

Capital B announces a reverse stock split at a ratio of 10 existing shares for 1 new share

- The reverse stock split's objective is to support the Company's institutional development and to open the Company's shares to a broader universe of investors
- The reverse stock split is a purely technical exchange transaction with no direct impact on the aggregate value of the Company's shares held in each shareholder's portfolio
- The reverse stock split will take place from August 6, 2026 to September 7, 2026 (inclusive)
- The existing shares will be exchanged for the new shares on September 8, 2026, without any action required from shareholders
- Shareholders have until September 7, 2026 to obtain a number of shares that is a multiple of 10 shares. After this date, shareholders who do not hold a number of shares that is a multiple of 10 will be compensated by their financial intermediary for the fractional entitlements resulting from the existing shares, on the basis of the sale on the market by their financial intermediary of the new shares that could not be allocated to them. Payments will commence on September 14, 2026. Each shareholder is invited to contact their financial intermediary should they have any questions in this respect
- The last trading day of the existing shares on Euronext Growth Paris will be September 7, 2026, and the first trading day of the new shares on Euronext Growth Paris will be September 8, 2026
- The conversion of the Company's convertible bonds issued by Capital B Luxembourg SA and the exercise of the Company's share warrants will be suspended from August 17, 2026 to September 10, 2026 (inclusive). The conversion and exercise terms will then be adjusted to reflect the reverse stock split

Puteaux, July 20, 2026: Capital B SA (ISIN: FR0011053636, FR ticker: ALCPB | US: CPTLF) (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, and corporate treasury, announces the implementation of a reverse stock split of its share capital on the basis of 10 existing shares for 1 new share. The reverse stock split's objective is to support the Company's institutional development and to open the Company's shares to a broader universe of investors. The reverse stock split is a purely technical exchange transaction with no direct impact on the aggregate value of the Company's shares held in each shareholder's portfolio. A detailed presentation of the Company's Bitcoin Treasury Company strategy, focused on increasing the number of bitcoin per fully diluted share over time, is available on the Company's website: <https://cptlb.com/about/who-we-are/>

Terms of the reverse stock split

Pursuant to the delegation of authority granted by the Combined General Meeting held on June 17, 2026 (23rd resolution), the Board of Directors, on July 17, 2026, determined the terms and conditions of the reverse stock split, as detailed below:

- **Beginning of the reverse stock split period:** August 6, 2026.
- **Reverse stock split ratio:** exchange of 10 ordinary shares with a par value of €0.08 each for 1 new share with a par value of €0.80 carrying current dividend rights.

It should be noted that, on July 17, 2026, the Board of Directors, pursuant to the delegation of authority granted by the Combined General Meeting held on June 17, 2026 (22nd resolution), resolved to increase the par value of the Company's shares from €0.04 to €0.08. This increase was realized through the capitalization of share premium in the amount of €12,026,025.28. This was necessary to ensure that the par value of the shares following the reverse stock split was above the statutory minimum of €0.76 provided for in Decree-Law No. 48-1683 of October 30, 1948.

- **Number of existing shares subject to the reverse stock split:** 300,650,632 ordinary shares with a par value of €0.08 each.
- **Number of new shares as a result of the reverse stock split:** 30,065,063 ordinary shares with a par value of €0.80 each.

It should be noted that the Company currently holds 86,400 treasury shares and has expressly renounced to the reverse stock split of two existing treasury shares with a par value of €0.08 each, ensuring that the total number of existing shares subject to the reverse stock split is divisible by 10, thereby allowing the transaction to be completed on the basis of 10 existing shares for one new share.

- **Reverse stock split period:** 30 days from the commencement date of the reverse stock split, i.e., from August 6, 2026 (inclusive) through September 7, 2026 (inclusive).
- **Whole-share holdings:** Existing shares will be automatically converted into new shares.
- **Fractional entitlements:** Shareholders whose holdings of existing shares do not correspond to a whole number of new shares are responsible for buying or selling existing shares in order to hold a number of shares that is a multiple of 10 by September 7, 2026 inclusive.

After this date, shareholders holding a number of existing shares that is not a multiple of 10 will be compensated by their financial intermediary in accordance with Articles L.228-6-1 and R.228-12 of the French Commercial Code and applicable market practice, with payments to commence from September 14, 2026. Shareholders are invited to contact their financial intermediary should they have any questions regarding this process.

Existing shares that have not been exchanged will be delisted at the end of the reverse stock split period, namely on September 8, 2026, prior to the opening of trading.

- **Rights attached to the new shares:** The new shares will carry full voting rights immediately upon issuance. At the end of the reverse stock split period, any existing shares that have not been exchanged will lose their voting rights, will no longer be included for quorum purposes, and their entitlement to future dividends will be suspended.
- **Centralization:** All transactions relating to the reverse stock split will be centralized by Société Générale Securities Services, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, France, acting as the centralizing agent for the reverse stock split.

The existing shares subject to the reverse stock split are admitted to trading on Euronext Growth Paris under ISIN FR0011053636 until September 7, 2026, their last trading day. The new shares resulting from the reverse stock split will be admitted to trading on Euronext Growth Paris from September 8, 2026, the first trading day, under ISIN FR0014019Y19.

- **Record date:** September 9, 2026.
- **Settlement and delivery of the new shares:** September 10, 2026.
- **Settlement of fractional entitlements:** Pursuant to Articles L.228-6-1 and R.228-12 of the French Commercial Code, new shares that cannot be allocated individually, corresponding to fractional entitlements, will be sold on the market by the custodians. The proceeds from such sales will be distributed proportionally to each holder's fractional entitlements. These payments will commence on September 14, 2026. Each shareholder is invited to contact their financial intermediary should they have any questions in this respect.
- **Suspension of the exercise of securities giving access to the capital:** The conversion right attached to the convertible bonds issued by Capital B Luxembourg SA and the exercise right attached to the Company's share subscription warrants will be suspended from 12:01 a.m. (Paris time) on August 17, 2026, until 11:59 p.m. (Paris time) on September 10, 2026.

Indicative reverse stock split timetable

July 22, 2026	Publication of the notice of the reverse stock split in the BALO and publication of the notice of suspension of securities giving access to the capital
August 6, 2026	Beginning of the reverse stock split period
August 17, 2026	Beginning of the suspension period for the exercise of securities giving access to the capital
September 7, 2026	End of the reverse stock split period Last trading day of the existing shares Shareholders have until this date to buy or sell shares in order to manage their fractional entitlements
September 8, 2026	Effective date of the reverse stock split and first trading day of the new shares
September 11, 2026	Resumption of the exercise period for securities giving access to the capital
From September 14, 2026	Beginning of the compensation process by financial intermediaries for shareholders with fractional entitlements

Adjustment of the conversion ratios of the convertible bonds issued by Capital B Luxembourg SA and convertible into shares of the Company, the exercise ratios of the Company's share subscription warrants, and the attribution rights of free shares for which the acquisition period is ongoing

Upon completion of the reverse stock split, the conversion ratios of the convertible bonds issued by Capital B Luxembourg SA and convertible into shares of the Company, the exercise ratios of the Company's share warrants, and the attribution rights of free shares for which the acquisition period is ongoing, will be adjusted to reflect the reverse stock split, in accordance with the terms and conditions applicable to each instrument, as follows:

- For the convertible bonds issued by Capital B Luxembourg SA and convertible into shares of the Company, the conversion price will be multiplied by 10.
- For the Company's share subscription warrants, the exercise ratio will be divided by 10, meaning that each share subscription warrant will entitle its holder to subscribe for 1/10th of a share.
- For the attribution rights of free shares for which the acquisition period is ongoing, the number of shares that may ultimately be acquired by each beneficiary will be divided by 10.

The table below sets out these adjustments for each series of the convertible bonds issued by Capital B Luxembourg SA and convertible into shares of the Company, and the Company's share subscription warrants:

Previous Terms	New Terms
<i>OCA A-03 Convertible Bonds</i>	
The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €3.12 • one OC A-03 warrant	The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €31.20 • one OC A-03 warrant
<i>Warrants issued upon conversion of OCA A-03</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant equal to the higher of: • €3.12, or • 1.1 times the mNAV	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant equal to the higher of: • €3.12, or • 0.11 times the mNAV Corresponding to a subscription price per share equal to the higher of €31.20 or 1.1 times the mNAV
<i>OCA A-04 Convertible Bonds</i>	
The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €2.59 • one OC A-04 warrant	The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €25.90 • one OC A-04 warrant

<i>Warrants issued upon conversion of OCA A-04</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant equal to the higher of: • €2.59, or • 1.1 times the mNAV	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant equal to the higher of: • €2.59, or • 0.11 times the mNAV Corresponding to a subscription price per share equal to the higher of €25.90 or 1.1 times the mNAV
<i>OCA A-05 Convertible Bonds</i>	
The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €1.83 • one OC A-05 warrant	The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €18.30 • one OC A-05 warrant
<i>Warrants issued upon conversion of OCA A-05</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant equal to the higher of: • €1.83, or • 1.1 times the mNAV	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant equal to the higher of: • €1.83, or • 0.11 times the mNAV Corresponding to a subscription price per share equal to the higher of €18.30 or 1.1 times the mNAV
<i>OCA B-01 Convertible Bonds</i>	
The conversion of each bond entitles the holder to a number of shares equal to its nominal value divided by €0.544	The conversion of each bond entitles the holder to a number of shares equal to its nominal value divided by €5.44
<i>OCA B-02 Convertible Bonds</i>	
The conversion of each bond entitles the holder to a number of shares equal to its nominal value divided by €0.7072	The conversion of each bond entitles the holder to a number of shares equal to its nominal value divided by €7.072
<i>OCA B-03 Convertible Bonds</i>	
The conversion of each bond entitles the holder to a number of shares equal to its nominal value divided by €3.809	The conversion of each bond entitles the holder to a number of shares equal to its nominal value divided by €38.09
<i>OCA B-04 Convertible Bonds</i>	
The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €2.59 • one OC B-04 warrant	The conversion of each bond entitles the holder to: • a number of shares equal to its nominal value divided by the conversion price of €25.90 • one OC B-04 warrant

<i>Warrants issued upon conversion of OCA B-04</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant equal to the higher of: • €2.59, or • 1.1 times the mNAV	Each warrant entitles the holder to subscribe for 1/10 th of a share at an exercise price per warrant equal to the higher of: • €2.59, or • 0.11 times the mNAV Corresponding to a subscription price per share equal to the higher of €25.90 or 1.1 times the mNAV
<i>2026-01 warrants</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant equal to the higher of: • €1.01, or • 1.1 times the mNAV	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant equal to the higher of: • €1.01, or • 0.11 times the mNAV Corresponding to a subscription price per share equal to the higher of €10.10 or 1.1 times the mNAV
<i>2026-02 warrants</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant equal to the higher of: • €0.84, or • 1.1 times the mNAV	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant equal to the higher of: • €0.84, or • 0.11 times the mNAV Corresponding to a subscription price per share equal to the higher of €8.40 or 1.1 times the mNAV
<i>2026-03 warrants</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant of €0.86	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant of €0.86 Corresponding to a subscription price per share equal to €8.60
<i>2026-04 warrants</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant of €1.12	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant of €1.12 Corresponding to a subscription price per share of €11.20
<i>2026-05 warrants</i>	
Each warrant entitles the holder to subscribe for one share at an exercise price per warrant of €1.46	Each warrant entitles the holder to subscribe for 1/10th of a share at an exercise price per warrant of €1.46 Corresponding to a subscription price per share of €14.60

These new conversion and exercise terms will be confirmed to the holders following the end of the suspension period, in accordance with the applicable legal, regulatory and contractual provisions.

It is reminded that holders of convertible bonds and share subscription warrants may, where the conversion or exercise results in a fractional number of shares, pay a cash adjustment in order to receive the next whole number of shares.

Risk factors

The Company reminds that the risk factors related to the Company and to its business are detailed in its 2025 annual results financial report, available for free on the Company's website (<https://www.cptlb.com>). 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 (FR:ALCPB | US:CPTLF)

Capital B is a Bitcoin Treasury Company listed on Euronext Growth Paris, specialized in Data Intelligence, AI, and Decentralized Tech consulting and development, and corporate treasury.

EURONEXT Growth Paris
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US OTCID Ticker: CPTLF
ISIN: FR0011053636
Reuters: ALCPB.PA
Bloomberg: ALCPB.FP

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