



Société Anonyme à Conseil d'Administration  
au capital de 4.888.478,61 euros  
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Press Release

## **PROPOSED MERGER BETWEEN VALERIO THERAPEUTICS AND ITS SUBSIDIARY VALOUR BIO**

**Paris (France), October 31, 2025**

Valerio Therapeutics S.A. (Euronext Growth Paris: ALVIO), hereinafter "**Valerio Therapeutics**" or the "**Company**", announces the signing of a merger agreement relating to the absorption of Valour Bio by Valerio Therapeutics. The purpose of this merger is to simplify and streamline the legal structure of Valerio Group. Valerio Therapeutics holds 90.01% of the share capital and voting rights of Valour Bio. The merger will therefore be carried out under the simplified regime, in accordance with the applicable legal and regulatory provisions.

This transaction will follow the merger between Valour Bio and its 100% subsidiary, Emglev Therapeutics, and is a continuation of this reorganization process aimed at strengthening the coherence and efficiency of Valerio Group.

### **Main terms of the transaction**

The transaction would consist of the merger by absorption of Valour Bio into Valerio Therapeutics, pursuant to which the minority shareholders of Valour Bio would receive shares of Valerio Therapeutics, in consideration for the contribution of Valour Bio's assets and liabilities. Upon completion of the transaction, all of Valour Bio's assets and liabilities will be transferred to Valerio Therapeutics, and Valour Bio will be dissolved.

The proposed merger and the terms of the merger were approved by the Board of Directors of Valerio Therapeutics and the Strategic Committee of Valour Bio on October 24, 2025. The draft merger agreement was concluded on 28 October 2025.

The merger would take effect retroactively to January 1, 2025.

### **Indicative timetable and next deadlines**

The transaction is subject to certain customary conditions precedent.

In accordance with the provisions of Articles L.236-10 and R.236-6 of the French Commercial Code, NEXBONIS ADVISORY, in the person of Mr. Jean-Baptiste Bonnefoux, and FIDAUDIT, in the person of Mr. François Pinault, were appointed on October 14, 2025, as merger auditors by order of the President of the Paris Economic Activities Court.

The proposed merger will be submitted to the approval of Valour Bio's extraordinary general meeting of shareholders, which will be held in early December 2025, at the end of the creditors' objection period. Insofar as the merger is part of the simplified merger regime, in accordance with the provisions of Article L.236-12 1°

of the French Commercial Code, there is no need to approve the merger by the extraordinary general meeting of Valerio Therapeutics. However, one or more shareholders of Valerio Therapeutics with at least 5% of the share capital may apply to the courts for the appointment of a proxy for the purpose of convening the extraordinary general meeting of Valerio Therapeutics to decide on the approval of the merger.

The merger agreement will be filed and published after the registry of the Paris Economic Activities Court and will be published in the Official Bulletin of Civil and Commercial Announcements (BODACC) and the Bulletin of Mandatory Legal Announcements (BALO). In addition, all documents and information to be made available will be made available under the applicable legal and regulatory conditions.

For more information, visit [www.valeriotx.com](http://www.valeriotx.com).

## CONTACTS

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### **Forward-Looking Statements**

*This press release contains express or implied forward-looking statements relating to Valerio Therapeutics and its business. These statements depend on known and unknown risks, uncertainties and other factors that could cause Valerio Therapeutics' actual results, financial conditions, performance or achievements to differ materially from any results, financial conditions, performance or achievements expressed or implied by such forward-looking statements. Valerio Therapeutics issues this press release as of this date and does not undertake any obligation to update any forward-looking statements contained herein, whether as a result of new information, future events or otherwise. For a description of the risks and uncertainties that could cause Valerio Therapeutics' actual results, financial conditions, performance or achievements to differ from those contained in the forward-looking statements, please refer to the Risk Factors described in the Company's annual financial report or other periodic financial report or press release available free of charge on the Company's website ([www.valeriotx.com](http://www.valeriotx.com)) and/or the AMF website ([www.amf-france.org](http://www.amf-france.org)).*