



Successful private placement for an amount of €7,3 million

1.4 times oversubscription

Free allocation of share subscription warrants (BSAs) to shareholders

Clermont-Ferrand, 14 February 2020 – (FR0004177046 METEX), (08h30 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 a successful 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.

Benjamin Gonzalez, Chairman and Chief Executive Officer of METEX, says: *"I thank new investors for the confidence they have shown in us by becoming shareholders. The arrival of these institutional investors allows us to strengthen our equity while diversifying our capital structure. With the establishment of BSAs, we also wanted to thank all of our shareholders for their loyalty. This fundraising operation is excellent news: it validates the quality of our product portfolio and our strategic positioning in the sector of functional ingredients of natural origin. It will make ALTANØØV™ an accelerator for the development of METEX"*.

Terms of the Private Placement

Pursuant to the 16th resolution of the Combined General Meeting of Shareholders on 27 June 2019, the Company placed 4.552.300 new shares (the "**New Shares**") with a nominal par value of 0.10 euro, at a unit price of 1.61 euro, including issue premium, for a total amount of approximately 7,3 million euros, representing 19.57 % of the Company's share capital. The issue price is 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 (i.e. from 11 to 13 February 2020 inclusive), less a discount of 5%.

The Private Placement has met with great success with qualified investors. Global demand amounted to € 9.94 million, an oversubscription rate of around 1.4 times.

The funds raised in the Private Placement will be used to accelerate the industrialisation of the processes developed at the ALTANØØV™ 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 a first amino acid.

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.

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 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 has made 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 holds shares representing 5.08% of the Company's share capital, has undertaken 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.

Following this capital increase and on the basis of the information available to the Company, the capital breakdown is as follows:

	Capital breakdown as of 31 January 2020				Capital breakdown post-Private Placement	
	Number of shares	% of capital	Number of voting rights	% of voting rights	Number of shares	% of capital
<i>Benjamin Gonzalez- PDG</i>	1 181 999	5,08%	2 363 998	9,60%	1 181 999	4,25%
<i>Autres</i>	210 160	0,90%	420 320	1,71%	210 160	0,76%
Total – Founders and management	1 392 159	5,98%	2 784 318	11,31%	1 392 159	5,01%
<i>MIROVA</i>	-	-	-	-	2 092 905	7,52%
<i>Bardhum</i>	-	-	-	-	724 530	2,60%
<i>INOCAP Gestion</i>	-	-	-	-	561 690	2,02%
<i>TURENNE CAPITAL</i>	-	-	-	-	464 365	1,67%
<i>VATEL CAPITAL</i>	-	-	-	-	248 010	0,89%
<i>CACF DEVELOPPEMENT, filiale du Crédit Agricole Centre France</i>	-	-	-	-	241 515	0,87%
<i>Autres investisseurs institutionnels</i>	-	-	-	-	219 285	0,79%
Total institutional investors	-	-	-	-	4 552 300	16,37%
Treasury shares	200 233	0,86%	0	0,00%	200 233	0,72%
Free float	21 669 108	93,15%	21 830 260	88,69%	21 669 108	77,91%
TOTAL	23 261 500	100%	24 614 578	100%	27 813 800	100%

Free allocation of share subscription warrants (BSAs)

Following the final settlement-delivery of the Private Placement, 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.

Each shareholder will receive on 20 February 2020 one free BSA for each share held, making a total of 27.813.800 BSAs to be issued. In the event all BSAs are exercised, this will result in the issue of 1.854.253 ordinary shares,

representing 6.67 % of the current capital and gross income of €2.985.347 for the Company. The proceeds from the exercise of the BSAs will contribute to the financing of the objectives of the Private Placement.

The BSAs will be admitted to trading on the Euronext regulated 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 (15) 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 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 (nor 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.

This press release does not constitute a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the "**Prospectus Regulation**").

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.

This press release does not constitute a public offering of securities in the United Kingdom. This press release is published without approval from an "authorised person" within the meaning of Section 21 (1) of the Financial Services and Markets Act 2000. Consequently, this press release is only addressed to and intended for: (i) persons located outside the United Kingdom; (ii) investment professionals within the meaning of Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended; and (iii) persons referred to in Section 49 (2) (a) to (d) (high-equity companies, unregistered associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the persons mentioned in paragraphs (i), (ii) and (iii) being together referred to as "**Qualified Persons**"). The Company's securities are intended only for Qualified Persons, and any invitation, offer, or contract relating to the subscription, purchase, or acquisition of the Company's securities may only be addressed to or concluded with Qualified Persons. Anyone other than a Qualified Person should refrain from using or relying on this press release and the information contained within it. This press release does not constitute a prospectus approved by the Financial Conduct Authority or by any other United Kingdom regulatory authority within the meaning of Section 85 of the Financial Services and Markets Act 2000.

This press release does not constitute an offer of securities or any solicitation to purchase or subscribe for securities in the United States or in any other country (other than France). Securities may be offered, subscribed

for, or sold in the United States only following registration under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or pursuant to an exemption from this registration requirement. The Company's shares have not been and will not be registered under the Securities Act, and the Company does not intend to make any public offering of its securities in the United States.

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This press release may not be published, transmitted, or distributed, either directly or indirectly, in the territory of the United States, Canada, Australia, or Japan.

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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ANNEX: TERMS OF THE FREE ALLOCATION OF SHARE SUBSCRIPTION WARRANTS (BSAs)

DESCRIPTION OF THE TRANSACTION

The transaction proposed by the Company is the free allocation of 27.813.800 share subscription warrants (BSAs) to all shareholders.

LEGAL FRAMEWORK OF THE TRANSACTION

These BSAs will be issued pursuant to the 14th resolution of the Combined General Meeting of Shareholders held on 27 June 2019.

The Company's Board of Directors, at its meeting on 13 February 2020, by virtue of the delegation of authority granted by the 14th resolution of the Combined General Meeting of Shareholders on 27 June 2019, decided to issue and allocate free of charge BSAs to all shareholders of the Company on the date and at the end of the settlement-delivery of the Private Placement (and thus subject to the condition precedent thereof) and, after determining certain characteristics of the BSAs (allocation ratio, exercise parity, exercise price, and exercise period), delegated to the Chairman and Chief Executive Officer the power to set the final terms and conditions of the said BSA issue.

BSA CHARACTERISTICS

Form

The BSAs may be registered or bearer share warrants, depending on the choice of the shareholder.

Subscription price

The BSAs will be allocated free of charge to all shareholders registered in the books at the end of the trading day on 19 February 2020 on the basis of one BSA per share held.

Exercise parity

Fifteen (15) BSAs will entitle shareholders to subscribe for one (1) new share of the Company with a nominal par value of 0.10 euros.

Exercise price

€1.61 per share, identical to the subscription price for the New Shares issued in the Private Placement, i.e. a discount of 5%, compared with the reference price of €1.688, representing the closing price of the trading session of 13 February 2020.

The subscription price for the Company's shares issued on the exercise of the BSAs must be fully paid up in cash at the exercise date, including, if necessary, by offsetting with liquid claims on the Company under the conditions provided for by law.

Holders of BSAs will have to request the exercise of BSAs with the intermediary with which their securities are registered in an account.

Exercise period

The BSAs may not be exercised before the first anniversary of their allocation, that is, 19 February 2021. They may be exercised between 19 February 2021 and 19 March 2021. After 19 March 2021, unexercised BSAs will have expired and lost all value.

Payment for new shares subscribed upon the exercise of BSAs and dividend date

The new shares resulting from the exercise of the BSAs must be fully paid up upon their subscription. These new shares may be paid up either in cash or by offsetting with liquid claims on the Company under the conditions provided for by law.

The new shares resulting from the exercise of the BSAs will carry current rights and will be traded on the same listing line as existing shares under the ISIN code FR0004177046.

Expiration

BSAs must be exercised no later than 19 March 2021, the date on which they will expire and lose all value.

Listing

A request will be made for admission to trading on the Euronext Growth market in Paris. The initial listing is scheduled for 20 February 2020, under the ISIN code FR0013483534 and the mnemonic code METBS.

Exercise terms

Holders will have to request the exercise of their BSAs from the intermediary with which their securities are registered in an account.

In the event a BSA holder does not have a sufficient number of BSAs to subscribe for a whole number of Company shares, he must acquire on the market the number of BSAs necessary to subscribe for a whole number of Company shares. BSAs forming fractional shares may be sold on the market during their listing period, but they will not entitle their holders to compensation by the Company.

Suspension of the exercise of BSAs

In the event new shares or new securities giving access to the Company's capital are issued, as well as in the event of a merger or spin-off, the Board of Directors reserves the right to suspend the exercise of BSAs for a period not to exceed three months. Such suspension shall in no way deprive BSA holders of their rights to subscribe for new shares in the Company.

In this case, a notice will be published in the Bulletin des Annonces Légales Obligatoires (BALO) at least fifteen days before the date the suspension begins to inform BSA holders of the date on which the exercise of their BSAs will be suspended and the date it will resume. This information will also be published by Euronext Paris.

BSA holder rights

As of the issuance of the BSAs and as long as valid BSAs exist, the rights of BSA holders will be maintained under the conditions provided for by applicable law and regulation, notably by articles L. 228- 98 et seq. of the French Commercial Code, and in particular:

- in the event that losses prompt a reduction in capital, carried out by a reduction in the number of shares, the number of shares that BSA holders are entitled to receive on the exercise of their BSAs will be reduced accordingly, as if the said BSA holders had been shareholders from the date the BSAs were issued;
- in the event that losses prompt a reduction in capital, carried out by a reduction in the nominal value of shares, the subscription price of the shares to which BSA holders are entitled will be equal to the nominal value of the shares immediately before the said reduction in capital, with the issue premium increased by the amount of the decrease in the nominal value.

In addition:

- in the event of a reduction in capital not prompted by losses, carried out by a reduction in the nominal value of the shares, the subscription price of the shares to which BSA holders are entitled will be reduced by the same amount;

- in the event of a reduction in capital not prompted by losses, carried out by a reduction in the number of shares, BSA holders who exercise their BSAs may request the repurchase of their shares under the same conditions as if they had been shareholders at the time the Company bought back its own shares.

In the event that, while BSAs have not been exercised, the Company carries out one of the following operations:

- issuance of securities with preferential subscription rights for shareholders;
- amortisation of capital;
- modification of the allocation of profits, in particular through the creation of preference shares; or
- distribution of reserves, in cash or in kind, and issue premiums;

then the rights of BSA holders would be preserved under the conditions provided for in article L. 228-99 of the French Commercial Code.

The Company will inform BSA holders of these operations as well as the protective measures it has decided to put in place for their benefit.

To this end, the Company must:

(1) enable BSA holders to exercise their warrants, if the conditions for doing so as defined by the Company's Board of Directors are not met, so that they can immediately participate in the above operations or benefit from them, pursuant to the provisions of article R. 228-87 of the Commercial Code; or

(2) take measures that will enable holders, if they exercise their BSAs later, to subscribe on an irreducible basis for the new securities issued, or obtain their allocation free of charge, or receive cash or goods similar to those allocated, in the same quantities or proportions as well as on the same conditions, except with regard to dividends, as if they had been shareholders during these operations, pursuant to the provisions of articles R. 228-88 and R. 228-89 of the Commercial Code; or

(3) adjust the conditions to subscribe for the shares that will be issued as a result of the initially planned exercise of BSAs so as to take into account the impact of the operations mentioned above, provided that such adjustment is possible with regard to the conditions for exercising the BSAs decided by the Company's Board of Directors; the adjustment would be made using the method provided for in article R. 228-91 of the French Commercial Code, with the stipulation that the value of the preferential subscription right as well as the value of the share before detachment of the subscription right would be determined, if need be, by the Board of Directors, based on the subscription, exchange, or sale price per share adopted during the last transaction on the Company's capital (capital increase, contribution of securities, sale of shares, etc.) during the six (6) months preceding the Board of Directors meeting or, in the absence of such an operation during this period, based on any other financial parameter deemed relevant by the Board of Directors.

The Company may simultaneously take the measures provided for in (1) and (2). It may, in all cases, replace them with the adjustment authorized in (3), if such adjustment is possible.

In the event of a merger by absorption of the Company, each BSA holder will be notified and will receive the same information as if he were a shareholder so that he may, if he wishes, exercise his right to subscribe for shares.

The Company may modify its form, its corporate purpose, and the rules for allocating its profits as well as amortise its capital and issue preferred shares, as provided for in article L. 228-98 of the French Commercial Code.

Settlement of fractional shares

Any BSA holder exercising his rights with respect to BSAs may subscribe for a number of new shares of the Company calculated by applying the exercise parity to the number of BSAs exercised.

If, when carrying out one of the above transactions, the holder exercising BSAs is entitled to a number of new shares that results in a "fractional" share, he may request the allocation of:

- the number of whole new shares immediately below this number; in this case, the Company will make a cash payment to the holder equal to the fraction of the share multiplied by the share value. The share value will be based on the opening price of the Company's share on the Euronext regulated market in Paris, or on any other market on which the Company's shares are listed, during the trading session preceding the filing date of the request to exercise the rights attached to the BSAs; or
- the number of whole new shares immediately above this number, on condition that the holder pays the Company an amount equal to the value of the fraction of the additional share thus requested, with this value calculated in the manner indicated in the preceding paragraph.

Information for BSA holders in the event of an adjustment

In the event the conditions for exercising BSAs are adjusted, BSA holders will be informed of the new conditions by a notice published in the Bulletin des Annonces Légales Obligatoires (BALO).

The Board of Directors will report on the calculations and results of the adjustment in the first annual report following this adjustment.

Purchases by the Company and cancellation of BSAs

The Company reserves the right, at any time and without limitations on price or quantity, to purchase BSAs on the stock exchange or over the counter, or to make public purchase or exchange offers for BSAs. BSAs purchased on the stock exchange or over the counter or through public offers will be considered out of circulation and will be cancelled, pursuant to article L. 225-149-2 of the French Commercial Code.

Listing and type of new shares resulting from the exercise of BSAs

The new shares resulting from the exercise of BSAs will be ordinary shares of the Company, in the same category as the Company's existing shares. As soon as they are admitted to trading on the Euronext regulated market in Paris, they will be integrated with the Company's existing shares.

They will therefore be traded under the same ISIN code as the Company's existing shares, i.e. ISIN FR0004177046.

BSA Holders Group

Pursuant to article L. 228-103 of the French Commercial Code, BSA holders form a group with civil status and subject to provisions identical to those provided for by articles L. 228-47 to L. 228-64, L. 228-66, and L. 228-90 of the French Commercial Code.

Pursuant to Article L. 228-47 of the French Commercial Code, the BSA Holders Group has a single representative (the "**Representative of the BSA Holders Group**"):

Aether Financial Services
36, rue de Monceau - 75008 Paris

The Representative of the BSA Holders Group will have, without restriction or qualification, the power to perform on behalf of the BSA Holders Group all acts of management to defend the BSA holders' common interests.

He will exercise his functions until his resignation, his dismissal by a general meeting of BSA holders, or until a situation of incompatibility arises. His mandate will automatically end two months after the end of the exercise period. This term is extended automatically, if necessary, until the final resolution of any ongoing legal proceedings in which the Representative is involved and the execution of any related decisions or transactions.

The annual remuneration of the Representative of the BSA Holders Group is €840, taxes included. It is paid by the Company for as long as there are BSAs in circulation.

CHARACTERISTICS OF NEW SHARES RESULTING FROM THE EXERCISE OF BSAs

Issue date of new shares

The new shares will be issued as and when the BSAs are exercised between 19 February 2021 and 19 March 2021 inclusive.

Number of new shares issued

As an indication, the exercise of all 27.813.800 BSAs issued and allocated would result in the creation of a maximum of 1.854.253 new shares in the Company, representing a capital increase of a maximum nominal amount of €185.425,3, i.e. an issue for a maximum amount, issue premium included, of €2.985.347.

Listing

Requests will be made periodically to admit to trading on the Euronext regulated market in Paris the new shares issued as a result of the exercise of BSAs. They will be traded on the same line as the existing shares, i.e. ISIN FR0004177046.

Publication of results

At the end of the BSA exercise period, i.e. on 19 March 2021, the Company will issue a press release indicating the number of new shares resulting from the exercise of the BSAs and the total amount of funds raised from subscriptions for new shares with the allocated BSAs.

Dilution

A shareholder who holds 1% of the Company's share capital prior to the BSA allocation and who decides not to exercise the BSAs received in this allocation would see his holding in the Company's capital increase to 0.78% in the event all the allocated BSAs are exercised, based on the Company's share capital after settlement-delivery of the Private Placement.

Type of share

The new shares resulting from the exercise of the BSAs may be either registered or bearer shares, depending on the choice of the shareholder.

Trading of new shares

There are no statutory limitations on the free trading of the shares making up the Company's share capital. The new shares may therefore be freely traded.

Applicable law and competent courts in the event of disputes

The BSAs and the new shares resulting from the exercise of the BSAs will be issued under French law. The competent courts in the event of disputes are those for the Company's registered office, when the Company is the defendant, and in other cases, those designated according to the nature of the dispute, unless otherwise provided for by the Code of Civil Procedure.

ESTIMATED TIMETABLE FOR THE OPERATION

14 February 2020	<p>Decision of the Chairman and CEO specifying:</p> <ul style="list-style-type: none"> - the final terms and conditions of the Private Placement - the final terms and conditions of the BSA issue following the completion of the Private Placement <p>Publication of the press release announcing:</p> <ul style="list-style-type: none"> - the total amount raised, the subscription price, and the number of shares issued in the Private Placement - the final terms and conditions of the BSA issue following the completion of the Private Placement <p>Publication by Euronext of the notice indicating the number of new shares issued in the Private Placement</p>
18 February 2020	<p>Settlement-delivery of the Private Placement</p> <p>Decision of the Chairman and Chief Executive Officer to issue BSAs for all the Company's shareholders</p> <p>Publication of the Euronext notice announcing the BSA issue and their future admission to trading</p>
19 February 2020	Accounting day at the end of which BSAs will be allocated to holders of existing shares recorded in their securities accounts
20 February 2020	<p>Free allocation of BSAs (ex-date)</p> <p>Admission of the BSAs to trading on the Euronext regulated market in Paris</p>
21 February 2020	Record date for the BSA allocation based on the final transactions on 19 February 2020
24 February 2020	Settlement date of the BSAs on Euroclear France
19 February 2021	Beginning of the BSA exercise period
19 March 2021	<p>End of the BSA exercise period</p> <p>BSAs that have not been exercised by the close of trading on 19 March 2021 will expire and lose all value</p>