

PRESS RELEASE DATED SEPTEMBER 29, 2022

RELATING TO THE SQUEEZE-OUT PROCEDURE FOR THE SHARES AND WARRANTS OF ALBIOMA



FOLLOWING THE PUBLIC TENDER OFFER

INITIATED BY

KYOTO BIDCO SAS

AMOUNT OF INDEMNIFICATION:

50 euros per Albioma share (ex-dividend)

29,10 euros per Albioma Warrant



This press release was prepared and distributed by Kyoto BidCo SAS in accordance with the provisions of Article 237-3 III of the General Regulation of the French Autorité des Marchés Financiers (the “AMF”) and Article 9 of the AMF instruction no. 2006-07 relating to public tender offers.

Target company: Albioma, a French public limited company (*société anonyme*) with a board of directors with a capital of 1,248,178.70 euros, having its registered office located at 77 Esplanade du Général de Gaulle - Tour Opus 12 - 92081 Paris la Défense, registered with the Nanterre Trade and Companies Registry under number 775 667 538 (the “**Company**” or “**Albioma**”) and whose shares are listed on compartment A of the Euronext Paris regulated market under ISIN code FR0000060402, mnemonic “ABIO” (the “**Shares**”) and whose warrants (*bon de souscription et/ou d’acquisition d’actions remboursables*) (“**Warrants**”) are listed Euronext Growth Paris under ISIN code FR0013368438, mnemonic “ABIBS”.

Offeror: Kyoto BidCo, a simplified joint stock company (*société par actions simplifiée*) with a capital of 56,207,046.50 euros, having its registered office located at 27 avenue de l’Opéra – 75001 Paris, and registered with the Paris Trade and Companies Registry under number 911 295 533 (“**Kyoto BidCo**” or the “**Offeror**”).

Terms and conditions of the squeeze-out: following the public tender offer for the Shares and Warrants of the Company initiated by the Offeror, which was cleared by the AMF on June 21st, 2022 (decision no. 222C1559 dated June 21st, 2022) (the “**Tender Offer**”) and which was carried out from June 23rd, 2022 to July 27th, 2022 (included) and its reopening from August 8th, 2022 to September 9th, 2022 (included), the Offeror directly holds (i) 29,887,142 Shares representing the same number of voting rights, i.e. 92.19% of the share capital and voting rights of the Company¹, and (ii) 551,428 Warrants representing 99.99% of the existing Warrants.

By letter dated September 28, 2022, Société Générale, acting on behalf of the Offeror, informed the AMF, of the Offeror’s decision to implement the squeeze-out procedure for the Shares and Warrants of the Company not held

¹ On the basis of a capital composed of 32,420,226 shares representing the same number of voting rights, in accordance with the second paragraph of Article 223-11 of the General Regulations of the AMF.

by the Offeror, as the Offeror had expressed its intention to do so in the offer document relating to the Tender Offer, which received AMF visa no. 22-230 dated June 21, 2022 (the “**Offer Document**”).

The conditions required by Article L. 433-4, II of the French Monetary and Financial Code and Articles 237-1 and seq. of the General Regulations of the AMF to carry out the squeeze-out procedure for the Company’s Shares and Warrants are met:

- excluding 144,853 Shares held in treasury by the Company and the 204,709 free performance Shares which are subject to put and call options under the liquidity agreements entered into between the Offeror and the holders of such Shares and which are assimilated pursuant to Article L. 233-9 I, 4° of the French Commercial Code to the Shares held by the Offeror (the “**Performance Shares**”), the 2,183,522 Shares of the Company held by the minority shareholders represent 6,74% of the share capital and of the theoretical voting rights of the Company², i.e. not more than 10% of the Company’s outstanding capital and voting rights. Moreover, the number of Albioma Shares likely to be created as a result of the exercise of the 50 Warrants not tendered in the Offer, added to the number of Shares not presented to the Offer, excluding the treasury shares and the aforementioned Performance Shares, represents 6.62% of the sum of the existing and likely to be created capital securities, i.e., not more than 10% of the sum of the existing or likely to be created capital securities of the Company;
- when examining the clearance of the proposed Tender Offer, the AMF had at its disposal (i) the valuation report drafted by Société Générale, the presenting bank of the Tender Offer and (ii) the report of the firm Ledouble, the independent expert, which concluded that the financial terms of the Offer were fair; and
- the squeeze-out will be carried out on the same financial terms as the Tender Offer, i.e. 50 euros per Share and 29.10 euros per Warrant, it being understood that this indemnification is net of all costs.

In accordance with the AMF D&I notice no. 222C2269 of September 29th, 2022, the squeeze-out will be implemented on October 13, 2022 and will relate to the 2,183,522 Shares and 50 Warrants of the Company not held, directly or indirectly, by the Offeror, with the exception of the 144,853 Shares held in treasury by the Company and the 204,709 Performance Shares.

The suspension of the listing of the Shares and the Warrants is maintained until the implementation of the squeeze-out.

Euronext has published the timetable for the implementation of the squeeze-out of the Company's Shares and Warrants and the date of delisting of the Shares and Warrants from the regulated market of Euronext Paris, i.e. October 13, 2022.

In accordance with Article 237-5 of the General Regulation of the AMF, the Offeror will publish a notice informing the public of the squeeze-out in a legal gazette (*journal d'annonces légales*) in the place of the Company’s registered office.

In accordance with Article 237-4 of the General Regulation of the AMF, the Offeror has undertaken to pay the total amount of the indemnity into a blocked account opened for this purpose with Société Générale Securities Services, designated as centralizing agent for compensation transactions, which will carry out the indemnification on behalf of the Offeror on the account of the shareholders whose bank details are known.

The funds corresponding to the compensation of the Shares which will not have been claimed by the depositary institutions on behalf of the beneficiaries will be kept by Société Générale Securities Services for a period of ten years as from the date of implementation of the squeeze-out and will be paid to the Caisse des Dépôts et Consignations at the end of this period. These funds will be at the disposal of the beneficiaries subject to the thirty-year prescription period in favor of the French State.

² On the basis of a capital composed of 32,420,226 shares representing the same number of voting rights, in accordance with the second paragraph of Article 223-11 of the General Regulations of the AMF.

Availability of documents relating to the Tender Offer: the Offer Document relating to the Tender Offer, which received from the AMF visa no. 22-230 dated June 21st, 2022, as well as the other information relating in particular to the legal, financial and accounting characteristics of Kyoto BidCo SAS, are available on the websites of Albioma (www.albioma.com) and the AMF (www.amf-france.org) and can be obtained free of charge from:

Kyoto BidCo SAS
27 avenue de l'Opéra
75001 Paris

Société Générale
GLBA/IBD/ECM/SEG
75886 Paris Cedex 18

The response document relating to the Tender Offer drafted by Albioma and approved by the AMF under visa no. 22-231 on June 21st, 2022, as well as the other information relating in particular to the legal, financial and accounting characteristics of Albioma, are available on the websites of Albioma (www.albioma.com) and the AMF (www.amf-france.org) and may be obtained free of charge from:

Albioma
77 Esplanade du Général de Gaulle - Tour Opus 12
92081 Paris la Défense

AVERTISSEMENT

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Kyoto BidCo SAS and Albioma decline all responsibility for any violation by any person of these restrictions.