



PRESS RELEASE

AB SCIENCE ANNOUNCES THE SUCCESSFUL COMPLETION OF A EUR 1.8 MILLION PRIVATE PLACEMENT

Paris, May 20, 2025, 8am

AB Science S.A. (the “**Company**” or “**AB Science**”, Euronext – FR0010557264 – AB) announces today the successful completion of a capital increase of a total gross amount of EUR 1.8 million subscribed by a limited number of investors (the “**Private Placement**”).

The Private Placement is not subject to a prospectus requiring an approval from the French Financial Market Authority (*Autorité des Marchés Financiers* – the “**AMF**”).

Use of proceeds

The Company intends to use the net proceeds of the Private Placement to finance its ongoing activities, with a focus on the clinical development of the AB8939 program.

Terms and conditions of the Private Placement

The Private Placement, for a total amount of EUR 1.8 million (including share issue premium), was carried out through the issuance, without preferential subscription rights and without a priority subscription period, of 1,538,463 new ordinary shares in the Company (the “**New Shares**”), each with one share warrant attached (a “**BSA**” and, together with the New Share to which it is attached, an “**ABSA**”), as part of a share capital increase with cancellation of shareholders’ preferential subscription rights for the benefit of investors within the category of persons defined by the 18th resolution of the Combined General Meeting of the Company’s shareholders of June 26, 2024 (the “**General Meeting**”), in accordance with Article L. 225-138 of the French commercial code (the “**Private Placement**”).

The issue of the ABSAs, representing approximately 2.38% of the Company’s share capital, on a non-diluted basis, before completion of the Private Placement, and 2.32% of the Company’s share capital, on a non-diluted basis, after completion of the Private Placement, was decided on May 19, 2025 by the Chief Executive Officer, pursuant to the delegation of competence granted to him by the board of directors dated May 19, 2025, pursuant to the delegation of competence granted to it under the 18th resolution of the General Meeting .

The issue price of one ABSA is EUR 1.17 (including share issue premium), representing a facial discount of 24.8% (i.e. EUR 0.39) to the volume-weighted average price of the AB Science shares on the regulated market of Euronext Paris (“**Euronext Paris**”) over the three trading days preceding the setting of such issue price, i.e. May 19, 16, and 15, 2025 (the “**3-day VWAP**”).

The issue price of an ABSA, including the theoretical value of the BSA attached to it (as described below, together with the exercise price of such BSA) represents a total 17.9% discount per AB Science share to the 3-day VWAP, consistent with the maximum discount authorized by the General Meeting pursuant to its 18th resolution.

Terms and conditions of the BSA

One BSA is attached to each New Share.

One BSA entitles their holder to subscribe to one new ordinary share of the Company, at a price of EUR 1.79 per ordinary share.

The BSAs may be exercised at any time within 60 months of their issuance. In the event all BSAs are exercised, a total number of 1,538,463 additional ordinary shares of the Company will be issued, representing additional total proceeds of approximately EUR 2.8 million.

The theoretical value of each BSA, assuming a volatility of 34.355%¹ and based on closing price as of May 19, 2025, is equal to EUR 0.4053 using Black & Scholes model.

The BSAs will be immediately detached (*détachés*) from the New Shares upon issuance and are expected to be listed on Euronext Growth Paris (“**Euronext Growth Paris**”) on or prior to May 26, 2025.

Impact of the Private Placement on the Company’s shareholding

Following the issuance of the ABSAs, the Company’s total share capital will be EUR 661,764.30 (or EUR 677,148.93 in the event of exercise of all BSAs). It will be comprised of 59,368,757 ordinary shares (or of 60,907,220 ordinary shares in the event of exercise of all BSAs) with a par value of EUR 0.01. There will be no change on the number of preferred shares.

To the Company’s knowledge, immediately prior to completion of the Private Placement and after completion of the Private Placement, the breakdown of the Company's share capital is as follows:

Shareholders	Before the private placement			After the private placement (before exercising the BSA)			After the private placement and exercise of the BSA		
	Number of shares ⁽¹⁾	%	Diluted base ⁽²⁾	Number of shares ⁽¹⁾	%	Diluted base ⁽²⁾	Number of shares ⁽¹⁾	%	Diluted base ⁽²⁾
A. Moussy	1 225 040	10,93%	20,87%	1 225 040	10,68%	20,51%	1 225 040	10,44%	20,16%
AMY SAS ⁽³⁾	12 273 000	18,99%	15,24%	12 273 000	18,55%	14,98%	12 273 000	18,12%	14,72%
Subtotal concert A. Moussy	13 498 040	29,92%	36,11%	13 498 040	29,22%	35,49%	13 498 040	28,56%	34,88%
Other investors members of the concert	1 585 463	3,94%	7,48%	1 585 463	3,85%	7,35%	1 585 463	3,76%	7,22%
Actions in the pact	171 000	1,76%	5,85%	171 000	1,71%	5,75%	171 000	1,68%	5,65%
Actions outside the pact	1 414 463	2,19%	1,62%	1 414 463	2,14%	1,60%	1 414 463	2,09%	1,57%
Total concert	15 083 503	33,86%	43,59%	15 083 503	33,08%	42,83%	15 083 503	32,33%	42,10%
Other investors above 5%	6 888 610	10,66%	9,26%	6 888 610	10,41%	9,10%	6 888 610	10,17%	8,94%
Other investors	35 858 181	55,48%	47,15%	37 396 644	56,51%	48,07%	38 935 107	57,50%	48,96%
Total	57 830 294	100,00%	100,00%	59 368 757	100,00%	100,00%	60 907 220	100,00%	100,00%

⁽¹⁾ All classes of shares are affected. The number of ordinary shares amounts to 52,425,569 before the Private Placement, 57,594,294 after the Private Placement (but before exercise of the BSAs), and 60,299,699 after the Private Placement and exercise of the BSAs.

⁽²⁾ The diluted basis takes into account the exercise of all instruments giving access to the capital, the definitive allocation of all free shares and the conversion of all preferred shares into ordinary shares (aiming for the highest theoretical dilution).

⁽³⁾ AMY SAS is a company controlled by A. Moussy.

¹Based on the volatility over the last 12 months of the Euronext Next Biotech index.

On the basis of the share capital of the Company immediately after completion of the Private Placement, the interest of a shareholder who held 1.00% of the Company's share capital prior to the above-mentioned capital increase and who did not subscribe to it now stands at 0.98% on a non-diluted basis and 0.73% on a diluted basis.

Admission to trading of the New Shares

The New Shares are expected to be admitted to trading on the regulated market of Euronext Paris on May 22, 2025.

The New Shares will be subject to the provisions of the Company's by-laws and will be assimilated to existing shares upon final completion of the Private Placement. They will bear current dividend rights and will be admitted to trading on the same listing line as the Company's existing shares under the same ISIN code FR0010557264 – AB.

Lock-up commitments

- The Company has signed a lock-up commitment pursuant to which it has agreed to a lock-up period of 45 calendar days from the date of the settlement and delivery of the Private Placement, subject to certain customary exceptions.
- The directors and officers of the Company have signed a lock-up commitment pursuant to which they have agreed to a lock-up period of 90 calendar days from the date of the settlement and delivery of the Private Placement, subject to certain customary exceptions.

Financial intermediaries

Maxim Group, LLC acted as placement agent (the “**Placement Agent**”) relating to the Private Placement.

The Private Placement is governed by an agreement entered into between the Company and the Placement Agent.

Indicative timetable

May 19, 2025	Decisions of the Board of Directors deciding the principle of the Private Placement.
May 19, 2025	Decisions of the Chief Executive Officer setting the terms and conditions of the Private Placement (including the subscription price of the ABSAs and the gross amount of the Private Placement).
May 20, 2025	Publication of this press release.
May 22, 2025	Publication of the Euronext notice of admission of the New Shares to trading on Euronext Paris.
May 22, 2025	Settlement-delivery of the ABSAs - Detachment of the BSA - Start of trading of the New Shares on Euronext Paris.
May 26, 2025	Admission of the BSAs on Euronext Growth Paris.

Risk factors

AB Science draws the attention of the public to the risk factors relating to the Company and its business described in its annual management reports and press releases, which are available free of charge on the Company's website (www.ab-science.com).

In addition, the main risks specific to securities are as follows:

- The existing shareholders who do not participate in the Private Placement will see their shareholding in the share capital of AB Science diluted, and this shareholding may also be diluted in the event of exercise of the BSA, as well as in the event of new securities transactions.
- The volatility and liquidity of AB Science shares could fluctuate significantly. The market price of the Company's shares may fluctuate and fall below the subscription price of the shares issued in the context of the Private Placement. The sale of Company shares may occur on the secondary market, after the Private Placement, and have a negative impact on the Company share price.

About masitinib

Masitinib is a novel oral tyrosine kinase inhibitor that is being developed to target mast cells and macrophages, key immune cells, through inhibition of a limited number of kinases. Due to its unique mode of action, the Company believed that masitinib can be developed in a wide range of diseases, including oncology, inflammatory diseases, and certain central nervous system diseases. In oncology, through its immunotherapy activity, masitinib may have an effect on survival, alone or in combination with chemotherapy. Through its activity on mast cells and microglial cells and therefore its inhibitory effect on the activation of the inflammatory process, masitinib may have an effect on the symptoms associated with certain inflammatory and central nervous system diseases.

About AB8939

AB8939 is a new synthetic microtubule-destabilizing drug candidate. Preclinical data suggests that AB8939 has broad anticancer activity, with a notable advantage over standard chemotherapies that target microtubules of being able to overcome P-glycoprotein (Pgp) and myeloperoxidase (MPO) mediated drug resistance. Development of drug resistance often restricts the clinical efficacy of microtubule-targeting chemotherapy drugs (for example, taxanes and vinca alkaloids); thus, AB8939 has the potential to be developed in numerous oncology indications.

About AB Science

Founded in 2001, AB Science is a pharmaceutical company specializing in the research, development and commercialization of protein kinase inhibitors (PKIs), a class of targeted proteins whose action are key in signaling pathways within cells. Our programs target only diseases with high unmet medical needs, often lethal with short term survival or rare or refractory to previous line of treatment. AB Science has developed a proprietary portfolio of molecules and the Company's lead compound, masitinib, has already been registered for veterinary medicine and is being developed in human medicine in oncology, neurological diseases, inflammatory diseases and viral diseases. The company is headquartered in Paris, France, and listed on Euronext Paris (ticker: AB). Further information is available on AB Science's website: www.ab-science.com.

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