This information is only intended for residents of France and not intended for residents of other countries including the Netherlands and other EU/EEA Member States, the United Kingdom, United States, Australia, Canada or Japan. The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions. This capital increase falls within one or more of the exemptions from any requirement for the company to publish a prospectus (approved by the AMF).

TME PHARMA ANNOUNCES A FINANCING GUARANTEE AGREEMENT AND THE LAUNCH OF CAPITAL INCREASE OF MINIMUM 2.2 MILLION EUROS

- **Launch of an offering of new shares comprising a reserved offering for professional investors and a public offering for retail investors in France only through the French PrimaryBid platform.**
- **The PrimaryBid offering will close on June 17, 2024, at 10.00 p.m. Paris time and the offering reserved for professional investors will close on June 18, 2024, before start of trading (subject to early closure).**
- **The price of €0.1798 per new share, representing a discount of 10% to the closing price on June 17, 2024.**
- **A separate guarantee agreement has been signed by professional investors to ensure a total of €2.2 million gross proceeds will be received by the company.**
- **Guaranteed net proceeds will extend cash runway from July 2024 into December 2024, past targeted strategic partnering and financing milestones in Q4-2024.**

Berlin, Germany, June 17, 2024, 05.45 p.m. CEST – TME Pharma N.V. (Euronext Growth Paris: ALTME), a clinical-stage biotechnology company focused on developing novel therapies for treatment of cancer by targeting the tumor microenvironment (TME), announced the launch of a capital increase through issuance of new shares for a minimum of €2.2 million gross proceeds. Guaranteed net proceeds will allow the company to reach key strategic partnering and financing milestones in 2024.

The operation is open to professional investors and is also open to the retail investors in France via the PrimaryBid platform for up to €390,000, representing up to 15% of the total capital increase. A separate guarantee agreement has been put in place to ensure the company will have received €2.2 million gross by June 28, 2024. Guaranteed net proceeds will extend cash runway from July 2024[1] into December 2024, past targeted strategic partnering and financing milestones in Q4-2024.

"NOX-A12 has delivered exceptional data in chemotherapy-resistant patients with the aggressive brain cancer, glioblastoma, in combination with radiotherapy and the anti-VEGF antibody bevacizumab: a 10-fold increase in the rate of survival at 21 months when compared to a reference cohort receiving

[1] As reported in the *TME Pharma* annual financial results published in the press release on April 25, 2024.

standard of care (50% vs 5%) and a near-doubling of the median overall survival (19.9 vs. 10.5 months)[2]. This strong clinical data enabled TME Pharma *to fulfill its promises to: 1) obtain FDA approval for the Phase 2 trial design in brain cancer, 2) obtain Fast Track designation and access to the accelerated regulatory pathway from the FDA, 3) raise funds to eliminate convertible debt from the capital structure of the company, and 4) generate a high-profile scientific publication around NOX-A12 such as Nature Communications article announced earlier today,"* said **Aram Mangasarian, CEO of TME Pharma.** *The guaranteed capital injection announced today will provide* TME Pharma *with financing into December 2024, with the possibility of extending our cash runway even further should the outstanding Warrants Z be exercised between July 1 and the end of 2024. This increased financial visibility will allow us to focus on achievement of our next targeted strategic partnering and financing milestones for 2024, which include: cooperation with a pharma partner on drug supply of the anti-VEGF antibody combination drug for the Phase 2, monetization of the NOX-E36 asset (e.g. via a spinout) and additional transactions sufficient to secure financing of the upcoming Phase 2 NOX-A12 brain cancer trial via a combination of non-dilutive grant funding, a strategic alliance and/or investment from expert institutional investors. In summary, our goal for this financing is to allow a significant transformation of the company's profile in the remainder of 2024."*

Key Financing details and timetable

- Capital increases as part of a transaction comprise:
    - a public offering in France only through the French PrimaryBid platform for up to €390,000, or up to 15% of the total capital increase for retail investors (and not in any other jurisdiction including without being exclusive the Netherlands or any other EU/EEA Member State, the United Kingdom, the United States of America, Australia, Canada or Japan) under the exemption and subject to the applicable publication requirement listed in the French Code *monétaire et financier* and the General Regulation of the Autorité des marchés financiers (AMF) and falling within one or more of the exemptions from any requirement for the company to publish a prospectus pursuant to the prospectus regulation within the meaning of Regulation (EU)2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended (the PrimaryBid Offering); and
    - a reserved offering to professional investors within the European Union by way of private placement with an accelerated book-build (the Reserved Offering) with the minimum of €2.2 million excluding the PrimaryBid Offering.

- The price of €0.1798 per new share, representing a discount of 10% to the closing price on June 17, 2024.
- The PrimaryBid Offering will close on June 17, 2024, at 10.00 p.m. Paris time and the Reserved Offering will close on June 18, 2024, before start of trading (subject to early closure).
- A group of guarantors are contractually committed guarantee €2.2 million in gross proceeds by June 28, 2024, by purchasing new shares at the same price of €0.1798 per share, in exchange for a 10% fee on the guaranteed amount. This ensures that even if today's capital increase does not reach its targeted amount, net proceeds from the guarantors will extend cash runway into December 2024, past targeted strategic partnering and financing milestones in Q4-2024.

[2] As reported in the *TME Pharma* press release February 2, 2024.

- The company will announce the results of the transaction as soon as possible following the closing of the order book for the Reserved Offering in a press release, which will present the final number of new ordinary shares issued.
- Settlement of the new shares and their admission to trading on Euronext Growth Paris multilateral trading facility are expected to occur on June 20, 2024. The new shares will be of the same class and fungible with the existing shares, will carry all rights attached to the shares, and will be admitted to trading under the same ISIN code NL0015000YE1.

Use of Proceeds

Approximately 30% of net proceeds from the capital increase will be used on research and development (R&D) activities including ongoing NOX-A12 GLORIA Phase 1/2 trial in brain cancer, regulatory interactions in Europe for the next brain cancer trial and intellectual property activities. Another approximately 30% of net proceeds will be used for outreach to potential industry partners and investors, the pursuit of government or charitable grants and preparation for the targeted monetization of the NOX-E36 program. The remaining 40% of net proceeds will be used for general corporate purposes including accounting, auditing, legal advice and maintenance of the listing.

Guarantee

Gross proceeds of €2.2 million is guaranteed by a group of investors, whose individual commitment is not representing a concerted action towards the potential control of the company. None of them individually would cross threshold of 50% ownership even if the guarantee was required in full.

Shareholder and Corporate Authorizations

The issuance of shares in this transaction relies upon the authorizations granted to the Issuer by its shareholders in the annual general meeting (AGM) on June 29, 2023, under agenda items 5 and 6. Issuer has completed and obtained all necessary corporate approvals for the transaction. In particular, at the AGM held on June 29, 2023, the company's shareholders approved the transitional provision which came into effect in February 2024, as a result the authorized capital amounts to €900,000 divided into 80,000,000 ordinary shares and 10,000,000 preference shares, each share with a nominal value of €0.01.

Dilutive Potential

Shareholders residing in France have the option to participate via the PrimaryBid platform to reduce dilution from this transaction if they are able to purchase sufficient number of shares. If they do not participate in the PrimaryBid Offering they will be diluted as outlined in the table below.

Table: Dilutive Potential from Transaction

Description	Shares to be issued (max)	Total shares outstanding	Dilution (max)	Shareholder starting with 1% would then hold
Prior to announcement of capital increase	-	28,453,373	-	1%
Up to €2,590,000 capital increase at €0.1798 per share	14,404,894	42,858,267	33.61%	0.66%

Financial Intermediaries

ALLinvest is the global coordinator – lead manager and bookrunner for the Reserved Offering. For the PrimaryBid Offering, retail investors will be able to subscribe exclusively through the PrimaryBid partners indicated on the PrimaryBid website (www.PrimaryBid.fr). The PrimaryBid Offering is not covered by an underwriting agreement. For further details, please refer to the PrimaryBid website at www.PrimaryBid.fr.

Risk Factors

The main risk factors relating to the transaction are as follows:

- the market price of the company's shares may fluctuate and fall below the subscription price of the new shares, resulting in a loss for investors;
- the volatility and liquidity of the company's shares may fluctuate significantly;
- existing shareholders will see their stake in the company's share capital diluted;
- the placement is not subject to a performance guarantee and investors who have acquired shares could sustain a loss equal to the price of acquiring these shares if the company is not able to continue its operations due to strategic, operational or financial factors;
- the company expects to incur losses for the foreseeable future and will need substantial additional funding from industrial partners, financial investors, and/or governmental or charitable institutions in order to complete the development and commercialization of its product candidates, which may not be available on acceptable terms when needed, if at all.

Before deciding to invest, investors are asked to familiarise themselves with the risks described in the company's 2023 annual financial report available on the company website.

Potential Conflict of Interest

Part of the variable remuneration of management relates to corporate goals for advancing the development pipeline of *TME Pharma* as well as securing the respective funding. Management also holds shares, warrants and options in the company.

Additional Information

Other securities
The Issuer is also issuer of the following securities:
TME Pharma's Warrants Z, (ISIN NL0015001SR3)
Please refer to *TME Pharma* Rights Issue (tmepharma.com) for information regarding the above securities.

Company details of the Issuer
The Issuer, *TME Pharma N.V.*, is a Dutch public limited liability company (*naamloze vennootschap*), incorporated under the laws of the Netherlands on January 16, 2015, having its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands and is registered with the trade registry of the Dutch Chamber of Commerce under number 62425781. The office address of the issuer is Max-Dohrn-Strasse 8-10, 10589 Berlin, Federal Republic of Germany. The website of the issuer is www.tmepharma.com. Notwithstanding its Dutch statutory seat, the Issuer is not making any form of offering to the public in the Netherlands.

Contact email of the Issuer:
investors@tmepharma.com

Management of the Issuer
The Issuer is managed by:
- A.A. Mangasarian (statutory director and CEO);
- J.U. Jungnelius (Chief Medical Officer);
- H. Balzer (SVP Finance);
- D. Eulberg (SVP Project Management & Preclinical Development);
- K.C. Ophoff (VP HR & Legal, General Counsel); and
- E. Staniuk (Senior Director Investor Relations & Business Development).

The supervisory board of the Issuer consist of:
- M. PetitBon (Chairman);
- C.A. Izeboud; and
- S.M.N. Coles.

Principal activities
These are the principal activities of the Issuer:
- *TME Pharma* is a clinical-stage biopharmaceutical group (the Group) that has generated a proprietary product pipeline targeting the tumor microenvironment and focuses on the significant improvement in the effectiveness of cancer therapies. Its product candidates – NOX-A12 and NOX-E36 – are based on a new class of drug first developed by *TME Pharma* called "Spiegelmers", which the Group believes offer specific advantages over other drug classes. In various Phase 1 and 2 clinical trials conducted by *TME Pharma* involving over 3,500 administrations to over 400 human subjects, Spiegelmer® drugs have so far shown to be biologically active and generally well tolerated and with safety profiles that support further development. Currently, the Group has retained all worldwide rights to its clinical-stage product candidates, although it has entered and may continue to enter into licensing agreements, collaborations and partnering discussions on its assets.

- The Group's pipeline consists of one lead clinical stage product candidate and an additional product candidate that the Group intends to advance through potential partnerships or spinout:

    - NOX-A12 (olaptesed pegol): The Group's lead product candidate NOX-A12 targets a key chemokine in the tumor microenvironment (TME), CXCL12, also known as stromal cell-derived factor-1 (SDF-1), that is naturally involved in the migration of blood cells and in cancer acts as a communication bridge between tumor cells and their environment. NOX-A12 is in a Phase 1/2 clinical trial called GLORIA testing its activity as a combination therapy for the brain cancer, glioblastoma, where its impact on the tumor microenvironment is intended to significantly enhance the effectiveness of anti-cancer treatments without adding significant side effects for patients. *TME Pharma* also has clinical development plans for NOX-A12 in pancreatic cancer where it has delivered promising results.

    - NOX-E36 (emapticap pegol): The Group's additional potential product candidate, which targets the chemokine CCL2 and related chemokines. NOX-E36 has completed exploratory clinical studies, establishing its activity on the biological targets and its safety profile. Following data suggesting potential for efficacy in eye diseases where fibrosis is implicated in pre-clinical models, *TME Pharma* is considering various options to monetize this asset and thereby finance further clinical development.

    - Except for some preclinical, clinical and investigational medicinal product activities, the Group conducts all of its business activities in Germany.

Please refer to the Documentation page on *TME Pharma's* website for the most recent annual reports, half-year reports, and other documentation and/or information that may be relevant for shareholders and/or investors.

This press release does not constitute a prospectus within the meaning of Regulation (EU)2017/1129 of the European Parliament and of the Council of June 14, 2017, as amended, nor an offer to the public.

Disclaimer

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which they are released, published or distributed, should inform themselves about, and observe, such restrictions.

This announcement contains information relating to an offering by *TME Pharma N.V.* that is exempted under and subject to the applicable publication requirement listed in the French *Code monétaire et financier* and the General Regulation of the *Autorité des marchés financiers* (AMF) and falling within one or more of the exemptions from any requirement for the company to publish a prospectus pursuant to the prospectus regulation within the meaning of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended.

Except in France through the French PrimaryBid platform for retail investors, this announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities without being exclusive in the Netherlands or any other EU/EEA Member State, the United Kingdom, United States, Australia, Canada, or Japan or in any jurisdiction in which such offers or sales are unlawful. Any

securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under any applicable securities laws of any state, province, territory, county or jurisdiction of the Netherlands, the United Kingdom, United States, Australia, Canada, or Japan.

For more information, please contact:

TME Pharma N.V.
Aram Mangasarian, Ph.D., CEO
Tel. +49 (0) 30 726247 0
investors@tmepharma.com

Investor and Media Relations:

LifeSci Advisors
Guillaume van Renterghem
Tel. +41 (0) 76 735 01 31
gvanrenterghem@lifesciadvisors.com

NewCap
Arthur Rouillé
Tel. +33 (0) 1 44 71 00 15
arouille@newcap.fr

About TME Pharma

TME Pharma is a clinical-stage company focused on developing novel therapies for treatment of the most aggressive cancers. The company's oncology-focused pipeline is designed to act on the tumor microenvironment (TME) and the cancer immunity cycle by breaking tumor protection barriers against the immune system and blocking tumor repair. By neutralizing chemokines in the TME, *TME Pharma's* approach works in combination with other forms of treatment to weaken tumor defenses and enable greater therapeutic impact. In the GLORIA Phase 1/2 clinical trial, *TME Pharma* is studying its lead drug candidate NOX-A12 in newly diagnosed brain cancer patients who will not benefit clinically from standard chemotherapy. *TME Pharma* has delivered top-line data from the NOX-A12 three dose-escalation cohorts combined with radiotherapy of the GLORIA clinical trial, observing consistent tumor reductions and objective tumor responses. Additionally, GLORIA expansion arms evaluate safety and efficacy of NOX-A12 in other combinations where the interim results from the triple combination of NOX-A12, radiotherapy and bevacizumab suggest even deeper and more durable responses, and improved survival. US FDA has approved the design of a randomized Phase 2 trial in glioblastoma and *TME Pharma* was awarded fast track designation by the FDA for NOX-A12 in combination with radiotherapy and bevacizumab for use in the treatment of the aggressive adult brain cancer, glioblastoma. NOX-A12 in combination with radiotherapy had also previously received orphan drug designation (ODD) for glioblastoma in the United States and glioma in Europe. *TME Pharma* has delivered final top-line data with encouraging overall survival and safety profile from its NOX-A12 combination trial with Keytruda® in metastatic colorectal and pancreatic cancer patients, which was published in the Journal for ImmunoTherapy of Cancer in October 2021. The company has entered in its second collaboration with MSD/Merck for its Phase 2 study, OPTIMUS, to further evaluate safety

and efficacy of NOX-A12 in combination with Merck's Keytruda® and two different chemotherapy regimens as second-line therapy in patients with metastatic pancreatic cancer. The design of the trial has been approved in France, Spain and the United States. The company's second clinical-stage drug candidate, NOX-E36, is designed to target the innate immune system. *TME Pharma* is considering several solid tumors for further clinical development. Further information can be found at: www.tmepharma.com.

TME Pharma® and the *TME Pharma* logo are registered trademarks.

Keytruda® is a registered trademark of Merck Sharp & Dohme Corp.

Visit *TME Pharma* on LinkedIn and Twitter.

About the GLORIA Study

GLORIA (NCT04121455) is *TME Pharma's* dose-escalation, Phase 1/2 study of NOX-A12 in combination with radiotherapy in first-line partially resected or unresected glioblastoma (brain cancer) patients with unmethylated MGMT promoter (resistant to standard chemotherapy). GLORIA further evaluates safety and efficacy of NOX-A12 three additional arms combining NOX-A12 with: A. radiotherapy in patients with complete tumor resection; B. radiotherapy and bevacizumab; and C. radiotherapy and pembrolizumab.

About the OPTIMUS Study

OPTIMUS (NCT04901741) is *TME Pharma's* planned open-label two-arm Phase 2 study of NOX-A12 combined with pembrolizumab and nanoliposomal irinotecan/5-FU/leucovorin or gemcitabine/nab-paclitaxel in microsatellite-stable metastatic pancreatic cancer patients.

Disclaimer

Translations of any press release into languages other than English are intended solely as a convenience to the non-English-reading audience. The company has attempted to provide an accurate translation of the original text in English, but due to the nuances in translating into another language, slight differences may exist. This press release includes certain disclosures that contain "forward-looking statements." Forward-looking statements are based on *TME Pharma's* current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Factors that could cause actual results to differ include, but are not limited to, the risks inherent in oncology drug development, including clinical trials and the timing of and *TME Pharma's* ability to obtain regulatory approvals for NOX-A12 as well as any other drug candidates. Forward-looking statements contained in this announcement are made as of this date, and *TME Pharma* undertakes no duty to update such information except as required under applicable law.