

Affluent Medical closes €3.5 million bridge via capital increase from key shareholders

- Key shareholders provide bridge to continue exploring options to secure long term financing.
- The Company will continue to execute the critical milestones of its roadmap.

Aix-en-Provence, 29 January 2024 - 5:45 pm - Affluent Medical (ISIN: FR0013333077 – Ticker: AFME), a French clinical-phase MedTech company specialising in the international development and industrialisation of innovative medical prostheses, today announced the closing of a €3.5 million bridge financing with its key existing shareholders. This has been completed in the format of a capital increase with cancellation of shareholders' preferential subscription rights through an offer reserved for a category of beneficiaries. Participating shareholders are the followings: Truffle Capital, LCEA, Ginko Invest, Denos and Hayk Holding.

Sébastien Ladet, Chief Executive Officer stated: “As Affluent Medical advances its three clinical programs, each with significant milestones anticipated in 2024, this bridge financing allows us to continue to explore options for securing long term financing for our company and provide us with the flexibility to execute our roadmap. It reflects the confidence from our key shareholders in the strategy and the management of the Company.”

Allocation of funds

The transaction will enable the Company to finance its operational requirements, specifically covering costs associated with regulatory support for interactions with the FDA concerning Kalios, initiating the pilot study in men for Artus and continuing the pilot study for Epygon. With the closing of the bridge, the financial runway is extended until May 2024 without impacting operational activities.

Main terms and conditions of the transaction

This capital increase was implemented with the decision of the Board of Directors on January 26, 2024, in accordance with the delegation granted by the 6th resolution of the Extraordinary General Meeting of Shareholders of November 10, 2023.

The transaction resulted in the issuance of 2,243,588 new ordinary shares, constituting 7.26 % of the Company's current share capital, without preferential subscription right for the benefit of a category of beneficiaries, at a per-share price of €1.56 (including issue premium). This represents about a 10% discount to the volume-weighted average price of Affluent Medical shares on the Euronext Paris regulated market during the twenty trading days preceding the pricing of the offer, in compliance with the sixth resolution of the Extraordinary Shareholders' Meeting held on November 10, 2023.

Following this transaction, Affluent Medical share capital now consists of 33.145.236 shares, each with a nominal value of €0.10.

For reference, a shareholder who held 1% of the company's share capital before the capital increase will see their interest reduced to 0.93% after the transaction.

The settlement-delivery of the new ordinary shares issued in connection with this transaction, along with their admission to trading on the Euronext Paris regulated market under ISIN code FR0013333077, Ticker: AFME is scheduled for January 31, 2024.

**Company's funding strategy beyond May 2024**

With a view to the period after May 2024, the Company is proactively addressing the ongoing need for financing with active exploration of various options to secure additional funding in terms of equity, strategic partnership, and non-dilutive financing. This approach reflects the Company's commitment to ensuring the necessary resources for its future developments and sustaining its growth trajectory.

Michel Therin, Chairman of the Board comments: "Affluent Medical is developing the next generation of medical devices designed to change the approaches towards repairing or replacing the mitral valve, and to cure urinary incontinence. As we move forward to the next step of the clinical program, we are more and more convinced of the value proposal of Kalios, the most advanced product that is the first mitral annuloplasty device that can be percutaneously adjusted for a beating heart, thereby avoiding repeat open-heart surgeries for patients. With the support of numerous renowned surgeons and considering the performance of the device compared to the existing therapeutic options, the board truly think we can bring a medical device to patients and the medical community in the short-term that is able to change and improve the lives of millions of patients."

Impact on the distribution of share capital and voting rights**Distribution of share capital and voting rights pre-transaction**

Prior to the capital increase and on the basis of information available to Affluent Medical, Affluent Medical's share capital was distributed as follows:

SHAREHOLDERS	DISTRIBUTION OF SHARE CAPITAL AND VOTING RIGHTS ON A NON-DILUTED BASIS			
	Number of shares	% of share capital	Number of voting rights	% of voting rights
Truffle Capital managed funds and holding companies ⁽¹⁾	19,833,718	64.18%	31,666,471	67.56%
LCEA	3,166,112	10.25%	3,166,112	6.76%
Other financial investors ⁽²⁾	3,826,371	12.38%	7,483,922	15.97%
Co-founders, senior managers and members of the Board of Directors, the Advisory Board and of the Committees	951,715	3.08%	1,589,472	3.39%
<i>Including:</i>				
<i>Ginko Invest</i>	440,391	1.43%	823,582	1.76%
Treasury stock	161,275	0.52%	0	0.00%
Employees	36,047	0.12%	36,251	0.08%
Free float	2,926,410	9.47%	2,927,520	6.25%
<i>Including:</i>				
<i>Hayk holding</i>	148,577	0.48%	148,577	0.32%
<i>Denos SA</i>	53,461	0.17%	53,461	0.11%
TOTAL	30,901,648	100.00%	46,869,748	100.00%

(1) The funds and companies managed by Truffle Capital are : FCPI Fortune III, FCPI Truffle Fortune 4, FCPI Truffle Fortune 5, FCPI Truffle Fortune 6, FCPI UFF Innovation n°12, FCPI UFF Innovation n°14, FCPI UFF Innovation n°15, FCPI UFF Innovation n°16, FCPI UFF Innovation n°17, FCPI Innocroissance 2015, FCPI Innocroissance 2016, FCPI Innocroissance 2018, FCPI Innocroissance 2019, FCPI Truffle Biomedtech Crossover Fund, FCPI Truffle Innov FRR France, Truffle ISF PME 2017, Meningose, Corazan and Truffle Medeor.

(2) The other financial investors are: Holding Incubatrice Serie I, Holding Incubatrice Serie II, MyoPowers Medical Technologies SA, MitralFlex, Saint Joseph hospital Foundation, Simone Merkle, Kam, Zhu.

Holding Incubatrice Serie I holds 1,774,104 shares representing 5.74% of the share capital and 7.57% of the voting rights on a non-diluted basis.

Holding Incubatrice Serie II holds 741,922 shares representing 2.40% of share capital and 3.17% of voting rights on a non-diluted basis.



Distribution of share capital and voting rights post-transaction

Affluent Medical's share capital will consist of 33,145,236 shares following settlement-delivery.

Following this capital increase, to which:

- Truffle Capital, subscribed 2,214,998.76 euros, representing 1,419,871 new shares,
- LCEA S.à.r.l subscribed 904,999.68 euros, representing 580,128 new shares,
- Ginko Invest subscribed 119,999.88 euros, representing 76,923 new shares,
- Denos subscribed 199,999.80 euros, representing 128,205 new shares, and
- Hayk Holding S.à.r.l. subscribed 59,999.16 euros, representing 38,461 new shares,

and on the basis of information available to Affluent Medical, the distribution of Affluent Medical's share capital is as follows:

SHAREHOLDERS	DISTRIBUTION OF SHARE CAPITAL AND VOTING RIGHTS ON A NON-DILUTED BASIS			
	Number of shares	% of share capital	Number of voting rights	% of voting rights
Truffle Capital managed funds and holding companies ⁽¹⁾	21,253,589	64.12%	33,086,342	67.37%
LCEA	3,746,240	11.30%	3,746,240	7.63%
Other financial investors ⁽²⁾	3,826,371	11.54%	7,483,922	15.24%
Co-founders, senior managers and members of the Board of Directors, the Advisory Board and of the Committees <i>including:</i> <i>Ginko Invest</i>	1,028,638 517,314	3.10% 1.56%	1,666,395 900,505	3.39% 1.83%
Treasury stock	161,275	0.49%	0	0.00%
Employees	36,047	0.11%	36,251	0.07%
Free float <i>including:</i> <i>Hayk holding</i> <i>Denos SA</i>	3,093,076 187,038 181,666	9.33% 0.56% 0.55%	3,094,186 187,038 181,666	6.30% 0.38% 0.37%
TOTAL	33,145,236	100.00 %	49,113,336	100.00 %

(1) The funds and companies managed by Truffle Capital are : FCPI Fortune III, FCPI Truffle Fortune 4, FCPI Truffle Fortune 5, FCPI Truffle Fortune 6, FCPI UFF Innovation n°12, FCPI UFF Innovation n°14, FCPI UFF Innovation n°15, FCPI UFF Innovation n°16, FCPI UFF Innovation n°17, FCPI Innocroissance 2015, FCPI Innocroissance 2016, FCPI Innocroissance 2018, FCPI Innocroissance 2019, FCPI Truffle Biomedtech Crossover Fund, FCPI Truffle Innov FRR France, Truffle ISF PME 2017, Meningose, Corazan and Truffle Medeor.

(2) The other financial investors are: Holding Incubatrice Serie I, Holding Incubatrice Serie II, MyoPowers Medical Technologies SA, MitralFlex, Saint Joseph Hospital Foundation, Simone Merkle, Kam, Zhu.

Holding Incubatrice Serie I holds 1,774,104 shares representing 5.74% of the share capital and 7.57% of the voting rights on a non-diluted basis.

Holding Incubatrice Serie II holds 741,922 shares representing 2.40% of share capital and 3.17% of voting rights on a non-diluted basis.

Admission to trading of new shares

The new ordinary shares will bear current dividend rights and will be admitted to trading on the Euronext Paris regulated market under the same ISIN, FR0013333077 - Ticker: AFME. They will be subject to all the provisions of the articles of association and will be treated as old shares once the fundraising has been completed.

The information presented in this press release is based on the completion of the transaction which has now been closed but remains conditional on the proper execution of the settlement-delivery transactions.



Lock-up commitments

Truffle Capital, LCEA, Ginko Invest, Denos and Hayk Holding have undertaken to retain, subject to certain customary exceptions, all Affluent Medical shares they hold following completion of the capital increase for a period ending 180 calendar days after the settlement-delivery date of the capital increase.

Risk factors

Public attention is drawn to the risk factors relating to Affluent Medical and its business, presented in Chapter 3 of the 2022 Universal Registration Document approved by the AMF on April 26, 2023, under number R.23-019, available free of charge on the Affluent Medical website. The occurrence of all or part of these risks is likely to have an adverse effect on the business activity, financial position, results, development, or outlook of Affluent Medical.

Such events could have a material adverse effect on the market price of Affluent Medical's shares.

Detailed information about Affluent Medical, including its business, results and related risk factors, can be found in the 2022 Universal Registration Document approved by the AMF on April 26, 2023, under number R.23-019, which, together with other regulated information and all of Affluent Medical's press releases, can be viewed on its website (www.affluentmedical.com).

This press release does not constitute a prospectus under Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended, or an offer to the public. **Prospectus**

Pursuant to the provisions of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended and Article L. 411-2 of the French Monetary and Financial Code, the offer of Affluent Medical shares as part of this capital increase made to a category of beneficiaries has not given and will not give rise to a prospectus subject to approval by the *Autorité des Marchés Financiers*.



About Affluent Medical

Affluent Medical is a French MedTech company, founded by Truffle Capital, with the ambition to become a global leader in the treatment of structural heart diseases, which are the world's leading cause of mortality, and urinary incontinence, which currently affects one in four adults.

Affluent Medical develops next-generation, mini-invasive, innovative, adjustable, and biomimetic implants to restore critical physiological functions. The product candidates developed by the Company are currently in preclinical and clinical studies.

Kalios, the first mitral adjustable annuloplasty ring, should be the first Affluent Medical device to be marketed.

Subject to raising the necessary funds to finance its strategy and to positive results from ongoing clinical studies, the Company's ambition is to gradually commercialize its products from the end of 2025/early 2026.

For more information, visit www.affluentmedical.com

Contacts:

AFFLUENT MEDICAL

Sébastien LADET
Chief Executive Officer
investor@affluentmedical.com

PRIMATICE

Media relations France
Thomas ROBOREL de CLIMENS
+33 (0)6 78 12 97 95
thomasdeclimens@primatice.com

SEITOSEI.ACTIFIN

Financial communications / press relations
Ghislaine GASPARETTO / Jennifer JULLIA
+33 (0)6 21 10 49 24 / +33 (0)1 56 88 11 19
ghislaine.gasparetto@seitosei-actifin.com /
jennifer.jullia@seitosei-actifin.com

MC SERVICES AG

Media relations Europe
Caroline BERGMANN / Kirsten RÜHL
+49 (0)211 529252 20 / +49 (0)211 529252 16
affluent@mc-services.eu



Disclaimer

This press release does not constitute and may not be considered a public offer, purchase offer or subscription offer or as intended to solicit public interest for the purposes of a public offering. No communication or information relating to this transaction or to AFFLUENT MEDICAL may be distributed to the public in any country in which registration or approval requirements must be satisfied. No steps have been taken (or will be taken) in any country where such steps are required. The purchase of AFFLUENT MEDICAL shares may be subject to specific legal or regulatory restrictions in certain countries. AFFLUENT MEDICAL assumes no liability for any breach by any person of these restrictions.

*This press release constitutes a promotional communication and not a prospectus within the meaning of Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of June 14, 2017 (the "**Prospectus Regulation**"). In France, an offer to the public of transferable securities may only be made by virtue of a prospectus approved by the AMF. For EEA Member States other than France (the "Member States") no action has been or will be taken to enable a public share offering that may require a prospectus to be published in one of these Member States. Consequently, the securities cannot be offered and shall not be offered in any Member State (other than France), except in accordance with the exceptions provided for in Article 1(4) of the Prospectus Regulation or in other cases that do not require AFFLUENT MEDICAL to publish a prospectus under the Prospectus Regulation and/or the regulations applicable in those Member States. This press release does not constitute an offer of shares to the public in the United Kingdom. This press release does not constitute an offer of securities or any solicitation to buy or subscribe for securities in the United States or in any other country (other than France). Securities may only be offered for sale, subscribed for or sold in the United States following registration under the terms of the U.S. Securities Act of 1933, as amended ("U.S. Securities Act"), or within the framework of an exemption from registration. AFFLUENT MEDICAL's shares have not been and will not be registered under the U.S. Securities Act and AFFLUENT MEDICAL does not intend to make any public offering of its securities in the United States.*

This press release contains information on AFFLUENT MEDICAL's objectives and forward-looking statements. This information does not constitute historical data and should not be construed as a guarantee that the facts and data stated shall occur. This information is based on data, assumptions and estimates considered as reasonable by AFFLUENT MEDICAL. As AFFLUENT MEDICAL operates in a competitive and rapidly changing environment, it is unable to anticipate all the risks, uncertainties, or other factors likely to affect its business, their potential impact on its business, or to what extent the materialization of a risk or combination of risks could have results significantly different from those mentioned in any forward-looking information. The information contained herein is provided solely as of the date of this press release. AFFLUENT MEDICAL makes no commitment to publish updates to this information or the assumptions on which it is based, with the exception of any legal or regulatory obligation incumbent upon it.

The distribution of this press release in certain countries may constitute a breach of local laws and regulations. The information contained in this press release does not constitute an offer of securities in the United States, Canada, Australia, or Japan. This document may not be published, transmitted, or distributed either directly or indirectly in the territory of the United States of America, Canada, Australia, or Japan.