

## **Biophytis Files Registration Statement for Proposed Initial Public Offering in the United States**

**Paris (France), Cambridge (Massachusetts, United States), May 22nd, 2019, 13h15 CET** – Biophytis (Euronext Growth Paris: ALBPS), a clinical-stage biotechnology company focused on the development of therapeutics for age-related diseases, today announced that it has publicly filed a registration statement with the U.S. Securities and Exchange Commission (the “SEC”) in relation to a proposed initial public offering of American Depositary Shares (the “ADSs”) representing ordinary shares of Biophytis in the United States (the “U.S. Offering”) and in countries outside the United States (together, the “ADS Offering”), and a concurrent offering of its ordinary shares primarily to qualified investors in countries outside the United States (including in Europe) (the “Ordinary Share Offering”, and together with the ADS Offering, the “Global Offering”). All securities to be sold in the Global Offering will be offered by Biophytis. The number of securities, including the ratio of ordinary shares to ADS, and the price range of the securities to be sold in the Global Offering have not yet been determined.

Biophytis has applied to list its ADSs on the Nasdaq Capital Market under the ticker symbol “BPTS.” The Company’s new ordinary shares expected to be issued in connection with the Global Offering will be listed on Euronext Growth Paris under the same line of quotation as the existing ordinary shares of the Company under the symbol “ALBPS.”

H.C. Wainwright & Co. is acting as global coordinator for the Global Offering and as sole book-running manager for the U.S. Offering. Invest Securities S.A. is acting as co-manager for the Ordinary Share Offering.

The securities referred to in this press release will be offered only by means of a prospectus filed with the SEC. When available, copies of the preliminary prospectus relating to and describing the terms of the Global Offering may be obtained from H.C. Wainwright & Co., LLC, 430 Park Avenue 3rd Floor, New York, NY 10022, or by telephone at (646) 975-6996, or by email at [placements@hcwco.com](mailto:placements@hcwco.com), or at the SEC’s website.

A registration statement relating to the securities referred to herein has been filed with the SEC, but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. This press release does not, and is not intended to, constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

### **About Biophytis**

Biophytis is a clinical-stage biotechnology company focused on the development of therapeutics that slow the degenerative processes and improve functional outcomes for patients suffering from age-related diseases. Our therapeutic approach is aimed at targeting and activating key biological resilience pathways that can protect against and counteract the effects of the multiple biological and environmental stresses that lead to age-related diseases. Our lead drug candidate, Sarconeos (BIO101), is an orally administered small molecule in development for the treatment of neuromuscular diseases, including sarcopenia and Duchenne muscular dystrophy (DMD). Our second drug candidate, Macuneos (BIO201), is an orally administered small molecule in development for the treatment of retinal diseases, including dry age-related macular degeneration (AMD) and Stargardt disease. Biophytis is headquartered in Paris, France,



and has offices in Cambridge, Massachusetts. The Company's ordinary shares are listed on Euronext Growth Paris (Ticker: ALBPS - ISIN: FR0012816825). For more information please visit [www.biophytis.com](http://www.biophytis.com). The registration statement can be accessed by the public on the website of the SEC.

#### **Disclaimer**

This press release contains forward-looking statements. Forward-looking statements include all statements that are not historical facts. In some cases, you can identify these forward-looking statements by the use of words such as "outlook," "believes," "expects," "potential," "continues," "may," "will," "should," "could," "seeks," "predicts," "intends," "trends," "plans," "estimates," "anticipates" or the negative version of these words or other comparable words. These forward-looking statements include any statements regarding Biophytis' proposed initial public offering. Such forward-looking statements are subject to various risks and uncertainties including, without limitation, risks inherent in the development and/or commercialization of potential products, the outcome of its studies, uncertainty in the results of pre-clinical and clinical trials or regulatory approvals, need and ability to obtain future capital, and maintenance of intellectual property rights. Accordingly, there are or will be important factors that could cause actual outcomes or results to differ materially from those indicated in these statements. These factors include but are not limited to those described under "Risk Factors" in Biophytis' registration statement relating to the initial public offering. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in the registration statement. We undertake no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

No communication or information relating to the Global Offering by Biophytis may be transmitted to the public in a country where there is a registration obligation or where an approval is required. The issuance or the subscription of the securities of the Company may be subject to legal and regulatory restrictions in certain jurisdictions; none of Biophytis and the banks involved in the Global Offering assumes any liability in connection with the breach by any person of such restrictions.

This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended or superseded including by Directive 2010/73/EU and as implemented in each member state of the European Economic Area, and of EU Regulation 2017/1129 (the "Prospectus Regulations").

This press release and the information contained herein do not constitute an offer to sell or a solicitation of an offer to buy or subscribe to securities of Biophytis in any country. This press release is not an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public in any jurisdiction, including France.

The securities of the Company will be offered only by way of a private placement in France and/or outside France (excluding the United States) to persons referred to in Article L.411-2-II of the French monetary and financial code (*code monétaire et financier*).

#### **European Economic Area**

With respect to the Member States of the European Economic Area which have implemented the Prospectus Regulations (the "Relevant Member States"), no action has been undertaken or will be undertaken to make an offer to the public of the securities of the Company requiring a publication of a prospectus in any Relevant Member State. As a result, the securities of the Company may only be offered in Relevant Member States:



- a) i) to any legal entity which is a qualified investor as defined in the Prospectus Regulations;  
ii) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulations); or iii) in any other circumstances falling within Article 3(2) of the Prospectus Regulations.
  
- b) For the purposes of this paragraph, the expression “offer to the public of securities of the Company” in any Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means (including through financial intermediaries), of sufficient information on the terms and conditions of the offering and on the securities of the Company to be offered, thereby enabling an investor to decide to purchase or subscribe for the securities of the Company, as the same may be varied in that Member State.

These selling restrictions with respect to Relevant Member States apply in addition to any other selling restrictions which may be applicable in the Relevant Member States who have implemented the Prospectus Regulations.

#### **France**

The securities of the Company in the context of the Global Offering will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the securities of the Company and distribution of any offering material relating to the securities of the Company have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés) and/or a restricted circle of investors acting for their own account, as defined in, and in accordance with, Articles L.411-2, D.411-1, D.744-1, D.754-1 and D.764-1 of the French monetary and financial code (code monétaire et financier).

#### **United Kingdom**

This press release is addressed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (“Relevant Persons”). The securities of the Company sold in the context of the Global Offering are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the securities of the Company in the context of the Global Offering may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Order.

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