

AFYREN

Société anonyme à Conseil d'administration

Au capital de 777.050,40 euros

Siège social : 9-11 rue Gutenberg

63000 Clermont Ferrand

750 830 457 R.C.S. Clermont Ferrand

**EXTRAIT DU PROCES-VERBAL DE L'ASSEMBLEE GENERALE ORDINAIRE
ANNUELLE ET EXTRAORDINAIRE DES ACTIONNAIRES
EN DATE DU 16 JUIN 2026**

DEUXIEME RESOLUTION - *Affectation du résultat de l'exercice clos le 31 décembre 2025*
- L'assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales ordinaires,

connaissance prise des termes du rapport de gestion du Conseil d'Administration et constatant que le résultat de l'exercice clos le 31 décembre 2025 s'élève à (11.443.141,74) euros,

DECIDE de l'affecter au compte "*Report à nouveau*", lequel sera porté à un montant de (36.296.754,63) euros,

.../...

Cette résolution, mise aux voix, est adoptée .../....

DIX-NEUVIEME RESOLUTION - *Pouvoirs en vue des formalités* - L'assemblée générale, statuant aux conditions de quorum et de majorité requises pour les assemblées générales extraordinaires,

CONFERE tous pouvoirs au porteur d'un original des présentes ou à *LegalVision Pro* à l'effet d'accomplir toutes formalités légales de publicité et de dépôt auprès du Tribunal de Commerce compétent.

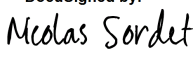
Cette résolution, mise aux voix, est adoptée .../....

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Extrait certifié conforme à l'original.

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Monsieur Nicolas Sordet
Directeur Général

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COMPTES DE L'EXERCICE CLOS LE 31 DECEMBRE 2025

Certifiés conformes

^{DS}


Nicolas Sordet
Directeur Général

Bilan actif

Postes	Brut	Amort. & dépréc.	Net 31/12/2025	Net 31/12/2024
Capital souscrit non appelé (I)				
Frais d'établissement (II)				
IMMOBILISATIONS INCORPORELLES				
Frais de développement	3 681 512	2 589 162	1 092 350	1 460 501
Concessions, brevets, licences, marques, procédés, droits et valeurs simil...	849 293	457 295	391 998	423 434
Fonds commercial				
Autres immobilisations incorporelles				
Immobilisations incorporelles en cours, avances et acomptes	1 138 738		1 138 738	1 056 167
IMMOBILISATIONS CORPORELLES				
Terrains				
Constructions				
Installations techniques, matériels et outillage industriels	771 928	644 400	127 528	149 557
Autres immobilisations corporelles	229 495	146 506	82 989	98 212
Immobilisations corporelles en cours, avances et acomptes				77 030
IMMOBILISATIONS FINANCIÈRES (1)				
Participations	25 501 000	13 700 000	11 801 000	18 962 940
Créances rattachées à des participations				
Titres immobilisés de l'activité de portefeuille				
Autres titres immobilisés	1 911 481		1 911 481	1 768 170
Prêts	82 063		82 063	75 786
Autres immobilisations financières	194 929		194 929	159 021
TOTAL ACTIF IMMOBILISÉ (III)	34 360 437	17 537 362	16 823 075	24 230 818
STOCKS ET EN-COURS				
Matières premières et autres approvisionnements				
En-cours de production (biens et services)				
Produits finis				
Marchandises				
Avances et acomptes versés sur commandes	16 852		16 852	
CRÉANCES (2)				
Créances clients et comptes rattachés	481 983		481 983	431 656
Autres créances	26 583 911		26 583 911	10 905 946
Charges constatées d'avance	109 427		109 427	145 753
Capital souscrit - appelé, non versé				
VALEURS MOBILIÈRES DE PLACEMENT				
Actions propres	302 304		302 304	449 088
Autres titres				
Instruments financiers à terme et jetons détenus				
Disponibilités	35 159 247		35 159 247	33 472 215
TOTAL ACTIF CIRCULANT (IV)	62 653 724		62 653 724	45 404 658
Frais d'émission des emprunts (V)				
Primes de remboursement des emprunts (VI)				
Écarts de conversion et diff. d'évaluation - Actif (VII)				
TOTAL ACTIF (I + II + III + IV + V + VI + VII)	97 014 161	17 537 362	79 476 798	69 635 476
(1) Immobilisations financières à moins d'un an			276 991	182 919
(2) Créances à moins d'un an				1 100

Bilan passif

Postes	31/12/2025	31/12/2024
Capital (dont versé...)	722 148	522 202
Primes d'émission, de fusion, d'apport	108 296 717	85 384 458
Écarts de réévaluation		
Écarts d'équivalence		
RÉSERVES		
Réserve légale	1 150	1 150
Réserves statutaires ou contractuelles		
Réserves réglementées		
Autres réserves	21 967	21 967
Report à nouveau	- 24 853 613	- 14 041 611
Résultat de l'exercice (bénéfice ou perte)	- 11 443 142	- 10 812 002
Subventions d'investissement	596 420	660 559
Provisions réglementées		
TOTAL CAPITAUX PROPRES (I)	73 341 647	61 736 722
Produit des émissions de titres participatifs		
Avances conditionnées		
TOTAL AUTRES FONDS PROPRES (I BIS)		
Provisions pour risques		13 900
Provisions pour charges	620 291	397 381
TOTAL PROVISIONS (II)	620 291	411 281
Emprunts obligataires convertibles		
Autres emprunts obligataires		
Emprunts et dettes auprès des établissements de crédit	492 191	126 2816
Emprunts et dettes financières diverses	1 483 027	180 3594
Instruments financiers à terme		
Avances et acomptes reçus sur commandes en cours		
Dettes fournisseurs et comptes rattachés (1)	313 960	521 759
Dettes fiscales et sociales	1 000 340	923 962
Dettes sur immobilisations et comptes rattachés		
Autres dettes		
Produits constatés d'avance	2 225 342	297 5342
TOTAL DETTES (III)	55 148 60	7 487 473
Écarts de conversion et diff. d'évaluation - Passif (IV)		
TOTAL PASSIF (I + I BIS + II + III + IV)	79 476 798	69 635 476
(1) Dettes à moins d'un an (hors avances et acomptes)	4 370 373	3 292 440

Compte de résultat

Postes	2025	2024
PRODUITS D'EXPLOITATION		
Vente de marchandises		
Production vendue de biens		
Production vendue de services	721 985	487 500
MONTANT NET DU CHIFFRE D'AFFAIRES	721 985	487 500
Production stockée		
Production immobilisée	82 571	19 887
Subventions	84 960	26 679
Reprises sur amortissements, dépréciations et provisions	52 005	53 024
Produits des cessions d'immobilisations incorporelles et corporelles		
Autres produits	2 572 826	1 756 489
TOTAL DES PRODUITS D'EXPLOITATION (I)	35 14 346	2 820 803
CHARGES D'EXPLOITATION		
Achats de marchandises		
Variation de stocks		
Achats de matières premières et autres approvisionnements	188 311	157 753
Variation de stocks		
Autres achats et charges externes (1)	3 345 280	3 390 341
Impôts, taxes, et versements assimilés	90 188	80 017
Salaires	3 890 585	3 732 920
Cotisations sociales	1 399 494	1 343 749
Dotations aux amortissements et aux dépréciations :		
- Sur immobilisations : dotations aux amortissements	624 992	626 651
- Sur immobilisations : dotations aux dépréciations		
- Sur actif circulant : dotations aux dépréciations		
Dotations aux provisions	261 015	257 028
Valeurs comptables des immobilisations incorp. et corp. cédées		
Autres charges	30 139	45 576
TOTAL DES CHARGES D'EXPLOITATION (II)	9 830 004	9 634 034
RÉSULTAT D'EXPLOITATION (I - II)	-6 315 658	-6 813 231
QUOTE-PART DE RÉSULTAT SUR OPÉRATIONS FAITES EN COMMUN		
Bénéfice attribué ou perte transférée (III)		
Perte supportée ou bénéfice transféré (IV)		
PRODUITS FINANCIERS		
De participations		
D'autres valeurs mobilières et créances de l'actif immobilisé		
Autres intérêts et produits assimilés	1 660 356	1 801 015
Reprises sur dépréciations et provisions	10 988	
Différences positives de change	1 502	2 471
Produits des cessions d'immobilisations financières		
Produits nets sur cessions de valeurs mobilières de placement et d'instruments de trésorerie		
TOTAL PRODUITS FINANCIERS (V)	1 672 846	1 803 486
CHARGES FINANCIÈRES		
Dotations aux amortissements et aux provisions	7 100 000	6 600 000
Intérêts et charges assimilées (2)	139 742	- 133 127
Différences négatives de change	2 556	900
Valeurs comptables des immobilisations financières cédées		
Charges nettes sur cessions de valeurs mobilières de placement et d'instruments de trésorerie		
TOTAL CHARGES FINANCIÈRES (VI)	7 242 298	6 467 773

Postes	2025	2024
RÉSULTAT FINANCIER (V - VI)	-55 694 52	-4 664 287
RÉSULTAT COURANT AVANT IMPÔTS (I - II + III - IV + V - VI)	-11 885 110	-11 477 518
Produits exceptionnels (VII)		49 1025
Charges exceptionnelles (VIII)		396 864
RÉSULTAT EXCEPTIONNEL (VII - VIII)		94 161
Participation des salariés aux résultats de l'entreprise (IX)		
Impôts sur les bénéfices (X)	- 441 968	- 57 1355
TOTAL DES PRODUITS (I + II + V + VII)	51 871 193	5 115 314
TOTAL DES CHARGES (III + IV + VI + VIII + IX + X)	166 303 335	15 927 316
RÉSULTAT DE L'EXERCICE	-11 443 142	-10 812 002
(1) Autres charges externes : redevances de crédit-bail mobilier	23 419	23 203
(2) Autres intérêts et charges assimilées concernant les entités liées		36 4068

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1. Préambule

1.1. Introduction

Introduction à l'annexe

L'exercice comptable clos le 31/12/2025 a une durée de 12 mois.

L'exercice précédent avait une durée de 12 mois recouvrant la période du 01/01/2024 à 31/12/2024.

Le total du bilan de l'exercice avant affectation du résultat est de 79 692 481,90 €.

Le résultat net comptable est une perte de -12 068 133,58 €.

Les notes et tableaux communiqués ci-après font partie intégrante des comptes annuels.

Événements significatifs

Événements post-clôture

Sans impact :

Opérations sur le capital

En février 2026, une augmentation de capital est intervenue auprès de différents fonds de Odyssée Venture pour un montant hors prime d'émission de 54 902 €, correspondant à 2 745 098 actions d'une valeur nominale de 0,02 euro chacune. Le montant global de l'augmentation de capital, prime d'émission incluse, s'établit à 7 M€.

Début 2026, le Conseil d'administration a fait usage des autorisations qui lui était consenties pour les attributions suivantes :

Janvier 2026 - 171.000 AGA 2026 - 11 bénéficiaires - 23ème résolution de l'assemblée générale mixte du 19 juin 2024.

En janvier 2026, AFYREN enregistre l'acquisition définitive de 12.868 actions issues d'attributions à des nouveaux salariés en 2024. AFYREN enregistre également l'acquisition définitive de 70.000 actions issues du plan d'AGA 2024-3 de décembre 2024 au profit d'une dizaine de collaborateurs et dirigeants mandataires sociaux dans une logique de fidélisation sur certains profils clés. Les actions remises proviennent du compte d'auto-détention de la société.

Autres informations significatives

Opérations

En juin 2025, AFYREN annonce le lancement de la production en continu de l'usine AFYREN NEOXY. Cette étape majeure est l'aboutissement de deux années d'efforts des équipes d'AFYREN et d'AFYREN NEOXY pour fiabiliser les équipements et maîtriser les conditions opératoires, à l'échelle industrielle, permettant d'assurer un fonctionnement en continu de cette bioraffinerie unique au monde. Au second semestre 2025, les périodes de fonctionnement ont alterné avec deux périodes d'arrêts volontaires, liés aux premiers travaux de consolidation des opérations et de dégoulottage, limitant de fait la capacité disponible entre juillet et octobre 2025.

La production a ensuite enregistré une hausse significative, avec près de la moitié des volumes produits (soit environ 200 tonnes) sur les deux derniers mois de 2025.

Sur l'année 2025, AFYREN NEOXY a produit près de 400 tonnes d'acides biosourcés ainsi qu'un volume significatif d'engrais associé. Cette production représente un volume total d'environ 1 million d'euros, dont 0,5 million d'euros déjà facturés à fin d'année. Ce chiffre d'affaires, bien qu'en deçà des ambitions initiales de quelques millions d'euros, marque le premier chiffre d'affaires significatif de l'histoire d'AFYREN NEOXY.

Concomitamment à la montée en charge d'AFYREN NEOXY, la Société a dévoilé un programme d'améliorations opérationnelles visant à consolider et optimiser les opérations de sa bioraffinerie. Concrètement AFYREN va mettre en œuvre un investissement industriel -CAPEX-d'une vingtaine de millions d'euros, permettant de porter la capacité de production à 20 kilotonnes (+20% par rapport à la capacité de 16 kilotonnes initialement prévue). En plus des gains de productivité visés, ce programme doit permettre de répondre à la demande commerciale croissante et améliorer l'équation financière de l'usine avec un EBITDA cible relevé à 14 millions d'euros, en hausse de 40% par rapport aux projections actuelles de 9 millions d'euros.

Pour soutenir cet investissement, accompagner la montée en puissance d'AFYREN NEOXY tout en maintenant une structure financière équilibrée et pérenne, AFYREN a mobilisé plusieurs leviers de financements combinant sa trésorerie disponible, une levée de fonds auprès de l'industriel Kemin Industries Inc. et de l'investisseur stratégique Bpifrance Large Venture ainsi que des financements par dette et des subventions (voir la section « financements » ci-dessous).

Partenariat(s)

Depuis sa création, AFYREN entretient des relations de proximité avec des acteurs de son écosystème.

En mai 2025 AFYREN et Südzucker, premier fournisseur de produits sucriers en Europe, s'engagent à renouveler leur partenariat de long terme pour faire progresser la production chimique durable, biosourcée et circulaire, alignée sur les objectifs de transition écologique de l'UE. Dans le cadre de cet accord, Südzucker fournit des coproduits agricoles non alimentaires issus de la production de sucre comme matière première pour AFYREN NEOXY garantissant ainsi un approvisionnement sécurisé au niveau local.

En juin 2025, AFYREN et ses partenaires entérinent la fin du consortium AFTER-BIOCHEM, initiative européenne ayant largement contribué à la structuration de la chaîne de valeur autour de l'offre industrielle d'AFYREN.

En novembre 2025, l'augmentation de capital souscrit à hauteur de 20 M€ par Kemin Industries Inc. a été l'opportunité de communiquer sur le partenariat historique avec Kemin Industries Inc. une entreprise familiale de renommée mondiale, spécialisée dans les ingrédients de spécialité et la biotechnologie. AFYREN et Kemin Industries entretiennent en effet une relation solide depuis 2018, portée par l'ambition d'AFYREN de déployer sa solution innovante à l'échelle industrielle. L'engagement à long terme de Kemin Industries et d'autres parties prenantes en tant qu'acheteurs des volumes industriels d'acides organiques produits sur le site AFYREN NEOXY a été déterminant pour concrétiser le projet à l'échelle industrielle. Cette étape majeure a également été soutenue par AFTER-BIOCHEM, Kemin EUROPE étant un partenaire de l'initiative depuis sa création.

En décembre 2025, AFYREN et Esse Skincare, société sud-africaine leader dans le domaine de la science des soins de la peau basés sur le microbiome, ont annoncé un partenariat visant à lancer le premier acide propionique biosourcé au monde destiné à l'industrie des soins de la peau.

Par ailleurs, AFYREN et Mitr Phol entretiennent une relation partenariale active, dans le cadre du développement d'une usine en Thaïlande. Les discussions positives se sont poursuivies avec le partenaire en 2025. Une simplification de la structure a été enregistrée au premier semestre 2025, AFYREN actant la fermeture de l'entité AFYREN SERVICES -THAILAND- CO., LTD., une filiale commerciale ad hoc qui n'a finalement pas été activée et dont les comptes ne sont pas significatifs.

Financement(s)

Pour soutenir les investissements et accompagner la montée en puissance d'AFYREN NEOXY tout en maintenant une structure financière équilibrée et pérenne, AFYREN a mobilisé en 2025 plusieurs leviers de financements, combinant sa trésorerie disponible, une nouvelle levée de fonds, ainsi que des financements par dette et des subventions.

En novembre 2025, AFYREN a réalisé une augmentation de capital de 23 M€ auprès de l'industriel Kemin Industries Inc. et de l'investisseur stratégique Bpifrance Large Venture pour financer l'optimisation et l'expansion de sa bioraffinerie unique au monde.

Sur 2025, AFYREN a contribué au financement de sa filiale AFYREN NEOXY par un apport en compte courant d'associé à hauteur de 15 M€.

Opérations sur le capital

Au cours de 2025, des augmentations de capital sont intervenues pour un montant de 199 947 €, correspondant à 9 997 333 actions d'une valeur nominale de 0,02 euro chacune. Le montant global des augmentations de capital, prime d'émission incluse, s'établit à 23 218 959 €. Des frais d'augmentation de capital ont été imputés sur la prime d'émission à hauteur de 107 K€.

Plans d'instruments en capitaux propres

En 2025, AFYREN enregistre les opérations suivantes sur les plans d'instruments de capitaux propres :

- L'attribution de 7 500 AGA 2024-4 et AGA 2024-5 au profit de deux salariés.
- L'acquisition définitive de 25 762 actions ordinaires gratuites par chacun des deux dirigeants, conformément à l'attribution décidée par le Conseil d'administration du 24 mars 2022. Les actions remises proviennent du compte d'auto-détention de la société.
- L'annulation de 24 711 actions gratuites (AGA) à la suite du départ de deux salariés avant la date d'acquisition de celles-ci.
- L'exercice de 414 000 BSPCE 2 et 3 au profit d'un salarié et de deux dirigeants, entraînant la création de 414 000 actions nouvelles de valeur nominale 0,02 euro chacune.
- L'annulation de 10 000 BSPCE, non exercés à la suite du départ d'un salarié auxquelles s'ajoutent l'annulation de 82 500 BSPCE 4 et 5 liés à des départs de salariés sur des périodes antérieures.
- L'attribution de 38 000 AGA 2024-6 au profit de 3 bénéficiaires.

1.2. Principes et méthodes comptables

Règlement comptable

Mention du règlement comptable

Les comptes annuels ont été établis en conformité avec :

- Le règlement de l'Autorité des Normes Comptables n°2014-03 du 05 juin 2014, modifié par le règlement ANC N°2022-06 du 04 novembre 2022.
- Les articles L123-12 à L123-28 du Code de commerce.

La méthode de base retenue pour l'évaluation des éléments inscrits en comptabilité est la méthode des coûts historiques.

Les conventions générales comptables ont été appliquées, dans le respect du principe de prudence, conformément aux hypothèses suivantes :

- Continuité de l'exploitation ;
- Permanence des méthodes comptables d'un exercice à l'autre ;
- Indépendance des exercices.

Liste des méthodes

Immobilisations incorporelles et corporelles

Les immobilisations incorporelles sont évaluées à leur coût d'acquisition ou de production, compte tenu des frais nécessaires à la mise en état d'utilisation de ces biens et après déduction des rabais commerciaux, remises, escomptes de règlement obtenus, en vue de leurs utilisations envisagées.

Les immobilisations corporelles sont évaluées à leur coût d'acquisition, constitué de:

- Leur prix d'achat (y compris droits de douane et taxes non récupérables, après déduction des remises, rabais commerciaux, escomptes de règlement),
- Des coûts directement attribuables et engagés pour mettre ces actifs en état de fonctionner selon leurs utilisations envisagées,
- Le cas échéant de l'estimation initiale des coûts de démantèlement, d'enlèvement et de restauration du site sur lequel elles sont situées. Les immobilisations corporelles sont évaluées à leur coût de production.

Les intérêts des emprunts spécifiques à la production d'immobilisations ne sont pas inclus dans le coût de production de ces immobilisations.

Type d'immobilisation	Durée d'amortissement
Bâtiments, installations et agencements	
Bâtiments commerciaux	2 à 5 ans
Bureaux	
Agencements	
Mobilier	
Travaux	
Matériel et outillage	
Matériel	1 à 3 ans
Outillage	1 à 3 ans
Autres immobilisations corporelles	
Matériel de transport	3 ans
Matériel informatique	
Immobilisations incorporelles	
Logiciels	3 ans
Brevets	10 ans
Autres	10 ans

Les amortissements pour dépréciation sont calculés suivant le mode linéaire ou dégressif et en fonction de la durée de vie prévue

Immobilisations financières et valeurs mobilières de placement

La valeur brute est constituée par le coût d'achat, hors frais accessoires. Lorsque la valeur d'inventaire est inférieure à la valeur brute, une provision pour dépréciation est constituée du montant de la différence.

- Utilisation de la méthode d'évaluation par équivalence ;
- Information sur l'identification et le suivi, à chaque clôture, des titres de participation définis à l'article 39-1-5° du CGI pour lesquels la société a modifié l'option de comptabilisation des frais liés à l'acquisition.
- Utilisation de la dérogation pour l'évaluation des titres en cas de baisse anormale et momentanée.

La valeur d'inventaire est déterminée sur la base de plusieurs critères tels que l'actif net de la filiale, ses perspectives de développement et de rentabilité.

Frais de recherche et développement

Inscription à l'actif :



Du fait de la nature de l'activité de la société et compte tenu de son caractère innovant, une partie significative des charges de la société correspond à la définition des frais de développement énoncés par la PCG. Les dépenses de développement sont inscrites au bilan si et seulement si les 6 conditions définies par les normes comptables sont remplies. Les dépenses de recherche et développement sont comptabilisées à l'actif du bilan.

Lorsqu'il existe un indice de perte de valeur, et à chaque clôture d'exercice, les dépenses liées au projet de développement inscrit au bilan font l'objet d'une analyse afin de s'assurer que le projet lié remplit toujours les critères d'activation. Le cas échéant, une dépréciation ou un amortissement exceptionnel sont comptabilisés.

Créances et dettes

Les créances et dettes ont été évaluées pour leur valeur nominale. Les créances sont, le cas échéant, dépréciées par voie de provision pour tenir compte des difficultés de recouvrement auxquelles elles sont susceptibles de donner lieu. Les provisions pour dépréciations éventuelles sont déterminées par comparaison entre la valeur d'acquisition et la valeur probable de réalisation.

Les créances et dettes en devises sont converties en euros sur la base du cours de change à la date de la facture.

Disponibilités

Les liquidités disponibles en caisse ou en banque sont enregistrées à leur valeur nominale. Cas des disponibilités en devise :

Les liquidités disponibles en devises sont converties en euros sur la base du dernier cours de change précédant la clôture de l'exercice. Les écarts de conversion sont directement comptabilisés dans le résultat de l'exercice en perte ou en gain de change

Avances remboursables

Les avances reçues d'organismes publics ou privés pour le financement des activités de la Société dont le remboursement est conditionnel sont présentées au passif sous la rubrique « Autres fonds propres ». Les intérêts correspondants sont présentés au passif du bilan en Emprunts et dettes financières diverses.

Subventions

Inscription proratisée :

La société a bénéficié de subventions qui ont été imputées en résultat d'exploitations au prorata des frais engagés. De ce fait, des subventions à recevoir peuvent être enregistrées dans les comptes si le contrat d'attribution est signé, que des dépenses ont été engagées mais que les subventions n'ont pas encore été reçues. La quote-part des subventions qui financent des dépenses immobilisées est reprise en résultat d'exploitations au même rythme que l'amortissement desdites dépenses. La partie acquise mais non encore rapportée au résultat est comptabilisée en fonds propres, en subventions d'investissements.

Emprunts

Les frais d'émission d'emprunts sont le cas échéant comptabilisés en charges de l'exercice au cours duquel les emprunts ont été octroyés.

Frais d'augmentation du capital

En application de la méthode de référence (ANC 2018-01), les frais d'émission de capital sont comptabilisés au bilan, en déduction de la prime d'émission.

Indemnité de départ à la retraite

Les montants des paiements futurs correspondant aux avantages accordés aux salariés sont évalués selon une méthode actuarielle (la recommandation ANC 2013-02), en prenant des hypothèses concernant l'évolution des salaires, l'âge de départ à la retraite, la mortalité, puis ces évaluations sont ramenées à leur valeur actuelle.

Ces engagements ne font pas l'objet de provisions au passif du bilan. La méthode de calcul retenue est la méthode 1 conforme aux dispositions de l'ancienne recommandation CNC n° 2003-R.01.

Les principales hypothèses utilisées sont les suivantes :

Taux d'actualisation financière annuel des sommes investies : 4,00 %

Taux de charges patronales moyen pour les cadres : 42,00 %

Taux de charges patronales moyen pour les non-cadres : 42,00 %

Taux d'évolution salariale minimum : 1,50 %

Taux d'évolution salariale maximum : 1,50 %

Taux d'évolution salariale moyen : 1,50 %

Le montant des engagements retraite est donc de 89 824 euros (non provisionné).

Provisions pour risques et charges

Des provisions sont comptabilisées pour les risques et charges ayant un objet précis et dont l'échéance ou le montant ne peuvent être fixés de façon précise, lorsqu'il existe une obligation vis-à-vis de tiers et qu'il est probable ou certain que cette obligation provoquera une sortie de ressources sans contrepartie au moins équivalente.

Changements de méthodes

Changement de réglementation comptable

Première application du règlement ANC N° 2022-06

Le règlement ANC N°2022-06, relatif à la modernisation des états financiers, est applicable de manière obligatoire pour les exercices ouverts à compter du 1er janvier 2025.

Cette première application constitue un changement de réglementation comptable.

Les dispositions du règlement ANC N°2022-06 s'appliquent à compter de l'exercice de première application sans emporter de conséquences sur les comptes antérieurs, autres que les reclassements nécessaires pour se conformer aux nouveaux modèles de bilan et de compte de résultat lors du premier exercice d'application.

Informations pertinentes et nécessaires à la compréhension des changements de présentation :

Le bilan et le compte de résultat sont présentés conformément aux nouveaux modèles figurant dans le règlement ANC N°2022-06.

Afin de présenter le bilan et le compte de résultat de l'exercice précédent (N-1) selon les nouveaux modèles, des reclassements entre les rubriques ou les postes du bilan ou du compte de résultat ont été effectués au titre de la colonne comparative "Exercice N-1".

Le bilan et le compte de résultat tels qu'ils ont été arrêtés et publiés au titre de l'exercice précédent sont présentés à la fin de cette annexe.

Au niveau du compte de résultat :

- Les transferts de charges précédemment comptabilisés en 2024 en produits d'exploitation continuent d'être présentés dans la colonne N- 1 sur la ligne « Reprises sur amortissements, dépréciations et provisions ». Leur montant s'élève à 290 704 € et concerne les avantages en nature des écritures de paie, des refacturations de charges d'assurance et des autres transferts de charges d'exploitation.

Suite à la suppression de la technique du transfert de charges en 2025, les opérations précédemment comptabilisées en transfert de charges sont maintenant comptabilisées en 2025 dans les comptes et postes suivants du compte de résultat :

- En chiffre d'affaires pour les refacturations d'assurance.
- En déduction du poste « Salaires » pour les avantages en nature.

- Les quotes-parts de subventions d'investissement précédemment présentées en produits exceptionnels sur la ligne « opérations en capital » sont regroupés dans la colonne N-1 sur la ligne « Produits exceptionnels » pour un montant de 64 139 €. Ces quotes-parts de subventions d'investissement précédemment classées en produits exceptionnels sont comptabilisées en 2025 en produits d'exploitation sur la ligne « Subventions » pour un montant de 64 139 €.
- Les bonis sur rachat d'actions propres précédemment présentés en produits exceptionnels sur la ligne opérations en capital sont regroupés dans la colonne N-1 sur la ligne « Produits exceptionnels » pour un montant de 128 411 €. Ces bonis sur rachat d'actions propres précédemment classés en produits exceptionnels sont comptabilisés en 2025 en produits financiers sur la ligne « Autres intérêts et produits assimilés » pour un montant de 130 570 €.
- Les malis sur rachat d'actions propres précédemment présentés en charges exceptionnelles sur la ligne opérations en capital sont regroupés dans la colonne N-1 sur la ligne « Charges exceptionnelles » pour un montant de 378 925 €. Ces malis sur rachat d'actions propres précédemment classés en charges exceptionnelles sont comptabilisés en 2025 en charges financières sur la ligne « Intérêts et charges assimilées » pour un montant de 79 553 €.
- Le poste « Salaires et traitement » est reclassé dans le poste « Salaires ». Ce reclassement n'a pas d'impact sur le contenu de la rubrique.
- Le poste « Charges sociales » est reclassé dans le poste « Cotisations sociales ». Ce reclassement n'a pas d'impact sur le contenu de la rubrique.

Au niveau du bilan :

- Les immobilisations corporelles (et incorporelles en cours) comptabilisées en 2024 sur la ligne « Immobilisations corporelles en cours » (et « Immobilisations incorporelles en cours ») sont regroupées dans la colonne N-1 sur la ligne « Immobilisations corporelles en cours, avances et acomptes » (et « Immobilisations incorporelles en cours, avances et acomptes »). Ce reclassement n'a pas d'impact sur le contenu de la rubrique.
- Les charges constatées d'avance s'élevaient à 145 753 € au titre de 2024 et étaient présentées sur une ligne séparée de l'actif. Dans la colonne N-1 les charges constatées d'avance ont été reclassées dans la rubrique « Créances ». Les charges constatées d'avance au titre de 2025 s'élèvent à 109 427 € sont présentées dans la rubrique « Créances ».

Une copie des comptes annuels N-1 est disponible en annexe.

2. Postes du bilan et du compte de résultat

2.1. Informations relatives à l'actif

Mouvements des postes d'immobilisations

Rubriques	Brut à l'ouverture de l'exercice (A)	Augmentations (B)	Diminutions (C)	Brut à la clôture de l'exercice (D)
Immobilisations incorporelles				
Frais de recherche et de développement	3 681 512			3 681 512
Concessions, brevets & licences				
Fonds commercial	798 661	50 631		849 293
Autres immobilisations incorporelles Immo. en cours, avances et acomptes	1 056 167	82 571		1 138 738
Immobilisations corporelles				
Terrains				
Constructions				
Installations techniques, matériel et outilla...	666 630	124 814	19 516	771 928
Autres immobilisations corporelles	216 788	12 707		229 495
Immo. en cours, avances et acomptes	77 030		77 030	
Immobilisations financières				
Participations	25 562 940		61 940	25 501 000
Créances rattachées à des participations				
Titres immobilisés				
Autres titres	1 727 326	177 511	12 195	1 895 379
immobilisés Prêts	75 786	82 063	75 786	82 063
Autres immobilisations financières	210 853	177		211 031
TOTAL	34 073 693	530 475	246 467	34 360 438

- (A) Solde des comptes au dernier jour de l'exercice précédent
- (B) Valeurs inscrites au débit des comptes d'immobilisations sur l'exercice
- (C) Valeurs inscrites au crédit des comptes d'immobilisations sur l'exercice
- (D)Solde des comptes à la date de clôture de l'exercice



Amortissements et dépréciations

Amortissements	Durée d'utilisation	Mode d'amortissemen t	Brut à l'ouverture de l'exercice (A)	Augmentations (B)	Diminutions (C)	Brut à la clôture de l'exercice (D)
Immobilisations incorporelles						
Frais d'établissement et de R&D			2 221 011	368		2 589 162
Concessions, brevets & licences			375 227	151		457 295
Fonds commercial				82 068		
Autres immobilisations incorporelles						
Immo. en cours, avances et acomptes						
Immobilisations corporelles						
Terrains						
Constructions			517 073	127 326		644 400
Installations techniques, matériel et outil...			118 575	47 446	19 516	146 506
Autres immobilisations corporelles						
Immo. en cours, avances et acomptes						
Immobilisations financières						
Participations						
Créances rattachées à des participations						
Titres immobilisés						
Autres titres						
immobilisés Prêts						
Autres immobilisations financières						
TOTAL			3 231 887	624 991	19 516	3 837 362

Dépréciations	Brut à l'ouverture de l'exercice (A)	Augmentations (B)	Diminutions (C)	Brut à la clôture de l'exercice (D)
Immobilisations incorporelles				
Frais d'établissement et de R&D				
Concessions, brevets & licences				
Fonds commercial				
Autres immobilisations incorporelles				
Immo. en cours, avances et acomptes				
Immobilisations corporelles				
Terrains				
Constructions				
Installations techniques, matériel et outilla...				
Autres immobilisations corporelles				
Immo. en cours, avances et acomptes				
Immobilisations financières				
Participations	6 600 000	7 100 000		13 700 000
Créances rattachées à des participations				
Titres immobilisés				
Autres titres immobilisés	10 988		10 988	
Prêts				
Autres immobilisations financières				
Stocks et en-cours				
Matières premières				
En-cours de production (biens et services)				
Produits finis				
Marchandises				
Avances et acomptes				
Créances				
Créances clients et comptes rattachés				
Autres créances				
Charges constatées d'avance				
Capital souscrit - appelé non versé				
TOTAL	6 610 988	7 100 000	10 988	13 700 000

(A) Solde des comptes au dernier jour de l'exercice précédent

(B) Valeurs inscrites au crédit des comptes d'immobilisations sur l'exercice

(C) Valeurs inscrites au débit des comptes d'immobilisations sur l'exercice

(D) Solde des comptes à la date de clôture de l'exercice

Tableau des filiales et participations

Rubriques	Capitaux propres	Quote-part du capital détenue (en %)	Valeur brute des titres détenus	Valeur nette des titres détenus	Prêts et avances
Renseignements détaillés concernant les filiales et les participations ci-dessus					
1. Filiales (à détailler) + de 50% du capital détenu par la société.					
AFYREN NEOXY	12 100 000	51.08	25 501 000	11 801 000	26 050 180
TOTAL DES FILIALES (A)	12 100 000	51.08	25 501 000	11 801 000	26 050 180
2. Participations (à détailler) 10 à 50% du capital détenu par la société					
TOTAL DES FILIALES (B)					
Renseignements globaux concernant les autres filiales ou participations					
1. Filiales non reprises au \$A					
a. Filiales Françaises (ensemble)					
b. Filiales étrangères (ensemble)					
2. Participations non reprises au \$A					
Dans des sociétés françaises					
Dans des sociétés étrangères					
TOTAL DES FILIALES ET PARTICIPATIONS	12 100 000	51.08	25 501 000	11 801 000	26 050 180

Rubriques	Montant des engagements donnés	Chiffre d'affaires HT dernier exercice clos	Résultat dernier exercice clos	Dividendes encaissés par la société
Renseignements détaillés concernant les filiales et les participations ci-dessus				
1. Filiales (à détailler) + de 50% du capital détenu par la société.				
AFYREN NEOXY		520 792	-18 339 495	
TOTAL DES FILIALES (A)		520 792	-18 339 495	
2. Participations (à détailler) 10 à 50% du capital détenu par la société				
TOTAL DES FILIALES (B)				
Renseignements globaux concernant les autres filiales ou participations				
1. Filiales non reprises au \$A				
a. Filiales Françaises (ensemble)				
b. Filiales étrangères (ensemble)				
2. Participations non reprises au \$A				
Dans des sociétés françaises				
Dans des sociétés étrangères				
TOTAL DES FILIALES ET PARTICIPATIONS		520 792	-18 339 495	

État des échéances à la clôture de l'exercice

Rubriques	Montant Brut	1 an au plus	1 à 5 ans	Plus de 5 ans
Créances rattachées à des participations				
Prêts	82 063	82 063		
Autres immo. financières	194 929	145 79		49 150
Clients douteux	481	481 983		
Autres créances clients	983			
Personnel et comptes rattachés	4 391	4 391		
Sécurité sociale et autres org. sociaux				
États et autres collectivités publiques				
Impôts sur les	441 968			
bénéfices TVA	82 148	82 148		
Autres				
impôts				
Divers	26 050 180	26 050 180		
Groupes et associés	5 224	5 224		
Débiteurs divers	109 427	109 427		
Charges constatées d'avance				
TOTAL	27 452 312	26 961 194		49 150
Prêts accordés en cours d'exercice				
Rembours. obtenus en cours d'exercice				
Prêts et avances consentis aux associés				

État des charges constatées d'avance

Charges constatées d'avance	Montant	Commentaire
Charges constatées d'avance	109 427	
TOTAL	109 427	

2.2. Informations relatives au passif

Variation du capital

Capital social	Nombres d'actions ou parts sociales	Valeur nominale
Titres en début d'exercice	26 110 089	0.2
Titres émis	9 997 333	0.2
Titres remboursés ou annulés		
Titres en fin d'exercice	36 107 422	0.2

Capitaux propres

Rubriques	Montant à l'ouverture de l'exercice	Affectation du résultat	Distribution de dividendes	Augmentation de capital	Réduction de capital
Capital	522 202			199 947	
Fonds fiduciaires					
Primes liées au capital social	85 384 458			23 019 013	
Écarts de réévaluation					
Réserve légale	1 150				
Autres réserves	21 967				
Capital souscrit non versé					
Report à nouveau créditeur	-14 041 611	-10 812 002			
Report à nouveau débiteur					
Dividendes	-10 812 002	10 812 002			
Résultat de l'exercice					
TOTAL	61 076 163			23 218 959	

Rubriques	Résultat de l'exercice	Autre (à préciser)	Montant à la clôture de l'exercice
Capital			722 148
Fonds fiduciaires			
Primes liées au capital social		-106 753	108 296 717
Écarts de réévaluation			1 150
Réserve légale			21 967
Autres réserves			
Capital souscrit non versé			
Report à nouveau créditeur			
Report à nouveau débiteur			-24 853 613
Dividendes	-11 443 142		-11 443 142
Résultat de l'exercice			
TOTAL	-11 443 142	-106 753	72 745 228

Le détail des subventions d'investissement (exclu de ce tableau) est présenté ci-dessous.

Provisions

Nature de la provision	À l'ouverture de l'exercice	Dotations	Reprises utilisées	Solde des reprises	À la clôture de l'exercice
Provisions pour risques	13 900			13 900	
Provisions pour charges	397 381	261 015	38 105		620 291
TOTAL	411 281	261 015	38 105	13 900	620 291

Précisions sur les dettes

Rubriques	Montant Brut	1 an au plus	1 à 5 ans	Plus de 5 ans
Emprunts obligataires convertibles				
Autres emprunts obligataires				
Emprunts et dettes aux étab. de crédit	492 191	423 455	68 736	
Emprunts et dettes financières divers	1 483 027	407 277	1 075 750	
Fournisseurs et comptes rattachés	313 960	313 960		
Personnel et comptes rattachés	476 658	476 658		
Sécurité Sociale et autres org. sociaux	400 828	400 828		
États et autres collectivités publiques				
Impôts sur les bénéfices				
TVA	61 842	61 842		
Obligations cautionnées	61 012	61 012		
Autres impôts, taxes et assimilés				
Dettes sur immo. et comptes rattachés				
Groupe et associés				
Autres dettes				
Produits constatés d'avance	2 225 342	2 225 342		
TOTAL	5 514 860	4 370 374	1 144 486	
Emprunts souscrits en cours d'exercice				
Emprunts remboursés en cours d'exercice	1 077 825			

Précisions sur certains postes de passif

Produits constatés d'avance	Montant	Commentaire
Produits constatés d'avance	2 225 342	
TOTAL	2 225 342	

Subventions d'investissement

Subventions	31/12/2025	31/12/2024
Subvention Ademe	68 390	68 390
dont Quote part reprise au résultat	-48 101	-41 262
Subvention BPI - CMI phase 2	573 000	573 000
dont Quote part reprise au résultat	-403 010	-345 710
Subvention R&D Booster	406 141	406 141
TOTAL	596 420	660 559

Ces subventions seront réintégrées au même rythme que les amortissements des immobilisations afférentes.

2.3. Informations relatives au compte de résultat

Ventilation du chiffre d'affaires

Rubriques	France	Étranger	Total
Chiffre d'affaires	721 985		721 985
TOTAL	721 985		721 985

État des charges à payer et des produits à recevoir

Charges à payer	Montant	Commentaire
Intérêts courus	2 277	
Fournisseurs - Factures non parvenues	240 701	
Personnel - Dettes provisionnées pour congés à payer	240 766	
Personnel - Autres charges à payer	235 700	
Organismes sociaux - Charges sociales sur congés payés	99 873	
Organismes sociaux - Autres charges à payer	98 994	
Etat - Charges à payer	23 251	
TOTAL	941 563	

Produits à recevoir	Montant	Commentaire
Autres créances immobilisées - Intérêts	82 063	
courus Banque - Intérêts courus à recevoir	41 171	
Organismes sociaux - Produits à recevoir	4 391	
Clients - FAE	117 295	
TOTAL	244 920	

Honoraires des commissaires aux comptes

Honoraires	Commissaire aux comptes 1	Commissaire aux comptes 2
Afférents à la certification des comptes	85 450	
Afférents aux services autres	6 100	
TOTAL	91 550	

Produits et charges exceptionnels

Rubriques	Montant	Commentaire
Produits exceptionnels		
TOTAL		
Charges exceptionnelles		
TOTAL		

3. Fiscalité

Crédit d'impôts

Crédit d'impôts	Montant
Crédit d'impôt recherche	441 968
Autres crédits d'impôt	
TOTAL	441 968

4. Opérations et engagements hors bilan

Engagement financier ou garantie hors bilan

Nature des engagements	Total	Dirigeants	Filiales	Participations	Autres entreprises liées	Autres	Provision
Engagements donnés							
Gages données	32 500					32 500	
Caution personnelle, solidaire ...	2 000 000		2 000 000				
TOTAL	2 032 500		2 000 000			32 500	
Engagements reçus							
TOTAL							
Engagements réciproques							
TOTAL							
Engagts sur les pensions							

Engagements de crédit-bail

Contrats de crédit-bail	Montant des redevances restant à payer à la clôture	Prix d'achat résiduel
Terrain		
Constructions		
Installations techniques, matériel et outillages		
Autres	61 242	945
TOTAL	61 242	945

Engagements de crédit-bail - Informations complémentaires

Rubriques	Valeur d'origine	Coût d'entrée de l'actif	Dotations aux amortissements de l'exercice	Dotations aux amortissements cumulées	Valeur nette
Terrains Constructions					
Installations techniques, matériel et outillages					
Autres	94 500	94 500	18 711	46 854	47 645
TOTAL	94 500	94 500	18 711	48 854	47 645

Rubriques	Redevances payées de l'exercice	Redevances payées cumulées	Redevances restant à moins d'un an	Redevances restant de un à cinq Ans	Redevances restant à plus de cinq ans	Prix d'achat résiduel
Terrains Constructions						
Installations techniques, matériel et outillages						
Autres	24 497	63 692	24 497	36 745		
TOTAL	24 497	63 692	24 497	36 745		

5. Informations relatives à l’effectif

Effectif employé pendant l’exercice

Catégorie	Effectif moyen employé pendant l'exercice
Cadres	34
Non cadres	15
TOTAL	49



6. Informations complémentaires

Informations relatives aux bons de souscription et attributions gratuites d'actions

Catégorie de titre - Date de création	Date Limite de Validité	A l'ouverture de l'exercice	Attribués durant l'exercice	Annulés ou exercés durant l'exercice	A la clôture de l'exercice	Valeur d'exercice
BSPCE 2 - 03/06/2015	31/12/2025	182 000		-182 000		
BSPCE 3 - 29/12/2015	31/12/2025	232 000		-232 000		
BSPCE 5 - 26/06/2019	10 ans à compter de la date d'attribution (1) Période minimal d'acquisition fixée à 1 an à compter de la date d'attribution (2)	482 501		-30 000	452 501	2
AGA 2021 - 11/06/2021	1 an à compter de la date d'attribution (3)	412 192		-51 524	360 668	N/A
BSA 2022 - 15/06/2022	1 an à compter de la date d'attribution (3)	20 000			20 000	7
AGA 2023 - 21/06/2023	1 an à compter de la date d'attribution	12 868			12 868	N/A
AGA 2023-LTIP - 21/06/2023	Jusqu'au 31/03/2026	172 279				
AGA 2023-LTIP 2 - 28/03/2024	Jusqu'au 31/03/2027	174 000		-4 211	168 068	N/A
	2 ans à compter de la date d'attribution (4)	340 000		-6500	167 500	N/A
AGA 2024 - 19/06/2024			45 500	-14 000	371 500	N/A

(1) les attributions des BSPCE 5 sont intervenues à compter du 01/07/2019

(2) les attributions des AGA 2021 sont intervenues à compter du 07/12/2021



AFYREN

Siège social : 9 RUE GUTENBERG - 63100 CLERMONT-FERRAND
Société anonyme au capital de 777 050,40 euros

**RAPPORT DU COMMISSAIRE AUX COMPTES
SUR LES COMPTES ANNUELS**

Exercice clos le 31 décembre 2025



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RAPPORT DU COMMISSAIRE AUX COMPTES SUR LES COMPTES ANNUELS

Exercice clos le 31 décembre 2025

A l'assemblée générale de la société AFYREN,

Opinion

En exécution de la mission qui nous a été confiée par votre assemblée générale, nous avons effectué l'audit des comptes annuels de la société AFYREN relatifs à l'exercice clos le 31 décembre 2025, tels qu'ils sont joints au présent rapport.

Nous certifions que les comptes annuels sont, au regard des règles et principes comptables français, réguliers et sincères et donnent une image fidèle du résultat des opérations de l'exercice écoulé ainsi que de la situation financière et du patrimoine de la société à la fin de cet exercice.

Fondement de l'opinion

Référentiel d'audit

Nous avons effectué notre audit selon les normes d'exercice professionnel applicables en France. Nous estimons que les éléments que nous avons collectés sont suffisants et appropriés pour fonder notre opinion.

Les responsabilités qui nous incombent en vertu de ces normes sont indiquées dans la partie « Responsabilités du commissaire aux comptes relatives à l'audit des comptes annuels » du présent rapport.

Indépendance

Nous avons réalisé notre mission d'audit dans le respect des règles d'indépendance prévues par le code de commerce et par le code de déontologie de la profession de commissaire aux comptes, sur la période du 1er janvier 2025 à la date d'émission de notre rapport.

Observation

Sans remettre en cause l'opinion exprimée ci-dessus, nous attirons votre attention sur les incidences de la première application du règlement ANC n° 2022-06 exposées dans le paragraphe « Changement de réglementation comptable » de la note « Principes et Méthodes comptables » de l'annexe des comptes annuels.

Justification des appréciations

En application des dispositions des articles L.821-53 et R.821-180 du Code de commerce relatives à la justification de nos appréciations, nous vous informons que les appréciations les plus importantes auxquelles nous avons procédé, selon notre jugement professionnel, ont porté sur le caractère approprié des principes comptables appliqués, sur le caractère raisonnable des estimations significatives retenues et sur la présentation d'ensemble des comptes.

Les appréciations ainsi portées s'inscrivent dans le contexte de l'audit des comptes annuels pris dans leur ensemble et de la formation de notre opinion exprimée ci-avant. Nous n'exprimons pas d'opinion sur des éléments de ces comptes annuels pris isolément.

Les titres de participations, dont le montant net figurant au bilan au 31 décembre 2025 s'établit à 11 801 000 euros, sont évalués à leur coût d'acquisition et dépréciés pour être ramenés à leur valeur d'utilité selon les modalités décrites dans le paragraphe « Immobilisations financières et valeurs mobilières de placement » de la note « Principes et Méthodes comptables » de l'annexe des comptes annuels.

Nos travaux ont consisté à apprécier les données et les hypothèses sur lesquelles se fondent ces estimations, en particulier les prévisions de flux de trésorerie établies par la direction de la société, à revoir les calculs effectués par la société et à examiner les procédures d'évaluation de ces estimations par la direction.

Vérifications spécifiques

Nous avons également procédé, conformément aux normes d'exercice professionnel applicables en France, aux vérifications spécifiques prévues par les textes légaux et réglementaires.

Informations données dans le rapport de gestion et dans les autres documents sur la situation financière et les comptes annuels adressés aux actionnaires.

Nous n'avons pas d'observation à formuler sur la sincérité et la concordance avec les comptes annuels des informations données dans le rapport de gestion du Conseil d'administration et dans les autres documents sur la situation financière et les comptes annuels adressés aux actionnaires.

Nous attestons de la sincérité et de la concordance avec les comptes annuels des informations relatives aux délais de paiement mentionnées à l'article D.441-6 du Code de Commerce.

Informations relatives au gouvernement d'entreprise

Nous attestons de l'existence, dans le rapport sur le gouvernement d'entreprise du Conseil d'administration consacrée au, des informations requises par l'article L.225-37-4 du Code de commerce.

En application de la loi, nous nous sommes assurés que les diverses informations relatives à l'identifié des détenteurs du capital ou des droits de vote vous ont été communiquées dans le rapport de gestion.

Responsabilités de la direction et des personnes constituant le gouvernement d'entreprise relatives aux comptes annuels

Il appartient à la direction d'établir des comptes annuels présentant une image fidèle conformément aux règles et principes comptables français ainsi que de mettre en place le contrôle interne qu'elle estime nécessaire à l'établissement de comptes annuels ne comportant pas d'anomalies significatives, que celles-ci proviennent de fraudes ou résultent d'erreurs.

Lors de l'établissement des comptes annuels, il incombe à la direction d'évaluer la capacité de la société à poursuivre son exploitation, de présenter dans ces comptes, le cas échéant, les informations nécessaires relatives à la continuité d'exploitation et d'appliquer la convention comptable de continuité d'exploitation, sauf s'il est prévu de liquider la société ou de cesser son activité.

Les comptes annuels ont été arrêtés par le Conseil d'administration.

Responsabilités du commissaire aux comptes relatives à l'audit des comptes annuels

Il nous appartient d'établir un rapport sur les comptes annuels. Notre objectif est d'obtenir l'assurance raisonnable que les comptes annuels pris dans leur ensemble ne comportent pas d'anomalies significatives. L'assurance raisonnable correspond à un niveau élevé d'assurance, sans toutefois garantir qu'un audit réalisé conformément aux normes d'exercice professionnel permet de systématiquement détecter toute anomalie significative. Les anomalies peuvent provenir de fraudes ou résulter d'erreurs et sont considérées comme significatives lorsque l'on peut raisonnablement s'attendre à ce qu'elles puissent, prises individuellement ou en cumulé, influencer les décisions économiques que les utilisateurs des comptes prennent en se fondant sur ceux-ci.

Comme précisé par l'article L.821-55 du Code de commerce, notre mission de certification des comptes ne consiste pas à garantir la viabilité ou la qualité de la gestion de votre société.

Dans le cadre d'un audit réalisé conformément aux normes d'exercice professionnel applicables en France, le commissaire aux comptes exerce son jugement professionnel tout au long de cet audit. En outre :

- il identifie et évalue les risques que les comptes annuels comportent des anomalies significatives, que celles-ci proviennent de fraudes ou résultent d'erreurs, définit et met en œuvre des procédures d'audit face à ces risques, et recueille des éléments qu'il estime suffisants et appropriés pour fonder son opinion. Le risque de non-détection d'une anomalie significative provenant d'une fraude est plus élevé que celui

d'une anomalie significative résultant d'une erreur, car la fraude peut impliquer la collusion, la falsification, les omissions volontaires, les fausses déclarations ou le contournement du contrôle interne ;

- il prend connaissance du contrôle interne pertinent pour l'audit afin de définir des procédures d'audit appropriées en la circonstance, et non dans le but d'exprimer une opinion sur l'efficacité du contrôle interne ;

- il apprécie le caractère approprié des méthodes comptables retenues et le caractère raisonnable des estimations comptables faites par la direction, ainsi que les informations les concernant fournies dans les comptes annuels ;

- il apprécie le caractère approprié de l'application par la direction de la convention comptable de continuité d'exploitation et, selon les éléments collectés, l'existence ou non d'une incertitude significative liée à des événements ou à des circonstances susceptibles de mettre en cause la capacité de la société à poursuivre son exploitation. Cette appréciation s'appuie sur les éléments collectés jusqu'à la date de son rapport, étant toutefois rappelé que des circonstances ou événements ultérieurs pourraient mettre en cause la continuité d'exploitation. S'il conclut à l'existence d'une incertitude significative, il attire l'attention des lecteurs de son rapport sur les informations fournies dans les comptes annuels au sujet de cette incertitude ou, si ces informations ne sont pas fournies ou ne sont pas pertinentes, il formule une certification avec réserve ou un refus de certifier ;

- il apprécie la présentation d'ensemble des comptes annuels et évalue si les comptes annuels reflètent les opérations et événements sous-jacents de manière à en donner une image fidèle.

Fait à Lyon, le 31 mars 2026

Le commissaire aux comptes

RSM Rhône-Alpes

Société de Commissariat aux Comptes
Membre de la Compagnie Régionale de Lyon-
Riom

Gaël DHALLUIN

Associé



2025 ANNUAL FINANCIAL REPORT



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DECLARATION BY THE PERSON RESPONSIBLE FOR THE ANNUAL FINANCIAL REPORT

"I certify that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and results of AFYREN and that the management report in section 3 gives a true and fair view of changes in the Company's business, results and financial position and describes the main risks and uncertainties it is facing."

Nicolas Sordet, Chief Executive Officer

Signed in Lyon, France, on 31 March 2026

01

MESSAGE FROM THE
CHAIRMAN AND CHIEF
EXECUTIVE OFFICER





1

MESSAGE FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

To the Shareholders,



Thirteen years after its creation, **2025 will remain for AFYREN the year of scale-up: the year in which we reached a decisive milestone in our industrial development.** Continuous production, the first hundreds of tonnes delivered and the growing stability of our operations confirm that our technology is now proven in a real industrial setting.

This step marks an important transition. As with many industrial companies — and especially innovative ones — ramping up requires time, adjustments, and sustained investments. But we are moving forward methodically, consolidating our industrial fundamentals and keeping our course. **The capital increases carried out in November 2025 and then in February of this year,** bringing together a leading industrial player, a long-standing customer, and long-term financial investors, strengthen our structure and demonstrate the confidence placed in our project.

Despite occasional questions about the dynamics of the ecological transition, **demand for biosourced and low-carbon** solutions continues to grow, and AFYREN is perfectly positioned to respond to them. We focus our efforts on the continuous improvement of our industrial system, the regularity of deliveries and the strength of our customer relations.

I would like to thank our teams, partners and shareholders for their commitment. **2025 is a pivotal year: we have reached a milestone, and we continue to grow in 2026 with determination and pragmatism.**



STEFAN BORGAS,
CHAIRMAN OF THE BOARD OF DIRECTORS

NICOLAS SORDET,
CHIEF EXECUTIVE OFFICER



02

MANAGEMENT REPORT

AFYREN NEOXY





2 MANAGEMENT REPORT

2.1 INFORMATION ABOUT THE GROUP

COMPANY NAME AND TRADING NAME OF AFYREN (THE "COMPANY")

The Company's name since incorporation has been AFYREN, which is also its trading name.

COMPANY PLACE OF REGISTRATION AND REGISTRATION NUMBER, LEGAL ENTITY IDENTIFIER (LEI)

The Company is registered under number 750 830 457 with the Clermont-Ferrand Trade and Companies Register.

The Company's legal entity identifier (LEI) is 969500XKOIIX6JRUAY14.

COMPANY'S DATE OF INCORPORATION AND TERM

The Company was incorporated for a term of 99 years from its registration on 11 April 2012, except in cases of early dissolution or extension decided by the extraordinary general meeting in accordance with the law and the articles of association.

COMPANY'S REGISTERED OFFICE AND LEGAL FORM

The Company was incorporated as a simplified joint-stock company (société par actions simplifiée).

AT the general meeting of shareholders held on 11 June 2021, it was decided to convert the Company into a société anonyme (public limited company) with a Board of Directors.

The Company, governed by French law, will be primarily subject to the provisions of Articles L.225-1 et seq. of the French Commercial Code for its operations.

The Company's registered office is located at 9-11 rue Gutenberg, 63000 Clermont-Ferrand.

The Company's contact details are as follows:

Telephone: +33 (0)4 51 08 86 99

Email address: contact@afyren.com



LEGAL ORGANISATION CHART AT 31 DECEMBER 2025



LIST AND ACTIVITY OF SUBSIDIARIES DURING THE PAST FINANCIAL YEAR

In accordance with the provisions of Article L.233-6 of the French Commercial Code, we inform you below of the activities of the subsidiaries during the year ended 31 December 2025.

AFYREN NEOXY is the operating company of AFYREN's first industrial-scale production plant for biobased organic acids from sugar beet by-products. The plant is located on the Chemesis industrial platform located in Carling-Saint-Avold, in the Grand-Est region. At 31 December 2025, AFYREN NEOXY was 51% owned by AFYREN and 49% by Bpifrance.

Last financial year ended (in €)	AFYREN NEOXY
Share capital	12,100,000
Equity	6,848,810
Net income	(18,339,495)
Revenues	520,792
Dividends received during the year	-

- ✓ In the first half of 2025, AFYREN closed AFYREN SERVICES (THAILAND) CO. LTD, an ad hoc sales subsidiary which was not activated and whose accounts are not material. In addition, positive discussions are continuing with partner Mitr Phol with a view to developing a plant in Thailand.

BRANCHES

None.



2.2 GENERAL PRESENTATION

BUSINESS ACTIVITY

Founded in 2012, AFYREN is a sustainable chemical ("*Greentech*") company offering innovative solutions to replace petroleum-based ingredients with products derived from non-food biomass processed using natural microorganisms, in a zero industrial waste circular economy approach.



Using renewable raw materials that do not compete with human food (e.g. molasses and beet pulp), AFYREN's process makes it possible to produce 100% biobased organic acids on an industrial scale and at a competitive cost, offering the same chemical properties as those produced from oil, but with only 20% of the carbon footprint¹.

These acids are used in a wide range of products, from aeronautical lubricants to food preservatives. As well as acids, the process makes it possible to produce a natural fertiliser.

¹ Environmental footprint of AFYREN's products via Life Cycle Assessment, Sphera, March2021(<https://AFYREN.com/wpcontent/uploads/2021/04/210402-AFYREN-LCA-analysis-April2021.pdf>)



THE AFYREN MODEL: BIOBASED INGREDIENTS FROM RENEWABLE BY-PRODUCTS OBTAINED BY FERMENTATION



AFYREN IN A FEW KEY DATES AND FIGURES

Creation of the company in 2012 to meet the challenge of decarbonising industrial supplies

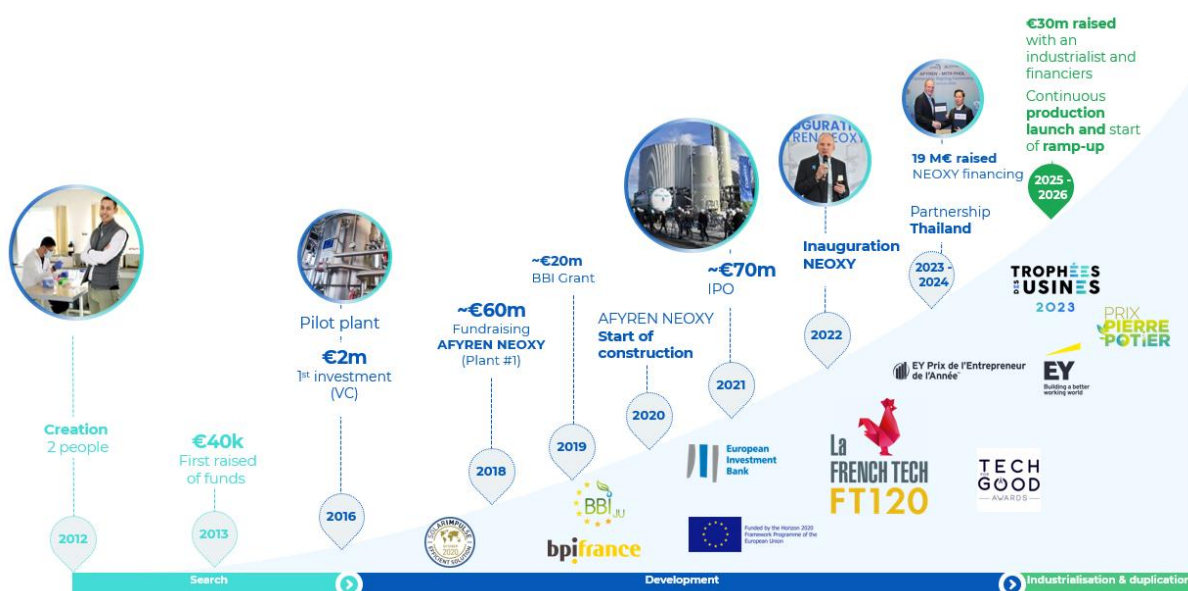
- **1 October 2021:** AFYREN successfully completes its initial public offering on the regulated and organised Euronext Growth market in Paris, in order to accelerate its development, particularly internationally. On this occasion, AFYREN raised nearly €70 million, bringing the Company's total financing since its creation to approximately €150 million.
- **2022:** AFYREN inaugurated its first plant, AFYREN NEOXY, making AFYREN one of the rare industrial start-ups in the French ecosystem to scale up to industrial level.
- **2023:** AFYREN continued its work on the continuous production of AFYREN NEOXY and made progress on its industrial development in France and abroad. For this plant, AFYREN has commercial commitments representing total cumulative revenues of more than €165 million, to be recognised over the coming financial years.
- **2024:** AFYREN announced its first sales, and continued to make technical adjustments to ensure stable continuous operation over the long term.
- **2025:** AFYREN announced the launch of continuous production at the² AFYREN NEOXY plant. At the same time, AFYREN is launching a programme to implement operational improvements aimed at consolidating and increasing the production of the plant. This programme is financed in particular by a €23 million capital increase carried out in November 2025.

² Simultaneous operation of all stages of the process - from fermentation to finished products, in a stable and repeated manner



Since its creation, AFYREN has won numerous awards, including:

- the 2030 Global Innovation Competition in the "Plant proteins and plant chemistry" category;
 - the "Efficient Solution" label of the Solar Impulse foundation (2019);
 - Ernst and Young's Start-up of the Year Award for the Auvergne Rhône-Alpes region (2021);
 - the Tech for Good Awards in the Resources category (2022);
 - the AURA CSR trophy in the eco-design category (2022);
 - the Pierre Potier Prize under the aegis of France Chimie and the French Ministry of the Economy (2023);
 - France Chimie's Responsible Care award in the social category (2024)
- ✓ In 2020 and 2021, AFYREN was selected for the French Tech 120 (the 120 most promising start-ups in France). The Company was removed from this ranking in 2022 following its IPO (exclusion criterion).
- ✓ The Company is also supported in its development by the Auvergne Rhône-Alpes and Grand Est regions, as well as by Bpifrance, the European Investment Bank and Circular Bio-Based Europe.





MANAGEMENT TEAM



Nicolas SORDET
CEO*

Joined in 2014
Finance background
Entrepreneurship,
International



Caroline PETIGNY
CSO

Joined in 2020
PhD / Engineer
Chemical & pharma industry
Science, CSR, Communication



Ursula FEULNER
Project Office

Joined in 2022
Management of large international
projects



Jérémy PESSIOT
CTO*

Joined in 2012
PhD in microbiology and
bioprocesses
Entrepreneurship, Science



Joachim MERZIGER
CCO

Joined in 2019
Chemical industry veteran
Sales & Marketing, Purchasing,
Regulatory



Laurent POU
COO

Joined in 2025
COO starch industry
Strategy, Start-up of plants



Maxime CORDONNIER
CFO

Joined in 2019
Consulting & Finance
Investing, Structuring,
Financing



Léa BASSEGODA
HR

Joined in 2022
Food and luxury industry
Plant HR manager
Structuring

PURPOSE OF THE GROUP

On 15 February 2022, the Company revealed its Purpose, supported by a manifesto defining the Company's ambitions, values and major commitments. After several months of reflection and consultation with its internal and external stakeholders, AFYREN, with the support of a specialist independent consultancy, consulted all its employees via an online questionnaire or qualitative interviews, and conducted around fifteen interviews with suppliers, customers, institutions and partners.

This analysis led to the definition of a materiality matrix, which ensures that the Group's CSR commitments and ambitions are aligned with the main impacts of its business and the expectations of its stakeholders.

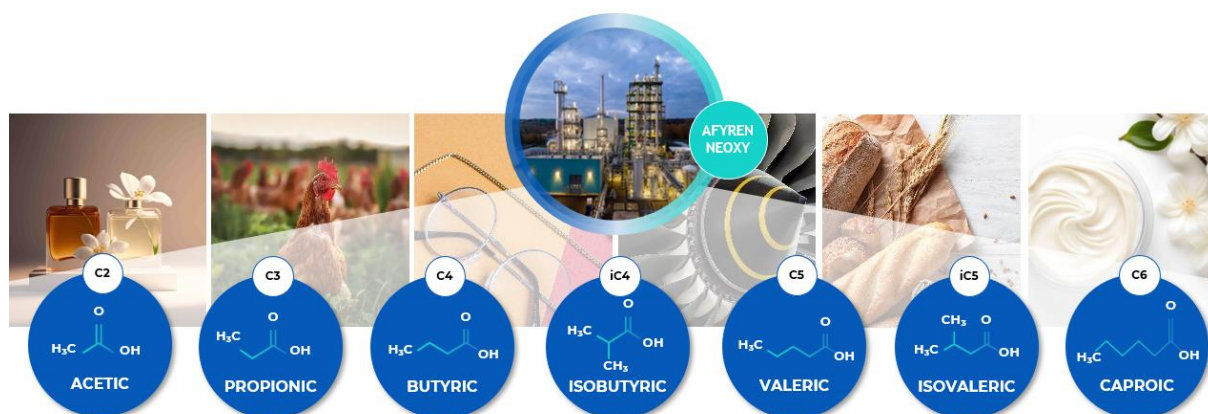
This consultation of the stakeholders also allowed AFYREN and its Board of Directors to define and formalise its Purpose: ***"We enable low-carbon, circular industry by providing biobased solutions built with our partners to benefit the environment"***



2.3 BUSINESS OVERVIEW

BIOBASED PRODUCTS DEVELOPED BY AFYREN

THE SEVEN ORGANIC ACIDS PRODUCED BY AFYREN



Among all organic acids, AFYREN currently concentrates its production on **seven carboxylic acids**: acetic acid, propionic acid, butyric and isobutyric acids, valeric and isovaleric acids and caproic acid.

The carboxylic acid market, estimated at US\$15 billion in 2022, could pass the US\$21 billion mark in 2030, representing an annual growth rate (CAGR) of 5.8%³. Within this market, which is currently 99% petroleum-based, biobased alternatives are set to grow substantially over the coming years, driven by consumer demand for more sustainable products and government policies aimed at combating global warming, ensuring the transition to a circular economy and reducing dependence on fossil fuels.

The wide range of organic acids produced by AFYREN enables it to serve large, diversified markets with significant potential worldwide.



Six markets are currently being particularly targeted: human nutrition and animal nutrition (for food preservatives, for example), lubricants, flavours and fragrances, life sciences and materials sciences.

These markets are expected to grow by between 3% and more than 5% a year over the next few years. Exposure to these diversified markets helps to smooth out any cyclical effects on AFYREN's sales.

THE FERTILISER PRODUCED BY AFYREN

In addition to the seven aforementioned acids, AFYREN's manufacturing process produces a potash-rich fertiliser that can be used in organic farming. This type of fertiliser is very commonly used

in wine-growing, market gardening (particularly fruit) and arboriculture, in France and Europe. This fertiliser can be produced regardless of the raw material used to produce the range of carboxylic acids simultaneously.

³"Global Carboxylic Acid Market 2021 - Global Industry Analysis 2021-2031", Transparency Market Research



THE INNOVATION STRATEGY SERVING EXISTING AND NEW MARKETS

AFYREN's innovation strategy is based on three pillars: 1) Qualifying new raw materials, 2) Improving existing technology, 3) Developing derivatives and new products.

By relying on a unique technology backed by more than ten years of R&D, AFYREN continues to test and qualify new raw materials, enabling it not only to expand its range of organic materials usable by its fermentation technology on a global level but also to optimise its production costs.

The improvement of existing technology aims, among other things, to optimise the fermentation and purification processes of carboxylic acids in order to be ever more competitive in technical, economic and environmental terms.

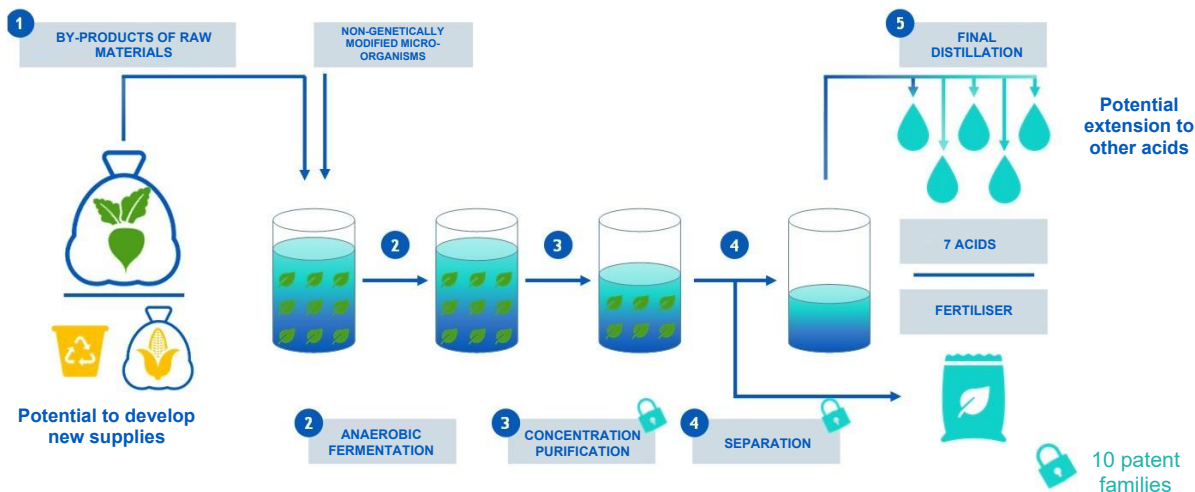
Thanks to its know-how, AFYREN is considering producing other fermentation-derived products, in order to create additional value to that obtained from the sale of acids.

The acids produced by AFYREN are platform molecules, which can in turn be transformed into derivatives. AFYREN is therefore involved in the development of certain derivatives, thereby enabling the targeting of specific downstream value chains of existing acids.

THE AFYNERIE® TECHNOLOGICAL PLATFORM

Owned by AFYREN, the AFYNERIE® process is protected worldwide through ten patent families⁴. This is a biomimetic technology, the result of more than ten years of R&D, which allows the transformation, via a fermentation process, of non-food biomass from by-products and agro-industrial waste into carboxylic acids and biobased fertilisers.

THE AFYNERIE® PROCESS



The AFYREN process can be used with many raw materials such as sugar industry by-products (beetroot and cane), other organic by-products (soya, cane, corn, beer production) or even municipal waste (organic household waste).

The Company's biorefinery technology is based on the mastery of natural microbial mixtures, without DNA modifications, capable of using a wide variety of complex biomasses. The choice of natural fermentation avoids sterilisation and pre-treatment stages and the associated costs and allows the production of several molecules via a single process.

⁴See paragraph 3.7.1 - Intellectual property



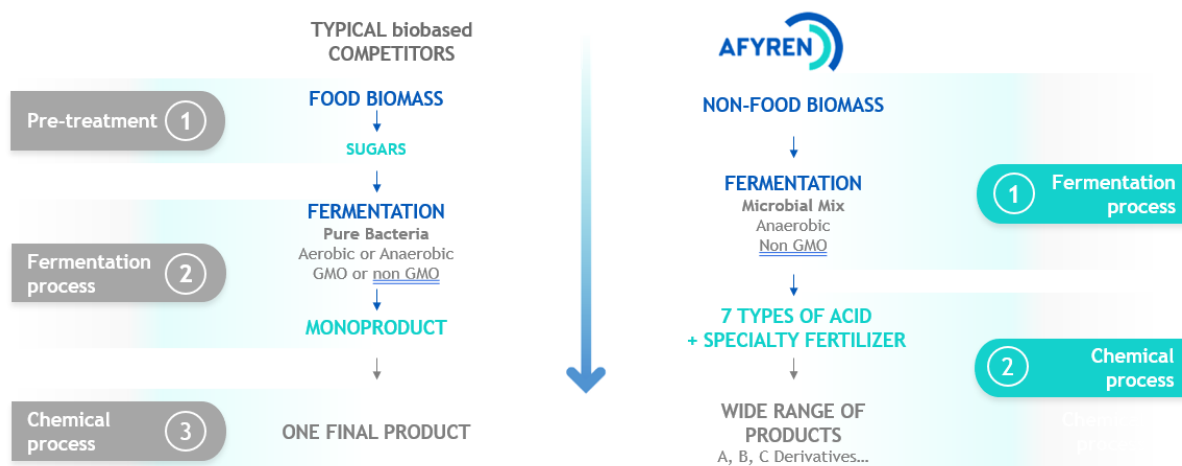
The by-products from fermentation are used as fertiliser, with a logic of complete circularity insofar as this fertiliser, usable in organic agriculture, promotes the growth of biomass, which is the key raw material of the AFYREN process. This process therefore does not generate any industrial waste. Lastly, the process works in a closed loop, which means the use of water for fermentation is kept to a minimum.

After the fermentation stage, acids are processed by distillation and other purification stages to obtain pure molecules that meet market specifications.

The plan is to add one or more additional processing steps, for example esterification or hydrogenation, that can convert these platform molecules into derivatives, which requires specific facilities.

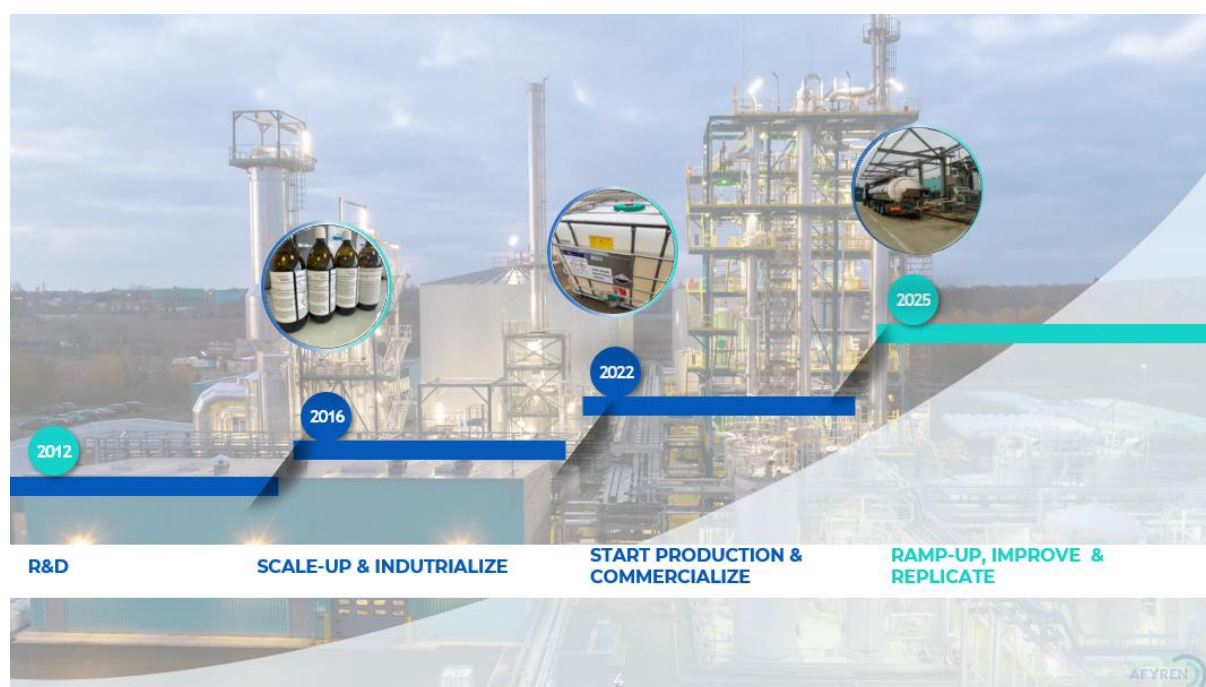


COMPARISON BETWEEN THE AFYREN® PROCESS AND THE TRADITIONAL APPROACH



Unlike biotech industry standards, AFYREN's approach is based on the use of non-food biomass and non-GMO fermentation to produce biobased organic acids without competing directly with food resources. It can be used to produce seven natural organic acids, from C2 (acetic acid) to C6 (caproic acid) at a competitive cost.

THE AFYREN NEOXY PLANT: THE FIRST INDUSTRIAL PLANT USING THE AFYREN TECHNOLOGY

KEY DATES OF AFYREN NEOXY

In November 2020, AFYREN launched the construction of AFYREN NEOXY, the first industrial unit using its technology, located in Carling-Saint Avold, in the Grand Est region.

Construction was completed in early 2022, on time and within budget, despite the COVID-19 pandemic.



Inaugurated at the end of 2022, the plant has undergone different test phases. It produced its first tonnes in 2023 and registered its first sales in 2024. 2025 marks the start of the plant's continuous production⁵ and the validation of the technology on an industrial scale.

At the date of this Annual Financial Report, AFYREN NEOXY is in the ramp-up phase. The plant produced hundreds of tonnes, enabling AFYREN NEOXY to record its first significant turnover.

A VIRTUOUS LOCAL APPROACH

AFYREN chose a regional approach for this first plant:

- ✓ with regard to its sourcing by giving preference to those geographically closest to the plant, in order to reduce the CO₂ impact of transport, and to contribute to the region's economic activity. The AFYREN NEOXY supply contract for molasses and pulp secured in March 2021 with Südzucker AG, the world leader in the sugar industry, provides for the use of sugar by-products from crops located within a maximum radius of a few hundred kilometres from the plant;
- ✓ with regard to its customers, who will be able to benefit from a production source located in the heart of Europe. The health crisis in 2019, and a number of recent geopolitical and climatic events, have created significant pressure on organic acid prices, and even shortages in certain regions, demonstrating the importance of access to easily accessible products manufactured in France or Europe. The delivery time for products manufactured outside Europe has highlighted the strategic or even vital interest for certain customers to be able to rely on local sourcing. This underlying trend further enhances AFYREN's production, based in France, Germany and the Benelux, where the use of acids that AFYREN plans to sell is very significant.

A LOCAL OFFERING



⁵ Simultaneous operation of all stages of the process - from fermentation to finished products, in a stable and repeated manner



STRONG COMMERCIAL APPEAL

AFYREN's commercial approach is mainly direct marketing. AFYREN can also use distributors on an opportunistic basis: for small volumes and/or in specific, geographically dispersed markets, for example in flavours and fragrances.

In line with this strategy, AFYREN has worked to secure part of AFYREN NEOXY's production via several long-term contracts with leading players in its target markets (human and animal food, flavours and fragrances, life sciences, materials sciences and lubricants). Direct contracts were supplemented by distribution contracts for flavours and fragrances with Ennolys - Lesaffre Group - on the European market and Excellentia on the North American market.

AFYREN NEOXY has also entered into a contract for the sale of its entire production of potassium fertilisers with Terrial, a joint venture between the Suez and Avril groups.

In total, secured commercial commitments represent cumulative revenues of more than €165 million⁶.



MAJOR FINANCIAL AND INDUSTRIAL SUPPORT

Thanks in particular to the awards won in competitions supported by Bpifrance, the public investor and financier sees AFYREN as an innovative company in the French economy that can legitimately receive its support. Accordingly, Bpifrance Financement has granted a certain amount of financing to AFYREN NEOXY. Bpifrance Investissement invested in AFYREN NEOXY through its SPI Sociétés de Projets Industriels and SPI BEI funds.

As part of its "Total Regional Development" programme, TotalEnergies has been supporting AFYREN's development since 2017, in particular by granting a loan that helped finance the validation of its technology at the pilot stage, and, due to AFYREN NEOXY's establishment on the Carling Saint-Avold platform that belongs to the TotalEnergies Group (on which it continues to produce polystyrene, polyethylene, polypropylene compounds and resins). In order to facilitate the establishment and construction of the AFYREN NEOXY plant, TotalEnergies and the Company have entered into various partnerships with companies present on the site, in order to facilitate the construction and integration of the AFYREN NEOXY plant.

In April 2020, AFYREN brought together twelve key players in the bioeconomy around AFTER-BIOCHEM⁷, an innovative European project aimed at developing the first biorefinery of its kind in Europe, based on AFYNERIE® technology, built and operated by AFYREN NEOXY. This project focuses on creating new sustainable value chains from renewable and non-food raw materials, leading to the sales of seven acids produced by AFYREN NEOXY, fertilisers and also derivatives. This project has been supported by the European Commission and the European Joint Undertaking Bio Based Industry (BBI-JU), which has awarded it a grant of nearly €20 million out of an estimated total project cost of €33 million. AFYREN NEOXY's 12 partners in this project, scheduled to be completed in 2025, are Südzucker AG, Technip Energies, Kemin Europa NV, Terrial, Sphera, Association Bioeconomy For Change, PNO Consultants, Firmenich SA, Fiabila, Suez Groupe and Celanese Europe BV.

AFYREN NEOXY is also supported by grants from the Grand Est Region and the CASAS Urban Community.

⁶ For the contracted part only, total volumes x selling price over the contract period

⁷ Anaerobic Fermentation & Esterification of Biomass for producing fine Chemicals



Lastly, AFYREN NEOXY is supported by a banking partnership comprising BNP, Banque Populaire and Caisse d'Epargne in the financing of this plant. This banking pool was extended to new partners in 2024, including Société Générale, Caisse d'épargne et de prévoyance Rhône-Alpes and Crédit Lyonnais.



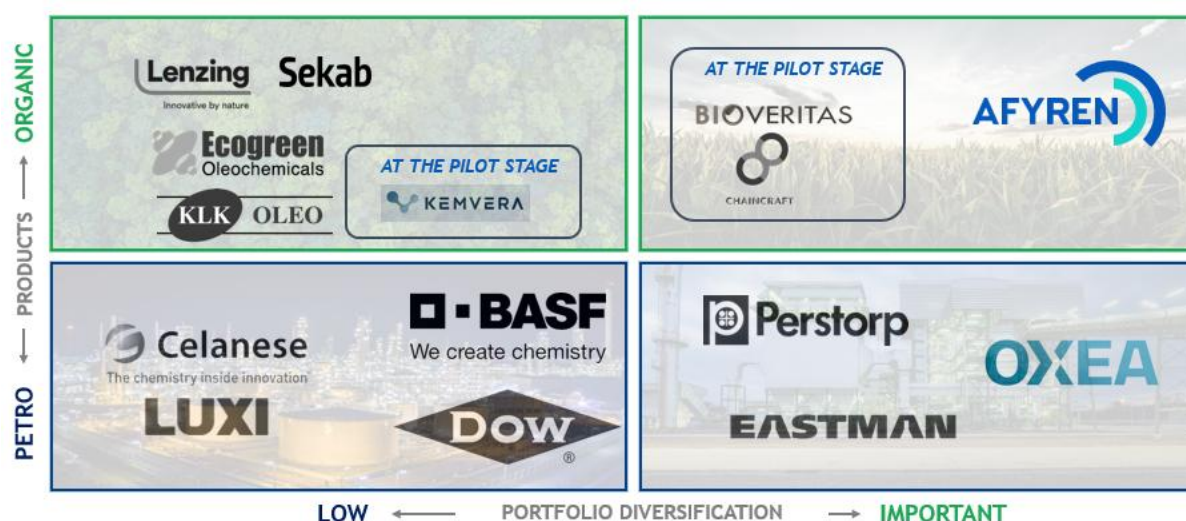
2.4 COMPETITIVE ENVIRONMENT

The vast majority of carboxylic acid producers are petrochemical companies, including producers in North America (Eastman Chemical Company, The Dow Chemical Company, Celanese Corporation, Ineos), Europe (Perstorp, OQ Chemicals, BASF) and Asia (BASF, Luxi Group, Jiangsu Sopo Group).

The European market, AFYREN NEOXY's main target market, represents an estimated cumulative business volume of around \$4 billion, a very substantial amount given the production capacity of the Group's first plant. Asian and North American markets are also AFYREN's target markets. They account for 25% and 27% of global demand, respectively.

Apart from acetic acid (with existing offerings from Lenzing, Jubilant Ingrevia, Godavari Biorefineries and SEKAB), there are currently no players in the biobased carboxylic acid sector who can compete directly with AFYREN in terms of technology and manufacturing processes. Two projects now seem to be emerging in the biosourced carboxylic acid segment, led by ChainCraft (Netherlands) and BioVeritas (United States), which has reoriented its commercial strategy from traditional carboxylic acid markets to sustainable aviation fuels. At the time of writing, these companies are aiming for industrialisation in 2027 at the earliest.

However, AFYREN stands out significantly from its competitors, in particular because of its technological maturity, given the construction of its first industrial unit, the diversity of its range of acids produced and the manufacturing processes used, giving it a unique position. The technological choices made by AFYREN have resulted in a more economical and environmentally-friendly manufacturing process.





2.5 ACTIVITY AND KEY FIGURES

SIMPLIFIED P&L

In € thousands	2025.12	2024.12	Change
Revenues	2,273	2,862	-21%
<i>Of which license and development of industrial know-how</i>		1,370	N.A.
<i>Of which other services</i>	2,273	1,492	52%
Current operating income	(7,147)	(6,078)	18%
Operating income	(7,147)	(6,078)	18%
Net financial income	1,543	1,891	-18%
Share in income of equity-accounted companies	(8,762)	(5,567)	57%
Net income	(14,366)	(9,754)	47%

The Group's results reflect the deepened loss of AFYREN NEOXY during the initial phase of industrial ramp-up.

Readers are invited to refer to the review of the financial statements and results in paragraph 2.12 of this document.

SIMPLIFIED BALANCE SHEET

In € thousands	2025.12	2024.12
Non-current assets	4,672	13,454
<i>Of which equity-accounted securities</i>	-	8,618
Current assets	62,469	45,106
<i>Of which cash and cash equivalents</i>	35,159	33,538
Total assets	67,141	58,560
Equity	62,104	52,698
Non-current liabilities	2,404	3,019
<i>Of which borrowings and financial liabilities</i>	1,463	2,035
Current liabilities	2,633	2,842
<i>Of which borrowings and financial liabilities</i>	955	1,282
Total liabilities	67,141	58,560

The Company had cash and cash equivalents of €35.2 million at the end of the financial year and very limited debt. These funds are mainly dedicated to financing the industrial ramp-up of its plant.

2.6 SIGNIFICANT EVENTS OF THE YEAR ENDED 31 DECEMBER 2025

AFYREN

OPERATIONS

In June 2025, AFYREN announced the launch of continuous production at the⁸ AFYREN NEOXY plant. This major step is the culmination of two years' work by the AFYREN and AFYREN NEOXY teams to make the equipment reliable and control the operating conditions on an industrial scale, so as to ensure the continuous operation of this biorefinery, which is unique in the world.

⁸ Simultaneous operation of all stages of the process - from fermentation to finished products, in a stable and repeated manner



In the second half of 2025, operating periods alternated with two periods of voluntary shutdowns, linked to the initial consolidation work on operations and draining, thereby limiting the available capacity between July and October 2025.

The production then recorded a significant increase, with nearly half of the volumes produced (i.e. around 200 tonnes) over the last two months of 2025.

In 2025, AFYREN NEOXY produced nearly 400 tonnes of bio-based acids as well as a significant volume of associated fertiliser. This production represents total sales of around €1 million, of which €0.5 million had already been invoiced by year-end. This turnover, although below the initial ambitions of a few million euros, marks the first significant turnover in the history of AFYREN NEOXY.

Concomitantly with the ramp-up of AFYREN NEOXY, the Company unveiled an improvement programme to consolidate and optimise its biorefinery. In concrete terms, AFYREN will implement an industrial investment (CAPEX) of around €20 million, making it possible to increase production capacity to 20 kilotonnes (+20% compared to the capacity of 16 kilotonnes initially planned). In addition to the targeted productivity gains, this programme should make it possible to meet growing commercial demand and improve the plant's financial equation with a target EBITDA raised to €14 million, up 40% compared with the current projections of €9 million.

To support this investment, support the ramp-up of AFYREN NEOXY while maintaining a balanced and sustainable financial structure, AFYREN has mobilised several financing levers combining its available cash, fundraising from the industrial player Kemin Industries Inc. and the strategic investor Bpifrance Large Venture as well as debt financing and grants (see the "financing" section below).

PARTNERSHIPS

Since its creation, AFYREN has maintained close relationships with players in its ecosystem.

In May 2025, AFYREN and Südzucker, Europe's leading supplier of sugar products, committed to renewing their long-term partnership to advance sustainable, biobased and circular chemical production, in line with the EU's ecological transition objectives. As part of the agreement, Südzucker AG supplies non-food agricultural by-products from sugar production as raw material for AFYREN NEOXY, thereby ensuring a secure local supply.

In June 2025, AFYREN and its partners celebrated the end of the AFTER-BIOCHEM consortium, a European initiative that has greatly contributed to structuring the value chain around AFYREN's industrial offering.

In November 2025, the capital increase, subscribed for €20 million by Kemin Industries Inc., was an opportunity to announce a historic partnership with Kemin Industries Inc., a world-renowned family-owned company specialising in speciality ingredients and biotechnology. AFYREN and Kemin Industries have maintained a solid relationship since 2018, driven by AFYREN's ambition to deploy its innovative solution on an industrial scale. The long-term commitment of Kemin Industries and other stakeholders as buyers of the industrial volumes of organic acids produced on the AFYREN NEOXY site was decisive in bringing the project to



fruition on an industrial scale. This major step has also been supported by AFTER-BIOCHEM, with Kemin EUROPE a partner of the initiative since its creation.

In December 2025, AFYREN and Esse Skincare, a leading South African company specialising in skincare science based on the microbiome, initiated a partnership aimed at launching the world's first bio-sourced propionic acid intended for the skincare industry.

Furthermore, AFYREN and Mitr Phol maintain an active partnership, as part of the development of a factory in Thailand. Positive discussions continued with the partner in 2025. A streamlining of the organisational structure took place in the first half of 2025, with AFYREN formalising the closure of AFYREN SERVICES (THAILAND) CO. LTD, an ad hoc sales subsidiary which was not activated and whose accounts are not material.

ESG

Achievement of "Responsible Care® - Confirmed Diagnosis" certification and publication of its second sustainability report

In May 2025, AFYREN announced that it had obtained the "Responsible Care® - Confirmed Diagnosis" certification from France Chimie for its AFYREN NEOXY industrial site.

In order to strengthen stakeholder recognition of its CSR approach, the company decided to undergo an external review by **"Responsible Care® Confirmed Diagnosis"**, led by France Chimie, in accordance with the CSR framework for the global chemical industry. This certification reflects the growing structure of AFYREN's CSR policy, marked in 2024 by the signing of the Responsible Care® charter by the management team of AFYREN and AFYREN NEOXY.



Furthermore, in line with its stated intention to communicate transparently on its commitments, AFYREN is publishing its second sustainability report in accordance with the spirit and framework proposed by the CSRD. This report describes the company's progress, with the inclusion of new performance indicators and examples of concrete actions. It is part of AFYREN's ongoing commitment to continuous improvement in CSR, as confirmed by the positive trend in its non-financial ratings over the last five years. This document is available for consultation and download in a dedicated section of the company's website: <https://afyren.com/vision/>

Success of the third HR survey (AFYREN Global People Survey), with 92% participation

Since 2023, AFYREN has used an online solution to run an annual barometer that gauges employee sentiment and highlights strengths and areas for improvement. Despite the increase in the workforce, AFYREN maintains a very high participation rate, above 90%, higher than the benchmark. The 2025 barometer has identified follow-up points that will feed into the roadmap of the various departments, to provide technical and organisational solutions and



address everyday irritants, in order to continue to create an agile and sustainable, performance-oriented work environment.

Improvement of the Gaia non-financial rating

In December 2025, AFYREN's non-financial performance was re-assessed by the non-financial rating agency Ethifinance according to a new methodology, based on the requirements of the CSRD. This in-depth and more demanding ESG analysis confirms the very good results announced in March 2025, with a reassessed score of 82/100 and a confirmed Platinum medal, placing the company in the Top 3 in its sector, alongside large companies, and even in second place in the Chemicals sub-sector.

Improvement in ECOVADIS rating

In December 2025, for the third year running, AFYREN was awarded a silver medal by the global reference platform EcoVadis. Its score of 76/100 places the Company in the top 8% of the best performing companies rated by EcoVadis worldwide.

AFYREN's rating has improved by 8 points compared to 2024 (+ 7 points between 2023 and 2024), in the category "Large SMEs and small mid-caps – companies with 100 to 999 employees", despite increasingly stringent rating standards.

Governance

At the annual ordinary and extraordinary General Meeting held on 17 June 2025, AFYREN recorded the renewal of the terms of office on the Board of Directors of Patrizia Marraghini, independent director and Chairman of the Audit Committee, and Bpifrance, represented by Caroline Lebel.

Furthermore, in consideration for its subscription commitment in the November 2025 capital increase, the appointment of Kemin Industries as a director of the Company will be proposed to shareholders at the Company's next general meeting in June 2026.

FINANCE AND FINANCIAL INSTRUMENTS

Financing

To support investments and the ramp-up of AFYREN NEOXY while maintaining a balanced and sustainable financial structure, in 2025 AFYREN mobilised several financing instruments, combining its available cash, a new fundraising round as well as debt financing and grants.

In November 2025, AFYREN completed a €23 million capital increase from the industrial company Kemin Industries Inc. and the strategic investor Bpifrance Large Venture to finance the optimisation and expansion of its one-of-a-kind biorefinery.

In addition to this fundraising, €14 million in non-dilutive financing has been secured for AFYREN NEOXY, including a little over €7 million in grants and just under €7 million in loans.



In the first half of 2025, AFYREN obtained a €4 million grant for AFYREN NEOXY. The funds granted are part of the “France Relance” initiative by Bpifrance to support strategic investments in critical sectors. This grant represents the second instalment of an €8 million package, of which €2 million was previously granted to AFYREN NEOXY at the launch of the programme in June 2021.

In the second half of 2025, AFYREN obtained the release of the second tranche of secured loans, unlocked at the end of 2024, for its subsidiary AFYREN NEOXY, for a total of 7 M€:

- €4 m in the form of a "Sustainability-linked loan⁹" marking the renewed confidence of the 5 banks of the banking syndicate
- €3m from the Prêt Nouvelle Industrie (Bpifrance) to finance the industrialisation of an innovative technology

At the end of 2025, AFYREN obtained €3 m for AFYREN NEOXY, corresponding in particular to a remainder of the BBI grant for the AFTER-BIOCHEM programme launched and run by AFYREN since 2020.

In 2025, AFYREN contributed €15 million to the financing of its subsidiary AFYREN NEOXY through a contribution in the form of a shareholder loan.

Share buybacks / liquidity

AFYREN has had a liquidity contract with ODDO BHF SCA since 2021. The total cumulative funds made available under this liquidity contract are €0.45 million.

At 31 December 2025, the following resources were included in the liquidity account:

- Number of shares: 58,414 shares
- Cash balance of the liquidity account: €139,114

Free share grants and BSPCE exercises

In 2025, the Board of Directors used the authorisations granted to it to make the following grants:

	Free shares granted	Beneficiaries	Resolutions
June 2025	7,500 AGA 2024-4 and AGA 2024-5	2	Twenty-third resolution of the combined general meeting of 19 June 2024
December 2025	38,000 AGA 2024-6	3	Twenty-third resolution of the combined general meeting of 19 June 2024

In 2025, AFYREN recorded the definitive vesting of 25,762 free ordinary shares to each of the two executives, in accordance with the grant decided by the Board of Directors on 24 March 2022. The shares delivered came from the company's treasury account.

⁹ A Sustainability-Linked Loan is a loan whose financial terms are indexed to the borrower's ESG performance



In 2025, AFYREN recorded the exercise of 414,000 BSPCE 2 and 3 warrants for one employee and two managers. This exercise leads to the creation of 414,000 new shares with a par value of €0.02 each, via a capital increase for a total of €8,280.

AFYREN recorded the cancellation of 24,711 free shares following the departure of two employees before the vesting date. It also recorded the cancellation of 10,000 BSPCE 5 and 62,500 BSPCE 4, not exercised following the departure of two employees during the 2025 financial year.

AFYREN NEOXY

OPERATIONS

The recent developments of AFYREN NEOXY are described above.

FINANCING

In 2025, AFYREN contributed €15 million to the financing of its subsidiary AFYREN NEOXY through a contribution in the form of a shareholder loan.

In the first half of 2025, AFYREN NEOXY carried out a capital reduction of €37.5 million by drawing on retained earnings.

2.7 RESEARCH AND DEVELOPMENT ACTIVITIES

Research and development costs include expenses dedicated to the continuous improvement of fermentation and production processes, the preparation of future plants, the development of derivative and new products and the use of new substrates.

With over thirteen years' experience in fermentation and 'green' purification processes, the R&D platform developed by AFYREN is focused on the development of the Group's business and is therefore very strategic.

In fact, the amounts dedicated to R&D are significant year on year.

At December 31, 2025, these expenses amounted to €1.7 million, remaining broadly stable compared with 2024.

The 2025 R&D budget represents approximately 25% of AFYREN's total budgeted expenses.



Research costs are expensed as incurred.

Development expenses are recognised as intangible assets if and only if the expenses can be measured reliably and the Company can demonstrate the technical and commercial feasibility of the product or process, the existence of probable future economic benefits and its intention as well as the availability of sufficient resources to complete development and use or sell the asset. Otherwise, they are expensed as incurred. Subsequent to initial recognition, development expenses are carried at cost less any accumulated depreciation and impairment losses.



In addition, a of €442 thousand research tax credit was recognised for this year in connection with the same research and development work.

PATENTS:

AFYREN has a patent portfolio consisting of 10 published patent families, representing 88 patent applications in 13 jurisdictions. 69 patents granted are derived from these applications, including eight US patents and five European patents. Once granted, EP patents are validated in major European markets (Belgium, Germany, France, United Kingdom, Ireland, Netherlands, Sweden). Most of the valuable inventions have a wide validation territory, other important European countries such as Denmark, Spain, Italy, Finland, Norway, Poland, Portugal, etc. Including EP patent validation countries, AFYREN's patent portfolio comprises more than 140 titles that are maintained in force.

TRADEMARKS

The Company has registered several trademarks: AFYNERIE (in France), AFYREN (with WIPO, in France and the European Union, in the United Kingdom, Norway and Switzerland, in China, Laos and the Philippines, in the United States, Brazil and Australia), METHAREN (in France) and AFYREN TECHNOLOGIE (in France). It has not granted any licence to any third party for the use of these trademarks. AFYREN NEOXY has registered the AFYREN NEOXY trademark in France, at the WIPO, in Switzerland, in the European Union, in the United Kingdom and in Norway. The Company has also registered the trademarks FLAVYREN™ (flavours and perfumes), LUBYREN™ (lubricants), VITAFYREN™ (human and animal nutrition) and AFYBIO™ (life sciences and materials science) in its target markets (Europe, the Americas and Asia).

2.8 SIGNIFICANT EVENTS AFTER 31 DECEMBER 2025

FINANCE AND FINANCIAL INSTRUMENTS

Points on the AGAs

In early 2026, the Board of Directors used the authorisations granted to it to make the following grants:

	Free shares granted	Beneficiaries	Resolutions
January 2026	171,000 AGA 2026	11	^{23rd} resolution of the combined general meeting of 19 June 2024

In January 2026, AFYREN records the final acquisition of 12,868 shares resulting from awards to new employees in 2024. AFYREN also records the definitive acquisition of 70,000 shares resulting from the 2024-3 AGA plan of December 2024 for the benefit of around ten employees and executive corporate officers, with a view to retaining certain key personnel. The shares delivered came from the company's treasury account.

Financing

In February 2026, AFYREN carried out a capital increase of €7 million subscribed by several funds managed by Odyssee Venture, a long-standing private equity player and a French specialist in growth companies. The funds raised, combined with the proceeds of the capital increase carried out on 26 November 2025, will be used to strengthen AFYREN's equity at a



key time marked by the ramp-up of its plant, and to cover its general financing needs, including the management of a potential shareholder change in AFYREN NEOXY, in connection with the discussions concerning the liquidity of the stake of the historical co-shareholder SPI¹⁰.

At the date of this annual financial report, and cumulatively since the beginning of the 2026 financial year, AFYREN's contribution to the financing of its subsidiary AFYREN NEOXY through a shareholder loan amounts to around €3.4 million.

Grant

In March 2026, AFYREN NEOXY received €2.2 million, representing the remaining balance of the grant awarded under Bpifrance's France Relance plan call for projects.

Operations

In February 2026, AFYREN obtained FSSC 22,000 certification for its AFYREN NEOXY plant, excellence in quality for food safety. It is a guarantee of quality and performance for partners and customers in the strategic sectors of human food, animal feed and flavourings.

In March 2026, AFYREN obtains ISO 9001 certification, an international certification providing a structured and exacting framework for the continuous improvement and operational performance of all AFYREN teams.

These certifications confirm AFYREN's desire to structure its growth over the long term around demanding international standards and supplement the other certifications obtained or in the process of being obtained for its products and management systems (ECOCERT, UAB, COSMOS, Responsible Care®).

Shareholder structure of AFYREN NEOXY

In March 2026, AFYREN announces the acquisition of the 49% stake held by co-shareholder SPI in NEOXY for €11.3 million, paid in cash. Thanks to this acquisition, AFYREN can lead the plant's ramp-up and investments together with simplified governance and full alignment between the parent company, which provides financing, and the plant.

Bpifrance's support continues with the Large Venture fund, a 7.5% shareholder in AFYREN and a director of the company. In addition, the SPI fund remains committed in the short term via AFYREN NEOXY convertible bonds which are intended to be redeemed in cash no later than at maturity, in June 2027.

¹⁰ The SPI fund held 49% of the capital of AFYREN NEOXY at 31/12/2025



2.9 RISK FACTORS

Investors are invited to take into account the following risk factors and other information contained in this Annual Financial Report before deciding to subscribe for or acquire AFYREN shares.

AFYREN is exposed to various risk categories, the occurrence of which could have a material adverse effect on its business, financial position, results or prospects. AFYREN has reviewed these risks and, at the date of publication of this Annual Financial Report, AFYREN is not aware of any significant risks other than those presented in this chapter. It is possible that certain risks not mentioned or not identified to date may potentially affect the Group's business and results, its objectives, its image or its share price. AFYREN's assessment of the significance of risks may be changed at any time, particularly if new internal or external events materialise.

AFYREN is closely monitoring developments in the armed conflict in the Middle East, which affects global economic and commercial activities. The main risks identified for AFYREN's activities concern the volatility of energy prices, particularly gas, to which AFYREN is exposed through its steam consumption, as well as price fluctuations of certain inputs, notably those of chemical origin. The Group also remains vigilant regarding potential indirect effects that may impact its clients' activities or certain aspects of financial stability. As at the date of this Annual Financial Report, this situation has had no significant impact on AFYREN's activity in 2026.

AFYREN'S RISK MANAGEMENT SYSTEM

In its internal risk analysis, AFYREN distinguishes between two main risk categories: risks associated with the strategy and risks associated with its execution.

The first category is the responsibility of management (Executive Committee) and is based on three analyses that are reviewed annually: a SWOT analysis of AFYREN, a PESTEL macro analysis and a competitive analysis.

Strategy execution risks, which are more operational in nature, fall into three categories:

- Project risks, characterised by their cross-functional nature and limited duration, are placed under the responsibility of the Project Directors and are assessed on a regular basis, on a monthly or quarterly basis depending on progress;
- Operational risks associated with the Company's overall performance, under the responsibility of process managers, are reviewed every six months;
- Lastly, risks related to plant operations, under the responsibility of the plant management committees, are also reviewed on a quarterly basis.

Each manager is responsible for identifying and documenting risks in a dedicated reporting tool, which serves as a support for risk mapping. This is based in particular on risk rating, resulting from the assessment of the severity (5 levels on a scale of 1 to 16) multiplied by the probability (5 levels on a scale of 1 to 16) of the risk.

As a standard practice, risks are subject to a control system, with particular attention paid to rated risks ($>$ or $=$ 128), which are covered by action plans periodically reviewed by the Executive Committee.

Once the action plan is in place, regular reviews are organised to ensure continuous improvement.



The 2025 financial year represents a pivotal year for AFYREN's risk management system. The significant operational progress made during the year reinforced the need for regular oversight. Key performance indicators for all processes have been determined. They are updated and reviewed on a monthly basis. This exercise also marks the effective start of certification cycles, offering a recognised framework for AFYREN's organisation with all its stakeholders and, in particular, its customers (ISO 9001 FSSC 22000 in 2025).

SUMMARY TABLE OF THE MAIN RISKS

In accordance with the provisions of Article 16 of Regulation (EU) 2017/1129 of the European Parliament and of the Council, the risk factors that may have a significant impact on the long-term value of the company, as identified as of the date of this Annual Financial Report, are presented below and then in the detailed description.

Name of the risk
Risks related to the Group's business sector
Risks associated with the competitive environment in which AFYREN operates
Risks associated with the specifications, certification standards and quality standards of the Group's products
Risks associated with the supply of raw materials and energy, including climate risk
Risks associated with the lack of commercial outlets or dependence on certain customers
Risks associated with the Group's strategy
Risks associated with building and start-up of plants
Risks related to the plants' ramp-up phase
Risks associated with future development, including internationally
Risks associated with the ownership structure of the NEOXY plant
Risks associated with the Group's financial position
Risks associated with liquidity, financing needs and debt
Foreign exchange risks
Risks of damage to the Group's image
Human resources risks
Accident risks
Risks associated with the Group's recruitment needs
Risks associated with the need to retain key people
Risks associated with cybercrime and information systems
Legal and regulatory risks
Risks associated with the regulatory environment
Intellectual property risks



RISKS ASSOCIATED WITH AFYREN'S BUSINESS SECTOR

RISKS ASSOCIATED WITH THE COMPETITIVE ENVIRONMENT IN WHICH AFYREN OPERATES

The Group operates in a market where the petrochemical industry has traditionally been the dominant player, with producers of biobased products being new entrants (see section 3.4 for a presentation of this competitive environment). As a result, the Group competes directly with large groups that have significant resources and long experience in operating industrial sites and marketing carboxylic acids to often long-established customers. Therefore, it cannot be ruled out that the Group may encounter aggressive pricing policies or multi-product offerings from existing petrochemical players in the market, made possible by their size and their established presence in multiple market sectors. Nor can it be ruled out that these same players may actively campaign to influence public policies that could be implemented in the market, and which may therefore affect the Group.

The Group is also exposed to competition in the biobased products segment, and some competitors potentially have greater resources than the Group, or may even be backed by large groups with more resources than the Group to devote to R&D work and the marketing of their products. If the Group were unable to defend its competitive advantages, it could be more difficult to compete with players already present in the biobased carboxylic acids segment or new market entrants who have developed more efficient technologies.

These various factors could have the effect of reducing the Group's expected sales volume and revenues and could therefore adversely affect the Group's business, financial position, results and/or financial prospects.

Risk management: AFYREN regularly reviews its competitive environment and has not identified any players likely to present a short-term threat. The Group markets a portfolio of products with a range that it is the only one to offer to date, limiting the impact of an aggressive pricing policy by a competitor on a given product. Thanks to its innovative processes developed over many years, the Group is already favourably positioned compared to its competitors producing carboxylic acids, as few players are capable of producing several acids in a single plant. This therefore assumes that new entrants have very significant financing capacity to build multiple plants or are limited to the production of a single acid. To maintain the innovative dimension of its offering, the Group allocates budgets to R&D aimed at developing its know-how and intellectual property. In addition, the Group aims to deploy industrial assets that are sufficiently economically efficient enough to withstand aggressive pricing policies. In its projections, the Group monitors the performance of its business model on the basis of the prices of petroleum-based acids.

RISKS ASSOCIATED WITH SPECIFICATIONS, CERTIFICATION STANDARDS AND QUALITY STANDARDS FOR THE GROUP'S PRODUCTS

The products developed by the Group are aimed at customers who have precise and demanding expectations. The Group is therefore expected to be able to justify its level of specification requirements. With this in mind, and to avoid losing sales opportunities, the Group is committed to implementing an integrated Quality, Food Safety, Environment and Security management system, taking into account the regulatory aspects of these very specific markets. During the launch phase of its products, the Group regularly has samples validated by its customers.



In this context, 2025 was an opportunity to update product specifications. A process for creating and updating specifications was thus defined in consultation with the Regulatory department, the group QHSE team and the operational teams. This structured organisation enables the Group to take account of changes in industry standards and the requirements of all our stakeholders: any tightening of the standards will inevitably have an impact on the Group's activities, forcing it to adapt its internal processes and, where necessary, its manufacturing processes. Any delay in obtaining a given certification or any delay resulting from the need to adapt a quality process to a newly introduced standard, compliance with which would be required by AFYREN's customers, and more generally any discrepancy noted between the products delivered and customer expectations (physico-chemical/olfactory/organoleptic discrepancy) could have the effect of delaying the sale of products, and therefore adversely affect the Group's margins, business, financial position, results and/or financial prospects.

Risk management. To limit this risk, the Group strives to anticipate the expectations of the market and its customers, in particular by ensuring that its sales team maintains a regular dialogue with them. In 2025, AFYREN made several shipments of acids manufactured on the plant site to its customers and prospects. These were generally in line with customer specifications and received positive feedback from prospective customers. In addition, the Group has implemented a voluntary certification policy aimed at obtaining all the standards required by its customers, but also at obtaining additional certifications that may prove decisive in the future. As part of its operational excellence programme, the Group has already obtained Ecocert, Kosher and Halal certification for its products, and is implementing an ambitious certification programme (ISO 9001, ISO 14001, GMP+), with the first audits scheduled for December 2025 and January 2026. In February 2026, AFYREN announced that it had obtained FSSC 22000 certification.

RISKS ASSOCIATED WITH THE SUPPLY OF RAW MATERIALS AND ENERGY, INCLUDING CLIMATE RISK

The Group conducts its business by sourcing various raw materials and requires energy (electricity/steam) and water to operate its industrial site. If the Group and/or the industry have difficulty passing on higher raw material and energy prices to its selling prices, this could have an impact on the Group, its business, financial position, results and/or financial prospects.

The raw materials used by the Group, in particular plant-based and other raw material inputs, are naturally available and correspond to local agricultural residues that cannot be used directly in the human food chain and are usually treated as waste or low-value by-products. These by-products are therefore more generally used in the animal feed (livestock) sector or methanisation. Nevertheless, it cannot be ruled out that the Group could be exposed to (i) an excessive dependence on some of its raw material suppliers, (ii) uneven quality of the raw materials supplied, or (iii) a shortage of raw materials in the event that the number of new entrants in the carboxylic acid sector or new companies using these raw materials for other purposes were to be greater than expected, increasing demand and reducing the supply of raw materials.

Moreover, as these raw materials are naturally available, they are potentially affected by any sudden climatic event and, more generally, by any climate change that could result in a drop in crop yields.



Accordingly, it cannot be ruled out that a specific type of material will become scarce in the area where a Group production site is located, forcing it to source supplies outside the regional supply chain, and therefore at higher prices. In such cases, the reduction in raw material supply would increase production costs, which could affect the Group's financial position, results and/or prospects.

In addition, the Group has developed a technology that allows it to use several raw materials. However, any change in inputs would require negotiating new contracts with suppliers and adapting production facilities. Such adaptation could lead to longer-than-expected delivery times to the Group's customers and could affect the profitability of production.

Lastly, in order to operate its industrial sites (including AFYREN NEOXY), the Group must also obtain energy supplies (electricity and steam) and its financial performance will depend in part on the prices charged by suppliers, partly in deregulated markets for its European activities, which have become far more volatile as a result of wars involving gas and/or oil exporting countries. A shortage of water could also have an impact on the Group's activities.

Risk management: Faced with these risks, the Group has several advantages. It has developed a technology that allows it to use several raw materials. Currently, its raw materials requirements represent only a fraction of available resources. It also works to negotiate and secure long-term raw materials supply contracts. AFYREN NEOXY has entered into an exclusive multi-year contract with German sugar group Südzucker AG to supply its molasses and beet pulp needs. This raw material is particularly resilient in a contained global warming scenario.

With regard to energy supplies, in 2025, AFYREN NEOXY renegotiated its existing contract and entered into a multi-year electricity purchase agreement with a local distributor, making it possible to optimise its supply conditions.

In addition, the choice of location for each site is determined based on access to competitive and consistent energy and by the availability of raw materials in the regional supply chain in order to control the risk of scarcity of raw materials at controlled prices. The internationalisation of operations will also limit the impacts specific to Europe's energy situation.

In the specific case of water resources, the process makes it possible to greatly limit water input after the fermentation cycle, since the water then circulates in a closed loop. Currently, the plants and planned plants are not located in areas particularly exposed to climatic risk (coastal, flood or seismic zones, for example).

Overall, the Group is more exposed to the risk of short- and medium-term price increases than to shortages. The Group's ability to pass on certain cost increases to its selling prices should make it possible to limit the financial impact of such increases, in particular by including price renegotiation clauses linked to energy costs in contracts.

RISKS ASSOCIATED WITH THE LACK OF COMMERCIAL OUTLETS OR DEPENDENCE ON CERTAIN CUSTOMERS

As the Group is in the ramp-up phase of large-scale production, it is not yet certain of the depth of the market for its entire product range. In addition, certain contracts signed to date with the Group's customers involve significant volumes, including an exclusive contract for all of AFYREN NEOXY's fertilisers.



If the Group were unable to secure sales of its production or sufficiently diversify its customer base, its business, financial position, results and/or financial prospects could be adversely affected.

Risk management. To limit this risk, the Group has an experienced international sales team and a positive track record in this area, with commercial commitments for acids and fertilisers totalling secured revenues of over €165 million at the date of this Annual Financial Report. These contracts cover all of the Group's target markets. The commercial pipeline is also satisfactory, confirming the existence of a market for future international operations. Diversifying and building loyalty among counterparties (customers, sectors) has been identified as a key strategic area.

RISKS ASSOCIATED WITH THE STRATEGY

To become a commercial player, AFYREN needs to deploy production capacity. This involves building and operating plants via subsidiaries that use the Company's technology and intellectual property. This model requires raising significant capital and exposes the Company directly to certain operational risks at the development, construction and start-up stages, as well as to financing risks.

RISKS ASSOCIATED WITH BUILDING AND START-UP OF PLANTS

With the commissioning of its first plant, the Group is scaling up processes that have been proven in the pilot and pre-industrial stages. During both the construction and operating phases, the Group may encounter difficulties of various kinds, including (but not limited to) i) construction times that are longer than expected and therefore delayed commissioning; ii) plant start-up and ramp-up times that are longer than expected, particularly due to equipment problems (necessary modifications, breakages, etc.); iii) yields that are lower than anticipated in the Group's projections; iv) increases in the cost of materials and equipment, particularly between the investment decision and the construction of the plant.); iii) lower yields than anticipated in the projections made by the Group; iv) an increase in the cost of materials and equipment, particularly between the investment decision and the construction of the plant, which may lead to an upward revision of the anticipated cost of the project; and v) other unforeseen difficulties, particularly in the context of its international expansion. During the plant start-up phase, the exposure of equipment to the risk of corrosion was therefore reassessed as higher, requiring special monitoring and a replacement plan for the most exposed equipment. Potential dependence on certain suppliers (of technologies, equipment, etc.) may exacerbate these difficulties.

This risk, which is inherent in the transition to industrial scale, is expected to diminish as the Group's production and development progress. Such a risk may adversely affect the Group's business, financial position, results and/or financial prospects.

Risk management: To limit the risk, AFYREN carries out tests at the pilot and pre-industrial stages, in particular with certain suppliers. In addition, the Group has chosen to use equipment that has already been operated and industrially tested at significant sizes and scales and to diversify its suppliers wherever possible. AFYREN's provisional budget also takes into account the ramp-up times for its plants, in particular for the first AFYREN NEOXY, and includes buffers to cope with a sudden rise in the cost of materials and equipment. Lastly, the Group's international expansion will benefit from the experience gained from the first plant, and from the recruitment of staff with experience in international project management.



RISKS RELATED TO THE RAMP-UP PHASE OF THE PLANTS

The plant ramp-up phase, defined as the post-startup period, which extends until it reaches full capacity, involves specific risks. This period requires the mobilisation of significant resources for an asset that has not yet reached its full capacity. In other words, the Company bears a substantial cost base while production volumes and revenue are below the expected levels at full capacity.

During this phase, several risks were identified by AFYREN, notably the risk that production capacity remains persistently lower than the initial design (16,000 tonnes), due to bottlenecks on certain key pieces of equipment and/or difficulties in maintaining operating conditions enabling the optimisation of the use of these same pieces of equipment. In 2025, AFYREN thus identified certain equipment that could be modified for debottlenecking to give their full capacity. During this debottlenecking phase, certain project management risks are heightened, notably a lack of technical perspective leading to the selection of solutions that are inefficient in the long term, the need for substantial modifications that may require a prolonged shutdown of operations, or the need for unbudgeted financial resources. This period also requires the mobilisation of very specific skills ("start-upper"). These profiles, which are relatively rare in the labour market, may represent a temporary additional cost during the ramp-up period.

Risk management: To limit this risk, the Group expects a relatively long ramp-up period (24 months) and strives to ensure that mobilisable resources match operational needs.

RISKS ASSOCIATED WITH FUTURE DEVELOPMENT, INCLUDING INTERNATIONALLY

The start-up of new plants means that the Company must regularly deal with operational difficulties of the same nature: preparation of the administrative applications relating to the construction and start-up of the plant (building permit, administrative approvals, etc.), implementation of new quality processes, management of new internal procedures relating to the operation of the site, recruitment of new teams, and time to adapt to customer expectations. These constraints can be more or less significant depending on the country of operation. Subsequently, substantial changes to processes and/or equipment may require amendments to operating authorisations.

The delays inherent in these different stages may impact a site's start-up schedule and therefore production, with potentially material financial implications.

Furthermore, the efficiency and performance of any new plant depends in part on its location, especially since the Group favours an approach that makes it possible to achieve synergies by building its plants on existing industrial sites. This approach makes it possible to control start-up costs and benefit from synergies with partners, but may impose certain constraints related to sites (age of industrial sites, method of ownership and operation of the relevant site, etc.) or partners (options for the location of future plants, possible restrictions on activity, etc.).

Also, in the context of the Group's international expansion, it could face specific risks related to the country of establishment (political or regulatory instability causing, inter alia, fluctuations in the applicable tax framework, recruitment difficulties, currency risk, etc.), and it cannot be ruled out that the Group's profitability and prospects could be affected by a slowdown in its productivity caused by these difficulties.

If these risks materialise, they are likely to adversely affect the Group's business, financial position, results and/or financial prospects.



Risk management: To limit this risk, the Group (i) systematises its internal processes so that they can be easily duplicated from site to site; (ii) recruits employees with international experience; (iii) implements a global HR policy and plans for upgrading the skills and training of future recruits at sites to be established abroad; (iv) ensures that the location of future sites is chosen in such a way as to limit as far as possible the constraints imposed by the site on the production schedule; (v) involves, where appropriate, the local partner in the ownership of the plant to align its long-term interests; (vi) proactively monitors the alignment of activities with the operating licences issued by regulators.

The Group pays particular attention to the choice of its partners: due diligence work is carried out, sometimes with the support of third-party organisations, including on ethical issues. Exit clauses are systematically included in partnership documentation, particularly in the early stages of the project.

RISKS RELATING TO THE OWNERSHIP STRUCTURE OF THE FIRST AFYREN NEOXY PLANT

The Group's first plant, AFYREN NEOXY, is the result of a joint venture between AFYREN, 51% shareholder, and the SPI fund of Bpifrance, 49% shareholder. This structure made it possible to finance this first plant as part of a long-term partnership. It is consistent with the investment philosophy of the SPI fund, which is to invest in the form of equity stakes in project companies set up in partnership with industrialists, to take projects through to the industrialisation phase.

However, this structure entails a risk in the event of misalignment between the partners, such as the inability, temporary or otherwise, of one of the partners to meet the joint venture's financing requirements, or in the event of strategic differences between the co-shareholders that could lead to a deadlock in the decision-making bodies. It should be noted in this context that since subscribing to convertible bonds in 2023, SPI has not reinvested in the joint venture, and AFYREN NEOXY's financing now in fact relies entirely on the resources made available by AFYREN.

Risk management: the shareholders' agreement between AFYREN and the SPI fund governed the exit of the fund by the end of 2025. Constructive discussions were held enabling AFYREN to take full control of its factory in March 2026 (see events after the closing in 2.8)

FINANCIAL RISKS

RISKS ASSOCIATED WITH LIQUIDITY, FINANCING NEEDS AND DEBT

- Liquidity risk

As part of their day-to-day activities, AFYREN and its subsidiaries consume cash, particularly for fixed costs (salaries, maintenance, insurance, etc.). Liquidity risk is particularly acute for AFYREN's subsidiaries during the start-up period for new plants, since they have to make disbursements in the absence of cash inflows. If the start-up budget has been underestimated, or if the start-up requires more time and funds than anticipated, these subsidiaries must draw on the Group's financial support, as has been the case since April 2023.



Risk management: To limit liquidity risk, the Group draws up a forecast of its needs and ensures that its funding is adequate at all times. At 31 December 2025, AFYREN had cash and cash equivalents of €35.2 million, with financial liabilities of €2.4 million, including a short-term portion of €1 million. For 2025, AFYREN posted an annual cash consumption of the parent company of around €6 million, and recorded support for AFYREN NEOXY, in the form of a shareholder's current account, for a total amount of €15 million.

- Risks associated with financing requirements and debt

The business model chosen by AFYREN entails significant financing requirements to build new plants and finance product development and marketing. This model therefore assumes that the Group is able to (i) have access to various sources of financing (equity contributions, borrowing of all kinds, grants) and (ii) optimise its financial structure.

AFYREN is exposed to a number of risks in connection with its debt, including the unavailability of the necessary funds, and a deterioration in borrowing conditions, whether financial (interest rates, etc.) or in terms of the specific conditions attached to it (covenants, guarantees, etc.). This risk will evolve as the Group's overall debt level increases.

Equity financing also entails risks, linked in particular to the opening of markets for so-called "primary" deals and to the conditions under which a deal can be envisaged (stock market price and dilution).

If the funds needed for its development are not available under satisfactory conditions, the Group may have to limit its production or development in new markets, which would affect its activities, financial position, results and/or financial prospects.

Risk management: To limit the risks associated with financing needs, the Group seeks to diversify its sources of financing. In addition to bank debt, AFYREN's initial public offering in October 2021 gave it access to new sources of financing. The Group is committed to maintaining strong relationships with its existing investors (shareholders, banking partners) and to developing new ones to prepare for the future. The Group pays particular attention to the distribution of its financing lines and the specific conditions attached to them (covenants, guarantees). In 2025 AFYREN NEOXY released the additional tranches of the financing contracts secured in 2024 for a total amount of €7 million (€12 million in 2024) with Bpifrance and a syndicate of banking partners, demonstrating AFYREN's ability to engage its financial partners alongside it. AFYREN also carried out a capital increase of €23 million, subscribed by Kemin Industries Inc., the company's historical customer, and Bpifrance Large Venture, AFYREN's strategic shareholder since its IPO.

- Foreign exchange risks

The Group's international expansion outside the Eurozone means that it is exposed to currencies other than the euro, AFYREN's reporting currency, in particular the US dollar and other currencies with varying degrees of correlation. Once its international subsidiaries are in operation, the Group will be exposed to operational transaction risk and translation risk.

Risk management: the Group will examine ways of establishing a natural hedge for its activities, for example by obtaining financing in local currency, and by establishing an appropriate hedging policy for the residual part.



REPUTATIONAL RISK

The Group conducts its business by emphasising its technology, which is as environmentally friendly as possible, and its concern to contribute to the global effort to reduce CO₂ emissions, and in particular the estimates showing that greenhouse gas emissions from its production are only one-fifth of those generated by equivalent petroleum-based acids on the market. This issue is of great interest to the new generations and generates considerable media attention. The dissemination of information is also amplified by the use of social media that allow real-time reactions and, consequently, immediate aggregation of information from multiple sources for a given audience.

In this context, the Group is naturally exposed to the risk of general criticism (in particular "greenwashing") affecting an entire industry and (i) based on erroneous, truncated or oversimplified information (ii) that concerns the Group's competitors to whom it is mistakenly compared. It should also be noted that the Group itself contributes to CO₂ emissions, due to its industrial activity (such emissions are nevertheless reduced by 80% compared to equivalent petroleum-based acids on the market).

In the normal development of its activities, the Group works closely with external stakeholders (customers, suppliers, partners). It cannot be ruled out that a reputational attack - whether justified or not - on one of these stakeholders could harm the Group's image.

Nor can it be ruled out that comments made by employees or former employees, particularly on social media, may also harm AFYREN's image.

Lastly, on the occasion of its IPO in October 2021, and regularly since, the Group has unveiled medium-term objectives and a roadmap to achieve them. It cannot be ruled out that the Group may encounter difficulties in the execution of its strategy, exposing itself to criticism, particularly from the financial community and its representatives (specialised press, stock market forums, etc.).

Criticism or attacks could have a negative impact on the Group's image, with consequences for its business, financial position, results and/or financial prospects.

Risk management: To limit this risk, the Group ensures that it regularly provides information and education on its activities. This work aims to ensure that the information published about the Group is accurate by relying, inter alia, on external expertise or reports. To do this, AFYREN relies on an internal CSR, communications and public affairs organisation. In this way, the Group ensures that the markets it targets are aware of its approach and that it regularly provides relevant information on the nature of its business. The Group also uses social networks to communicate about its activities and therefore remains particularly vigilant about the nature of the information circulating about it, so that it can react quickly with the appropriate action plan. A crisis management plan is in place, including a communications component.

The Group is particularly committed to ensuring that all its employees respect its core values (commitment, agility, humility), thereby limiting the risk of criticism from dissatisfied employees. Lastly, AFYREN has established various reference documents (ethics charter, sustainable and responsible purchasing policy, supplier code of conduct) and set up a system for reporting and handling complaints. Employees are informed of these policies and made aware of these tools during information sessions organised in the form of webinars.



HUMAN RESOURCES RISKS

ACCIDENT RISK

As part of the start-up of an industrial activity in the chemicals sector, the company is exposed to specific risks related to the nature of its operations and products. The processes involve the handling of chemicals and the production of acids, which require particular vigilance to avoid any incident during operations. In addition to these intrinsic risks, there are those commonly encountered in an industrial environment, such as equipment-related incidents, electrical hazards and the risk of fire or explosion. The specific context of the launch of the activity also introduces aggravating factors, in particular the “stop and go” phenomenon, characterised by alternating stoppages and resumes that can disrupt the organisation, reduce the vigilance of the teams and compromise the stability of the processes.

Risk management: To mitigate these risks, the company relies on a rigorous and proactive approach. Although its activity is not classified as SEVESO, it is located on a platform subject to this regulation and applies the corresponding constraints, in particular with regard to emergency plans and inter-company coordination. In addition, a robust QHSE policy was implemented from the start, incorporating formalised procedures, regular audits and awareness-raising activities. Internal communication plays a central role in this approach: safety talks are held frequently in order to strengthen collective vigilance and instil a genuine safety culture. Particular attention is paid to managing the shutdown and restart phases, with specific plans to ensure the systematic verification of equipment and that briefings are held before each restart. Lastly, the company is committed to a continuous improvement approach, by monitoring safety performance indicators and encouraging the reporting of near misses to anticipate failures. A particular focus is planned on the management of events with High Severity Potential for 2026. This combination of measures makes it possible to significantly reduce exposure to risks and secure the ramp-up of activity.

RISKS ASSOCIATED WITH THE MANAGEMENT OF THE GROUP'S RECRUITMENT NEEDS

Thanks to its growth, AFYREN is recruiting a large number of people, some of whom are considered crucial for the company. By way of illustration, the Group created around ten permanent jobs by 2025, mainly in the industrial processes, engineering and maintenance departments, and strengthened its management team at Group level. AFYREN has a recruitment plan of around ten employees for 2026.

The Group could find it difficult to attract the best talent and to get its new employees to adhere to the core values highlighted since its creation (commitment, agility, humility), which could have the effect of reducing the overall productivity and overall motivation of the Group's employees, as a result of a weakening of the link that enables employees to make a major contribution to the Group's project.

In such a case, the Group's results could be affected, which would have the effect of adversely affecting its business, financial position, results and/or financial prospects.



Risk management. To limit this risk, AFYREN is committed to a consistent and proactive human resources policy, based on strong internal communication. To strengthen this dialogue, in 2025 AFYREN organised its third internal survey among all employees, with a participation rate of 92%. From the time of recruitment, the Group's core values are emphasised. The Group also wants to implement a policy to develop and retain talent, by working on the quality of life at work, benefits policies and skills development. In addition, the Group's highly innovative nature and the ambition of its model, which respects the planet and the environment, and the agility of its modes of governance are strong factors in enhancing the Group's employer brand and attracting highly qualified people who share this ambition.

RISKS ASSOCIATED WITH THE NEED TO RETAIN KEY PEOPLE

AFYREN's performance still relies heavily on the strategy developed by the Group's founding team (CEO and CTO) and its close colleagues. In this respect, in the event of a departure, the loss of skills could hinder the Company's ability to achieve its objectives and implement its strategic plan.

Risk management. To limit this risk, the Company has taken care to recruit a management team made up of diverse profiles that complement those of the founders, and to implement a dynamic compensation policy. In this context, AFYREN is gradually implementing a compensation policy to recognise individual and collective performance and retain key talent with multi-year objectives. The Group is also working to develop the skills of its employees to secure the organisation's key skills and positions.

RISKS ASSOCIATED WITH CYBERCRIME AND INFORMATION SYSTEMS

AFYREN's information system is exposed to the risk of computer hacking. Although such attacks are often aimed at obtaining a ransom, they may also target technology theft and the theft of the Group's intellectual property (plans, manufacturing processes, R&D results). The news shows that all business sectors are now targets, not only to paralyse the business, but also to appropriate strategic intangible assets.

Furthermore, the plant operated by AFYREN NEOXY and future plants operate automated systems, based on the use of data required for the steering and control of production, maintenance management, sales activity and finance. Incorrect use of the systems due to a lack of technical expertise or their failure due to obsolescence or lack of updating could have an impact on the proper functioning of the plant.

Some IT tools specific to certain professions are currently mastered only by a limited number of "experts". The departure of these experts could lead to a loss of know-how and a reduction in efficiency in the use of tools, some of which are quite critical in the management of the Group.

In the event of a cyber attack targeting AFYREN or its factories, the Group could be exposed to:

- The risk of paying a ransom of a potentially significant amount;
- An interruption of the automated systems leading to paralysis of production (breakdown, slowdown);



- A leak of confidential data and trade secrets. Such a loss of intellectual property could permanently compromise the Group's competitive advantage, allowing competitors to duplicate AFYREN's processes or products without bearing development costs.

These events could adversely affect the Group's business, financial position, results, reputation and/or financial prospects.

More generally and regardless of the means used, the Group is exposed to the risk of fraud, including, but not limited to "CEO Fraud" (an unknown third party impersonating the CEO making a request for an urgent payment)

Risk management.

To limit this risk, AFYREN has implemented measures to ensure the reliability and security of its IT systems, in particular by contracting out the design, maintenance and operation of the Information System to a specialist facilities management company. Specific critical data protection measures (strict management of access rights, traceability of data exfiltrations) are applied to protect the information assets.

The industrial network used to control the plant's equipment is physically separate from the 'office' IT network, and the interface between these two networks is reduced and controlled by cybersecurity equipment. AFYREN also invests in people by training users on business tools to ensure continuity if an expert is unavailable or leaves.

In addition, all software and IT solutions (firewall, routers, Wi-Fi access points) hardware and software (antivirus, hard disk encryption solutions) used to manage the company's activities have been selected and integrated into the overall architecture by the facilities management company. As part of our cybersecurity policy, we conduct regular phishing simulations. The objective is twofold: to assess the vigilance of our teams under real conditions and to adapt our training programmes to ensure an optimal level of protection against current threats. The approach is based on an adaptive frequency: the higher the risk, the more sustained the training:

- For all employees: a half-yearly test to maintain reflexes.
- In learning: one test every 3 months with a quick theoretical reminder.
- Critical profiles or priority targets (HR, Accounting, IT): a quarterly test with in-depth training and complex scenarios.

AFYREN also relies heavily on the recommendations of the ANSSI. Also, AFYREN has taken out a Group-wide cyber insurance policy with an international insurer covering the digital risks to which the Group may be exposed, and has prepared a remediation plan in the event of a cyber attack (Business Continuity and Disaster Recovery Plans).

LEGAL AND REGULATORY RISKS

RISKS ASSOCIATED WITH THE REGULATORY ENVIRONMENT

As AFYREN operates in an emerging market (production of biobased carboxylic acids), it cannot rule out the risk of a change in regulations that would increase the constraints to which it is exposed in its production activity, in the operation of an industrial site dedicated to the manufacture of such products, and in the marketing with access to the market for its products.



The Company's performance therefore depends on its compliance with regulatory requirements in terms of product compliance (in the targeted market sectors), environmental protection, and public health and safety on an industrial site.

AFYREN targets the marketing of its products in highly regulated business sectors: flavours and fragrances (cosmetics), human and animal food, fine chemicals, etc.

Changes in existing regulations and the implementation of new regulations may have an impact on the Group's control over its product production and sales schedules, and therefore on its ability to meet deadlines with customers.

Risk management: To improve its understanding of the regulatory context in which it operates, AFYREN has set up an in-house working group under the responsibility of a regulatory affairs manager recruited in 2022, and also relies on external expertise (leading specialised consulting firms) and the Legal Department. AFYREN pays particular attention to provisions relating to regulatory obligations in commercial contracts.

INTELLECTUAL PROPERTY RISKS

AFYREN's innovative and unique positioning is based on the patents and know-how it holds and the know-how it has developed. In this respect, the Company's intellectual property protection policy is essential to the achievement of its strategic plan.

AFYREN's success therefore depends, among other things, on its ability to obtain, retain and protect its patents, trademarks, logos and know-how. It cannot be ruled out that AFYREN may be unable to develop new patentable inventions, that the validity of its patents may be challenged, that it may not be granted patents for which it has filed applications (which constitute a significant part of its current protection portfolio), or that the patents filed will not provide it with sufficiently broad protection to secure its competitive position.

Furthermore, the Company cannot be certain that the confidentiality of its know-how (by definition non-patentable) or its industrial secrets will be effectively guaranteed by the protections put in place, and that in the event of a breach, satisfactory remedies may be exercised. The confidentiality of this know-how could also be affected in the event of theft or loss of computer data.

In addition, AFYREN's competitors could infringe its patents or other intellectual property rights or circumvent them through design innovations. To prevent counterfeiting, the Group could take actions that would be costly and mobilise its teams. AFYREN may not be able to prevent the misappropriation of its intellectual property rights, the unauthorised use of which is difficult to control.

It should also be noted that the process developed by AFYREN is based on the production of natural, non-genetically modified microorganisms that cannot, by their very nature, be patented. It cannot therefore be ruled out that competitors will incorporate the use of these natural microorganisms into their own processes.

Any exploitation of a new technology presents the risk of being faced with third-party rights that hold patents on key elements of the technology and hinder its development. AFYREN has not identified any third party rights likely to oppose the use of its innovations. One of AFYREN's patents relating to the fertilizer by-product was the subject of an opposition notified on 16 October 2025, to which AFYREN responded on 28 January 2026 (EPO ARC dated 29 January 2026), primarily requesting the rejection of the opposition.



Technological monitoring of patent databases depends on the accuracy of the information in these databases, and there is always a risk that third-party patents may not have been identified. The occurrence of one of these events concerning intellectual property rights could have a significant adverse effect on AFYREN, its business, financial position, results, prospects or development.

Risk management: To limit this risk, AFYREN has entrusted the management of its patent portfolio, consisting of nine families published to date, to a firm of intellectual property advisors who ensure that they are filed in the relevant countries in order to provide the right level of protection and carry out and maintain regular watch on published patent applications in the field and, in coordination with internal teams, manage the defence of patents, particularly in the event of opposition. The active policy pursued by the Company to protect its innovations creates a favourable context for minimising risks to potential patents and patent applications from third parties. The procedures for examining the various patent families and patent applications have not revealed any previous patents that could prevent AFYREN from exploiting its innovations.

AFYREN limits as much as possible the granting of licences on its know-how (in its model, these licences will only be granted within the Group) and ensures that its employees' employment contracts contain enforceable intellectual property rights assignment clauses and confidentiality clauses limiting the risk of disclosure of know-how. The actions taken to strengthen the IT security of AFYREN's system make it possible to prevent theft or loss of computer data.

2.10 RISK MANAGEMENT AND INTERNAL CONTROL PROCEDURES IMPLEMENTED BY AFYREN FOR THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION

AFYREN ensures that internal control and risk management measures relating to the preparation and processing of accounting and financial information are properly implemented. AFYREN gives priority to risk control at each stage of the preparation and processing of accounting and financial information.



2.11 ALTERNATIVE PERFORMANCE INDICATORS

In addition to accounting aggregates, management has identified several alternative performance indicators (“APIs”) to monitor the performance of its activities, including two financial indicators, production revenues and EBITDA margin (current and current production). These financial indicators are not representative in 2025, as the Company did not record any significant net income, but they should eventually make it possible to monitor the economic performance of each of the production units, and the Group's overall development.

(I) Production revenue indicator

Production revenues are understood to be at the level of the plants owned by the Company's subsidiaries or holdings, and are used to measure both the operational and commercial performance of production.

The Company's revenues, as an accounting aggregate, are based on a different logic since they also depend on the plant consolidation policy.

(II) Current EBITDA margin indicator

The current EBITDA margin is measured in relation to revenues.

Current production EBITDA is defined at plant level and corresponds to current operating income adjusted for depreciation, amortisation and net impairment of property, plant and equipment and intangible assets and, where applicable, the annual fixed amount of royalties relating to the remuneration of a technology licence granted by AFYREN (including both the fixed and variable portions). This APM measures the asset's operating profitability, including all operating costs, regardless of its financing or investment policy.

Current EBITDA is understood to be at the Company level and corresponds to current operating profit restated for depreciation and amortisation and net impairment of property, plant and equipment and intangible assets. This API, which also depends on the plant consolidation policy, is also used to measure of the Company's ability to manage its structural costs to continue to develop technology and to develop and operate its plants.

(III) Non-financial indicators

In addition to financial indicators, AFYREN publishes or plans to publish indicators of a more operational nature or relating to its ESG performance. These indicators are likely to change as the Group develops.

Committed and installed capacity indicator

This indicator tracks acid production capacity (in kilotonnes) according to two stages of progress: (i) committed capacity (for projects that have validated a certain number of stages (market study, feasibility, site selection, etc.) in the plant preparation process), and (ii) installed capacity (i.e. after industrial commissioning).

ESG performance monitoring indicator(s)

At the date of this Annual Financial Report, the Company is in the process of analysing its ESG (environmental, social and governance) performance indicators in the light of future CSRD requirements (Gap Analysis). A selection of non-financial indicators has been detailed in the AFYREN sustainability report, which is prepared on a voluntary basis and is scheduled for publication on an annual basis.



2.12 REVIEW OF FINANCIAL POSITION

The reader is invited to read the following information relating to the Company's financial position and results together with the Annual Financial Report as a whole and in particular the Company's annual financial statements (Appendix 1) prepared for the purposes of the Annual Financial Report for the financial years ended 31 December 2025 and 31 December 2024, which have been audited by the statutory auditor whose reports are presented in Appendix 2.

The comments on the financial statements below are based solely on these financial statements.

The Company has prepared financial statements in accordance with International Financial Reporting Standards (IFRS) for the purposes of the Annual Financial Report for the financial years ended 31 December 2025 and 31 December 2024.

In € thousands	2025.12	2024.12
Revenues	2,273	2,862
Other income	523	666
Purchases and external expenses	(3,016)	(3,035)
Personnel costs	(5,948)	(5,578)
Depreciation of fixed assets and rights of use	(858)	(851)
Other expenses	(120)	(142)
Current operating income	(7,147)	(6,078)
Non-current operating income		-
Operating income	(7,147)	(6,078)
Net financial income	1,543	1,891
Share in income of equity-accounted company (net of tax)	(8,762)	(5,567)
Income tax		-
Net income for the year	(14,366)	(9,754)

REVENUES

In € thousands	2025.12	2024.12
Licence and development of industrial know-how	-	1,370
Other services	2,273	1,492
Total revenues	2,273	2,862

CHANGE IN REVENUES BY TYPE

The revenue of the parent company AFYREN amounts to €2.3 million in 2025. It comprises the various contracts for the provision of services (technical, commercial, administrative, ...) concluded with AFYREN NEOXY. From December 2018 until 2024, it also included income from patent licences and know-how granted to AFYREN NEOXY. These products ended with the completion of the industrialization phase.

The accounting treatment and components of revenues are detailed in note 6.2 to the IFRS financial statements for the year ended 31 December 2025 in Appendix 2.



CURRENT OPERATING INCOME

OPERATING EXPENSES AND CURRENT OPERATING INCOME

Net current operating expenses¹¹ amounted to €9.4 million in 2025, up from €8.9 million in 2024.

These expenses include:

- purchases and external expenses are stable compared with the financial year, including an increase in consumables and equipment, more than offset by a decrease in outsourced services;
- personnel expenses, up by €0.4 million, mainly related to wages and salaries (+€0.6 million). The average number of full-time equivalents (FTEs) was 48, compared with 44 at the end of 2024 (excluding AFYREN NEOXY).

Within operating expenses, research and development spending recorded as expenses amounted to €1.7 million in 2025, remaining broadly stable compared with the same period in 2024

These items are detailed in Notes 6.4 and 6.5 to the IFRS financial statements for the year ended 31 December 2024 in Appendix 2.

The Group's current operating income is down by €1.1 million compared with 2025. Half of this fall is due to the 'technical' drop in turnover and half to a moderate increase in operating expenses.

FORMATION OF NET INCOME

NET FINANCIAL INCOME (EXPENSE)

Net financial income was positive in 2025: financial income from the cash investment amounted to €1.5 million in 2025, compared with €1.9 million in 2024. Financial expenses amounted to €78 thousand for the year, reflect the very low level of debt at the parent company, AFYREN.

SHARE IN INCOME OF EQUITY-ACCOUNTED COMPANY (NET OF TAX)

The share accounted for in AFYREN NEOXY's net income was €(8.8) million at the end of 2025, compared with €(5.6) million at the end of 2024. This result is linked to the mechanical increase in the plant's operating expenses and depreciation charges due to the start of continuous production in the second half of 2025, while the first revenues from product sales are gradually materialising. In 2025, AFYREN NEOXY produced nearly 400 tonnes of bio-based acids, as well as a significant volume of associated fertiliser. This output represents total sales of around €1 million, of which €0.5 million were invoiced at year-end. This turnover, although below the initial ambitions of a few million euros, marks the first significant turnover in the history of AFYREN NEOXY¹². The result also includes an increase in interest expense in connection with secured financing at the end of 2024.

The reader is invited to refer to Note 5 of the IFRS financial statements for the year ended 31 December 2025 in Appendix 2.

In 2025, AFYREN NEOXY's overall net income was (€17.2) million compared with (€10.9) million in 2024.

¹¹ Net of other income, mainly operating grants.

¹² https://afyren.com/wp-content/uploads/AFYREN_CP_2026-01-15_Trading-update_FR_VF.pdf



At the end of 2025, AFYREN NEOXY's non-current assets amounted to €83.4 million, mainly including the plant's assets under construction as well as the know-how licence granted by AFYREN for an initial €10.6 million, of which €3.2 million has since been amortised. Afyren Neoxy's cash and cash equivalents amounted to €3.9 million.

Current assets amounted to €6.4 million at the end of December 2025, and mainly consisted of grant receivables totalling €2.2 million and production-related inventory amounting to €1.6 million.

NET INCOME

Net income stood at (€14.4) million at the end of 2025, compared with (€9.8) million at the end of 2024.

INFORMATION ON THE SHARE CAPITAL, CASH AND FUNDING SOURCES

AFYREN's sources of funding consist mainly of equity contributed by AFYREN's investors as well as bank loans taken out with credit institutions, repayable advances and loans from Bpifrance.

FINANCIAL DEBT AND CASH

In € thousands	2025.12	2024.12
Convertible bonds	-	-
Other borrowings	1,975	3,066
<i>Of which State guaranteed loan (PGE)</i>	336	1,023
<i>Of which repayable advances</i>	-	55
<i>Of which other borrowings</i>	1,637	1,973
<i>Of which accrued interest</i>	2	16
Total borrowings	1,975	3,066
Lease liabilities (IFRS 16)	443	250
Total borrowings and financial liabilities	2,418	3,317
Total cash and cash equivalents	35,160	33,538

At the end of 2025, AFYREN's total financial debt was very limited, at €2.4 million including lease liabilities and €2.0 million excluding lease liabilities.

The Group has a cash position of €35.2 million, which enables it to meet its obligations and finance its future developments.

See Notes 13 (Cash and cash equivalents), 16 (Borrowings, financial liabilities and lease liabilities), and 18 (Financial instruments and risk management) to the IFRS Financial Statements for the year ended 31 December 2025 in Appendix 2.

CASH FLOW

SIMPLIFIED CASH FLOW STATEMENT

In € thousands	2025.12	2024.12
Net income for the year	(14,366)	(9,754)
Depreciation of fixed assets and rights of use	858	851
Net financial income	(1,543)	(1,891)
Share in income of equity-accounted company (net of tax)	8,762	5,567
Cost of share-based payments	455	767
Other	(23)	43
Cash flow	(5,856)	(4,417)
Net change in WCR	262	(1,205)
Net cash from operating activities	(5,595)	(5,623)



Net cash used in investing activities	(14,672)	(9,114)
Net cash used in financing activities	21,888	(1,284)
Net change in cash and cash equivalents	1,622	(16,021)

CHANGE IN WORKING CAPITAL REQUIREMENT (WCR)

In € thousands	2025.12	2024.12
Trade receivables	(50)	35
Customer contract liabilities	-	(1,321)
Trade payables	(217)	138
Provisions and employee benefits	24	13
Other current receivables/payables	505	(70)
Total changes	262	(1,205)

In 2025, AFYREN did not record a significant change in WCR.

CASH FLOW FROM INVESTING ACTIVITIES

At 31 December 2025, the net cash used by investing activities corresponded mainly to AFYREN's contribution to the financing of its subsidiary AFYREN NEOXY via a shareholder loan (+€15 million), partially offset by interest received from the investment of cash (+€0.6 million).

CASH FLOW FROM FINANCING ACTIVITIES

As at 31 December 2025, net cash used in financing activities mainly reflects the capital increase raised from Kemin Industries Inc. and Bpifrance Large Venture. Repayments related to borrowings and financial debts (including lease liabilities) represent €1.3 million.

New borrowings and repayments are described in Note 16 (Borrowings, financial liabilities and lease liabilities) and Note 18.3.3 on liquidity risk in the notes to the IFRS financial statements in Appendix 2.

INFORMATION ON BORROWING CONDITIONS AND FUNDING STRUCTURE



GROUP FINANCIAL LIABILITIES AS OF 31 DECEMBER 2025

In € thousands	Currency	Variable/fixed interest rate	Maturity year	Nominal value	2025.12	2024.12
					Carrying amount	Carrying amount
State guaranteed loan (PGE) - BNP	EUR	Fixed rate	2026	780	101	302
State guaranteed loan (PGE) - BPI	EUR	Fixed rate	2026	300	38	131
State guaranteed loan (PGE) - BPAR	EUR	Fixed rate	2026	780	99	296
State guaranteed loan (PGE) - CA	EUR	Fixed rate	2026	780	98	295
Total state guaranteed loans (PGE)				2,640	336	1,023
BPI PAI 3 repayable advance	EUR	Fixed rate	2025	302	-	15
BPI PAI 3 repayable advance	EUR	Fixed rate	2025	198	-	40
Total repayable advances				500	-	55
BNP Investissement 2024	EUR	Variable rate	2027	260	156	239
BPI R&D Innovation loan	EUR	Fixed rate	2027	750	300	488
BPI R&D Innovation loan	EUR	Fixed rate	2028	200	110	160
BPI R&D Innovation loan	EUR	Fixed rate	2030	1,000	1,000	1,000
BPI Boehringer loan	EUR	Fixed rate	2027	75	19	34
BPI Prospecting insurance	EUR	Fixed rate	2029	52	52	52
Total other borrowings				2,077	1,637	1,973
Lease liability	EUR	Fixed rate		443	443	250
Accrued interest					2	16
Total				5,660	2,418	3,317



STATE GUARANTEED LOANS

The Company has taken out four state-guaranteed loans (PGEs) with Banque Populaire, Crédit Agricole, BNP and BPI on similar terms. These loans were taken out in May 2020 with BNP, and in June 2020 for the other banks for a total amount of €2.6m.

When they were taken out, these loans were on the following terms: 12-month grace period on principal and interest followed by an instalment in arrears comprising principal repayment and payment of interest and the cost of the State guarantee.

For the first year, the contractual financing rate corresponds only to the 25bp cost of the State guarantee.

In March 2021, the Company requested and obtained a five-year extension for the four PGEs, including an additional one-year deferral.

The instalments at the end of the grace period are quarterly (and monthly for Banque Populaire) at the end of the principal grace period, i.e. from July/August 2022. The interest rates applied over the repayment period corresponding to the bank's refinancing cost (annual rate between 0.25% and 1.5%) plus the cost of the State guarantee (0.25% per year).

REPAYABLE ADVANCES AND INTEREST-FREE LOANS

Repayable advances PAI 1, 2 and 3 benefit from deferred repayment of 12 quarters followed by repayment in 20 quarterly instalments in arrears.

- ✓ PAI 3 (€302 thousand): this repayable advance was taken out in May 2016 and has an annual interest rate of 4.40%; It was repaid in full in 2025.
- ✓ PAI 3 (€198 thousand): this repayable advance was taken out in February 2017 and has an annual interest rate of 4.47%; It was repaid in full in 2025.

OTHER BORROWINGS

AFYREN has taken out various loans with BPI and other long-term partners:

- ✓ BPI CMI: two tranches with a repayable advance and a grant, taken out in 2017. The repayable advance bears interest at an annual rate of 0%;
- ✓ BPI Innovation R&D: taken out in 2019 with an annual interest rate of 0.63%;
- ✓ BPI Innovation R&D: taken out in 2021 with an annual interest rate of 0.71%;
- ✓ BPI Innovation R&D: taken out in 2023 with an annual interest rate of 4.05%;
- ✓ A Banque Populaire AURA loan under the BOEHRINGER revitalisation scheme taken out in 2022 at an annual rate of 0%;
- ✓ A prospecting insurance with BPI with a repayable advance taken out in 2022.
- ✓ A BNP loan taken out with BNP, for a period of 36 months, at the annual rate of 3-month EURIBOR + 1.95%.

LEASE LIABILITIES

Property leases and leases falling within the scope of IFRS 16 are restated as if the corresponding assets had been acquired and financed through loans. Non-current assets are recorded on the line "Right of use" in the balance sheet. The corresponding liabilities are recorded under "Lease liabilities".



INVESTMENTS

MAIN INVESTMENTS MADE

In 2025, the main investments made by AFYREN concern the financial support provided to its subsidiary AFYREN NEOXY, through a shareholder loan.

MAJOR INVESTMENTS UNDERWAY OR FIRMLY COMMITTED TO, AND HOW THEY WILL BE FINANCED

AFYREN is not planning any short-term investments, with the exception of financial support for its subsidiary AFYREN NEOXY.

INFORMATION ABOUT AFYREN

NEWS AND RESULTS

In € thousands	2025.12	2025.12
Revenues	722	488
Operating income	(6,316)	(6,813)
Net financial income (expense)	(5,569)	(4,664)
Non-current income	-	94
Corporate income tax	442	571
Net income	(11,443)	(10,812)
Equity	73,342	61,737
<i>Of which share capital</i>	722	522
Financial liabilities	1,975	3,066
Cash and cash equivalents	35,159	33,472

Revenues amounted to €722 thousand in 2025, up from 2024. These were administrative and commercial services invoiced to NEOXY.

Operating expenses were stable overall, with operating income of €(6,316) thousand in 2025.

The net loss was €(11,443) thousand.

NON-TAX-DEDUCTIBLE EXPENSES

In accordance with the provisions of Article 223 quater of the French General Tax Code, we hereby inform you that no non-tax-deductible expenses were incurred during the past financial year.

In addition, none of the general operating expenses referred to in Articles 39-5 and 223 quinquies of the French General Tax Code that do not appear on the special statement were incurred.

AMOUNT OF OVERHEADS REINTEGRATED FOLLOWING A TAX ADJUSTMENT

None.



TABLE OF FINANCIAL RESULTS

	2025.12	2024.12	2023.12	2022.12	2021.12
I. Financial position at year-end (in thousands of euros)					
a) Share capital	722,148	522,201	517,371	515,240	349,513
b) Number of shares comprising the share capital	36,107,422	26,110,089	25,868,568	25,762,024	3,495,133
Number of shares issued with a nominal value of €0.02	36,107,422	26,110,089	25,868,568	25,762,024	
Number of shares issued with a nominal value of €0.10					3,495,133
c) Number of bonds convertible into shares			346,274	346,274	346,274
II. Overall result of actual operations (in € thousands)					
a) Revenues excluding tax	721,984	487,500	859,999	882,264	1,870,966
b) Earnings before tax, depreciation, amortisation and provisions	-3,910,091	-4,192,782	-3,552,660	-2,464,643	-751,166
c) Corporate income tax	441,968	571,355	364,791	239,037	212,997
d) Earnings after tax, depreciation, amortisation and provisions	-11,443,142	-10,812,002	-3,891,655	-2,695,004	-992,121
e) Amount of distributed earnings	0	0	0	0	0
III. Earnings per share (in euros)					
a) Earnings after tax but before depreciation, amortisation and provisions	-0.11	-0.12	-0.12	-0.09	-0.15
b) Earnings after tax, depreciation, amortisation and provisions	-0.32	-0.41	-0.15	-0.10	-0.28
c) Dividend paid per share	0	0	0	0	0
IV. Personnel (in € thousands)					
a) Number of employees	48	44	32	30	20
b) Payroll costs	3,853,984	3,497,572	2,821,804	2,224,746	1,835,998
c) Amount paid for social benefits (social security, services, etc.)	1,436,095	1,579,096	1,108,075	841,780	731,209

**ACQUISITIONS OF EQUITY INTERESTS AND CONTROLLING INTERESTS AT YEAR-END**

None

REFERENCE TO PAYMENT TERMS FOR SUPPLIERS AND CUSTOMERS

Article D. 441-6, I-1°: Invoices received and due but not paid at year-end, by number of days overdue

	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day or more)
(A) Late payment lengths						
Number of invoices concerned	41	5	2	5	1	13
Total amount of invoices concerned incl. VAT	€52,591	€20,274	(3,176) €	€9,629	(23) €	€26,705
Percentage of total purchases incl. VAT for the year	1.39 %	0.54%	(0.08)%	0.26%	0.00 %	0.71 %
(B) Invoices excluded from (A) relating to disputed or unrecognised liabilities						
Number of invoices excluded						
Total amount of invoices excluded						
(C) Reference payment terms used (contractual or statutory - Article L. 441-6 or Article L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments	30 days from invoice date					

Article D. 441-6, I-2°: Invoices issued and due but not paid at year-end, by number of days overdue

	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day or more)
(A) Late payment lengths						
Number of invoices concerned	5	0	0	1	1	2
Total amount of invoices concerned incl. VAT (1)	€364,687	€0	€0	€1,000	€1,440	€2,440
Percentage of total sales incl. VAT for the year	12.37 %	0.00 %	0.00 %	0.03%	0.05%	0.08%
(B) Invoices excluded from (A) relating to disputed or unrecognised liabilities						
Number of invoices excluded						
Total amount of invoices excluded						
(C) Reference payment terms used (contractual or statutory - Article L. 441-6 or Article L. 443-1 of the French Commercial Code)						
Payment terms used to calculate late payments	30 days from invoice date					

**AMOUNT OF LOANS WITH A MATURITY OF LESS THAN THREE YEARS GRANTED BY THE COMPANY**

None

INTERCOMPANY LOANS

During the 2024 financial year, AFYREN set up a shareholder loan in favour of its subsidiary AFYREN NEOXY, amounting to €10 million at 31 December 2024. Accrued interest on this shareholder loan amounted to €231,000.

During the 2025 financial year, AFYREN made a contribution to the shareholder loan in favour of its subsidiary AFYREN NEOXY, amounting to €15 million at 31 December 2025. Accrued interest on this shareholder loan amounted to €820 thousand.

2.13 FORESEEABLE DEVELOPMENTS AND OUTLOOK

DEVELOPMENT STRATEGY

Since its creation, the Company's mission has been to build and operate production facilities in the main organic acid-consuming regions of Europe (35% of global demand from C3 to C6), Asia (25%) and North America (27%).

At the time of its IPO in 2021, AFYREN translated this ambition into a roadmap aimed at commissioning three profitable production units, capable of generating 150 M€ between them in revenue with a current EBITDA margin of around 30% at full capacity. The objective was then to develop, build and start these three units in a tight sequence, aimed in particular at achieving "Group" financial breakeven by the second unit. The joint-venture structure of the first unit did not cover both plant costs and structural costs (R&D, Commercial, support functions, etc.).

AFYREN NEOXY's investment programme, launched and financed in the second half of 2025, followed by its acquisition, opens up new prospects. AFYREN is now adopting a more gradual sequence: consolidating and removing the bottlenecks at the NEOXY plant, then launching the engineering studies for plant 2 on a fully stabilised industrial base.

These developments must enable:

- reaching the "Group" financial equilibrium point with the first plant; and
- more gradual and potentially less dilutive financing of future plants, by integrating a growing share of self-financing in OPEX.

Concerning plants 2 and 3, AFYREN has two projects at an advanced stage of development: one in France (+24,000 tonnes/year) and the other in Thailand (+28,000 tonnes/year). For these two projects, land is identified and available, a supply of raw materials and utilities can be secured with identified counterparties, and customers are being engaged, making it possible to envisage contracting ahead of the first construction works. Each of these projects aims for a target profitability higher than that of AFYREN NEOXY, in particular thanks to scale effects.



AMBITIONS 2026-2030

In 2026, AFYREN plans to significantly increase the production rate of its AFYREN NEOXY plant and therefore its turnover, while integrating the voluntary shutdowns already scheduled (in June and the last quarter of 2026) as part of the consolidation and optimisation plan that will extend until 2027.

At the end of this investment phase, AFYREN aims to reach the plant's break-even point, then that of the Group. Confirmation of this trajectory will determine the final decision to invest in the second plant, which AFYREN can reasonably envisage for 2028 with a view to commissioning in 2030.

2.14 SHARE CAPITAL AND SHARE OWNERSHIP

BREAKDOWN OF SHARE CAPITAL AND VOTING RIGHTS

At 31 December 2025, the Company's share capital consisted of:

	Total shares	
Number of shares:	31.12.2025	31.12.2024
Outstanding at 1 January of the financial year	26,110,089	26,022,590
Capital decrease	-	-
Capital increase	9,997,333	87,499
Outstanding as of 31 December	36,107,422	26,110,089

In 2025, the Company's share capital was increased to €722,148.44 divided into 36,107,422 shares with a par value of €0.02 each (see 3.8 above).

In 2025, 51,524 shares were definitively vested under free share plans for which the Board of Directors made use of the delegation of authority granted by the combined general meeting of 11 June 2021.

In addition, 414,000 BSPCE were exercised during the year ended 31 December 2025.

The Company's share capital and voting rights as of 31 December 2025 are distributed as follows:

	Number of shares	% of share capital on a non-diluted basis	% voting rights on a non-diluted basis
Founders	8,515,304	23.6%	30.6%
Kemin Industries	8,333,333	23.1%	15.8%
Bpifrance Large Venture	2,907,271	8.1%	8.6%
Sofinnova	3,313,273	9.2%	12.5%
Hedgescope	2,730,864	7.6%	10.3%
Other shareholders	10,142,849	28.1%	22.1%
Treasury shares	164,528	0.5%	
Total	36,107,422	100.0%	100.0%

¹ Notably via AFY Partners, a company owned by Christophe Calice, Nicolas Sordet and Jérémy Pessiot



THRESHOLDS CROSSED AT THE END OF THE FINANCIAL YEAR

In a letter received on 2 December, Kemin Industries Inc. indicated on 25 November that it had exceeded the 20% shareholding threshold in AFYREN and held 23.35% of the Company's share capital.

In an email received on 1 December, Sofinnova Industrial Biotech I indicated that it had fallen below the statutory threshold of 10% shareholding in AFYREN and held 9.3% of the Company's share capital.

NOTICE OF HOLDING OF MORE THAN 10% OF THE CAPITAL OF ANOTHER JOINT STOCK COMPANY. DISPOSAL OF CROSS-SHAREHOLDINGS

None.

TREASURY SHARES

At 31 December 2025, the Company held 106,114 shares in pure registered form, mainly as a result of purchases made on the market by an investment services provider as part of a share buyback programme aimed at limiting the dilution of shareholders resulting from multi-year free share plans to corporate officers and employees. The share buyback programme implemented with Natixis Corporate & Investment Banking is described below.

The Company also held a portfolio of 58,414 shares intended to be used to stimulate the secondary market or ensure the liquidity of the share. These shares were purchased through an investment services provider under a liquidity contract that complies with accepted regulatory practice.

The liquidity agreement implemented with Natixis ODDO BHF is described below.

MAIN CHARACTERISTICS OF THE COMPANY'S TRANSACTIONS IN ITS OWN SHARES

LIQUIDITY AGREEMENT ENTRUSTED TO NATIXIS ODDO BHF

AFYREN entrusted NATIXIS and ODDO BHF SCA, with effect from 1 November 2021, with the implementation of a liquidity and market surveillance agreement for its ordinary shares. The purpose of this contract is for ODDO BHF SCA to promote the Afyren share on the regulated market of Euronext Growth in Paris. The amount allocated to its implementation is €300,000. By an amendment to the current liquidity contract with NATIXIS and ODDO BHF SCA, dated 18 April 2023, AFYREN increased the funds made available under this liquidity contract by a further €150,000.

In accordance with the provisions of Article L.225-211 of the French Commercial Code, AFYREN discloses the details of the liquidity account of the share buyback programme as of 31 December 2025:

- ✓ 58,414 Company shares with a value of €153,278 valued at the average purchase price of the shares (€2.62) and €163,559 valued at the share price on 31/12/2025 (€2.8);
- ✓ the amount of cash available is €139,114.



During the year ended 31 December 2025, 534,157 shares were purchased and 545,168 shares were sold under this liquidity contract. The average purchase price was €2.24 and the average sale price was €2.28.

SHARE BUYBACK PROGRAMME ENTRUSTED TO NATIXIS CORPORATE & INVESTMENT BANKING

In December 2023, the Board of Directors used the authorisation granted to it under the sixth resolution adopted by the general meeting of 21 June 2023 to launch a new share buyback programme. This programme, for a maximum amount of €0.3 million, began on 18 January 2024 and ended on 6 May 2024. 151,947 shares were bought back under this programme. In a context of low share prices, this programme limits shareholder dilution resulting from multi-year share allotment plans, with no significant impact on cash. The programme has enabled funding of a self-retention account, which is, to date, sufficiently funded to fulfil its mission.

DISPOSALS OF SHARES IN THE CASE OF CROSS-SHAREHOLDINGS

None.

EMPLOYEE SHAREHOLDING

At 31 December 2025, 1,076,167 Company shares were held by the Company's employees and executives (excluding the Chief Executive Officer), including 201,000 from the exercise of BSPCEs during the year.

The main grants to employees are detailed in note 6.5.4 "Share-based payments" to the IFRS financial statements in Appendix 2 of the Annual Financial Report.

Pursuant to Article L.225-102 of the French Commercial Code, it should be noted that at the end of the financial year, no shares in the Company's capital were held by employees as part of collective management.

TRANSACTIONS IN SECURITIES BY PERSONS WITH MANAGERIAL RESPONSIBILITIES

Summary statement of transactions referred to in Article L.621-18-2 of the French Monetary and Financial Code carried out during the last financial year:

Person concerned and position	Type of transaction	Date of the transaction	Amount of the transaction (in €)	Number of shares
Jeremy Pessiot, Deputy CEO	PURCHASE (exercise of BSPCE warrants)	15/12/2025	100,700	188,500
Stefan Borgas, Chairman of the Board	PURCHASE	16/12/2025	56,320	20,500
Nicolas Sordet, Chief Executive Officer	PURCHASE (exercise of BSPCE warrants)	23/12/2025	110,385	213,000

AMOUNT OF DIVIDENDS DISTRIBUTED OVER THE LAST THREE YEARS

There are no plans to introduce a dividend payment policy in the short or medium term, given the Company's stage of development, in order to mobilise the resources available to finance its development plan.

The Company has not paid any dividends in respect of the last three financial years.



PROPOSED APPROPRIATION OF 2025 NET INCOME

Noting that the Company's net income for the year ended 31 December 2025 amounted to €(11,443,141.74), the Board of Directors proposes that it be allocated in full to the "Retained earnings" account, which would be brought from €(24,853,612.89) to €(36,296,754.63).

2.15 MAIN RELATED PARTY TRANSACTION

The main transactions entered into are detailed in note 19 to the IFRS financial statements in Appendix 2 of the Annual Financial Report.



03 CORPORATE GOVERNANCE REPORT





3 CORPORATE GOVERNANCE REPORT

This section is presented in accordance with the provisions of Article L.225-37 paragraph 6 of the French Commercial Code.

To organise its governance, the Company's Board of Directors has decided to refer to the corporate governance code for small and mid-sized companies as published in its latest version in September 2021 by Middelnext (the "**Middelnext Code**") and approved as a reference code by the French Financial Markets Authority (AMF). This code is available on the Middelnext website (<https://www.middelnext.com>). It includes recommendations and points of attention that the Compensation Committee and the Board of Directors will review each year.

Since its listing on Euronext Growth, the Company's objective has been to gradually comply with the relevant recommendations of the Middelnext Code regarding corporate governance, as it believes it is the most appropriate for its size and shareholder structure.

In accordance with the "*comply or explain*" principle, this Annual Financial Report sets out the Company's position in relation to the provisions of the Middelnext Code in the table below.



Middlenext Code recommendation	Applied	Not applied / Under consideration
1. "Supervisory" power		
R1: Ethics of Board members	X	
R2: Conflicts of interest	X	
R3: Composition of the Board - Presence of independent members	X	
R4: Information provided to Board members	X	
R5: Training of Board members		X
R6: Organisation of Board and Committee meetings	X	
R7: Establishment of committees	X	
R8: Establishment of a specialised committee on corporate social responsibility (CSR)	X	
R9: Establishment of internal rules for the Board	X	
R10: Selection of each Board member	X	
R11: Term of office of Board members	X	
R12: Compensation of Board members in respect of their offices	X	
R13: Establishment of an assessment of the Board's work	X	
R14: Relationships with the shareholders	X	
2. Executive power		
R15: Diversity and equity policy within the company	X	
R16: Definition and transparency of compensation of executive corporate officers	X	
R17: Preparation of management succession		X
R18: Combination of employment contract and corporate office	X	
R19: Severance pay	X	
R20: Supplementary pension schemes	X	
R21: Stock options and free share grants	X	
R22: Review of points of attention	X	



Comments:

▪ *On recommendations not yet implemented:*

R5: The Company is supported by Board members with first-rate experience, specific skills and/or who have already held several positions as members of a collegiate management body, particularly in the industry sector. The Company takes into account all the training needs expressed by members of the Board of Directors, particularly in the area of CSR. No specific training needs were identified in 2025.

R17: At its meeting on 9 December 2022, the Board of Directors indicated that a meeting would be held in 2024 to prepare for the succession of the CEO and the means to be implemented in the event of the CEO's total or partial inability to carry out his duties. This did not take place in 2025, and the Board of Directors is continuing to reflect on the matter, bearing in mind that the current management team is stable and committed to the long term, and that no departures or changes are planned in the short or medium term, making succession planning less of a priority for the time being.



3.1 BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

Last name, first name, and title or office of Board members	"Members of the Board" Independents Specify (yes/no)	Year of the first edition appointme nt/renewal date	Expiry of term of office	Committees			Experience and expertise provided
				Compensation committee	CSR Committee	Audit Committee	
Stefan Borgas <i>Director and Chairman of the Board of Directors</i>	YES	2024	General meeting to approve the financial statements for the year ended 31 December 2026	Member	N/A	Member	Executive management Industry
AFY Partners Represented by Christophe Calice <i>Director</i>	NO	2024	General meeting to approve the financial statements for the year ended 31 December 2026	Chairman	N/A	N/A	Executive management Digital
Valquest Partners Represented by Walid Sfeir <i>Director</i>	NO	2024	General meeting to approve the financial statements for the year ended 31 December 2026	N/A	N/A	Member	Finance Executive management International
Sofinnova Partners Represented by Michael Krel	NO	2024	General meeting to approve the financial statements for the year ended 31	N/A	N/A	N/A	Strategy Executive management Biotech



Director			December 2026				
Nicolas Sordet Chief Executive Officer and director	NO	2024	General meeting to approve the financial statements for the year ended 31 December 2026	N/A	Member	N/A	Finance Executive management International
Bpifrance Represented by Caroline Lebel Director	NO	2025	General meeting to approve the financial statements for the year ended 31 December 2027	N/A	Chairman	N/A	CSR Finance Digital
Patrizia Marraghini Director	YES	2025	General meeting to approve the financial statements for the year ended 31 December 2027	N/A	Member	Chairman	Finance Legal International



3.2 EXPERTISE AND PROFESSIONAL EXPERIENCE OF BOARD MEMBERS

In accordance with recommendation No. 10 of the Middenext Code, the biography including the experience and skills provided by each proposed member as well as the list of their offices are presented below and on the Company's website.

The Company also undertakes to provide a biography of a director upon appointment or reappointment.

Lastly, each appointment of a director, when applicable, will be the subject of a separate resolution submitted to the general meeting.

- **Stefan Borgas, Chairman of the Company's Board of Directors**

Mr Stefan Borgas started his career with BASF in Germany in 1990, holding several positions in various sectors (plastics, animal nutrition and vitamins) in different countries (Germany, USA, Ireland and China). He ended his career at BASF as Group Vice President, first for Europe and Africa, then for the Fine Chemicals and NAFTA division. He then became CEO of Lonza Group (a listed Swiss biotech company specialising in health, nutrition and ingredient manufacturing) until 2016, before becoming CEO of ICL (an Israeli company specialising in fertiliser production) for four years. Since 2016, he has been the CEO of RHI Magnesita, a listed Austrian company specialising in materials manufacturing. In parallel, he has held several directorships including at Syngenta, Sibelco and Yunnan Yuntianhua.

- **Nicolas Sordet: co-founder and CEO of AFYREN**

Nicolas Sordet holds a Master's degree in Corporate Finance and Financial Markets from the Grenoble Management School. He has also obtained capital market trading qualifications from various financial markets (HK SFC License 1, 2 and 3, Eurex & Euronext Exam Trader). He put his financial knowledge into practice by working as a trader at Société Générale from 2000 to 2002, then as a sales trader at BNP Paribas from 2002 to 2006. He was Deputy Chief Executive Officer of Link Securities from 2006 to 2013 and Private Equity, Venture Capital and Financing Advisor from 2013 to 2014 and has been able to apply his expertise within the Company thanks to his training and experience. In 2023, he trained on the challenges of transforming business models by participating in the Business Convention for the Climate - CEC (Lyon area).

- **Christophe Calice, permanent representative of AFY Partners, member of the Company's Board of Directors**

Christophe Calice began his professional career with commercial functions at the advertising agency of France Telecom's directories, Yellow Pages, allowing him very early on to understand the internet revolution to come. His motivation on the subject drove him into the path of entrepreneurship, with the creation in 1997 of a first digital publishing company, then in parallel the co-creation in 2008 of "Mister Auto" (an online company for car spare parts purchased in 2015 by the PSA group). These entrepreneurial successes led to the creation of the Ecilac Capital family office. Investment choices have been made over the years, in particular to support project owners in digital, education, automotive, real estate and chemicals companies, with a first investment in AFYREN in 2015.



- **Walid Sfeir, permanent representative of Valquest Partners, member of the Company's Board of Directors:**

Investor, founder and managing partner (since January 2014) of Valquest Partners and Valquest Partners Europe (Ltd.), private venture capital and private equity investment management companies, mainly in the energy, Medtech and industrial biotechnology sectors in Europe and the Gulf.

Walid Sfeir has 28 years' diversified experience in industry, strategy consulting, general management and growth equities, gained with companies such as Valeo and McKinsey & Company in Europe, Latin America and the Middle East.

He holds a degree in Industrial engineering from the University of Technology in Compiègne, a degree in Business Administration from ESSEC and an MBA from INSEAD.

- **Michael Krel, permanent representative of Sofinnova Partners, member of the Company's Board of Directors**

Mr Michael Krel joined Sofinnova Partners in 2013 and is a partner in Industrial Biotech investment strategy. He focuses primarily on identifying early-stage deals in Europe and North America with applications in the fields of chemistry, materials, agriculture, human and animal nutrition and synthetic biology. In addition to his role as a member of the AFYREN Board of Directors, Michael Krel is or has been a member of the Board of Directors of Bon Vivant, EnobraQ, Elicit Plant, EnginZyme, Meiogenix, Microphyt and Werewool. He is an observer on the Board of Directors of GF Biochemicals. For two years he was also the CEO of EnobraQ, a Sofinnova Partners' Green Seed Fund portfolio company. Prior to joining Sofinnova, Michael spent six years at industrial biotech start-ups in business development management positions. He has also worked in a strategic R&D and organisational consulting firm. He is an engineer who graduated from Ecole Polytechnique in Paris and holds a Ph.D. in organic chemistry from Paris X Orsay University.

- **Caroline Lebel, permanent representative of Bpifrance, member of the Company's Board of Directors**

Caroline Lebel has been Investment Director in Bpifrance Investissement's Large Venture team since 2019 and joined Bpifrance in 2013 in the mid-cap (growth capital) teams. After starting her career at General Electric in the Finance Management Program and then in the Corporate Audit Staff (France - Ireland - USA), she joined strategy consulting firm L.EK. Consulting and notably worked on strategic due diligences for companies and investment funds including the Strategic Investment Fund. Caroline Lebel is a director of 360learning, Ringover and Virtuo Technologies and a non-voting director of Deepki, Fermentalg and iAdvize. She is a graduate of ESCP Europe. Caroline Lebel obtained Company Director certification from the French Institute of Directors (IFA) and professional certification from the French Financial Markets Authority (AMF). She has also attended France Invest's "Being an ESG Director" training course, and taken part in support workshops on the carbon footprint and the Climate and Biodiversity Fresk.

- **Patrizia Marraghini, independent member of the Company's Board of Directors**

Ms Patrizia Marraghini began her career as a lawyer in various large firms in Paris, where she worked on stock exchange listings and project financing. She then turned to international project development in the field of infrastructure and public service concessions within large French groups (water, waste, energy services, renewable energies and transport). After working for the EDF and Bouygues groups, she worked for Veolia from 2003 to 2006 in the international department of Veolia Eau, and then from 2007 to 2009 as head of legal affairs for Veolia Environnement's Major Projects. From 2009 to 2011, she held the position of legal director "new business lines" and corporate secretary of the group's renewable energy subsidiary (photovoltaic, wind and biomass) and member of its Management Board. From 2011 to 2022, she was in charge of the International Legal Department of Keolis (SNCF group) and the development of international projects for all legal-financial, commercial and contractual aspects. She was also a member of the International Board of Keolis and of the Dubai metro



JV with Mitsubishi. Since 2016, she has also held a number of positions as an independent director and member of the Audit and Remuneration Committee of E.P.C. (an international group listed on the Paris stock exchange), and currently holds the position of Independent Supervisor of the Board of Directors of SAIPEM SA, SPFrance and Bos Congo (since 2020) as well as Independent Director of STOA (JV Caisse des Dépôts et Consignations and AFD) and member of the Accounts and Risk Committee (since June 2023).

PRESENCE OF INDEPENDENT MEMBERS ON THE BOARD

In accordance with recommendation No. 3 of the Middlednext Code, and since the general meeting on 15 June 2022, the Company's Board of Directors has two independent directors, Stefan Borgas and Patrizia Marraghini, respectively Chairman of the Board of Directors and Chairman of the Audit Committee.

In accordance with the Middlednext Code, five (5) criteria are used to presume the independence of the members of the Board of Directors, which is characterised by the absence of a significant financial, contractual, family or close relationship that could affect the independence of their judgment.

At its meeting on 26 March 2025, the Board of Directors examined the situation of its members with regard to these independence criteria and confirmed the independence of Stefan Borgas and Patrizia Marraghini.



Company analysis	Independence criteria defined by the Middlednext Code				
	Not having been and not being an employee or executive corporate officer of the company or of a company in its group during the last five years	Not having been and not being in a significant business relationship with the Company or its group (customer, supplier, competitor, service provider, creditor, banker, etc.) during the last two years	Not being a reference shareholder in the company or holding a significant percentage of voting rights	Not having any close relationship or family ties with a corporate officer or reference shareholder	Not having been a statutory auditor of the company for the last six years;
Stefan Borgas	✓	✓ ⁽¹⁾	✓ ⁽²⁾	✓	✓
AFY Partners	✓	✓		✓	✓
Valquest Partners	✓	✓		✓	✓
Sofinnova Partners	✓	✓		✓	✓
Nicolas Sordet		✓		✓	✓
Patrizia Marraghini	✓	✓	✓ ⁽³⁾	✓	✓
Bpifrance	✓			✓	✓

⁽¹⁾ Please refer to section related to conflicts of interests below

⁽²⁾ Stefan Borgas holds 192,500 founder share warrants, of which 175,000 were granted by the Board of Directors on 15 December 2020 and 17,500 were granted by the Board of Directors on 4 February 2022. On 18 December 2024, the Board of Directors awarded 20,000 free shares to Stefan Borgas and the Board of Directors on 16 December 2025 also awarded him 20,000 free shares with effect from 1st January 2026. As of 31 December 2025, he also held 46,500 ordinary shares. Given the low level of ownership that the ownership of these warrants is likely to represent in the event of exercise, Mr. Stefan Borgas is not considered to be a reference shareholder in the Company or to hold a significant percentage of voting rights.

⁽³⁾ Ms Patrizia Marraghini holds 7,500 founder share warrants granted by the Board of Directors on 5 July 2022. As of 31 December 2024, Patrizia Marraghini did not hold any ordinary shares. Given the low level of ownership that the ownership of these warrants is likely to represent in the event of exercise, Patrizia Marraghini is not considered to be a reference shareholder in the Company or to hold a significant percentage of voting rights.



There are no family ties between members of the Board of Directors.

The Company's ultimate goal is to increase the number of independent directors and to improve the gender balance of the Board of Directors.

ESTABLISHMENT OF INTERNAL REGULATIONS FOR THE BOARD

In accordance with recommendation no. 9 of the Middenext Code, the Board of Directors has established internal rules, adopted on 12 May 2021, ratified at the meeting of the Company's Board of Directors on 28 September 2021 and amended at the meeting of the Company's Board of Directors on 27 September 2022 in order to incorporate the operating procedures of the CSR Committee (the "Internal Rules") and amended at the meeting of the Board of Directors on 13 March 2024 to reduce the number of members of the Remuneration Committee to two (the "Internal Regulations").

The Internal Regulations are available on the Company's website (<https://afyren.com/investisseurs/>).

TERM OF OFFICE OF BOARD MEMBERS

Directors are appointed for a term of three (3) years, expiring at the close of the general meeting called to approve the accounts for the previous financial year and held in the year in which their term of office expires. This term is adapted to the specific characteristics of the Company, within the limits set by law.

In this respect, recommendation no. 11 of the Middenext Code has been applied, with the exception of the staggering of terms of office, which does not seem appropriate given the size of the Company.

ETHICS OF BOARD MEMBERS

The Internal Regulations set out the ethical obligations of the members as well as the operating procedures of the Board of Directors and its committees.

In accordance with recommendation no. 1 of the Middenext Code, each director is made aware of his or her responsibilities at the time of appointment and is encouraged to comply with the ethics rules relating to his or her mandate.

ORGANISATION OF BOARD MEETINGS

In accordance with recommendations 6 and 17 of the Middenext Code, the Board of Directors meets at least four (4) times a year.

The Board of Directors determines the Company's strategic policies, ensures that they are implemented in accordance with its corporate interest, taking into account the social and environmental challenges of its business, and also approves the corporate and consolidated financial statements, convenes shareholders to general meetings, sets the agenda and the text of resolutions.

Subject to the provisions of Article 4.2 of the Internal Regulations, the Board of Directors may use videoconferencing facilities for its meetings, by the transmission of the voice and image of each of the participants, or teleconferencing, by the transmission of the voice of each of the participants. In this case, the conditions set by the Company's Internal Regulations must be met.

Wherever possible, the Board of Directors will endeavour to give preference to the physical presence of directors and, if this is not possible, to the use of video-conferencing rather than telephone exchanges.

During the financial year ended 31 December 2025, the Board of Directors met twelve (12) times on the days and months listed below:



Date of the Board of Directors' meeting	12 February 2025	26 March 2025	4 April 2025	1 June 2025	17 June 2025	2 July 2025	10 September 2025	24 September 2025	6 November 2025	24 November 2025	16 December 2025	18 December 2025
Number of directors present	7 out of 7	6 out of 7	7 out of 7	7 out of 7	7 out of 7	6 out of 7	6 out of 7	7 out of 7	7 out of 7	7 out of 7	7 out of 7	7 out of 7
Attendance rate	100 %	86 %	100 %	100 %	100 %	86 %	86 %	100 %	100 %	100 %	100 %	100 %

The attendance rate for all directors is 96.4%.

In 2025, the Board of Directors' discussions focused mainly on the Company's business and development strategies, as well as the financing of growth, including the capital increase in November 2025.

CONFLICTS OF INTEREST

To the best of the Company's knowledge, as of the date of this Annual Financial Report, there is no actual or potential conflict of interest between the duties of each member of the Board of Directors and senior management with respect to the Company in their capacity as corporate officer and the private interests and/or duties of the persons making up the Board of Directors and the management bodies.

Their shareholdings in AFYREN's share capital are detailed in this section.

In accordance with the Internal Regulations, each member has a duty and an obligation to spontaneously inform the Board of Directors of any conflict of interest, whether actual, potential or future, with the Company or any of its subsidiaries in which he/she is involved or is likely to be involved. The Board of Directors has not identified any conflicts of interest.

ESTABLISHMENT OF COMMITTEES

In accordance with recommendations no. 7 and no. 8 of the Middlednext Code, the Company has a Compensation Committee, an Audit Committee and a CSR Committee.

COMPENSATION COMMITTEE

The Company, then in the form of a société par actions simplifiée, had already set up a Compensation Committee on 22 January 2019, which made recommendations to the Company's Board of Directors regarding the compensation of the Company's senior executives and corporate officers. However, its existence had never been formalised.

■ Composition

At its meeting of 28 September 2021, the Board of Directors confirmed the creation of the Compensation Committee, whose members currently are:

Name, Offices	Date of appointment
AFY Partners - <i>Director</i> PERMANENT representative: Christophe Calice	Appointed as a member by the Board of Directors on 28 September 2021
Stefan Borgas - <i>Chairman of the Board of Directors, Independent Director</i>	Appointed as a member by the Board of Directors on 28 September 2021

No executive corporate officers are members of the Compensation Committee.



▪ Operation

The Compensation Committee, whose operation is governed by the provisions of the Internal Regulations and the REMCO Charter, meets as often as it deems necessary, and at least twice a year, before the Board of Directors' meeting to be held to approve the Company's annual financial statements, consolidated financial statements and half-yearly financial statements.

The Compensation Committee is responsible for:

- reviewing the compensation and the main performance objectives proposed by senior management for the compensation of the Company's non-executive directors, including free share plans and share subscription or purchase option plans;
- reviewing the compensation and the main performance objectives proposed by senior management for the compensation of the Company's corporate officers, including free share plans and share subscription or purchase option plans;
- reviewing the total amount of the compensation granted by the general meeting to the directors and the system for distributing it among the directors, as well as the conditions for reimbursing any expenses incurred by the members of the Board of Directors.

The Compensation Committee may assist the Board of Directors, at its request, in identifying, assessing and proposing the appointment of independent directors.

AUDIT COMMITTEE

▪ Composition

At its meeting of 4 February 2022, the Board of Directors confirmed the creation of the Audit Committee, it being specified that all members of the Audit Committee were chosen from among the members of the Company's Board of Directors, excluding those holding management positions.

Name, Offices	Date of appointment
Patrizia Marraghini - <i>Independent director</i>	Appointed as a member by the Board of Directors on 4 February 2022 Appointed as Chairman by the Audit Committee
Stefan Borgas - <i>Chairman of the Board of Directors, Independent Director</i>	Appointed as a member by the Board of Directors on 13 September 2021
Valquest Partners - <i>Director</i> Permanent representative: Walid Sfeir	Appointed as a member by the Board of Directors on 13 September 2021

▪ Operation

The operation of the Audit Committee is governed by the provisions of the Internal Regulations and the Charter on the operation of the Audit Committee approved by the Board of Directors when it was set up.

The Audit Committee monitors matters relating to the preparation and control of accounting and financial information. In any event, the Audit Committee has only advisory powers.

The Audit Committee meets as often as it deems necessary and at least two (2) times a year before the Board of Directors' meeting called by its Chairman to approve the annual financial statements, the consolidated financial statements, the half-yearly financial statements and, where applicable, the quarterly financial statements.

CSR COMMITTEE

▪ Composition



The Board of Directors, at its meeting of 5 July 2022, confirmed the creation of a CSR Committee composed of members of the Company's Board of Directors and a Company employee, Ms Caroline Petigny, Director of CSR, Communication and Public Affairs.

Name, Offices	Date of appointment
Patrizia Marraghini - <i>Independent director</i>	Appointed as a member by the Board of Directors on 5 July 2022
Caroline Lebel - Permanent representative of Bpifrance Investissement <i>Director</i>	Appointed as a member by the Board of Directors on 5 July 2022
Nicolas Sordet - <i>Chief Executive Officer, Director</i>	Appointed as a member by the Board of Directors on 5 July 2022
Caroline Petigny - <i>Director of CSR, Communication and Public Affairs</i>	Appointed as a member by the Board of Directors on 5 July 2022

▪ Operation

The operation of the CSR Committee is governed by the provisions of the Internal Regulations and the Charter on the operation of the CSR Committee approved by the Board of Directors when it was set up.

The CSR Committee is responsible for:

- reviewing the Company's CSR strategy and verifying its consistency with its overall strategy;
- providing critical analysis and recommendations and/or remediation plans;
- proposals on the direction of the Company's CSR strategy;
- review of CSR reporting and reporting procedures;
- monitoring of CSR performance;
- reporting to the Board on CSR strategy and performance and submitting proposals;
- supporting the Company's CSR manager on specific projects.

3.3 EXECUTIVE MANAGEMENT

CHOICE OF METHODS OF EXERCISING GENERAL MANAGEMENT

At its meeting on 28 March 2024, the Company's Board of Directors decided to continue to separate the roles of Chairman of the Board of Directors and Chief Executive Officer.

Name, Offices	Date of appointment/renewal of term of office	Date of end of term of office
Stefan Borgas <i>Chairman of the Board of Directors</i> <i>Director</i>	Board of Directors' meeting of 28 March 2024	Annual ordinary general meeting to be held in 2027 to approve the financial statements for the financial year ending 31 December 2026



Nicolas Sordet <i>Chief Executive Officer</i> <i>Director</i>	Board of Directors' meeting of 28 March 2024	Annual ordinary general meeting to be held in 2027 to approve the financial statements for the financial year ending 31 December 2026
Jérémy Pessiot <i>Chief Operating Officer</i> <i>Director of Technology and Innovation (employee)</i>	Board of Directors' meeting of 28 March 2024	Annual ordinary general meeting to be held in 2027 to approve the financial statements for the financial year ending 31 December 2026

**OFFICES AND POSITIONS HELD IN ANY COMPANY BY EACH CORPORATE OFFICER
DURING THE 2025 FINANCIAL YEAR**



Name Office	Current office or position held outside the Company
Stefan Borgas <i>Chairman of the Board of Directors</i> <i>Independent director</i>	CEO of RHI Magnesita Founder of Borgas advisory GmbH
AFY Partners whose permanent representative is Christophe Calice <i>Director</i>	Manager of Ecilac Capital Manager of XL2C Invest Manager of AFY Partners
Valquest Partners whose permanent representative is Walid Sfeir <i>Director</i>	Director of Valquest Partners s.a.l. (Holding company) Director of Valquest Partners Europe (Ltd) Director of VQ One S.à.r.l. Director of Valquest (VQ) One Power SAOC Director of VQ Biotech One s.a.l. Director of VQ Biotech One (Ltd) Director of VQ Biorenewables One Ltd. Director of Al Jizzi Transformers & Switchgears Company SAOC Chairman of OPP Holding s.a.l. (Holding company) Director of OPP s.a.l. Director of Primary Holding s.a.l.(Holding)
Sofinnova Partners whose permanent representative is Michael Krel <i>Director</i>	Director of Bon Vivant SAS Director of Enginzyme AB Director of Elicit Plant SAS Director of Meiogenix SAS Director of Microphyt SA Director of Werewool Inc Non-voting director of GF Blochemicals SAS
Bpifrance whose permanent representative is Caroline Lebel <i>Director</i>	Director of 360learning, Ringover and Virtuo Technologies and censor at Deepki, Fasst, Fermentalg and IAdvize
Patrizia Marraghini <i>Independent director</i>	Independent supervisor of the Board of Directors of SAIPEM SA, SPFrance and Bos Congo Independent director of STOA (JV Caisse des Dépôts et Consignations and AFD) and member of the CCR - Accounts and Risks Committees
Nicolas Sordet <i>Chief Executive Officer and director</i>	Permanent representative of AFYREN, itself Chairman of the Board of Directors of AFYREN Neoxy



Name Office	Current office or position held outside the Company
Jérémy Pessiot <i>Chief Operating Officer</i>	Chairman of AFYREN Investment Chairman of AFYREN Neoxy and member of the Board of Directors of AFYREN Neoxy

In accordance with recommendation no. 1 of the Middledenext Code, executive directors do not hold more than two (2) other offices in listed companies, including foreign companies, outside their group.

COMBINATION OF EMPLOYMENT CONTRACT AND CORPORATE OFFICE

CORPORATE OFFICE OF JÉRÉMY PESSIOT

Jérémy Pessiot is bound to the Company by an employment contract entered into on 22 September 2019, amended by an amendment dated 19 February 2021, as Chief Technology and Innovation Officer of the Company.

In accordance with recommendation no. 18 of the Middledenext Code, on 28 September 2021 the Board of Directors authorised the combination of Mr Jérémy Pessiot's employment contract with his corporate office.

This decision was motivated by the fact that Mr Jérémy Pessiot's duties as an employee of the Company are technical, distinct from those related to his position as Chief Operating Officer, and consist in particular of defining the Company's innovation strategy (determination of the Company's development areas in terms of processes and innovation, initiation of all the Company's major research projects, organisation and management of laboratories, demonstrators and pilot sites, supervision of technological watch), management of processes and resources related to innovation (development of relations with academic partners, definition of the Company's intellectual property acquisition and development strategy, in particular), coordination of innovation projects and management of patents and innovations. These duties as an employee are performed under the supervision of the Company's Chief Executive Officer.

CORPORATE OFFICE OF NICOLAS SORDET

In a decision dated 26 March 2019, the Company's Board of Directors decided that Mr Nicolas Sordet's permanent employment contract dated 1 June 2015, as Chief Financial Officer and International Business Development Director, would be suspended from 1 January 2019 and during the performance of his term of office as Chief Executive Officer of the Company.

COMPANY DIVERSITY AND EQUITY POLICY

In accordance with recommendation no. 15 of the Middledenext Code, the Company implements the principles of equity and respect for gender balance at each level of the Company's hierarchy.

COMPENSATION OF CORPORATE OFFICERS

The compensation of corporate officers is determined by the Board of Directors on the recommendation of the Compensation Committee.



COMPENSATION OF NON-EXECUTIVE CORPORATE OFFICERS

None of the directors, with the exception of Stefan Borgas and Patrizia Marraghini, received any compensation for their duties. The total compensation for Stefan Borgas and Patrizia Marraghini for the 2024 financial year amounted to € 67,000 out of a total package of €100,000, as set by the combined general meeting of 15 June 2022.

COMPENSATION OF EXECUTIVE CORPORATE OFFICERS

For the accounting period presented, the compensation of Nicolas Sordet, Jérémy Pessiot and Stefan Borgas for their respective terms of office was as follows.

- Compensation of Nicolas Sordet for the financial year ended 31 December 2025

Since 1 January 2025 and in accordance with the terms of the corporate office agreement entered into between Nicolas Sordet and the Company on 4 February 2022 and the decision of the Board of Directors on 26 March 2025, Nicolas Sordet receives gross fixed annual compensation of €180,000, variable annual compensation representing a maximum amount equal to 25% of his fixed annual compensation (i.e. a maximum amount of €45,000) and multi-year variable compensation representing an amount equal to 50% of his annual compensation.

On 26 March 2025, the Board of Directors approved the recommendations of the Compensation Committee dated 27 February 2025 regarding the achievement of the performance criteria relating to annual variable compensation and the payment to Nicolas Sordet of the sum of €18,000 in respect of annual variable compensation for the 2024 financial year.

Under the terms of this corporate officer agreement, Nicolas Sordet is also entitled to a non-competition indemnity equal to 50% of his gross monthly compensation during the last 12 months preceding the decision to terminate his contract as a corporate officer.

On 7 December 2021, the Board of Directors, on the proposal of the Compensation Committee meeting of 3 December 2021, decided that the amount of severance pay to which the Chief Executive Officer will be entitled in the event of termination of his duties for any reason other than resignation, dismissal for serious misconduct or dismissal for gross misconduct will amount to 18 months of gross compensation. He also benefits from a social guarantee for company directors insurance policy taken out by the Company in the event of the loss of his corporate office.

- Compensation of Jérémy Pessiot for the financial year ended 31 December 2025

Jérémy Pessiot has been bound to the Company by an employment contract since 1 October 2012.

It should be noted that the Board of Directors on 28 September 2021 decided on the appropriateness of authorising the combination of Jérémy Pessiot's employment contract as Chief Technology and Innovation Officer of the Company and his corporate office as Chief Operating Officer.

In accordance with the terms of the employment contract entered into between Mr Jérémy Pessiot and the Company on 22 September 2019 in replacement of the employment contract entered into with the Company on 1 October 2012, as amended by an amendment dated 19 February 2021, and the decisions of the Board of Directors on 21 January 2021 and 4 February 2022, it is agreed that Jérémy Pessiot receives a gross fixed annual compensation of €160,000, an annual variable compensation that may represent a maximum amount equal to 25% of his annual fixed compensation (i.e. a maximum amount of €40,000) and a multi-year variable compensation representing an amount equal to 50% of his annual compensation. Jérémy Pessiot does not receive compensation for his duties as a corporate officer of the Company.



On 26 March 2025, the Board of Directors approved the recommendations of the Compensation Committee dated 27 February 2025 regarding the achievement of the performance criteria relating to annual variable compensation and the payment to Jérémy Pessiot of the sum of €16,000 in respect of annual variable compensation for the 2024 financial year.

Under the terms of his contract as a corporate officer, Nicolas Sordet is also entitled to a non-competition indemnity equal to 50% of his gross monthly compensation as Chairman during the last 12 months preceding the decision to terminate his contract as a corporate officer.

On 7 December 2021, the Board of Directors, on the proposal of the Compensation Committee meeting of 3 December 2021, decided that the amount of severance pay to which the Chief Executive Officer will be entitled in the event of termination of his duties for any reason other than resignation, dismissal for serious misconduct or dismissal for gross misconduct will amount to 18 months of gross compensation.

▪ Compensation of Stefan Borgas for the year ended 31 December 2025

On 4 February 2022, Stefan Borgas and the Company entered into a corporate office agreement, which was authorised by the Board of Directors on 4 February 2022. Under the terms of this corporate officer agreement and the decisions of the Board of Directors dated 26 March 2025, Stefan Borgas receives an annual compensation of €30,000.

As at 31 December 2025, Mr Stefan Borgas also held 192,500 founder share warrants and 40,000 bonus shares, it being specified that for the 20,000 bonus shares allocated by decision of the Board of Directors on 15 December 2025, the vesting period began on 1 January 2026.

The table shows both the compensation awarded and paid in respect of and during the financial year ended 31 December 2024, as presented above, and the compensation awarded and paid in respect of and during the financial year ended 31 December 2025 presented above.

Table 1: Summary of compensation paid to each executive corporate officer

	Financial year ended 31 December 2024		Financial year ended 31 December 2025	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Nicolas Sordet - Chief Executive Officer				
Fixed compensation ¹³	€180,000	€180,000	€180,000	€180,000
Annual variable compensation ¹⁴	€45,000	€22,500 ¹⁵	€45,000	€18,000¹⁶

¹³ Under the terms of the corporate mandate agreement entered into on 4 February 2022, Nicolas Sordet receives gross annual fixed compensation of €180,000 for the current financial year. On 26 March 2025, the Board of Directors approved the continuation of Nicolas Sordet's fixed compensation.

¹⁴ Under the corporate mandate agreement entered into on 4 February 2022, Nicolas Sordet receives variable compensation equal to 25% of his fixed compensation (i.e. a maximum amount of €45,000 for the 2022 financial year, the achievement of which will be reviewed by the Board of Directors during the 2023 financial year).

¹⁵ On 28 March 2024, the Board of Directors approved the recommendations of the Compensation Committee dated 13 March 2024 regarding the achievement of the performance criteria relating to annual variable compensation and the payment of the sum of €22,500 to Nicolas Sordet in respect of annual variable compensation for the 2023 financial year.

¹⁶ On 26 March 2025, the Board of Directors approved the recommendations of the Compensation Committee dated 27 February 2025 regarding the achievement of the performance criteria relating to annual variable compensation and the payment to Nicolas Sordet of the sum of €18,000 in respect of annual variable compensation for the 2024 financial year.



	Financial year ended 31 December 2024		Financial year ended 31 December 2025	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Multi-year variable compensation ¹⁷	-	-	-	-
Exceptional compensation and various bonuses	N/A	€6,900	N/A	N/A
Compensation granted for serving as a director	N/A	N/A	N/A	N/A
Benefits in kind ¹⁸	4,811.88 €	4,811.88 €	€5,924,08	€5,924,08
TOTAL	€229,811.88	€214,211.88	€229,811.88	€203,924.08
Jérémy Pessiot - Chief Operating Officer				
Fixed compensation ¹⁹	€160,000	€160,000	€160,000	€160,000
Annual variable compensation ²⁰	€40,000	€26,000 ²¹	€40,000	€16,000 ²²
Multi-year variable compensation ²³	-	-	-	-
Exceptional compensation and various bonuses	€1,735.58	€46,235.58	€1,738.14	€1,738.14

¹⁷ Under the terms of the corporate officer agreement dated 4 February 2022 and in accordance with the decisions of the Company's Board of Directors on 21 March 2023, Nicolas Sordet may receive, by way of multi-year variable compensation, an amount equal to a maximum of 50% of his fixed compensation per year (i.e. up to €90,000 for fixed compensation of €180,000), subject to achieving the targets set by the Board of Directors.

¹⁸ [Provision of a company car].

¹⁹ Under the terms of the employment contract entered into between Mr Jérémy Pessiot and the Company on 22 September 2019, amended by an amendment dated 19 February 2021, and the decisions of the Board of Directors on 21 January 2021 [and 26 March 2025], Jérémy Pessiot will receive gross annual fixed compensation of €160,000 during the current financial year.

²⁰ In accordance with the terms of the employment contract entered into between Mr Jérémy Pessiot and the Company on 22 September 2019, as amended by an amendment dated 19 February 2021, and the decisions of the Board of Directors dated 21 January 2021, Jérémy Pessiot receives annual variable compensation representing a maximum amount equal to 25% of his annual fixed compensation (i.e. a maximum amount of €40,000 euros for fixed compensation of €160,000).

²¹ On 28 March 2024, the Board of Directors approved the recommendations of the Compensation Committee dated 13 March 2024 regarding the achievement of the performance criteria relating to annual variable compensation and the payment of the sum of €26,000 to Jérémy Pessiot in respect of annual variable compensation for the 2023 financial year.

²² On 26 March 2025, the Board of Directors approved the recommendations of the Compensation Committee dated 27 February 2025 regarding the achievement of the performance criteria relating to annual variable compensation and the payment to Jérémy Pessiot of the sum of €16,000 in respect of annual variable compensation for the 2024 financial year.

²³ Pursuant to the decisions of the Company's Board of Directors on 4 February 2022, Mr Jérémy Pessiot may receive, as multi-year variable compensation, a maximum of 50% of his fixed compensation per year (i.e. up to €80,000 for a fixed compensation of €160,000), subject to achieving the targets set by the Board of Director



	Financial year ended 31 December 2024		Financial year ended 31 December 2025	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Compensation granted for serving as a director	N/A	N/A	N/A	N/A
Benefits in kind ²⁴	€7,188.60 €	€7,188.60 €	€7,650	€7,649.20
TOTAL	€208,924.18	€239,424.18	€207,188.6	€185,387.34
Stefan Borgas - Chairman of the Board of Directors				
Fixed compensation	N/A	N/A	N/A	N/A
Annual variable remuneration	N/A	N/A	N/A	N/A
Multi-year variable compensation	N/A	N/A	N/A	N/A
Exceptional compensation	N/A	N/A	N/A	N/A
Compensation granted for serving as a director	€30,000 ²⁵	€30,000	€30,000 ²⁶	€30,000
Benefits in kind	N/A	N/A	N/A	N/A
TOTAL	€30,000	€30,000	€30,000	€30,000

Table 2: Summary table of allowances or benefits for corporate officers for the financial year ended 31 December 2025

²⁴ [Provision of a company car].

²⁵ In a decision taken on 28 March 2024, the Board of Directors decided to award €30,000 to Stefan Borgas in respect of his office as an independent director.

²⁶ In a decision taken on 26 March 2025, the Board of Directors decided to award €30,000 to Stefan Borgas in respect of his office as an independent director.



Executive corporate officers	Employment contract		Supplementary pension plan		Allowances or benefits due or likely to be due as a result of termination or change of position		Compensation relating to a non-competition clause	
	yes	no	yes	no	yes	no	yes	no
Nicolas Sordet <i>Chief Executive Officer</i>	Suspended ²⁷			X	X ²⁸		X ²⁹	
Jérémy Pessiot <i>Chief Operating Officer</i>	X			X	X ³⁰		X ³¹	
Stefan Borgas <i>Chairman of the Board of Directors</i>		X		X		X		X

INCENTIVE PROGRAMME

- BSPCE³² granted to each executive corporate officer during their term of office

number and date of general meeting	Type of warrants	Value of warrants according to the method used for the financial statements	Number of warrants granted ³³	Exercise price (€)	Exercise period
Nicolas Sordet - <i>Chief Executive Officer</i>					
BSPCE 2 3 June 2015	Founder share warrants	€41,400	€103,500	€0.40	N/A

²⁷ In a decision dated 26 March 2019, the Company's Board of Directors decided that Nicolas Sordet's permanent employment contract dated 1 June 2015, as Chief Financial Officer and International Business Development Director, would be suspended from 1 January 2019 and during the performance of his term of office as Chief Executive Officer of the Company.

²⁸ Please refer to the section "Compensation of Nicolas Sordet for the financial year ended 31 December 2025".

²⁹ Compensation equal to 50% of his gross compensation over the last 12 months preceding the decision to terminate the corporate officer agreement entered into between Nicolas Sordet and the Company on 4 February 2022.

³⁰ Please refer to the section "Compensation of Jérémy Pessiot for the financial year ended 31 December 2025".

³¹ Compensation equal to 50% of his gross compensation over the last 12 months preceding the decision to terminate the employment contract entered into between Jérémy Pessiot and the Company on 22 September 2019.

³² The Company has not granted any share subscription or purchase options or share purchase warrants to corporate officers.

³³ It should be noted that the general meeting of 11 June 2021, pursuant to its thirtieth resolution, approved the division of the nominal value of an ordinary share and, consequently, noted that the securities giving access to the share capital in force within the Company will henceforth give the right to the number of shares to which they previously gave right multiplied by five (5) as a result of the division of the nominal value of the shares by five (5). The exercise price was therefore divided by five (5).



number and date of general meeting	Type of warrants	Value of warrants according to the method used for the financial statements	Number of warrants granted ³³	Exercise price (€)	Exercise period
BSPCE 3 29 December 2015	Founder share warrants	€68,985	€109,500	€0.63	N/A
BSPCE 5 26 June 2019	Founder share warrants	€22,760	€20,000	€2.06	[6,666] BSPCEs exercisable from 1 July 2020 and until 1 July 2029 6,666 BSPCE exercisable from 1 July 2021 and until 1 July 2029 [6,667] BSPCEs exercisable from 1 July 2022 and until 1 July 2029
Jérémy Pessiot - Chief Operating Officer					
BSPCE 2 3 June 2015	Founder share warrants	€31,400	€78,500	0.40	N/A
BSPCE 3 29 December 2015	Founder share warrants	€22,760	€110,000	€0.63	N/A
BSPCE 5 26 June 2019	Founder share warrants	€22,760	€20,000 ³⁴	€2.06	[6,666] BSPCEs exercisable from 1 July 2020 and until 1 July 2029 6,666 BSPCE exercisable from 1 July 2021 and until 1 July 2029 [6,667] BSPCEs exercisable from 1 July 2022 and until 1 July 2029

³⁴ It should be noted that the general meeting of 11 June 2021, pursuant to its thirtieth resolution, approved the division of the nominal value of an ordinary share and, consequently, noted that the securities giving access to the share capital in force within the Company will henceforth give the right to the number of shares to which they previously gave right multiplied by five (5) as a result of the division of the nominal value of the shares by five (5).



number and date of general meeting	Type of warrants	Value of warrants according to the method used for the financial statements	Number of warrants granted ³³	Exercise price (€)	Exercise period
Stefan Borgas - Chairman of the Board of Directors					
BSPCE 5 26 June 2019	Founder share warrants	€198,800	€175,000	€2.06	58,333 BSPCE exercisable since 16 September 2021 until 16 September 2030 58,333 BSPCE exercisable since 16 September 2022 until 6 September 2030 58,333 BSPCE exercisable since 16 September 2022 until 6 September 2030
BSPCE 2021 11/06/2021	Founder share warrants	€66,905	€17,500	€8.02	5,833 BSPCEs exercisable from 4 February 2023 until 4 February 2032 5,833 BSPCEs exercisable from 4 February 2024 until 4 February 2032 5,833 BSPCEs exercisable from 4 February 2025 until 4 February 2032

Nicolas Sordet exercised all his BSPCE 2 and BSPCE 3 warrants on 18 December 2025.

Jérémy Pessiot exercised all its BSPCE 2 and BSPCE 3 warrants on 15 December 2025.

No other BSPCEs granted to each corporate officer in the course of their duties were exercised during the year ended 31 December 2025.



- Stock options

The Company has not granted any share subscription or purchase options to executive corporate officers.

- Share subscription warrants

The Company has not granted any share purchase warrants to executive corporate officers.

- Free shares granted to each corporate officer during their term of office

2021 free share grants

By decisions dated 7 December 2021 and 24 March 2022, the Board of Directors implemented the delegation of authority granted by the twenty-ninth resolution of the combined general meeting of 11 June 2021, which authorised the Board of Directors, pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to grant, on one or more occasions and solely pursuant to its decisions and in accordance with the terms and conditions that it shall determine in this resolution, 2021 free share grants as a bonus linked to the completion of the capital increase decided with a view to the admission to trading of the Company's shares on Euronext Growth.

The Board of Directors thus awarded 2021 free share grants to the following corporate officers:

Free shares granted to each corporate officer					
Free shares granted by the general meeting during the financial year to each corporate officer	plan number and date	Number of shares granted during the year	Valuation of the shares according to the method used for the consolidated financial statements	Vesting date	Availability date
Nicolas Sordet	No. 1 07/12/2021	22,444	€203,567	07/12/2022	07/12/2023
	No. 2 24/03/2022	€257,620	€1,380,024€	Tranche 1: 24/03/2023 Tranche 2: 24/03/2024 Tranche 3: 24/03/2025 Tranche 4: 24/03/2030 ³⁵	Tranche 1: 24/03/2024 Tranche 2: 24/03/2025 Tranche 3: 24/03/2026 Tranche 4: 24/03/2031
Jérémy Pessiot	No. 1 07/12/2021	19,951	€180,956	07/12/2022	07/12/2023
	No. 2 24/03/2022	257,620	€1,380,024	Tranche 1: 24/03/2023	Tranche 1: 24/03/2024

³⁵ On 18 December 2024, the Board of Directors decided to extend the vesting period for the 2021 free share grants to 24 March 2030, so that the holding period would end on 24 March 2031.



Free shares granted to each corporate officer					
Free shares granted by the general meeting during the financial year to each corporate officer	plan number and date	Number of shares granted during the year	Valuation of the shares according to the method used for the consolidated financial statements	Vesting date	Availability date
				Tranche 2: 24/03/2024	Tranche 2: 24/03/2025
				Tranche 3: 24/03/2025	Tranche 3: 24/03/2026
				Tranche 4: 24/03/2030 ²⁵	Tranche 4: 24/03/2031

The 42,395 free share grants 2021 awarded by the Board of Directors on 7 December 2021 to Nicolas Sordet and Jérémy Pessiot vested on 7 December 2022 in accordance with plan no. 1 and have been transferable since 7 December 2023.

51,524 2021 free share grants awarded under Tranche 1 by the Board of Directors on 24 March 2022 to Nicolas Sordet and Jérémy Pessiot vested on 24 March 2023 in accordance with plan no. 2 and have been transferable since 24 March 2024.

51,524 2021 free share grants awarded under Tranche 2 by the Board of Directors on 24 March 2022 to Nicolas Sordet and Jérémy Pessiot vested on 24 March 2023 in accordance with plan no. 2 and have been transferable since 24 March 2025.

51,524 2021 free share grants awarded under Tranche 3 by the Board of Directors on 24 March 2022 to Nicolas Sordet and Jérémy Pessiot vested on 24 March 2025 in accordance with plan no. 2. They are subject to a retention period and have been transferable since 24 March 2026.

2023 free share grants

By decisions dated 18 September 2023, the Board of Directors implemented the delegation of authority granted by the eighteenth resolution of the combined general meeting of 21 June 2023, which authorised the Board of Directors, pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to grant, on one or more occasions and solely pursuant to its decisions and in accordance with the terms and conditions that it shall determine in this resolution, with the allocation of 2023 free share grants under a long-term free share plan.

The Board of Directors thus awarded 2023 free share grants to the following corporate officers:



Free shares granted to each corporate officer					
Free shares granted by the general meeting during the financial year to each corporate officer	plan number and date	Number of shares granted during the year	Value of shares according to the method used for the consolidated financial statements	Vesting date	Availability date
Nicolas Sordet	No. 1	€48,632	€239,756	31/03/2026	31/03/2027
Jérémy Pessiot	18/09/2023	€48,632	€239,756		

2024 free share grants

By decisions dated 18 December 2024, the Board of Directors implemented the delegation of authority granted by the twenty-third resolution of the combined general meeting dated 19 June 2024, which authorised the Board of Directors, pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to proceed, on one or more occasions and at its sole discretion and in accordance with the terms and conditions it will determine in this resolution, with the allocation of 2024 free share grants.

The Board of Directors thus awarded 2024 free share grants to the following corporate officers:

Free shares granted to each corporate officer					
Free shares granted by the general meeting during the financial year to each corporate officer	plan number and date	Number of shares granted during the year	Value of shares according to the method used for the consolidated financial statements	Vesting date	Availability date
Stefan Borgas	2024-2 18/12/2024	€20,000	€42,600	01/01/2027	01/01/2028
	2024-6 16/12/2025	€20,000	₹ ³⁶	01/01/2028	01/01/2029

³⁶ As the allocation of these free share grants had not been finalised at the date of this Annual Financial Report, the valuation of the shares will be as reflected in the financial statements for the year ended 31 December 2026.



Nicolas Sordet	2024-2 18/12/2024	€35,000	€74,550	01/01/2027	01/01/2028
	2024-3 18/12/2024	€15,000	€31,950	01/01/2026	01/01/2027
	2024-7	€48,000	- ⁴⁰	15/01/2027	15/01/2028
Jérémy Pessiot	2024-2 18/12/2024	€35,000	€74,550	01/01/2027	01/01/2028
	2024-3 18/12/2024	€15,000	€31,950	01/01/2026	01/01/2027
	2024-7	€43,000	- ⁴⁰	15/01/2027	15/01/2028

The 30,000 2024-3 free share grants awarded by the Board of Directors on 18 December 2024 to Nicolas Sordet and Jérémy Pessiot were in accordance with plan No. 2024-3 vested on 1 January 2026.

All of the 2024-3 free share grants awarded are subject to a retention period as of the date of this report.

3.4 AGREEMENTS REFERRED TO IN ARTICLES L.225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE

In its special report on the agreements referred to in Articles L.225-38 of the French Commercial Code, your statutory auditor examines the agreements entered into by the Company or performed by it during the past year. This report is available to you.

No new agreements were entered into during the year ended 31 December 2025 that had not already been approved by the ordinary general meeting.

3.5 AGREEMENTS ENTERED INTO BETWEEN A SUBSIDIARY OF THE COMPANY AND A CORPORATE OFFICER OR A SHAREHOLDER HOLDING MORE THAN 10% OF THE COMPANY'S SHARE CAPITAL

None.



3.6 SUMMARY OF CURRENT DELEGATIONS OF AUTHORITY AND POWERS TO INCREASE THE SHARE CAPITAL

Resolutions approved by the combined general meeting of 17 June 2025				
<i>Purpose of the resolution</i>	<i>Duration</i>	<i>Ceilings</i>	<i>Price determination procedures</i>	<i>Implementation</i>
Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate and/or subsequent access to equity securities to be issued by the Company, with cancellation of the shareholders' preferential subscription right by public offering (other than an offering referred to in Article L.411-2 (1) of the French Monetary and Financial Code) (AGM 19 June 2024, 14th resolution)	26 months Expires on 19 August 2026	Nominal amount of capital increases: €225,000¹ Nominal amount of debt securities: €80,000,000²	For capital increases, the issue price of the new shares shall be set by the Board of Directors and shall be at least equal to the weighted average price over the last five (5) trading sessions prior to its setting, which may be reduced by a maximum discount of 20%. For securities giving access to the share capital, including share subscription warrants, the issue price shall be set by the Board of Directors such that the amounts immediately received by the Company upon issue of the securities in question, plus any amounts that may subsequently be received by the Company for each share attached to and/or underlying the issued securities, shall be	X



			at least equal to the minimum price provided for above. The conversion, redemption and transformation into shares of each security giving access to the share capital shall be carried out, taking into account the nominal value of said security, into a number of shares such that the amount received by the Company for each share is at least equal to the minimum price referred to above.	
Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate and/or future access to equity securities to be issued by the Company, while maintaining shareholders' preferential subscription rights (AGM 19 June 2024, 15th resolution)	26 months Expires on 19 August 2026	Nominal amount of capital increases: €225,000¹ Nominal amount of debt securities: €80,000,000²	-	X
Authorisation to be granted to the Board of Directors to increase the number of securities issued in	26 months Expires on 19	15% of the amount of the initial issue under the above-		X



accordance with the provisions of Article L.225-135-1 of the French Commercial Code, in the event of the implementation of the delegations of authority referred to in the preceding resolutions, with cancellation of preferential subscription rights (AGM 19 June 2024, 18th resolution)	August 2026	mentioned delegations		
Delegation of authority to the Board of Directors to decide to capitalise profits, reserves, premiums or other amounts whose capitalisation is permitted (AGM 19 June 2024, 19th resolution)	26 months Expires on 19 August 2026	Nominal amount of capital increases: €225,000¹		X
Authorisation to the Board of Directors to grant ordinary Company shares free of charge to salaried employees and executive corporate officers (the "2024 free share grants") (AGM 19 June 2024, 23rd resolution)	38 months Expires on 19 August 2027	The total number of ordinary shares that may be allocated free of charge under this authorisation may not exceed 10% of the share capital on the date of the decision by the Board of Directors to grant shares, subject to a limit of 1,202,731		Implemented by the Board of Directors on 8 July 2024, 18 December 2024, 17 June 2025, 16 December 2025 and 15 January 2026.



		free shares, each with a par value of €0.02.		
Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate and/or future access to equity securities to be issued by the Company, with cancellation of shareholders' preferential subscription rights in favour of categories of beneficiaries (AGM 17 June 2025, 9th resolution)	18 months Expires on 17 December 2025	Nominal amount of capital increases: €225,000¹ Nominal amount of debt securities: €80,000,000²	For capital increases, the issue price of the shares that may be issued pursuant to this delegation of powers shall be set by the Board of Directors and shall be at least equal to the weighted average price over the last five (5) trading sessions preceding its setting, which may be reduced by a maximum discount of 20%. For securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company on the issue of the securities in question (by cash contributions, including by offsetting liquid and due claims on the Company), plus any amounts that may subsequently be received by the Company for each share attached to and/or underlying the issued securities, shall be at least equal to the	Implemented by the Board of Directors on 24 November 2025.



			minimum price provided for above. The conversion, redemption and transformation into shares of each security giving access to the share capital shall be carried out, taking into account the nominal value of said security, into a number of shares such that the amount received by the Company for each share is at least equal to the minimum price referred to above.	
Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate and/or subsequent access to equity securities to be issued by the Company, with cancellation of the shareholders' preferential subscription right, to be issued in the context of offering referred to in Article L.411-2 (1) of the French Monetary and Financial Code, and within the limit of 30% of the share capital per year	26 months Expires on 17 August 2027	Nominal amount of capital increases: 30% of the share capital (as existing on the date of the transaction) per year and €225,000 ¹ Nominal amount of debt securities: €80,000,000²	For capital increases, the issue price of the shares that may be issued pursuant to this delegation of powers shall be set by the Board of Directors and shall be at least equal to the weighted average price over the last five (5) trading sessions preceding its setting, which may be reduced by a maximum discount of 20%. For securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the	Implemented by the Board of Directors on 25 February 2026.



(AGM 17 June 2025, 10 th resolution)			Company on the issue of the securities in question (by cash contributions, including by offsetting liquid and due claims on the Company), plus any amounts that may subsequently be received by the Company for each share attached to and/or underlying the issued securities, shall be at least equal to the minimum price provided for above. The conversion, redemption and transformation into shares of each security giving access to the share capital shall be carried out, taking into account the nominal value of said security, into a number of shares such that the amount received by the Company for each share is at least equal to the minimum price referred to above.	
Delegation of authority to the Board of Directors to decide on the issue of shares and/or other securities giving access to capital, and/or those entitling holders to debt securities,	18 months Expires on 17 December 2025	Nominal amount of capital increases: €225,000¹ Nominal amount of debt securities:	The issue price of the shares issued under this delegation shall be set by the Board of Directors in accordance with the procedures provided for by the regulatory provisions	X



with waiver of preferential subscription rights in favour of one or more named persons (AGM 17 June 2025, 11 th resolution)		€80,000,000 ²	applicable on the date this delegation is used.	
Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities giving immediate and/or future access to equity securities to be issued by the Company, with cancellation of shareholders' preferential subscription rights in favour of employees participating in a company savings scheme. (AGM 17 June 2025, 12 th resolution)	18 months Expires on 17 December 2025	Nominal amount of capital increases: 3% of the share capital (on the date of the Board of Directors' decision)	The issue price of shares or new securities granting access to capital shall be determined by the Board of Directors in accordance with the conditions set out in Article L.3332-20 of the Labour Code and shall be established using the objective methods adopted for the valuation of shares, taking into account, with appropriate weighting in each case, the company's net book value, profitability and business prospects.	X
Delegation of authority to be granted to the Board of Directors to decide to issue warrants to subscribe for ordinary shares ("2025 free share grants") with cancellation of preferential subscription rights in favour of a	18 months Expires on 17 December 2025	The nominal amount of the capital increases that may be carried out in the future under this delegation will be €17,244.62, corresponding to the issue of 862,231 ordinary shares with a par value	The issue price of a 2025 BSA will be determined by the Board of Directors on the date of issue, in accordance with the conclusions of the report of the expert appointed by the Company to value the subscription price of said 2025 BSA in accordance	X



category of persons (AGM 17 June 2025, 15 th resolution)		of €0.02 per share ³	with the valuation methods applicable to this type of tool. The exercise price of the 2025 free share grants will be determined by the Board at the time when the 2025 free share grants are awarded and shall be equal to the weighted average price of the last twenty (20) trading sessions preceding the date of award of said 2025 free share grants by the Board of Directors.	
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¹ Under the terms of the seventh resolution of the General Meeting of 19 June 2024, the general meeting decided to set the overall ceiling applicable to authorisations and delegations for the purpose of issuing ordinary shares and/or securities giving access, immediately and/or in the future, to equity securities to be issued by the Company at €350,000, applicable to the resolutions adopted at this meeting and to the previous resolutions (fourteenth, fifteenth, eighteenth and nineteenth resolutions of the combined general meeting of 19 June 2024) still in force.

² The General Meeting decided, pursuant to the eighth resolution of the General Meeting of 17 June 2025, to set the overall ceiling applicable to authorisations and delegations for the purpose of issuing debt securities to be issued by the Company at €80,000,000, applicable to the resolutions adopted at this Meeting as well as to previous resolutions (fourteenth, fifteenth, eighteenth and nineteenth resolutions of the Combined General Meeting of 19 June 2024) remaining in force.

³ The general meeting decided, under the terms of the fourteenth resolution of the general meeting of 17 June 2025, to set the overall nominal ceiling common to capital increases, immediately or in the future, that may be carried out pursuant to the twenty-third resolution adopted by the combined general meeting of 19 June 2024 (relating to the 2024 AGA), the twenty-fourth resolution adopted by the combined general meeting of 19 June 2024 (relating to the 2024 Options) and the fifteenth resolution adopted by the general meeting of 17 June 2025 (concerning the issue of the 2025 BSA warrants) at 862,231 shares.



AWARDS OF FREE SHARE GRANTS IN FINANCIAL YEAR 2025

In decisions dated 17 June 2025 and 16 December 2025, the Board of Directors implemented the delegation of authority granted by the twenty-third resolution of the combined general meeting of 19 June 2024, which authorised the Board of Directors, pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, to grant existing or future free shares in the Company ("**2024 free share grants**"), on one or more occasions, at its sole discretion and in accordance with the terms and conditions set out in this resolution.

History of free share grants			
Information on free shares granted			
	2024-4 free share grants	2024-5 free share grants	2024-6 free share grants
Date of the shareholders' meeting	19 June 2024		
Date of the Board of Directors	17 June 2025	17 June 2025	16 December 2025
Total number of free shares granted	4,000	3,500	38,000
Nominal value of a share	€0.02	€0.02	€0.02
Value of a share	-	-	-
Total number of shares granted to corporate officers	-	-	
<i>Nicolas Sordet</i>	-	-	
<i>Jérémy Pessiot</i>	-	-	
Share vesting date	17 June 2027	17 June 2026	1 January 2028
End of retention period	17 June 2028	17 June 2027	1 January 2029
Number of shares definitively granted as of the date of this Annual Financial Report	-	-	-



Total number of shares cancelled or lapsed as of the date of this Annual Financial Report	-	-	-
Free shares that may be granted as of the date of this Annual Financial Report	653.231 ³⁷³⁸		

In accordance with Article L.225-197-1 of the French Commercial Code, during the financial year ended 31 December 2025, the Board of Directors decided to allocate 27,500 free shares to four employees who are not corporate officers.

AWARDS OF STOCK OPTIONS IN FINANCIAL YEAR 2025

In accordance with Article L.225-184 of the French Commercial Code, no stock options were granted in 2025.

AWARDS OF BSPCE IN FINANCIAL YEAR 2025

In accordance with the provisions of Article 163 bis G of the French General Tax Code, business creator share purchase warrants (BSPCE) may only be awarded to companies that meet all the legal conditions, in particular with regard to seniority, shareholding and non-majority control by another company.

As the Company no longer meets the required criteria, it is no longer eligible for the BSPCE scheme.

AWARDS OF FREE SHARE GRANTS IN FINANCIAL YEAR 2025

During the year ended 31 December 2025, the Board of Directors did not make use of the delegation of authority granted by the twenty-third resolution of the General Meeting of 19 June 2024 and by the fifteenth resolution of the General Meeting of 17 June 2025, which authorised the Board of authorised the Board of Directors, pursuant to the provisions of Articles L.225-138 I, L.225-129-2, L.228-91 and L.228-92 of the French Commercial Code, to issue Company share subscription warrants, on one or more occasions and at its sole discretion and in accordance with the terms and conditions it shall determine in this resolution.

³⁸ By resolution dated 17 June 2025, the combined general meeting set a common ceiling for 2024 free share grants, BSPCE 2024 free share grants and 2024 Options, which was set at 1,202,731. This ceiling was raised to 862,231 shares for the 2024 AGAs, the 2024 Options and the 2025 BSAs by the combined general meeting of 17 June 2025. By a decision dated 15 January 2026, the Board of Directors granted 171,000 AGA 2024-7, of which 80,000 AGA 2024-7 were granted to executive corporate officers, allocated as follows: 43,000 AGA 2024-7 to Mr Nicolas Sordet and 48,000 AGA 2024-7 to Mr Jérémy Pessiot.



04

SUSTAINABLE DEVELOPMENT





4 SUSTAINABLE DEVELOPMENT

4.1 PREAMBLE AND METHODOLOGICAL NOTE

Preamble

As AFYREN's industrial activities gradually ramp up, environmental, social and governance issues are now operationally embedded in the company's priorities. The Company has already taken numerous measures to place these ESG issues at the heart of its business model, strategy and policies, and is beginning to illustrate them with concrete figures, even though they are not yet representative of its expected performance at full capacity.

The company has been disclosing its CSR commitments in its annual Financial Report since 2021 (chapter 4) and, since 2024, has been endeavouring to share these issues even more widely through a dedicated sustainability report, drawn up on a voluntary basis and scheduled for publication in the second quarter of each year, starting in 2024. **Chapter 4 of the Company's Annual Financial Report has therefore been adapted in the light of the information that will be shared in the sustainability report.**

Methodological note on the forthcoming report

This sustainability report is based on the working version of the CSRD's ESRS for Listed Small-and-Medium-sized Enterprises (LSME ESRS). As AFYREN is a company whose shares are admitted to trading on Euronext Growth, an organised market, and does not fall within the scope of large companies, AFYREN is not subject to the CSRD's sustainability report disclosure requirements. Nevertheless, the company has chosen to follow these recommendations voluntarily

In the interest of transparency and clarity for its external partners. The company is therefore closely monitoring changes in the requirements and recommendations of this directive and drawing on them to prepare a report that is as relevant and robust as possible.

Although this text has not been formally ratified, the recent omnibus developments bring the CSRD closer to this simplified framework, initially designed for SMEs and which we believe is the most relevant at this stage.

4.2 SUSTAINABLE DEVELOPMENT AT THE HEART OF AFYREN'S VALUE CREATION MODEL

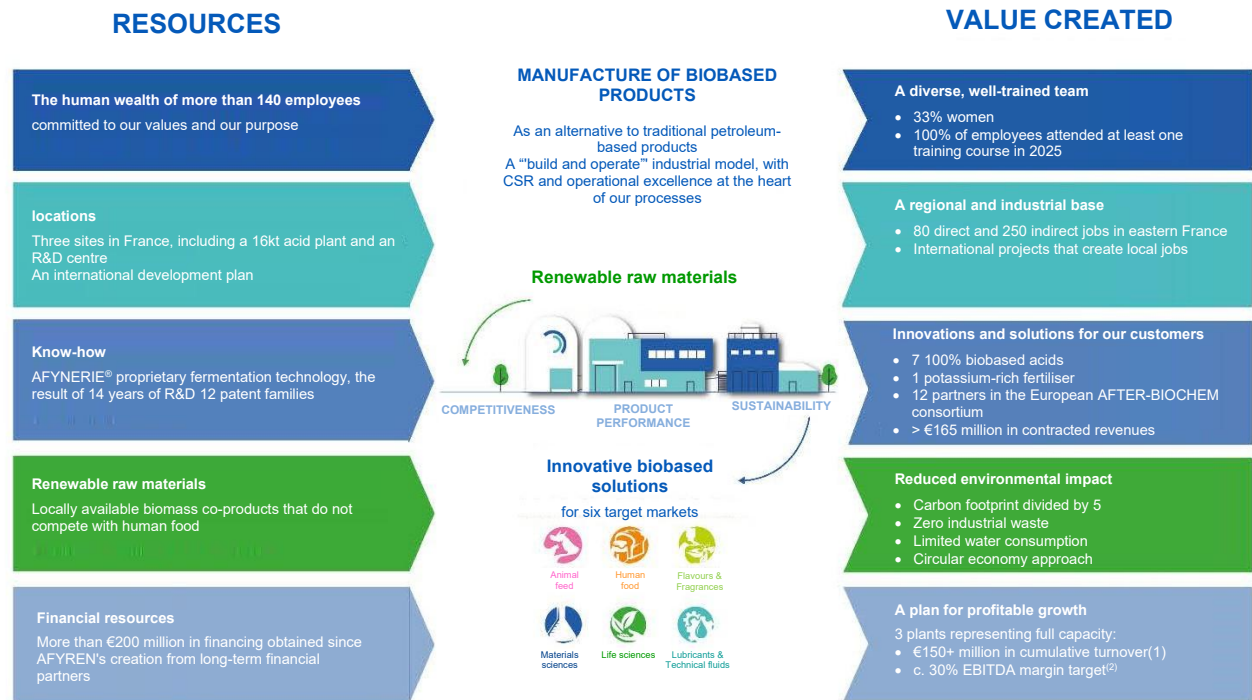
AFYREN has placed sustainable development at the heart of its purpose, a purpose that was slightly adapted following the company's participation in the Businesses for Climate Convention, to include the company's regenerative dimension:

"We enable low-carbon, circular and regenerative industry by providing biobased solutions built with our partners to benefit the environment"

The AFYREN business model is built around this purpose with unique resources and know-how, which allow us to create value for our economy and our environment, while relying on a clear mission, a well-defined strategy and strong values.



"We enable low-carbon, circular and regenerative industry by providing biobased solutions built with our partners to benefit the environment"



(1) Corresponds to the combined revenues of the production units
(2) Group current EBITDA

The AFYREN Group is fully aligned with the principles of the United Nations Global Compact in the areas of human rights, labour, the environment and anti-corruption, and its business model also contributes to achieving a number of the United Nations Sustainable Development Goals.





CSR governance

From the company's inception, AFYREN's managers have wanted to give sustainable development a central place. CSR was therefore integrated into the heart of the operational strategy at a very early stage, with a Chief Sustainability Officer on AFYREN's Executive Committee since 2021, in order to guarantee it maximum impact.

AFYREN continues to work on strengthening its CSR governance system with the establishment of a CSR committee within its Board of Directors in 2022. This committee supports the company in building its CSR strategy, using an ambitious approach adapted to its level of development, with a gradual roadmap:

- 2021-2022: Vision, strategy/fundamentals and governance (COMMITTED start-up)
- 2023-2025: Implementation, certification, monitoring of commitments and action plans using indicators (Contributing company)
- 2026-2030: Improvement/embedding impact-driven industrial SME, regenerative model)

Roles and responsibilities of the Board of Directors and the CSR Committee in monitoring the procedure for managing material impacts, risks and opportunities

- The Board of Directors determines the Company's strategic guidelines, and ensures that they are implemented in accordance with its corporate interest, taking into account the social and environmental challenges of its business.
- The CSR Committee deals with issues relating to the 5 pillars of CSR: governance, economic, social, societal and environmental.

It meets three or four times a year, and presents the identified ESG risks to AFYREN's Board of Directors twice a year, as well as the results and effectiveness of ESG policies, actions, metrics and targets.

- The main ESG initiatives implemented by the company in 2025 and discussed with the CSR Committee were: a CSR actions report and an annual roadmap.
- Certifications (Ecovadis, Responsible Care, Ethifinance) and financial reporting
- Carbon footprint, carbon strategy and environmental assessment
- Sustainable purchasing process

Risk assessment Aclear definition of CSR commitments and objectives

To ensure that the Group's commitments and ambitions are aligned with the main impacts of its business and the expectations of its stakeholders, AFYREN conducted a consultation with its internal and external stakeholders in 2021.



This has enabled us to position the main CSR issues identified by AFYREN in relation to its value creation model. At the same time, a reflection was undertaken to define AFYREN's purpose: its outcome is the result of consultation between employees and external stakeholders, carried out in order to define the Company's development course.

AFYREN's defined purpose is to enable **low-carbon, circular and regenerative industry by providing biobased solutions built with our partners to benefit the environment**. Three priority areas of commitment and nine CSR commitments are derived from this purpose and materiality analysis.

	3 general commitments	9 operational commitments
PILLAR I Products and innovation	100% of our solutions offer a sustainability advantage for industry and consumers	1.1. Placing eco-design at the heart of our innovation 1.2. Offering low-carbon alternatives to fossil-based products 1.3. Bringing to market biobased or natural products with high societal value
PILLAR II Operations and governance	Industrial development perfectly suited to the "Net Zero" trajectory and the optimisation of circularity	2.1. Reducing our carbon footprint 2.2. Preserving the planet and its resources by making our business part of the circular economy 2.3. Striving for excellence in all our operations
PILLAR III A safe, committed and connected team	Employees and stakeholders	3.1. Ensuring a safe environment for all our employees and our neighbourhood 3.2. Providing a motivating and fulfilling working environment for all our employees, without distinction 3.3. Being fully committed to our operating regions by developing the bioeconomy sector and working with our external stakeholders

In 2025, AFYREN continued its structuring actions to meet its strong commitments to these three pillars. Among the new projects were:

- Production and publication of the second sustainability report based on the CSRD guidelines, in line with our preparations for gradual compliance.
- The operational relaunch of the "Sustainable Purchasing" working group and the integration of CSR criteria in supplier qualification and evaluation
- AFYREN's third carbon footprint;
- The renewal of the ECOVADIS certification with a further increase in the score and percentile: 76/100 and among the top 8% in terms of CSR
- Launch of BCORP certification, with results expected in 2026
- The third HR Survey (AFYREN Global People Survey) with a 92% participation rate
- The start of the LCA-Ecoconception project with an initial phase analysing the existing situation at the end of 2025
- The renewal of the Ethifinance non-financial assessment, according to a new analysis methodology directly aligned with the requirements of the CSRD, with a score of 82/100 and a positioning among the best performing companies in its sector
- Obtaining the confirmed Responsible Care diagnosis and implementing an action plan based on the results of the self-diagnosis.
- Team training: systematic training of teams in business ethics and responsible communication on AFYREN products.
- Organisation of the upcoming 2026 frescoes campaign, for all new employees and the few who were unable to attend previous sessions

In 2025, we went one step further than integrating CSR into the risk review update. In order to prepare for compliance with our 9001 certification, the CSR department organised a workshop aimed at challenging the COMEX's vision regarding risks. In a context where risks are now largely systemic, it seems essential to adopt a holistic approach, broaden the scope of analysis and explore risks that have rarely been considered before or perceived as irrelevant to the company.

This workshop, entitled TUMULTE and developed by the Métropole de Lyon, enables the company's business model to be tested against different types of shocks (environmental and societal, etc.), to assess its level of vulnerability and to identify levers of action to strengthen its resilience. At the end of the year, AFYREN confirmed the robustness of its risk mapping, with wide coverage and few identified blind spots. The main interest of this workshop, however, lies in its ability to identify risks that were initially underestimated and, above all, to reassess their level of impact. It thus constitutes a first structuring step for the preparation of a climate change adaptation plan.

4.3 AFYREN CORPORATE REPORTING

Workforce

At the end of 2025, the AFYREN Group 141 employees and is committed to maintaining a diversified and balanced team, in a spirit of equal opportunities between women and men, younger and older people, and employees with very different professional backgrounds and qualifications.

	2022	2023	2024	2025
Total workforce (end-of-period FTE)³⁹	114	122	130	141
Of which % women	36%	39%	39%	36%
Of which % young people (<30 years old)	32%	29%	29%	28%
Of which % seniors (>50 years old)	14%	13%	14%	13%
Share of permanent contracts in the workforce (in %)	90%	89%	88%	86%

ORGANISATION

The arrival of a Human Resources Director in 2023 has enabled us to launch and sustain programmes designed to improve the way our teams work, including:

- An advanced onboarding programme that enables new arrivals to be effectively integrated into AFYREN, providing them very quickly with all the tools they need to understand the company's culture, take ownership of its challenges and fully understand its mission.
- A specially tailored management programme for AFYREN's teams to improve operational efficiency, communication and collaboration between teams, as well as technical training programmes for specialist roles
- A regular review of the governance of the two Group entities, to ensure smooth and efficient operation of the various interfaces.

AFYREN is committed to promoting the professional development of its employees by offering each of them a personalised training programme, and by offering them career prospects that value their skills, creativity, innovative potential and entrepreneurial energy. To this end, a Group training programme has been launched, with core courses on QHSE, ethics and cybercrime. In 2024, Climate Fresks were produced at the company's three sites for all employees, to help them share an understanding of environmental and societal issues and come up with concrete ideas for improvements at their sites. In 2026, AFYREN renewed a new 2nd generation frescoes campaign, which makes it possible to further anchor the observation of climate change in the company's reality, by identifying risks and opening up to action.

³⁹including permanent contracts, fixed-term contracts and work-study contracts



ACCIDENTS

In 2024, AFYREN recorded two accidents at work with lost time and five accidents without lost time. Although not serious, these accidents were nevertheless analysed in depth in order to implement appropriate immediate corrective and preventive actions. The intensification of activity linked to the plant's ramp-up requires greater vigilance with regard to the safety of people on site. The deployment of a demanding safety culture aims to consolidate the procedures for identifying and analysing risks, to speed up the implementation of appropriate control measures and to intensify training for all teams.

	2022	2023	2024	2025
Number of lost-time accidents - AFYREN employees	0	0	2	2
Number of accidents without time off work - AFYREN employees	2	6	2	5

Developing a high-performance safety culture is one of AFYREN's main commitments. To this end, "safety talks" are organised on a very regular basis within the teams to observe work situations collectively, to remind people of the rules of behaviour and to reinforce best practices.

Furthermore, feedback of observations is strongly encouraged via a dedicated, easy-to-use tool: the number of observations is a KPI that is monitored on a monthly basis.

4.4 NON-FINANCIAL ASSESSMENT AND REPORTING

Five years ago, AFYREN initiated a process of non-financial evaluation by Ethifinance, to provide a working framework in line with current best practice in the sector. This assessment enables the Company to guide its CSR approach as part of a continuous improvement process, and has shown that, on the one hand, its performance is well above the market and, on the other, that it is making constant progress.

In 2025, Ethifinance reviewed its methodology and updated it to align with the requirements of the CSRD. It is on this basis that AFYREN's past and 2025 scores were recalculated

	2020	2021	2022	2023 <u>New rating</u>	2024 <u>New rating</u>	2025 <u>New rating</u>
EthiFinance non-financial assessment	55 (56 rebased) ⁴⁰	66 (72 rebased)	78 (79 rebased)	74	77	82

Since 2024, AFYREN has maintained its PLATINUM level, the highest distinction awarded by Ethifinance. Furthermore, according to the rating agency's report, published in December

⁴⁰ Change in the reference framework between 2021 and 2022 leading to a revaluation of ratings

2025, AFYREN ranks in the top 3 in its sector and second in the "Chemicals" sub-sector among the highest-rated companies⁴¹.

For the third year running, AFYREN was awarded a silver medal by the global reference platform EcoVadis. Its score rose from 68 to 76/100 in the 92th percentile and places the Company in the top 8% of companies in terms of sustainable development. AFYREN's rating improved by 8 points compared to last year, despite a marked increase in the required level, linked to a percentile assessment system where the threshold for obtaining a medal increases according to the performance of peers. This recognition testifies to AFYREN's ongoing efforts in the area of corporate social responsibility



⁴¹ [Information published in a press release on 17 December 2025](#)



Corporate Social Responsibility (CSR), with a significant improvement in its score in the environment and sustainable purchasing categories

AFYREN also responds to the specific non-financial reporting requirements of all its investors, particularly its historical investors.

4.5 OUTLOOK

In 2026, AFYREN will once again publish, on a voluntary basis, its third sustainability report. This new edition, developed as part of a continuous improvement approach compared with previous reports, increases the level of detail in the published information, particularly regarding indicators that have been expanded to go further in terms of compliance with the CSRD requirements, and strengthens transparency on the company's stakes.

The Company will continue to work on its climate strategy, in particular in connection with its ISO certification work, monitor its CSR performance using the performance indicators approved by the Board of Directors, further develop the commitment of its teams and work on concrete action plans in line with its regenerative roadmap.

A circular inset image showing several root vegetables, likely rutabagas or turnips, with their green leafy tops still attached. The vegetables are covered in soil and are arranged in a cluster. The image is framed by a thin white circular border.

05

APPENDIX 1

APPENDIX 1 – AFYREN ANNUAL FINANCIAL
STATEMENTS AND STATUTORY AUDITOR'S REPORT



APPENDIX 1 – ANNUAL FINANCIAL STATEMENTS OF AFYREN AND THE STATUTORY AUDITOR’S CERTIFICATION REPORT

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Balance sheet



Balance sheet - assets

Positions	Gross	Depreciation & impairment	Net 31/12/2025	Net 31/12/2024
Uncalled subscribed capital (1)				
Start-up costs (II)				
INTANGIBLE ASSETS				
Development costs	3,681,512	2,589,162	1,092,350	1,460,501
Concessions, patents, licences, trademarks, processes, rights and values simil...	849,293	457,295	391,998	423,434
Goodwill				
Other intangible assets				
Intangible assets in progress, advances and payments on account	1,138,738		1,138,738	1,056,167
PROPERTY, PLANT AND EQUIPMENT				
Land				
Buildings				
Technical installations and industrial equipment and tools	771,928	644,400	127,528	149,557
Other property, plant and equipment	229,495	146,506	82,989	98,212
Property, plant and equipment in progress, advances and payments on account				
FINANCIAL FIXED ASSETS (1)				77,030
Equity investments	25,501,000	13,700,000	11,801,000	18,962,940
Receivables from equity investments				
Portfolio securities				
Other long-term investments	1,911,481		1,911,481	1,768,170
Loans	82,063		82,063	75,786
Other financial fixed assets	194,929		194,929	159,021
TOTAL FIXED ASSETS (III)	34,360,437	17,537,362	16,823,075	24,230,818
INVENTORIES AND WORK IN PROGRESS				
Raw materials and other supplies				
Work in progress (goods and services)				
Finished products				
Goods for resale				
Advances and deposits paid on orders	16,852		16,852	
RECEIVABLES (2)				
Trade receivables	481,983		481,983	431,656
Other receivables	26,583,911		26,583,911	10,905,946
Prepaid expenses	109,427		109,427	145,753
Subscribed capital - called but not paid				
MARKETABLE SECURITIES				
Treasury shares	302,304		302,304	449,088
Other securities				
Financial futures and tokens held				
Cash and cash equivalents	35,159,247		35,159,247	33,472,215
TOTAL CURRENT ASSETS (IV)	62,653,724		62,653,724	45,404,658
Borrowing costs (V)				
Loan repayment premiums (VI)				
Translation adjustments and valuation differences - Assets (VII)				
TOTAL ASSETS (I + II + III + IV + V + VI + VII)	97,014,161	17,537,362	79,476,798	69,635,476
(1) Financial fixed assets due in less than one year			276,991	182,919
(2) Receivables due in less than one year				1,100

Balance sheet - liabilities

Positions	31/12/2025	31/12/2024
Share capital (of which paid up)	722,148	522,202
Issue, merger and contribution premiums	108,296,717	85,384,458
Revaluation adjustments		
Equity accounting adjustments		
RESERVES		
Legal reserve	1,150	1,150
Statutory or contractual reserves		
Regulated reserves		
Other reserves	21,967	21,967
Retained earnings	-24,853,613	-14,041,611
Profit (loss) for the year	-11,443,142	-10,812,002
Investment grants	596,420	660,559
Regulated provisions		
TOTAL SHAREHOLDERS' EQUITY (I)	73,341,647	61,736,722
Proceeds from issues of equity securities		
Conditional advances		
TOTAL OTHER EQUITY (I BIS)		
Provisions for risks		13,900
Provisions for charges	620,291	397,381
TOTAL PROVISIONS (II)	620,291	411,281
Convertible bonds		
Other bonds		
Bank loans and borrowings	492,191	1,262,816
Other borrowings and other financial liabilities	1,483,027	1,803,594
Financial futures		
Advances and deposits received on orders in progress		
Trade payables (1)	313,960	521,759
Tax and social security liabilities	1,000,340	923,962
Fixed asset liabilities		
Other liabilities		
Deferred income	2,225,342	2,975,342
TOTAL LIABILITIES (III.)	5,514,860	7,487,473
Translation differences and valuation differences - Liabilities (IV)		
TOTAL LIABILITIES (I + I BIS + II + III + IV)	79,476,798	69,635,476
(1) Debts due within one year (excluding advances and payments on account)	4,370,373	3,292,440

Income statement



Income statement

Positions	2025	2024
OPERATING INCOME		
Sales of goods		
Production sold (goods)		
Production sold (services)	721,985	487,500
NET REVENUES	721,985	487,500
Production transferred to inventory		
Capitalised production	82,571	19,887
Grants	84,960	26,679
Reversals of depreciation, impairment and provisions	52,005	530,248
Proceeds from the disposal of intangible assets and property, plant and equipment		
Other income	2,572,826	1,756,489
TOTAL OPERATING INCOME (I)	3,514,346	2,820,803
OPERATING EXPENSES		
Purchase of goods		
Change in inventories		
Purchases of raw materials and other supplies	188,311	157,753
Change in inventories		
Other purchases and external expenses (1)	3,345,280	3,390,341
Duties, taxes and similar payments	90,188	80,017
Salaries	3,890,585	3,732,920
Social security contributions	1,399,494	1,343,749
Depreciation and amortisation		
- On fixed assets: depreciation	624,992	626,651
- On fixed assets: provisions for impairment		
- On current assets: provisions for impairment		
Provisions		
Carrying amounts of intangible assets and property, plant and equipment sold	261,015	257,028
Other expenses	30,139	45,576
TOTAL OPERATING EXPENSES (II)	9,830,004	9,634,034
OPERATING INCOME (I - II)	-6,315,658	-6,813,231
SHARE OF INCOME FROM JOINT VENTURES		
Profit allocated or loss transferred (III)		
Loss incurred or profit transferred (IV)		
FINANCIAL INCOME		
From equity investments		
From other securities and fixed asset receivables		
Other interest and similar income	1,660,356	1,801,015
Reversals of impairments and provisions	10,988	
Foreign exchange gains	1,502	2,471
Proceeds from disposals of financial fixed assets		
Net income from sales of marketable securities and cash instruments		
TOTAL FINANCIAL INCOME (V)	1,672,846	1,803,486
FINANCIAL EXPENSES		
Depreciation, amortisation and provisions	7,100,000	6,600,000
Interest and similar expenses (2)	139,742	-133,127
Foreign exchange losses	2,556	900
Carrying amount of financial fixed assets sold		
Net expenses on disposals of marketable securities and cash instruments		
TOTAL FINANCIAL EXPENSES (VI)	7,242,298	6,467,773

Positions	2025	2024
FINANCIAL INCOME (EXPENSE) (V - VI)	-5,569,452	-4,664,287
CURRENT PROFIT (LOSS) BEFORE TAX (I - II + III - IV + V - VI)	-11,885,110	-11,477,518
Extraordinary income (VII)		491,025
Extraordinary expenses (VIII)		396,864
NON-CURRENT INCOME (VII - VIII)		94,161
Employee profit sharing (IX)		
Corporate income tax (X)	-441,968	-571,355
TOTAL INCOME (I + III + V + VII)	5,187,193	5,115,314
TOTAL EXPENSES (II + IV + VI + VIII + IX + X)	16,630,335	15,927,316
PROFIT (LOSS) FOR THE YEAR	-11,443,142	-10,812,002
(1) Other external expenses: equipment leasing fees	23,419	23,203
(2) Other interest and similar expenses relating to related entities		364,068

Financial statement details



Detailed balance sheet

Positions	Gross	Depreciation & impairment	Net 31/12/2025	Net 31/12/2024
Uncalled subscribed capital (1)				
Start-up costs (II)				
INTANGIBLE ASSETS				
Development costs	3,681,512	2,589,162	1,092,350	1,460,501
203000000 - RESEARCH AND DEVELOPMENT COSTS	1,754,156		1,754,156	1,754,156
203010000 - EXTERNAL STUDIES	1,927,356		1,927,356	1,927,356
280300000 - AMT FR RESEARCH AND DEVELOPMENT EXTERNAL STUDIES		1,320,846	-1,320,846	-1,128,110
280310000 - AMT FR RESEARCH AND DEVELOPMENT CAPITALISED PROD		1,268,316	-1,268,316	-1,092,901
Concessions, patents, licences, trademarks, processes, rights and value, etc.	849,293	457,295	391,998	423,434
205000000 - CONCESSIONS AND SIMILAR RIGHTS, PATENTS, LICENCES, ETC.	43,998		43,998	29,798
205100000 - BRANDS	30,771		30,771	24,816
205110000 - METHYL PATENT	34,220		34,220	34,220
205120000 - CHAPEAU PATENT	97,911		97,911	97,911
205130000 - EXT SL (BSL) PATENT	101,086		101,086	101,086
205140000 - PHA PATENT	162,112		162,112	162,112
205150000 - AA PATENT	81,020		81,020	81,020
205160000 - SC8 PATENT	85,307		85,307	85,307
205170000 - FERTILISER PATENT	146,146		146,146	124,487
205180000 - VINASSE PATENT	11,265		11,265	11,265
205190000 - AERATAR PATENT	16,254		16,254	7,977
205200000 - POME PATENT	4,575		4,575	4,035
205220000 - AERATION PATENT	13,420		13,420	13,420
205240000 - EAC PATENT	3,475		3,475	3,475
205990000 - OTHER PATENTS	17,731		17,731	17,731
280500000 - AMORT. SOFTWARE		40,949	-40,949	-35,150
280520000 - AMT PATENTS		416,346	-416,346	-340,077
Goodwill				
Other intangible assets				
Intangible assets in progress, advances and payments on account	1,138,738		1,138,738	1,056,167
232500000 - BOOSTER R&D STUDIES IN PROGRESS	678,146		678,146	678,146
232700000 - R&D STUDIES	460,592		460,592	378,020
PROPERTY, PLANT AND EQUIPMENT				
Land				
Buildings				
Technical installations and industrial equipment and tools	771,928	644,400	127,528	149,557
215000000 - TECHNICAL INSTALLATIONS, EQUIPMENT AND TOOLS	675,167		675,167	569,870
215010000 - WOOL PILOT	96,761		96,761	96,761
281500000 - DEPRECIATION OF EQUIPMENT		547,639	-547,639	-420,313
281501000 DEPRECIATION OF PILOT 1000 L		96,761	-96,761	-96,761
Other property, plant and equipment	229,495	146,506	82,989	98,212
218100000 - GENERAL FIXTURES AND FITTINGS	147,688		147,688	145,220
218300000 - OFFICE EQUIPMENT AND COMPUTER HARDWARE	12,441		12,441	8,824
218400000 - FURNITURE	69,366		69,366	62,743
281810000 - DEPRECIATION GENERAL FIXTURES AND FITTINGS		74,183	-74,183	-65,691
281830000 - DEPRECIATION COMPUTER HARDWARE		9,846	-9,846	-7,935
281840000 - DEPRECIATION FURNITURE		62,477	-62,477	-44,950
Property, plant and equipment in progress, advances and payments on account				77,030
238000000 - ADVANCES AND PAYMENTS ON ACCOUNT PAID ON ORDERS FOR PROPERTY, PLANT AND EQUIPMENT.				77,030
FINANCIAL FIXED ASSETS (1)				

Positions	Gross	Depreciation & impairment	Net 31/12/2025	Net 31/12/2024
Equity investments	25,501,000	13,700,000	11,801,000	18,962,940
261120000 - NEOXY SHARES	25,501,000		25,501,000	25,501,000
261140000 - AFYREN SERVICES THAILAND SHARES				61,940
296100000 - IMPAIRMENT OF AFYREN SHARES		13,700,000	-13,700,000	-6,600,000
Receivables from equity investments				
Portfolio securities				
Other long-term investments	1,911,481		1,911,481	1,768,170
272100000 - CONVERTIBLE BONDS	1,749,600		1,749,600	1,620,192
277100000 - TREASURY SHARES - CASH ACCOUNT	161,880		161,880	158,966
297100000 - IMPAIRMENT OF TREASURY SHARES				-10,988
Loans	82,063		82,063	75,786
276840000 - ACCRUED INTEREST ON LOANS	82,063		82,063	75,786
Other financial fixed assets	194,929		194,929	159,021
275000000 - DEPOSITS AND GUARANTEES PAID	49,150		49,150	51,888
276100000 - OTHER FIXED ASSET RECEIVABLES - CASH ACCOUNT	139,110		139,110	91,008
276110000 - SHARE BUYBACK CASH ACCOUNT	6,668		6,668	16,126
TOTAL FIXED ASSETS (III)	34,360,437	17,537,362	16,823,075	24,230,818
INVENTORIES AND WORK IN PROGRESS				
Raw materials and other supplies				
Work in progress (goods and services)				
Finished products				
Goods for resale				
Advances and deposits paid on orders	16,852		16,852	
409100000 - SUPPLIERS - ADVANCES AND DEPOSITS PAID ON ACCOUNT	16,852		16,852	
RECEIVABLES (2)				
Trade receivables	481,983		481,983	431,656
411000000 - TRADE RECEIVABLES	364,687		364,687	366,534
418000002 - TRADE RECEIVABLES - INVOICES TO BE ISSUED	117,295		117,295	65,123
Other receivables	26,583,911		26,583,911	10,905,946
401100000 - TRADE PAYABLES	5,224		5,224	4,433
425000002 - STAFF - ADVANCES AND PAYMENTS ON ACCOUNT				166
438700000 - ACCRUED INCOME	4,391		4,391	3,624
444000000 - STATE - INCOME TAXES	441,968		441,968	571,355
445620000 - VAT ON FIXED ASSETS				
445623000 - VAT DEDUCTIBLE ON FIXED ASSETS (SERVICES)	1,936		1,936	1,616
445640000 - VAT DEDUCTIBLE ON CASH RECEIPTS	5,275		5,275	
445661000 - VAT DEDUCTIBLE OUTSIDE THE EU				24,841
445830000 - REFUND OF TURNOVER TAXES ...	33,959		33,959	
445860000 - TURNOVER TAXES ON INVOICES NOT RECEIVED	40,977		40,977	40,264
455550000 - AFYREN NEOXY	26,050,180		26,050,180	10,230,631
468000002 - MISCELLANEOUS - ACCRUED EXPENSES AND ACCRUED INCOME				29015
Prepaid expenses	109,427		109,427	145,753
486000000 - PREPAID EXPENSES	109,427		109,427	145,753
Subscribed capital - called but not paid				
MARKETABLE SECURITIES				
Treasury shares	302,304		302,304	449,088
502100000 - TREASURY SHARES TO BE ALLOCATED	302,304		302,304	449,088
Other securities				
Financial futures and tokens held				
Cash and cash equivalents	35,159,247		35,159,247	33,472,215
512100100 - BNP PARIBAS ENTREPRISE - CURRENT ACCOUNT *****3489	2,588,795		2,588,795	1,335,739
512100200 - PENNYLANE - PENNYLANE BUSINESS ACCOUNT	36		36	
512100300 - BANQUE POPULAIRE - CURRENT ACCOUNT SAS AFYREN	116,601		116,601	5,462,539

Positions	Gross	Depreciation & impairment	Net 31/12/2025	Net 31/12/2024
512100400 - IBANFIRST - EUR ACCOUNT	13,664		13,664	16,409
512100800 - CRÉDIT AGRICOLE - CURRENT ACCOUNT SAS AFYREN	97,488		97,488	199,100
512101100 - SOCIÉTÉ GÉNÉRALE - SOCIÉTÉ GÉNÉRALE	431,928		431,928	100,000
512101200 - CAISSE D'ÉPARGNE PROFESSIONNELS - GERA	42,244		42,244	
512101300 - OTHER - SPENDESK	47,495		47,495	21,411
512101600 - BANQUE POPULAIRE - BANQUE POPULAIRE ALC	17,640		17,640	757,217
512101700 - BANQUE POPULAIRE - POP TERM ACCOUNT				6,000,000
512101800 - BANQUE POPULAIRE - BPOP ALC TERM ACCOUNT	10,000,000		10,000,000	3,000,000
512101900 - BANQUE POPULAIRE - BPOP ALC TERM ACCOUNT				3,000,000
512102200 - BNP PARIBAS - BNP TERM ACCOUNT	9,018,041		9,018,041	8,018,041
512102300 - SOCIÉTÉ GÉNÉRALE - SG TERM ACCOUNT	7,674,385		7,674,385	5,500,000
512102400 - CAISSE D'ÉPARGNE PROFESSIONNELS - CERA TERM ACCOUNT	5,000,000		5,000,000	
512102600 - OTHER - BANK SHARES	32		32	32
512400500 - IBANFIRST - CAD ACCOUNT	6,153		6,153	6,622
512401400 - BNP PARIBAS - BNP THB	58,524		58,524	2,896
512401500 - BNP PARIBAS - BNP USD	5,049		5,049	7,616
518800000 - ACCRUED INTEREST RECEIVABLE	41,171		41,171	44,594
TOTAL CURRENT ASSETS (IV)	62,653,724		62,653,724	45,404,658
Borrowing costs (V)				
Loan repayment premiums (VI)				
Translation adjustments and valuation differences - Assets (VII)				
TOTAL ASSETS (I + II + III + IV + V + VI + VII)	97,014,161	17,537,362	79,476,798	69,635,476
(1) Financial fixed assets due in less than one year			276,991	182,919
(2) Receivables due in less than one year				1,100

Detailed balance sheet liabilities

Positions	31/12/2025	31/12/2024
Share capital (of which paid up)	722,148	522,202
10100000 - SHARE CAPITAL	722,148	522,202
Issue, merger and contribution premiums	108,296,717	85,384,458
104100000 - SHARE PREMIUM	108,275,117	85,362,858
104500000 - SHARE SUBSCRIPTION WARRANTS	21,600	21,600
Revaluation adjustments		
Equity accounting adjustments		
RESERVES		
Legal reserve	1,150	1,150
106100000 - LEGAL RESERVE	1,150	1,150
Statutory or contractual reserves		
Regulated reserves		
Other reserves	21,967	21,967
106200000 - RESTRICTED RESERVES	21,967	21,967
Retained earnings	-24,853,613	-14,041,611
11900000 - RETAINED EARNINGS (DEBIT BALANCE)	-24,853,613	-14,041,611
Profit (loss) for the year	-11,443,142	-10,812,002
Investment grants	596,420	660,559
131810000 - GRANT	1,047,531	1,047,531
139000000 - INVESTMENT GRANTS RECORDED IN THE INCOME STATEMENT	-451,111	-386,972
Regulated provisions		
TOTAL SHAREHOLDERS' EQUITY (I)	73,341,647	61,736,722
Proceeds from issues of equity securities		
Conditional advances		
TOTAL OTHER EQUITY (I BIS)		
Provisions for risks		13,900
151100000 - PROVISIONS FOR LITIGATION		13,900
Provisions for charges	620,291	397,381
152700000 - OTHER PROVISIONS FOR CHARGES	620,291	
158200000 - OTHER PROVISIONS FOR CHARGES		397,381
TOTAL PROVISIONS (II)	620,291	411,281
Convertible bonds		
Other bonds		
Bank loans and borrowings	492,191	1262,816
164100000 - BNP STATE-GUARANTEED LOAN €780k	100,938	301,683
164200000 - BPI STATE-GUARANTEED LOAN €300k	37,500	131,250
164300000 - BPAR STATE-GUARANTEED LOAN €780k	98,997	295,909
164400000 - CA STATE-GUARANTEED LOAN €780k	98,440	294,511
164500000 - BNP LOAN €260k	156,316	239,462
Other borrowings and other financial liabilities	1,483,027	1,803,594
168102000 - ADVANCE BPI PAI3 €302k 2015		15,100
168103000 - ADVANCE BPI PAI3 €198k 2017		39,600
168107000 - BPI INNOVATION R&D LOAN €750k	300,000	487,500
168108000 - BPI INNOVATION R&D LOAN €200k	110,000	160,000
168109000 - BPI ADVANCE €104k	52,000	52,000
168110000 - BPI INNOVATION R&D LOAN €1m	1,000,000	1,000,000

Positions	31/12/2025	31/12/2024
168400000 - BPAR REVITALISATION LOAN €75k	18,750	33,750
168800000 - ACCRUED INTEREST	2,277	15,644
Financial futures		
Advances and deposits received on orders in progress		
Trade payables (1)	313,960	521,759
401100000 - TRADE PAYABLES	73,258	276,476
408100000 - TRADE PAYABLES	240,701	245,282
Tax and social security liabilities	1,000,340	923,962
427000000 - STAFF - COMPETITIVE EXAMS	192	85
428200000 - PROVISIONED LEAVE	240,766	229,546
428600000 - STAFF - ACCRUED EXPENSES	235,700	163,411
431000000 - SOCIAL SECURITY	129,730	131,736
437020000 - SOCIAL SECURITY BODIES	24,066	10,394
437030000 - SOCIAL SECURITY BODIES (PENSIONS)	47,709	119,770
437040000 - SOCIAL SECURITY BODY ALAN	455	455
438200000 - SOCIAL SECURITY CONTRIBUTIONS ON LEAVE PAYABLE	99,873	94,501
438600000 - SOCIAL SECURITY CONTRIBUTIONS ON EXPENSES PAYABLE	98,994	76,059
442100000 - WITHHOLDING TAX (INCOME TAX)	30,865	28,170
445510000 - VAT TO BE PAID	0	2,576
445710090 - VAT LEVIED AT 20%		45,205
445740000 - VAT LEVIED ON RECEIPTS	42,293	
445870000 - TURNOVER TAXES ON INVOICES TO BE ISSUED	19,549	11,523
447000000 - OTHER DUTIES, TAXES AND SIMILAR PAYMENTS	6,896	3,856
448100000 - STATE - ACCRUED EXPENSES	23,251	
448630000 - STATE - OTHER ACCRUED EXPENSES		6,675
Fixed asset liabilities		
Other liabilities		
Deferred income	2,225,342	2,975,342
487000000 - DEFERRED INCOME	2,225,342	2,975,342
TOTAL LIABILITIES (III)	5,514,860	7,487,473
Translation differences and valuation differences - Liabilities (IV)		
TOTAL LIABILITIES (I + I BIS + II + III + IV)	79,476,798	69,635,476
(1) Debts due within one year (excluding advances and payments on account)	4,370,373	3,292,440

Detailed income statement

Positions	2025	2024
OPERATING INCOME		
Sales of goods		
Production sold (goods)		
Production sold (services)	721,985	487,500
706011000 - ADMINISTRATIVE SERVICES		37,500
706013000 - COMMERCIAL SERVICES	450,000	450,000
708000000 - INCOME FROM RELATED ACTIVITIES	271,985	
NET REVENUES	721,985	487,500
Production transferred to inventory		
Capitalised production	82,571	19,887
721200000 - INTANGIBLE ASSETS	82,571	19,887
Grants	84,960	26,679
740000000 - OPERATING GRANTS		26,679
741000000 - OPERATING GRANTS	20,821	
747000000 - INV. GRANT TRANSFERRED - TO INCOME STATEMENT	64,139	
Reversals of depreciation, impairment and provisions	52,005	530,248
781500000 - REVERSAL OF PROVISION FOR RISKS AND CHARGES	52,005	239,544
791000000 - TRANSFERS OF OPERATING EXPENSES		38,385
791000010 - TRANSFERS OF OPERATING EXPENSES EXO		232,317
791240000 - TRANSFERS OF PERSONNEL COSTS		20,001
Proceeds from the disposal of property, plant and equipment and intangible assets		
Other income	2,572,826	1,756,489
75111800 - CONCESSION LICENCE 2018	750,000	750,000
758000000 - INDEMNITIES AND OTHER INCOME (FORMERLY MISCELLANEOUS INCOME FROM ORDINARY ACTIVITIES)	33	1,850
758512000 - NEOXY TECHNICAL RE-INVOICING	1,822,793	1,004,639
TOTAL OPERATING INCOME (I)	3,514,346	2,820,803
OPERATING EXPENSES		
Purchase of goods		
Change in inventories		
Purchases of raw materials and other supplies	188,311	157,753
602100000 - CONSUMABLES	7,887	7,574
602100010 - R&D CONSUMABLES	101,249	100,627
602210010 - R&D WORK CLOTHES	2,795	532
602230000 - (DUPLICATE) WORKSHOP AND FACTORY SUPPLIES	864	
602230010 - R&D WORKSHOP AND FACTORY SUPPLIES	75,516	49,020
Change in inventories		
Other purchases and external expenses (1)	3,345,280	3,390,341
604100000 - PURCHASES OF STUDIES AND SERVICES	411,449	127,526
606100000 - NO-STOCK ITEMS (WATER, ENERGY, ETC.)	1,573	1,281
606100010 - R&D EQUIPMENT	4,246	6,921
606300000 - MAINTENANCE SUPPLIES AND SMALL EQUIPMENT	20,571	33,007
606400000 - ADMINISTRATIVE SUPPLIES	6,399	5,374
612100000 - EQUIPMENT LEASING	23,419	23,204
613000000 - LEASES	12,560	4,191
613100000 - LONG-TERM VEHICLE LEASE	75,495	76,726
613110000 - SHORT-TERM VEHICLE LEASE	6,709	10,344
613120000 - IT EQUIPMENT RENTAL	164,729	144,673
613120010 - R&D EQUIPMENT RENTAL	14,778	3,587
613230000 - BIPOLE LEASE	38,225	34,249
613260000 - CAR PARK RENTALS	7,542	10,941
613270000 - LYON 3 LEASE	141,075	147,062

Positions	2025	2024
614000000 - RENTAL EXPENSES AND CO-OWNERSHIP EXPENSES	1,060	1,743
614230000 - BIPOLE SERVICE CHARGES	27,601	9,549
614270000 - LYON 3 SERVICE CHARGES	61,465	64,243
615000000 - MAINTENANCE AND REPAIRS	2,699	1,686
615000010 - MAINTENANCE - R&D REPAIRS - SERVICING	7,894	12,900
615000050 - MAINTENANCE OF PREMISES	20,849	21,142
615110000 - VEHICLE MAINTENANCE	11,813	7,613
615640000 - ERP ROLLOUT	840	1,509
616000000 - INSURANCE PREMIUMS	312,787	280,040
618300000 - TECHNICAL DOCUMENTATION	636	12,202
618500000 - SYMPOSIUM, SEMINAR AND CONFERENCE EXPENSES	1,284	17,928
621000000 - EXTERNAL STAFF		8,740
622000000 - REMUNERATION OF INTERMEDIARIES AND FEES		1,490
622000030 - FINANCIAL INTERMEDIARIES	26,801	17,979
622600000 - FEES	170,420	476,862
622610010 - R&D SERVICES AND TECHNICAL STUDIES	262,773	359,275
622610160 - PROFESSIONAL FEES	98,340	114,605
622610500 - MARKET STUDIES	11,600	14,562
622647000 - LEGAL & FINANCIAL FEES	599,430	550,413
622700000 - LEGAL AND LITIGATION COSTS	16	
622800000 - OTHER		3,531
622810010 - R&D WASTE MANAGEMENT	35,500	34,266
623000000 - ADVERTISING PUBLICATIONS PUBLIC RELATIONS	22,500	38,281
623000030 - SALES COMMUNICATION	95,200	22,225
623300030 - MARKETING SALES FAIRS	9,048	14,739
623400000 - CUSTOMER GIFTS	775	412
624000000 - SHIPPING COSTS	92	123
624000010 - R&D SHIPPING COSTS	4,547	15,392
625000000 - TRAVEL, BUSINESS TRIPS AND HOSPITALITY	335,074	388,449
625100000 - TRAVEL AND TRANSPORT	64	
625200000 - PARKING FEES	19,226	15,690
626000000 - POSTAGE AND TELECOMMUNICATIONS EXPENSES	7,364	5,527
627000000 - BANKING AND RELATED SERVICES	38,396	23,227
627200000 - 627200000 - BORROWING COSTS AND FEES	5,081	7,575
628100000 - CONTRIBUTIONS AND SUBSCRIPTIONS	39,793	27,927
628200000 - TRAINING	43,422	23,447
628300000 - OTHER	110	1,541
628400000 - STAFF RECRUITMENT COSTS	142,012	164,425
Duties, taxes and similar payments	90,188	80,017
631100000 - PAYROLL TAX	13,253	8,317
631200000 - APPRENTICESHIP TAX	23,597	22,875
633300000 - SINGLE EMPLOYER CONTRIBUTION TO VOCATIONAL TRAINING	36,994	35,098
635110000 - TERRITORIAL ECONOMIC CONTRIBUTION	11,527	10,238
635140000 - TAX ON PERSONAL AND COMPANY CARS	4,817	2,210
635400000 - REGISTRATION AND STAMP DUTIES		1,278
Salaries	3,890,585	3,732,920
641100000 - WAGES AND SALARIES	3,194,301	2,889,988
641200000 - PAID LEAVE	43,194	69,581
641300000 - BONUSES AND INCENTIVES	510,910	132,997
641400000 - COMPENSATION AND OTHER BENEFITS	-19,628	405,006
648100000 - OTHER PERSONNEL EXPENSES	161,808	235,348
Social security contributions	1,399,494	1,343,749
645100000 - URSSAF CONTRIBUTIONS	865,809	836,498
645200000 - CONTRIBUTIONS TO MUTUAL INSURANCE	60,111	66,173
645300000 - CONTRIBUTIONS TO PENSION FUNDS	333,323	333,075
645400000 - CONTRIBUTIONS TO UNEMPLOYMENT BENEFITS (FORMERLY ASSEDIC CONTRIBUTIONS)	138,057	130,213
645500000 - EXPENSES ON PROVISIONED LEAVE	5,372	2,509

Positions	2025	2024
645600000 - SOCIAL SECURITY CONTRIBUTIONS ON BONUSES	31,252	-30,020
647500000 - OCCUPATIONAL MEDICINE, PHARMACY	2171	5,301
649000000 - STAFF COSTS REIMBURSEMENTS (IF STAFF REIMBURSEMENTS)	-36,601	
Depreciation and amortisation		
- On fixed assets: depreciation	624,992	626,651
681110000 - DEPRECIATION AND AMORTISATION. INTANGIBLE ASSETS	451,212	444,056
681120000 - DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT	173,780	182,595
- On fixed assets: provisions for impairment		
- On current assets: provisions for impairment		
Provisions	261,015	257,028
681500000 - PROVISIONS FOR RISKS AND CHARGES	261,015	257,028
Carrying amounts of intangible assets and property, plant and equipment sold		
Other expenses	30,139	45,576
651100000 - ROYALTIES FOR CONCESSIONS, PATENTS, LICENCES, TRADEMARKS, PROCESSES, SOLUTIONS		1,125
1...		1,856
651100000 - ROYALTIES FOR CONCESSIONS, PATENTS, LICENCES		1,856
653000000 - ATTENDANCE FEES	30,000	42,500
658000000 - PENALTIES AND OTHER EXPENSES (FORMERLY MISCELLANEOUS MANAGEMENT EXPENSES...	139	92
658200000 - PENALTIES, TAX AND CRIMINAL FINES		3
TOTAL OPERATING EXPENSES (II)	9,830,004	9,634,034
OPERATING INCOME (I - II)	-6,315,658	-6,813,231
SHARE OF INCOME FROM JOINT VENTURES		
Profit allocated or loss transferred (III)		
Loss incurred or profit transferred (IV)		
FINANCIAL INCOME		
From equity investments		
From other securities and fixed asset receivables		
Other interest and similar income	1,660,356	1,801,015
764000000 - INCOME FROM MARKETABLE SECURITIES	574,552	1,436,823
768100000 - INTEREST ON SHARES		1
768200000 - INTEREST INCOME	955,234	364,191
768300000 - SURPLUS FROM THE BUYBACK OF TREASURY SHARES	130,570	
Reversals of impairments and provisions	10,988	
786620000 - REVERSAL OF PROVISIONS FOR IMPAIRMENT OF FINANCIAL FIXED ASSETS	10,988	
Foreign exchange gains	1,502	2,471
766100000 - FOREIGN EXCHANGE GAIN	1,502	2,471
Proceeds from disposals of financial fixed assets		
Net income from sales of marketable securities and cash instruments		
TOTAL FINANCIAL INCOME (V)	1,672,846	1,803,486
FINANCIAL EXPENSES		
Depreciation, amortisation and provisions	7,100,000	6,600,000
686620000 - FINANCIAL FIXED ASSETS	7,100,000	6,600,000
Interest and similar expenses (2)	139,742	-133,127
661000000 - INTEREST EXPENSES	60,189	-133,127
668300000 - LOSS ON BUYBACK OF TREASURY SHARES	79,553	
Foreign exchange losses	2,556	900
666100000 - FOREIGN EXCHANGE LOSSES	2,556	900
Carrying amount of financial fixed assets sold		
Net expenses on disposals of marketable securities and cash instruments		
TOTAL FINANCIAL EXPENSES (VI)	7,242,298	6,467,773
FINANCIAL INCOME (EXPENSE) (V - VI)	-5,569,452	-4,664,287
CURRENT PROFIT (LOSS) BEFORE TAX (I - II + III - IV + V - VI)	-11,885,110	-11,477,518

Positions	2025	2024
Extraordinary income (VII)		491,025
777100000 - INV. GRANT TRANSFERRED TO INCOME STATEMENT		64,139
778300000 - SURPLUS FROM THE COMPANY'S BUYBACK OF SHARES AND BONDS ISSUED BY ...		128,411
778400000 - OTHER EXTRAORDINARY FINANCIAL INCOME		2,952
787600000 - REVERSALS OF EXTRAORDINARY IMPAIRMENT LOSSES		64,548
797100000 - TRANSFER OF EXTRAORDINARY EXPENSES		230,975
Extraordinary expenses (VIII)		396,864
671200000 - PENALTIES, TAX AND CRIMINAL FINES		139
675600000 - FINANCIAL FIXED ASSETS		6,812
778300000 - LOSSES FROM THE COMPANY'S BUYBACK OF SHARES AND BONDS ISSUED BY ...		378,925
687600000 - EXCEPTIONAL IMPAIRMENT LOSSES		10,988
NON-CURRENT INCOME (VII - VIII)		94,161
Employee profit sharing (IX)		
Corporate income tax (X)	-441,968	-571,355
695000000 - CORPORATE INCOME TAX	-441,968	-571,355
TOTAL INCOME (I + III + V + VII)	5,187,193	5,115,314
TOTAL EXPENSES (II + IV + VI + VIII + IX + X)	16,630,335	15,927,316
PROFIT (LOSS) FOR THE YEAR	-11,443,142	-10,812,002
(1) Other external expenses: equipment leasing fees		23,203
(2) Other interest and similar expenses relating to related entities	23,419	364,068

Notes



Preamble

Introduction

Introduction to the notes

The financial year ended **31/12/2025** had a duration of **12** months.

The previous financial year had a duration of **12** months covering the period from **01/01/2024** to **31/12/2024**.

The balance sheet total for the financial year before appropriation of net income was **€79,476,798.31**.

The net income was a **loss** of **-€11,443,141.74**.

The notes and tables set out below form an integral part of the annual financial statements.

Significant events

Subsequent events

No impact:

Capital transactions

In February 2026, a capital increase was carried out with various Odyssée Venture funds for an amount excluding the issue premium of €54,902, corresponding to 2,745,098 shares with a par value of €0.02 each. The total amount of the capital increase, including issue premium, was €7 million.

In early 2026, the Board of Directors used the authorisations granted to it to make the following grants:

- January 2026 - 171,000 free share grants 2026 - 11 beneficiaries - 23rd resolution of the Combined General Meeting of 19 June 2024

In January 2026, AFYREN recorded the definitive vesting of 12,868 shares resulting from grants to new employees in 2024. AFYREN also records the definitive vesting of 70,000 shares resulting from the free share grants 2024-3 of December 2024 for the benefit of around ten employees and executive corporate officers, with a view to retaining certain key personnel. The shares delivered came from the company's treasury account.

Shareholders of AFYREN NEOXY

In March 2026, AFYREN announced the acquisition of the 49% stake held by co-shareholder SPI in NEOXY for €11.3 million, paid in cash. Thanks to this acquisition, AFYREN can lead the plant's ramp-up and investments together with simplified governance and full alignment between the parent company, which provides financing, and the plant.

Bpifrance's support continues with the Large Venture fund, a 7.5% shareholder in AFYREN and a director of the company. In addition, the SPI fund remains committed in the short term via AFYREN NEOXY convertible bonds which are intended to be redeemed in cash no later than at maturity, in June 2027.

Armed conflict in the Middle East

AFYREN is closely monitoring developments in the armed conflict in the Middle East, which affects global economic and commercial activities. The main risks identified for AFYREN's activities concern the volatility of energy prices, particularly gas, to which AFYREN is exposed through its steam consumption, as well as price fluctuations of certain inputs, notably those of chemical origin. The Group also remains vigilant regarding potential indirect effects that may impact its clients' activities or certain aspects of financial stability.

As at the date of this Annual Financial Report, this situation has had no significant impact on AFYREN's activity in 2026.

Other significant information

Operations

In June 2025, AFYREN announced the launch of continuous production at the AFYREN NEOXY plant. This major step is the culmination of two years' work by the AFYREN and AFYREN NEOXY teams to make the equipment reliable and control the operating conditions on an industrial scale, so as to ensure the continuous operation of this biorefinery, which is unique in the world. In the second half of 2025, operating periods alternated with two periods of voluntary shutdowns, linked to the initial consolidation work on operations and draining, thereby limiting the available capacity between July and October 2025.

The production then recorded a significant increase, with nearly half of the volumes produced (i.e. around 200 tonnes) over the last two months of 2025.

In 2025, AFYREN NEOXY produced nearly 400 tonnes of bio-based acids as well as a significant volume of associated fertiliser. This output amounts to a total volume of approximately €1 million, of which €0.5 million had already been invoiced by the end of the year. Although these revenues fell short of the initial target by a few million euros, they represent the first significant revenue in AFYREN NEOXY's history.

Concomitantly with the ramp-up of AFYREN NEOXY, the Company unveiled an improvement programme to consolidate and optimise its biorefinery. In concrete terms, AFYREN will implement an industrial investment (CAPEX) of around €20 million, making it possible to increase production capacity to 20 kilotonnes (+20% compared to the capacity of 16 kilotonnes initially planned). In addition to the targeted productivity gains, this programme should make it possible to meet growing commercial demand and improve the plant's financial equation with a target EBITDA raised to €14 million, up 40% compared with the current projections of €9 million.

To support this investment, support the ramp-up of AFYREN NEOXY while maintaining a balanced and sustainable financial structure, AFYREN has mobilised several financing levers combining its available cash, fundraising from the industrial player Kemin Industries Inc. and the strategic investor Bpifrance Large Venture as well as debt financing and grants (see the " financing " section below).

Partnership(s)

Since its creation, AFYREN has maintained close relationships with players in its ecosystem.

In May 2025, AFYREN and Südzucker, Europe's leading supplier of sugar products, committed to renewing their long-term partnership to advance sustainable, biobased and circular chemical production, in line with the EU's ecological transition objectives. As part of the agreement, Südzucker AG supplies non-food agricultural by-products from sugar production as raw material for AFYREN NEOXY, thereby ensuring a secure local supply.

In June 2025, AFYREN and its partners marked the end of the AFTER-BIOCHEM consortium, a European initiative that has greatly contributed to structuring the value chain around AFYREN's industrial offering.

In November 2025, the €20 million capital increase subscribed by Kemin Industries Inc. was an opportunity to communicate about the historic partnership with Kemin Industries Inc., a world-renowned family company specialising in specialty ingredients and biotechnology. AFYREN and Kemin Industries have maintained a solid relationship since 2018, driven by AFYREN's ambition to deploy its innovative solution on an industrial scale. The long-term commitment of Kemin Industries and other stakeholders as buyers of the industrial volumes of organic acids produced on the AFYREN NEOXY site was decisive in bringing the project to fruition on an industrial scale. This major step has also been supported by AFTER-BIOCHEM, with Kemin EUROPE a partner of the initiative since its creation.

In December 2025, AFYREN and Esse Skincare, a leading South African company in the science of microbiome-based skincare, announced a partnership aimed at launching the world's first bio-sourced propionic acid intended for the skincare industry.

Furthermore, AFYREN and Mitr Phol maintain an active partnership, as part of the development of a factory in Thailand. Positive discussions continued with the partner in 2025. A streamlining of the organisational structure took place in the first half of 2025, with AFYREN formalising the closure of AFYREN SERVICES (THAILAND) CO., LTD., a special-purpose commercial subsidiary that was ultimately not brought into operation and whose financial statements are not material.

Financing

To support investments and the ramp-up of AFYREN NEOXY while maintaining a balanced and sustainable financial structure, in 2025 AFYREN mobilised several financing instruments, combining its available cash, a new fundraising round as well as debt financing and grants.

In November 2025, AFYREN completed a €23 million capital increase from the industrial company Kemin Industries Inc. and the strategic investor Bpifrance Large Venture to finance the optimisation and expansion of its one-of-a-kind biorefinery.

In 2025, AFYREN contributed €15 million to the financing of its subsidiary AFYREN NEOXY through a contribution in the form of a shareholder loan.

Capital transactions

During 2025, capital increases were carried out totalling €199,947, corresponding to 9,997,333 shares with a par value of €0.02 each. The total amount of the capital increases, including the issue premium, was €23,218,959. Capital increase costs of €107 thousand were charged to the issue premium.

Equity instrument plans

In 2025, AFYREN recorded the following transactions on equity instrument plans:

- The allocation of 7,500 free share grants 2024-4 and free share grants 2024-5 to two employees.
- The definitive vesting of 25,762 free ordinary shares by each of the two executives, in accordance with the grant decided by the Board of Directors on 24 March 2022. The shares delivered came from the company's treasury account.
- The cancellation of 24,711 free shares following the departure of two employees before their vesting date.
- The exercise of 414,000 BSPCE 2 and 3 warrants in favour of one employee and two executives, resulting in the creation of 414,000 new shares with a par value of €0.02 each.
- The cancellation of 10,000 BSPCEs, not exercised following the departure of an employee, plus the cancellation of 82,500 BSPCEs 4 and 5 linked to departures of employees over previous periods.
- The allocation of 38,000 2024-6 free shares to 3 beneficiaries.

Accounting principles, rules and methods

Accounting regulations

Reference to accounting regulations

The annual financial statements have been prepared in accordance with:

- Regulation 2014-03 of the French Accounting Standards Authority (Autorité des Normes Comptables) of 5 June 2014, amended by ANC regulation 2022-06 of 4 November 2022.
- Articles L123-12 to L123-28 of the French Commercial Code.

The basic method used for valuing accounting items is the historical cost method.

The general accounting policies have been applied, in accordance with the principle of prudence, based on the following assumptions:

- Going concern;
- Consistency of accounting methods from one financial year to the next;
- Independence of financial years.

List of methods

Intangible assets and property, plant and equipment

Intangible assets are measured at their acquisition or production cost, taking into account the costs necessary to bring these assets into working order and after deducting any trade discounts, rebates and payment discounts obtained, in view of their intended uses.

Property, plant and equipment is measured at cost, comprising:

- their purchase price (including customs duties and non-recoverable taxes, after deduction of discounts, trade rebates and payment discounts),
- directly attributable costs incurred to bring these assets into working order according to their intended uses.
- where applicable, the initial estimate of the costs of dismantling, removing and restoring the site on which they are located. Property, plant and equipment is measured at cost, comprising:

Interest on borrowings specifically taken out for the production of fixed assets is not included in the production cost of those fixed assets.

Type of fixed asset	Depreciation period
Buildings, facilities and fixtures and fittings	
Commercial buildings Offices Fixtures and fittings Furniture: Construction work	2 to 5 years
Equipment and tools	
Equipment Tools	1 to 3 years; 1 to 3 years;
Other property, plant and equipment	
Transport equipment Computer hardware	3 years
Intangible assets	
Software Patents: Other	3 years 10 years 10 years

Depreciation is calculated on a straight-line or declining-balance basis according to useful life or expected useful life

Financial fixed assets and marketable securities

Gross value is the purchase cost, excluding incidental expenses. When the carrying amount is lower than the gross value, a provision for impairment is recognised for the amount of the difference.

- Use of the equity method;
- Information on the identification and monitoring, at each balance sheet date, of equity securities as defined in Article 39-1-5 of the French General Tax Code (CGI) for which the company has changed the accounting treatment of acquisition-related costs.
- Use of the exemption for the valuation of securities in the event of an abnormal and temporary fall in value.

The carrying amount is determined on the basis of several criteria, such as the subsidiary's assets and its prospects for growth and profitability.

Research and development costs

Recognition as an asset:

Given the nature of the company's business and its innovative character, a significant proportion of the company's expenses falls within the definition of development costs set out by the General Accounting Plan (PCG). Development costs are recognised on the balance sheet if, and only if, the six conditions set out in the accounting standards are met. Research and development expenditure is capitalised in balance sheet assets.

Where there is an indication of impairment, and at each financial year-end, the expenditure relating to the development project recognised on the balance sheet is reviewed to ensure that the project in question continues to meet the criteria for capitalisation. Where applicable, an extraordinary impairment or depreciation is recognised.

Receivables and liabilities

Receivables and liabilities have been measured at their nominal value. Where appropriate, a provision is recorded to take account of any difficulties in collecting them. Provisions for potential impairment are determined by comparing the acquisition cost with the probable realisable value.

Receivables and liabilities denominated in foreign currencies are translated into euros at the exchange rate prevailing on the invoice date

Cash and cash equivalents

Cash on hand or in the bank is recognized at nominal value.

Cash and cash equivalents in foreign currency:

Cash and cash equivalents held in currencies are translated into euros at the exchange rate prevailing on the last trading day before the end of the financial year.

Translation differences are recognised directly in the profit (loss) for the year as foreign exchange gains or losses.

Repayable advances

Advances received from public or private bodies to finance the Company's business activities, the repayment of which is conditional, are recognised as liabilities under the heading "Other equity". The corresponding interest is shown on the liabilities side of the balance sheet under 'Borrowings and other financial liabilities'.

Grants

Prorated recognition:

The company received grants which were recognised in operating income on a pro rata basis in relation to the costs incurred. Consequently, grants receivable may be recognised in the accounts if the grant agreement has been signed, expenditure has been incurred, but the grants have not yet been received. The portion of grants used to finance capital expenditure is recognised in operating income at the same rate as the depreciation of such expenditure. The portion that has been received but not yet recognised in the income statement is recognised in equity, under investment grants.

Borrowings

Borrowing costs are, where applicable, recognised as expenses in the financial year in which the loans were granted.

Capital increase costs

In accordance with the reference method (ANC 2018-01), share issue costs are recognised on the balance sheet as a deduction from the issue premium.

Retirement allowance

The amounts of future payments corresponding to employee benefits are measured using an actuarial method (ANC Recommendation 2013-02), based on assumptions regarding salary growth, retirement age and mortality rates; these measurements are then discounted to their present value. No provisions have been made for these commitments in the balance sheet liabilities. The method used is Method 1, in accordance with the provisions of the former CNC Recommendation No. 2003-R.01.

The main assumptions used are as follows:

Annual financial discount rate on invested amounts: 4.00%

Average employer's contribution rate for managers: 42.00%

Average employer contribution rate for non-managers: 42.00%

Minimum salary increase rate: 1.50%

Maximum salary increase rate: 1.50%

Average salary increase rate: 1.50%

The total amount of pension commitments is therefore €89,824 (not provisioned).

Provisions for risks and charges

Provisions are recognised for risks and charges that relate to a specific matter but for which the timing or amount cannot be specified precisely, where there is an obligation to a third party and it is probable or certain that this obligation will result in an outflow of resources without at least an equivalent inflow.

Changes of methods

Change in accounting regulations

First-time application of ANC regulation no. 2022-06

ANC regulation 2022-06, relating to the modernisation of financial statements, is mandatory for financial years beginning on or after 1 January 2025. This first-time application represents a change in accounting regulations.

The provisions of ANC regulation no. 2022-06 apply from the first year of application without any impact on previous financial statements, other than the reclassifications necessary to comply with the new balance sheet and income statement models in the first year of application.

Relevant information needed to understand the changes in presentation:

The balance sheet and income statement are presented in accordance with the new models set out in ANC regulation no. 2022-06.

In order to present the balance sheet and income statement for the previous year (N-1) according to the new models, reclassifications between balance sheet and income statement headings or items have been made under the comparative column "Year N-1".

The Balance sheet and Income statement as drawn up and published for the previous financial year are presented at the end of these notes.

Income statement:

- Transfers of expenses previously recognised as operating income in 2024 continue to be presented in column N- 1 on the line "Reversals of depreciation, impairment and provisions". These amounted to €290,704 and concerned benefits in kind, payroll entries, re-invoicing of insurance costs and other transfers of operating expenses. Following the abolition of the expense transfer method in 2025, transactions previously recorded as transfers of expenses are now recorded in 2025 in the following income statement accounts and items:
 - o In revenues for insurance rebillings,
 - o As a deduction from "Salaries" for benefits in kind
- The portions of investment grants previously shown as Extraordinary income on the "Capital transactions" line are grouped together in column N-1 on the "Extraordinary income" line for an amount of €64,139. These portions of investment grants previously classified as extraordinary income are recognised in 2025 under operating income on the 'Grants' line for an amount of €64,139.
- These surpluses on the buyback of treasury shares, previously classified as exceptional income, were recognised in 2025 under Financial income on the line 'Other interest and similar income' in the amount of €128,411. These surpluses on the buyback of treasury shares, previously classified as extraordinary income, were recognised in 2025 under financial income on the line 'Other interest and similar income' in the amount of €130,570.
- Losses on the buyback of treasury shares previously recorded as extraordinary expenses on the "Capital transactions" line are grouped together in column N-1 on the "Extraordinary expenses" line for an amount of €378,925. These losses on the buyback of treasury shares, previously classified as extraordinary expenses, were recognised in 2025 under Financial expenses on the 'Interest and similar expenses' line for an amount of €79,553.
- The "Wages and salaries" item has been reclassified under the "Salaries" item. This reclassification has no impact on the content of the section.
- The item "Social security contributions" has been reclassified as "Social security charges". This reclassification has no impact on the content of the section.

At the balance sheet level:

- Property, plant and equipment (and intangible assets in progress) recognised in 2024 under the heading 'Property, plant and equipment in progress' (and "Intangible assets in progress") are grouped together in column N-1 under the heading "Property, plant and equipment in progress, advances and payments on account" (and "Intangible assets in progress, advances and payments on account"). This reclassification has no impact on the content of the section.

- Prepaid expenses amounted to €145,753 for 2024 and were presented on a separate line under assets. In column N-1, prepaid expenses have been reclassified under the heading "Receivables". Prepaid expenses for 2025 amounted to €109,427 and are presented under "Receivables".

A copy of the financial statements for the N-1 financial year is available in the appendix.

Balance sheet and income statement items

Information relating to the workforce

Changes in fixed assets

Headings	Gross at the beginning of the financial year (A)	Increases (B)	Decreases (C)	Gross at the end of the financial year (D)
Intangible assets				
Research and development costs	3,681,512			3,681,512
Concessions, patents & licences	798,661	50,631		849,293
Goodwill				
Other intangible assets				
Fixed assets in progress, advances and payments on account	1,056,167	82,571		1,138,738
Property, plant and equipment				
Land				
Buildings				
Technical installations and industrial equipment and tools	666,630	124,814	19,516	771,928
Other property, plant and equipment	216,788	12,707		229,495
Fixed assets in progress, advances and payments on account	77,030		77,030	
Financial fixed assets				
Equity investments	25,562,940		61,940	25,501,000
Receivables from equity investments				
Long-term investments				
Other long-term investments	1,727,326	177,511	12,195	1,895,379
Loans	75,786	82,063	75,786	82,063
Other financial fixed assets	210,853	177		211,031
TOTAL	34,073,693	530,475	246,467	34,360,438

(A) Account balances as at the last day of the previous financial year

(B) Amounts debited from fixed asset accounts during the year

(C) Amounts credited to fixed asset accounts during the year

(D) Account balances at the end of the financial year

Depreciation, amortisation and impairment

Depreciation and amortisation	Duration of use	Depreciation method	Gross at the beginning of the financial year (A)	Increases (B)	Decreases (C)	Gross at the end of the financial year (D)
Intangible assets						
Start-up and R&D costs			2,221,011	368,151		2,589,162
Concessions, patents & licences			375,227	82,068		457,295
Goodwill						
Other intangible assets						
Fixed assets in progress, advances and payments on account						
Property, plant and equipment						
Land						
Buildings						
Technical installations, equipment and tools						
Other property, plant and equipment			517,073	127,326		644,400
Fixed assets in progress, advances and payments on account			118,575	47,446	19,516	146,506
Financial fixed assets						
Equity investments						
Receivables from equity investments						
Long-term investments						
Other long-term investments						
Loans						
Other financial fixed assets						
TOTAL			3,231,887	624,991	19,516	3,837,362

Impairment	Gross at the beginning of the financial year (A)	Increases (B)	Decreases (C)	Gross at the end of the financial year (D)
Intangible assets				
Start-up and R&D costs				
Concessions, patents & licences				
Goodwill				
Other intangible assets				
Fixed assets in progress, advances and payments on account				
Property, plant and equipment				
Land				
Buildings				
Technical installations and industrial equipment and tools				
Other property, plant and equipment				
Fixed assets in progress, advances and payments on account				
Financial fixed assets				
Equity investments	6,600,000	7,100,000		13,700,000
Receivables from equity investments				
Long-term investments				
Other long-term investments	10,988		10,988	
Loans				
Other financial fixed assets				
Inventories and work-in-progress				
Raw materials				
Work in progress (goods and services)				
Finished products				
Goods for resale				
Advances and payments on account				
Receivables				
Trade receivables				
Other receivables				
Prepaid expenses				
Subscribed capital - called but not paid				
TOTAL	6,610,988	7,100,000	10,988	13,700,000

(A) Account balances as at the last day of the previous financial year

(B) Amounts credited to fixed asset accounts during the year

(B) Amounts debited from fixed asset accounts during the year

(D) Account balances at the end of the financial year

Table of subsidiaries and equity interests

Headings	Equity	Percentage of share capital held (in %)	Gross value of shares held	Net value of shares held	Loans and advances
Detailed information on subsidiaries and affiliates above					
1. Subsidiaries (to be detailed) more than 50% of share capital held by the company.					
AFYREN NEOXY	12,100,000	51,08	25,501,000	11,801,000	26,050,180
TOTAL SUBSIDIARIES (A)	12,100,000	51,08	25,501,000	11,801,000	26,050,180
2. Equity interests (to be detailed) 10% to 50% of the capital held by the company					
TOTAL SUBSIDIARIES (B)					
Detailed information on other subsidiaries and affiliates					
1. Subsidiaries not included in \$A					
a. French subsidiaries (combined)					
b. Foreign subsidiaries (combined)					
2. Equity interests not included in \$A					
In French companies					
In foreign companies					
TOTAL SUBSIDIARIES AND EQUITY INTERESTS	12,100,000	51.08	25,501,000	11,801,000	26,050,180

Headings	Amount of commitments given	Revenues excluding VAT for the last financial year	Profit for the last financial year	Dividends received by the company
Detailed information on subsidiaries and affiliates above				
1. Subsidiaries (to be detailed) more than 50% of share capital held by the company.				
AFYREN NEOXY		520,792	-18,339,495	
TOTAL SUBSIDIARIES (A)		520,792	-18,339,495	
2. Equity interests (to be detailed) 10% to 50% of the capital held by the company				
TOTAL SUBSIDIARIES (B)				
Detailed information on other subsidiaries and affiliates				
1. Subsidiaries not included in \$A				
a. French subsidiaries (combined)				
b. Foreign subsidiaries (combined)				
2. Equity interests not included in \$A				
In French companies				
In foreign companies				
TOTAL SUBSIDIARIES AND EQUITY INTERESTS		520,792	-18,339,495	

Statement of maturities at the end of the year

Headings	Gross amount	Due within 1 year	Due in 1 to 5 years	More than 5 years
Receivables from equity investments				
Loans	82,063	82,063		
Other financial fixed assets	194,929	145,779		49,150
Doubtful trade receivables				
Other trade receivables	481,983	481,983		
Employee-related payables				
Social security and other social bodies	4,391	4,391		
States and other public authorities				
Corporate income tax	441,968			
VAT	82,148	82,148		
Other taxes				
Other				
Groups and associates	26,050,180	26,050,180		
Other receivables	5,224	5,224		
Prepaid expenses	109,427	109,427		
TOTAL	27,452,312	26,961,194		49,150
Loans granted during the year Repayments received during the year Loans and advances granted to associates				

Statement of prepaid expenses

Prepaid expenses	Amount	Comment
Prepaid expenses	109,427	
TOTAL	109,427	

Information on liabilities

Change in share capital

Share capital	Number of shares	Nominal value
Shares at the start of the year	26,110,089	0.20
Shares issued	9,997,333	0.20
Redeemed or cancelled shares		
Shares at the end of the year	36,107,422	0.20

Equity

Headings	Amount at the start of the financial year	Appropriation of net income	Dividend distribution	Capital increase	Capital reduction
Share capital	522,202			199,947	
Trust funds					
Share premium	85,384,458			23,019,013	
Revaluation adjustments					
Legal reserve	1,150				
Other reserves	21,967				
Subscribed capital not paid					
Retained earnings (credit)	-14,041,611	-10,812,002			
Retained earnings (debit) Dividends					
Profit (loss) for the year	-10,812,002	10,812,002			
TOTAL	61,076,163			23,218,959	

Headings	Profit (loss) for the year	Other (please specify)	Amount at the end of the financial year
Share capital			722,148
Trust funds			
Share premium		-106,753	108,296,717
Revaluation adjustments			
Legal reserve			1,150
Other reserves			21,967
Subscribed capital not paid			
Retained earnings (credit)			
Retained earnings (debit)			-24,853,613
Dividends			
Profit (loss) for the year	-11,443,142		-11,443,142
TOTAL	-11,443,142	-106,753	72,745,228

Details of investment grants (not included in this table) are set out below.

Provisions

Nature of the provision	At the beginning of the financial year	Additions	Reversals used	Balance of reversals	At the end of the financial year
Provisions for risks	13,900			13,900	
Provisions for charges	397,381	261,015	38,105		620,291
TOTAL	411,281	261,015	38,105	13,900	620,291

Details on debts

Headings	Gross amount	Due within 1 year	Due in 1 to 5 years	More than 5 years
Convertible bonds				
Other bonds				
Bank loans and borrowings	492,191	423,455	68,736	
Miscellaneous loans and financial debts	1,483,027	407,277	1,075,750	
Trade payables	313,960	313,960		
Employee-related payables	476,658	476,658		
Social security and other social bodies	400,828	400,828		
States and other public authorities				
Corporate income tax				
VAT	61,842	61,842		
Guaranteed bonds				
Other duties, taxes and similar	61,012	61,012		
Fixed asset liabilities				
Group and associates				
Other liabilities				
Deferred income	2,225,342	2,225,342		
TOTAL	5,514,860	4,370,374	1,144,486	
Borrowings taken out during the year				
Borrowings repaid during the year	10,77,825			
Borrowings and debts taken out with...				

Details on certain liability items

Deferred income	Amount	Comment
Deferred income	2,225,342	
TOTAL	2,225,342	

Investment grants

Grants	31/12/2025	31/12/2024
Ademe grant	68,390	68,390
Of which share transferred to profit or loss	-48,101	-41,262
BPI-CMI grant phase 2	573,000	573,000
Of which share transferred to profit or loss	-403,010	-345,710
R&D Booster grant	406,141	406,141
TOTAL	596,420	660,559

These grants will be reintegrated at the same rate as the depreciation of the related fixed assets.

Information on the income statement

Breakdown of revenues

Headings	France	Abroad	Total
Revenues	721,985		721,985
TOTAL	721,985		721,985

Statement of accrued expenses and accrued income

Accrued expenses	Amount	Comment
Accrued interest	2,277	
Trade payables - Invoices not yet received	240,701	
Staff - Provisioned leave	240,766	
Staff - Other accrued expenses	235,700	
Social security bodies - Social security contributions on paid leave	99,873	
Social security bodies - Other accrued expenses	98,994	
State - Accrued expenses	23,251	
TOTAL	941,563	

Accrued income	Amount	Comment
Other fixed assets – Accrued interest	82,063	
Banking - Accrued interest receivable	41,171	
Social security bodies - Accrued income	4,391	
Trade receivables - invoices to be issued	117,295	
TOTAL	244,920	

Statutory auditors' fees

Fees	Statutory auditor 1	Statutory auditor 2
Related to the certification of the financial statements	85,450	
Relating to other services	6,100	
TOTAL	91,550	

Extraordinary income and expenses

Headings	Amount	Comment
Extraordinary income		
TOTAL		
Extraordinary expenses		
TOTAL		

Taxation

Tax credit

Tax credit	Amount
Research tax credit	441,968
Other tax credits	
TOTAL	441,968

Off-balance sheet transactions and commitments

Off-balance sheet financial commitment or guarantee

Nature of commitments	Total	Executives	Subsidiaries	Equity investments	Other affiliated companies	Other	Provision
Commitments given							
Pledges given						32,500	
Personal joint and several guarantee ...	32,500 2,000,000		2,000,000				
TOTAL	2,032,500		2,000,000			32,500	
Commitments received							
TOTAL							
Mutual commitments							
TOTAL							
Pension commitments							

Lease commitments

Leasing contracts	Amount of fees outstanding at the end of the financial year	Residual purchase price
Land		
Buildings		
Technical installations, equipment and tools		
Other	61,242	945
TOTAL	61,242	945

Lease commitments - Additional information

Headings	Original value	Initial cost of assets	Depreciation and amortisation for the year	Total depreciation and amortisation	Net value
Land					
Buildings					
Technical installations, equipment and tools					
Other	94,500	94,500	18,711	46,854	47,645
TOTAL	94,500	94,500	18,711	46,854	47,645

Headings	Royalties paid during the year	Total royalties paid	Royalties due in less than one year	Royalties due in one to five years	Royalties due in more than five years	Residual purchase price
Land						
Buildings						
Technical installations, equipment and tools						
Other	24,497	63,692	24,497	36,745		
TOTAL	24,497	63,692	24,497	36,745		

Information relating to the workforce

Number of employees during the year

Category	Average number of employees during the year
Managers	34
Non-managers	15
TOTAL	49

Additional information

Information on share subscription warrants and free share grants

Category of security - Date created	Validity deadline	At the beginning of the financial year	Granted during the year	Cancelled or exercised during the financial year	At the end of the financial year	Exercise value
BSPCE 2 - 03/06/2015	31/12/2025	182,000		-182,000		
BSPCE 3 - 29/12/2015	31/12/2025	232,000		-232,000		
BSPCE 5 - 26/06/2019	10 years from date of grant (1)	482,501		-30,000	452,501	2
Free share grants 2021 - 11/06/2021	Minimum vesting period set at 1 year from the grant date (2)	412,192		-51,524	360,668	N/A
BSA 2022 - 15/06/2022	1 year from date of grant (3)	20,000			20,000	7
Free share grants 2023 - 21/06/2023	1 year from date of grant	12,868			12,868	N/A
Free share grants 2023-LTIP - 21/06/2023	Until 31/03/2026	172,279		-4,211	168,068	N/A
Free share grants 2023-LTIP 2 - 28/03/2024	Until 31/03/2027	174,000		-6,500	167,500	N/A
Free share grants 2024 - 19/06/2024	2 years from the date of grant (4)	340,000	45,500	-14,000	371,500	N/A

(1) the BSPCE 5 were granted from 01/07/2019

(2) the free share grants 2021 were awarded from 07/12/2021

AFYREN

Head office: 9-11 RUE GUTENBERG - 63000 CLERMONT-FERRAND

Limited company with a share capital of 777 050.40 euros

STATUTORY AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS For the year ended 31 December 2025

To the Afyren shareholders' meeting

1. Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of AFYREN for the year ended December, 31th 2025.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2025 and of the results of its operations for the year then ended in accordance with French accounting principles.

2. Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence rules provided for by the French Commercial Code and by the French Code of ethics for statutory auditors, for the period from January 1st, 2025 to the date of issue of our report.

3. Observation

Without calling into question the opinion expressed above, we draw your attention to the impact of the initial application of ANC Regulation No. 2022-06, as set out in the section “Changement de réglementation comptable” of the note “Principes et méthodes comptables” in the financial statements.

4. Justification of Assessments

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the following assessments that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

These assessments were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific items of the financial statements.

Investments in subsidiaries and affiliates, whose net book value at December 31st, 2025 was 11 801 000 euros, are valued at acquisition cost and written down to their value in use, as described in the paragraph “Immobilisations financières et valeurs mobilières de placement” in note “Principes et méthodes comptables” in the financial statements.

Our work consisted in assessing the data and assumptions on which these estimates are based, in particular the cash flow forecasts prepared by the Company's management, reviewing the calculations made by the Company and examining management evaluation procedures for these estimates.

5. Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

Information given in the management report of Board of Directors and in the other documents on the financial position and the annual accounts addressed to the shareholders.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of Board of Directors and in other documents on the financial situation and the annual accounts addressed to the shareholders.

We certify the fairness and consistency with the financial statements of the information relating to the payment periods mentioned in Article D. 441-6 of the French Commercial Code.

Report on corporate governance

We attest to the existence, in the report on corporate governance of board of directors, of the information required by Article L. 225-37-4 of the French Commercial Code.

In accordance with the law, we have ensured that the various information relating to the identity of the holders of the capital or voting rights have been communicated to you in the management report.

6. Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and the fair presentation of the financial statements in accordance with French accounting principles as well as for the implementation of the internal control that management considers necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue its activities as a going concern, for disclosing in the financial statements (if applicable) the necessary information

related to going concern, and for using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The financial statements were approved by the Board of Directors.

7. Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in the Article L.821-55 of the French Commercial Code, our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit. Furthermore, the statutory auditor:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management as well as the related disclosures provided in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Lyon, March 31th 2026

The statutory auditor

RSM Rhône-Alpes

Gael DHALLUIN



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APPENDIX 2

APPENDIX 1 – AFYREN ANNUAL FINANCIAL
STATEMENTS AND STATUTORY AUDITOR'S REPORT



APPENDIX 2 - AFYREN IFRS FINANCIAL STATEMENTS AND STATUTORY AUDITOR'S REPORT

INCOME STATEMENT

In €k	Notes	2025.12	2024.12
Revenues	6.2	2,273	2,862
Other income	6.3	523	666
Purchases and external expenses	6.4	- 3,016	- 3,035
Payroll costs	6.5	- 5 948	- 5,578
Depreciation of fixed assets and rights of use	9. & 10.	- 858	- 851
Other expenses	6.4	- 120	- 142
Current operating income		- 7,147	- 6,078
Non-current operating income and expenses		-	-
Operating income		- 7,147	- 6,078
Financial income	7.	1,621	1,826
Financial expenses	7.	- 78	65
Net financial income		1,543	1,891
Share in income of equity-accounted company (net of tax)	5.	- 8,762	- 5,567
Income before tax		- 14,366	- 9,754
Income tax	8.1	0	-
Net income for the year		- 14,366	- 9,754
Earnings per share			
Basic earnings per share (in euros)	14.3	- 0.53	- 0.37
Diluted earnings per share (in euros)	14.3	- 0.53	- 0.37

STATEMENT OF COMPREHENSIVE INCOME

In €k	Notes	2025.12	2024.12
Net income for the year		- 14,366	- 9,754
Other comprehensive income			
Revaluations of defined benefit liabilities (actuarial gains and losses)	6.5.3.	7	2
Related tax		- 2	- 0
Equity-accounted company - share of other comprehensive income (actuarial gains and losses, net of tax)			
Translation reserves		-	4
Total items that will not be reclassified subsequently to profit or loss		5	5
Total items that will be reclassified subsequently to profit or loss		-	-
Other comprehensive income for the period, net of tax		5	5
Comprehensive income for the period		- 14,361	- 9,749

BALANCE SHEET

In €k	Note	2025.12	2024.12
Intangible assets	9.1.	2,623	2,940
Property, plant and equipment	9.2.	211	325
Rights of use	10.	442	254
Equity-accounted securities	5.	- 0	8,618
Non-current financial assets	11.	1,396	1,317
Non-current assets		4,672	13,454
Trade receivables	12.	482	432
Current financial assets	12.	146	107
Other current assets	12.	26,682	11,030
Cash and cash equivalents	13.	35,159	33,538
Current assets		62,469	45,106
Total assets		67,141	58,560
		2025.12	2024.12
Share capital	14.	722	522
Issue premiums	14.	108,319	85,406
Reserves	14.	- 7,717	- 9,435
Retained earnings	14.	- 24,854	- 14,042
Net income for the year	14.	- 14,366	- 9,754
Equity attributable to the owners of the Company		62,104	52,698
Non-current borrowings and financial liabilities	16.	1,159	1,972
Non-current lease liabilities	16.	304	62
Defined benefit liabilities	6.5.3.	90	73
Non-current provisions	15.	-	14
Non-current deferred income (customer contract liabilities)	6.2.	-	-
Non-current deferred income (grant)	17.	851	898
Non-current liabilities		2,404	3,019
Current borrowings and financial liabilities	16.	817	1,093
Current lease liabilities	16.	138	188
Trade payables	17.	309	526
Current deferred income (customer contract liabilities)	6.2.	-	-
Other current liabilities	17.	1,369	1,035
Current liabilities		2,633	2,842
Total liabilities		5,037	5,862
Total equity and liabilities		67,141	58,560

STATEMENT OF CHANGES IN EQUITY

In €k	Note	Attributable to owners of the Company							Total shareholders' equity
		Share capital	Issue premiums	Equity component of convertible bonds	Treasury share reserve	Other reserves	Retained earnings	Profit (loss) for the year	
Position as of 31 December 2023		520	85,264	-	- 592	- 4,087	- 9,720	- 9,586	61,799
Net income for the year								- 9,754	- 9,754
Other comprehensive income for the year						5			5
Comprehensive income (loss) for the year		-	-	-	-	5	-	- 9,754	- 9,749
Appropriation of earnings from previous year						- 5,265	- 4,322	9,586	-
Capital increase	14.	2	143						144
Share-based payments settled in equity instruments	6.5.2.					767			767
Purchases/sales of treasury shares					- 16	- 251			- 267
Other items									-
Total transactions with the Company's owners		2	143	-	- 16	- 4,748	- 4,322	9,586	645
Position as of 31 December 2024		522	85,406	-	- 608	- 8,827	- 14,042	- 9,754	52,698
Net income for the year								- 14,366	- 14,366
Other comprehensive income for the year						5			5
Comprehensive income (loss) for the year		-	-	-		5	-	- 14,366	- 14,361
Appropriation of earnings from previous year						1,058	- 10,812	9,754	-
Capital increase	14.	200	22,912						23,112
Share-based payments settled in equity instruments	6.5.2.					455			455
Purchases/sales of treasury shares					144	51			195
Other items									-
Total transactions with the Company's owners		200	22,912	-	144	1,564	- 10,812	9,754	23,762
Position as of 31 December 2025		722	108,319	-	- 464	- 7,253	- 24,854	- 14,366	62,104

CASH FLOW STATEMENT

In €k	Note	2025.12	2024.12
Net income for the year		- 14,366	- 9,754
<i>Adjustments for:</i>			
– Depreciation of fixed assets and rights of use	9.2 & 10	858	851
– Net financial income	7.	- 1,543	- 1,891
– Share in income of equity-accounted company (net of tax)	5.	8,762	5,567
– Cost of share-based payments	6.5.2.	455	767
– Income tax	8.1	- 0	-
– Gains or losses on disposals of fixed assets		-	14
– Other items		- 23	29
Total elimination of expenses and income with no impact on cash		8,510	5,337
Total cash flow		- 5,856	- 4,417
<i>Changes in:</i>			
– Trade receivables	12.	- 50	35
– Customer contract liabilities	6.2	-	- 1,321
– Trade payables	17.	- 217	138
– Provisions and employee benefits	6.5.3	24	13
– Other current receivables/payables	12 & 17.	505	- 70
Total changes		262	- 1,205
Cash flows from operating activities		- 5,595	- 5,623
Taxes paid	8.1	-	-
Net cash from operating activities		- 5,595	- 5,623
Acquisition of property, plant and equipment and intangible assets, excluding development costs	9.	- 111	- 201
Proceeds from the disposal of property, plant and equipment and intangible assets	9.	-	2
Capitalised development expenses	9.	- 83	- 20
Investment grants (incl. CIR offsetting capitalised expenses)	17.	- 47	- 65
Neoxy shareholder loan	12.	- 15,000	- 10,000
Increase in non-current financial assets	11.	- 5	- 2
Increase in current financial assets (liquidity contract)	12.	-	- 275
Interest received	7.	575	1,445
Net cash used in investing activities		- 14,672	- 9,115
Capital increase	14.1.	23,112	144
Purchases/sales of treasury shares	16.	150	- 20
Proceeds from new borrowings and financial liabilities	16.	-	260
Repayment of borrowings and financial liabilities	16.	- 1,078	- 1,322
Payment of lease liabilities	16.	- 208	- 235
Interest paid on borrowings and financial liabilities	16.	- 74	- 93
Interest paid on bonds	16.	-	-
Interest paid on lease liabilities	16.	- 14	- 20
Net cash used in financing activities		21,888	- 1,284
Net change in cash and cash equivalents		1,622	- 16,021
Cash and cash equivalents as of 1 January		33,538	49,559
Effect of exchange rate changes on cash held			
Cash and cash equivalents at 31 December		35,159	33,538

• NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Description of the Company and the business

AFYREN S.A.S. ("the Company" or "AFYREN") is a French company with its registered office in Clermont-Ferrand (63100).

Founded in 2012, AFYREN is a sustainable chemicals company ("greentech") offering innovative solutions to replace petroleum-based ingredients with products derived from non-food biomass processed with innovative natural fermentation technology, in a zero industrial waste circular economy approach.

The solutions offered by AFYREN make it possible to produce a family of seven fully biobased organic acids as well as a natural fertiliser.

Based on renewable raw materials such as the by-products of the sugar production process (in particular molasses and beetroot pulp), which do not compete with human food chains, AFYREN's technological platform - AFYNERIE® - makes it possible to produce 100% biobased organic acids on an industrial scale and at a competitive cost, offering the same chemical properties as those produced from oil, but with a carbon footprint divided by 5.

On 1 October 2021, AFYREN successfully completed its IPO on the unregulated Euronext Growth market in Paris, in order to accelerate its development, particularly internationally.

In 2022, AFYREN inaugurated its first plant: AFYREN NEOXY, with a capacity of 16,000 tonnes of organic acids and 23,000 tonnes of fertilisers.

In 2023 and then 2024, AFYREN is continuing its work on the continuous production of AFYREN NEOXY and is making progress with its industrial development in France and abroad.

In 2025, AFYREN announced the start of continuous production, marking the beginning of the ramp-up phase and the acceleration of sales. During the year, AFYREN NEOXY produced nearly 400 tonnes of bio-based acids as well as a significant volume of associated fertiliser. At the same time, AFYREN is launching a programme to implement operational improvements aimed at consolidating and increasing the production of the plant. This programme is financed in particular by a €23 million capital increase carried out in November 2025.

These IFRS consolidated financial statements include the financial statements of AFYREN as well as the equity-accounted securities of AFYREN NEOXY, which was 51.08%-owned as of 31 December 2021 and was jointly controlled by AFYREN and Bpifrance. In May 2025, AFYREN completed the closure of AFYREN SERVICES (THAILAND) CO. LTD. ('AFYREN THAILAND'), a subsidiary created during the 2024 financial year, which had remained inactive and whose accounts were not material.

AFYREN's IFRS consolidated financial statements for the year ended 31 December 2024 were approved by the Board of Directors on 31/03/2026.

2. Basis of preparation

2.1. Statement of compliance

The Company's consolidated financial statements as of 31 December 2025 are presented in accordance with IFRS as issued by the International Accounting Standards Board (IASB) and adopted by the European Union.

2.2. Changes in the accounting framework

The following main new standards, amendments to standards and interpretations have been published and are mandatory as of 31 December 2025.

- Amendments to IAS 21 – Lack of convertibility

These amendments had no impact on the Group's financial statements.

The following main new standards, amendments to standards and interpretations have been published and are not mandatory as of 31 December 2025. The company does not apply them in advance:

- Amendments to IFRS 7 and IFRS 9 (applicable to financial years beginning on or after 1 January 2026 subject to EU approval):
 - Classification and valuation of financial instruments
 - Renewable electricity purchase agreements
- Annual improvements to IFRS (IAS 7, IFRS 1, IFRS 7, IFRS 9 and IFRS 10), applicable to financial years beginning on or after 1 January 2026.
- IFRS 18 - Presentation and Disclosure in Financial Statements (applicable to financial years beginning on or after 1 January 2027).
- IFRS 19 Subsidiaries without Public Accountability: Disclosures (applicable to financial years beginning on or after 1 January 2027, subject to EU approval).
- Amendments to IAS 21 – Conversion to a presentation currency in hyperinflation (applicable to annual periods beginning on or after 1 January 2027, subject to EU approval).

The expected impacts of these amendments are not considered material, with the exception of IFRS 18 – “Presentation and disclosure in financial statements”, for which management has not yet finalised its analysis.

2.3. Use of estimates and judgements

In preparing these financial statements, management has made judgements and accounting estimates that may affect the application of the Company's accounting policies and the reported amounts of certain assets and liabilities and income and expenses during the year.

Estimates and underlying assumptions are reviewed on an ongoing basis to ensure they are reasonable in light of the Company's history. Estimates may be revised if the circumstances on which they were based change or as a result of new information. Actual values may differ from estimated values based on different assumptions or conditions. The impact of changes in estimates is recognised prospectively. As a result, changes in these conditions could result in different actual values in the Company's future financial statements.

- **Judgments**

Information about the judgments made in applying accounting policies that have the most significant impact on the amounts recognised in the financial statements is included in the following notes:

- Note 5 - Equity-accounted investments: determination of the level of control of Afyren Neoxy and determination of the classification of ABSAs as equity instruments.
- Note 5 - Treatment of the increase in Afyren's percentage stake in Afyren Neoxy in accordance with IAS 28.
- Notes 5 and 11 - Recognition of convertible bonds issued by Afyren Neoxy and subscribed by Afyren and Bpifrance.
- Note 6.2 - Revenue recognition: determination of performance obligations and the timing of revenue recognition under the licensing agreement with Afyren Neoxy.
- Note 10 - Lease term: to determine whether the Company is reasonably certain of exercising its extension/termination options.
- Note 14 - Classification of ADPs and attached warrants as equity instruments.
- Note 16 - Classification of convertible bonds issued by Afyren as a compound instrument.

- **Assumptions and uncertainties related to estimates**

Information about assumptions and uncertainties related to estimates that involve a significant risk of material adjustment to the carrying amount of assets and liabilities for the year ended 31 December 2025 is provided in the following notes:

- Notes 5, 11 and 16 - Convertible bonds: determination of assumptions for measuring the debt and equity components.
- Note 6.5.3 - Obligations related to defined benefit plans (retirement benefits): determination of the main actuarial assumptions
- Note 6.5.4 - Share-based remuneration: determination of the fair value of the BSPCE and the BSAs
- Note 10. - Lease: determination of the main assumptions, mainly lease term and discount rate

2.4. Basis of assessment

The financial statements are prepared on the historical cost basis.

AFYREN's financial statements as of 31 December 2025 have been approved on a going concern basis for a period of at least 12 months from the date of approval of the financial statements, and the growth prospects reflected in the business plan produced.

2.5. Functional and presentation currency

The financial statements are presented in euros, which is the Company's functional currency. Amounts are rounded to the nearest million euros unless otherwise stated.

Foreign currency transactions are translated into euros using the exchange rate prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated into euros using the exchange rate on the balance sheet date. No exchange differences have been recorded to date in the financial statements for the years ended 31 December 2025 and 2024.

3. Significant events during the period

- Afyren:

Operations

In June 2025, AFYREN announced the launch of continuous production at the AFYREN NEOXY plant. This major step is the culmination of two years' work by the AFYREN and AFYREN NEOXY teams to make the equipment reliable and control the operating conditions on an industrial scale, so as to ensure the continuous operation of this biorefinery, which is unique in the world.

In the second half of 2025, operating periods alternated with two periods of voluntary shutdowns, linked to the initial consolidation work on operations and draining, thereby limiting the available capacity between July and October 2025.

The production then recorded a significant increase, with nearly half of the volumes produced (i.e. around 200 tonnes) over the last two months of 2025.

In 2025, AFYREN NEOXY produced nearly 400 tonnes of bio-based acids as well as a significant volume of associated fertiliser. This output amounts to a total volume of approximately €1 million, of which €0.5 million had already been invoiced by the end of the year. This turnover, although below the initial ambitions of a few million euros, marks the first significant turnover in the history of AFYREN NEOXY.

Concomitantly with the ramp-up of AFYREN NEOXY, the Company unveiled an improvement programme to consolidate and optimise its biorefinery. In concrete terms, AFYREN will implement an industrial investment (CAPEX) of around €20 million, making it possible to increase production capacity to 20 kilotonnes (+20% compared to the capacity of 16 kilotonnes initially planned). In addition to the targeted productivity gains, this programme should make it possible to meet growing commercial demand and improve the plant's financial equation with a target EBITDA raised to €14 million, up 40% compared with the current projections of €9 million.

To support this investment, support the ramp-up of AFYREN NEOXY while maintaining a balanced and sustainable financial structure, AFYREN has mobilised several financing levers combining its available cash, fundraising from the industrial player Kemin Industries Inc. and the strategic investor Bpifrance Large Venture as well as debt financing and grants (see the " financing " section below).

Partnership(s)

Since its creation, AFYREN has maintained close relationships with players in its ecosystem.

In May 2025, AFYREN and Südzucker, Europe's leading supplier of sugar products, committed to renewing their long-term partnership to advance sustainable, biobased and circular chemical production, in line with the EU's ecological transition objectives. As part of the agreement, Südzucker AG supplies non-food agricultural by-products from sugar production as raw material for AFYREN NEOXY, thereby ensuring a secure local supply.

In June 2025, AFYREN and its partners marked the end of the AFTER-BIOCHEM consortium, a European initiative that has greatly contributed to structuring the value chain around AFYREN's industrial offering.

In November 2025, the €20 million capital increase subscribed by Kemin Industries Inc. was an opportunity to communicate about the historic partnership with Kemin Industries Inc., a world-renowned family company specialising in specialty ingredients and biotechnology. AFYREN and Kemin Industries have maintained a solid relationship since 2018, driven by AFYREN's ambition to deploy its innovative solution on an industrial scale. The long-term commitment of Kemin Industries and other stakeholders as buyers of the industrial volumes of organic acids produced on the AFYREN NEOXY site was decisive in bringing the project to fruition on an industrial scale. This major step has also been supported by AFTER-BIOCHEM, with Kemin EUROPE a partner of the initiative since its creation.

In December 2025, AFYREN and Esse Skincare, a leading South African company in the science of microbiome-based skincare, announced a partnership aimed at launching the world's first bio-sourced propionic acid intended for the skincare industry.

Furthermore, AFYREN and Mitr Phol maintain an active partnership, as part of the development of a factory in Thailand. Positive discussions continued with the partner in 2025. A streamlining of the organisational structure took place in the first half of 2025, with AFYREN formalising the closure of AFYREN SERVICES (THAILAND) CO. LTD, an ad hoc sales subsidiary which was not activated and whose accounts are not material.

Financing

To support investments and the ramp-up of AFYREN NEOXY while maintaining a balanced and sustainable financial structure, in 2025 AFYREN mobilised several financing instruments, combining its available cash, a new fundraising round as well as debt financing and grants.

In November 2025, AFYREN completed a €23 million capital increase from the industrial company Kemin Industries Inc. and the strategic investor Bpifrance Large Venture to finance the optimisation and expansion of its one-of-a-kind biorefinery.

In addition to this fundraising, €14 million in non-dilutive financing has been provided for AFYREN NEOXY, including €7 million in grants and €7 million in loans.

In the first half of 2025, AFYREN obtained a €4 million grant for AFYREN NEOXY. The funds granted are part of the "France Relance" initiative by Bpifrance to support strategic investments in critical sectors. This grant represents the second instalment of an €8 million package, of which €2 million was previously granted to AFYREN NEOXY at the launch of the programme in June 2021.

In the second half of 2025, AFYREN obtained the release of the second tranche of secured loans, unlocked at the end of 2024, for its subsidiary AFYREN NEOXY, for a total of 7 M€:

- €4m in the form of a "Sustainability-linked loan" marking the renewed confidence of the five banks of the syndicate
- €3m from the Prêt Nouvelle Industrie (Bpifrance) to finance the industrialisation of an innovative technology

At the end of 2025, AFYREN obtained a €3 million subsidy for AFYREN NEOXY, corresponding to a remainder of the BBI subsidy from the AFTER-BIOCHEM programme launched and run by AFYREN since 2020.

In 2025, AFYREN contributed €15 million to the financing of its subsidiary AFYREN NEOXY through a contribution in the form of a shareholder loan.

Capital transactions

During 2025, capital increases were carried out totalling €199,947, corresponding to 9,997,333 shares with a nominal value of €0.02 each. The total amount of the capital increases, including the issue premium, was €23,218,959. Capital increase costs of €107 thousand were charged to the issue premium.

Equity instrument plans

In 2025, AFYREN recorded the following transactions on equity instrument plans:

- The allocation of 7,500 AGA 2024-4 and AGA 2024-5 to two employees.
- The definitive vesting of 25,762 free ordinary shares by each of the two executives, in accordance with the grant decided by the Board of Directors on 24 March 2022. The shares delivered came from the company's treasury account.
- The cancellation of 24,711 free shares following the departure of two employees before their vesting date.
- The exercise of 414,000 BSPCE 2 and 3 warrants in favour of one employee and two executives, resulting in the creation of 414,000 new shares with a par value of €0.02 each.
- The cancellation of 10,000 BSPCEs, not exercised following the departure of an employee, plus the cancellation of 82,500 BSPCEs 4 and 5 linked to departures of employees over previous periods.
- The allocation of 38,000 2024-6 free shares to 3 beneficiaries.

Significant events of the 2024 period are set out in the company's 2024 Annual Financial Report, available [here](#).

- Afyren Neoxy, accounted for by the equity method:

Operations

The recent developments of AFYREN NEOXY are described above.

Financing

In 2025, AFYREN contributed €15 million to the financing of its subsidiary AFYREN NEOXY through a contribution in the form of a shareholder loan.

In 2025, AFYREN obtained two grants for the benefit of AFYREN NEOXY totalling €7 million.

In 2024, AFYREN announced that it had obtained two financing for its subsidiary AFYREN NEOXY, for a total amount of €19 million, of which €12 million paid up at the end of 2024. In 2025, the balance of €7 million was received.

This financing is intended to support AFYREN NEOXY's start-up and ramp-up.

Capital transactions

In the first half of 2025, AFYREN NEOXY carried out a capital reduction of €37.5 million by drawing on retained earnings.

Significant events of the 2024 period are set out in the company's 2024 Annual Financial Report, available [here](#).

4. Subsequent events

Points on free share plans

In early 2026, the Board of Directors used the authorisations granted to it to make the following grants:

	Free shares granted	Beneficiaries	Resolutions
January 2026	171,000 2026 free share plan	11	23 rd resolution of the combined general meeting of 19 June 2024

In January 2026, AFYREN records the final acquisition of 12,868 shares resulting from awards to new employees in 2024. AFYREN also records the definitive acquisition of 70,000 shares resulting from the 2024-3 AGA plan of December 2024 for the benefit of around ten employees and executive corporate officers, with a view to retaining certain key personnel. The shares delivered came from the company's treasury account.

Financing

At the date of this annual financial report, and cumulatively since the beginning of the 2026 financial year, AFYREN's contribution to the financing of its subsidiary AFYREN NEOXY through a shareholder loan amounts to €3.4 million

Grant

In March 2026, AFYREN NEOXY received the remaining €2.2 million of the grant awarded under Bpifrance's France Relance plan call for projects.

Capital transactions

In February 2026, a capital increase was carried out with various Odyssée Venture funds for an amount excluding the issue premium of €54,902, corresponding to 2,745,098 shares with a par value of €0.02 each. The total amount of the capital increase, including issue premium, was €7 million.

Armed conflict in the Middle East

AFYREN is closely monitoring developments in the armed conflict in the Middle East, which affects global economic and commercial activities. The main risks identified for AFYREN's activities concern the volatility of energy prices, particularly gas, to which AFYREN is exposed through its steam consumption, as well as price fluctuations of certain inputs, notably those of chemical origin. The Group also remains vigilant regarding potential indirect effects that may impact its clients' activities or certain aspects of financial stability. As at the date of this Annual Financial Report, this situation has had no significant impact on AFYREN's activity in 2026.

Shareholder structure of AFYREN NEOXY

In March 2026, AFYREN announces the acquisition of the 49% stake held by co-shareholder SPI in NEOXY for €11.3 million, paid in cash. Thanks to this acquisition, AFYREN can lead the plant's ramp-up and investments together with simplified governance and full alignment between the parent company, which provides financing, and the plant.

Bpifrance's support continues with the Large Venture fund, a 7.5% shareholder in AFYREN and a director of the company. In addition, the SPI fund remains committed in the short term via AFYREN NEOXY convertible bonds which are intended to be redeemed in cash no later than at maturity, in June 2027.

5. Equity-accounted investment in Afyren Neoxy

Under IFRS 11, a joint venture is a partnership that gives the Company joint control, whereby it has rights to the net assets of the partnership, and not rights to its assets and obligations for its liabilities.

Under IAS 28, the Company's interests in a joint venture are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the Company's financial statements include the Company's share of profit or loss and other comprehensive income of the equity-accounted company until the date on which joint control ceases.

Gains arising from transactions with the equity-accounted company are eliminated by the counterparty of equity-accounted securities in the amount of the Company's interest in the company. Losses are eliminated in the same way as gains, but only to the extent that they do not represent an impairment loss.

Convertible bonds issued by Afyren Neoxy and subscribed by Afyren and Bpifrance:

- For Afyren Neoxy, these are compound financial instruments with a debt component (the simple bond excluding the conversion option) and an equity component (the conversion option). The debt component is measured at fair value on initial recognition, based on a market interest rate, and then at amortised cost. The equity component is calculated as the difference between the fair value of the convertible bonds (corresponding to their subscription price) and the fair value of the debt component.
- At Afyren level, subscribed convertible bonds are recognised as non-current financial assets and measured at fair value through profit or loss. This item also includes Afyren's share of the equity component of the convertible bonds recorded in Afyren Neoxy's financial statements.

In December 2018, a partnership with Bpifrance was set up via the Afyren Neoxy joint venture under the joint control of both partners.

The following table summarises the financial information of Afyren Neoxy as prepared in its consolidated IFRS financial statements using the same accounting methods as Afyren. It also reconciles the summary financial information of the carrying amount of Afyren's holding in Afyren Neoxy:

In €k	2025.12	2024.12
Percentage of shares held	51.08%	51.08%
Non-current assets	83,388	79,198
Current assets excluding cash and cash equivalents	6,379	5,684
Cash and cash equivalents	3,950	4,528
Non-current liabilities	42,525	40,412
Current liabilities	51,639	32,293
Net assets (100%)	- 448	16,705
Net assets attributable to Afyren	- 229	8,533
Goodwill	85	85
Charging a pro rata portion of convertible bonds	143	-
Carrying value of interests in the Neoxy joint venture	-	8,618
Operating income	- 13,619	- 8,991
Net financial income (expense)	- 3,534	- 2,207
Income tax	-	-
Net income	- 17,153	- 10,899
Other comprehensive income	-	-
Comprehensive income (100%)	- 17,153	- 10,899
Afyren's share of Neoxy's comprehensive income	- 8,762	- 5,567
Dividends received by Afyren	-	-

Capital transactions

There were no transactions involving AFYREN NEOXY's share capital during the 2024 financial year.

During the 2025 financial year, AFYREN NEOXY carried out a capital reduction of €37.5 million by drawing on retained earnings.

Convertible bonds

AFYREN NEOXY's annual general meeting of 11 May 2023 approved the issue of 3,000,000 bonds convertible into shares with a nominal value of €1, representing a total principal amount of €3 million. These bonds convertible into shares were subscribed in equal parts by the two shareholders of AFYREN NEOXY, i.e. €1.5 million for AFYREN and €1.5 million for Bpifrance.

The main characteristics of the loan are as follows:

- Term of the loan: 4 years.
- Interest: Capitalised interest of 8.00% per annum
- Conversion ratio: one share in the company for one bond convertible into shares.

The accounting treatment of these convertible bonds is set out above.

Borrowings and financing

In the first half of 2025, AFYREN NEOXY obtained a grant of €4 million, which represents the second tranche of a total budget of €8 million, of which €2 million had already been paid at the start of the programme in June 2021.

In the second half of 2025, AFYREN NEOXY obtained the release of the second tranches of secured loans at the end of 2024 for its subsidiary AFYREN NEOXY for a total of €7 million.

In November 2024, AFYREN NEOXY obtained new financing from Bpifrance in the form of a €9 million New Industry Loan to support the start-up of this pioneering plant. Disbursed in two tranches of €6 million, already disbursed in 2024, and €3 million, this loan has a total term of 15 years, including a 3-year grace period. It is part of a Bpifrance programme developed as part of the France 2030 Plan to finance the industrialisation of an innovative technology.

At the end of 2024, AFYREN NEOXY secured a new €10 million Sustainability Linked Loan, including a €6 million tranche already disbursed in 2024 and a €4 million tranche to be disbursed at a later date subject to conditions. This loan was obtained from a banking syndicate comprising both AFYREN's long-standing banks (BNP Paribas - also acting as arranger and ESG coordinator - and Banque Populaire Auvergne Rhône-Alpes) and new partners (Société Générale, Caisse d'épargne et de prévoyance Rhône-Alpes and Crédit Lyonnais).

In 2024, AFYREN contributed to the financing of its subsidiary AFYREN NEOXY through a shareholder loan of €10 million with no maturity date. During the 2025 financial year, AFYREN made an additional shareholder loan contribution of €15 million.

Recognition of know-how licence

Afyren grants Afyren Neoxy a license to the technology consisting of patent rights and know-how to enable it to manufacture and market products. The rights of use started from the plant's industrialisation phase, which includes a design phase (carrying out studies and adapting the technology to the industrial level), a construction phase and then a start-up phase until the end of a ramp-up phase and the following twelve months. Afyren staff are made available to Afyren Neoxy during these phases and re-invoiced without any margin.

The plant design and construction phase ran from 2019 to 2021, i.e. a duration of three years, and Afyren Neoxy plans to use this licence as soon as it is granted and during the plant's production phase, which is expected to last 20 years.

The exclusivity of the licence agreement is granted until Afyren Neoxy reaches a production capacity of 50,000 tonnes. This license will have an initial duration of 10 years and will continue as long as Afyren Neoxy continues its production.

On the basis of these factors, Afyren Neoxy initially recorded an intangible asset with a present value of €10.6 million corresponding to 23 years of licence fees (3 years since its granting + 20 years of production), of which €7.5 million was paid in advance for the first 10 years. The outstanding balance of €5.2 million at 31 December 2025 (compared with €4.8 million at 31 December 2023) is included under fixed asset liabilities.

The license is amortised over a period of 23 years, i.e. an annual expense of €0.5 million. In addition, an interest expense related to the accretion of this debt is recorded in financial expenses, i.e. €6.7 million over 23 years with insignificant annual amounts in 2025 and 2024.

Bio Based Industries (BBI) grant:

In May 2020, Afyren Neoxy took the lead in a consortium of a dozen companies under the AFTER-BIOCHEM banner in an innovative industrial project spanning four years with an estimated total cost of €33 million, €20 million of which was subsidised by the European Commission.

This consortium was a great success, enabling total financing of the Afyren Neoxy plant for an amount of up to €16 million.

The entire grant was received by Afyren Neoxy, namely:

- Around €9 million in May 2020;
- €1.7 million in the first half of 2022;
- €3.4 million at the end of 2023;
- €3 million (of which €1 million related to the return of the holdback) in November 2025.

In June 2025, AFYREN and its partners confirmed the end of the AFTER-BIOCHEM consortium.

6. Operational data

6.1. Segment reporting

Under IFRS 8, an operating segment is a component of an entity:

- That engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker;
- For which discrete financial information is available.

Afyren's activity is to carry out research and development, as well as industrialisation and marketing in order to develop processes for the production of molecules, extraction of molecules and metabolites, all from fermentable biomass. It has so far granted only one licence, to Afyren Neoxy. The Company therefore has only one operating segment. In addition, almost all of its activities and assets are located in France.

6.2. Revenues

In accordance with IFRS 15 "Revenue from contracts with customers", revenue is recognised when each performance obligation is satisfied, i.e. when control of the good or service is transferred to the customer for the amount expected to be received.

Revenues are mainly made up of income from the various agreements entered into with Afyren Neoxy:

- Patent and know-how license ("the Technology") made available to Afyren Neoxy. The licence is accompanied by services related to the development of industrial know-how, including the provision of project team staff
- Services related to obtaining the BBI grant by Afyren Neoxy
- Sales and administrative support services.

Licence and industrial know-how development agreement

It was determined that the licence for the Technology and the development of industrial know-how constitute a single performance obligation insofar as, since it is a new innovative Technology that has never been industrialised, the license and the industrial know-how

development service can only be used jointly to enable Afyren Neoxy to benefit from the licence. Accordingly, it can be considered that these are two "inputs", intrinsically linked, constituting a single promise to the customer Afyren Neoxy.

Revenues from this performance obligation must be recognised on an ongoing basis ("over time") until the end of the industrialisation phase in accordance with IFRS 15.35 a), as the resulting industrial know-how is made available to the customer as it is created and identified. In other words, the customer simultaneously receives and consumes the benefits provided by the service as it is provided. Lastly, even if the licence is granted for the entire lifetime of Afyren Neoxy, the deferral of income stops at the end of the industrialisation phase (engineering, plant construction and ramp-up phase overall) insofar as the licence is no longer intended to evolve after industrialisation.

The consideration to be received, namely a fixed annual royalty over the lifetime of Afyren Neoxy, is subject to variability in the event of termination of the agreement, cessation of production and/or of the company. At this stage, the Company believes that the amount of consideration to be taken into account which, in a highly probable manner, would not result in a significant fall in revenues, corresponds to the amount paid in advance for the first ten years, i.e. €7.5 million. Although some of this amount may have to be repaid if the agreement is terminated before 10 years, the Company believes that the conditions for termination, which are limited, are highly unlikely. As for the fixed royalties to be paid again from the eleventh year onwards, even though Afyren Neoxy plans to operate the plant over 20 years, the time horizon is too long at this stage to be considered highly likely, especially as production has not yet started.

The most relevant measure for determining the percentage of completion is considered to be the passage of time, involving a straight-line basis. Thus, during the industrialisation phase estimated at 6 years, the fixed remuneration of €7.5 million provided for in the agreement (corresponding to 10 years of royalties) as well as the personnel costs reinvoiced as part of the contract for the provision of project team staff are recognised on a straight-line basis.

Insofar as the 10-year Technology royalties were paid in advance at the date of signing of the agreement, the amount not yet recognised as revenues is recognised as a contract liability in the balance sheet (deferred income). In addition, this generates a financing component leading to the recognition of interest expenses separately from revenues.

The agreement also provides for the payment of royalties based on the EBITDA received by Afyren post-industrialisation, which will be recognised as revenues as they are incurred, in accordance with the exemption provided for in IFRS 15 for royalties.

Other service agreements

These administrative and sales assistance contracts meet the criteria for revenue recognition on an ongoing basis under IFRS 15.35 a). The fixed amounts provided for each year are spread on a straight-line basis insofar as the costs incurred by Afyren are relatively straight-line.

Revenues break down as follows:

In €k	2025.12	2024.12
Licence and development of industrial know-how	-	1,370
Other services	2,273	1,492
Total revenues	2,273	2,862

In line with the accounting treatment indicated above, revenue from the licensing and development of industrial know-how was spread out in 2024, the end date of the industrialisation phase.

The €0.8 million increase in other services as at 31 December 2025 is due to the increase in technical services provided by Afyren to Afyren Neoxy in connection with the extension of the scope of services provided to Afyren Neoxy.

Changes in contract liabilities (deferred income) are explained as follows:

In €k	2025.12	2024.12
Contract liabilities as of 1 January	-	1,322
Increase in financial expenses for the year on the licence agreement	-	47
Revenues recognised during the period included in the opening	-	- 1,369
Contract liabilities as of 31 December	-	-
Of which current liabilities	-	-
Of which non-current liabilities	-	-

The industrialisation phase was completed on 31 December 2024. Since then, there have been no outstanding services under the licence and industrialisation services contract.

6.3. Other income

Government operating grants that offset expenses incurred by the Company are systematically recognised in profit or loss under "Other income" in the period in which the expenses are recognised.

Government investment grants are recognised initially at fair value as deferred income if there is reasonable assurance that they will be received and that the Company will comply with the conditions attached to them. They are then systematically recognised in profit or loss under other income over the useful life of the related asset.

The research tax credit is treated as a government grant by analogy. It is thus recognised as:

- An investment grant for the portion that offsets expenses capitalised as development costs,
- An operating grant for the portion of research expenses that are not capitalised.

Other income breaks down as follows:

In €k	2025.12	2024.12
Operating grant	445	597
Investment grant recognised under profit or loss	64	64
Proceeds from the disposal of fixed assets	-	2
Other	14	2
Total other income	523	666

6.4. Operating expenses

Operating expenses break down as follows:

In €k	Note	2025.12	2024.12
Total employee benefits	6.5	- 5,948	- 5,578
Purchases of consumables and equipment		- 633	- 332
Rental expenses	10.	- 329	- 279
Maintenance and repairs		- 44	- 45
Remuneration of intermediaries and fees		- 1,205	- 1,591
Travel and assignment expenses		- 354	- 404
Advertising and communication		- 128	- 76
Other external expenses		- 324	- 309
Total purchases and external expenses		- 3,016	- 3,035
Total depreciation of fixed assets and rights of use	9.	- 858	- 851
Taxes		- 90	- 80
Other expenses		- 30	- 62
Total other expenses		- 120	- 142

6.5. Staff and personnel

6.5.1. Workforce

The workforce corresponds to the average workforce for the period comprising fixed-term and permanent contracts as full-time equivalents of the Company.

	2025.12	2024.12
Managers	34	31
Non-managers	14	13
Average workforce for the year ended 31 December	48	44

6.5.2. Personnel costs

Personnel costs are recognised as services are rendered.

Personnel costs break down as follows:

In €k	2024.12	2023.12
Wages and salaries	- 4,035	- 3,459
Social security contributions	- 1,147	- 1,053
Expenses related to defined contribution post-employment plans	- 287	- 286
Expenses related to defined benefit post-employment benefit plans	- 24	- 13
Share-based payments settled in equity instruments	- 455	- 767
Total	- 5,948	- 5,578

The increase in “Wages and salaries” and “Social security contributions” items is mainly due to the increase in the workforce.

6.5.3. Employee benefits

Short-term employee benefits

Short-term employee benefits are recognised as an expense when the corresponding service is rendered. A liability is recognised for the amount the Company expects to pay if it has a present legal or constructive obligation to make such payments in return for past service by the employee and the obligation can be reliably estimated.

Defined benefit plans

The Company's defined benefit plans correspond to retirement benefits paid to employees in France.

The Company's obligation under this plan is recognised as a liability and measured using an actuarial method that takes into account the employee turnover rate, life expectancy, salary increase rate and a discount rate. The calculation is made using the projected unit credit method with end-of-career salary.

The cost of the services is recorded under personnel expenses. It includes current service cost, past service cost resulting from the amendment or curtailment of a plan, which is fully recognised in profit or loss in the period in which it occurs, and gains and losses on settlements.

The interest expense, corresponding to the accretion effect of the commitments, is recognised in financial expenses.

Liability remeasurements (actuarial gains and losses) are recognised in other non-recyclable comprehensive income.

IFRS IC final agenda decision of 24 May 2021

The final IFRS IC agenda decision of 24 May 2021 regarding attributing benefit to periods of service does not have a material impact on the Company.

Defined contribution plans

Contributions payable to a defined contribution plan are recognised as an expense when the related service is rendered. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in future payments is possible. These are the general social security pension scheme and supplementary schemes.

- *Retirement allowance (IDR)*

The main actuarial assumptions used at the balance sheet date are as follows:

	2025.12	2024.12
Discount rate	4.00%	3.50%
Salary increase rate	1.50%	1.50%
Turnover	Dares R&D table	Dares R&D table
Retirement age	65	65
Mortality table	INSEE 2016-2018	INSEE 2016-2018

The change in the present value of the retirement benefit obligation is as follows:

In €k	2025.12	2024.12
Balance as of 1 January	73	61
Recognised in profit or loss		
Cost of services for the year	21	11
Financial cost	3	2
Included in other comprehensive income		
Loss (gain) on revaluation of liabilities (actuarial gain and loss)	- 7	- 2
Total	17	12
Other		
Benefits paid	-	-
Total	-	-
Balance as of 31 December	90	73

6.5.4. Share-based payments

Grants of founder share warrants (BSPCE) and free share grants to Afyren employees are equity-settled share-based plans.

The fair value determined on the grant date of these plans is recognised as an expense, with a corresponding increase in equity, over the vesting period, using the gradual vesting method for BSPCE as they are vested in tranches, and on a straight-line basis for free share grants. The amount expensed is adjusted to reflect the number of rights for which it is estimated that the service conditions will be met, such that the amount ultimately recognised is based on the actual number of rights that meet the service conditions at the vesting date.

The fair value of the BSPCE is determined on the basis of the Black-Scholes valuation model.

The fair value of the free share grants corresponds to the fair value of the shares on the grant date (i.e. the share price) less the present value of any estimated future dividends over the vesting period.

In accordance with the IFRS 1 exemption relating to share-based compensation plans, the Company has not restated BSPCE plans that were vested at the transition date of 1 January 2019. Accordingly, only the BSPCE 5 have been restated at this date.

In accordance with the terms of the combined general meeting of 21 June 2023, the following delegations of authority have been implemented:

- On 1 January 2024, the Board of Directors decided to grant 12,868 free shares (2023 free share grant) to an Afyren employee on 1 January 2024. Vesting of the shares is subject to continued employment for a period of two years;
- On 28 March 2024, the Board of Directors decided to grant 14,069 free shares (2023 free share grant) to an Afyren employee on 28 March 2024. Vesting of the shares is subject to continued employment for a period of one year.
- On 28 March 2024, the Board of Directors decided to grant 180,500 free shares (2023-LTIP2 free share grant) to Afyren employees and officers on 28 March 2024. Vesting of the shares is subject to continued employment until 31 March 2027. The vesting is also subject to financial and development performance conditions corresponding to non-market

conditions. At 31 December 2025, in order to determine the corresponding compensation expense, it was estimated that 75% of these targets had been achieved.

In accordance with the terms of the combined general meeting of 19 June 2024, the following delegations of authority have been implemented:

- On 8 July 2024, the Board of Directors decided to grant 4,000 free shares (2024 free share grant) to an employee of Afyren Neoxy. Vesting of the shares is subject to continued employment for a period of two years;
- On 18 December 2024, the Board of Directors decided to grant 266,500 free shares (2024 free share grant) to Afyren employees and managers.
- On 18 December 2024, the Board of Directors decided to grant 70,000 free shares (2024 free share grant) to Afyren employees and managers.
- On 17 June 2025, the Board of Directors decided to grant 7,500 free shares (2024 free share grant) to two employees.
- On 16 December 2025, the Board of Directors decided to grant 38,000 free shares (2024 free share grant) to three beneficiaries.

The main characteristics and conditions relating to grants under these plans are as follows:

	Number of shares granted	Grant date	Vesting conditions	Contractual life of options	Average fair value (in €)
BSPCE 5	30,000	01/07/2019	Employment (3 years)	10 years	5.69
BSPCE 5	47,500	01/07/2019	Employment (3 years)	10 years	5.69
BSPCE 5	15,000	30/10/2019	Employment (3 years)	10 years	5.70
BSPCE 5	60,000	12/12/2019	Employment (3 years)	10 years	5.70
BSPCE 5	7,500	21/05/2020	Employment (3 years)	10 years	5.71
BSPCE 5	175,000	16/09/2020	Employment (3 years)	10 years	5.68
BSPCE 5	10,000	01/12/2020	Employment (3 years)	10 years	5.67
BSPCE 5	42,500	21/01/2021	Employment (3 years)	10 years	5.67
BSPCE 5	17,500	04/02/2022	Employment (3 years)	10 years	3.83
BSPCE 5	15,000	24/03/2022	Employment (3 years)	10 years	3.65
2021 free share grants	360,668	24/03/2022	Employment (3 years)	n.a.	5.36
BSPCE 2022	7,500	05/07/2022	Employment (3 years)	10 years	2.95
2023-LTIP free share grants	169,395	18/09/2023	Employment (until 31/03/2026), performance and development	n.a.	4.93
2024-1 free share grants	4,000	01/01/2024	Employment (2 years)	n.a.	2.22
2023-LTIP2 free share grants	174,000	28/03/2024	Employment (until 31/03/2027), performance and development	n.a.	1.90
2024-2 free share grants	252,500	18/12/2024	Employment (2 years)	n.a.	2.13
2024-3 free share grants	70,000	18/12/2024	Employment (1 year)	n.a.	2.13
2024-4 free share grants	4,000	17/06/2025	Employment (2 years)	n.a.	3.00
2024-5 free share grants	3,500	17/06/2025	Employment (1 year)	n.a.	3.00
2024-6 free share grants	38,000	16/12/2025	Employment (2 years)	n.a.	2.78
Total	1,503,563				

The data used to measure the fair values at the grant date of the free share grant granted in 2024 and 2025 are as follows:

	2023-LTIP free share grants issued in 2024	2023 free share grants issued in 2024	2024 free share grants issued in 2024	2024 free share grants issued in 2025
Fair value at grant date (in €)	1.90	2.22	From 1.90 to 2.13	2.78 to 3.00
Share price on grant date (in €)	1.90	2.22	From 1.90 to 2.13	2.78 to 3.00
Option exercise price (in €)	N/A	n.a.	n.a.	n.a.
Expected volatility (weighted average)	N/A	n.a.	n.a.	n.a.
Expected life (weighted average)	3 years	1 year	1 year to 2 years	1 year to 2 years
Expected dividends	0%	0%	0%	0%
Risk-free interest rate (based on government bonds)	n.a.	n.a.	n.a.	n.a.

In 2024 and 2025, the change in the number of BSPCEs is as follows:

Number of BSPCEs	2025.12	Weighted average exercise price 2025 (in €)	2024.12	Weighted average exercise price 2024 (in €)
Outstanding as of 1 January	482,501	2.00	545,000	2.01
Lapsed during the period	- 30,000	1.14		
Exercised during the period			- 62,499	2.06
Granted during the period				
Outstanding as of 31 December	452,500	2.06	482,501	2.00
Exercisable as of 31 December	427,500		444,167	

In 2024 and 2025, the change in the number of free shares granted is as follows:

Number of free shares granted	2025.12	Weighted average exercise price 2025 (in €)	2024.12	Weighted average exercise price 2024 (in €)
Outstanding as of 1 January	1,111,840	-	683,475	-
Lapsed during the period	- 24,711	-	- 38,495	-
Exercised during the period	- 51,524	-	- 81,077	-
Granted during the period	45,500	-	547,937	-
Outstanding as of 31 December	1,081,105	-	1,111,840	-
Exercisable as of 31 December			-	

6.5.5. Compensation of main executives (related parties)

Compensation recognised as expenses for the main executives, corresponding to the members of the Executive Committee and the Board of Directors, is as follows:

In €k	2025.12	2024.12
Short-term employee benefits	1,172	1,326
Defined contribution post-employment benefits	86	104
Defined benefit post-employment benefits	16	5
Share-based payments	253	655
Total	1,527	2,090

The liability for defined benefit post-employment benefits in respect of key management personnel was €0.04 million at 31 December 2025 and €0.03 million at 31 December 2024.

7. Net financial income (expense)

Interest expense

Interest expenses on borrowings, financial liabilities and lease liabilities are recognised using the effective interest rate method.

The Company's financial income and expenses include:

In €k	2025.12	2024.12
Interest expense on borrowings	- 60	- 74
Interest expense on repayable advances	- 1	207
Interest expense on lease liabilities - IFRS 16	- 14	- 20
Financing component on the license agreement	-	- 47
Foreign exchange losses	- 3	- 1
Total financial expenses	-78	65
Other financial income	1,394	1,676
Currency gains	2	2
Change in fair value of financial assets	225	148
Total financial income	1,621	1,826
Net financial income (expense)	1,543	1,891

The change in the fair value of financial assets corresponds to the change in the fair value of the convertible bonds issued by Afyren Neoxy and subscribed by Afyren.

Other financial income mainly corresponds to interest income on term accounts and interest income from the shareholder loan held with Afyren Neoxy.

8. Income tax

Income tax

Income taxes include current and deferred tax expense (income), calculated in accordance with French tax laws. They are recognised in the income statement, unless they relate to items recognised in other comprehensive income, directly in equity or in business combinations. Tax assets and liabilities are offset provided they meet certain criteria.

The Company considered that, based on the analysis of the texts, the corporate value added contribution (CVAE) meets the definition of income tax as set out in IAS 12.2 ("Taxes due on the basis of taxable income").

Tax payable

Tax payable includes the estimated amount of tax due (or receivable) in respect of the taxable profit (or loss) for a period and any adjustment to the amount of tax due in respect of prior periods. The amount of tax payable (or receivable) is determined on the basis of the best estimate of the amount of tax that the Company expects to pay (or receive) reflecting, where applicable, the related uncertainties. It is calculated based on the basis of tax rates that have been enacted or are likely to be enacted at the balance sheet date.

Deferred taxes

Deferred tax is recognised on the temporary differences between the carrying amount of assets and liabilities and their tax bases.

Deferred tax assets are recognised in respect of deductible temporary differences and unused tax losses and tax credits only to the extent that it is probable that the Group will generate future taxable profits against which these can be utilised. Future taxable profits are measured against the reversal of taxable temporary differences. If the amount of the temporary differences is insufficient to recognise a deferred tax asset in full, future taxable profits, adjusted for the reversal of the temporary differences, are measured against the business plan of each of the Group's subsidiaries. Deferred tax assets are reviewed at each balance sheet date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available. These reductions are reversed when the likelihood of future taxable profits increases.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset is realised and the liability is settled, based on tax rates that have been enacted or substantively enacted by the balance sheet date, and takes into account, where appropriate, income tax uncertainty.

8.1. Income tax expense

In €k	2025.12	2024.12
Tax payable	-	-
Deferred tax	-	-
CVAE	-	-
TOTAL	-	-

8.2. Income tax reconciliation

The reconciliation between the effective tax rate and the theoretical tax rate is as follow:

In €k	2025.12	2024.12
Income before tax	- 14,366	- 9,754
Neutralisation of the share in income of equity-accounted company (net of tax)	8,762	5,567
Profit before tax and share in income of equity-accounted company (net of tax)	- 5,604	- 4,187
Normative tax rate	25.0%	25.0%
Theoretical tax (expense)/income	1,401	1,047
Reconciliation with effective interest rate		
- Research tax credit (CIR)	106	143
- Other tax credits		
- CVAE (corporate value added contribution) as tax expense		
- Losses for the period not capitalised	- 1,398	- 1,060
- Share-based compensation expense	- 114	- 192
- Gains or losses on disposals of treasury shares	- 13	63
- Permanent differences	- 1	- 4
- Convertible bonds	-	-
- Other differences	20	4
Actual tax (expense)/income	-	-

8.3. Breakdown of net deferred tax assets (liabilities)

The changes in deferred tax balances are as follows:

In €k	2025.12	Change in income statement	Change in other comprehensive income	Change in shareholders' equity	2025.12		
					Net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets related to tax loss carryforwards	796	- 205	2	-	593	593	
Defined benefit liability	18	6	- 2	-	22	22	
Leases	5	- 1	-	-	4	4	
Convertible bonds	-	-	-	-	-		
Neoxy license agreement	- 744	188	-	-	- 557		- 557
Other adjustments	- 75	12	-	-	- 63		- 63
TOTAL DEFERRED TAXES	-	-	-	-	0	619	- 619

In €k	2024.12	Change in income statement	Change in other comprehensive income	Change in shareholders' equity	2024.12		
					Net	Deferred tax assets	Deferred tax liabilities
Deferred tax assets related to tax loss carryforwards	664	133	- 1	-	796	796	
Defined benefit liability	15	2	1	-	18	18	
Leases	3	1	-	-	5	5	
Convertible bonds	-	-	-	-	-		
Neoxy license agreement	- 601	- 143	-	-	- 744		- 744
Other adjustments	- 82	7	-	-	- 75		- 75
TOTAL DEFERRED TAXES	-	-	-	-	0	819	- 819

8.4. Unrecognised deferred tax assets

At this stage, the Company has not recognised any deferred tax asset relating to the unused tax losses detailed below as they are expected to be recoverable only in the long term.

Unrecognised deferred tax assets:

2025.12		2024.12		
Gross amounts (in €k)	Tax effect (in €k)	Gross amounts (in €k)	Tax effect (in €k)	Expiry date of the tax loss
28,932	7,233	23,339	5,835	n.a.

8.5. Tax uncertainties

The Company has no significant tax uncertainties within the scope of IFRIC 23.

9. Intangible assets and property, plant and equipment

9.1. Intangible assets

Research and Development

Research costs are expensed as incurred.

Development expenses are recognised as intangible assets if and only if the expenses can be measured reliably and the Company can demonstrate the technical and commercial feasibility of the product or process, the existence of probable future economic benefits and its intention as well as the availability of sufficient resources to complete development and use or sell the asset. Otherwise, they are expensed as incurred. Subsequent to initial recognition, development expenses are carried at cost less any accumulated depreciation and impairment losses.

Borrowing costs related to the financing of capitalised development costs are included in their cost. The Company has elected to use the IFRS 1 exemption to prospectively apply the borrowing cost capitalisation provisions of IAS 23 from the date of transition to IFRS on 1 January 2019.

Other intangible assets

Other intangible assets mainly correspond to patents and computer software. They have a finite useful life and are carried at cost less any accumulated depreciation and impairment losses.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets.

The estimated useful lives for the current and comparative periods are as follows:

- License developed in-house: 10 years
- Patents: 10 years
- Computer software: 2 years

The depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if necessary.

Intangible assets break down as follows:

In €k	2024.12	Acquisitions	Disposals	Charges for the year	Reclassifications	2025.12
Technology developed in-house	3,682	-	-			3,682
Concessions, patents and similar rights	799	51	-			849
Ongoing development costs	1,056	83	-			1,139
Other intangible assets	-	-	-			-
Intangible assets (gross value)	5,536	133	-	-	-	5,670
Amortisation of technology developed in-house	- 2,221			- 368		- 2,589
Amortisation of concessions, patents and similar rights	- 375			- 82		- 457
Amortisation of other intangible assets	-			-		-
Amortisation of intangible assets	- 2,596	-	-	- 450	-	- 3,046
Total net value	2,940	133	-	- 450	-	2,623

In €k	2023.12	Acquisitions	Disposals	Charges for the year	Reclassifications	2024.12
Technology developed in-house	3,682					3,682
Concessions, patents and similar rights	767	31				799
Ongoing development costs	1,036	20				1,056
Other intangible assets	-					-
Intangible assets (gross value)	5,485	51	-	-	-	5,536
Amortisation of technology developed in-house	- 1,853			- 368		- 2,221
Amortisation of concessions, patents and similar rights	- 299			- 76		- 375
Amortisation of other intangible assets	-			-		-
Amortisation of intangible assets	- 2,152	-	-	- 444	-	- 2,596
Total net value	3,333	51	-	- 444	-	2,940

Changes in concessions, patents and similar rights correspond to the acquisition of patents required for research and development (processes involving fertiliser, etc.).

Changes in ongoing development costs correspond to expenses incurred in connection with the "R&D Booster" project which began in February 2019.

9.2. Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

The gain or loss on disposal of property, plant and equipment is recognised in profit or loss.

Depreciation is calculated on a straight-line basis over the estimated useful life.

The estimated useful lives of property, plant and equipment for the current and comparative periods are as follows:

- Technical installations, equipment and tools: 3 to 5 years
- Computer hardware: 2 to 3 years
- Furniture: 2 to 5 years
- Fixtures and fittings: 3 to 5 years

The depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if necessary.

Property, plant and equipment breaks down as follows:

In €k	2024.12	Acquisitions	Disposals	Charges for the year	Reclassifications	2025.12
Other technical facilities, equipment and tools	667	48	- 20		77	772
Fixtures and fittings	145	2				148
Office furniture	63	7				69
Computer hardware	9	4	-			12
Other property, plant and equipment	-	- 0	-			- 0
Property, plant and equipment in progress	77	-			- 77	-
Property, plant and equipment (gross value)	960	60	- 20	-	-	1,001
Depreciation of other technical installations, equipment and tools	- 517		-	- 127	-	- 644
Depreciation of fixtures and fittings	- 66		19	- 28	-	- 75
Depreciation of office furniture	- 45		-	- 18	-	- 62
Depreciation of computer equipment	- 10		-	-	-	- 10
Depreciation of other property, plant and equipment	-		-	-	-	-
Depreciation of property, plant and equipment	- 637	-	19	- 173	-	- 792
Total net value	323	60	- 1	- 173	-	210

In €k	2023.12	Acquisitions	Disposals	Charges for the year	Reclassifications	2024.12
Other technical facilities, equipment and tools	585	82				667
Fixtures and fittings	134	11	-			145
Office furniture	63	-				63
Computer hardware	9	-	-			9
Other property, plant and equipment	-	0				0
Property, plant and equipment in progress	-	77				77
Property, plant and equipment (gross value)	791	170	-	-	-	960
Depreciation of other technical installations, equipment and tools	- 380		-	- 137	-	- 517
Depreciation of fixtures and fittings	- 39			- 27	-	- 66
Depreciation of office furniture	- 28		-	- 17	-	- 45
Depreciation of computer equipment	- 6		-	- 4	-	- 10
Depreciation of other property, plant and equipment	-		-	-	-	-
Depreciation of property, plant and equipment	- 453	-	-	- 184	-	- 637
Total net value	338	170	-	- 184	-	323

9.3. Impairment testing

In accordance with IAS 36 "Impairment of Assets", the Company regularly examines whether there is any indication that intangible assets and property, plant and equipment with a definite useful life are impaired. If such evidence exists, the company performs an impairment test to assess whether the carrying amount of the assets (or groups of assets corresponding to the cash-generating units) does not exceed its recoverable amount, defined as the higher of fair value less costs to sell and value in use.

No impairment losses were identified for 2025 and 2024.

10. Leases

Upon signing a contract, the Company determines whether the agreement constitutes, or contains, a lease.

The contract is or contains a lease if it confers the right to control the use of an identified asset for a period of time in exchange for a consideration. In assessing whether a contract gives the right to control an identified asset throughout the period of use of the asset, the Company assesses whether: i) the contract involves the use of an identified asset, ii) the Company has the right to obtain substantially all the economic benefits of the use of the asset throughout the period of use, and iii) the Company has the right to decide on the use of the asset.

The Company recognises a 'right of use' asset and a lease liability at the date the leased asset is made available. The "right-of-use" asset is initially measured at cost, i.e. the initial amount of the lease liability plus any lease payments already made at the start date of the lease, any initial direct costs incurred and an estimate of the costs of dismantling and removing or restoring the underlying asset or the site where it is located, less any lease incentive benefit received.

The right-of-use asset is then amortised on a straight-line basis from the start to the end of the lease, unless the lease provides for a transfer of ownership of the underlying asset to the Company at the end of the lease term or the cost of the right-of-use asset reflects the fact that the Company will exercise a call option. In this case, the right-of-use asset will be amortised over the useful life of the underlying asset, determined on the same basis as that of property, plant and equipment. In addition, the value of the "right-of-use" asset will be regularly reduced in the event of impairment losses and will be adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments due but not yet paid at the start date of the lease. The discount rate used is the interest rate implicit in the lease or, if it cannot be easily determined, to the Company's incremental borrowing rate. The Company generally uses the latter rate as its discount rate.

The Company determines its incremental borrowing rate based on the interest rates offered by various external financing sources for a term equivalent to the lease term.

Lease payments included in the lease liability valuation include the following:

- Fixed rents, including substantive fixed rents;
- Variable rents indexed to an index or interest rate, initially measured on the basis of the index or interest rate in question on the contract start date;
- Amounts payable under the residual value guarantee; and

- The exercise price of a call option that the Company is reasonably certain to exercise, lease payments during the renewal period if the Company is reasonably certain to exercise an extension option and lease early termination penalties, unless the Company is reasonably certain not to terminate the lease early.
- Deduction of incentives granted by the lessor.

The lease liability is measured at amortised cost using the effective interest rate method. It is revalued in the event of a change in future lease payments due to a change in index or interest rate, in the event that the Company reassesses the amount expected under the residual value guarantee, if the Company revises its likelihood of exercising a call, extension or termination option, or in the event of a revision of a fixed lease payments in substance.

When the lease liability is revalued, an adjustment is made to the carrying amount of the right-of-use asset or is recorded in income if the amount of the right-of-use asset has been reduced to zero.

Lastly, the Company has elected not to recognise right-of-use assets or lease liabilities for short-term leases with a term of 12 months or less, as well as for low-value asset leases (less than €5,000). These lease payments are recognised as expenses.

The Company recognises deferred tax assets and liabilities on the lease liabilities and the right of use respectively, on the basis that the tax deductions are attributable to the liability.

In the event of renegotiation of a lease (amount of rent and/or term) exceeding the initial provisions of the lease, amendments to leases generally result in the lessee recalculating the lease liability using a revised discount rate in return for a change in the right of use.

In connection with the recognition of leases under IFRS 16 on the date of transition to IFRS on 1 January 2019, the Company has elected to apply the exemption provided for in IFRS 1, which allows it to measure the lease liability at that date at the present value of the remaining lease payments based on the lessee's incremental borrowing rate at the transition date, and the right of use in the amount of the lease liability (adjusted for amounts of prepaid lease payments or benefits received, if any). In addition, contracts with a residual term of less than 12 months at the transition date and contracts for low-value assets have not been restated.

In the course of its business, the Company leases premises, vehicles and equipment.

The main contracts for the periods presented are:

- The 3-6-9 contracts for the Clermont-Ferrand office, signed in May 2020, and the Lyon office, signed in December 2022. The lease periods initially chosen correspond to the first three-year periods, and may be extended at each three-year period insofar as an extension beyond this is not reasonably certain, from the start of the contract, in view of the growing needs for the premises. These are indexed fixed lease payments.

Vehicle leases have fixed lease payments and terms of approximately three years that do not contain any early termination or renewal options.

Short-term exempted contracts are mainly for temporary premises. Low-value exempt contracts are mainly for computer hardware.

The rights of use break down as follows:

In €k	Premises	Vehicles	Equipment	Total
Balance as of 31 December 2023	310	38	92	441
Depreciation charge for the year	- 159	- 47	- 18	- 224
Reversal of depreciation for the year				-
Additions to the "rights of use" asset		52		52
Derecognition of the "rights of use" asset		- 16		- 16
Balance as of 31 December 2024	151	29	74	253
Depreciation charge for the year	- 157	- 18	- 58	- 233
Reversal of depreciation for the year				-
Additions to the "rights of use" asset	314		108	422
Derecognition of the "rights of use" asset				-
Balance as of 31 December 2025	308	10	124	442

At 31 December 2025, the new right-of-use assets corresponded mainly to the conclusion of new vehicle leases, as well as the renewal of the lease agreement for the Lyon offices for a new three-year period.

In addition, the related impacts on the income statement and in terms of cash flows are as follows:

- **Amounts recognised in net income:**

In €k	2025.12	2024.12
Interest expense on lease liabilities	14	17
Expenses related to short-term leases	54	51
Expenses related to leases of low-value assets, excluding short-term leases	105	110
Balance as of 31 December	174	178

- **Amounts recognised in cash flows:**

In €k	2025.12	2024.12
Total cash outflows from leases	513	483

11. Non-current financial assets

Loans and guarantees given mainly under leases are initially recognised at fair value and subsequently at amortised cost.

Convertible bonds issued by Afyren Neoxy and subscribed by Afyren and Bpifrance: see Note 5.

In €k	2025.12	2024.12
Convertible bonds	1,347	1,265
Deposits and guarantees paid	49	52
Non-current financial assets	1,396	1,317

Non-current financial assets correspond to:

- Guarantees paid in connection with leases for €0.05 million at 31 December 2025 and €0.05 million at 31 December 2024;
- Convertible bonds (issued by Afyren Neoxy) subscribed by Afyren during the first half of 2023:
 - At 31 December 2025, for €1.3 million, corresponding to the fair value of the instruments of €2.0 million, to which the following amounts are allocated:
 - €0.5 million corresponding to AFYREN's share of the equity component of the bonds recognised in Afyren Neoxy's financial statements.
 - €0.1 million corresponding to the negative share held by AFYREN in the net assets of AFYREN NEOXY
 - At 31 December 2024, €1.3 million, corresponding to the fair value of the €1.8 million instruments, to which €0.5 million was charged corresponding to AFYREN's share of the 'equity' component of the bonds recognised in Afyren Neoxy's financial statements.

12. Trade receivables and other current assets

Trade receivables, the shareholder loan granted to Afyren Neoxy and other operating receivables are initially recognised at fair value and subsequently at amortised cost, which generally corresponds to their nominal value.

In accordance with IFRS 9, the Company applies the simplified method in measuring trade receivables and recognises expected impairment losses over their lifetime.

Trade receivables and other current assets break down as follows:

In €k	2025.12	2024.12
Trade receivables	482	432
Impairment of receivables in respect of expected losses	-	-
Total trade receivables	482	432
Current financial assets	146	107
Prepaid expenses	87	123
Tax receivables	82	67
Shareholder loans - assets	26,050	10,231
Research tax credit receivable	442	571
Other current assets	21	38
Total other current assets	26,682	11,030

Trade receivables correspond to receivables from Afyren Neoxy under service agreements entered into with the latter.

At 31 December 2025, "Shareholder loans - assets" corresponds to Afyren's contribution to the financing of Afyren Neoxy through a shareholder loan of €25.0 million (excluding capitalised and accrued interest). It is remunerated at the maximum rate of shareholder current account interest deductible for tax purposes and this interest is capitalised.

The "Current financial assets" item amounting to €0.1 million at 31 December 2025 and €0.1 million at 31 December 2024 relates to:

- The liquidity account subscribed on 1 November 2021. When signing this 12-month liquidity agreement (with tacit renewal) with ODDO BHF SCA, the Company made a payment of €0.3 million. This sum is intended to finance purchases and sales of treasury shares on the market. During the first half of 2023, Afyren increased the resources made available under the liquidity contract by €0.15 million.
- The share buyback account subscribed with Natixis Corporate & Investment Banking in April 2023 and January 2024, as part of a share buyback programme to be used for multi-year free share grant plans. When the first share buyback agreement was signed in April 2023, the Company made a payment of €0.25 million. During the second half of 2023, Afyren increased the resources made available under this share buyback agreement by €0.15 million. When the second share buyback contract was subscribed in January 2024, the Company made a payment of €0.275 million (for a maximum buyback amount of €0.3 million). The programme ended in May 2024, with 151,947 shares bought back.

13. Cash and cash equivalents

Cash and cash equivalents comprise cash held with other banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of change in value.

In the cash flow statement, this item corresponds to cash and cash equivalents after deducting bank overdrafts.

In €k	2025.12	2024.12
Bank accounts	3,426	7,975
Cash equivalents	31,734	25,563
Cash and cash equivalents in the statement of financial position	35,159	33,538
Bank overdrafts repayable on demand and used for cash management purposes	-	-
Cash and cash equivalents in the cash flow statement	35,159	33,538

The “Cash equivalents” item corresponds to term accounts. As of 31 December 2025, these term accounts are open for a period ranging from 3 months to 5 years and are redeemable at any time early subject to 32 days notice.

14. Equity

14.1. Share capital

The issue costs of capital increases are recognised in equity.

If the Company buys back its own equity instruments, the amount of consideration paid including directly attributable costs is recognised as a reduction of equity. Shares bought back are classified as treasury shares in the reserve for treasury shares. When treasury shares are sold or reissued, the amount received is recognised as an increase in equity, and the positive or negative balance of the transaction is presented as an issue premium.

The Company's share capital consists of:

	Ordinary shares	
Number of shares:	2025.12	2024.12
Outstanding as of 1 January	26,110,089	26,022,590
Capital decrease	-	-
Capital increase	9,997,333	87,499
Outstanding as of 31 December - fully paid-up shares	36,107,422	26,110,089

2025 capital transactions

Capital transactions during the 2025 financial year were as follows:

- On 26 November 2025, a capital increase was recorded by issuing new shares for an amount of €191,667, by issuing 9,583,333 new shares with a par value of €0.02 each. The total subscription price is €22,999,999, i.e. an issue premium of €22,808,332. Capital increase costs of €107 thousand were charged to the issue premium.
- On 18 December 2025, a capital increase was recorded as a result of the exercise of 414,000 BSPCEs for a total amount of €8,280, through the issue of 414,000 new ordinary shares with a nominal value of €0.02 each. The total exercise price is €218,960, representing an issue premium of €210,680.

At 31 December 2025, the share capital was thus increased to €722,148, divided into 36,107,422 shares.

2024 capital transactions

Capital transactions during the 2024 financial year were as follows:

- On 18 June 2024, a capital increase was recorded as a result of the exercise of 62,499 BSPCEs for a total amount of €1,250, through the issue of 62,499 new ordinary shares with a nominal value of €0.02 each. The total exercise price is €128,747, i.e. an issue premium of €127,498.
- On 27 September 2024, a capital increase was recorded as a result of the exercise of 25,000 BSPCEs for a total amount of €500, through the issue of 25,000 new ordinary shares with a nominal value of €0.02 each. The total exercise price is €15,750, representing an issue premium of €15,250.

On 31 December 2024, the capital was thus increased to €522,202, divided into 26,110,089 shares.

14.2. Capital management

The Company's policy is to maintain a strong capital base in order to maintain investor, creditor and market confidence and to support development activities.

Furthermore, the Company's activities are currently financed mainly by obtaining loans, grants, repayable advances and capital increases.

14.3. Earnings per share

Basic earnings per share base are calculated using earnings attributable to holders of ordinary shares and the following weighted average number of ordinary shares outstanding.

Diluted earnings per share are calculated using earnings attributable to holders of ordinary shares and the following weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

Net income attributable to holders of ordinary (basic) shares

	2025.12	2024.12
In €k		
Net income for the period attributable to owners of the Company	- 14,366	- 9,754
Net income attributable to holders of ordinary shares	- 14,366	- 9,754

Weighted average number of ordinary (basic) shares

	2025.12	2024.12
Number of ordinary shares as of 1 January	26,110,089	26,022,590
Capital decrease	-	-
Capital increase (in number of shares)	9,997,333	87,499
Weighted average number of ordinary shares as of 31 December	27,042,447	26,068,822
Basic earnings per share (in €)	- 0.53	- 0.37
Diluted earnings per share (in €)	- 0.53	- 0.37

Diluted earnings per share correspond to basic earnings insofar as the BSPCE issued are anti-dilutive given the Company's negative net income.

15. Provisions and contingent liabilities

A provision is recognised when the Company has a legal or constructive obligation at the balance sheet date as a result of a past event, which is likely to result in an outflow of resources and the amount of which can be reliably estimated.

The amount recognised as a provision is the best estimate of the spending required to settle the present obligation at the balance sheet date.

As of 31 December 2024, the provision of €0.01 million relates to a labour dispute. The provision was reversed and not used.

As of 31 December 2025, no provision was recognised.

Furthermore, the Company has not identified any contingent liabilities.

16. Borrowings, financial liabilities and lease liabilities

16.1. Main terms and conditions of borrowings and financial liabilities

Financial liabilities are initially recognised at fair value less transaction costs and subsequently at amortised cost using the effective interest method.

In addition, in accordance with the IFRS 1 exemption for government loans, the Company has elected to apply IFRS 9 and IAS 20 prospectively from the transition date of¹⁴ January 2019 to interest-free BPI loans taken out prior to the transition date. Thus, these loans are maintained at their nominal value, without being revalued to their fair value on the initial recognition date and without recognition of a grant component.

The terms and conditions of outstanding loans are as follows:

In €k	Currency	Variable/fixed interest rate	Maturity year	Nominal value	2025.12 Carrying amount	2024.12 Carrying amount
State guaranteed loan (PGE) - BNP	EUR	Fixed rate	2026	780	101	302
State guaranteed loan (PGE) - BPI	EUR	Fixed rate	2026	300	38	131
State guaranteed loan (PGE) - BPAR	EUR	Fixed rate	2026	780	99	296
State guaranteed loan (PGE) - CA	EUR	Fixed rate	2026	780	98	295
Total state guaranteed loans (PGE)				2,640	336	1,023
BPI PAI 3 repayable advance	EUR	Fixed rate	2024	302	-	15
BPI PAI 4 repayable advance	EUR	Fixed rate	2025	198	-	40
BPI CMI2 repayable advance	EUR	Fixed rate	2024	573	-	-
Total repayable advances				1,073	-	55
BNP Investissement 2024	EUR	Variable rate	2027	260	156	239
Total equity loan	EUR	Fixed rate	2024	400	-	-
BPI R&D Innovation loan 1	EUR	Fixed rate	2027	750	300	488
BPI R&D Innovation loan 2	EUR	Fixed rate	2028	200	110	160
BPI R&D Innovation loan 3	EUR	Fixed rate	2030	1,000	1,000	1,000
BP Boehringer loan	EUR	Fixed rate	2027	75	19	34
BPI Prospecting insurance	EUR	Fixed rate	2029	52	52	52
Total other borrowings				2,737	1,637	1,973
Lease liability	EUR	Fixed rate		443	443	250
Accrued interest					2	16
Total				6,893	2,418	3,317
Current portion					955	1,282
Non-current portion					1,463	2,034

16.2. Table showing changes in borrowings, financial liabilities and lease liabilities, distinguishing between cash flows and other flows

Changes in borrowings and financial liabilities as well as lease liabilities break down as follows:

In €k	2024.12	Cash flow			Non-monetary changes			2025.12
		Proceeds from new borrowings	Interest flows paid	Debt repayment	Interest expenses	Impact of IFRS 16 - Leases	Reclassification	
Other borrowings	1,972						-814	1,159
Non-current lease liabilities	61					402	-158	305
Total non-current borrowings and liabilities	2,033	-	-	-	-	402	-972	1,463
Other borrowings	1,093		-74	-1,078	59		814	814
Current lease liabilities	188		-14	-208	14		158	138
Total current borrowings and financial liabilities	1,282	-	-88	-1,286	73	-	972	952

In €k	2023.12	Cash flow			Non-monetary changes			2024.12
		Proceeds from new borrowings	Interest flows paid	Debt repayment	Interest expenses	Impact of IFRS 16 - Leases	Reclassification	
Other borrowings	2,951						-979	1,972
Non-current lease liabilities	225					29	-193	61
Total non-current borrowings and liabilities	3,176	-	-	-	-	29	-1,172	2,033
Other borrowings	1,402	260	-93	-1,322	-133		979	1,093
Current lease liabilities	208		-20	-235	20	21	193	188
Total current borrowings and financial liabilities	1,611	260	-113	-1,556	-113	21	1,172	1,282

17. Current and non-current trade and other liabilities

Trade payables are initially recognised at fair value and subsequently at amortised cost, which generally corresponds to their nominal value.

Trade payables and other liabilities break down as follows:

In €k	2025.12	2024.12
Total trade payables	309	526
Current deferred income (customer contract liabilities)	-	-
Social security liabilities	1,247	930
Tax liabilities	123	98
Other current liabilities	-	6
Total other current liabilities	1,369	1,035
Non-current deferred income (customer contract liabilities)	-	-
Non-current deferred income (grant)	851	898
Total	2,529	2,458

Regarding current and non-current deferred income relating to customer contract liabilities - see Note 6.2.

Other non-current deferred income relates to investment grants received and mainly includes two grants:

- CMI grant for €0.6 million received as part of Bpifrance's innovation support programme;
- Booster R&D grant received as part of the project to demonstrate the semi-industrial production of natural products in the Auvergne-Rhône-Alpes region.

The increase in “ Social security liabilities ” is mainly due to the contributions due to the bonus share allocation plans in force at 31 December 2025.

18. Financial instruments and risk management

18.1. Classification and fair value of financial instruments

The levels in the fair value hierarchy are as follows:

- Level 1: fair value based on quoted prices of the instrument in an active market;
- Level 2: fair value measured using observable market data (other than the instrument's quoted prices included in level 1);
- Level 3: fair value is determined using valuation methods based on unobservable market data.

In €k	Accounting category	Level in the fair value hierarchy	2025.12		2024.12	
			Total net carrying amount	Fair value	Total net carrying amount	Fair value
Convertible bonds	Fair value through profit or loss	Level 3 - Note 6	1,347	1,347	1,265	1,265
Deposits and guarantees	Fair value	Level 2 - Note 2	49	49	52	52
Total non-current financial assets			1,396	1,396	1,317	1,317
Trade receivables	Amortised cost	Note 1	482	482	432	432
Current financial assets	Amortised cost	Note 1	146	146	107	107
Other current financial assets	Amortised cost	Note 1	26,050	26,050	10,260	10,260
Cash and cash equivalents	Amortised cost	Note 1	35,159	35,159	33,538	33,538
Total current financial assets			61,837	61,837	44,337	44,337
Total assets			63,233	63,233	45,654	45,654
Borrowings and financial liabilities	Amortised cost	Level 2 - Note 5	1,159	1,159	1,972	1,972
Total non-current financial liabilities			1,159	1,159	1,972	1,972
Non-current lease liability	Amortised cost	Level 2 - Note 3	304	304	62	62
Borrowings and financial liabilities	Amortised cost	Level 2 - Note 5	814	814	1,093	1,093
Trade payables	Amortised cost	Note 1	309	309	526	526
Total current financial liabilities			1,123	1,123	1,619	1,619
Current lease liability	Amortised cost	Note 3	138	138	188	188
Total liabilities			2,724	2,724	3,842	3,842

Note 1 - The net carrying amount of current financial assets and liabilities is considered to be an approximation of their fair value.

Note 2 - The difference between the carrying amount and the fair value of borrowings and guarantees is not considered significant.

Note 3 - As permitted by IFRS, the fair value of the lease liability and its level in the fair value hierarchy is not provided.

Note 5 - The fair value of borrowings and financial liabilities has been estimated using the discounted future cash flow method at a market rate. However, the difference with the carrying amount of the instruments is not significant given the slight change in the Company's risk-free interest rates and credit spread.

Note 6 – The fair value of the convertible bonds issued by Afyren Neoxy and subscribed by Afyren was estimated on the basis of a Black-Scholes model.

The main assumptions are as follows:

	11/05/2023	31/12/2024	31/12/2025
Fair value per share (in €)	1.00	1.00	1.00
Risk-free interest rate	2.74%	2.01%	1.98%
Dividend yield	0.00%	0.00%	0.00%
Expected share price volatility	48.06%	46.94%	61.95%
Credit spread (basis points)	1,567 bp	1,383 bp	1,345 bp

On 31 December 2025, a change in the share price of +/- 0.5% would lead to a change in fair value of +€0.9 million / -€0.5 million. A change in share volatility of +/- 10% would lead to a change in fair value of +/- €0.1 million. A change in the credit spread of +/- 1% would lead to a change in the fair value of +/-€0.04 million.

On 31 December 2024, a change in the share price of +/- 0.5% would lead to a change in fair value of +€0.9 million / -€0.5 million. A change in share volatility of +/- 10% would lead to a change in fair value of +/- €0.2 million. A change in the credit spread of +/- 1% would lead to a change in the fair value of +/-€0.06 million.

As of 31 May 2023, a change of +/- 0.5% in the share price would lead to a change in fair value of +€1 million / -€0.7 million. A change in volatility of +/- 10% would lead to a change in fair value of +/-€0.2 million. A change in the credit spread of +/- 1% would lead to a change in the fair value of +/-€0.07 million.

18.2. Risk management

The Company is exposed to interest rate risk, credit risk and liquidity risk.

18.2.1. Interest rate risk

The Company's interest rate risk is limited insofar as its main borrowings and loans are at fixed rates, including the convertible bonds issued by Afyren Neoxy and subscribed by Afyren. The Company does not use any derivative financial instruments to hedge its interest rate risk.

18.2.2. Credit risk

Credit risk represents the risk of financial loss for the Company in the event that a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying amounts of financial assets represent the maximum exposure to credit risk.

Cash and cash equivalents

The Company's cash and cash equivalents are held with leading banking and financial institution counterparties.

The Company believes that its cash and cash equivalents present a very low credit risk given the external credit ratings of its counterparties.

Trade receivables and contract assets

The Company has limited exposure to credit risk related to trade receivables. Trade receivables consist only of receivables with its Afyren Neoxy joint venture.

At 31 December 2025 and 2024, no impairment of receivables or proven losses was recognised.

18.2.3. Liquidity risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations related to financial liabilities that will be settled by delivery of cash or other financial assets. The Company's objective in managing liquidity risk is to ensure, to the extent possible, that it will have sufficient liquidity to meet its liabilities as they fall due, under normal or "stressed" conditions, without incurring unacceptable losses or damaging the Company's reputation.

The residual contractual maturities of financial liabilities at the balance sheet date are as follows. Amounts are expressed on a gross, undiscounted basis and include contractual interest payments.

2025.12	In €k	Contractual financial flows				
	Carrying amount	Total	Less than one year	1 to 2 years	Due in 1 to 5 years	More than 5 years
Other borrowings and financial liabilities	1,973	2,095	904	521	670	-
Lease liabilities	442	497	159	183	155	-
Trade payables	309	309	309	-	-	-
Total financial liabilities	2,724	2,900	1,372	704	825	-

2024.12	In €k	Contractual financial flows				
	Carrying amount	Total	Less than one year	1 to 2 years	Due in 1 to 5 years	More than 5 years
Other borrowings and financial liabilities	3,066	3,256	1,150	948	953	205
Lease liabilities	250	266	197	37	32	-
Trade payables	526	526	526	-	-	-
Total financial liabilities	3,842	4,047	1,873	985	984	205

19. Related party transaction

The compensation of the main corporate officers is provided in note 6.5.5.

Transactions with Afyren Neoxy are as follows:

K€	2024.12	2023.12
Non-current financial asset	1,347	1,265
Trade receivable	479	432
Shareholder loans - assets	26,050	10,231
Customer contract liabilities (deferred income)	-	-
Financial expenses	-	-47
Financial income	1,045	387
Other purchases and external expenses	267	269
Revenues	2,273	2,862
- <i>Licensing income and development of industrial know-how</i>	-	1,370
- <i>Other services</i>	2,273	1,492

20. Off-balance sheet commitment

In €k	2025.12	2024.12
Guarantees given (related to BPI advances)	33	33
20% guarantee on Afyren Neoxy's SSL loan	2,000	1,200
Guarantees received:		
Guarantee received from BPI: National guarantee fund - Equity loan for the start-up of SMEs and VSEs.	-	22
Guarantee received from BPI: European Investment Fund	-	22

21. Statutory auditor's fees

The fees paid by the Company to its statutory auditor for 2025 and 2024 are as follows:

K€	RSM	
	2025.12	2024.12
Certification of individual financial statements	86	85
Other work and services directly related to the statutory audit	6	5
Statutory audit fees	92	90

AFYREN

Registered office: 9-11 RUE GUTENBERG - 63000 CLERMONT-FERRAND

Société Anonyme (limited company) with share capital of €777,050.40

STATUTORY AUDITOR'S REPORT ON THE IFRS FINANCIAL STATEMENTS

For the year ended 31 December 2025

To the Board of Directors of AFYREN

In our capacity as statutory auditor of the company AFYREN S.A, in accordance with current standards at January 1st 2025, and in the context of the annual financial report on the multilateral trading facility Euronext Growth market, we have audited, upon your request, the accompanying IFRS financial statements prepared under International Financial Reporting Standards ("IFRS") as adopted by the European Union for the year ended December 31, 2025.

These financial statements are the responsibility of the Board of Directors. Our role is to express an opinion on these IFRS financial statements based on our audit.

We conducted our audit in accordance with professional standards applicable in France, including the 2025 updates relating to the revised NEP 700 concerning this procedure. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selections, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements, present fairly, in all material respects, the assets and liabilities and the financial position of the Group as at December 31, 2025, and the results of its operations for the years then ended in accordance with IFRS as adopted by the European Union.

Done in Lyon, 31 March 2026

The statutory auditor

RSM Rhône-Alpes

Gael DHALLUIN

Partner



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