first and foremost the HuvePharma group. We now have all the cards in hand to succeed in our development plan, with the reaffirmed ambition of becoming the European leader in microalgae fermentation solutions."*

Terms and conditions of operation

Overall demand amounted to €12.8 million, of which strategic and institutional investors accounted for 96.5% and retail investors for 3.5% via the PrimaryBid platform.

HuvePharma has invested €7.5 million, in line with its commitment, and the funds managed by Bpifrance have subscribed €3 million³, in line with their intentions.

The Transaction, for a total amount, including issue premium, of €12,844,850.40, was carried out through the issue, without preferential subscription rights and without a priority subscription period, of 32,112,126 new ordinary shares (including 1,132,126 shares in the PrimaryBid offering) by means of three separate but concomitant offers:

¹ 11 plants in 4 countries, sales of \$731m and Ebitda of \$162m in 2023 (Source: HuvePharma)

² Press release dated December 19, 2023: "New strategic plan 2024 - 2026 and major industrial partnership // Accelerating towards a profitable and sustainable growth model".

³ Including €2m from Bpifrance Participations and €1m from Bpifrance Investissement (Fonds Ecotechnologies)

- An offering of new ordinary shares without shareholders' pre-emptive subscription rights as part of an offering governed by Article L. 411-2, 1° of the French Monetary and Financial Code (in accordance with the 18th resolution of the Company's Combined General Meeting of June 11, 2024) (the "**Private Placement**");
- An offering of new ordinary shares, without pre-emptive subscription rights, to categories of persons meeting certain criteria, in accordance with the provisions of article L. 225-138 of the French Commercial Code (in accordance with the 19th resolution of the Company's Combined General Meeting of June 11, 2024) (the "**Reserved Offer**");
- An offering of new ordinary shares without pre-emptive subscription rights by way of a public offering to retail investors via the PrimaryBid platform (in accordance with the 17th resolution of the Company's Combined General Meeting of June 11, 2024) (the "**PrimaryBid Offering**") pursuant to article L. 225-136 of the French Commercial Code.

The issue of the new shares was decided yesterday evening by the Company's Chief Executive Officer and recorded this morning by him, acting on behalf of the Company's Board of Directors.

The price per new share for all the offers (Private Placement, Reserved Offer and PrimaryBid Offer) is €0.40, representing an 11.2% discount to the closing price⁴ on June 17, 2024, and a 19.22% discount to the volume-weighted average price of Fermentalg shares over the last 3 trading days prior to the Board of Directors setting the price, within the limits set by the General Meeting (i.e. €0.4952, source: Bloomberg).

Settlement and delivery of the new shares and their admission to trading on the Euronext Growth[®] market in Paris are scheduled for June 20, 2024. The new shares will be subject to all the provisions of the Company's bylaws and will be assimilated to existing shares upon completion of the capital increases. They will carry dividend rights and will be admitted to trading on the Euronext Growth[®] Paris market on the same quotation line as the Company's shares already listed under the same ISIN code FR0011271600 - ALGAE.

Pursuant to Article 1st, 4 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the Private Placement, the Reserved Offer and the PrimaryBid Offer will not give rise to the publication of a Prospectus subject to the approval of the AMF.

Impact of the transaction on the shareholder base

Fermentalg's share capital will be composed of 87,867,649 shares following settlement.

For information, a shareholder holding 1% of the capital before the transaction will hold 0.63% after the transaction (non-diluted basis).

⁴ Or €0.4505 at market close on June 17, 2026

Breakdown of capital and voting rights before the capital increase

Shareholders	Number of shares	% of capital	Number of voting rights	% of voting rights
Ecotechnologies Fund (Bpifrance Investissement)	3,060,156	5.5%	3,060,156	5.2%
Bpifrance Participations	2,983,810	5.4%	2,983,810	5.1%
Demeter 2 Fund	2,276,754	4.1%	4,136,754	7.1%
Moneta Asset Management	1,224,000	2.2%	1,224,000	2.1%
Trust Nixon	1,818,181	3.3%	1,818,181	3.1%
Subtotal	11,362,901	20.4%	13,222,901	22.6%
Other shareholders	44,392,622	79.6%	45,319,402	77.4%
Total	55,755,523	100%	58,542,303	100%

Breakdown of capital and voting rights after the capital increase

Shareholders	Number of shares	% of capital	Number of voting rights	% of voting rights
HuvePharma	18,750,000	21.3%	18,750,000	20.7%
Ecotechnologies Fund (BPI France Investissement)	5,560,156	6.3%	5,560,156	6.1%
BPIFrance Participations	7,983,810	9.1%	7,983,810	8.8%
Demeter 2 Fund	2,276,754	2.6%	4,136,754	4.6%
Moneta Asset Management	3,874,000	4.4%	3,874,000	4.3%
Trust Nixon	1,818,181	2.1%	1,818,181	2.0%
Subtotal	40,262,901	45.8%	42,122,901	46.5%
Other shareholders	47,604,748	54.2%	48,531,528	53.5%
Total	87,867,649	100%	90,654,429	100%

Undertakings to refrain from trading and to retain shares

The Company has entered into a lock-up agreement expiring 90 calendar days after the settlement-delivery date of the new shares, subject to certain customary exceptions.

HuvePharma has granted a lock-up commitment on all shares held following the Offer, expiring 9 months after the settlement-delivery date of the new shares, subject to certain customary exceptions.

Financial intermediaries & advice

Gilbert Dupont, Société Générale Group, and TP ICAP Midcap are acting as joint lead managers and joint bookrunners for the Private Placement.

Degroof Petercam Investment Banking acts as financial advisor to Fermentalg.

Under the PrimaryBid Offer, investors will be able to subscribe only via the PrimaryBid partners listed on the PrimaryBid website (primarybid.fr).

King & Spalding acts as legal counsel. ACTUS finance & communication acts as financial communications consultant.

Risk factors

The public's attention is drawn to the risk factors relating to the Company and its business, presented in paragraph 4.1 of the Universal Registration Document 2023 published on the Company's website on April 30, 2024, available free of charge on the Company's website (www.fermentalg.com). The occurrence of any or all of these risks could have an adverse effect on the Company's business, financial situation, results, development or prospects. The risk factors presented in the aforementioned management report are unchanged as of the date of this press release.

In addition, investors are invited to consider the following risks specific to the offering: (i) the market price of the Company's shares could fluctuate and fall below the subscription price of the shares issued under the offering, (ii) the volatility and liquidity of the Company's shares could fluctuate significantly, (iii) sales of the Company's shares could occur on the market and have an unfavorable impact on the Company's share price, and (iv) the Company's shareholders could suffer potentially significant dilution from any future capital increases made necessary by the Company's search for financing.

Warning

To the best of the Company's knowledge, no potential investor holds inside information.

This press release 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.

This press release is in no way intended to constitute (and there will be no) an offer for sale or subscription, nor an announcement of a forthcoming offer for sale or subscription, nor a solicitation of an offer to acquire or subscribe, nor an announcement of a forthcoming solicitation of an offer to acquire or subscribe for securities of the Company in, or to residents, inhabitants or citizens of the United States, Canada, Australia, Japan, South Africa or any jurisdiction where such an offer or solicitation without registration, exemption from registration or qualification is not permitted under the applicable law of the relevant jurisdiction or does not satisfy the conditions required under the applicable law of the relevant jurisdiction.

The Company's securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**US Securities Act**"), or any other securities regulatory authority, state or jurisdiction of the United States. The Company's securities may not be directly or indirectly offered, sold, resold, transferred or delivered in the United States, except pursuant to a valid exemption from the registration requirements imposed by the US Securities Act and in accordance with the applicable laws of any state or jurisdiction of the United States. There will be no public offering of securities in the United States.

This press release may only be distributed (A) outside the United States in accordance with Regulation S of the US Securities Act (i) to persons in the United Kingdom (a) with professional investment experience who fall within the definition in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), or (b) who are *high net worth entities within the meaning of Article 49(2)(a) to (d) of the Order*, or (c) 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) in connection with the issue or sale of any securities of the Company or any member of its group may lawfully be communicated or caused to be communicated; (ii) persons in any other member state of the European Economic Area who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (Regulation (EU) 2017/1129, as amended); (iii) certain qualified and/or institutional investors in other selected jurisdictions, in accordance with applicable restrictions ; and to persons in the United States who are "*qualified institutional buyers*", as defined in and on the basis of Rule 114A of the US Securities Act or another exemption from registration or a transaction not subject to registration under the US Securities Act.

The Company cannot be held responsible for any breach of the above restrictions.

*Next publication: sales for the 1^{er} half-year 2024,
July 4, 2024 (after market close)*

About Fermentalg

An expert in the research and bioindustrial exploitation of microalgae, Fermentalg aims to offer sustainable solutions and innovative products that contribute to the development of healthy, natural and high-performance products. Our business: the development, production and marketing of sustainable solutions and active ingredients derived from microalgae, for nutrition, health and the environment. Nutritional lipids, alternative proteins, natural food colorings and innovative environmental solutions make up our company's current and future offering. Fermentalg shares are listed on Euronext Growth Paris (FR0011271600 - ALGAE) and are PEA-PME eligible. It has received an *Exemplary* rating (90/100) from Ethifinance ESG Ratings, a rating agency specializing in the ESG performance of SMEs listed on European markets, in favor of Socially Responsible Investment (SRI).

For further information: www.fermentalg.com



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