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Capital B announces the launch of a private placement to major institutional investors, for a target amount of €50 million, to accelerate its Bitcoin Treasury Company strategy

- Cantor Fitzgerald Europe is acting as Global Coordinator
- TP ICAP Europe SA is acting as Joint Bookrunner
- The Company is targeting to raise €50 million, for which it has received strong indications of interest from global institutional investors

Puteaux, September 15, 2025: Capital B (The Blockchain Group, ISIN: FR0011053636, ticker: ALCPB) (the “Company”), listed on Euronext Growth Paris, Europe’s first Bitcoin Treasury Company, holding subsidiaries specialized in Data Intelligence, AI, and decentralized technology consulting and development, announces the launch of a capital increase for a target amount of €50 million with major institutional investors (the “Private Placement”), through an accelerated bookbuilding process. The Company thus reinforces its Bitcoin accumulation strategy while continuing to develop the operational activities of its subsidiaries. A presentation explaining the Company’s Bitcoin Treasury Company strategy focused on increasing bitcoin per fully diluted share over time is available on its website: <https://cptlb.com/about/who-we-are/>

“Capital B has received significant interest from global institutional investors to participate in this capital raise. These include both Traditional Finance and Bitcoin Native investors, with notable strategic participants such as Blockchain.com as well as existing investors such as TOBAM, demonstrating strong support for the company and its pioneering Bitcoin Treasury Company strategy in Europe” said Alexandre Laizet, Board Member and Director of Bitcoin Strategy at Capital B.

Context and objectives of the Private Placement

The proceeds of the Private Placement will be used primarily to strengthen Capital B's balance sheet through the accumulation of bitcoin as a long-term reserve asset. This capital increase is a key step in the institutionalization of the Company's Bitcoin Treasury Company strategy, focused on increasing the number of bitcoin per share on a fully diluted basis over time.

Terms and conditions of the Private Placement

The launch of the Private Placement was decided earlier today by the Chief Executive Officer of the Company (the "Chief Executive Officer"), pursuant to the delegation of competence granted to him by the Company's Board of Directors (the "Board of Directors") on September 15, 2025.

The Board of Directors acted pursuant to the delegation of competence granted to it under the 12th resolution of the combined ordinary and extraordinary general meeting of the shareholders of the Company held on June 10, 2025 (the "General Meeting Resolution").

The New Shares will only be offered (A) in the European Union, to "qualified investors" as defined in article 2(e) of Regulation (EU) 2017/1129 of 14 June 2017, as amended (the "Prospectus Regulation"), and pursuant to article 1, paragraph 4(a) of the Prospectus Regulation, (B) in the United States of America, to a limited number of "Qualified Institutional Buyers" as defined and in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the "Securities Act") and/or institutional "accredited investors" within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9), (12) or (13) of Regulation D of the Securities Act pursuant to an exemption from the registration requirements under Section 4(a)(2) of the Securities Act, and (C) outside of the European Union and the United States (including in the United Kingdom), to institutional investors. Outside of the United States, the Private Placement will be structured in accordance with, and in reliance on, Regulation S under the Securities Act. The Company has not established an "ADR" (American Depositary Receipts) program, and only the Company's ordinary shares will be delivered.

The Private Placement will be conducted through an accelerated bookbuilding process with institutional investors, on the basis of a price range. The final subscription price of the New Shares will be determined at the close of the bookbuilding, taking into account the orders received and prevailing market conditions.

The Company will announce the final terms of the Private Placement in a press release as soon as they have been determined.

The Company will request the admission of new shares to trading on Euronext Growth after the completion of the Private Placement.

The Private Placement and the listing of the New Shares on Euronext Growth in Paris do not require the preparation of a prospectus subject to approval by the French Financial Market Authority (*Autorité des marchés financiers*).

Financial intermediaries

Cantor Fitzgerald Europe is acting as Global Coordinator and TP ICAP Europe SA as Joint Bookrunner. Together they will act as joint managers (the “Managers”) for the Private Placement, pursuant to a placement agreement entered into between the Company and the Managers (the “Placement Agreement”) on September 15, 2025. The Placement Agreement is entered into on a "best efforts" basis and the Managers do not underwrite the settlement and delivery of the shares to be issued upon closing of the Private Placement.

Indicative timetable

September 15, 2025	Decision of the Board of Directors deciding the principle of the Private Placement and delegating to the Chief Executive Officer the necessary powers to implement the Private Placement.
September 15, 2025	Decision of the Chief Executive Officer setting the terms of the Private Placement. Launch of the Private Placement.
September 16, 2025	Expected publication of the press release announcing the final terms of the Private Placement.
September 18, 2025	Expected closing of the Private placement and settlement-delivery of the New Shares - Start of trading of the New Shares on Euronext Growth in Paris.

Risk factors

The Company reminds that the risk factors related to the Company and to its business are detailed in its 2024 annual financial report, available for free on the Company's website (<https://www.cptlb.com>).

In particular, the Company reminds investors that the implementation of a Bitcoin Treasury strategy exposes the Company to several risks, including:

- Extreme volatility of the Bitcoin price: The price of Bitcoin is subject to strong fluctuations, which can lead to a rapid and significant depreciation of Bitcoin held by the Company.
- Liquidity risk: Unlike traditional assets, the liquidity of Bitcoin can be affected by sudden market fluctuations, regulatory restrictions or malfunctions of exchange platforms, making it more difficult to convert Bitcoin into fiat currency if necessary.
- Regulatory and tax risks: The regulatory, legal and tax framework applicable to digital assets, including Bitcoin, is evolving rapidly, is subject to frequent and unpredictable changes and differs from one jurisdiction to another. Legislative changes or decisions by judicial and/or regulatory authorities could have an adverse impact on the Company's holding, disposal, and use of Bitcoin, as well as its valuation and liquidity. Such developments could, in turn, materially and adversely impact the Company's operations, financial condition and the market price of its listed securities.
- Operational and cybersecurity risks: Holding Bitcoin requires the implementation of strict security measures (secure digital wallets, private keys, cold storage protocols). Any security breach, loss of access to private keys or computer attack could result in a total or partial loss of Bitcoin.

The realization of all or part of these risks could negatively impact the Company's operations, financial position, results, development, or outlook.

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About Capital B (ALCPB) Capital B is a Bitcoin Treasury Company listed on Euronext Growth Paris, specialized in Data Intelligence, AI, and Decentralized Tech consulting and development.	EURONEXT Growth Paris Ticker: ALCPB ISIN: FR0011053636 Reuters: ALCPB.PA Bloomberg: ALCPB.FP Contact: communication@theblockchain-group.com
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The New Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission or any other regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the Private Placement or the accuracy or adequacy of this announcement. Any representation to the contrary is a criminal offense in the United States.

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