



Press Release

ABIONYX Pharma is launching a capital increase with cancellation of preferential subscription rights in favor of certain categories of persons, amounting to approximately €1.8m

- Capital increase of approximately 1.8 million euros
- Subscription price: 3.10 euros
- Extension of visibility until the end of 2026

Toulouse, FRANCE, Fullerton, CA, USA, December 16, 2025, 7:00 p.m. CET - ABIONYX Pharma, (FR0012616852 - ABNX - PEA PME eligible), a next-generation biopharma company pioneering a new therapeutic era in sepsis and critical care through its proprietary apoA-I-based technology platform, today announces the launch of a capital increase with the removal of preferential subscription rights ("PSR") for certain categories of persons, for an amount of nearly 1.8 million euros through the issuance of 580,643 new shares at a subscription price of 3.10 euros (the "Issuance"). This capital increase is intended to strengthen the Company's cash position.

Legal framework of the Issue

This transaction is part of a capital increase with cancellation of preferential subscription rights in favor of persons belonging to specific categories, decided today by the Board of Directors, acting on the basis of the delegation granted by the fourteenth resolution of the Company's Combined Shareholders' Meeting of June 26, 2025.

Terms and conditions of the Issue

The Board of Directors decided today to issue a maximum number of 580,643 ordinary shares with a par value of €0.05 at a price corresponding to the closing price on the last trading day prior to the setting of the issue price, less a maximum discount of 10%. The Chief Executive Officer, acting on behalf of the Board of Directors, noted that the closing price on December 16, 2025, was 3.445 euros and set the issue price at 3.10 euros per new share.

The maximum nominal amount of the capital increase is therefore 29,032.15 euros, with an issue premium of up to 1,770,961.15 euros. This issue represents approximately 1.66% of the capital on the date of the issue decision. The new shares will carry current dividend rights, will be treated as existing shares and will enjoy the same rights. They will be subject to all statutory provisions and will be admitted to trading on Euronext on the same listing line as the existing shares.

Provisional timetable

Settlement and delivery are expected to take place on December 19, 2025.

Subscription commitments

Existing shareholders and new family shareholders have committed to subscribe for €1 million, representing approximately 55.6% of the Issue.

Subscription guarantee

As part of the Issue, the Company has obtained a commitment from an investor for a maximum total amount of €800,000 to guarantee the completion of a capital increase, which entitles the investor to a commission of 10% of the guaranteed amount.

Shareholding structure

The maximum number of shares that may be issued in this manner represents approximately 1.66% of the number of shares outstanding prior to the Issue. By way of illustration, a shareholder who held a number of shares representing 1% of ABIONYX Pharma's capital prior to the Issue would, after the issue of the new shares, represent 0.98% of the share capital.

As of the date of this press release, to the Company's knowledge, the breakdown of the Company's shareholding is as follows:

Shareholders	Non dilutive basis				Dilutive basis (1)			
	Number of shares	% of capital	Number of voting rights	% of voting rights	Number of shares	% of capital	Number of voting rights	% of voting rights
DOMUNDI	4,348,882	12.45%	7,197,764	16.14%	5,060,347	12.41%	7,909,229	15.68%
ORSAY 53	2,331,000	6.67%	2,331,000	5.23%	4,662,000	11.44%	4,662,000	9.24%
Luc Demarre	1,987,457	5.69%	3,625,581	8.13%	2,128,457	5.22%	3,766,581	7.47%
Cyrille Tupin	1,592,214	4.56%	2,817,673	6.32%	2,902,989	7.12%	4,128,448	8.19%
Management	10,259,553	29.37%	15,972,018	35.81%	14,753,793	36.20%	20,466,258	40.58%
Treasury stock held by the Company	233,625	0.67%	0	0.00%	233,625	0.57%	0	0.00%
Float	24,437,834	69.96%	28,628,782	64.19%	25,772,584	63.23%	29,963,532	59.42%
Total	34,931,012	100.00%	44,600,800	100.00%	40,760,002	100.00%	50,429,790	100.00%

(1) including all dilutive instruments (stock warrants, stock options, or bonus shares granted with conditions not yet fulfilled).

Following the Issue, based on the Company's knowledge of its shareholding structure as of the date of this press release, subscription commitments, the Subscription Guarantee, and assuming that the Issue is fully subscribed, the Company's shareholding structure will be as follows:

Shareholders	Non dilutive basis				Dilutive basis (1)			
	Number of shares	% of capital	Number of voting rights	% of voting rights	Number of shares	% of capital	Number of voting rights	% of voting rights
DOMUNDI	4,392,430	12.37%	7,241,312	16.03%	5,103,895	12.35%	7,952,777	15.59%
ORSAY 53	2,331,000	6.56%	2,331,000	5.16%	4,662,000	11.28%	4,662,000	9.14%
Luc Demarre	2,003,586	5.64%	3,641,710	8.06%	2,144,586	5.19%	3,782,710	7.42%
Cyrille Tupin	1,592,214	4.48%	2,817,673	6.24%	2,902,989	7.02%	4,128,448	8.09%
Management	10,319,230	29.06%	16,031,695	35.48%	14,813,470	35.83%	20,525,935	40.24%
Treasury stock held by the Company	233,625	0.66%	0	0.00%	233,625	0.57%	0	0.00%
Float	24,958,800	70.28%	29,149,748	64.25%	26,283,550	63.60%	30,484,498	59.76%
Total	35,511,655	100.00%	45,181,443	100.00%	41,340,645	100.00%	51,010,433	100.00%

(1) including all dilutive instruments (stock warrants, stock options, or bonus shares granted with conditions not yet fulfilled).

Purpose of the capital increase

The objective of this capital increase is to strengthen the Company's cash position in order to extend its financial visibility until the end of 2026 and to continue the SEPSIS project as part of France 2030.

No prospectus

In accordance with the provisions of Article 211-3 of the General Regulations of the French Financial Markets Authority (AMF), the Issue will not give rise to a prospectus subject to AMF approval.

Risk factors

The risk factors are described in the 2024 Universal Registration Document (Chapter 3) filed with the AMF under number D.25-0100 on March 14, 2025, and available on the Company's website: www.abionyx.com and on the AMF website: www.amf-france.org.

The occurrence of all or part of these risks could have a negative impact on the Company's business, financial position, results, development, or prospects.

In addition, with regard to the risks specific to the Offering, it should be noted that:

1. the market price of the Company's shares may fluctuate and fall below the subscription price of the shares issued as part of the Offering,
2. the volatility and liquidity of the Company's shares may fluctuate significantly,
3. sales of the Company's shares may take place on the market and have a negative impact on the market price of its shares, and
4. the Company's shareholders could suffer potentially significant dilution as a result of any future capital increases necessary to provide the Company with additional financing.

About ABIONYX Pharma

ABIONYX Pharma is a next-generation biopharma company pioneering a new therapeutic era in sepsis and critical care through breakthrough biotherapies that address life-threatening conditions with no effective treatments. Leveraging its proprietary apoA-I-based technology platform, ABIONYX Pharma develops innovative biologics and HDL-derived vectors that target the immune and inflammatory dysregulation underlying sepsis and other severe diseases. With a strong scientific foundation and a growing network of global clinical partners, ABIONYX Pharma aims to redefine the standard of care in sepsis and to bring critical care solutions to patients worldwide.

Contacts :

ABIONYX Pharma
infos@abionyx.com