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 (see: 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

Ordinary Shares
in the share capital of
TME Pharma N.V.

This document was prepared on 12 December 2024.

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?

52,000,000 new ordinary shares (the ***Shares***) in the share capital of TME Pharma N.V. (the ***Issuer***) are offered by the Issuer (the ***Public Offer***). The Shares will be 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 Shares are only offered to those persons that are shareholders of the Company on 11 December 2024 (the ***Record Date***), after reflecting all debit and credit entries as of that date.

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 specialises 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 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 6 of this Information Document;
- **Operational risks**, as further described on page 6 of this Information Document; and
- **Financial risks**, as further described on page 7 of this Information Document.

What is the target market for this investment?

The target market for this investment consists of all shareholders of the Issuer as of the Record Date, 11 December 2024. Each existing shareholder will be entitled to subscribe for five Shares for every four ordinary shares it holds in the Issuer's share capital on the Record Date. For any shareholders holding less than 4 shares, for each share held on the Record Date of 11 December 2024, close of business, shareholders are entitled to purchase one newly issued Share at a price of €0.05 per Share. Technically, if all existing shareholders on the Record Date use their subscription rights in full, this would result in 52,731,635 new shares subscribed for. However, the total number of Shares to be issued under this Public Offer is limited to 52,000,000. Therefore, if the total number of subscribed shares exceeds the 52,000,000 Shares, entitlements may be adjusted on a pro-rata basis. Fractional Shares will not be issued; any fractional entitlements will be rounded down to the nearest whole Share.

The total investment in an amount of EUR 2,600,000 (the ***Guaranteed Investment Amount***) has been fully guaranteed by a group of individually acting investors (the ***Guarantors***) including shareholders - who hold approximately 11% of the Issuer's outstanding share capital - and a corporate partner. The Guarantors will purchase any of the 52,000,000 Shares that have not been subscribed for during the priority period by the other shareholders of the Issuer. The Guarantors will receive a fee of 7% of the amount that they guarantee as compensation, whether or not the full amount is called by TME Pharma.

Each Guarantor acts as an individual and the Guaranteed Investment Amount does not represent a concerted action towards the potential control of the Issuer, and to the best of the Company's knowledge there are no related agreements between the Guarantors. None of them individually would cross the threshold of 50% ownership even if the Guaranteed Investment Amount was required in full. In order for the Issuer to have certainty on gross proceeds from the transaction, the Guaranteed Investment Amount totals EUR 2,600,000.

What kind of investment is this?

General

- The Public Offer will be carried out without shareholders' preferential subscription rights on an irreducible basis with a priority period during which shareholders on the Record Date can subscribe for shares. This priority period for subscription is neither transferable nor negotiable.
- The securities (i.e., the Shares) to be issued are ordinary shares in the share capital of the Issuer.
- A maximum number of 52,000,000 Shares will be issued.
- Each existing shareholder will be entitled to subscribe for five Shares for every four ordinary shares it holds in the Issuer's share capital on the Record Date. For any shareholders holding less than 4 shares, for each share held on the Record Date of 11 December 2024, close of business, shareholders are entitled to purchase one newly issued Share at a price of €0.05 per Share. Technically, all existing shareholders on the Record Date could subscribe for a total of 52,731,635 new shares. However, if the total number of

subscribed shares exceeds the 52,000,000 Shares available under this Public Offer, entitlements may be adjusted on a pro-rata basis. Fractional Shares will not be issued; any fractional entitlements will be rounded down to the nearest whole Share.

Valuation
- The nominal value of each Share amounts to EUR 0.01.
- The subscription price of each Share is EUR *0.05*.

Participation
- The date of issue of the Shares and settlement thereof is 27 December 2024 (***Issuance Date***).

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 returns of your investment" on page 7.

What are the costs for you as an investor?

You pay no issuing costs on your investment other than the subscription price. However, a shareholder may pay certain costs to his intermediary (bank or broker) in connection with the purchase of Shares. When selling your Shares, you will not pay any compensation to the Issuer but you may pay other costs due to third party(ies).

What will your investment be used for?

The net proceeds are expected to extend 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. Parts of the gross proceeds (i.e., approximately 13%) 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 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:
- There are 2,811,080 Warrants Z outstanding at the date of this Information Document, which entitle certain shareholders of the Issuer to subscribe for a maximum number of 3,513,850 new ordinary shares against an exercise price of 20 eurocents per share. Currently, a fourth exercise period is running from 18 November 2024 until 13 December 2024. If any Warrants Z are exercised in this fourth exercise period, the Issuer's outstanding share capital may change. There will be two further exercise periods, running from 24 February 2025 until 21 March 2025 and from 26 May 2025 until 20 June 2025.

Dilutive potential of Warrants Z following Public Offer

Description	New shares to be issued (max)	Total shares outstanding	Dilution (max)	Shareholder sta with 1% would hold
Outstanding shares following Public Offer	-	94,185,311	-	1%
Outstanding shares if all outstanding Warrants Z (2,811,080 as on the date of the Information Document) are exercised	3,513,850	97,699,161	3.60%	0.96%

Please refer to https://www.tmepharma.com/index.php?option=com_content&view=article&id=77&Itemid=1244 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
- E. Staniuk (Senior Director Investor Relations & Business Development).

The supervisory board of the Issuer consists of:

- M. PetitBon (Chairman);
- C.A. Izeboud;
- S.M.N. Coles;
- L.T. Schalop; and
- A. Glucksmann.

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 exclusive 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 advance through a partnering, licensing, financing, spin-out or other strategic transaction:

    - NOX-A12 (olaptesed pegol): The Group's lead product candidate NOX-A12 targets a key chemokine in the tumor microenvironment, 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.
        - The clinical results of the **NOX-A12 combination with anti-VEGF therapy and radiotherapy** have shown a **statistically significant survival benefit** over both
            - a matched standard of care cohort (p=0.003) and
            - NOX-A12 combination with radiotherapy only (p=0.021);
        - **Median overall survival (mOS) time was doubled** for the NOX-A12 combination with anti-VEGF therapy and radiotherapy vs the matched standard of care cohort, increasing mOS from 9.5 to 19.9 months.
        - The US FDA has recognized the potential of NOX-A12 in the treatment of glioblastoma by awarding the program its Fast Track designation.
        - TME Pharma has developed plans for the continued clinical development of NOX-A12 approved by both, the US FDA and the German regulatory authority (BfArM, Bundesinstitut für Arzneimittel und Medizinprodukte), in a Phase 2 randomized controlled study in glioblastoma patients with extremely poor prognosis – chemotherapy-resistant patients having measurable residual tumor remaining after surgery. Based on promising clinical data in pancreatic cancer, TME Pharma also has plans for clinical development for NOX-A12 in this indication which can be executed provided appropriate financing and drug supply are available.

      NOX-E36 (emapticap pegol): The Group's additional potential product candidate targets the chemokine CCL2 and related chemokines. The Group is investigating the potential development of this product candidate in ophthalmic diseases with a high need for well-tolerated therapies with anti-fibrotic and anti-inflammatory effects. The anti-fibrotic mode of action of NOX-E36 has already been demonstrated in relevant animal models of glaucoma filtration surgery and there are plans to test activity in various diseases affecting vision of large numbers of patients such as AMD (age-related macular degeneration) and PDR (proliferative diabetic retinopathy). TME Pharma believes that development in ophthalmological indications could be a promising opportunity in the context of spin-out with minimal financial contribution from TME Pharma, yet leaving a potential commercial success as potential upside to the company's shareholders.

    - Except for some preclinical, clinical and investigational medicinal product activities, the Group conducts all of its business activities in Germany.

    - According to its most recent business planning, current financial resources are projected to fund the Group into January 2025. With the consummation of the Public Offer cash reach is expected to be into June 2025. Within this timeframe the goal of the Group is to conclude partnering, licensing, spin-out or other strategic transaction for both clinical assets thereby obtaining non-dilutive financing, or to raise sufficient funds for continued development of NOX-A12. While management is confident that it will be able to achieve these goals there remains substantial uncertainty about timing and success of these efforts. The Group will be required to raise additional funds if these transactions are not completed before June 2025 in order to continue to execute on its plans. Should additional time be required beyond June 2025 to execute these transactions, the Guarantors have indicated their intention, though not a binding commitment, to support the Group 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 Group's success, the primary goal remains to finalize a licensing deal, larger financing round, spin-out, or strategic transaction before June 2025.

If the Group is not successful in obtaining the additional funds, there is substantial risk that the Group will be unable to continue as a going concern and may face liquidation or dissolution.

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, or its partners, 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.
  - 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 and to the best of the Company's knowledge there are no related agreements between the Guarantors. None of them individually would cross the threshold of 50% ownership even if the Guaranteed Investment Amount was required in full.

- **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.
  - Until end-Q2 2025, the Group expects to continue to rely on third parties, especially in relation to completion of the clinical trial, out-licensing, financing, spin-out and/or strategic transactions for both NOX-A12 and NOX-E36, research, development and regulatory activities including completion of the ongoing Phase 1/2 part of the NOX-A12 GLORIA trial in glioblastoma, securing and maintaining intellectual property, and general and administrative corporate purposes. To plan for the case that no partnership, acquisition, license or financing has been materialized by June 2025, the Group will need to intensify relationships and fully rely on third parties' expertise and support in relation to certain activities and listing requirements in this scenario. 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.
  - Under the current business plan, the Group expects to be able to rely on internal know-how from key personnel until at least end-Q2 2025. The loss of key personnel could adversely affect the Group's activities with respect to completion of the clinical trial, out-licensing, financing, spin-out and/or strategic transactions and its ability to comply with regulatory requirements.
  - If the Group 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.
  - The Group relies on patents and other intellectual property rights, including orphan drug designation in certain jurisdictions, 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:
    - According to its most recent business planning, current financial resources are projected to fund the Group into January 2025. With the consummation of the Public Offer cash reach is expected to be into June 2025. 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 by June 2025, there is substantial risk that the Group will be unable to continue as a going concern and may face liquidation or dissolution.
    - 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, licensing rights to NOX-A12 and/or NOX-E36, spinning-out assets or executing a strategic transaction may restrict the Group's operations or require it to relinquish rights to its technologies or product candidates.
    - Raising additional capital, including variable rate financing, may cause dilution to the Group's shareholders and dissuade other investors from providing financing to the Group.
    - 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.
    - 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.

Please refer to (i) pages 22 - 23 and 31 of to the most recent half year report and (ii) pages 20 - 33 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 the use of proceeds

- The total gross proceeds from the Public Offer will be EUR 2,600,000. This amount has been guaranteed by a group of individually acting investors.

- 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. Parts of the gross proceeds (i.e., approximately 13%) will be used to cover the guarantee as well as service provider fees relating to this transaction.

- The net proceeds are expected to be sufficient to expand the financial runway from January 2025 into June 2025.

Further information on the returns of your investment

The Issuer has never declared or paid any cash dividends on its ordinary shares. In general, 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. However, in the case of a strategic transaction, the Issuer plans to return significant portion of funds obtained to its shareholders as a dividend once ongoing needs are covered.

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 2024. 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 1,567 and consists of:
  - subscribed capital of EUR 422;
  - additional paid-in capital of EUR 198,982;
  - accumulated deficit of EUR -197,619;
  - cumulative translation adjustment of EUR 9; and
  - treasury shares of EUR -227.

- The loan capital (financial liabilities) amounts to EUR 118 and consists of:
  - EUR 113 Warrants Z derivative financial liability; and
  - EUR 5 current lease liabilities.

- The equity/debt ratio is 93% / 7%.

- The working capital amounts to EUR 1,638 and consists of:
  - EUR 192 current other assets;
  - EUR 2,703 cash and cash equivalents;
  - EUR 1,039 trade accounts payable; and
  - EUR 218 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 6;
- Research and development expenses for the period amount to EUR 1,100;
- General and administrative expenses for the period amount to EUR 1,643;
- Foreign exchange result for the period amount to (net, gain) EUR 5;
- Finance income for the period amount to EUR 4;
- Finance cost for the period amount to EUR 520; and
- The net loss for the period amounts to EUR 3,248.

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

- Proceeds from the offer are expected to be EUR 2,262 (net).
- The amount of equity after the transaction is EUR 3,829.
- The loan capital (financial liabilities) will amount to EUR 118.
- Following the issue of Shares, the equity/debt ratio is 97% / 3%.
- Following the issue of the Shares, the working capital amounts to EUR 3,900 and consist of:
  - EUR 192 current other assets;
  - EUR 4,965 cash and cash equivalents;
  - EUR 1,039 trade accounts payable; and
  - EUR 218 other current liabilities.

Other securities: Warrants Z.

As of 30 June 2024, 2,812,632 Warrants Z were outstanding with the right for the holders to subscribe for a maximum number of 3,515,790 new ordinary shares against an exercise price of 20 eurocents per new share and total net cash payments of EUR 625. If all of these Warrants Z had been exercised as of 30 June 2024 and without the issue of Shares, the equity / debt ratio would have been 95% / 5%.

In September 2024, an exercise period of Warrants Z resulted in the issuance of 1,940 new ordinary shares against a gross cash payment of EUR 0.4. For further information regarding this issuance, please visit the corporate website of the Issuer: https://www.tmepharma.com/.

At the date of this Information Document, another exercise period is running since 18 November 2024 until 13 December 2024. If any Warrants Z are exercised during that period, new ordinary shares will be issued against an exercise price of 20 eurocents per share and settled on 20 December 2024. The guaranteed Public Offer disclosed in this Information Document does not trigger any adjustments to the Warrants Z. After close of this exercise period and insofar not yet exercised, Warrants Z may be exercised during two further exercise periods,

with the first one running from 24 February 2025 until 21 March 2025 and the final one from 26 May 2025 until 20 June 2025. Exercise price during those periods will be 20 eurocents.

Further information on the offer and registration

- The offer period begins on 12 December 2024 and ends on 18 December 2024 (including).
- The Issuance Date of the Shares is 27 December 2024.
- Investors should subscribe in the following manner: shareholders that wish to subscribe for Shares will need to inform their respective financial intermediary (bank/custodian) accordingly and process the necessary instructions for the payment of subscription price. Such subscriptions will be received by UPTEVIA via EUROCLEAR for irreducible orders until 18 December 2024 at 17:00 CET.
- Further relevant information regarding the Public Offer: please visit the dedicated page on the website of the Issuer (https://www.tmepharma.com/).