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No license and no prospectus required for this activity.

TME PHARMA ANNOUNCES SUCCESSFUL COMPLETION OF €2.6 MILLION PUBLIC OFFER WITH STRONG SHAREHOLDER SUPPORT

- **77.52% of the public offer was subscribed by existing shareholders using their pro rata subscription rights, totaling €2,015,549.10 and representing 40,310,982 new ordinary shares**
- **The remaining 22.48%, €584,450.90 representing 11,689,018 ordinary shares will be covered by the guarantors**
- **Transaction raised €2.6 million gross proceeds leading to the issuance of 52,000,000 new ordinary shares**
- **Net proceeds enable *TME Pharma* to extend its financial visibility into June 2025 and allow focus on the completion of strategic transactions on both NOX-A12 and NOX-E36**

Berlin, Germany, December 23, 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), announced today the successful completion of its capital increase for a gross amount of €2.6 million. The financing was carried out through a public offer without shareholders' preferential subscription and was reserved for the company's shareholders only, determined as at the record date of December 11, 2024. 77.52% of the public offer was subscribed by existing shareholders using their pro rata subscription rights. The settlement-delivery of the new shares and their admission to Euronext Growth Paris under the same ISIN code NL0015000YE1 will take place on December 27, 2024.

"I am very pleased to announce the successful outcome of this financing and I would like to thank our shareholders for their continued and significant support for our company. The exceptionally high rate participation of over 77% in a public offer reserved only for TME Pharma *shareholders on a pro rata basis demonstrates our shareholders' confidence in* TME Pharma's *potential and strategic direction,"* said **Aram Mangasarian, CEO of TME Pharma.** *"This additional financing will give us the opportunity to focus on our ongoing strategic initiatives concerning NOX-A12 and NOX-E36, for which we are pursuing several key licensing and financing discussions. Our lead asset NOX-A12 presents:*

- *a statistically significant improvement in survival for brain cancer (glioblastoma) patients treated with the combination NOX-A12 + anti-VEGF + radiotherapy versus i) a standard of care reference cohort and ii) patients treated with NOX-A12 + radiotherapy;*

- *a favorable regulatory path with Fast-Track status in the US + Orphan Designations in the US and EU;*
- *a clear clinical development path with an US FDA and German BfArM approved Phase 2 design; and*
- *non-dilutive support for the next planned trial over €7 million including a €2.4 million German Federal Grant.*

Furthermore, NOX-E36, for which we have developed a spin-out plan, presents the opportunity for rapid advancement in multiple ophthalmologic conditions including certain with substantial market potential. We look forward to completing strategic transactions for both programs in the coming months, which we believe will deliver meaningful value for our shareholders."

Use of Proceeds:

The net proceeds enable the company to extend its financial visibility into June 2025. Approximately 1/3 of the net proceeds of the capital increase will be used for research, development and regulatory activities including completion of the ongoing Phase 1/2 part of the NOX-A12 GLORIA trial in glioblastoma. Approximately 1/3 of proceeds will be used for general and administrative corporate purposes. Approximately 1/3 will be used to support pursuing and executing out-licensing, financing, spin-out and/or strategic transactions for both NOX-A12 and NOX-E36. From the gross proceeds, approximately 13% will be used to cover the guarantee as well as service provider fees relating to this transaction.

Details of the public offer:

Following the priority period from December 12, 2024, to December 18, 2024, a public offer raised a total amount of €2.6 million gross resulting in the issuance of 52,000,000 new ordinary shares at the price of €0.05 per new share, representing 55.21% of the company's total share capital after the transaction, and included:

- a raise for an amount of €2,015,549.10 gross via subscriptions to the public offer to shareholders by issuance of 40,310,982 ordinary shares, representing 77.52% of the transaction, and
- a raise for an amount of €584,450.90 gross via subscriptions from the guarantor investors by issuance of 11,689,018 ordinary shares, representing 22.48% of the transaction.

Participation by the Guarantor Investors:

The capital increase was fully guaranteed by guarantors who 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. Following the settlement-delivery of the new ordinary shares and their admission to Euronext Growth Paris on December 27, 2024, the guarantors will hold approximately 17.42%[1] of the shares in the company as a result of their guarantee commitments. None of them individually have crossed the threshold of 50% ownership following the transaction. 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 guaranteed.

[1] Guarantor shareholding estimated on the basis of their holding prior to the transaction and taking to account their holding resulting from their subscriptions of shares due to their guarantee commitments.

Dilution:

Following the transaction, the company's share capital will be composed of 94,185,851[2] ordinary shares.

Table: Dilution from the transaction

Description	New shares to be issued (max)	Total shares outstanding	Dilution (max)	Shareholder starting with 1% would then hold
Outstanding shares on December 20, 2024	-	42,185,851	-	1%
Shares resulting from the public offer with settlement on December 27, 2024	52,000,000	94,185,851	55.21%	0.45%

Additional Information on this transaction can be found on the dedicated page on the *TME Pharma* website: Public Offer.

Exemption:

The public offer is 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 was published upon launch of the public offer on December 12, 2024, on the dedicated page on *TME Pharma's* website.

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 a closed public offer by TME Pharma N.V. that was exempted under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (the EU Prospectus Regulation) 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 is intended solely for general information purposes and does not constitute or form a part of any offer (within the EU Prospectus Regulation or otherwise) 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

[2] Including 540 shares issued resulting from the exercise of 432 Warrants Z in the fourth warrant exercise period from November 18 to December 13, 2024, as announced in the *TME Pharma* press release on December 20, 2024.

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 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.