



A limited liability company with an executive board and a supervisory board (*société anonyme à directoire et conseil de surveillance*) and a share capital of €1,085,700.57
Registered office: 60, rue de Wattignies, 75012 Paris, France
Paris Trade and Companies Register No. 447 521 600

2ND AMENDMENT TO THE 2022 UNIVERSAL REGISTRATION DOCUMENT



This 2nd amendment to the 2022 universal registration document was filed with the French financial markets authority—*Autorité des marchés financiers* (AMF) on November 3, 2023, in its capacity as competent authority under Regulation (EU) No. 2017/1129 of June 14, 2017, without prior approval in accordance with Article 9 of the said Regulation.

The universal registration document may be used for the purposes of an offer to the public of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a securities note and, where applicable, a summary and any amendments to the universal registration document. The package is approved by the AMF in accordance with Regulation (EU) No. 2017/1129.

This amendment must be read in conjunction with the 2022 universal registration document of Nanobiotix (“**Nanobiotix**” or the “**Company**”), filed with the AMF on April 24, 2023 under the number D.23-0332 as amended by the first amendment to the 2022 universal registration document filed with the AMF on November 1st, 2023 under number D.23-0332-A01.

A cross-reference table has been included in this amendment so that the additional, updated or modified information can be looked up by reference.

Copies of this amendment are available free of charge from the Company at 60, rue de Wattignies, 75012 Paris, France, as well as on the Company’s website (www.nanobiotix.com) and the AMF website (www.amf-france.org).

GENERAL COMMENTS

The purpose of this second amendment (the “**Amendment No. 2**”) is to update the Company’s 2022 universal registration document, filed with the AMF on April 24, 2023 under the number D.23-0332 (the “**2022 Universal Registration Document**”) as amended by the first amendment to the 2022 Universal Registration Document filed with the AMF on November 1st, 2023 under number D.23-0332-A01 (the “**Amendment No. 1**”).

In the Amendment No. 2, the terms “**Nanobiotix**” or the “**Company**” 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 Nanobiotix and all of the companies within its scope of consolidation. The term “**we**” refers to the Company or the Group, as appropriate.

Disclaimer

Market and competition information

This Amendment No. 2 includes, in particular in its Chapter 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.

Risk factors

Investors are encouraged to carefully read the risk factors described in Section 1.5 “*Risk Factors*” of the 2022 Universal Registration Document, as updated in Section 1.5 of the Half-Year Financial Report, in Section 2.4 of the Amendment No. 1 and in Section 2.3 of this Amendment No. 2. The occurrence 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 2022 UNIVERSAL REGISTRATION DOCUMENT

1.1. PERSON RESPONSIBLE FOR UPDATING THE 2022 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 2022 UNIVERSAL REGISTRATION DOCUMENT

“I certify that the information contained in this second amendment to the 2022 universal registration document is, to my knowledge, in accordance with the facts and contains no omission likely to affect its import.”

Paris, November 3, 2023,

LAURENT LEVY

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

2. GROUP ACTIVITIES

2.1. Recent events

The information in this Section supplements and updates Section 1.1.3. “Recent events” of the 2022 Universal Registration Document as amended by the Amendment No. 1.

On November 1st, 2023, NANOBIOTIX announced the launch, subject to market and other conditions, of a global follow-on offering reserved to specified categories of investors consisting of (i) an offering of its American Depositary Shares (“**ADSs**”), each representing one ordinary share, €0.03 nominal value per share, of the Company, in the United States (the “U.S. Offering”) and (ii) an offering of its ordinary shares, exclusively to “qualified investors” in Europe (including France) within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as amended, and certain other countries (excluding the United States and Canada).

Concomitantly to the Offering, the Company decided the launch of an offering of ordinary shares in the form of ADSs in the United States of America to the benefit of a strategic investor meeting the criteria set forth by the shareholders’ meeting of the Company of June 27, 2023 in its 25th resolution (the “**Concurrent Private Placement**”). In accordance with an existing securities purchase agreement, Johnson & Johnson Innovation – JJDC, Inc. (“**JJDC**”) was obligated to subscribe, subject to any required approvals, for \$25.0 million of ordinary shares in the form of restricted ADSs (the “**Placement Amount**”), at a price per ADS equal to the offering price in the U.S. Offering in the Concurrent Private Placement, exempt from the registration requirements of the Securities Act of 1933, as amended (the “**Securities Act**”). Pursuant to French foreign investment control rules, the Placement Amount was reduced, such that JJDC would initially subscribe for 3,762,923 restricted ADSs (resulting in a JJDC shareholding of 9.99% of the outstanding voting rights of the Company’s capital stock (the “**Regulatory Cap**”) after completion of the Offering (as defined below) assuming no exercise of the over-allotment option) for approx. \$20.2 million. Upon, and subject to, the approval of the French Ministry of Economy, JJDC would subscribe for additional restricted ADSs (the portion of the Placement Amount in excess of the Regulatory Cap) for approx. \$4.8 million. The closing of the Offering is not conditioned on the closing of the Concurrent Private Placement.

On November 2, 2023, the Company announced the pricing of the Offering and of the Concurrent Private Placement.

2.2. Risk factors

Section 1.5.1.5 “We have a history of losses and require additional funding to support ongoing operational needs and to meet debt covenant requirements” of the 2022 Universal registration Document as amended by the Amendment No. 1 is supplemented with a fifth paragraph as follows:

The net proceeds of the Offering (as defined below) are expected to amount approx. €45.3 million (assuming no exercise of the over-allotment option). Subject to the occurrence of one of the risks associated with the Company’s additional funding needs described in this section 1.5.1.5., the Company believes that the completion of the Offering would extend its financial visibility beyond a twelve months period following the date of approval of the Prospectus, specifically into the first quarter 2025, and, assuming the receipt of the first milestone from Janssen, into the second quarter 2025.

Section 1.5.1.5 “We have a history of losses and require additional funding to support ongoing operational needs and to meet debt covenant requirements” of the 2022 Universal registration

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Document as amended by the Amendment No. 1 is supplemented with an eighth paragraph as follows:

A portion of the Placement Amount to be subscribed by JJDC pursuant to an existing securities purchase agreement entered into with the Company (i.e., approx. \$4.8 million) is subject to the approval of the French Ministry of Economy. If this approval is not obtained, Nanobiotix may not be able to benefit from the remaining portion of JJDC's investment.

Section 1.5.8.1 "Our By-laws and French corporate law contain provisions that may delay or discourage a takeover attempt and investments in the Company may be subject to prior governmental authorization under the French foreign investment control regime." of the 2022 Universal registration Document is supplemented with a third paragraph as follows:

A portion of the Placement Amount to be subscribed by JJDC pursuant to an existing securities purchase agreement entered into with the Company (i.e., approx. \$4.8 million) is thus subject to the approval of the French Ministry of Economy. If this approval is not obtained, Nanobiotix may not be able to benefit from the remaining portion of JJDC's investment.

3. COMPANY AND CAPITAL INFORMATION

On November 2, 2023, the Company announced the pricing of:

- an offering of 5,599,130 new ordinary shares with a par value of €0.03 per share issued and to be issued by the Company in connection with a share capital increase without preferential subscription rights to the benefit of categories of persons meeting the criteria set forth by the shareholders' meeting of the Company of June 27, 2023, in its 24th resolution in the context of an offering in the United States of America (the “**ADS Offering**” and an offering to institutional investors outside the United States of America (the “**European Offering**”), which may be increased to 6,438,999 new ordinary shares in the event the over-allotment option is exercised in full, and
- a concurrent offering of 3,672,923 new ordinary shares with a par value of €0.03 per share issued by the Company in connection with a share capital increase without preferential subscription rights to the benefit of a strategic investor meeting the criteria set forth by the shareholders' meeting of the Company of June 27, 2023 in its 25th resolution, in the context of an offering in the United States of America (the “**Strategic Offering**” and, together with the ADS Offering and the European Offering, the “**Offering**”).

The Offering price was set at \$5.36 per ADS and at €5.07 per new share, corresponding to the euro equivalent for one new share of the price in US dollars per ADS (based on the EUR/USD exchange rate of €1 for \$1.0568). On an indicative basis, the gross proceeds of the Offering are expected to be approx. \$54.7 million, equivalent to approx. €51.7 million, before deduction of underwriting commissions and estimated expenses payable by the Company (assuming full exercise of the over-allotment option). The ADS Offering and European Offering are expected to close on November 7, 2023 and the Strategic Offering is expected to close on November 9, 2023, respectively, subject to the satisfaction of customary closing conditions.

The following developments update certain sections of the 2022 Universal Registration Document as amended by Amendment No. 1 in connection with the realization of the Offering.

3.1. Amendment of Section 5.1.1. of the 2022 Universal Registration Document

Section 5.1.1 “Amount of the share capital” of the 2022 Universal Registration Document as updated by the Amendment No. 1 is amended as follows:

As of the date of this Amendment No. 2 and assuming the completion of the settlement and delivery of the Offering (and no exercise of the over-allotment option), the share capital of the Company amounts to €1,366,562.16 divided into 45,552,072 ordinary shares fully subscribed and paid with a nominal value of €0.03 per share.

As of June 30, 2023, the share capital amounted to €1,056,911.46 divided into 35,230,382 ordinary shares fully subscribed and paid with a nominal value of €0.03 per share.

As of December 31, 2022, the share capital amounted to €1,046,276.16 divided into 34,875,872 ordinary shares fully subscribed and paid with a nominal value of €0.03 per share.

3.2. Amendment of Section 5.1.4.6. of the 2022 Universal Registration Document

Section 5.1.4.6. “Summary of the dilutive instruments” of the 2022 Universal Registration Document as updated by the Amendment No. 1 is amended as follows:

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As of the date of the Amendment No. 2, the full exercise of all granted and outstanding instruments entitling their holders to a stake in the Company's share capital (assuming all the terms of exercise or acquisition of said instruments were fulfilled) would result in the subscription of 9,461,521 new ordinary shares, consisting of:

- 561,726 BSPCEs, the exercise of which would lead to the creation of 561,726 new ordinary shares;
- 151,251 BSAs, the exercise of which would lead to the creation of 151,251 new ordinary shares;
- 2,383,395 Options, the exercise of which would lead to the creation of 2,383,395 new shares;
- 1,165,149 AGAs, the acquisition of which would lead to the creation of 1,165,351 new ordinary shares;
- 5,200,000 BSA, equity line warrants, the exercise of which would lead to the creation of 5,200,000 new shares.

	No. of securities	Terms	Potential dilution	
Dilutive securities not linked to stock market price evolution	7,813,731			
<i>BSAs</i>	<i>14,431</i>	—		<i>0.03%</i>
<i>BSCPEs</i>	<i>561,726</i>	—		<i>1.24%</i>
<i>OSAs</i>	<i>1,299,485</i>	—		<i>2.86%</i>
<i>AGAs</i>	<i>738,089</i>	—		<i>1.62%</i>
<i>BSA Kepler Cheuvreux</i>	<i>5,200,000</i>	—		<i>11.44%</i>
Dilutive securities linked to stock market price evolution⁽¹⁾	1,647,790		<i>Cumulative no. of exercisable securities</i>	<i>Cumulative potential dilution</i>
<i>2014 BSAs</i>	<i>10,000</i>	<i>if stock market price ≥ €40</i>	<i>10,000</i>	<i>0.02%</i>
<i>2015-1 BSAs</i>	<i>21,000</i>	<i>if stock market price ≥ €40</i>	<i>31,000</i>	<i>0.07%</i>
<i>2015-2 (a) BSAs</i>	<i>64,000</i>	<i>if stock market price ≥ €50</i>	<i>95,000</i>	<i>0.21%</i>
<i>2018-2 BSAs</i>	<i>5,820</i>	<i>if stock market price ≥ €40</i>	<i>100,820</i>	<i>0.22%</i>
<i>2019-1 BSAs</i>	<i>18,000</i>	<i>if stock market price ≥ €40</i>	<i>118,820</i>	<i>0.26%</i>
<i>2019 LLY OSAs</i>	<i>500,000</i>	<i>if stock market price ≥ €24</i>	<i>618,820</i>	<i>1.36%</i>
<i>2020 BSAs</i>	<i>18,000</i>	<i>if stock market price ≥ €40</i>	<i>636,820</i>	<i>1.40%</i>
<i>2021-04 Performance OSAs</i>	<i>368,000</i>	<i>if stock market price ≥ €24</i>	<i>1,004,820</i>	<i>2.21%</i>
<i>2021-06 Performance OSAs</i>	<i>60,000</i>	<i>if stock market price ≥ €24</i>	<i>1,064,820</i>	<i>2.34%</i>
<i>2022-06 Performance OSAs</i>	<i>155,910</i>	<i>if stock market price ≥ €24</i>	<i>1,220,730</i>	<i>2.69%</i>
<i>AGA 2023 P1</i>	<i>427,060</i>	<i>(2)</i>	<i>1,647,790</i>	<i>3.62%</i>
Maximum theoretical potential dilution based on current capital				20.81%

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- (1) *For more information on such securities, in particular their exercise conditions, see Sections 4.1.3, 4.1.4, 4.1.5 and 4.1.6 of the Amendment No.1.*
- (2) *The AGA 2023 P1 granted to members of the Executive Board are conditioned upon the achievement of three of seven events in the next 24 months upon attribution, one of them being a double share price as compared to weighted average value of the first 6 months of 2023 or share price to outperform a biotech index over the next 12 months starting at attribution date. See Section 4.1.6. of the Amendment No. 1.*

This figure above represents a maximum potential dilution of 20.81% on a non-diluted share capital basis and 20.05% on a non-diluted voting right basis as of the date of the Amendment, and 17.23% and 16.70%, respectively, on a fully diluted basis; it being specified that the exercise of a share of said dilutive instruments (i.e., 17.42%) is conditioned on the Company's share price as of its exercise date.

3.3. Amendment of Section 5.1.7.1. of the 2022 Universal Registration Document

Section 5.1.7.1. “Evolution of capital in the last three years” of the 2022 Universal Registration Document as updated by the Amendment No. 1 is amended as follows:

Date	Nature of operations	Nominal amount	Issue Premium	Number of shares created	Number of Shares making up the capital	Nominal value	Share capital
	Balance as of December 31, 2019				22,415,039	€0.03	€672,451.17
03/06/2020	Definitive acquisition of AGA 2018-1	€9,482.49	€0.00	316,083	22,731,122	€0.03	€681,933.66
07/27/2020	Definitive acquisition of AGA 2018-2	€180.00	€0.00	6,000	22,737,122	€0.03	€682,113.66
07/30/2020	Issuance of new shares payable in cash (capital increase)	€99,000	€20,031,000	3,300,000	26,037,122	€0.03	€781,113.66
12/15/2020	Issuance of new shares payable in cash (capital increase)	€219,000	€81,103,000	7,300,000	33,337,122	€0.03	€1,000,113.66
12/18/2020	Issuance of new shares payable in cash (capital increase)	€32,850	€12,165,450	1,095,000	34,432,122	€0.03	€1,032,963.66
	Balance as of December 31, 2020				34,432,122	€0.03	€1,032,963.66
03/06/2021	Definitive acquisition of AGA 2018-1	€735.00	€0.00	24,500	34,456,622	€0.03	€1,033,698.66
03/29/2021	Definitive acquisition of AGA 2019-1	€11,077.50	€0.00	369,250	34,825,872	€0.03	€1,044,776.16
	Balance as of December 31, 2021				34,825,872	€0.03	€1,044,776.16
03/11/2022	Definitive acquisition of AGA 2020	€1,500.00	€0.00	50,000	34,875,872	€0.03	€1,046,276.16
	Balance as of December 31, 2022				34,875,872	€0.03	€ 1,046,276.16
04/20/2023	Definitive acquisition of AGA 2021	€10,635.30	€0.00	354,510	35,230,382	€0.03	€1,056,911.46
09/13/2023	Issuance of new shares payable in cash (capital increase)	€28,789.11	€4,642,339.9512	959,637	36,190,019	€0.03	€1,085,700.57
11/7/2023	Issuance of new shares payable in cash (capital increase)*	€167,973.90	€28,219,615.20	5,599,130	41,789,149	€0.03	€1,253,674.47
11/9/2023	Issuance of new shares payable in cash (capital increase)*	€112,887.69	€18,965,131.92	3,762,923	45,552,072	€0.03	€1,366,562.16
	Balance as of the date of the Amendment No. 2				45,552,072	€0.03	€1,366,562.16

* Subject to the completion of such capital increases that should occur on November 7, 2023 and November 9, 2023 respectively.

On March 11, 2022, the share capital of the Company was increased by a nominal amount of €1,500, through the issuance of 50,000 new ordinary shares with a nominal value of €0.03 each, increasing the Company’s share capital from €1,044,776.16 to €1,046,276.16, as a result of the definitive acquisition of 50,000 AGA 2020. Such acquisition was acknowledged by the Executive Board on March 11, 2022.

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On April 20, 2023, the share capital of the Company was increased by a nominal amount of €10,635.30, through the issuance of 354,510 new ordinary shares with a nominal value of €0.03 each, increasing the Company's share capital from €1,046,276.16 to €1,056,911.46, as a result of the definitive acquisition of 354,510 AGA 2021. Such acquisition was acknowledged by the Executive Board on March 28th, 2023 and on June 6, 2023.

On September 13, 2023, the share capital of the Company was increased by a nominal amount of €28,789.11, through the issuance of 959,637 new ordinary shares with a nominal value of €0.03 each, increasing the Company's share capital from €1,056,911.46 to €1,085,700.57, as a result of the capital increase with cancellation of shareholders' preferential subscription rights in favor of Johnson & Johnson Innovation – JJDC, Inc. decided by the Executive Board on September 11, 2023, in accordance with the delegation granted by the shareholders' meeting of the Company held on September 1st, 2023 in its first resolution.

Subject to the completion of the settlement and delivery of the ADS Offering and the European Offering on November 7, 2023, the share capital of the Company will be increased by a nominal amount of €167,973.90, through the issuance of 5,599,130 new ordinary shares with a nominal value of €0.03 each, increasing the Company's share capital from €1,085,700.57 to €1,253,674.47, as a result of a capital increase without preferential subscription rights to the benefit of categories of persons in the context of an offering in the United States of America and an offering to institutional investors outside the United States of America, in accordance with the delegation granted by the shareholders' meeting of the Company held on June 27, 2023 in its 24th resolution.

Subject to the completion of the settlement and delivery of the Strategic Offering on November 9, 2023, the share capital of the Company was increased by a by a nominal amount of €112,887.69, through the issuance of 3,762,923 new ordinary shares with a nominal value of €0.03 each, increasing the Company's share capital from €1,253,674.47 to €1,366,562.16, as a result of a concurrent capital increase without preferential subscription rights to the benefit of specific investors in the context of an offering in the United States of America, in accordance with the delegation granted by the shareholders' meeting of the Company held on June 27, 2023 in its 25th resolution.

As of the date of the Amendment No. 2, all the AGA 2020 and AGA 2021 granted by the Executive Board have been acquired by their beneficiary. The AGA 2020's holding period lapsed on March 11, 2023. The AGA 2021's holding period will lapse on April 20, 2024.

3.4. Amendment of Section 5.2. of the 2022 Universal Registration Document

3.4.1. Amendment of Section 5.2.1 of the 2022 Universal Registration Document

Section 5.2.1. “Allocation of capital and voting rights as of the date of the Universal Registration Document” as renamed “Allocation of capital and voting rights as of the date of the Amendment” and updated by the Amendment No. 1 is renamed “Allocation of capital and voting rights as of the date of the Amendment No. 2” and amended as follows:

Based on publicly available ownership data and subject to completion of the settlement and delivery of the Offering (assuming no exercise of the over-allotment option), the allocation of capital and voting rights (taking into account the cancellation of voting rights attached to the treasury shares) as of the date of the Amendment is as follows:

	Non-diluted basis				Diluted instruments as of the date of the Amendment No. 2				Fully diluted basis ¹			
	Share capital								Share capital			
	Number of shares	Number of voting rights ²	% of share capital	% of voting rights	Number of shares that could be issued upon the exercise of founders' share warrants (BSPCE)	Number of shares that could be issued upon the exercise of share warrants (BSA)	Number of shares that could be issued upon the exercise of stock options	Number of shares that could be issued upon the definitive acquisition of free shares (AGA)	Number of shares	Number of voting rights ²	% of share capital	% of voting rights
Major institutional investors (>5% shareholders)												
<i>Invus Public Equities Advisors, LLC (A)</i>	4,375,004	4,375,004	9.60%	9.26%	-	-	-	-	4,375,004	4,375,004	7.95%	7.71%
<i>Baillie Gifford & Co (B)</i>	2,665,153	2,665,153	5.85%	5.64%	-	-	-	-	2,665,153	2,665,153	4.84%	4.70%
<i>Johnson & Johnson Innovation – JJDC, Inc. (C)</i>	4,722,560	4,722,560	10.37%	9.99%	-	-	-	-	4,722,560	4,722,560	8.58%	8.32%

¹ The calculations are based on the assumption of the exercise of all the share warrants (BSA), founders share warrants (BSPCE) and stock options as well as the definitive acquisition of all free shares (AGA).

² Double voting rights are granted to all fully paid-up ordinary shares of the Company registered in the name of the same shareholder for at least two years. ADSs do not carry double voting rights.

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	Non-diluted basis				Diluted instruments as of the date of the Amendment No. 2				Fully diluted basis ¹			
	Share capital								Share capital			
	Number of shares	Number of voting rights ²	% of share capital	% of voting rights	Number of shares that could be issued upon the exercise of founders' share warrants (BSPCE)	Number of shares that could be issued upon the exercise of share warrants (BSA)	Number of shares that could be issued upon the exercise of stock options	Number of shares that could be issued upon the definitive acquisition of free shares (AGA)	Number of shares	Number of voting rights ²	% of share capital	% of voting rights
Qatar Holding LLC (D)	3,830,180	3,830,180	8.41%	8.10%	-	-	-	-	3,830,180	3,830,180	6.96%	6.75%
Other investors in the Offering (E)	1,186,253	1,186,253	2.60%	2.51%	-	-	-	-	1,186,253	1,186,253	2.16%	2.09%
Total (A)+(B)+(C)+(D)+(E)	16,779,150	16,779,150	36.84%	35.50%	-	-	-	-	16,779,150	16,779,150	30.50%	29.58%
Management and employees												
Laurent LEVY	1,139,060	1,948,120	2.50%	4.12%	150,400	-	1,150,116	550,232	2,989,808	3,798,868	5.43%	6.70%
Anne-Juliette HERMANT	140,000	140,000	0.31%	0.30%	-	-	220,390	101,708	430,062	430,062	0.78%	0.76%
Bart VAN RHIJN	-	-	-	-	-	-	245,390	190,780	436,170	436,170	0.79%	0.77%
OTHER MANAGERS AND EMPLOYEES	166,273	260,207	0.37%	0.55%	411,326	151,251	767,499	123,428	1,850,814	1,944,748	3.36%	3.43%
Total Management and employees	1,445,333	2,348,327	3.17%	4.97%	561,726	151,251	2,383,395	966,148	5,706,854	6,609,848	10.37%	11.65%
Float³	27,305,471	28,140,397	59.94%	59.53%	-	5,200,000	-	-	32,505,471	33,340,397	59.09%	58.77%
Treasury shares	22,118	-	0.05%	-	-	-	-	-	22,118	-	0.04%	-
TOTAL	45,552,072	47,267,874	100%	100%	561,726	5,351,251	2,383,395	966,148	55,013,593	56,729,395	100%	100%

³ Including institutional investors holding, after completion of the settlement and delivery of the Offering (assuming no exercise of the over-allotment option), 20.11% of the Company's share capital and 19.38% of its voting rights (16.65% and 16.15% respectively on a diluted basis).

3.4.2. Amendment of Section 5.2.2 of the 2022 Universal Registration Document

Section 5.2.2. “Significant shareholders not represented on the Executive Board and Supervisory Board” of the 2022 Universal Registration Document as updated by the Amendment No. 1 is amended as follows:

Based on publicly available ownership data and subject to completion of the settlement and delivery of the Offering, the following shareholder(s) hold more than 5% of the Company's share capital or voting rights as of the date of the Amendment No. 2, and are not represented to one of its boards:

- Invus Public Equities Advisors, LLC;
- Baillie Gifford & Co;
- Qatar Holding LLC; and
- Johnson & Johnson Innovation – JJDC, Inc.

See Section 3.4.1 of the Amendment No. 2 for more details on these shareholders.

The Company is not aware of any other shareholders holding more than 5% of the Company's share capital or voting rights that is not represented to one of its boards.

4. CROSS-REFERENCE TABLE

The following correlation table enables the identification, in the Universal Registration Document and in this Amendment, of the information required by Annex I and Annex II of the Delegated Regulation (EU) 2019/980 dated March 14, 2019.

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1	PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL	6	307			1	5	1	4
1.1.	Persons responsible for the information contained in the registration document	6.1	307			1.1	5	1.1	4
1.2.	Declaration of persons responsible for the information contained in the registration document	6.1.1	307			1.2	5	1.2	4
1.3.	Expert's statement or report								
1.4.	Statements regarding third-party information	6.3	308						
1.5.	Statement with prior approval by the competent authority	Front page				Front page		Front page	
2	STATUTORY AUDITORS	6.2	307						
2.1.	Name and address of the Company's statutory auditors	6.1	307						
2.2.	Statutory auditors having resigned, dismissed or not reappointed during the relevant period	N/A							
3	RISK FACTORS	1.5	98	1.5	10	2.4	29	2.3	Erreur ! Signet non défini.
4	INFORMATION ABOUT THE COMPANY	1.2, 5.4	26, 299	1.1	4				
4.1.	Corporate name and trade name	5.4.1	299						
4.2.	Place and number of incorporation, and legal entity identifier ("LEI")	5.4.2	299						
4.3.	Date of incorporation and term	5.4.3	299						
4.4.	Registered office, legal form, jurisdiction, country	5.4.4	299						

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	of origin, address and phone number of registered office and website								
5	BUSINESS OVERVIEW	1.3	31			2	6	2.	5
5.1.	Principal activities	1.2.1, 1.3.1	26, 32			2.1, 2.2	6	2.1	5
5.1.1	<i>Nature of the operations and principal activities</i>	1.3.1	32			2.1, 2.2	6	2.1	5
5.1.2	<i>Significant new products and/or services</i>	N/A				2.1, 2.2	6	2.1	5
5.2.	Principal markets	1.3	31			2.1, 2.2	6	2.1	5
5.3.	Important events in the development of business	1.2	26	1.2	4	2.1, 2.2	6	2.1	5
5.4.	Strategy and objectives	1.3.1	32	1.4	6	2.1, 2.2	6	2.1	5
5.5.	Information regarding the extent to which the company is dependent, on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	1.5	98						
5.6.	Basis for any statements made by the Company regarding its competitive position	1.3.1, 1.3.11	32, 60			2.1, 2.2	6	2.1	5
5.7.	Investments	1.2.4	31						
5.7.1	<i>Material investments made during the three last financial years</i>	1.2.4	31						
5.7.2	<i>Material investments in progress or for which firm commitments have already been made</i>	1.2.4	31						
5.7.3	<i>Joint ventures and undertakings in which the Company holds a proportion of the capital likely to have significant effect on the assessment of its own assets and liabilities, financial position or profits and losses</i>	1.2.4	31						
5.7.4	<i>Environmental issues that may affect the Company's</i>	N/A							

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	<i>utilization of the tangible fixed assets</i>								
6	ORGANIZATIONAL STRUCTURE	1.2.2	27						
6.1.	Brief description of the Group	1.2.2	27						
6.2.	List of the significant subsidiaries	5.5	359						
7	OPERATING AND FINANCIAL REVIEW								
7.1.	Financial condition	1.4.1	88	<i>I.3, II.</i>	4, 16				
7.1.1	<i>Company's development and performance, financial condition, changes in financial condition for the last three financial years</i>			<i>I.3, II.</i>	4, 16				
7.1.2	<i>Company's likely future development and activities in the field of research and development</i>			<i>I.3, II.</i>	4, 16				
7.2.	Operating results	1.4.1	88	<i>I.3, II.</i>	4, 7, 16				
7.2.1.	<i>Significant factors, including unusual or infrequent events or new development materially impacting the Group's operating income</i>	1.4.5	97	<i>I.3, I.4, II.</i>	4, 16				
7.2.2.	<i>Reasons for material changes in the Group's net sales or revenues</i>	1.4.5	97						
8	CAPITAL RESOURCES	1.4	88	I., II.	12, 16				
8.1.	Information concerning the Company's capital resources	1.4.2	91	I., II.	12, 16				
8.2.	Sources, amounts and narrative description of the Company's cash flows	1.4.4	95	I., II.	12, 16				
8.3.	Information on the borrowing requirements and funding structure of the Company	1.4.2.4	92	I., II.	12, 16				
8.4.	Information regarding any restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the	1.4.3.2	94	I., II.	12, 16				

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	Company's operations								
8.5.	Information regarding the anticipated sources of funds needed to fulfil commitments referred to in item 5.7.2	1.4.4	95	I., II.	12, 16				
9	REGULATORY ENVIRONMENT	1.3.17	75						
10	TREND INFORMATION	1.4.3	94	1.4, 1.7.5	13				
10.1.	Most significant recent trends and any significant change in the financial performance of the Group since the end of the last financial year	1.1.3	26	1.4, 1.7.5	13				
10.2.	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects	1.4.3.4	94	1.4, 1.7.5	13				
11	PROFIT FORECASTS OR ESTIMATES	1.4.3.3	94						
11.1.	Published profit forecasts or estimate	1.4.3.3	94						
11.2.	Statement on the principal assumptions upon which the Company has based its forecast or estimate	N/A							
11.3.	Statement of comparability with the historical financial information and compliance with the Company's accounting policies	N/A							
12	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES AND SENIOR MANAGEMENT	2.1	138			3	31		
12.1.	Information in relation to members	2.1	138			3.1	31		

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	of the administrative, management, and supervisory bodies								
12.2.	Administrative, management and supervisory bodies and senior management conflicts of interests	2.1.6	148						
13	REMUNERATION AND BENEFITS	2.2	149			3.2, 3.3	32, 35		
13.1.	Amount of remuneration paid and benefits in kind granted by the Group	2.2.1, 2.2.2	149, 150			3.2, 3.3	32, 35		
13.2.	Total amounts set aside or accrued by the Company or its subsidiaries to provide pension, retirement or similar benefit	2.2.5	156			3.2, 3.3	32, 35		
8, 11	BOARD PRACTICES					3	31		
14.1.	Date of expiration of the current terms of office and period during which the person has served in that office	2.1.1	138			3	31		
14.2.	Information about members of the administrative, management or supervisory bodies' service contracts with the Company or any of its subsidiaries providing for benefits upon termination of employment	2.2.2, 5.6.2	150, 300						
14.3.	Information about the Company's specialized committees	2.1.5	145						
14.4.	Corporate governance	2.3	165						
14.5.	Potential material impacts on the corporate governance	2.5	168						
15	EMPLOYEES	5.7	305						
15.1.	Number of employees	5.7.1.1	305						
15.2.	Shareholdings and stock options of any person referred to in item 12.1	2.2.7, 5.1.4	156, 273			3.2, 3.3	32, 35		
15.3.	Arrangement for involving the employees in the	5.7.2	306						

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	capital of the Company								
16	PRINCIPAL SHAREHOLDERS	5.2	297			4.2	63		
16.1.	Shareholders holding more than 5% of the Company's share capital or voting rights	5.2.2	298			4.2	63	3	7
16.2.	Different voting rights	5.2.3	298			4.2	63		
16.3.	Direct or indirect ownership or control of the Company	5.2.4	298						
16.4.	Arrangements, known to the Company, the operation of which may at a subsequent date result in a change in control of the Company	5.2.5	298						
17	RELATED PARTY TRANSACTIONS	5.6.1	300	I.6	11				
18	FINANCIAL INFORMATION CONCERNING THE COMPANY'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	4	173	II	16				
18.1.	Historical financial information	4.1, 4.3	173, 235						
18.1.1.	<i>Audited historical financial information for the last three financial years and audit report</i>	4	173						
18.1.2.	<i>Change of accounting reference date</i>	N/A							
18.1.3.	<i>Accounting standards</i>	4.1.6.2, 4.3.3	178, 239						
18.1.4.	<i>Change of accounting framework</i>	4.1.6.2	178						
18.1.5.	<i>Balance sheet, income statement, changes in equity, cash flow statement, accounting policies and explanatory notes</i>	4.1, 4.3	173, 235						
18.1.6.	<i>Consolidated financial statements</i>	4.1							
18.1.7.	<i>Date of latest financial information</i>	4	173						
18.2.	Interim and other financial information	N/A							

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18.3.	Auditing of historical annual financial information	4	173						
18.3.1.	<i>Independent auditing of historical financial information</i>	4.2, 4.4	228, 266						
18.3.2.	<i>Other information in the registration document that has been audited by the auditors</i>	N/A							
18.3.3.	<i>Financial information not extracted from Company's audited financial statements</i>	N/A							
18.4.	Pro forma financial information	N/A							
18.5.	Dividend policy	1.4.6	97						
18.5.1.	<i>Description of the policy on dividend distributions and any restrictions thereon</i>	1.4.6	97						
18.5.2.	<i>Amount of dividend per share</i>	N/A							
18.6.	Legal proceedings and arbitration	1.5.6	131						
18.7.	Significant changes in the Company's financial position	1.4.3.4	94						
19	ADDITIONAL INFORMATION	5	272			4.	38	3	7
19.1.	Share capital	5.1	272			4.1	39	3.1	7
19.1.1.	<i>Amount of issued and authorized share capital, number of shares issued and fully paid and par value per share</i>	5.1.1, 5.1.5	272, 285			4.1.1, 4.1.9	39, 54	3.1, 3.3	7, 10
19.1.2.	<i>Information about shares not representative of share capital</i>	5.1.2	272						
19.1.3.	<i>Number, book value and face value of shares held by or on behalf of the Company itself or by subsidiaries of the Company</i>	5.1.3	272						
19.1.4.	<i>Information about the amount of convertible securities, exchangeable securities or securities with warrants</i>	5.1.4	273			4.1.3, 4.1.4, 4.1.5, 4.1.6, 4.1.7, 4.1.8	39, 51	3.2	7
19.1.5.	<i>Information about and terms of any acquisition rights and/or obligations</i>	N/A							

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	<i>over authorized but unissued capital or an undertaking to increase the capital</i>								
19.1.6.	<i>Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option</i>	5.1.6	291						
19.1.7.	<i>Share capital history</i>	5.1.7	292			4.1.9	62	3.3	10
19.2.	Memorandum of association and by-laws	5.3	298						
19.2.1.	<i>Register and corporate purpose</i>	5.3.1	298						
19.2.2.	<i>Rights, preferences and restrictions attaching to each class of the existing shares</i>	5.2.3	298						
19.2.3.	<i>Provisions that would have an effect of delaying, deferring or preventing a change in control of the Company</i>	5.3.2	299						
20	MATERIAL AGREEMENTS	1.3.14	69	1.4.	6, 10				
21	DOCUMENTS AVAILABLE	6.4	308						

Nanobiotix

Incorporated company with a capital of €1,085,700.57

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