

Not for release, publication or distribution, directly or indirectly, in or into the United States, Canada, Australia or Japan.



NANOBIOTIX LAUNCHES CAPITAL INCREASE BY MEANS OF AN ACCELERATED BOOKBUILD OFFERING

Paris, France and Cambridge, Massachusetts, April 6, 2017 – NANOBIOTIX (the “**Company**”) (Euronext: NANO – ISIN: FR0011341205), a late clinical-stage nanomedicine company pioneering new approaches to the local treatment of cancer, intends to issue up to 1,596,527 new shares (“**New Shares**”), representing up to 9.99% of the Company’s issued share capital, by means of an accelerated bookbuild offering (the “**Offering**”).

The New Shares would be issued through a capital increase without shareholders’ pre-emptive rights pursuant to the 10th and the 13th resolutions of the extraordinary general meeting of the shareholders of the Company held on June 23, 2016 and in accordance with Article L. 411-2 II of the French monetary and financial code.

The accelerated bookbuild offering will commence with immediate effect and is expected to end before markets open tomorrow, subject to acceleration or extension. The Company will announce the results of the Offering as soon as possible after closing of the bookbuilding in a subsequent press release. Settlement of the New Shares and the New Shares’ admission to trading on Euronext Paris is expected to occur on 11 April 2017.

The net proceeds of the Offering will be used for:

- Next clinical steps of the head and neck cancer program with NBTXR3, both in the U.S. and Europe
- Market preparations for NBTXR3’s launch on the European market
- Expansion of Nanobiotix’s Immuno-Oncology program into patients
- General corporate purposes

The Offering is open to institutional investors in France and elsewhere outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933 (the “**Securities Act**”) and to “qualified institutional buyers” in the United States as defined in Rule 144A under the Securities Act.

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

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) a carve-out for three board members (Laurent Lévy, Elsa Borghi and Bernd Muehlenweg) to collectively sell up to 100,000 shares from 19 June onwards to repay loans with respect to the exercise of founders warrants (*bons de souscription de parts de créateur d’entreprise*) or warrants (*bons de souscription d’actions*) and/or to cover tax liabilities as set forth in the press release published by the Company on December 19, 2016. The remainder of their shares will be subject to the 90-day lock-up period. On 19 December 2016, the Company published a press release announcing that those three individuals could sell shares in relation to exercising the warrants.

Jefferies and Kempen & Co are acting as Joint Global Coordinators, and together with Gilbert Dupont as Joint Bookrunners, in the Offering.

Not for release, publication or distribution, directly or indirectly, in or into the United States, Canada, Australia or Japan.

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 update (*actualisation du document de référence*) filed with the French financial markets authority under number D.16-0732-A01 on December 27, 2016, which is available free of charge on the websites of the Company (www.nanobiotix.fr) 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.

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.

Contact

Nanobiotix

Sarah Gaubert

Director, Communications & Public Affairs
+33 (0)1 40 26 07 55
sarah.gaubert@nanobiotix.com /
contact@nanobiotix.com

Noël Kurdi

Director, Investor Relations
+1 (646) 241-4400
noel.kurdi@nanobiotix.com /
investors@nanobiotix.com



Media relations

France - Springbok Consultants

Marina Rosoff
+33 (0)6 71 58 00 34
marina@springbok.fr

United States – RooneyPartners

Marion Janic
+1 (212) 223-4017
mjanic@rooneyco.com

Disclaimer

In France, the offer of Nanobiotix shares described above will take place solely as a private placement, in accordance with Article L. 411-2 of the *Code monétaire et financier* 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.

This press release is being distributed only to, and is directed only at (a) persons outside the United Kingdom, (b) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and

Not for release, publication or distribution, directly or indirectly, in or into the United States, Canada, Australia or Japan.

Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), and (c) high net worth entities, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as “**relevant persons**”). Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this communication or any of its contents.

This press release and the information it contains is not an offer to subscribe for or sell, nor the solicitation of an offer to subscribe for or buy, shares of Nanobiotix in the United States or any other jurisdiction where restrictions may apply. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended. Nanobiotix does not intend to register securities or conduct a public offering in the United States, or in any other jurisdiction.

This distribution of this press release may be subject to legal or regulatory restrictions in certain jurisdictions. Any person who comes into possession of this press release must inform him or herself of and comply with any such restrictions.

This press release has not been independently verified and no representation or warranty, express or implied, is made or given by or on behalf of any of Jefferies International Limited (“**Jefferies**”), Kempen & Co N.V. (“**Kempen & Co**”), Société de bourse Gilbert Dupont S.N.C. (“**Gilbert Dupont**”) or any of their respective parent or subsidiary undertakings, or the subsidiary undertakings of any such parent undertakings, or any of such person’s respective directors, officers, employees, agents, affiliates or advisers, as to, and no reliance should be placed on, the accuracy, completeness or fairness of the information or opinions contained in this press release and no responsibility or liability is assumed by any such persons for any such information or opinions or for any errors or omissions. All information presented or contained in this press release is subject to verification, correction, completion and change without notice.

Jefferies, Kempen & Co and Gilbert Dupont are acting exclusively for the Company and no one else in connection with the Offering and will not regard any other person (whether or not a recipient of this press release) as their client in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their client nor for providing advice in relation to the proposed offering. Jefferies is authorised and regulated by the Financial Conduct Authority in the United Kingdom.