



NANOBIOTIX SUCCESSFULLY COMPLETES APPROXIMATELY EUR 27.2 MILLION PLACEMENT OF NEW SHARES

Funds raised via an accelerated book building offering announced on October 30, 2017

Paris, France and Cambridge, Massachusetts (USA), October 31, 2017 – NANOBIOTIX (the “Company”) (Euronext: NANO – ISIN: FR0011341205), a late clinical-stage nanomedicine company pioneering new approaches to the local treatment of cancer, announces today the successful completion of a placement for a total amount of EUR 27.2 million via an accelerated bookbuild offering.

Terms of the offering

A total of 1,941,789 new shares, par value EUR 0.03, have been placed with investors in the health and biotechnology industry primarily located in the United States and Europe. The order book was well covered based on strong demand mainly from new US as well as from European life sciences specialist investors along with existing shareholders reinforcing their position. The new shares, representing approximately 11% of the outstanding Company share capital prior to the offering, have been issued today by decision of the management board of the Company, following the supervisory board approval on October 30, 2017. This decision is based on the delegation granted by Resolution 27 of the extraordinary general meeting of the shareholders of the Company held on June 14, 2017.

The offering was conducted by way of an accelerated book building offering in accordance with Article L. 225-138 of the French Commercial Code (*code de commerce*).

The issue price of the new shares has been set at EUR 14.00 per share, representing an 18% discount to the average of the volume weighted average price of the Company’s shares over the last three trading days immediately preceding today (October 26, 2017 – October 30, 2017 inclusive), which was EUR 17.07, pursuant to Resolution 27 of the Extraordinary General Meeting of the Shareholders of the Company held on June 14, 2017.

Jefferies International Limited acted as Sole Global Coordinator, and together with Cowen and Gilbert Dupont as Joint Bookrunners in the Offering.

Use of proceeds

The net proceeds of the offering will be used to finance Nanobiotix’s top priorities:

- Prepare and execute the first U.S.- based trial to evaluate its lead product, NBTXR3, in combination with immune checkpoint inhibitors
- Continuation of the head and neck cancer clinical development
- Market preparations for NBTXR3’s launch in the European market

The Company’s shareholding structure after the New Shares issue

After settlement-delivery of the New Shares, the Company’s share capital will amount to EUR 589,001.19, equal to 19,633,373 shares with a par value of EUR 0.03, as follows. On an illustrative basis, a shareholder holding 1% of the Company’s capital before the offering will now hold 0.90%.

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Shareholders	Number of shares before the placement ⁽¹⁾	% of the share capital before the placement	Number of shares after the placement ⁽¹⁾	% of share capital after the placement	Subscription (in €)
Institutional Investors	6 802 310	38,45%	8 744 099	44,54%	27 195 046
Retail	7 732 304	43,71%	7 732 304	39,38%	
Employees and Management	1 395 346	7,89%	1 395 346	7,11%	
Family Offices and Other	1 744 182	9,86%	1 744 182	8,88%	
Liquidity Contract	17 442	0,10%	17 442	0,09%	
Total	17 691 584	100%	19 633 373	100%	27 195 046

(1) To the Company's knowledge

Admission to listing of the new shares

The new shares are expected to be admitted to trading on the regulated market of Euronext Paris on November 2, 2017 or shortly thereafter. They will be listed under the same code as the existing shares (ISIN FR0011341205) and will carry dividend rights as from their issue date and be immediately fungible in all respects with the Company's existing shares.

The offering is not subject to a prospectus to be approved by the French financial markets authority (*Autorité des marchés financiers*).

Standstill and lock-up provisions

In relation to the Offering, the Company has agreed with the Joint Bookrunners to a 90-days standstill period on future share issuances, subject to (i) the issuance of shares pursuant to the Offering, (ii) waiver by the Joint Bookrunners, and (iii) customary exceptions. The Company's management board members and supervisory board members agreed with the Joint Bookrunners to a 90-days lock-up on future share disposals, subject to (i) waiver by the Joint Bookrunners and (ii) customary exceptions.

Risk factors

The Company draws the public's attention to the risk factors related to the Company and its activities presented in section 1.5 of the reference document (*document de référence*) filed with the French financial markets authority under number D.17-0470 on April 28, 2017, which is available free of charge on the websites of the Company (www.nanobiotix.com) and/or the French financial markets authority (www.amf-france.org).

About NANOBIOTIX: www.nanobiotix.com

Nanobiotix (Euronext: NANO / ISIN: FR0011341205) is a late clinical-stage nanomedicine company pioneering novel approaches for the local treatment of cancer. The Company's first-in-class, proprietary technology, NanoXray, enhances radiotherapy energy with a view to provide a new, more efficient treatment for cancer patients.

NanoXray products are compatible with current radiotherapy treatments and are meant to treat potentially a wide variety of solid tumors including soft tissue sarcoma, head and neck cancers, liver cancers, prostate cancer, breast cancer, glioblastoma, etc., via multiple routes of administration.

NBTXR3 is being evaluated in: soft tissue sarcoma (STS), head and neck cancers, prostate cancer, and liver cancers (primary and metastases). Additionally, head and neck cancer and rectal cancer trials led by Nanobiotix's Taiwanese partner, PharmaEngine, are underway in the Asia Pacific region. The Company has filed in August 2016 for market approval (CE Marking) in Europe for its lead product NBTXR3.

The Company started in 2016 a new preclinical research program in Immuno-oncology with its lead product NBTXR3, which could have the potential to bring a new dimension to cancer immunotherapies.

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Nanobiotix is listed on the regulated market of Euronext Paris (ISIN: FR0011341205, Euronext ticker: NANO, Bloomberg: NANO: FP). The Company Headquarter is based in Paris, France. Affiliate in Cambridge, United States.

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Disclaimer

In France, the offer of Nanobiotix shares described above will take place solely as a placement, in accordance with Article L. 225-138 of the “Code de commerce” and applicable regulations. The offering does not constitute a public offering in France, as defined in Article L. 411-1 of the *Code monétaire et financier* and no prospectus reviewed or approved by the *Autorité des marchés financiers* will be published.

With respect to Member States of the European Economic Area that have transposed European Directive 2003/71/EC of the European Parliament and European Council (as amended, in particular by Directive 2010/73/EU to the extent that the said Directive has been transposed into each Member State of the European Economic Area) (the “**Prospectus Directive**”), no action has been taken or will be taken to permit a public offering of the securities referred to in this press release which would require the publication of a prospectus in any Member State.

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