



Launch of a private placement for an amount of €7,3 million

Proposal for the free allocation of share subscription warrants (BSAs) to shareholders

Clermont-Ferrand, 13 February 2020 – (FR0004177046 METEX), (17h35 CEST) – METabolic EXplorer (METEX, the "Company") a cleantech biochemical company that develops and industrialises competitive and sustainable fermentation processes offering alternatives to petrochemistry for the production and marketing of functional ingredients, today announces the launch of a capital increase without shareholders' preferential subscription rights for an amount of 7,3 million euros through an offering addressed exclusively to qualified investors (**Private Placement**) as well as a free allocation of share subscription warrants (*bons de souscription d'actions* – **BSA**) to all of its shareholders at the conclusion and subject to the completion of the Private Placement.

Objectives

The funds raised in the Private Placement will be exclusively used to accelerate the industrialisation of the processes developed at the ALTANØØVTM platform in the following order of priority and proportions:

- approximately 40% for the studies necessary to decide whether to industrialise production of glycolic acid (GA) by the end of 2021;
- approximately 30% for investments in the industrial demonstrator at the Saint-Beauzire site to carry out several projects in parallel (GA, then amino acids) and digitalize the fermentation process from the laboratory to the demonstrator; and
- approximately 30% for investments in intellectual property procedures (filing of patents on an enlarged product portfolio) and preparation of regulatory filings for GA and the first amino acid.

The Company's cash at December 31, 2019, of a consolidated gross amount (under IFRS standards) of € 26.6 million (see press release of February 10, 2020), is intended to cover (i) the financing need of the third and final tranche of the new plant under construction by METEX NØØVISTA, the joint venture between the majority Company, and the "Industrial Projects Company" fund managed by Bpifrance, whose gross cash position was on the said date € 16 million and (ii) the financing of the current activities of the Company.

Terms of the Private Placement

The Private Placement will be carried out with accelerated bookbuilding, at the end of which the number and subscription price of new shares ("**New Shares**") will be determined. The accelerated bookbuilding will begin immediately and is expected to close before the market opens on 14 February 2020, subject to any early closing or extension. The Company will announce the results of the Private Placement in a press release as soon as possible after the closing of the order book.

In accordance with the 16th resolution of the combined general meeting of shareholders on 27 June 2019, the New Shares will be issued without shareholders' preferential subscription rights and with the offering addressed exclusively to qualified investors. The subscription price will be at least equal to the weighted average price of the Company's shares on the Euronext regulated market in Paris during the last three trading sessions preceding the setting of the issue price, less a discount of 5%.

The Company has already received from 6 investors, who were not shareholders of the Company on the date of this transaction, subscription commitments covering the entire proposed capital increase. The amount of subscription commitments may be reduced in accordance with the usual allocation rules following the closing of the order book.

The New Shares will be placed by Portzamparc - BNP Paribas Group, acting as Lead Manager and Bookrunner of the Private Placement under the terms of a placement contract to be concluded with the Company. This contract does not constitute a performance guarantee within the meaning of Article L. 225-145 of the Commercial Code. Under the terms of this contract, the Company will make an abstention commitment for a period of 180 days from the settlement-delivery date of the New Shares. In addition, the Chairman and Chief Executive Officer, who at this date hold shares representing 5.08% of the Company's share capital, will undertake to keep all of said shares for a period of 360 days from the settlement-delivery date of the New Shares, subject to customary exceptions.

The settlement-delivery of the New Shares and their admission to trading on the Euronext regulated market in Paris are scheduled for 18 February 2020. The New Shares will carry current rights and will be admitted to trading under ISIN code FR0004177046.

Free allocation of share subscription warrants (BSAs) at the closing of the Private Placement

In the event the Private Placement is carried out, the Company will allocate BSAs free of charge to all of its shareholders to thank them for their loyalty and to associate them with the Company's continued development.

These BSAs will be issued in accordance with the 14th resolution of the combined general meeting of shareholders on 27 June 2019 and allocated to all shareholders of the Company following the settlement-delivery of the New Shares. On 20 February 2020, each Company shareholder will receive one free BSA for each share held.

The BSAs will be admitted to trading on the Euronext Growth market in Paris from 20 February 2020 to 19 March 2021 and may not be exercised before the first anniversary of their allocation, i.e. 19 February 2021.

Fifteen BSAs must be exercised between 19 February 2021 and 19 March 2021 in order to subscribe for a new share of the Company at a subscription price equal to the subscription price of a New Share in the Private Placement.

The proceeds from the exercise of the BSAs will contribute to the financing of the objectives of the Private Placement. The final characteristics of the BSAs will be described in the press release announcing the results of the Private Placement.

The free allocation of BSAs, like the Private Placement, does not require a prospectus subject to the approval of the Autorité des Marchés Financiers.

Investors are invited to take into consideration the risk factors described in the 2019 Half-Year Financial Report available on the Company's website as well as other regulated information and all of the Company's press releases, which can be viewed on its website (www.metabolic-explorer.fr).

Disclaimer

This press release does not constitute and should not be considered to constitute an offer to sell to or purchase from the public or a solicitation of interest from the public with a view to transacting a public offering.

No communications or information relating to this placement or to the Company may be made available to the public in a country in which there is any obligation of registration or approval. No action has been undertaken (or will be undertaken) in any country (other than France) in which such registration or approval would be required. The purchase of Company shares may be subject to specific legal or regulatory restrictions in certain countries. The Company assumes no responsibility for any violation by any person of these restrictions.

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In France, a public offering of securities may not be carried out, except pursuant to exemptions, unless a prospectus approved by the AMF is published. With regard to the Member States of the European Economic Area other than France (the "**Member States**"), no action has been taken or will be taken to enable a public offering of securities that would require the publication of a prospectus in one of these Member States. Consequently, the securities may not be offered and will not be offered in any of the Member States (other than France), except pursuant to the exemptions provided for in Article 1 (4) of the Prospectus Regulations, or in other cases not requiring the publication by the Company of a prospectus under the Prospectus Regulations and/or the regulations applicable in these Member States.

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About METabolic EXplorer – www.metabolic-explorer.com

Using renewable raw materials, the company develops and industrialises innovative and competitive industrial fermentation processes as alternative to petrochemical processes to meet consumers' new societal expectations and the objectives of the energy transition. Its functional ingredients of natural origin are used in the formulation of cosmetic products, nutrition-animal health or as intermediates for the synthesis of biomaterials.

The construction of its first production unit, through its subsidiary METEX NØØVISTA, will bring 1.3 propanediol (PDO) and butyric acid (BA) on the market.

Based at the Clermont Limagne technology park, near Clermont-Ferrand, METabolic EXplorer is listed on Euronext in Paris (Compartment C, METEX) and is included in the CAC Small Index.



Get free financial information on METabolic EXplorer by registering with: www.metabolic-explorer.com

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