NANOBIOTIX

EXPANDING LIFE

2019

AMENDMENT NO. 2 TO THE UNIVERSAL REGISTRATION DOCUMENT

This amendment to the universal registration document has been filed on December 11, 2020 by the French Financial market authority (*Autorité des marchés financiers – AMF*), as competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of said Regulation.

The universal registration document as amended by the amendment to the 2019 universal registration document filed on November 20, 2020 under number D.20-0339-A01 and by this second amendment may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if completed by a security note and, if applicable, its summary and amendment(s). The entity then formed is then approved by the AMF in accordance with the Regulation (EU) 2017/1129.

This amendment updates and should be read in conjunction with the 2019 universal registration document approved by the *Autorité des marchés financiers* on May 12, 2020 under number R.20-010, as amended by the amendment to the 2019 universal registration document filed on November 20, 2020 under number D.20-0339-A01.

Copies of the universal registration document and of its amendments are available at no cost at the registered office of Nanobiotix, 60, rue de Wattignies, 75012 Paris – France. The universal registration document and its amendments are also available on the web site of Nanobiotix (www.nanobiotix.com) and on the website of the *Autorité des marchés financiers* (www.amf-france.org).

GENERAL COMMENTS

This document (hereinafter referred to as the "**Amendment No. 2**") amends the Company's 2019 universal registration document, approved on May 12, 2020 by the French Financial market authority (*Autorité des marchés financiers* – "**AMF**") and bearing the following approval number: R.20-010 (the "**Universal Registration Document**"), as amended by the amendment to the 2019 universal registration document filed with the AMF on November 20, 2020 under number D.20-0339-A01 (the "**Amendment No. 1**").

Definitions

In this Amendment No. 2 , and unless otherwise stated:

- the terms "**Company**" or "**Nanobiotix**" refer to Nanobiotix, headquartered at 60, rue de Wattignies, 75012 Paris, registered in the Paris Trade and Corporate Register under number 447 521 600;
- the term "**Group**" refers to the group of companies formed by the Company and its subsidiaries; and
- the term "**we**" refers to the Company or the Group, as appropriate.

A glossary defining certain terms used in this Amendment No. 2 can be found in Section 6.6 of the Universal Registration Document.

Disclaimer

Market and competition information

This Amendment No. 2 includes, in particular in Section 2, information relating to the Group's markets and its competitive position. This information comes in particular from studies carried out by external sources. Publicly available information, which the Company considers reliable, has not been verified by an independent expert, and the Company cannot guarantee that a third party using different methods to collect, analyze or calculate data on these markets would achieve the same results.

Forward-looking information

This Amendment No. 2 contains information on the Group's prospects and development strategy. These indications are sometimes identified by the use of the future, conditional or forward-looking terms such as "consider," "anticipate", "think," "aim," "expect," "intend," "must," "ambition," "estimate," "believe," "wish," "may" or, as the case may be, the negative form of those same terms, or any other similar variation or terminology. This information is not historical data and should not be construed as guarantees that the stated facts and data will occur. This information is based on data, assumptions and estimates considered to be reasonable by the Company. It is subject to change or modification due to uncertainties related in particular to the economic, financial, competitive or regulatory environment. This information is mentioned in various chapters of this Amendment No. 2 and contains data on the Group's intentions, estimates and objectives concerning, in particular, the market in which it operates, its strategy, growth, results, financial position, cash flow and forecasts. The

forward-looking information mentioned in this Amendment No. 2 is given only as of the date of this Amendment No. 2. The Group operates in a competitive and ever-changing environment. It therefore cannot anticipate any risks, uncertainties or other factors that could affect its business, their potential impact on its business or the extent to which the materialization of a risk or combination of risks could have significantly different results from those mentioned in any forward-looking information, it being recalled that none of this forward-looking information constitutes a guarantee of actual results.

Risk factors

Investors are encouraged to carefully read the risk factors described in Section 1.5 "**Risk Factors**" in the Universal Registration Document, as amended by Section 3 of the Amendment No. 1 and Section 4 of this Amendment No. 2, before making any investment decision. The realization of some or all of these risks could have a significant adverse effect on the Group's business, financial situation, results or future prospects. In addition, other risks, not yet identified or considered insignificant by the Company as of the date of this Amendment No. 2, could also have a significant adverse effect.

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1. PERSON RESPONSIBLE FOR UPDATING THE UNIVERSAL REGISTRATION DOCUMENT

1.1. PERSON RESPONSIBLE FOR UPDATING THE UNIVERSAL REGISTRATION DOCUMENT

Laurent LEVY, president of the Executive Board (*président du directoire*) of Nanobiotix SA.

1.2. STATEMENT BY THE PERSON RESPONSIBLE FOR UPDATING THE UNIVERSAL REGISTRATION DOCUMENT

"*I certify, after having taken all reasonable steps to this effect, that the information contained in this second amendment to the universal registration document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.*"

Paris, December 11, 2020,

LAURENT LEVY

President of the Executive Board *(président du directoire*)

2. GROUP ACTIVITIES

2.1. AMENDMENT OF PARAGRAPH 1.3.1 OF THE UNIVERSAL REGISTRATION DOCUMENT

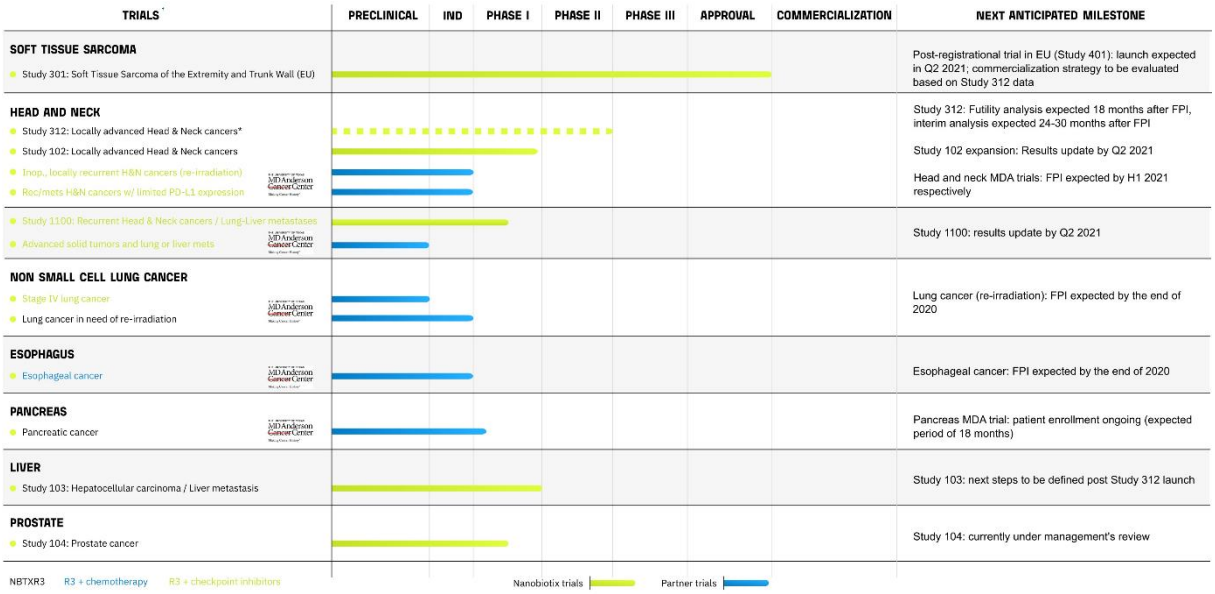
The penultimate introductory paragraph in Paragraph 1.3.1 of the Universal Registration Document, as amended by Section 2.2.1 of the Amendment No. 1, is replaced by the following:

As part of our checkpoint inhibitor combination development program, we are conducting a Phase I basket trial for NBTXR3 in combination with the anti PD-1 checkpoint inhibitors nivolumab (Opdivo) or pembrolizumab (Keytruda) in patients with locoregional recurrent ("**LRR**") or recurrent and metastatic ("**R/M**") head and neck squamous cell carcinoma ("**HNSCC**") or with lung or liver metastases from any primary cancer that is eligible for anti-PD-1 therapy ("**Study 1100**"). We presented first clinical results from Study 1100 at The Society for Immunotherapy of Cancer (SITC) 35th Annual Meeting in November 2020. We believe that these first results suggest that NBTXR3 has the potential to increase the proportion of patients that respond to immune checkpoint inhibitors. Two serious adverse events were reported as being possibly related to NBTXR3 and were considered dose-limited toxicities. See Section 1.3.6.9 of the Universal Registration Document for additional detail. As part of our clinical collaboration with MD Anderson, we plan to evaluate NBTXR3 in combination with various checkpoint inhibitors (anti-PD-1, anti-PD-L1 and anti-CTLA-4) in patients across several indications, including inoperable, locally advanced head and neck cancer, R/M HNSCC, stage IV lung cancer, advanced solid tumors, and metastatic lung or liver cancer.

The paragraph titled "NBTXR3 Development Pipeline" in Paragraph 1.3.1 of the Universal Registration Document, as amended by Section 2.2.1 of the Amendment No. 1, is replaced by the following:

NBTXR3 Development Pipeline

As a result of nearly two decades of experience developing our technology and our broad collaboration with MD Anderson, we have a robust development pipeline. The chart below highlights certain of our clinical trials, including seven of the nine clinical trials we intend to conduct in collaboration with MD Anderson. We are currently in discussions with MD Anderson to determine the indications for the remaining two trials. Additional detail regarding our most advanced clinical trials is provided in Section 1.3.6 "Our Clinical Programs" of the Universal Registration Document.



* Study 312, a global Phase III clinical trial for elderly patients with locally-advanced head and neck cancer who are ineligible for platinum-based (cisplatin) chemotherapy, will be initiated as a U.S. Phase III clinical trial. Because Study 312 will commence as a Phase III trial, we have represented it with a dotted line in the table. For its evaluation of Study 312, the FDA has accepted the available data from our European dose-escalation study, Study 102 Escalation. NBTXR3 for the treatment of locally advanced head and neck cancers received Fast Track designation from the FDA in February 2020. We are in the process of making final protocol refinements in response to FDA feedback and intend to initiate Study 312 in the United States in 2021 with a portion of the proceeds from this offering.

† In addition, three NBTXR3 clinical trials are currently being run in Asia by PharmaEngine, Inc. (‘‘PharmaEngine’’). See Section 1.3.14 of the Universal Registration Document for additional details.

The first clinical trial under our collaboration with MD Anderson—a Phase I study in patients with locally advanced or borderline resectable pancreatic cancer—has commenced enrollment with the first patient dosed during September 2020. We expect each of the other clinical trials identified in the pipeline chart as conducted in collaboration with MD Anderson to commence in the next 12 months, subject to potential delays as a result of the impact of COVID-19. As we continue to actively advance our clinical programs, we are in close contact with our principal investigators and clinical sites and are assessing the impact of COVID-19 on the expected development timelines and costs of our clinical trials. In light of recent developments relating to the COVID-19 global pandemic, the focus of healthcare providers and hospitals on addressing COVID-19, and consistent with the FDA’s updated industry guidance for conducting clinical trials issued on March 18, 2020 and updated on June 3, 2020, we are experiencing delays in the enrollment of patients and collection of results from certain of our trials and our preclinical studies. Accordingly, the anticipated clinical milestones discussed in this Amendment No. 2 are subject to the potential impact of COVID-19 on our business and may be delayed as a result. See Section 1.5.1.5. of the Universal Registration Document for more information about the ways in which we may be impacted by COVID-19.

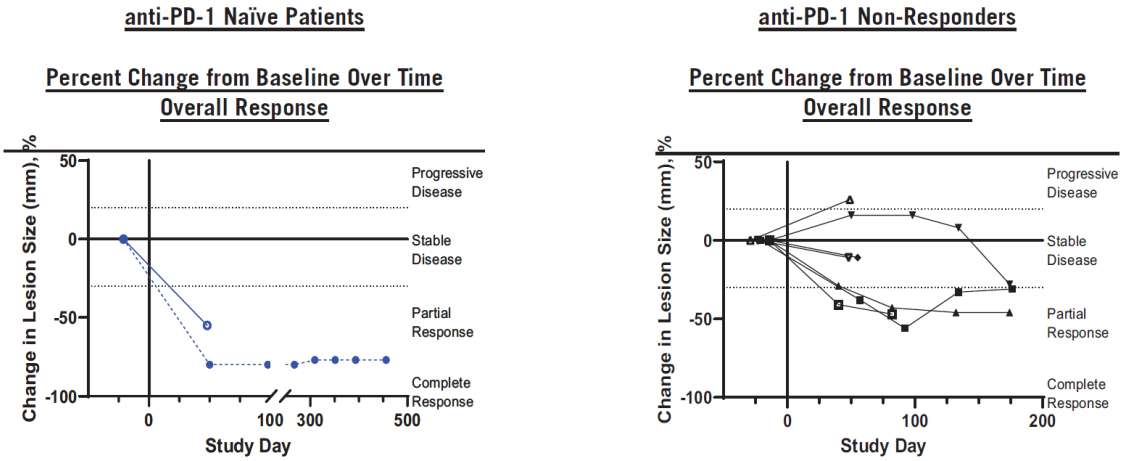
2.2. AMENDMENT OF PARAGRAPH 1.3.6.8 OF THE UNIVERSAL REGISTRATION DOCUMENT

The paragraph titled "Results" in Paragraph 1.3.6.8 of the Universal Registration Document, as amended by Section 2.2.1 of the Amendment No. 1, is replaced by the following:

Results

We presented first clinical results from Study 1100 at the SITC 35th Annual Meeting in November 2020. These results suggest that NBTXR3 administration has been feasible and well-tolerated in all patients currently enrolled in Study 1100. Tumor regression was observed in eight of nine patients, including six of seven patients that previously exhibited resistance to anti-PD-1. Three out of seven patients who exhibited prior resistance to anti-PD-1 showed an overall partial response. Four of the seven prior anti-PD-1 non-responders also had multiple lesions; three of those four patients experienced tumor regression in local and/or distant, non-injected lesions. Certain local lesions may have received low-dose radiation due to their vicinity to target treatment areas. One patient with prior resistance to anti-PD-1 experienced delayed tumor regression, which is an additional sign that an immune response may have been aided by NBTXR3 activated by radiation therapy.

Details for the nine evaluable patients currently enrolled in Study 1100 are set forth in the following charts:



To date, first results show that a total of 20 AEs related to NBTXR3 or injection procedure (80% Grade 1-2) were reported in four patients (two each in the HNC Cohort and the Liver Metastases Cohort). One patient in the HNC Cohort experienced four SAEs related to anti-PD-1 (nivolumab). Two of these SAEs were also reported as possibly related to NBTXR3 (Grade 4 hyperglycemia and Grade 5 pneumonitis) and were considered dose-limited toxicities. Pneumonitis is a known adverse event associated with nivolumab. There were no NBTXR3- or injection-related AEs, nor treatment-related SAEs, in any of the patients treated in the Lung Cohort.

Although this data is preliminary, we believe these results suggest potential of NBTXR3 activated by radiation therapy to improve treatment outcomes for patients by increasing the proportion of patients that respond to immune checkpoint inhibitors. Recruitment in Study

1100 remains ongoing, and we expect updated results for Study 1100 in the second quarter of 2021.

2.3. AMENDMENT OF PARAGRAPH 1.3.7.2 OF THE UNIVERSAL REGISTRATION DOCUMENT

The paragraph titled "Trial Design" in Paragraph 1.3.7.2 of the Universal Registration Document, as amended by Section 2.2.1 of the Amendment No. 1, is replaced by the following:

Trial Design ("**PEP503-RC-1001**")

PharmaEngine is conducting an open-label Phase I/II clinical trial of NBTXR3 with radiotherapy in combination with chemotherapy for patients with unresectable rectal cancer. The goal of the trial is to evaluate NBTXR3 activated by radiotherapy in combination with chemotherapy as a potential treatment to shrink tumor size and expedite the surgical removal. The trial is being conducted at one site in Taiwan and is expected to treat up to 42 patients. PharmaEngine has informed us that it expects to complete recruitment of patients in the trial by June 2021.

Primary and secondary endpoints will assess the safety profile and determine the dose-limiting toxicity, evaluate the recommended dosage and assess the antitumor activity by evaluating the response rate of NBTXR3 administered by intratumoral injection and activated by external beam radiation, with concurrent chemotherapy treatment in patients with unresectable rectal cancer. PharmaEngine expects to present data from the Phase I rectal cancer trial in the first quarter of 2021 at the American Society of Clinical Oncology Gastrointestinal Cancers Symposium.

2.4. AMENDMENT OF PARAGRAPH 1.3.14 OF THE UNIVERSAL REGISTRATION DOCUMENT

The paragraph titled "PharmaEngine" in Paragraph 1.3.14 of the Universal Registration Document, as amended by Section 2.2.3 of the Amendment No. 1, is completed by the following paragraph:

In a letter dated December 1, 2020, PharmaEngine responded to the Company's notification of material breach of the license and collaboration agreement entered into between the Company and PharmaEngine in August 2012, denying a material breach of the agreement and asserting certain material breaches of that agreement by the Company. In the event there is a dispute relating to the Company's ability to terminate the agreement, it would be determined by arbitration in New York.

3. COMPANY AND CAPITAL INFORMATION

The shareholders' meeting held on November 30, 2020 adopted all of the resolutions presented to the shareholders, except for the 16th resolution (delegations to issue securities to the benefit of employees members of a company saving plan). Thus, the delegations and authorizations it granted the Executive Board cancelled and replaced all the delegations and authorizations granted by the shareholders' meeting held on May 20, 2020. See Section 5.1.5 of the Universal Registration Document, as amended by Section 2.1.3 of the Amendment No. 1, for more details.

In addition, on December 11, 2020, the Company announced the pricing of its initial public offering on the Nasdaq Global Select Market by way of a capital increase of 7,300,000 new ordinary shares (the "**New Shares**"), consisting of a public offering of 5,445,000 ordinary shares in the form of American Depositary Shares ("**ADSs**"), each representing the right to receive one ordinary share, in the United States (the "**U.S. Offering**") and a concurrent offering of 1,855,000 ordinary shares in certain jurisdictions outside of the United States to certain investors (together with the U.S. Offering, the "**Global Offering**"). The offering price was set at $13.50 per ADS in the U.S. Offering and a corresponding offering price of €11.14 per New Share based on an exchange rate of €1.00 = $1.2115 as published by the European Central Bank on December 10, 2020. The aggregate gross proceeds are expected to be approximately $98.6 million, equivalent to approximately €81.3 million, before deduction of underwriting commissions and estimated expenses payable by the Company. The Global Offering is expected to close on December 15, 2020, subject to the satisfaction of customary closing conditions.

The following table presents the expected allocation of the Company's share capital following the settlement and delivery of the New Shares (5,445,000 of which are ordinary shares represented by ADSs):

Shareholders	Number of shares (non-diluted)	% of capital (non-diluted)	Number of theoretical voting rights (non-diluted)	% of theoretical voting rights (non-diluted)
Institutional Investors	14,518,676	43.55%	14,518,676	42.28%
Amiral Gestion	1,479,619	4.44%	1,479,619	4.31%
Baillie Gifford	1,888,097	5.66%	1,888,097	5.50%
Retail	13,734,003	41.20%	13,734,003	40.00%
Management	962,613	2.89%	1,637,366	4.77%
including Laurent Levy	*809,060*	*2.43%*	*1,380,260*	*4.02%*
Employees (excluding management)	450,211	1.35%	775,769	2.26%
Family offices and others	298,388	0.90%	298,388	0.87%
Liquidity Contract(1)	5,515	0.02%	5,515	0.02%
Total	**33,337,122**	**100.00%**	**34,337,433**	**100.00%**

(1) Treasury shares held pursuant to a liquidity agreement entered into with Gilbert Dupont, i.e. 5,515 as of November 26, 2020.

In connection with the Global Offering, Laurent Levy, Philippe Mauberna, Anne-Juliette Hermant, Laurent Condomine, Anne-Marie Graffin, Enno Spillner, Alain Herrera and Christophe Douat have entered into lock-up agreements, pursuant to which they shall hold their shares for a period of 90 calendar days following the date of the English-language final prospectus filed with the U.S. Securities Exchange Commission, subject to certain customary exceptions and except for the purpose of financing the exercise price of stock options and/or satisfy any applicable taxes (including estimated taxes) due in connection with such exercise.

4. RISK FACTORS

The second paragraph of Paragraph 1.5.4.1 of the Universal Registration Document, titled "**The Group will require additional funding, which may not be available on acceptable terms or at all. Failure to obtain this necessary capital in time may force the Group to delay, limit or terminate its product development efforts or other operations**", as amended by Section 3.4 of the Amendment No. 1, is replaced by the following paragraph:

As of September 30, 2020, the Group had cash and cash equivalents of €42.4 million. The Company believes that its cash and cash equivalents, together with the net proceeds from the initial public offering on the Nasdaq Global Select Market, will be sufficient to fund its operations until the first quarter of 2023.

Paragraph 1.5.1.6 of the Universal Registration Document, titled "**Investments in the Company may be subject to prior governmental authorization under the French foreign investment control regime**", as amended by Section 3.1 of the Amendment No. 1, is completed by the following paragraph:

Similarly, certain existing investors could be subject to this control regime if regulatory thresholds are crossed due to the allocation of double voting rights in their favor.

5. CROSS-REFERENCE TABLE

The following correlation table enables the identification, in the Universal Registration Document, in the Amendment No. 1 and in this Amendment No. 2, of the information required by Annex I and Annex II of the Delegated Regulation (EU) 2019/980 dated March 14, 2019.

	Universal Registration Document Table of concordance								
	Annexes I and II of the Delegated Regulation No. 2019/980 of the European Commission dated March 14, 2019	**Universal Registration Document**		**The Company's interim consolidated financial report, attached to Amendment No. 1**		**Amendment No. 1 to the Universal Registration Document**		**Amendment No. 2 to the Universal Registration Document**	
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Chapter 5. CROSS-REFERENCE TABLE

	Universal Registration Document Table of concordance								
	Annexes I and II of the Delegated Regulation No. 2019/980 of the European Commission dated March 14, 2019	**Universal Registration Document**		**The Company's interim consolidated financial report, attached to Amendment No. 1**		**Amendment No. 1 to the Universal Registration Document**		**Amendment No. 2 to the Universal Registration Document**	
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Chapter 5. CROSS-REFERENCE TABLE

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Nanobiotix

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