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TME PHARMA ANNOUNCES CORPORATE STRATEGY UPDATE AND UPCOMING €2.6 MILLION GUARANTEED FINANCING WITH INTENTION TO LAUNCH PUBLIC OFFER OPEN ONLY TO SHAREHOLDERS TO ENABLE COMPLETION OF TRANSACTIONS AROUND NOX-A12 AND NOX-E36 BY JUNE 2025

- ***TME Pharma* will focus its resources in the next seven months towards the newly prioritized strategic aims of completing a spin-out or a strategic transaction in addition to licensing or financing transactions on both NOX-A12 and NOX-E36 by June 2025**
- **Financing for this period is secured with €2.6 million, 100% guaranteed by a group of existing *TME Pharma* shareholders holding 11% of outstanding shares and a corporate partner**
- **Net proceeds will extend financial visibility from January 2025 into June 2025**
- ***TME Pharma* will operate on a significantly reduced cost base if longer time needed to reach these goals ensuring significantly reduced future capital needs**
- **Intention to launch a public offer on December 12, 2024, with a priority period from December 12-18, 2024 only for shareholders of *TME Pharma* on record date of December 10, 2024[1], without preferential subscription right but allowing such shareholders to participate on a pro rata basis**

Berlin, Germany, December 04, 2024, 08.00 a.m. CET – 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), announces its intention to launch a €2.6 million financing to be carried out through a public offer without preferential subscription rights for in total 52,000,000 new shares. The public offer will be reserved for the company's shareholders only, determined as at the record date of December 10, 2024[1]. Such shareholders can subscribe during the priority period running from December 12 to December 18, 2024 (inclusive), on a pro rata basis. Any shares not taken up by existing shareholders in the priority period will be subscribed by a group of *TME Pharma* shareholders and a corporate partner who have guaranteed the total gross proceeds

[1]*Last date to purchase shares and become the company's shareholder on the record date will be Friday December 06, 2024, taking into account 2 business day settlement time.*

of €2.6 million. The shareholders guaranteeing the operation share a goal to support the company and have declared that they do not act in concert, and to the best of the company's knowledge do not have any related agreements between them. Net proceeds are expected to extend financial visibility of the company from January 2025 into June 2025. This financing aims to enable the completion of out-licensing, spin-out or a strategic transaction for both of the company's compounds or to raise sufficient funds for continued development of NOX-A12 during this timeframe. The company expects to launch the upcoming public offer on December 12, 2024.

"This planned guaranteed capital injection secures the operations of TME Pharma *into June 2025 under its current plans, with the goal of completing ongoing initiatives with regards to licensing, financing, spin-out or a strategic transaction on both NOX-A12 and NOX-E36. Importantly, this equity raise will be structured to prioritize existing shareholders who have been supportive of the company. By participating, shareholders will have the opportunity to maintain their proportional investment in the company and thereby avoid dilution of their stakes, with any unsubscribed shares being guaranteed principally by other* TME Pharma *shareholders. This approach creates an attractive opportunity for supportive shareholders and also underlines the confidence of a significant shareholder group in the company,"* said **Aram Mangasarian, CEO of TME Pharma.** *"The additional resources will allow us to leverage the latest statistically significant improvement in survival shown for the lead asset NOX-A12 in newly diagnosed brain cancer patients, which adds to the attractive profile of this agent including Fast-Track status in the US and orphan drug status in the US and EU. Furthermore, if a strategic transaction is determined to be the best course of action for one of the assets, we plan to return significant portion of funds obtained to shareholders as a dividend, once ongoing needs are covered. Should additional time be required beyond June 2025 to execute these transactions, the guarantors have indicated their intention to support the company under a significantly reduced operational cost structure. This contingency plan would involve transitioning to a virtual configuration with no permanent staff, outsourcing essential functions including maintaining readiness of the compounds for further development and pursuing business objectives. While this flexible approach demonstrates the long-term commitment of key investors to the company's success, the primary goal remains to finalize a licensing deal, larger financing round with pharma or financial partner, spin-out, or strategic transaction before June 2025."*

Certain details of the upcoming public offer:

- Expected launch of the upcoming public offer: December 12, 2024.
- Expected subscription period of the priority period: From December 12 to December 18, 2024 (inclusive).
- The capital increase will be carried out without shareholders' preferential subscription rights however with the right for current shareholders as at the record date of December 10, 2024, to subscribe on a reducible basis. The last date to become the company's shareholder on the record date in order to be able to participate in the public offer will be December 06, 2024 (T+2)[1]. These subscription rights are neither transferable nor negotiable.
- Subscription right: for each four (4) shares held on the record date of December 10, 2024, close of business, shareholders are entitled to purchase five (5) newly issued shares at a price of €0.05 per share, representing a 67.82% discount vs. the closing price of €0.1554 of the company's shares on December 03, 2024.

- Shareholders who wish to participate in the public offer are advised to contact their financial intermediary as soon as possible following the official launch of the public offer as they may require action before the end of the priority period on December 18, 2024.
- The guarantors in the aggregate will receive as compensation a fee equal to €182,000, which represents 7% of the total amount of €2.6 million that they guarantee, whether or not the full amount is called by *TME Pharma*.
- The upcoming public offer will be exempted under the EU Prospectus Regulation (see: https://eur-lex.europa.eu/eli/reg/2017/1129/oj) and the Dutch Exemption Regulations pursuant to the Financial Supervision Act (*Vrijstellingsregeling Wft*) (considering total consideration will be less than €5 million). The information document as prepared specifically for this transaction as required by and in accordance with the guidelines of the Dutch Authority for the Financial Markets and describing the key strategic, operational and financial risks will be published upon launch of the public offer on the investors page on TME Pharma's website.

Certain risk factors associated with the public offer:

- Shareholders who will not participate by subscribing would see their stake in the company's share capital diluted.
- The market price of the company's shares may fluctuate and fall below the subscription price of the new share.
- The volatility and liquidity of the company's shares may fluctuate significantly.
- The public offer is not subject to a performance guarantee and investors who have acquired subscription rights could sustain a loss equal to the price of acquiring these subscription rights.
- If no shareholders other than the guarantors participate in the investment, the guarantors will fund the full guaranteed investment amount against the issuance of 52,000,000 shares, increasing their shareholding in the issuer amongst them from currently 11% to approximately 60% of the total issued and outstanding share capital of the issuer after the transaction. Each guarantor acts as an individual and the guaranteed investment amount does not represent a concerted action towards the potential control of the issuer. None of them individually would cross threshold of 50% ownership even if the guaranteed investment amount was required in full.

Certain risk factors associated with the company:

- *TME Pharma* may not succeed in achieving a licensing, financing, spin-out or a strategic transaction on either compound by June 2025, or at all.
- If *TME Pharma* transitions to a virtual configuration after June 2025 with minimal outsourced staffing, it may lose access to experienced staff, which may adversely affect its ability to execute business and operational functions.
- *TME Pharma* expects to incur losses for the foreseeable future and it, or its partners, will need substantial additional funding 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.
- If *TME Pharma* is not successful in obtaining funds via completion of licensing, financing, spin-out or a strategic transaction or by raising additional funds as of June 2025, there is substantial risk that *TME Pharma* will be unable to continue as a going concern and may face liquidation or dissolution.

Important legal information:

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 intended offering by TME Pharma N.V. *that will be exempted under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 and the Dutch Exemption Regulations pursuant to the Dutch Financial Supervision Act (Vrijstellingsregeling Wft) (considering total consideration will be less than €5 million).*

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in 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 United Kingdom, United States, Australia, Canada, or Japan.

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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 (olaptesed pegol, an anti-CXCL12 L-RNA aptamer) 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 (emapticap pegol, L-RNA aptamer inhibiting CCL2 and related chemokines), showing potential to address fibrosis and inflammation is evaluated in ophthalmic diseases with a high need for well-tolerated therapies with anti-fibrotic effect. Further information can be found at: www.tmepharma.com.

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Visit *TME Pharma* on LinkedIn and X.

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 in the expansion arm in which NOX-A12 is combined with radiotherapy and bevacizumab.

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.