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## NANOBIOTIX RAISES APPROXIMATELY EUR 29.5 MILLION IN PLACEMENT OF ORDINARY NEW SHARES

Funds raised through an accelerated bookbuild offering announced on April 8, 2019

- Placement follows announcement of the first European market approval for its lead product Hensify®
- Reinforces its shareholder structure with existing and new investors from the United States and Europe
- Enables Nanobiotix to accelerate development and extend cash visibility to prepare next steps
- Placement was oversubscribed during accelerated bookbuilding process

**Paris, France, April 9, 2019** – NANOBOTIX (the “**Company**”) (Euronext: NANO – ISIN: FR0011341205), a clinical-stage nanomedicine company pioneering new approaches to the treatment of cancer, announces today that, in connection with its previously announced capital increase, it has placed 2,566,666 new ordinary shares, par value EUR 0.03 each (the “**New Shares**”), with institutional investors in the United States and investors in France and other countries outside of the United States through an accelerated bookbuild, offering reserved to a specific class of investors (the “**Offering**”). Total gross proceeds from the Offering are expected to be approximately EUR 29.5m, before deducting fees and expenses.

### Terms of the Offering

The New Shares have been placed with investment funds and companies that invest on a regular basis, or that have invested more than €5 million over the 36 month-period preceding the Offering, in “small cap” or “mid cap” emerging growth companies in the healthcare or biotechnology industry (“**Eligible Investors**”). The New Shares will be issued pursuant to the decision of the Company’s executive board dated April 9, 2019, following the approval of the Company’s supervisory board on March 27, 2019, in accordance with the 30<sup>th</sup> resolution of the combined ordinary and extraordinary general meeting of the shareholders of the Company held on May 23, 2018 (the “**General Meeting**”) and in accordance with Article L. 225-138 of the French Commercial Code (*code de commerce*). The Offering is expected to close on or about April 11, 2019.

The issue price of the New Shares is EUR 11.50 per share, including share premium, representing a 15.1% discount to the average of the volume weighted-average price of the Company’s shares over the three trading days immediately preceding today (April 4, 2019 – April 8, 2019 inclusive), which was EUR 13.55, consistent to Resolution 30 of the General Meeting.

Jefferies International Limited (“**Jefferies**”) acted as Sole Bookrunner in the Offering.

### Use of proceeds

The Company intends to use the net proceeds of the Offering to accelerate its development, with a main focus on preparing for the launch of its Phase II/III clinical trial in Head and Neck cancers in the United States. Taking into account the net proceeds of the Offering, the Company’s cash visibility now extends through the end of 2020, allowing the Company to prepare for and launch this clinical trial in the United States in this anticipated timeframe.

### The Company’s shareholding structure after the New Shares issue

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Following the issuance of the New Shares, the Company's total share capital will be EUR 666,001.17, equal to 22,200,039 shares, with a par value of EUR 0.03, representing 113.07% of the total current share capital of the Company.

On an illustrative basis, a shareholder holding 1% of the Company's share capital before the Offering and who did not participate in the Offering will now hold 0.88% of the Company's shares after the Offering.

<i>Shareholders</i>	<i>Number of shares before the Offering<sup>(1)</sup></i>	<i>% of the share capital before the Offering</i>	<i>Number of shares after the Offering<sup>(1)</sup></i>	<i>% of share capital after Offering</i>	<i>Subscription (in €)</i>
Institutional Investors	7,912,936	40.30%	10,479,602	47.21%	29,516,659
Retail	10,019,172	51.03%	10,019,172	45.13%	
Employees and Management	857,266	4.37%	857,266	3.86%	
Family Offices and Other	830,855	4.23%	830,855	3.74%	
Liquidity Contract	13,144	0.07%	13,144	0.06%	
<b>Total</b>	<b>19,633,373</b>	<b>100%</b>	<b>22,200,039</b>	<b>100%</b>	<b>29,516,659</b>

(1) To the Company's knowledge

#### **Admission to listing of the New Shares**

The New Shares will be admitted to trading on the regulated market of Euronext Paris upon their settlement and delivery, which is expected to occur on or about April 11, 2019. They will be listed under the same code as the Company's existing ordinary shares (ISIN FR0011341205), carry dividend rights as from their issue date and be immediately fungible in all respects with the Company's existing shares.

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

#### **Standstill and lock-up provisions**

In connection with the Offering, the Company has entered into a lock-up agreement, which restricts the issuance of additional ordinary shares ending 90 days after settlement and delivery of the New Shares, subject to customary exceptions as well as the ability to request a waiver from the Sole Bookrunner (including to permit a potential U.S. initial public offering, which the Company does not expect to occur within 30 days post admission of the New Shares). The Company's management board members and supervisory board members are also subject to a lock-up until June 30, 2019, subject to customary exceptions and the ability to request a waiver from the Sole Bookrunner.

#### **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 AMF under number D.17-0470 on April 28, 2017 as well as in its 2017 annual financial report published on March 29, 2018, both of which are available free of charge on the website of the Company ([www.nanobiotix.com](http://www.nanobiotix.com)).

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#### **About NANBIOTIX**

Incorporated in 2003, Nanobiotix is a leading, clinical-stage nanomedicine company pioneering new approaches to significantly change patient outcomes by bringing nanophysics to the heart of the cell.

The Nanobiotix philosophy is rooted in designing pioneering, physical-based approaches to bring highly effective and generalized solutions to address unmet medical needs and challenges.

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Nanobiotix's first-in-class, proprietary lead technology, NBTXR3, aims to expand radiotherapy benefits for millions of cancer patients. Nanobiotix's Immuno-Oncology program has the potential to bring a new dimension to cancer immunotherapies.

Nanobiotix is listed on the regulated market of Euronext in Paris (Euronext: NANO / ISIN: FR0011341205; Bloomberg: NANO: FP). The Company's headquarters are in Paris, France, with a U.S. affiliate in Cambridge, MA, and European affiliates in Spain and Germany.

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This announcement is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the "**Prospectus Directive**").

In France, the Offering described above took place solely as a placement to a category of institutional investors, 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 (including France), 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 and the information it contains is not an offer to sell, nor the solicitation of an offer to subscribe for or buy, New Shares 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 under the Securities Act or an exemption from registration thereunder. Nanobiotix does not intend to register the New Shares under the Securities Act or conduct a public offering of the New Shares in France, the United States, or in any other jurisdiction.

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