TME PHARMA ANNOUNCES THE END OF THE CONVERTIBLE DEBT PROGRAM WITH THE SUCCESSFUL €1.48 MILLION FINANCING INTENDED FOR BUYBACK OF ALL OUTSTANDING CONVERTIBLE DEBT

- **€1.48 million private placement secured from a group of new investors**
- **Buyback will mark the end of *TME Pharma's* convertible bond program**
- **Proceeds to be used for buyback of all remaining outstanding convertible debt enhancing *TME Pharma's* profile for investors prior to imminent FDA regulatory milestones**

Berlin, Germany, February 09, 2024, 08.00 a.m. CET – TME Pharma N.V. (Euronext Growth Paris: ALTME), a biotechnology company focused on developing novel therapies for treatment of cancer by targeting the tumor microenvironment (TME), announces the successful closing of a €1.48 million gross private placement financing with a group of new investors. The proceeds will be used to repurchase all the outstanding convertible bonds held by Atlas Special Opportunities, LLC (ASO), thereby ending *TME Pharma's* convertible bond financing program.

"This transaction marks a significant financial milestone for TME Pharma which fulfills our commitment to our shareholders to end the company's reliance on convertible bond financing and I am pleased to participate personally once again with the purchase of 363,637 shares in this transaction[1]*,"* said **Aram Mangasarian, CEO of TME Pharma**. *"The repurchase of all remaining convertible debt will eliminate the possibility of any further dilution from these instruments as well as the associated pressure on the share price, and we expect it to have a beneficial impact on the market valuation of TME Pharma enabling financing solutions with more favorable terms suited for our long-term strategic goals. We would like to extend our thanks to Atlas for their support over several years during which other funding alternatives were scarce. We also welcome our new investors who join us as we are reaching a crucial inflection point with our lead asset NOX-A12. Having just announced unprecedented survival data from our GLORIA trial in brain cancer*[2]*, we are now poised to achieve our important targeted regulatory milestones, which include an approved IND and a decision on Fast Track Designation by the end of this quarter. With these achievements and a clear regulatory path in place, we should be in an excellent position to progress NOX-A12 through the next stages of its development, identify potential partners to work with us in bringing this innovative treatment to market as soon as possible, and to secure future financing with long-term investors."*

[1] AFM disclosure as filed with financial authorities was published on the company website.

[2] *TME Pharma* announced final median overall survival (mOS) data reaching 19.9 months for NOX-A12 combination regimen in GLORIA brain cancer trial and survival rate 10-fold greater than standard of care in the press release on February 02, 2024.

Financing details

TME Pharma has received binding commitments for €1.48 million gross to purchase 6,727,270 ordinary shares at a price per share of €0.22 per share, at a 0.5% discount vs. the closing price per share on February 08, 2024. The transaction will be settled and closed by February 12, 2024. Investors, other than participating management members, will receive a commitment fee of 10% of the investment amount.

Use of proceeds

The proceeds will be used to repurchase all the outstanding convertible bonds held by Atlas Special Opportunities, LLC (ASO), thereby ending *TME Pharma's* convertible bond financing program. *TME Pharma* announced the termination of the convertible bond agreement with ASO, other than with regard to already issued convertible bonds, on April 18, 2023, having initially entered the agreement with ASO on April 23, 2020.

The remaining net proceeds that are not needed to redeem the outstanding convertible bonds will be used to advance discussions with the US Food and Drug Administration (FDA) past regulatory milestones and for general corporate purposes including intensifying interactions with investors and potential industry partners.

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. Issuer has completed and obtained all necessary corporate approvals for the private placement. At the AGM held on June 29, 2023, the company's shareholders approved the authorized capital amounting to €212,500, divided into 20,000,000 ordinary shares, and 1,250,000 preference shares, each share with a nominal value of €0.01. In addition, and if and as per the moment the company's issued and paid-up ordinary share capital will amount to €200,000, comprised 20,000,000 ordinary shares, the transitional provision outlined in article 37 of the company's articles of association will become effective, according to which the authorized capital of the company 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. The completion of this transaction as outlined in this disclosure will trigger the above-noted transitional provision.

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. The participation of management in this transaction was discussed and approved by the full Supervisory Board of the company.

Dilution resulting from the transaction

Description	Shares to be issued	Total shares outstanding	Dilution (cumulative)	Shareholder starting with 1% on Feb 08, 2024, would then hold
Outstanding shares on February 08, 2024	-	17,710,591	-	-
Shares Issued from Private Placement on February 09, 2024	6,727,270	24,437,861	27.53%	0.72%

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 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. NOX-A12 in combination with radiotherapy has received orphan drug designation 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.

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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.