Attention! This investment falls outside AFM supervision.
No license and no prospectus required for this activity.

This Information Document has been prepared by TME Pharma N.V. as required in connection with the transaction described herein that is exempted under the EU Prospectus Regulation (https://eur-lex.europa.eu/eli/reg/2017/1129/oj) and the Dutch Exemption Regulations pursuant to the Financial Supervision Act (*Vrijstellingsregeling Wft)*. TME Pharma N.V. has published a press release containing further information on the transaction (see https://www.tmepharma.com/index.php?option=com_content&view=article&id=27&Itemid=570). This Information Document is not a prospectus withing the meaning of the EU Prospectus Regulation and has not been approved or reviewed by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*).

Key Information about the investment

ABSA
From TME Pharma N.V.

This document was prepared on 24 November 2023

This document helps you better understand the risks, costs, and returns of the investment.

Please note! This document and offer have not been reviewed by the AFM.

What is offered and by whom?

Ordinary shares with warrants attached (***ABSAs***) are offered by TME Pharma N.V. (the ***Issuer***). The Issuer's ordinary shares are listed on Euronext Growth Paris, a multilateral trading facility operated by Euronext Paris S.A. under symbol: ALTME and ISIN: NL0015000YE1. The Issuer's website is: www.tmepharma.com.

The Issuer, together with its consolidated subsidiaries the ***Group***, is a clinical stage biopharmaceutical group that has generated a proprietary product pipeline and plans to primarily focus on further development in cancer treatment. The Group specializes in approaches targeting the tumor microenvironment (***TME***) in which cancer cells exist. The Group's unique technology breaks tumor protection barriers against the immune system and blocks tumor repair by neutralizing chemokines in the TME. The Group's approach works in combination with other forms of treatment to weaken tumor defenses and enable greater therapeutic impact.

From a Dutch law perspective, the issuance of the Shares and Warrants occurs, technically, by way of issuance under exclusion of any pre-emptive rights under Dutch law.

What are the main risks for you as an investor?

In general, the higher the offered or expected return, the higher the risk. The offered or expected return on the securities depends on the profit that the Issuer makes or may make at some point in the future. There is a chance that the profit may be lower than expected or even a loss, which may result in you receiving less return or even losing your investment or part of it. The main reasons why the Issuer may not be able to pay out the offered or expected return or even your investment are:

- **Strategic** risks, as further described on page 5 and 6 of this Information Document;
- **Operational risks**, as further described on page 5 and 6 of this Information Document; and
- **Financial risks**, as further described on page 5 and 6 of this Information Document.

What is the target market for this investment?

All existing shareholders of the Issuer as per 29 November 2023 (the ***Record Date***) will be awarded one preferential subscription right (***PSR***) for each one ordinary share held by them in the share capital of the Issuer (***Shares*** or ***Share***) on the Record Date. Every three PSR entitle a holder to subscribe for five ABSA Y. Upon exercise of ABSAs or subsequently the warrants (***Warrants***) attached to such Shares, no fractional Shares shall be issued. Any fractional entitlement to ABSA shall be rounded down to the nearest number of whole ABSA.

The purchase of the ASBA Y has been fully guaranteed by a group of investors in order for the Issuer to have certainly on minimum gross proceeds from the transaction amounting to EUR 2,706,382.

What kind of investment is this?

ABSA

- The securities to be issued are ABSA.
    - ABSA are Shares in the share capital of the Issuer with Warrants attached. There are two types of ABSA: ABSA Y, containing one new Share and one Warrant Y, and ABSA Z, containing one new Share and one Warrant Z.
        - A maximum number of 10,825,528 ABSA Y can be issued, each comprised of one new Share and one Warrant Y after Issuance Date.
        - A maximum number of 4,330,211 ABSA Z can be issued, each comprised of one new Share and one Warrant Z after exercise of Warrant Y.
    - Five Warrants Y shall entitle a holder to subscribe for two ABSA Z, subject to potential adjustments.
    - Four Warrants Z shall entitle a holder to subscribe for five new Shares, subject to potential adjustments.
    - A maximum number of 5,412,764 additional Shares can be issued after exercise of all Warrant Z.
    - In total a maximum of 20,568,504 Shares can be issued after issuance and after exercise of all Warrants.
    - No fractional Shares shall be issued upon exercise of the Warrants. In, case the number of underlying Shares is not a whole number, (i) the Issuer shall round down the number of new Shares to be issued to the Warrant holder to the nearest whole number of Shares and (ii) the Warrant holder will receive an amount in cash from the Issuer equal to the resulting fractional Share multiplied by the closing market price on the trading day preceding the Exercise Date.

Valuation

- The nominal value of each Share amounts to EUR 0.01.
- The subscription price of each ABSA Y is EUR 0.25, including EUR 0.20 for the Share and EUR 0.05 for the Warrant Y.

- The exercise price for the Warrants Y shall be EUR 0.25. The exercise price of the Warrants Z shall be EUR 0.20. These exercise prices are subject to possible adjustments of the exercise ratio.

Subscription parity existing shareholders

- One PSR will be detached for each existing Share at the Record Date.
- Three PSR held shall entitle a shareholder to subscribe for five ABSA Y.

Participation

- Participation is possible from three PSRs. Upon exercise of the PSR, the date of issue of the new Shares and the Warrants Y is 18 December 2023 (***Issuance Date***).
- The Warrants Y will be exercisable from 10 to 16 January 2024 and from 12 to 16 February 2024. Warrants Y that have not been exercised by the end of the exercise period at the latest will become null and void, without value.
- The Warrants Z will be exercisable until 20 June 2025. Warrants Z that have not been exercised by the end of the exercise period at the latest will become null and void, without value.
    - Exercise dates Warrants Z:
        - one period of exercise per quarter, expiring 27 June 2025, (i.e., March, June, September and December in 2024 and March and June in 2025).
        - Exercising period of four weeks with a settlement period of one week with a settlement date (the latest) being the last Friday of the month (and a real settlement as soon as possible):
        - March 2024:
            - Exercising period: 26/02/24 – 22/03/24
            - Settlement period: 25/03/24 – 29/03/24
            - Settlement date: 29/03/24
        - June 2024:
            - Exercising period: 27/05/24 – 21/06/24
            - Settlement period: 24/06/24 – 28/06/24
            - Settlement date: 28/06/24
        - September 2024:
            - Exercising period: 26/08/24 – 20/09/24
            - Settlement period: 23/09/24 – 27/09/24
            - Settlement date: 27/09/24
        - December 2024:
            - Exercising period: 18/11/24 – 13/12/24
            - Settlement period: 16/12/24 – 20/12/24
            - Settlement date: 20/12/24
        - March 2025:
            - Exercising period: 24/02/25 – 21/03/25
            - Settlement period: 24/03/25 – 28/03/25
            - Settlement date: 28/03/25
        - June 2025
            - Exercising period: 26/05/25 – 20/06/25
            - Settlement period: 23/06/25 – 27/06/25
            - Settlement date: 27/06/25

The expected return per annum is EUR 0. More information on the return can be found in this document under the heading "Further information on the return" on page 7.

What are the costs for you as an investor?

You pay no issuing costs on your investment. A shareholder wishing to purchase an ABSA Y or Z does not pay any issue costs to the company other than the subscription price or the exercise price in case of an exercise of a Warrant Y or Warrant Z. However, a shareholder may pay certain costs to his intermediary (bank or broker) in connection with the purchase of ABSA Y or ABSA Z or the exercise of a Warrant Y or Warrant Z. When selling your ABSA Y, ABSA Z, Warrant Y or Warrant Z you will not pay any compensation to the company but you may pay other costs due to third party(ies).

What will your investment be used for?

The Issuer shall use the net proceeds for the continuation of the ongoing GLORIA Phase 1/2 clinical study of NOX-A12 combination therapies in newly diagnosed brain cancer (glioblastoma) patients, advancement of the discussions with the US Food and Drug Administration, as well as with potential investors and industry partners, repurchase of the part of the remaining outstanding convertible debt to Atlas Special Opportunities, LLC ("ASO", with such debt being referred to as the "Convertible Debt") unless this would result in impairment of the Issuer's going concern prognosis, and general corporate purposes. Parts of the gross proceeds (i.e., approximately 16%) will be used to cover the guarantee as well as service provider fees relating to this transaction.

Your investment belongs to the assets of the Issuer. More information on the use of the investment can be found under the heading "Further information on the use of the proceeds" on page 6 and 7.

Further information on the investment

In this section of the document, you will find further information about the offer and the Issuer. This will help you understand the specific risks, costs, and returns of the offer.

Please note! This document and offer have not been reviewed by the AFM.

Further information on Issuer

Other securities

The Issuer is also issuer of the following securities:

- Convertible Bonds in relation to the financing agreement published on 23 April 2020, as amended and published on 14 October 2020, 29 December 2021, 19 May 2022,18 April 2023, 17 October 2023 and 24 November 2023.

Please refer to https://www.tmepharma.com/index.php?option=com_content&view=article&id=67&Itemid=571 for further information regarding the above securities.

Company details of the Issuer

The Issuer is a limited liability company (*naamloze vennootschap*), incorporated under the laws of the Netherlands on 16 January 2015 having its statutory seat in Amsterdam, the Netherlands and registered with the Dutch Chamber of Commerce under number 62425781. The office address of the issuer is Max-Dohrn-Strasse 8-10, 10589 Berlin, Germany. The website of the issuer is www.tmepharma.com.

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
- Ewelina 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:

- The Group is a clinical-stage biopharmaceutical 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 progress alone or through potential partnerships:

    - 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. The Group is investigating the potential use of this product candidate in the TME since its target (CCL2/MCP-1) is implicated in cancer spread and immune privilege of tumors. NOX-E36 has completed exploratory clinical studies, establishing its activity on the biological targets and its safety profile. Following data suggesting potential for monotherapy efficacy in pancreatic and liver cancer pre-clinical models, *TME Pharma* is considering several solid tumor indications for 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
https://www.tmepharma.com/index.php?option=com_content&view=article&id=67&Itemid=571
for the most recent annual reports, half-year reports, prospectus and other documentation and/or information that may be relevant for shareholders and/or investors.

Further information on the risks

The main reasons why the Issuer may not be able to pay out the offered or expected return or even your investment are:

- **Strategic** risks, being,
    - Biopharmaceutical product development is a lengthy, high-risk undertaking and involves a substantial degree of uncertainty relating to the success of a therapeutic approach and the rapidly changing competitive environment.
    - The regulatory approval processes of the FDA, EMA and comparable foreign authorities are time consuming, costly and unpredictable, and the Group ultimately may be unable to obtain regulatory approval for its product candidates in pursued indications.
    - The limited pipeline of product candidates may lead to increased risks for the Group in the event of project failures.

- **Operational risks**, being:
  - The Group's product candidates may suffer from insufficient safety and/or efficacy profiles to enable their further development, registration and commercialization.
  - The Group expects to continue to rely on third parties, in relation to the manufacturing, storage and shipment of drug product and Clinical Research Organizations and hospitals to conduct its clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, the Group's research and development efforts and business, financial condition and results of operations could be materially adversely affected.
  - The Group's future growth and ability to compete depends on retaining its key personnel and recruiting additional qualified personnel. The loss of key managers and senior scientists could delay the Group's research and development activities.
  - The Group relies on patents and other intellectual property rights to protect its product candidates, the obtention, enforcement, defense and maintenance of which may be challenging and costly. Certain of the Group's patents are limited to certain jurisdictions and all patents expire after a certain time. Failure to obtain, enforce or protect these rights adequately could harm the Group's ability to compete and impair its business.
  - Development of the Group's product candidates may be affected by and delayed due to various infectious disease-related restrictions, geopolitical developments and macroeconomic factors or effects on manufacturing drug product, recruiting patients or auditing clinical data.

- **Financial risks**, being:
  - The Group expects to incur losses for the foreseeable future and 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.
  - Raising additional capital may restrict the Group's operations or require it to relinquish rights to its technologies or product candidates.
  - Raising additional capital, including by convertible bond financing, may cause dilution to the Group's shareholders and dissuade other investors from providing financing to the Group. Geopolitical developments and macroeconomic factors may negatively affect markets, limit communication with investors, access to financing and impact the Group's ability to fund itself.
  - Convertible bonds financings have caused and may cause additional dilution to the Group's shareholders.

Please refer to (i) page 32 et seq. of to the most recent half year report and (ii) page 19 et seq. of the most recent annual report for further information regarding the risks referred to above (both available via https://www.tmepharma.com/index.php?option=com_content&view=article&id=67&Itemid=571).

Further information on use of proceeds

- The total gross proceeds from the initial offer of ABSA Y will be EUR 2,706,382. This amount has guaranteed by a group of investors, in exchange for a fee.
- If, in addition, all Warrants Y and Z are exercised, then the total gross proceeds of the offer amount to EUR 4,871,488.
- The gross proceeds if all Warrants Y would be exercised EUR is 1,082,553.
- The gross proceeds if all Warrants Z would be exercised EUR is 1,082,553.

- The proceeds will be used for the continuation of the ongoing GLORIA Phase 1/2 clinical study of NOX-A12 combination therapies in newly diagnosed brain cancer (glioblastoma) patients, advancement of the discussions with the US Food and Drug Administration (FDA), as well as with potential investors and industry partners, repurchase of the part of the remaining outstanding Convertible Debt from ASO, unless this would result in impairment of the Issuer's going concern prognosis, and general corporate purposes.. From the gross proceeds, approximately 16% will be used to cover the guarantee as well as service provider fees relating to this transaction.

- The proceeds are sufficient for reaching completion of discussions with the US FDA in December 2023 and for filing a new IND (clinical trial application with the FDA) and requesting access to expedited regulatory pathways in the US, such as "Fast Track". We also anticipate that the FDA will provide feedback to both the IND and the expedited regulatory pathway requests before the end of Q1-2024.

- The discussions with the FDA will be important to determine the design and thus the cost of the next trial in brain cancer since FDA's views need to be taken into account when choosing the number of patients

and which doses and combinations of NOX-A12 should be tested. The company plans to meet the costs for this next trial with some or all of the following approaches: 1) obtain financing from industrial partners in exchange for rights to NOX-A12 or an investment into Issuer; 2) Obtain grants, loans or investment from governmental or non-profit organizations; 3) obtain financing from expert biotech investors. Alternate solutions including selling or merging the Group, or its German subsidiary that holds rights to NOX-A12, with another entity that has the financial resources to develop NOX-A12 in glioblastoma.

Further information on the returns of your investment

The Issuer has never declared or paid any cash dividends on its ordinary shares. The Issuer intends to retain future earnings, if any, generated by the Issuer's operations to finance the Group's operation and business and it does not anticipate paying any dividends to shareholders in the foreseeable future.

Further information on the financial condition of the issuer

The issuer has been operating since date of incorporation. The following financial information is the most recent information available and relates to the six-month period ended 30 June 2023. Please note that all amounts are in thousands of EUR.

The more comprehensive (interim) financial statements of the Issuer are available via https://www.tmepharma.com/index.php?option=com_content&view=article&id=67&Itemid=571.

Balance sheet

- Equity amounts to EUR -163 and consists of:
  - subscribed capital of EUR 53;
  - additional paid-in capital of EUR 191,288;
  - accumulated deficit of EUR -191,294;
  - cumulative translation adjustment of EUR 9; and
  - treasury shares of EUR -219.

- The loan capital (financial liabilities) amounts to EUR 2,419 and consists of:
  - EUR 2,207 of convertible bonds issued and outstanding;
  - EUR 46 bifurcated compound embedded derivative (current derivative financial liability);
  - EUR 43 interest accrued;
  - EUR 5 non-current lease liabilities; and
  - EUR 118 current lease liabilities.

- The equity/debt ratio is -7% / 107%. After the issue of the ABSA this ratio is 72% / 28%.

- The working capital amounts to EUR 2,085 and consists of:
  - EUR 283 current other assets;
  - EUR 3,008 cash and cash equivalents;
  - EUR 1,013 trade accounts payable; and
  - EUR 193 other current liabilities.

Collateral

The issuer does not have securities and does not have guarantees granted.

Income statement

- Revenue for this period amounts to EUR 0;
- Other operating income for the period amount to EUR 33;
- Research and development expenses for the period amount to EUR 1,315;
- General and administrative expenses for the period amount to EUR 1,469;
- Foreign exchange result for the period amount to (net) EUR -13;
- Finance income for the period amount to EUR 245;
- Finance cost for the period amount to EUR 1,140.

- The net loss for the period amounts to EUR 3,659.

The following information relates to the situation after the issue of the ABSA.

- Proceeds from the offer are expected to be EUR 4,111 (net).
- The amount of equity that in the case of shares contributed is EUR 4,111 and consists of:
    - 10,825,528 ordinary shares and EUR 2,169;
    - Warrants Y, if exercised resulting in 4,330,211 ordinary shares and EUR 971; and
    - Warrants Z, if exercised resulting in 5,412,764 ordinary shares and EUR 971.
- No additional funding will be raised.
- The loan capital will amount to EUR 1,521.
- Following the issue of ABSA, the equity/debt ratio is 72% / 28%.
- Following the issue of the ABSA, and after the redemption of parts of the convertible bonds the working capital amounts to EUR 5,253 and consist of:
    - EUR 283 current other assets;
    - EUR 6,176 cash and cash equivalents;
    - EUR 1,013 trade accounts payable; and
    - EUR 193 other current liabilities.

Further information on the offer and registration

- The offer period begins on 30 November 2023 and ends on 11 December 2023 (including).
- The issue date of the ABSA is 18 December 2023.
- Investors should subscribe in the following manner: Holders of PSRs that wish to subscribe for ABSA-Y, will need to inform their respective financial intermediary (bank/custodian) accordingly and process the necessary instructions for the payment of subscription price.
- Further relevant information regarding the offer period: please visit the investor's page on the website of the Issuer (https://www.tmepharma.com/).