

Issuance of a new private placement of bonds with attached share subscription warrants for a gross amount of approximately €2 million

- **Issuance of 608 bonds representing a bond issue of 1,996,672 euros in nominal amount, to which are attached 278,464 share subscription warrants**
- **Potential additional issues of similar financial instruments in the future to finance the deployment of the Company's new strategy**
- **Change of corporate name**
- **Number of Ethers held by the company**

Entrepaticuliers.com (FR0010424697 - ALENT), (the "**Company**"), announces today the completion of a private placement with private investors in simple bonds (the "**OS**"), to which are attached so-called stock warrants (the "**BSA**") (the **OS** and the **BSA** being collectively referred to as the «**OBSA**»), at a unit price of 3,284 euros per **OBSA**, representing a bond issue with a nominal amount of 1,996,672 euros (the «**Private Placement**»).

The Private Placement resulted in the issuance of 608 **OBSA**, representing a net amount received by the Company of approximately 1,886,885 euros (1).

Moreover, the exercise of 278,464 **BSA** attached to 608 **OS** would allow the Company to receive an additional gross proceeds of approximately 2 million euros in case of cash **BSA** exercise.

The Company specifies that it may issue new issues of financial instruments similar to this issue in the future as part of other financing operations.

CONTEXT AND REASONS FOR THE OPERATION

The proceeds of the Private Placement will allow the Company, as part of its new strategy announced in a press release on May 15, 2025, to continue building up its strategic reserve through the acquisition of new Ether.

CHARACTERISTICS AND LEGAL FRAMEWORK

Legal framework: The Chairman and CEO decided to issue **OBSA** on July 28, 2025, upon subdelegation granted by the Board of Directors of the Company on July 22, 2025 which he-even acted on the basis of the 13th resolution of the shareholders' meeting of the Company dated June 18, 2025, under the conditions and according to the terms presented below, and determined the characteristics of the securities issued on this occasion.

Characteristics of OBSA: Each **OBSA** is composed of 1 **OS** to which are attached 458 **BSA** whose exercise period expires on July 28, 2030 (the "**BSA**"). The **BSA** will be detached from the **OS** as soon as they are issued.

(1) *After deduction of a financial commission («structuring fee») equal to 5% excluding taxes of the nominal amount of **OBSA** subscribed by each investor.*

Subscription price: The subscription price is 3,284 euros per OBSA, corresponding to the nominal value of an OS.

Main characteristics of the OS: Each OS has a nominal value of 3,284 euros (corresponding to the Ether price observed on the trading day immediately preceding the Private Placement, i.e. 28 July 2025 at 17:35, Paris time) and a maturity set for 28 July 2030 (the "Due Date"). The OS will not carry interest (2).

Unless they have been refunded early, the Company will reimburse the OS on the Maturity Date, at its discretion in cash or by issuing new shares of the Company (3).

Each OS holder may also request at his discretion the early repayment of all or part of his OS. The Company will reimburse the OS in cash or by issuing new shares (4), at its discretion.

In the event of a default case, each OS holder may request reimbursement of all or part of their OS, in cash or in new shares (5).

It is however specified that in order to proceed with a redemption of new shares, the Company must, on the date of the intended redemption, (i) have the social authorizations allowing it to issue sufficient new shares and (ii) be able to issue the new shares at the applicable issue price. Failing this, the Company will only be able to proceed with a cash refund.

The OS will not be admitted to trading on a regulated market, a multilateral trading facility or any other trading platform.

Pledge: As security for the payment of the amounts due by the Company in respect of the OS, the Company undertakes to grant, before October 31, 2025, a first pledge on the Ether acquired using the proceeds of the Private Placement (the "Underlying") or, failing this, undertakes to transfer the ownership of the Underwriter to one of its wholly owned subsidiaries, with a view to granting a pledge on the securities account relating to the shares held by the Company in said subsidiary, or to grant any other security relating directly or indirectly to the Underlying before December 31, 2025.

- (2) *Except in the event of a default occurring, in which case they will bear interest at a rate of 10% per year from the date of such an occurrence that would not be remedied within 5 business days.*
- (3) *At an issue price per share equal to the last available closing stock price of the Company's shares prior to the Date*
- (4) *The number of shares issued shall be equal to the quotient (a) of the highest value (i) between the nominal value of the OS and (ii) the last available Ether price immediately preceding the early redemption request at 5:35 p.m., multiplied by the number of OS covered by the early redemption request and (b) an issue price per share equal, in this case, to the last available closing stock price of the Company's shares prior to the submission of the early redemption request.*
- (5) *The redemption value will be equal to 110% of the highest value multiplied between (i) the last available Ether price immediately preceding the redemption request at 17:35 and (ii) the nominal value of the OS, by the number of OS covered by the redemption request.*

Main characteristics of the BSA: 458 BSA will be attached to each OS.

Subject to legal and contractual adjustments (6), each BSA will initially give the right to subscribe for one share of the Company for a period of five (5) years from 28 July 2025. Each BSA can be exercised at an exercise price set at 7.17 euros.

The exercise price of the BSA is payable in cash or by debt set-off with all sums due under the OS.

BSAs will not be admitted to trading on a regulated market, multilateral trading facility or any other trading platform.

Underlying new shares: The new shares of the Company issued upon exercise of the BSA or, if applicable, upon early redemption or at maturity of the OS, will be ordinary shares carrying current enjoyment that will confer on their holder, upon their delivery, all rights attached to the existing ordinary shares detailed in the Company's articles of association.

The new shares of the Company will be subject to requests for admission to trading on Euronext Growth Paris. They will be immediately assimilated to the existing shares of the Company and tradable on the same line as the existing shares (FR0010424697 – ALENT).

- (6) *The exercise parity of the BSA will be adjusted annually from 31 December 2025, to take into account the evolution of the share price of the Company and thus maintain their attractiveness for investors in the context of the Private Placement. Furthermore, in the event of new shares being issued by the Company (other than new shares issued on exercise of BSA or redemption of OS, as applicable) or of options, warrants or any other rights giving access to the subscription or purchase of new shares of the Company (other than BSOs), at an issue price per share lower than the Exercise Price divided by the Exercise Parity, the Exercise Parity will be readjusted as follows:*

Exercise Price Consideration per Share

"Consideration per Share" corresponding to the issue price per share at which the shares of the Company are, or may be, issued upon exercise of an option, a warrant or any other right giving access to the subscription or purchase of new shares of the Company.

RISK FACTORS

The Company recalls that the risk factors related to the Company and its activity are detailed in its Annual Financial Report 2024, which is available on its website. The occurrence of all or part of these risks is likely to have an adverse effect on the activity, financial situation, results, development or prospects of the Company.

In addition, investors are invited to consider the following risks:

Risks specific to the OBSAs issued in connection with the Private Placement:

- the OS will be fully redeemed in new shares of the Company or cash at one time at maturity (i.e. 28 July 2030), except in case of early redemption by hand of the OS holder or in case of occurrence of a default event;
- the market price of the Company's shares could fluctuate and fall below the subscription price of the issued shares (i) on the occasion of early repayment of the OS or at their maturity, if applicable, or (ii) upon exercise of the BSA;
- the distribution of shares (i) to OS holders upon their early redemption or at maturity, as applicable, or (ii) to BSA holders during their exercise is likely to dilute the participation of shareholders not participating in this transaction;

- the sale on the market of the Company's shares issued (i) to OS holders upon their early redemption or at maturity, as applicable, or (ii) to BSA holders during their exercise, could have an adverse impact on the share price;
- in the event of the return of shares (i) to OS holders upon their early redemption or at maturity, as applicable, or (ii) to BSA holders during their exercise, the volatility and liquidity of the Company's shares could fluctuate significantly.

Risks specific to the Company's new activity:

- the Ether price is subject to strong fluctuations, which can lead to a rapid and significant depreciation of the Ether held by the Company;
- unlike traditional assets, Ether liquidity can be affected by sudden market changes, regulatory restrictions or trading platforms malfunctions, making it more difficult to convert Ether into cash if needed;
- the regulatory and tax framework applicable to digital assets is rapidly evolving and differs according to jurisdictions. Legislative changes or market authority decisions could have an adverse impact on the Company's ownership and use of Ether;
- the detention of Ether requires the implementation of strict security measures (secure digital wallets, private keys, cold storage protocols). Any security breach, loss of access to private keys or computer attack could result in a total or partial loss of the Ether.

DILUTION

As an indication, the impact of the issuance of OBSA on the capital participation of a shareholder holding 1% of the share capital of the Company prior to the Private Placement, based on the number of shares comprising the Company's capital at the date of this press release, either 3,926,460 shares, would be as follows:

	Participation de l'actionnaire	
	Non Diluted basis	Diluted basis ⁽¹⁾
Before the private placement	1 %	0,79 %
After issuance of the 336 140 new shares in case of redemption of the 608 OS 2 in shares (2)	0,92 %	0,74 %
After issuance of 278,464 new shares on the exercise of 278,464 BSA 2 attached to 608 OS 2 (3)	0,93 %	0,75 %
After issuance of the 614 604 new shares in case of reimbursement of the 608 OS in shares(2) and exercise of the 278 464 BSA 2 attached to the 608 OS 2 (3)	0,86 %	0,70 %

- (1) The diluted basis takes into account the 300,000 new shares that may result from the exercise of the 300,000 share subscription warrants issued on June 26, 2025 and the 333,040 new shares that may result from the exercise of the 333,040 share subscription warrants issued on July 7, 2025.
- (2) Theoretical calculations carried out on the basis of the closing share price of the Company on July 28, 2025, which is 5.94 euros. This dilution does not prejudice either the final number of shares to be issued or their issue price, which will be fixed according to the stock market price, as described above.
- (3) Based on the initial BSA exercise parity and a cash exercise of full BSA.

COMPANY'S CAPITAL

The distribution of the capital of the Company before and after the completion of the Private Placement is as follows:

Before the private placement

	Amount of shares	%	Voting rights	%
Shareholders				
Bloc ROMANYSZYN (1)	1876703	48%	3609138	65%
Treasury shares	128346	3%	128346	2%
Other Shareholders	1921411	49%	1928338	33%
Total	3926460	100%	5665822	100%

(1) Stéphane Romanyszyn holds shares of the Company directly and indirectly, through the companies Groupe Médiatique International, SR Capital Participations and SR Capital Invest.

After the Private Placement, if all of the 278,464 BSA are exercised

	Amount of shares	%	Voting rights	%
Shareholders				
Bloc ROMANYSZYN (1)	1876703	45%	3609138	61%
Treasury shares	128346	3%	128346	2%
Other Shareholders	2199875	52%	2206802	37%
Total	4204924	100%	5944286	100%

(1) Stéphane Romanyszyn holds shares of the Company directly and indirectly, through the companies Groupe Médiatique International, SR Capital Participations and SR Capital Invest.

After the Private Placement, if all of the 608 OS are repaid in 336,140 new shares and all of the 278,464 BSA are exercised

	Amount of shares	%	Voting rights	%
Shareholders				
Bloc ROMANYSZYN (1)	1876703	42%	3609138	58%
Treasury shares	128346	3%	128346	2%
Other Shareholders	2536015	56%	2542942	40%
Total	4512874	100%	6280426	100%

(1) Stéphane Romanyszyn holds shares of the Company directly and indirectly, through the companies Groupe MédiaTique International, SR Capital Participations and SR Capital Invest.

CHANGE OF CORPORATE NAME

It will be proposed at an extraordinary general meeting convened on September 3, 2025, a change of name of the company in order to make it more in line with its recent strategic shift.

NUMBER OF ETHERS HELD TO DATE

The Ether reserve currently held by the company and before those that will be acquired through this new financing contains **2.081 ETH**.

Warning

The issue of OBSAs does not give rise to the publication of a prospectus subject to approval by the Autorité des marchés financiers.

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About Entrepaticuliers.com

ISIN Code : FR0010424697 | Ticker : ALENT

Listed on Euronext Growth since 2007, Entrepaticuliers.com has historically operated as a real estate search platform. In April 2025, it began a shift toward decentralized finance, RWA tokenization, and a strategic Ethereum reserve.

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