

29 June 2023



AGENDA



1. Opening

2. Annual Accounts 2022

- a. Discussion of the annual report 2022 (discussion)
- b. Policy on additions to reserves and on dividends (discussion)
- c. Adoption of the annual accounts 2022 (voting)
- d. Release from liability of the members of the board of directors (voting)
- e. Release from liability of the members of the supervisory board (voting)

3. Re-appointment of Susan Coles as member of the supervisory board (voting)

Voting result: unanimously approved

unanimously approved

Voting results: all

AGENDA



- 4. Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2023 (voting)

 Voting results: unanimously approved
- 4. Partial amendment of the articles of association in relation (i) to the increase of the authorised share capital and (ii) to (re-instating) a transitional provision to further increase the authorised share capital (voting)

 Voting results: unanimously approved
- 5. Delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith (voting)

 Voting results: unanimously approved
- 6. Renewal of the delegation to the board of directors to acquire shares (voting)
- 7. Close of meeting

Voting results: unanimously approved

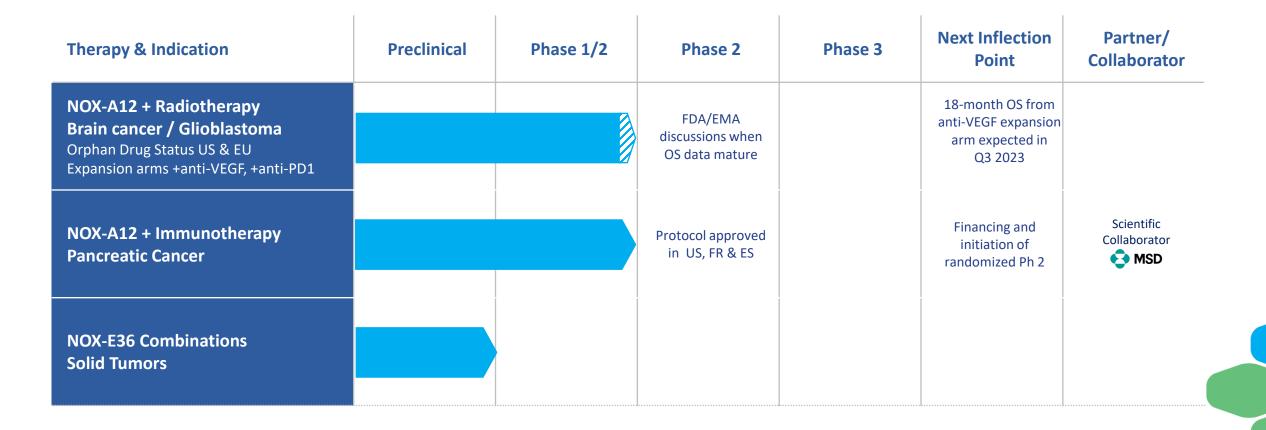


Discussion of the annual report 2022 (discussion)



Pipeline Assets Complement Anti-Cancer Therapies to Enhance Treatment Efficacy as of 28 June 2023





Trial ongoing or in preparation

All timelines subject to financing and patient recruitment

NOX-A12 (olaptesed pegol) is an injectable PEG-conjugated L-stereoisomer RNA aptamer that directly binds and neutralizes the chemokine CXCL12, preventing signaling through its two receptors CXCR4 & CXCR7. NOX-A12 also de-anchors the chemokine, destroying its gradient forming capacity.

NOX-E36 (emapticap pegol) is an injectable PEG-conjugated L-stereoisomer RNA aptamer conjugated to 40kD PEG that directly binds and neutralizes the chemokine CCL2, preventing signaling through its receptor CCR2. NOX-E36 also de-anchors the chemokine, destroying its gradient forming capacity.

Trial completed



HIGHLIGHTS 2022

- GLORIA NOX-A12 Phase 1/2 Study in First Line Brain Cancer Patients
- TME Pharma advanced its GLORIA Phase 1/2 study of NOX-A12 in first-line brain cancer patients in combination with radiotherapy (RT) ± bevacizumab (anti-VEGF) and presented data at two high-profile cancer conferences in the US, ASCO Annual Meeting in June 2022 and SNO Annual Meeting in November 2022
- The data demonstrated:
 - Good safety and tolerability profile of all combinations
 - Tissue analysis confirms mode(s) of action^{2,3}
 - Promising response rates for the combination of NOX-A12 + RT and for NOX-A12 + RT + BEV^{3,5}
- In June 2022, following the compelling and exciting data from the Phase 1/2 study in brain cancer, TME Pharma decided to focus resources and capabilities on the brain cancer program as the fastest opportunity to approval and market.⁷

Cohort Therapy	Patients with tumor size reduction	Tumor size reduction ≥50%¹
Standard of care historical control arm (n=20) ³	25%	10%
NOX-A12 + RT (n=10) ³	90%	40%
Standard of care + anti-VEGF (n=375; Wick 2013) ⁴	< 87 % ⁶	38%
NOX-A12 + RT + anti-VEGF (n=6) ⁵	100%	100% (83% mRANO)

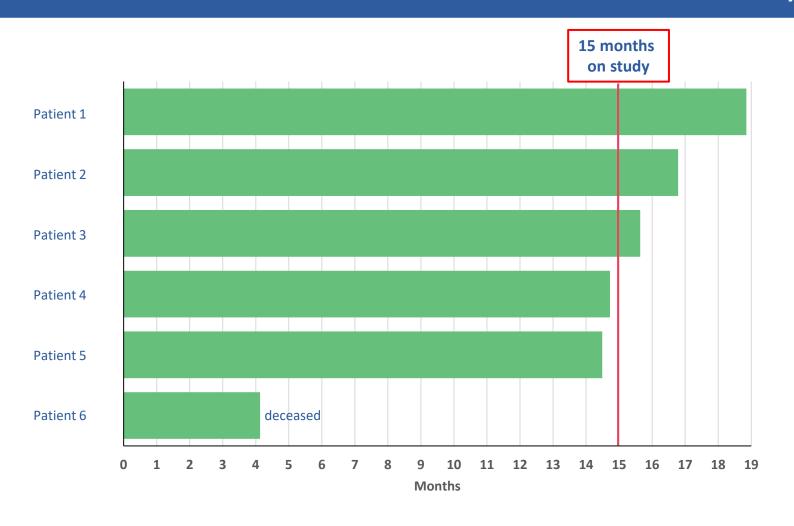


HIGHLIGHTS 2023 – Subsequent Events to Date

- GLORIA NOX-A12 Phase 1/2 Study in First Line Brain Cancer Patients
- Clinical outcome beyond expectation for the study population
 - NOX-A12 + RT: 12.7 months mOS¹ and 15.8 months mOS in biomarker high sub-population³
 - NOX-A12 + RT + BEV: 83% OS at 15 months, mOS will improve further as patients continue on trial²
- Potential biomarker identified which is predictive for clinical outcome in patients treated with NOX-A12 + RT³

NOX-A12 + RT + Bevacizumab: Maturing Survival Data 83% OS with 15-month Median Time on Study





- **5 out of 6 patients alive** with **15-month** median time on study (cut-off date 21 June 2023)
- Median overall survival (mOS) not yet reached
- 5 out of 6 patients achieved durable mRANO responses >6 months
- 18-month survival data expected in Q3 2023
- PD in patient 6, which led to death, was due to cerebrospinal fluid (CSF) metastases while target lesion control was maintained

Potential Predictive Biomarker in Patient Treated with NOX-A12 + RT: the EG12 Score - published in June 2023

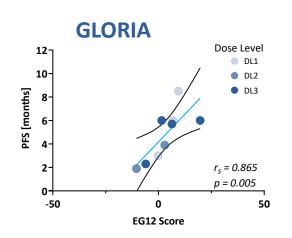


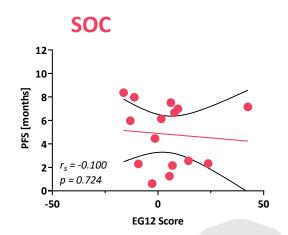
A predictive biomarker is a measurable biological characteristic that provides information about the likelihood of an individual patient to respond to a specific treatment.

Value of a Predictive Biomarker:

- Clinical Development: helps to identify target populations for clinical trials thereby enhancing the statistical power of the trial and reducing the risk of failure
- Personalized Medicine: guides treatment decisions by identifying patients who are more likely to respond to a specific therapy
- Health Economics: reduces healthcare costs associated with ineffective treatments, minimizing adverse events, and optimizing resource allocation thus supporting positive pricing and reimbursement decisions

- ➤ EG12 score is a potential **biomarker predictive for PFS** in patients treated with NOX-A12 + RT
- Analysis of tumor tissue revealed that frequency of endothelial cells and glioma cells expressing NOX-A12's target CXCL12 (E12/G12) correlates significantly with PFS in GLORIA patients but not in patients treated with standard of care (SOC)
- Combination of E12 and G12 results in EG12 score which strongly and significantly correlated with PFS of patients treated with NOX-A12 but not in SOC patients







HIGHLIGHTS 2022 & Subsequent Events

- Pancreatic Cancer OPTIMUS Phase 2 in combination with Keytruda®
 - As a result of the encouraging safety, tolerability and overall survival data obtained in the OPERA Phase 1/2 clinical trial, a Phase 2 trial in collaboration with MSD (European subsidiary of Merck & Co) is being prepared in second-line metastatic pancreatic cancer patients to determine the best combination of NOX-A12 with Keytruda (pembrolizumab) and chemotherapy to further pursue in a pivotal trial.
 - The protocol of the planned Phase 2 OPTIMUS trial of NOX-A12 has been fully approved by regulators in France and Spain in H1 2022
 - TME Pharma receives Investigational New Drug (IND) approval from the US FDA for Phase 2 development of NOX-A12 in pancreatic cancer in the US in June 2023
 - The trial could be initiated rapidly when the required financial resources become available.



HIGHLIGHTS 2022

- The interest in and support of TME Pharma's product candidates and approach was underlined by the appointments of top brain cancer experts from the US and EU to the Scientific Advisory Board (SAB) and a collaboration with the NCI, US
- Scientific Advisory Board (SAB)
 - Two leading brain cancer experts from the US and Europe, Dr. Michael Lim and Prof. Monika Hegi, were appointed in May 2022 to the Scientific Advisory Board (SAB) chaired by Dr. Jose Saro.
 - Prof. Monika Hegi is Head of the Laboratory of Brain Tumor Biology and Genetics, Department of Clinical Neurosciences, University Hospital Lausanne, Switzerland.
 - Dr. Michael Lim is Professor and Chair of the Department of Neurosurgery, Stanford University, California, USA.
 - Prof. Hegi and Dr. Lim provide strategic and scientific counsel on TME Pharma's lead program NOX-A12 in brain cancer (glioblastoma)
- Collaboration with US National Cancer Institute
 - In June 2022 TME Pharma entered into a collaboration with the US National Cancer Institute (NCI) of the US National
 Institutes of Health (NIH) to further explore the effects of NOX-A12 and NOX-E36, individually and combined, on brain
 tumors. The research program is led by Mark R. Gilbert, M.D., Chief of the Neuro-Oncology Branch at the NCI's Center for
 Cancer Research (NCI/CCR).



HIGHLIGHTS 2022

- Cash Position on December 31, 2022
 - On December 31, 2022, TME Pharma had cash resources of €4.6 million.
 - The Company successfully raised €7.5 million in cash in 2022 through the Atlas Opportunities (ASO) financing vehicle and the exercise of outstanding warrants and their subsequent conversion to shares.
 - The flexible convertible bond agreement with ASO, initially disclosed on 23 April 2020, and amended on 14 October 2020 and on 29 December 2021, has been further amended on 18 May 2022 to adjust the remaining capacity to € 20.52 million, divided into nineteen equal tranches of € 1.08 million (nominal), modify the conversion conditions back to those of the original agreement in April 2020, and as of 01 July 2022 provide for more flexible conditions at the Company's discretion on the following two drawdowns by waiving market liquidity and capitalization conditions.

Subsequent Events

- Subsequent to 31 December 2022, the Company raised €2 million as part of a transaction that involved € 1.00 million in equity financing (gross) from a group of new investors and a € 1.08 million convertible bond financing (nominal) under the ASO agreement which has been further amended on 17 April 2023. ASO also converted €2 million convertible bonds into shares as part of the transaction at the same price per share as the new investors, thus aligning the financial interests of all investors in this transaction.
- Importantly, this €2 million financing is innovatively structured to remove pressure on the share price through the upcoming clinical datapoints by placing all newly created shares under a soft lock-up for 6 months, and also locking up remaining convertible bonds during this period.
- In addition, the convertible bond agreement with ASO is terminated other than with regard to the convertible bonds held by ASO following the transaction.
- Upon conversion of the currently outstanding ASO convertible bonds to shares, the capital structure of the Company will be free of warrants and other derivative-like structures other than the Company's Stock Option Plan.
- On 30 January 2023 the EGM resolved on the reduction of the nominal value of each share from € 1.00 to € 0.01 which became effective in May 2023.
- Since the balance sheet the authorized share capital was increased up to 8,000,000 ordinary shares and 500,000 preference share, thereof currently 5,317,193 ordinary currently issued and outstanding.



HIGHLIGHTS 2022

- Consolidated financial statements 2022
 - Cash and cash equivalents on balance sheet date of € 4.6 million (prior year: € 9.5 million)
 - Net loss of € 15.1 million (compared to € 14.5 million in 2021), with loss from operations of € 12.0 million (prior year: € 13.3 million)
 - Net cash used in operating activities € 12.1 million (prior year: € 12.4 million)
 - Capital raise (after deduction of transaction costs) during 2022 of € 7.3 million (prior year: € 11.5 million)



Consolidated Statements of Comprehensive Loss

(in K€)	2022	2021
Other operating income	34	82
Research and development expenses	-8,148	-10,657
General and administrative expenses	-3,882	-2,876
Foreign exchange result (net)	-33	184
Loss from operations	-12,029	-13,267
Finance income	303	319
Finance cost	-3,400	-1,504
Loss before income tax	-15,126	-14,452
Income tax	-7	-1
Net loss	-15,133	-14,453
Items that may be reclassified		
subsequently to profit or loss		
Foreign operations – FX translation	3	5
Total comprehensive loss	-15,130	-14,448
Net loss/total comprehensive loss attributable to:		
Owners of the Company	-15,129	-14,452
Non-controlling interests	-1	-1
	-15,130	-14,448
Loss per share in EUR per share * (basic and diluted)	-12,86	-21,90

- Other operating income decreased on an overall basis and resulted mainly from reduction of sale of raw materials and services provided as well as other income, partly offset by higher derecognition gains of benefits waived and derecognition of a liability.
- Research and development expenses decreased 24%. The decrease is mainly driven by lower costs associated with clinical trials, including costs for drug manufacturing, service fees and other costs related to clinical trials and preclinical testing, partly offset by increased patent costs and consulting services, personnel expenses and other expenses.
- General and administrative expenses increased 35%. The increase is mainly driven by higher personnel expenses as well as higher legal, consulting and audit fees. In addition, public and investor relations expenses and other expenses increased compared to 2021.
- Finance income and finance cost in FY 2022 and FY 2021 is non-cash finance cost, except for transaction costs of K€ 122 (FY 2021: K€47) borne by the Company in conjunction with the issuance of convertible bonds and K€ 11 (FY 2021: € 2k) relating to interest expense for lease liabilities.

^{*} Number of ordinary shares was adjusted for the share consolidation consummated in July 2022



Consolidated Statements of Financial Position

(in K€)	2022	2021
Intangible assets	4	4
Equipment	47	47
Right-of-use asset	174	19
Financial assets	5	5
Total non-current assets	230	75
Other assets	377	209
Financial assets	0	28
Cash and cash equivalents	4,634	9,456
Total current assets	5,011	9,693
Total assets	5,241	9,768
Total equity	-1,272	4,502
Lease liabilities	67	0
Total non-current liabilities	67	0
Financial liabilities	4,141	2,505
Lease liabilities	112	21
Trade accounts payable	1,695	2,235
Other liabilities	498	505
Total current liabilities	6,446	5,266
Total equity and liabilities	5,241	9,768

- The movements in total current assets from 31 December 2021 to 31
 December 2022 primarily relate to a decrease in cash and cash equivalents by
 K€ 4,822 from K€ 9,456 to K€ 4,634 as a result of continued research and development activities exceeding financing activities.
- The change in equity from 31 December 2021 to 31 December 2022 was mainly due to the effects of capital increases resulting from financing events and the net loss incurred in 2022, leading to a negative shareholders equity.
- As a result of the capital increases subscribed capital increased from K€ 746 as of 31 December 2021 to K€ 1,739 as of 31 December 2022 and additional paidin capital increased from K€ 176,461 to K€ 184,839, respectively. The increase in additional paid-in capital includes share-based payments of K€ 589.
- Due to a capital reduction and concurrent capital increase of TME Pharma AG, TME Pharma N.V. holds 100.0% of the shares of TME Pharma AG as of 31 December 2022. Non-controlling interest of K€ 14, after an increase of K€ 1 reflecting net losses attributable to such non-controlling interest in 2022 prior to the capital reduction and concurrent capital increase, was recognized in additional paid-in capital.
- Current liabilities increased from K€ 5,266 as of 31 December 2021 to K€ 6,446 as of 31 December 2022, mainly resulting from the increase in financial liabilities. Non-current liabilities consist of lease liabilities in conjunction with the recognition of right-of-use assets as of 31 December 2022.
- Trade accounts payable decreased from K€ 2,235 as of 31 December 2021 to K€ 1,695 as of 31 December 2022 in the course of the decreased research and 15 development activities.



Consolidated Cash-Flow Statements

(in K€)	2022	2021
Net cash used in operating activities	-12,143	-12,381
Net cash used in investing activities	-21	-14
Net cash provided by financing activities	7,285	11,498
Net change in cash and cash equivalents	-4,879	-897
Cash at the beginning of period	9,456	10,304
Effect on movements in exchange rates		
on cash held	57	49
Cash at the end of period	4,634	9,456

- The decrease in net cash used in operating activities from K€ 12,381 in FY 2021 to K€ 12,143 in FY 2022 was mainly a result of the decrease of the loss from operations from K€ 13,267 in FY 2021 to K€ 12,029 in FY 2022, partly offset by a decrease of trade accounts payable and other liabilities.
- The increase in net cash used in investing activities from K€ 14 in the FY 2021 to K€ 21 in the FY 2022 is due to increased purchases of equipment.
- The decrease in net cash provided by financing activities from K€ 11,498 in the FY 2021 to K€ 7,285 in the FY 2022 was mainly due to lower proceeds from the issuance of ordinary shares of the Company in the amount of K€ 85 in the FY 2022 compared to K€ 7,219 from the issuance of ordinary shares in the FY 2021, partly offset by higher proceeds from the issuance of convertible bonds of the Company in the amount of K€ 7,431 in the FY 2022 and K€ 4,371 in the FY 2021.



HIGHLIGHTS 2022

- Company only financial statements 2022
 - Cash at bank and in hand on balance sheet date of € 2.7 million (prior year: € 8.8 million)
 - Net result being a loss of € 15.1 million (compared to € 14.5 million in 2021), with
 - Loss from share in results from participating interests, after taxation € 10.2 million (prior year: € 12.1 million)
 - Other result after taxation being a loss of € 4.9 million (prior year: € 2.3 million)
 - Capital raise of the Company for TME Pharma group (after deduction of transaction costs) during 2022 of € 7.4 million through the Atlas Special Opportunities (ASO) financing vehicle and the exercise of outstanding warrants (prior year: € 11.5 million)
- ASO financing vehicle impact on equity position of the Company
 - The ASO financing is a Convertible Bonds financing, initially recognized as financial liability, (reflected as financial liability claim on the Company, which will materialize over time only upon conversion by Atlas of its convertible bond in whole or in part at which point in time it will be recognized as equity)
 - The conversion is upon the discretion of ASO
 - Mandatory conversion at the date of 24 months after the date of the issue of the convertible bonds

Subsequent Events

- Subsequent to 31 December 2022, the Company raised €2 million as part of a transaction that involved € 1.00 million in equity financing (gross) from a group of new investors and a € 1.08 million convertible bond financing (nominal) under the ASO agreement which has been further amended on 17 April 2023. ASO also converted €2 million convertible bonds into shares as part of the transaction at the same price per share as the new investors, thus aligning the financial interests of all investors in this transaction.
- As a result of these factors and based on monthly management reporting, the equity position became positive and was below 50% of the paid-up capital end of April 2023. Due to the reduction of the nominal capital, the 50% threshold was exceeded at the end of May 2023. As a result of the ongoing R&D activities of the subsidiary TME Pharma AG, it is expected that equity will fall again below the 50% threshold and it is likely to become negative before the end of the year 2023.



Balance Sheet of the Company

(in K€)	2022	2021
Equipment	24	21
Right-of-use assets	174	0
Financial fixed assets	266	0
Total fixed assets	464	21
Receivables due from group companies	474	156
Other receivables	123	186
Cash at bank and in hand	2,740	8,850
Total current assets	3,337	9,192
Total assets	3,801	9,213
Total equity Lease liabilities	-1,268 67	4,510 0
Total non-current liabilities	67	0
Financial liabilities	4,141	2,505
Lease liabilities	112	0
Trade payables	399	410
Liabilities due to group companies	65	72
Provision for constructive obligation due to group companies	0	1,332
Other liabilities	285	384
Total current liabilities	5,002	4,703
Total equity and liabilities	3,801	9,213

- The Company's total fixed assets include office equipment, right-of-use assets and financial fixed assets. Total fixed assets increased from K€ 21 as of 31 December 2021 to K€ 464 as of 31 December 2022 as a result of an increase of right-of-use assets due to the commencement of a new real estate lease in July 2022 of K€ 174 and the recognition of a financial fixed asset of K€ 266 reflecting the positive equity of participating interests.
- The Company's total current assets consist of its cash at bank and in hand and other receivables. As of 31 December 2022, the Company's cash at bank and in hand amounted to K€ 2,740 (prior year: K€ 8,850). Other assets correspond to prepaid expenses consisting of insurance and service contracts, the Company's liquidity account as well as claims against local tax authorities for value added tax (VAT) on supplies and services received.
- The total equity as of 31 December 2022 amounted to a negative equity of K€ 1,268 compared to an equity of K€ 4,510 as of 31 December 2021.
- The Company's total liabilities comprise non-current lease liabilities of K€ 67 in conjunction with the recognition of right-of-use assets.
- Current liabilities as of 31 December 2022 include financial liabilities of K€
 4,141 reflecting the ASO financing (bonds payable on demand and
 compound derivative liability), lease liabilities of K€ 112, trade payables of
 K€ 399, liabilities due to group companies of K€ 65 and other liabilities of K€
- Current liabilities as of 31 December 2021 include financial liabilities of K€ 2,505 reflecting the ASO financing (bonds payable on demand and compound derivative liability prior year: K€ 581), trade payables of K€ 410, liabilities due to group companies of K€ 72, provision for constructive obligation of K€ 1,332 and other liabilities of K€ 384



Equity position of the Company

(in K€)	2022	2021
Issued capital	1,739	746
Share premium	68,629	60,266
Retained earnings	-56,502	-42,050
Undistributed results	-15,134	-14,452
Total equity	-1,268	4,510

- As of 31 December 2022, the issued capital of the Company amounts to K€ 1,739 (prior year: K€ 746) and is divided into 1,739,335 ordinary shares (prior year: 746,015), each with a nominal value of € 1.00.
- In 2022, the Company issued an aggregate of 993,320 ordinary shares and raised € 7.5 million (excluding transaction costs incurred of € 0.1 million) in connection with the following financing transactions:
 - Issuance of 11,054 ordinary shares to Yorkville through the exercise of 41,778
 warrants (cash inflow of K€ 85 as consideration received for ordinary shares), and
 - Issuance of 982,266 ordinary shares against conversion of 6,650 convertible bonds (comprising of 2,419 convertible bonds outstanding on 31 December 2021 and 4,231 convertible bonds out of 8,138 convertible bonds issued in 2022) against net cash inflow in 2022 of K€ 7,431) with a nominal amount of € 1,000 per each convertible bond.
- As a result, additional issued capital of K€ 993 and share premium of K€ 7,817 were recognized less issuance costs of K€ 14.
- As a clinical stage biopharmaceutical company, the Group has incurred operating losses since inception and expects to incur operating losses in the foreseeable future.
- The Group will be required to raise further funds by alternative means of financial support
 or conduct of a partnering deal for one of its product candidates prior to the fourth quarte
 of 2023 in order to execute on its plans.
- Management is pursuing various financing alternatives to meet the Group's future cash requirements, including seeking additional investors, pursuing industrial partnerships, or obtaining further funding from existing investors through additional funding rounds, pursuing a merger or an acquisition. The management of TME Pharma is pursuing all of these avenues in parallel with the assistance of experienced external support.

Strong Value Proposition Through Differentiated Pipeline Targeting the Tumor Microenvironment



MISSION

Develop novel therapies for treatment of cancers where the Tumor Microenvironment significantly impacts survival

NOX-A12 LEVERAGEABLE TECHNOLOGY

Dual MoA leverageable to solid tumors as
combinations with:

- Radiotherapy (RT)
- Anti-vascular agents VEGF-(R)
- Immunotherapies

VERY
PROMISING
DATA

Brain Cancer (1st line GBM)
Phase 1/2 clinical trial in SoC
refractory population

NOX-A12 + RT + bevacizumab¹:

- 83% of patients alive at 15-month median follow-up
- 83% durable partial responses as per mRANO
- 2 of 6 patients with >99% tumor size reduction

FOCUS ON
ORPHAN CANCER
INDICATIONS

Brain Cancer (1st line GBM)

~\$2.5 bn Addressable Market

Pancreatic Cancer
(2nd line)
~\$6 bn Addressable
Market

UPCOMING CATALYSTS

GBM expansion arm
NOX-A12 + RT
+ bevacizumab

18-month survival data
expected in Q3 2023

Planned **regulatory discussion** on approval pathway in GBM when
OS data mature



Policy on additions to reserves and on dividends (discussion)



Adoption of the annual accounts 2022 (voting)



Release from liability of the members of the board of directors (voting)



Release from liability of the members of the supervisory board (voting)



Re-appointment of Susan Coles as member of the supervisory board (voting)



Appointment of Baker Tilly (Netherlands) N.V. as statutory auditor for the financial year 2023 (voting)



Partial amendment of articles of association in relation (i) to the increase of the authorized share capital and (ii) to (re-instating) a transitional provision to further increase the authorized share capital (voting)



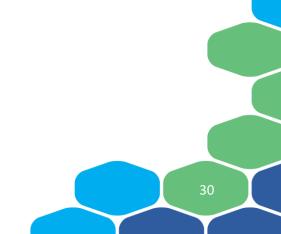
Delegation to the board of directors to issue ordinary shares and/or preference shares and to limit or exclude any pre-emptive rights in connection therewith (voting)



Renewal of the delegation to the board of directors to acquire shares (voting)



CLOSE OF MEETING





Thank You!