

Oncodesign Precision Medicine announces equity financing of up to 5 million euros

Dijon, France, April 17, 2025, at 6:00 pm CEST - Oncodesign Precision Medicine (OPM) (ISIN: FR001400CM63; Mnemonic: ALOPM), a biopharmaceutical company specializing in precision medicine for the treatment of resistant and metastatic cancers, announces the completion of an equity financing line of up to 5 million euros, in order to complete all financing options in a context of currently very high stock market uncertainty.

Philippe GENNE, Chairman and CEO of Oncodesign Precision Medicine, comments: *"Given the persistent sluggishness of the French and international stock markets for small and mid-cap stocks, and especially biotech, and more recently the stock market setbacks resulting from political decisions taken across the Atlantic, we felt it was prudent to strengthen our cash position through alternative financing, so as to be in a position to prepare for the future more serenely. In this particular case, both IRIS's reputation and the proposed terms and conditions caught our attention. Despite the perception that this financing instrument traditionally has on the companies that subscribe to it, in our case it remains completely in the hands of OPM and can contribute positively to the company's liquidity, provided that it is associated in a coherent and pertinent way with an attractive newsflow."*

Karine LIGNEL, Managing Director and COO of Oncodesign Precision Medicine adds: *"We turned to the stock market at the time of our listing in October 2022, with Executive Management strengthening its capital position at the time. Since our IPO, we have observed month after month the difficulty of raising funds on the market, while all our programs are progressing significantly and positively. It is therefore our responsibility to put in place all possible solutions to ensure the ongoing operation of the company and the financing of its key programs. The IRIS proposal, and the discussions we had with their management, seem to us to be the solution best suited to the current situation."*

Equity financing of up to €5 million

Oncodesign Precision Medicine (OPM) (the “Company”) announces today that it has arranged, with IRIS Capital Investissement, financing of up to €5 million through the issue of warrants (the “Warrants”) entitling their holders to subscribe for bonds redeemable in new shares of the Company (the ‘Bonds’) reserved entirely for IRIS (the “Investor”).

Legal basis of the issue

The Chairman and Chief Executive Officer, acting on the sub-delegation of the Company's Board of Directors which met on December 11, 2024 and March 19, 2025, and acting on the delegation of authority granted by the Combined General Meeting held on June 26, 2024 (the “General Meeting”) under the terms of its 8th resolution, has decided to issue to the Investor, free of charge, 2. 000 Warrants, each giving entitlement to the issue of one Bond with a par value of 2,500 euros, pursuant to Articles L. 225-129-2, L. 225-129-4, L. 225-135, L-225-138 and L. 228-91 et seq. of the French Commercial Code.

Objectives of the transaction

The purpose of this financing is to strengthen the Company's cash position to support its clinical development. In particular, it will help finance the next stages of its OPM-101 and Vectorized Internal Radiotherapy programs.

Terms of the transaction and timetable

Subject to the fulfillment of the conditions set out in the issuance agreement, the Investor will, at the Company's request, subscribe for the Bonds upon exercise of the Warrants in 100 tranches of a nominal amount of 100,000 euros each by 17 April 2030. The Company may, at its sole discretion and without cost or penalty, suspend or reactivate the issuance of the Bonds, or terminate the agreement. The Bonds will be issued at their nominal value, i.e. 2,500 euros per Bond. The redemption price in new shares and the other main characteristics of the Bonds are set out in the appendix to this press release. The line may be renewed at the sole discretion of the Company for a period of 60 months. The Company will issue a press release if it decides to renew the facility. The Warrants and the Bonds will not be the subject of an application for admission to trading on any market and will therefore not be listed. This transaction does not give rise to the publication of a prospectus subject to approval by the Autorité des marchés financiers.

Main risks

The main risks associated with the Company and its business sector are set out in the annual financial report for the year ending December 31, 2023. Shareholders are invited to familiarize themselves with the risk factors listed in the said annual financial report, which is available on the Company's website in the “Investors” section, as well as with the risk factors specified in this press release.

The main risks associated with this financing are as follows:

- The transaction could have a more or less significant dilutive effect depending on the level of drawdown of the financing, and will be diluted when the Bonds are redeemed in shares if said redemption takes place in new shares. The potential impact of the transaction on shareholders' interests and equity is described below.
- The transaction could have an impact on the volatility and liquidity of the Company's shares, which could vary significantly.
- The transaction could have an impact on the share price when shares resulting from the redemption of the Bonds by the Investor are sold on the market.
- The Company may need to seek additional financing. The total amount of the Bond issue is not guaranteed and will depend in particular on market conditions.

Theoretical impact on existing shareholders

Impact of the issue on shareholders' equity per share (based on shareholders' equity at December 31, 2024, i.e. -3,716,979 euros, and the number of shares comprising the Company's share capital at the date of this press release, i.e. 18,190,878 shares)

| | Equity per share |
|---|------------------|
| Before issue | - 0.20 € |
| After issue of 11 986 239.80 new shares on redemption of the Bonds ⁽¹⁾ | 0.04 € |

(1) It should be noted that these calculations are purely theoretical and are based on the lowest volume-weighted average daily price (VWAP) of the Company's shares over a period of five (5) trading days ending on April 16, 2025, i.e. 0.4391 euros, and a redemption price for the Bonds corresponding to this value less a 5% discount.

Moreover, this dilution is without prejudice to the final number of shares to be issued or their issue price, which will be determined on the basis of the market price, as described above.

Impact of the issue on the situation of a shareholder holding 1% of the Company's capital (based on the number of shares making up the Company's share capital at the date of this press release, i.e. 18,190,878 shares)

| | Participation (%) |
|---|-------------------|
| Before issue | 1% |
| After issue of 11 986 239.80 new shares on redemption of the Bonds ⁽¹⁾ | 0.60% |

(1) It should be noted that these calculations are purely theoretical and are based on the lowest volume-weighted average daily price (VWAP) of the Company's shares over a period of five (5) trading days ending on April 16, 2025, i.e. 0.4391 euros, and a redemption price for the Bonds corresponding to this value less a 5% discount.

Furthermore, this dilution is without prejudice to the final number of shares to be issued or their issue price, which will be determined on the basis of the market price, as described above.

OPM has arranged financing in the form of bonds redeemable in shares with IRIS, which, after receiving the shares resulting from the exercise of these instruments, does not intend to remain a shareholder in the company. The shares resulting from the redemption of the above-mentioned securities will generally be sold on the market at very short notice, which may create strong downward pressure on the share price.

Shareholders may suffer a loss of their invested capital as a result of a significant fall in the company's share price, as well as significant dilution due to the large number of securities issued to IRIS.

Investors are advised to exercise extreme caution before deciding to invest in the securities of a listed company that carries out such dilutive financing transactions, particularly when they are carried out successively. The company wishes to point out that this is not the first dilutive financing transaction it has undertaken.

Investors are invited to familiarize themselves with the risks associated with these transactions, as mentioned in this press release.

About Oncodesign Precision Medicine (OPM)

Oncodesign Precision Medicine (OPM), founded in 2022, is a biopharmaceutical company specializing in precision medicine, dedicated to discovering treatments for resistant and metastatic cancers.

OPM currently has two kinase inhibitors in clinical phase: OPM-101, intended for the treatment of chronic immuno-inflammatory digestive diseases and immuno-oncology, has demonstrated a significant therapeutic margin and absence of toxicity in its phase I healthy volunteers, with the protocol of phase 1b/2a in Oncology submitted at the end of March 2025. OPM-201, initially licensed to Servier and intended for the treatment of Parkinson's disease, completed its phase I trial in healthy volunteers at the end of 2024, and was reintegrated into OPM's portfolio.

Both molecules come from the Nanocyclix® technology platform, which enables the design and selection of small, highly effective and selective macrocyclic kinase inhibitors. We now have 12,000 molecules in our library, and will be using AI to accelerate the discovery of drug candidates while reducing the cost of this phase.

OPM's other two technology platforms are:

- (i) OncoSNIPER, for the selection of therapeutic targets using artificial intelligence, on which we have a partnership with Servier for the search for targets in pancreatic cancer,
- (ii) PROMETHE® for the design and selection of radiolabeled biological molecules for systemic radiotherapy, on which we are currently discussing partnerships with vectorization manufacturers.

OPM, co-founded by Philippe Genne, Jan Hoflack and Karine Lignel, is based in Dijon, at the heart of the university and hospital cluster, and employs 14 people.

More info at: oncodesign.com



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Forward-looking statements

This document contains forward-looking statements and estimates with respect to the financial condition, results of operations, strategy, plans and future performance of the Company and the market in which it operates. Some of these statements, forecasts and estimates can be identified by the use of words such as, without limitation, "believes", "anticipates", "expects", "projects", "plans", "seeks", "estimates", "may", "will" and "continue" and other similar expressions. They include all matters that are not historical facts. Such statements, forecasts and estimates are based on various assumptions and assessments of known and unknown risks, uncertainties and other factors, which were believed to be reasonable when they were made but which may not prove to be correct. Actual events are difficult to predict and may depend on factors beyond the Company's control. Consequently, the actual results, financial conditions, performance or achievements of the Company, or industry results, may differ materially from future results, performance or achievements as expressed or implied by such statements, forecasts and estimates. Given these uncertainties, no representation is made as to the accuracy or fairness of such forward-looking statements, forecasts and estimates. Furthermore, the forward-looking statements, forecasts and estimates speak only as of the date of publication of this document. The Company disclaims any obligation to update these forward-looking statements, forecasts or estimates to reflect any change in the Company's expectations with regard thereto, or any change in events, conditions or circumstances on which these statements, forecasts or estimates are based, except as required by French law.

Main characteristics of the Bonds :

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|---------------------|---|
| Investor/Subscriber | IRIS, a société à responsabilité limitée unipersonnelle with share capital of 400,000 euros, headquartered at 5 Villa Houssay, 92200 Neuilly-sur-Seine, registered with the Nanterre Trade and Companies Register under number 753.471.853. |
| Number | 2,000 subscribed by the Investor on April 17, 2025 |
| Subscription price | Free subscription |
| Transfer | Bonds may not be assigned or transferred without the prior consent of the Company, except in the case of transfer to an affiliate of the Investor. |
| Ratio | Each Bond will entitle its holder to one Bond if exercised at the Bond Subscription Price. |

Principal characteristics of the Bonds :

| | |
|--------------------------------|--|
| Tranches | 50 tranches of €100,000, each represented by 40 Bonds with a nominal value of €2,500, i.e. a maximum total of €5,000,000, which the Investor will draw down by exercising the Bonds at the request of the Company, subject to certain conditions set out in the contract of issue (absence of an event of default, significant adverse change or change of control of the Company, listing of the Company's shares, etc.). |
| Suspension and reactivation | The Company will have the right to suspend and reactivate drawdowns of Tranches without penalty by sending the Investor a notice 5 trading days before the suspension or reactivation takes effect. The 60-month commitment period will be extended to take account of any suspensions and reactivations requested by the Company. |
| Subscription Price of the Bond | 100% of the nominal value of the Bonds, i.e. €2,500 for each Bond. |
| Duration | 60 months from their issue date. |
| Structuring Commission | A structuring fee of 3% will be payable by the Company on each drawdown. No commission was paid when the equity line of credit was set up. |
| Interest rate | None |
| Transfer | The Bonds may not be transferred to a third party without the prior consent of the Company, except to an affiliate of the Investor. |
| Repayment on maturity | If, on their maturity date, the Bonds have not been redeemed in shares or repurchased, the Bondholder must request redemption in shares. |

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| Events of default | Events of default include, in particular, failure by the Company to comply with its undertakings under the terms of the Bond issue agreement, a default on payment of another significant debt obligation of the Company, the delisting of the Company's shares, a change of control of the Company, etc. There are no financial covenants. However, does not have any financial covenants. |
| Bond Redemption Price | <p>The redemption price in new shares of the Bonds is equal to 95% of the lowest VWAP of a period of twenty (20) trading days immediately preceding the redemption date of the Bonds, without, however, being less than the minimum price set by the Board of Directors of the Company on 11 December 2024 pursuant to a delegation of authority by the Extraordinary General Meeting of 26 June 2024, i.e. the lowest VWAP of a period of five (5) Trading Days immediately preceding the Redemption Date of the NRS less a discount of 5%.</p> <p>Notwithstanding the foregoing, the parties may agree on a redemption price for the Bonds in the event of a block sale of the shares resulting from the redemption of the Bonds by the Investor.</p> <p>This discount enables the Investor, which acts as a financial intermediary and is not intended to remain a shareholder in the Company, to guarantee the subscription of shares despite any volatility in the financial markets.</p> |
| New shares | The new shares of the Company issued upon redemption of the Bonds will carry current dividend rights. They will have the same rights as those attached to the existing ordinary shares and will be admitted to trading on the Euronext Growth market of Euronext Paris. The Company will maintain on its website a table showing the number of Warrants, Bonds and shares in issue. |
| Provision of Company shares | A securities lending agreement has been entered into between the Investor and P.C.G. under the terms of which the latter has made shares in the Company available to the Investor to cover any default or delay in the delivery of shares in connection with the implementation of the issue agreement. |
| Penalty clauses | No penalty if shares are not drawn down or if the share price falls below par value |