

# THX Pharma announces the launch of a capital increase with preferential subscription rights of nearly €8 million

- Subscription and guarantee commitments totaling €5.9 million, representing 75.5% of the envisaged capital increase
- Subscription price: €1.80 per share, representing a 29.4% discount to the closing price of the share on October 22, 2025
- Subscription ratio: 6 new shares for 13 existing shares
- Detachment of preferential subscription rights on October 27, 2025
- Trading period for preferential subscription rights from October 27 to November 5, 2025
- Subscription period for new shares from October 29 to November 7, 2025
- Investment eligible for FIP, FCPI, PEA and PEA PME-ETI, 150-0-B-Ter Reinvestment/Disposal, and IR-PME income tax reduction schemes

Lyon, France – October 23, 2025, 8AM CEST – THX Pharma (Theranexus¹ or the "Company"), a pharmaceutical company specialized in rare neurological diseases, today announces the launch of a capital increase with preferential subscription rights amounting to approximately €8 million, intended to finance the development, registration and commercialization of its drug candidates for rare neurological diseases.

#### Mathieu Charvériat, Chairman and Chief Executive Officer of THX Pharma, stated:

« The transformation of Theranexus into THX Pharma marks a strategic shift, now focused on the registration and international commercialization of our treatments. To support our clinical and commercial programs, TX01 and Batten-1, we have decided to launch a capital increase initiative. This approach represents, in our view, the best way to maximize value creation—both for our long-standing shareholders, who have strongly supported us, and for our new investors, whom we warmly thank, including the funds operated by Odyssée Venture. This transaction will enable us to finance the key milestones leading to the market launch of our products and to strengthen our trajectory towards financial profitability by 2028. We therefore invite all our current and prospective shareholders to take part in this new phase of THX Pharma's development ».

#### Context of the transaction, purpose of the issuance and use of proceeds

This transaction is part of THX Pharma's strategic evolution towards the commercialization of its drugs for rare diseases<sup>2</sup>. It is based on two flagship candidates: TX01, an innovative formulation for Gaucher disease and Niemann-Pick type C disease, and Batten-1, the world's most advanced treatment for the juvenile form of Batten disease.

The development of TX01 relies on a partnership with Exeltis in Europe and other territories, while THX Pharma will itself ensure registration in USA, Canada and Australia. The Company targets commercialization by 2027, with an expected peak sales potential of €50 million by 2031–2032.

<sup>&</sup>lt;sup>1</sup> The company plans to submit to the next general meeting of its shareholders a change of its corporate name from Theranexus to THX Pharma

<sup>&</sup>lt;sup>2</sup> https://www.theranexus.com/images/pdf/Theranexus\_PR\_Becomes\_THX\_Pharma\_VDEF.pdf



For Batten-1, an early access program will be launched in the United States, alongside a Phase 3 trial in Europe, with a market launch expected in 2028 and revenues estimated at €200 million by 2032–2033.

In parallel, THX Pharma is developing an antisense oligonucleotide platform to address other rare diseases and glioblastomas, supported by Bpifrance through the PickASO project.

THX Pharma has therefore made strong commitments: first commercial sales in 2027, financial profitability by 2028, and revenues of €50 million and €250 million in 2031 and 2032, respectively. The Company is launching a capital increase of approximately €8 million, which, if 100% subscribed, will allow THX Pharma to continue its development and strengthen its financial structure, thus extending its cash horizon until financial profitability in 2028.

#### Main terms and conditions of the transaction

#### Nature of the transaction

The fundraising proposed by the Company consists of a capital increase through the issuance of new ordinary shares (the "New Shares") with preferential subscription rights (the "PSRs") maintained for existing shareholders, for gross proceeds of €7.8 million, including share premium (the "Capital Increase"), assuming full subscription. Prior to the contemplated transaction, the Company's share capital amounts to €943,975.20, divided into 9,439,752 shares with a par value of €0.01 each.

The Capital Increase will involve the issuance of a maximum of 4,356,804 New Shares. The subscription price of the New Shares is set at €1.80 per share. The Capital Increase will therefore be carried out at a ratio of 6 New Shares for 13 existing ordinary shares of the Company: 13 PSRs will enable the subscription of 6 New Shares. Each shareholder will receive 1 PSR per share recorded in their securities account at the end of the trading day on October 24, 2025, in accordance with the indicative timetable set out below.

### **Share and PSR Codes**

Label: THX Pharma (Theranexus) ISIN code: FR0013286259

PSR ISIN code : FR0014013QO4 Listing venue : Euronext Growth Paris

Ticker symbol: ALTHX

### Legal framework of the transaction

The Chief Executive Officer of the Company, acting under the delegation granted by the Board of Directors on October 22, 2025, which itself relied on the delegation of authority conferred under the 11th resolution of the Company's Combined General Meeting of Shareholders held on June 26, 2025, decided to launch today the Capital Increase, the terms and conditions of which are detailed in this press release as well as in a notice to shareholders to be published in the Bulletin des Annonces Légales Obligatoires (BALO) on October 24, 2025.



## **Subscription price of the offered shares**

The subscription price has been set at €1.80 per share, comprising €0.01 nominal value and €1.79 share premium, payable in full upon subscription. This represents a 30% discount compared to the volume-weighted average price over the three trading days preceding October 23, 2025, i.e. €2.57.

## **Subscription period**

The subscription period for the New Shares will be open from October 29, 2025, to November 7, 2025, inclusive, on the Euronext Growth Paris market.

#### Characteristics of the offered shares

The New Shares will carry current dividend rights and will be equivalent to the Company's existing shares.

An application will be made for the admission of the New Shares to trading on the Euronext Growth Paris market, scheduled on an indicative basis for November 17, 2025.

The New Shares will be immediately fungible with the Company's existing shares already traded on Euronext Growth Paris and will be tradable under the same ISIN code (FR0013286259 – Ticker: ALTHX) as from that date.

#### **Gross proceeds of the transaction**

The gross proceeds of the transaction will amount to €7.8 million, assuming 100% subscription.

### Net proceeds of the transaction

The net proceeds of the transaction will amount to approximately €6.8 million, assuming 100% subscription, corresponding to the gross amount less all expenses related to the Capital Increase (including fees and commissions due to the guarantors for underwriting commitments, assuming full use of these commitments).

## Cash position as of Q3 2025

As of September 30, 2025, the Company's available cash position amounted to €1.979 million, compared with €2.124 million as of June 30, 2025.

Excluding the current Capital Increase, the Company benefits from a 12-month cash runway.



## **Preferential Subscription Rights (PSRs)**

The Capital Increase will be open to the public in France only.

Irreducible subscription

Subscription to the New Shares will be reserved, on a preferential basis, for:

- Holders of existing shares recorded in their securities accounts at the close of business on October 24, 2025, who will be granted 1 PSR per share held;
- Transferees of PSRs.

Holders of PSRs may subscribe on an irreducible basis at a ratio of 6 New Shares for 13 existing shares held. 13 PSRs will entitle the holder to subscribe for 6 New Shares at the subscription price of €1.80 per share. Irreducible subscriptions will be fully allocated, allowing each shareholder to maintain their ownership percentage.

To exercise their PSRs, holders must submit a request to their authorized financial intermediary at any time during the subscription period, i.e. between October 29 and November 7, 2025, and pay the corresponding subscription price.

Each subscription must be accompanied by full cash payment of the subscription price. Subscriptions not fully paid will be automatically cancelled without the need for formal notice.

Shareholders or transferees of PSRs who do not hold, under their irreducible subscription, a sufficient number of existing shares or PSRs to obtain a whole number of New Shares may buy or sell the number of PSRs required to reach a multiple resulting in a whole number of New Shares.

Unexercised PSRs at the end of the subscription period will automatically lapse and their value will be zero.

#### Reducible subscription

Shareholders or transferees of PSRs will also benefit from a reducible subscription right. Any New Shares not subscribed for on an irreducible basis will be distributed and allocated to subscribers on a reducible basis. Orders placed on a reducible basis will be filled proportionally to the number of PSRs used for their irreducible subscription and within the limits of their requests, without resulting in fractional New Shares. Depending on total demand, the number of New Shares requested on a reducible basis may not be fully allocated and may be subject to reduction.

A notice published by Euronext will, if applicable, announce the allocation scale for reducible subscriptions.

Free subscription requests



In addition to the irreducible and reducible subscriptions described above, any individual or legal entity, whether or not holding PSRs, may subscribe to the Capital Increase on a free basis.

Persons wishing to subscribe freely must submit their request to their authorized financial intermediary at any time during the subscription period and pay the corresponding subscription price.

In accordance with Article L.225-134 of the French Commercial Code, free subscriptions will only be taken into account if irreducible and reducible subscriptions have not covered the entire Capital Increase. The Board of Directors will have the right to freely allocate unsubscribed New Shares, in whole or in part, among persons (shareholders or third parties) who have submitted free subscription requests.

## **Listing of Preferential Subscription Rights**

The PSRs will be detached on October 27, 2025 and will be listed and traded on Euronext Growth Paris under ISIN code FR0014013QO4, from October 27 to November 5, 2025 inclusive. If the PSRs are not subscribed or sold, they will expire at the end of the subscription period and their value will be zero. Existing shares will therefore be traded ex-rights from October 27, 2025.

#### Theoretical value of the Preferential Subscription Right

Based on the last quoted price of THX Pharma's share on October 22, 2025, i.e. €2.55:

- The **theoretical value** of each PSR is **€0.237**;
- The theoretical ex-rights share price is €2.313; and
- The **subscription price of €1.80 per share** represents a **22.18% discount** to the theoretical ex-rights price.

These figures are indicative only and do not predict the actual PSR value, ex-rights share value, or discounts as they may be observed on the market.

## PSRs detached from treasury shares

In accordance with Article L.225-206 of the French Commercial Code, the Company may not subscribe to its own shares. PSRs detached from the Company's treasury shares will be sold on the market before the end of the trading period under the conditions set out in Article L.225-110 of the French Commercial Code.

#### **Guarantee and subscription commitments**

The issuance of the New Shares is not subject to a performance guarantee within the meaning of Article L.225-145 of the French Commercial Code.



However, the Company has received subscription commitments and guarantee undertakings for a total of  $\in$ 5.92 million amounting to 75.5% of the total offering, securing the success of the transaction.

#### The Company has received:

- Subscription commitments for a total amount of €0.07 million, and
- Guarantee commitments for a total amount of €5.85 million.

These guarantee commitments will be called upon if total subscriptions represent less than 100% of the initially contemplated Capital Increase. Each guarantor will receive a commission equal to 10% of the amount of their guarantee commitment, irrespective of the number of shares ultimately allocated to them.

Name	Guarantee commitments (€)	Subscription commitments (€)	Total (€)
Funds managed by Odyssée Venture	3 500 000 €		3 500 000 €
Market Wizards B.V.	500 000 €		500 000 €
TreeCap B.V.	450 000 €		450 000 €
Gestys	400 000 €		400 000 €
Friedland Gestion	350 000 €		350 000 €
Maitice Gestion	250 000 €		250 000 €
Multi stratégies SA - SICAV RAIF	150 000 €		150 000 €
Auriga Partners	100 000 €		100 000 €
Allia-Tech Asset Management	100 000 €		100 000 €
Montpensier-Arbevel		50 000 €	50 000 €
Samuel Fisher	50 000 €		50 000 €
Mathieu Charvériat		10 000 €	10 000 €
Christine Placet		10 000 €	10 000 €
Total	5 850 000 €	70 000 €	5 920 000 €

In total, subscription and guarantee commitments amount to €5.92 million, representing 75.5% of the offering.

The Company is not aware of the intentions of its other shareholders or board members regarding their participation in the Capital Increase.

### **Limitation of the Capital Increase**

If subscriptions collected on an irreducible, reducible and free basis do not cover the entire Capital Increase, the Board of Directors may limit the Capital Increase to the total amount of



subscriptions received, in accordance with Article L.225-134 of the French Commercial Code. It is noted that the total subscription and guarantee commitments received by the Company represent 75.5% of the maximum gross amount of the Capital Increase.

## **Lock-up and abstention commitments**

Mr. Franck Mouthon, Director and Co-founder, and Mr. Mathieu Charvériat, Chief Executive Officer and Co-founder of the Company, have each undertaken to retain their THX Pharma shares for a period of 180 days from the settlement-delivery date of the New Shares, subject to customary exceptions.

Furthermore, the Company has undertaken a 180-day abstention commitment from the settlement-delivery date of the New Shares, subject to customary exceptions.

#### Indicative timetable of the transaction

	Publication of a press release describing the main features of		
October 23, 2025	the Capital Increase		
	Publication by Euronext of the issuance notice		
	Publication in the BALO of the notice to shareholders		
October 24, 2025	Accounting day at the end of which holders of existing		
	shares recorded in their securities accounts will be		
	granted preferential subscription rights (Trade date)		
	Detachment and beginning of trading of PSRs on Euronext		
October 27, 2025	Growth Paris		
October 29, 2025	Opening of the subscription period		
November 5, 2025	End of trading of PSRs on Euronext Growth Paris		
November 7, 2025	Closing of the subscription period		
November 13, 2025	Publication of a press release announcing subscription results Euronext publication of results and admission notice		
November 17, 2025	Issue of the offered shares Settlement and delivery of the New Shares Admission to trading on Euronext Growth Paris		



## **Subscription procedure**

If you are a shareholder of the Company

You hold PSRs attached to your THX Pharma shares, which allow you to subscribe on a preferential and irreducible basis to the New Shares at a ratio of 6 New Shares for 13 PSRs (1 existing share entitles you to 1 PSR).

If you wish to subscribe on an irreducible basis to a number of New Shares greater than the number of PSRs detached from your existing shares, you may purchase additional PSRs during their trading period from October 27 to November 5, 2025, on Euronext Growth Paris.

In addition, and beyond your irreducible subscription, you may subscribe on a reducible basis up to November 7, 2025 for any number of New Shares, by submitting your request to your authorized financial intermediary, together with your irreducible subscription order. Your reducible subscription will only be taken into account if the Capital Increase has not already been fully subscribed on an irreducible basis and will be served within the limits of your request, proportionally to the number of PSRs used for your irreducible subscription, without fractional allocation.

You may also subscribe on a free basis up to November 7, 2025, by sending your request to your authorized financial intermediary. Such subscriptions will only be taken into account if the Capital Increase remains unsubscribed after irreducible and reducible subscriptions and will be served within the limits of your request.

Each subscription must be accompanied by full payment of the subscription price.

If you are not yet a shareholder of the Company

You may subscribe to the Capital Increase by acquiring PSRs on the stock exchange during their trading period from October 27 to November 5, 2025, via the financial intermediary managing your securities account.

In addition to irreducible subscriptions made through the PSRs you acquire, you may also subscribe on a reducible basis up to November 7, 2025, by submitting your request to your authorized financial intermediary under the same conditions described above.

Furthermore, you may subscribe on a **free basis** up to **November 7, 2025**, by sending your request to your authorized intermediary. Your subscription will only be taken into account if the Capital Increase is not already fully subscribed and will be served within the limits of your request.

Each subscription must be accompanied by payment in full of the subscription price.



### Paying agents - Payment of subscriptions

Subscriptions for the New Shares and corresponding payments from subscribers whose shares are held in bearer or administered registered form will be received, up to the end of the subscription period, by their authorized financial intermediary acting on their behalf.

Subscriptions and payments from subscribers whose shares are held in pure registered form will be received free of charge by Uptevia.

The New Shares must be fully paid upon subscription, by cash payment of the full nominal value and share premium. The share premium amount will be recorded as a liability in the "Share Premium" account, to which both existing and new shareholders are entitled.

Funds paid in support of subscriptions will be centralized at Uptevia, which will issue the certificate of deposit.

Any subscriptions not fully paid will be automatically cancelled without further notice.

#### **Investment restrictions**

The sale of the Offered Shares and PSRs is open to the Company's shareholders located in France and abroad, provided that the local laws applicable to them allow participation in the Offering without requiring the Company to carry out any additional formalities.

The sale of the Offered Shares and PSRs may, in certain countries, constitute a violation of applicable legal provisions.

In particular, the Offered Shares and PSRs have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"). The Offered Shares and PSRs may not be offered, sold or delivered, directly or indirectly, within the territory of the United States, as defined by Regulation S under the U.S. Securities Act, except pursuant to an exemption from the registration requirements of the U.S. Securities Act or in a transaction not subject to such registration. The Company does not intend to register the offer referred to in this press release, in whole or in part, in the United States, nor to make any public offering in the United States.

This press release may not be published, transmitted or distributed, directly or indirectly, within the United States of America (including its territories and possessions, any State of the **United States**, and the District of Columbia).

Any invitation, offer or agreement to subscribe for or purchase the securities referred to in this press release is only accessible to persons located outside the United States (the "Qualified Persons"). Any such invitation, offer or agreement may only be made to, and acted upon by,



Qualified Persons. This press release is intended solely for Qualified Persons and may not be used by or relied upon by any other person.

No subscriber to the Offered Shares, nor any person exercising PSRs, may participate in the offering unless they are able to certify that:

- (i) they are not a "**U.S. Person**" (as defined in Regulation S under the U.S. Securities Act, as amended);
- (ii) they have not received a copy of this press release or any other document relating to the offering in the United States, and have not transmitted any such document from the United States;
- (iii) they have not used, directly or indirectly, postal services, telecommunications facilities, or any other means of interstate or foreign commerce, nor the services of a securities exchange, within the United States in connection with the offering;
- (iv) they were not located in the United States at the time they accepted the terms of the offer or submitted their subscription order; and
- (v) they are not acting as an agent, trustee, or representative of any principal giving instructions from within the United States.

Authorized intermediaries may only accept subscription orders for the Offered Shares if they comply with the above restrictions, unless otherwise authorized or instructed by the Company at its sole discretion. Any exercise of PSRs or subscription order made in breach of these restrictions shall be deemed null and void.

#### **Settlement and delivery of the New Shares**

According to the indicative timetable, the settlement and delivery date of the New Shares is scheduled for November 17, 2025.

Trading of the shares will begin only after settlement and delivery and after the issuance of the depositary certificate.

Portzamparc BNP Paribas is acting as Sole Global Coordinator for the Capital Increase.



#### **Dilution**

#### Impact on the shareholder's position

As an indication, the impact of the Capital Increase on the shareholding of a shareholder owning 1% of the Company's share capital and not subscribing to the transaction (calculations based on the number of shares comprising the Company's share capital as of October 23, 2025, i.e. 9,439,752 existing shares) would be as follows:

	Shareholder participation in %		
	Undiluted basis	Diluted basis <sup>(1)</sup>	
Before issuance of 4, 356,804 New Shares	1,00%	0,90%	
After issuance of 4,356,804 New Shares	0,68%	0,64%	

(1) Assuming all outstanding stock warrants and founder warrants are exercised, and all free shares granted by the Company are vested.

#### Impact on equity

The impact of the issuance of the Offered Shares on the equity per share (calculations based on the Company's shareholders' equity as of June 30, 2025, amounting to -£2,904,040, and on the number of shares comprising the Company's share capital as of October 23, 2025, i.e. 9,439,752 existing shares) is as follows:

	<b>Equity per share €</b>		
	Undiluted basis	Diluted basis <sup>(1)</sup>	
Before issuance of 4,356,804	- 0,31€	0,36€	
New Shares	0,010	0,000	
After issuance of 4,356,804			
New Shares	0,28€	0,72€	

(1) Assuming that all outstanding share warrants and founder share warrants have been exercised, and that all free shares granted by the Company have been fully vested.



## Impact on the shareholding structure

To the Company's knowledge, as of the date of this press release, the share capital and voting rights are distributed as follows:

Actionnaires	Nombre d'actions	% du capital	Nombre de droits de vote*	% des droits de vote
Franck Mouthon	331 576	3,51%	656 252	6,24%
Mathieu Charvériat	331 576	3,51%	656 252	6,24%
Total Fondateurs	663 152	7,03%	1 312 504	12,48%
Beyond Batten Disease Foundation	898 437	9,52%	1 196 874	11,38%
Supernova Invest	222 926	2,36%	222 926	2,12%
Auriga Partners	243 127	2,58%	343 127	3,26%
Kreaxi	105 667	1,12%	105 667	1,00%
Total investisseurs historiques	1 470 157	15,57%	1 868 594	17,77%
Flottant	7 271 107	77,03%	7 301 474	69,42%
Auto-détention (contrat de liquidité)	35 336	0,37%	35 336	0,34%
Total	9 439 752	100,00%	10 517 908	100,00%

<sup>\*</sup> Theoretical voting rights

To the Company's knowledge, following the completion of the Capital Increase, the share capital and voting rights would be distributed as follows:

## Capital Increase subscribed up to the subscription commitments (75.5%):

Actionnaires	Nombre d'actions	% du capital	Nombre de droits de vote*	% des droits de vote
Franck Mouthon	331 576	2,60%	656 252	4,75%
Mathieu Charvériat	337 131	2,65%	661 807	4,79%
Total Fondateurs	668 707	5,25%	1 318 059	9,55%
Beyond Batten Disease Foundation	898 437	7,06%	1 196 874	8,67%
Supernova Invest	222 926	1,75%	222 926	1,61%
Auriga Partners	298 682	2,35%	398 682	2,89%
Kreaxi	105 667	0,83%	105 667	0,77%
Total investisseurs historiques	1 525 712	11,99%	1 924 149	13,94%
Flottant	10 498 879	82,48%	10 529 246	76,26%
Auto-détention (contrat de liquidité)	35 336	0,28%	35 336	0,26%
Total	12 728 634	100,00%	13 806 790	100,00%

<sup>\*</sup> Theoretical voting rights



#### Capital Increase subscribed at 100%:

Actionnaires	Nombre d'actions	% du capital	Nombre de droits de vote*	% des droits de vote
Franck Mouthon	331 576	2,40%	656 252	4,41%
Mathieu Charvériat	337 131	2,44%	661 807	4,45%
Total Fondateurs	668 707	4,85%	1 318 059	8,86%
Beyond Batten Disease Foundation	898 437	6,51%	1 196 874	8,05%
Supernova Invest	222 926	1,62%	222 926	1,50%
Auriga Partners	298 682	2,16%	398 682	2,68%
Kreaxi	105 667	0,77%	105 667	0,71%
Total investisseurs historiques	1 525 712	11,06%	1 924 149	12,94%
Flottant	11 566 801	83,84%	11 597 168	77,97%
Auto-détention (contrat de liquidité)	35 336	0,26%	35 336	0,24%
Total	13 796 556	100,00%	14 874 712	100,00%

<sup>\*</sup> Theoretical voting rights

#### **Risk factors**

#### Risks related to the transaction

The main risk factors related to the Capital Increase are as follows:

- The market for Preferential Subscription Rights (PSRs) may offer only limited liquidity and be subject to high volatility;
- Shareholders who do not exercise their PSRs will see their ownership in the Company's share capital diluted. As an indication, on a non-diluted basis, after completion of the Capital Increase at 100%, the shareholding of a shareholder holding 1.00% of the Company's share capital prior to the Capital Increase and not subscribing to it would be 0.68%. Details of the dilutive effects of the Capital Increase are presented in the section "Impact of the issuance on the shareholder's position" of this press release;
- The market price of the Company's shares may fluctuate and fall below the subscription price of the shares issued upon exercise of the PSRs;
- The volatility and liquidity of the Company's shares may fluctuate significantly;
- In the event of a decline in the market price of the Company's shares, the PSRs may lose their value.

#### Risks related to the Company

Investors' attention is drawn to the risk factors related to the Company and its business, which are presented in the Company's Universal Registration Document filed with the Autorité des Marchés Financiers (AMF) on April 29, 2025, under number D.25-0350, copies of which are available free of charge from the Company (60 avenue Rockefeller, Pépinière Laennec, 69008 Lyon), as well as on the Company's website (www.theranexus.com) and the AMF's website (www.amf-france.org). The occurrence of all or part of these risks may have an adverse effect on



the Company's business, financial position, results, development or outlook. No new material risks relating to the Company and its business have been identified since the publication of the 2024 Universal Registration Document.

The Company will be able to finance its operations for the next 12 months from the date of this press release, taking into account the net proceeds of the Capital Increase, whether subscribed at 75% or 100%.

#### Shareholder webcast

THX Pharma will host a shareholder webcast on October 29, 2025, at 6:00 p.m. CET to present the Capital Increase, the latest company developments, and engage directly with shareholders. Registrations must be completed by 2:00 p.m. CET on Wednesday, October 29, 2025.

Here is the registration link:

#### **WEBCAST**

https://theranexus.engagestream.companywebcast.com/2025-10-29-p71ms514dq

## **Prospectus**

Pursuant to the provisions of Article L.411-2-1 1° of the French Monetary and Financial Code and Article 211-2 of the General Regulation of the Autorité des Marchés Financiers (the "AMF"), the Capital Increase does not give rise to a prospectus subject to AMF approval, as the total amount of the offering, calculated over a twelve-month period, is below €8 million.

A notice to shareholders regarding this transaction will be published on October 24, 2025, in the Bulletin des Annonces Légales et Obligatoires (BALO).

#### **About THX Pharma**

THX Pharma (Theranexus) is a pharmaceutical company specializing in treatments for rare neurological diseases. Its first drug, TX01, is expected to be commercialized soon—particularly in Europe by Exeltis, but also in the United States, Canada, and Australia—for Niemann-Pick type C disease and Gaucher disease. Its second drug, Batten-1, targets the juvenile form of Batten disease and could become the first approved therapy for this condition. THX Pharma also has an innovative antisense oligonucleotide platform, codeveloped with leading research laboratories, dedicated to rare neurological diseases. THX Pharma, a trade name of Theranexus, is listed on Euronext Growth Paris (FR0013286259 – ALTHX).

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#### **Avertissement**

This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Japan, South Africa or Australia.

This announcement is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**").

The offer of Theranexus shares described above shall not constitute a public offering requiring the publication of a prospectus to be approved by the Autorité des marchés financiers or a document which would include the information required by Annex IX of the Prospectus Regulation.

The offering of Theranexus shares described above will be carried out as part of a capital increase with shareholders' preferential subscription rights to the benefit of its shareholders in France and outside of France, excluding the United States of America, Canada, Japan, South Africa, and Australia.

With respect to Member States of the European Economic Area, no action has been taken or will be taken to permit a public offering of the securities referred to in this press requiring the publication of a prospectus or a document which would include the information required by Annex IX of the Prospectus Regulation in any such Member State. Therefore, such securities may not be and shall not be offered in any Member State other than in accordance with the exemptions of the Prospectus Regulation (in particular its Article 1(4)), not requiring the publication of a prospectus under Article 3 of the Prospectus Regulation or an information document pursuant to Article 1(4) and 1(5) of the Prospectus Regulation and/or any similar documentation in accordance with applicable regulations in such Member State.

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