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**This announcement is not an offer to invest in the shares (the “Shares”) of Biotalys. An investment in the Shares can only be based on the prospectus dated 22 June 2021 (the “Prospectus”) Biotalys has issued in connection with the offering of its Shares.**

**The investment in Shares of Biotalys involves substantial risks and uncertainties, including the following risks: (i) Biotalys has never brought a product to the market. All but one of Biotalys’ product candidates are still in early stages of discovery. Only one product candidate is in the registration phase, but will, if regulatory approval is obtained, only be introduced as a market test and is not expected to become a profitable product for Biotalys. Biotalys’ technology platform AGROBODY Foundry™ and the modes of action of its product candidates are novel, have not been tested on a commercial scale, may not result in a marketable product in the near term, if ever or may not be well understood, may be difficult to apply or may not be accepted by customers, (ii) the current costs of manufacturing Biotalys’ product candidates are high. Biotalys has also not yet been able to cost-effectively manufacture any products on large scale for use in commercial environments. Biotalys may not be able to manufacture its product candidates in an economically viable manner and/or its product candidates may not be competitive in the target markets, (iii) Biotalys has not yet obtained regulatory approval for any of its product candidates. The crop protection products industry is subject to a stringent regulatory environment including extensive regulations for obtaining product registrations. Biotalys may not be able to obtain or maintain the necessary regulatory approvals for its product candidates, which will restrict its ability to sell the product candidates in some markets. Biotalys’ inability to obtain regulatory approvals, or to comply with ongoing and changing regulatory requirements, could delay or prevent sales of the product candidates Biotalys is developing and intends to commercialize, (iv) Biotalys has a limited operating history and has not yet generated any revenues. Biotalys has incurred operating losses, negative operating cash flows and an accumulated deficit since inception and may not be able to achieve or subsequently maintain profitability. Biotalys is executing its strategy in accordance with its business model, the viability of which has not been demonstrated, and (v) in Biotalys’ opinion, it does not currently have sufficient working capital to satisfy its present or anticipated future working capital requirements for at least the next 12 months following the date of the Prospectus Biotalys has issued in the framework of offering its Shares. Prospective investors should read the Prospectus at [www.biotalys.com/investors](http://www.biotalys.com/investors) and, in particular, should read the section on “Risk Factors” for a discussion of certain factors which should be considered in connection with an investment in the Shares. Although these risk factors are not necessarily all ranked in order of their materiality, in each category the risk factors which in the assessment of Biotalys are the most material, taking into account the negative impact on Biotalys and on the Shares and the probability of its occurrence, are mentioned first. All of these factors should be considered before investing in the Shares. Prospective investors must be able to bear the economic risk of an investment in the Shares and should be able to sustain a partial or total loss of their investment.**

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### **Biotalys Announces Expected Successful Closing of its Initial Public Offering**

**Ghent, BELGIUM – 1 July 2021** – Biotalys NV (“Biotalys” or the “Company”) an Agricultural Technology (AgTech) company focused on addressing food protection challenges with protein-based biocontrol solutions for a more sustainable and safer food supply, announces today that it expects to close successfully its initial public offering at a price of €7.50 per Offered Share<sup>1</sup>. The Company expects to issue 6,333,333 Shares bringing the size of the Offering at €47.5 million. It is expected that up to 949,999 Shares will be over-allotted in the framework of the Offering bringing the maximum size of the Offering at €54.62 million if the Over-allotment Option is fully exercised.

The offering period commenced on 23 June 2021 at 9:00 am (CEST) and closed at 4:00 pm (CEST) on 30 June 2021 for retail investors and is expected to close on 1 July at 2:00 pm (CEST) for institutional investors.

#### **Prospectus**

The English version of the prospectus has been approved by the Belgian Financial Services and Markets Authority on 22 June 2021 (the “Prospectus”). The FSMA only approved the Prospectus (including the summary of the Prospectus, the “Summary”) as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company or the quality of the Offered Shares that are the subject of the Prospectus. Investors should make their own assessment as to the suitability of investing in the Offered Shares. The full Prospectus is available to prospective investors in Belgium in English and Dutch, and the Summary is available in French. The Prospectus is available to investors free of charge since 23 June 2021 (before opening of the markets) at the registered office of the Company (Biotalys NV, Buchtenstraat 11, Ghent 9051, Belgium) and on the websites of Biotalys ([www.biotalys.com/investors](http://www.biotalys.com/investors)), KBC ([www.kbcsecurities.com](http://www.kbcsecurities.com), [www.kbc.be/biotalys](http://www.kbc.be/biotalys) and [www.bolero.be/nl/Biotalys](http://www.bolero.be/nl/Biotalys)) and Belfius Bank NV/SA ([www.belfius.be/Biotalys2021](http://www.belfius.be/Biotalys2021)). The Prospectus can also be consulted since 23 June 2021 (before opening of the markets) on the website of the Company (<https://www.biotalys.com/investors>), whereby the access on the aforementioned websites is each time subject to the usual limitations.

**- ENDS -**

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<sup>1</sup> Please also see the press release in relation to the launch of the Offering, dated 23 June 2021; the press release in relation to the covering of the base offering throughout the price range, dated 29 June 2021.

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**About Biotalys**

Biotalys is an Agricultural Technology (AgTech) company focused on addressing food protection challenges with protein-based biocontrol solutions for more sustainable and safer food. Based on its novel AGROBODY™ technology platform, Biotalys aims to develop a strong and diverse pipeline of effective products with a favorable safety profile that aim to address key crop pests and diseases across the whole value chain, from soil to plate. Biotalys was founded in 2013 as a spin-off from the VIB (Flanders Institute for Biotechnology) and has raised €62.8 million (US\$74.9 million) to date from Belgian and international investors. The Company is based in the biotech cluster in Ghent, Belgium. More information can be found on [www.biotalys.com](http://www.biotalys.com).

**Important Notice**

This announcement is not for distribution in or to persons resident in the United States of America, Australia, Canada, Japan, South Africa or Switzerland. The information contained herein does not constitute an offer of securities for sale.

This announcement contains statements which are "forward-looking statements" or could be considered as such. These forward-looking statements can be identified by the use of forward-looking terminology, including the words 'aim', 'believe', 'estimate', 'anticipate', 'expect', 'intend', 'may', 'will', 'plan', 'continue', 'ongoing', 'possible', 'predict', 'plans', 'target', 'seek', 'would' or 'should', and contain statements made by the company regarding the intended results of its strategy. By their nature, forward-looking statements involve risks and uncertainties and readers are warned that none of these forward-looking statements offers any guarantee of future performance. The Biotalys actual results may differ materially from those predicted by the forward-looking statements. Biotalys makes no undertaking whatsoever to publish updates or adjustments to these forward-looking statements, unless required to do so by law.

The Company's securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the Securities Act), or under the laws of any state or other jurisdiction in the United States of America, and may not be offered or sold within the United States of America except pursuant to an exemption from, or in a transaction not subject to, the registration

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requirements of the Securities Act and applicable state laws. No public offering of securities will be made in the United States of America.

This information does not constitute an offer or invitation to proceed to an acquisition of or subscription for the Company's securities, nor an offer or invitation to proceed to an acquisition of or subscription for the Company's securities in any jurisdiction (including Belgium, member states of the EEA, the United States of America, Switzerland, Canada, Australia, Japan, South Africa or the United Kingdom) where such offer or invitation is not allowed without registration or qualification under the applicable legislation of the relevant jurisdiction, or where such offer or invitation does not meet the required conditions under the applicable legislation of the relevant jurisdiction.

This information and any materials distributed in connection with this information are not directed to, or intended for distribution to or use by, any person or entity that is a citizen or resident of or located in the United States of America, Switzerland, Canada, Australia, Japan, South Africa or any other jurisdiction where such distribution, publication, availability or use would be contrary to law or regulation or which would require any registration or licensing within such jurisdiction. Any failure to comply with these restrictions may constitute a violation of the laws or regulations of the United States of America, Switzerland, Canada, Australia, Japan, South Africa or any other jurisdiction. The distribution of this information in other jurisdictions than Belgium, may be restricted by laws or regulations applicable in such jurisdictions. All persons in possession of this information must inform themselves about, and comply with, any such restrictions.

An investment in shares entails significant risks. Relevant investors are encouraged to read the Prospectus. This document is not a prospectus and investors should not subscribe for or purchase any shares referred to herein except on the basis of the information contained in the Prospectus. Potential investors must read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. This announcement and the approval of the Prospectus, as the case may be, should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market. The value of the Company's shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the intended offering for the person concerned.

The date of completion of listing on the regulated market of Euronext Brussels may be influenced by things such as market conditions. There is no guarantee that such listing will occur and a potential investor should not base their financial decisions on the Company's intentions in relation to such listing at this stage.

Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. Persons considering such investments should consult an authorized person specializing in advising on such investments.

This announcement is only addressed to and directed at persons in the United Kingdom and member states of the European Economic Area (the "EEA") (each a Member State) who are "qualified investors" within the meaning of Article 2(e) of Regulation 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended from time to time, to the extent implemented in the relevant Member State of the EEA) and any implementing measure in each relevant Member State of the EEA (the Prospectus Regulation), or such other investors as shall not constitute an offer to the public within the meaning of Article 3.1 of the Prospectus

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Regulation. In addition, in the United Kingdom, this announcement is only addressed to and directed at (i) persons having professional experience in matters relating to investments falling within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (ii) high net worth entities, etc. falling within Article 49(2)(a) to (d) of the Order, and (iii) any other person to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). The intended offering, as the case may be, will only be available to, and any invitation, offer or agreement to subscribe for, purchase, or otherwise acquire securities will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

The Joint Bookrunners are acting for the Company and no one else in relation to the intended offering, and will not be responsible to anyone other than the Company for providing the protections offered to their respective clients nor for providing advice in relation to the intended offering.

The Company assumes responsibility for the information contained in this announcement. None of the Joint Bookrunners or any of their respective affiliates or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Each of the Underwriters and each of their respective affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement or information. No representation or warranty express or implied, is made by any of the Underwriters or any of their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this announcement, and nothing in this announcement will be relied upon as a promise or representation in this respect, whether or not to the past or future.

### **Information to Distributors**

The Underwriters have informed the Company that the following information is intended for distributors only. The information is provided by the Underwriters, and the Company does not assume responsibility for it.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures; and (d) Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (together, the "Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Underwriters have submitted the Shares to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II or the FCA Handbook Conduct of Business Sourcebook; and (ii) eligible for distribution through all permitted distribution channels as (the "Target Market Assessment"). Notwithstanding the Target Market Assessment,

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distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook or MiFID II or any local implementing measure; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.