OXURION[1]
Limited liability company
Gaston Geenslaan 1
3001 Leuven
Registered enterprise number: 0881.620.924
LER Leuven

(the **Company**)

REPORT OF THE BOARD OF DIRECTORS IN ACCORDANCE WITH ARTICLE 7:198 *JUNCTO* ARTICLES 7:179, §1, FIRST PARAGRAPH AND 7:191, SECOND PARAGRAPH AND 7:193 OF THE BELGIAN CODE OF COMPANIES AND ASSOCIATIONS

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1. INTRODUCTION

This report (the **Report)** has been prepared by the board of directors of the Company (the **Board of Directors**) in accordance with article 7:198 *juncto* articles 7:179, §1, first paragraph, 7:191, second paragraph and 7:193 of the Belgian Companies and Associations Code (the **BCCA**) in connection with the issue, within the framework of the authorised capital of the Company, of 7,226,039 new shares (the **New Shares**) with cancellation of the preferential subscription rights of the existing shareholders of the Company in favour of (i) Fidelity Management & Research, (ii) NOSHAQ SA, (iii) Banque CPH CV, (iv), Bareldam SA, and (v) ECP Liquid Fund 1, LLC (jointly, the **Investors**) (the **Transaction**).

In this Report, the Board of Directors sets out the following (i) a description of the authorised capital, (ii) a description and the justification of the proposed Transaction, (iii) the identity of the Investors as beneficiaries of the cancellation of the preferential subscription rights, (iv) the justification for the issue price of the New Shares, (v) the justification of the cancellation of the preferential subscription rights and (vi) the consequences of the Transaction, including the cancellation of the preferential subscription right, on the economic and voting rights of the shareholders.

The statutory auditor of the Company, BDO Bedrijfsrevisoren BV, represented by Mr Gert Claes, was requested to draw up the report in accordance with articles 7:179, §1, second paragraph and 7:191, third paragraph, and article 7:193, §1, third paragraph of the BCCA (the **Auditor's Report**). This Report should be read together with the Auditor's Report.

2. AUTHORISED CAPITAL

2.1 Description of the authorised capital

In accordance with article 46 of the articles of association, the Board of Directors of the Company may increase the share capital of the Company in one or more instalments by a (cumulative) maximum amount equal to EUR 147,976,946.87. This authorisation was granted by the extraordinary general meeting of 24 May 2019 and is valid for a period of 5 years from the publication of that resolution in the Annexes to the Belgian Official Gazette on 13 June 2019.

The authorisation of the Board of Directors with respect to the authorised capital applies to capital increases by contribution in cash or in kind, by conversion of reserves, with or without the issuance of new shares.

The Board of Directors is also authorised to request an issue premium and to book this issue premium (if any) on an unavailable account that can only be reduced or written off by a resolution of the general meeting taken in the manner required for the amendment of the articles of association.

Within the framework of the authorised capital, the Board of Directors is authorised, acting in the interest of the Company and subject to compliance with the conditions stipulated in articles 7:191 and following of the BCCA, to cancel or limit the statutory preferential subscription rights of the existing shareholders, even in favour of one or more specific persons or if the cancellation or limitation of the preferential subscription rights is not to the benefit of employees of the Company or its subsidiaries.

The Board of Directors has the power to amend the articles of association of the Company in accordance with the capital increase resolved upon within the framework of the authorised capital.

In view of the issuance of the New Shares, the Board of Directors wishes to use its authorisation with regard to the authorised capital and cancel the preferential subscription rights of the existing shareholders.

2.2 Available amount of the authorised capital

The Board of Directors refers to the capital reductions that have taken place, since the authorisation by the extraordinary general meeting of 24 May 2019, by resolutions of the special and extraordinary general meetings of 13 and 30 December 2019 and 6 and 24 August 2020 respectively, pursuant to which the capital of the Company was reduced from EUR 147,976,946.87 to EUR 55,325,961. Given that the amount of the authorised capital may not exceed the amount of the (subscribed) capital, the authorised capital was also reduced accordingly to EUR 55,325,961.

In addition, the Board of Directors has made use of the authorised capital:

- on 23 December 2020, when it resolved to issue 150,000 subscription rights under the 2020 Subscription Rights Plan and increase the Company's share capital in cash, subject to the condition precedent of (i) the grant, acceptance and exercise of the subscription rights and (ii) to the extent of their effective exercise, and this for an amount equal to the multiplication of (i) the number of subscription rights exercised by (ii) the exercise price of these subscription rights, possibly with booking on the "issue premium" account if the exercise price exceeds the par value of the shares at the time of their issuance, pursuant to which the authorised capital was reduced with an amount of EUR 216,000 from EUR 55,325,961 to EUR 55,109,961;
- on 14 April 2021, when it resolved to issue 1,085,000 subscription rights under the 2021 Subscription Rights Plan and increase the Company's share capital in cash, subject to the condition precedent of (i) the grant, acceptance and exercise of the subscription rights and (ii) to the extent of their effective exercise, and this for an amount equal to the multiplication of (i) the number of subscription rights exercised by (ii) the exercise price of these subscription rights, possibly with booking on the "issue premium" account if the exercise price exceeds the par value of the shares at the time of their issuance, pursuant to which the authorised capital was reduced with an amount of EUR 1,562,400 from EUR 55,109,961 to EUR 53,547,561;
- on 22 July 2021, when it resolved to issue (i) up to 2,000 convertible bonds (each with a nominal value of EUR 2,500) for a total amount of EUR 5,000,000 against a contribution in cash and (ii) up to 210 convertible bonds (each with a nominal value of EUR 2,500) for a total amount of EUR 525,0000 against a contribution in kind, with cancellation of the statutory preferential subscription rights of the existing shareholders, to the benefit of Negma Group Ltd in accordance with article 7:198 *juncto* articles 7:180, 7:191 and 7:193 of the BCCA, the effective issuance of these convertible bonds being subject to the extent of the subscription to (tranches of) these convertible bonds, pursuant to which the authorised capital was reduced with an amount of EUR 5,525,000 from EUR 53,547,561 to EUR 48,022,561;

- on 22 September 2021, when it resolved to issue 550,000 subscription rights under the 2021 Subscription Rights Plan and increase the Company's share capital in cash, subject to the condition precedent of (i) the grant, acceptance and exercise of the subscription rights and (ii) to the extent of their effective exercise, and this for an amount equal to the multiplication of (i) the number of subscription rights exercised by (ii) the exercise price of these subscription rights, possibly with booking on the "issue premium" account if the exercise price exceeds the par value of the shares at the time of their issuance, pursuant to which the authorised capital was reduced with an amount of EUR 792,000 from EUR 48,022,561 to EUR 47,230,561;
- on 20 December 2021, when it resolved to issue up to 100 convertible bonds (each with a nominal value of EUR 100,000) for a total amount of EUR 10,000,000, as part of a loan agreement entered into by the Company with Kreos Capital VI (UK) Limited **(Kreos)**, Pontifax Medison Finance (Israel) L.P. (**Pontifax Israel**) and Pontifax Medison Finance (Cayman) L.P. (**Pontifax Cayman** and together with Pontifax Israel, **Pontifax**) (Pontifax together with Kreos, the **Lenders**) with cancellation of the statutory preferential subscription rights of the existing shareholders, to the benefit of the Lenders in accordance with article 7:198 *juncto* articles 7:180, 7:191 and 7:193 of the BCCA, pursuant to which the authorised capital was reduced with an amount of EUR 10,000,000 from EUR 47,230,561 to EUR 37,230,561; and
- on 30 December 2021, when it resolved to issue 862,000 subscription rights under the 2021 Subscription Rights Plan and increase the Company's share capital in cash, subject to the condition precedent of (i) the grant, acceptance and exercise of the subscription rights and (ii) to the extent of their effective exercise, and this for an amount equal to the multiplication of (i) the number of subscription rights exercised by (ii) the exercise price of these subscription rights, possibly with booking on the "issue premium" account if the exercise price exceeds the par value of the shares at the time of their issuance, pursuant to which the authorised capital was reduced with an amount of EUR 1,241,280 from EUR 37,230,561 to EUR 35,989,281.

As a result, the available authorised capital amounts to EUR 35,989,281 at present.

3. PROPOSED TRANSACTION

3.1 Capital increase in cash

On the basis of the authorised capital, the Board of Directors proposes to conduct a capital increase in cash, by the issue of 7,226,039 New Shares without nominal value, with cancellation of the statutory preferential subscription rights of the existing shareholders in favour of the Investors.

The New Shares will be subscribed at an issue price of EUR 1.44 per share (the **Issue Price**) to be paid in cash.

An application will be made for admission to listing and trading on Euronext Brussels of the New Shares issued in the context of the Transaction:

- for 4,864,929 New Shares, to be issued in dematerialized form, an application for admission to trading will be made on or around the date of issue of the New Shares based on the exemption set out in article 1(5)(a) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union of 14 June 2017, as amended (the **Prospectus Regulation**); and
- for the remaining 2,361,110 New Shares, to be issued in registered form, the Company is preparing a prospectus, which is drawn up as a recovery prospectus in accordance with Article 14 (a) of Prospectus Regulation and which constitutes a listing prospectus for purposes of

Article 3(3) of the Prospectus Regulation, in order to obtain the listing within 90 calendar days as from their issuance in accordance with Book I of the Euronext Rule Book.

3.2 Identity of the beneficiaries and nature and extent of their contribution

The Company has instructed a syndicate of banks consisting of Belfius Bank NV/SA and Bank Degroof Petercam SA/NV, each in their capacity as *Joint Bookrunner* (together, the **Joint Bookrunners**) to contact a broad group of potential investors to inquire about their interest in the Company, with the aim to identify potential investors interested in subscribing to New Shares.

Following such contacts, the following Investors have been selected and found willing to invest in the Company at the Issue Price for the following amounts:

Name	Investment amount	Number of New Shares to be subscribed
Fidelity Management & Research, 245 Summer Street MA 02109 Boston, USA	EUR 4,505,500.00	3,128,819
Noshaq SA, Rue Lambert Lombard 3, 4000 Liège, Belgium	EUR 1,500,000.00	1,041,666
Banque CPH SC, Rue Perdue 7, 7500 Tournai, Belgium	EUR 1,000,000.00	694,444
Bareldam SA, Rue Pierre D'Aspelt 11, 1142 Luxemburg, Luxemburg	EUR 1,700,000.00	1,180,555
ECP Liquid Fund 1, LLC, 885 Arapahoe Avenue, Suite 2, Boulder, CO 80302, USA	EUR 1,700,000.00	1,180,555
Total	**EUR 10,405,500.00**	**7,226,039**

Additional information and company details of the Investors can be found below:

<u>*New shareholders*</u>

- **Fidelity Management & Research**, is a US-based (Boston) privately-owned investment management firm that was established in 1946 as a mutual funds company and is to be considered one of the premier investors in Biotech on a global level. Fidelity Investments is the world's fourth largest asset manager with discretionary assets under management (AUM) of USD 4.2 trillion and total assets under administration (AUA) of USD 11.1 trillion as of 30 September 2021.

- **NOSHAQ SA**, is a Belgium-based (Liège) investment fund and project developer that offers financing solutions to a portfolio of over 470 companies, including more than 20 companies active in Biotech. NOSHAQ's share capital amounts to approximately EUR 700 million.

- **Banque CPH**, is a Belgian regional cooperative bank, providing a range of payment, savings and loans products and services to individuals and SMEs in Belgium. It was established in 1930 as 'Crédit Professionel du Hainaut', and is headquartered in Tournai, Belgium.

Existing shareholders

- **Bareldam SA**, is a Luxemburg-based holding company managed by David Vlerick (and controlled and owned by members of the Vlerick-family). Bareldam is a long standing shareholder of the Company and has supported the Company's business, vision and strategy for several years. Prior to the Transaction, Bareldam, holds 6.00% of the issued share capital of the Company.

- **ECP Liquid Fund 1, LLC** is an investment vehicle managed by Epacria Capital Partners LLC, a US-based single-family office managed by Thomas Clay (and controlled and owned by members of the Clay family). Epacria Capital Partners manages a wide range of both public and private investments and is a longstanding shareholder of the Company. Thomas Clay's father, Landon Clay, led the first external investment in the Company, and the family has supported the Company's business, vision, and strategy for many years. Prior to the Transaction, Epacria Capital Partners managed family investments totalling 8.53% of the issued share capital of the Company.

3.3 Issue price of the New Shares

The Issue Price for the New Shares is EUR 1.44 per share to be paid in cash.

The Issue Price is equal to the par value of the existing shares of the Company before the Transaction and will be fully allocated to the capital of the Company.

3.4 Rights attached to the New Shares

The New Shares issued in the context of the Transaction will be in dematerialised form or in registered form, without mention of nominal value.

All New Shares will be of the same kind as the existing shares and will enjoy the same rights and benefits as the existing shares. They will share in the result of the current financial year.

As mentioned above, an application will be made for the New Shares to be admitted to listing and trading on Euronext Brussels.

4. JUSTIFICATION OF THE TRANSACTION

The Company is dependent on obtaining new sources of funds to continue the development of its two clinical assets, THR-149 and THR-687, both of which are currently in Phase 2 clinical trials for Diabetic Macular Edema (DME), THR-149 for second-line treatment and THR-687 for first-line treatment (the **Clinical Assets**). The Company's ability to complete the milestones in the development of its Clinical Assets will be put at risk if it is not able to access available funding due to the conditions attached to that funding, raise additional funding and/or reduce its expenditures when required to do so, all of which is uncertain. If the Company is not able to attract additional sources of funding, it will be required to reduce its costs, which could put one or both of the trials at risk and result in a significant reduction in the value of the Company and its shareholders.

The reason for the Transaction is to fund the Company's operations and the further development of its Clinical Assets. The Company intends to use the net proceeds of the Transaction for:

- Part B of the Phase 2 trial for THR-149 for the treatment of DME, which is an approximately 100 patient trial, and which is expected to be completed in mid-2023;

- Provided the Part A (dose finding) of the Phase 2 trial for THR-687 for the treatment of DME is successful, Part B of the trial, which would begin in 2H 2022;
- Preparatory work for a potential Part B Phase 2 for THR-687 for the treatment of wet age-related macular degeneration (**wet AMD**); and
- General corporate purposes.

Approximately 80% of the net proceeds will be used for the Clinical Trials and the remaining 20% will be used for the Company's operating expenses. The Company does not prioritize between its Clinical Trials, which will run in parallel, not sequentially. Given the variables that impact the cost of the Clinical Trials, including whether Part A of the THR-687 Phase 2 clinical trial for DME is successful, rate of recruitment for the Clinical Trials, and numerous other factors, it is not possible to quantify the amounts that will be employed for each of the Clinical Trials.

Additional funds will be required to complete the Phase 2 studies of the THR-149 and THR-687 compounds in DME, as well as any additional Phase 2 study for the use of THR-687 to treat wet AMD. The issuance of New Shares in the context of the Transaction will allow the Company to quickly obtain funds at a critical moment to support the Company's working capital needs.

The Transaction allows the Company to further broaden its shareholders' structure, both on a national and an international level, with widely respected and knowledgeable investors as Fidelity Management & Research and NOSHAQ SA, which are considered to be leading US and European Healthcare investors. This is expected to improve the stability of the shareholders' structure of the Company. Also, the new investment by the Company's largest current shareholders and the entry of two renowned sector specialists, provide a strong signal of their support for the Company's business, vision and strategy.

For the above reasons, the Board of Directors is of the opinion that the Transaction is in the interest of the Company.

5. JUSTIFICATION OF THE ISSUE PRICE OF THE NEW SHARES

The Issue Price of EUR 1.44 represents a 4.35% premium to the closing price of the Company's shares on Euronext Brussels on 2 March 2022 (being EUR 1.38) and a 14.79% (rounded) discount to the average closing price over the 30-day period preceding 2 March 2022 (being EUR 1.69 (rounded)) (the **30-Day Average**).

On the basis of the indications that the Company received through the Underwriters from potential existing and new investors that expressed an interest to subscribe for New Shares, and taking into account market circumstances, the Company, upon proposal of the Underwriters, has determined the Issue Price at the close of the Private Placement, following a confidential book building process and at arm's length discussions with the Underwriters and Investors.

The Board of Directors notes that the 30-Day Average of the closing price of the shares issued by the Company is not an accurate basis to calculate the Issue Price, considering the current geopolitical circumstances.

The giving of a discount to the 30-Day Average is in this context outweighed by the adverse consequences of not having sufficient financial means to continue development of the Clinical Assets and fund the Company's operations if it is not able to raise new funds to support its business and its going concern. The Company currently does not have sufficient working capital to meet its capital requirements from fully committed sources over the next 12-month period. The Company's ability to complete the milestones in the development of its Clinical Assets will be put at risk if it is not able to access available funding due to the conditions attached to that funding, raise additional funding and/or reduce its expenditures when required to do so during this 12-month period, all of which is uncertain. Furthermore, if the Company is not able to access available funding, its ability to continue as a going concern will be threatened.

The Board of Directors believes that the determination of the Issue Price, following outreach by the Joint Bookrunners, is fair and objective, on the basis of which a justified Issue Price can be determined.

6. JUSTIFICATION FOR THE CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

The Board of Directors proposes to proceed with the proposed capital increase with cancellation of the preferential subscription rights of the existing shareholders of the Company in favour of the Investors. The Board of Directors is of the opinion that the proposed capital increase within the framework of the authorised capital with cancellation of the preferential subscription rights serves the interests of the Company and its shareholders.

The Board of Directors proposes for the capital increase to be carried out within the framework of the authorised capital, which allows the Company to have access to the funds more quickly. The Board of Directors points out that the cancellation of the preferential subscription rights enables the Company to execute the Transaction and to obtain additional financial resources, within a short period of time, which allows the Company to finance its activities and to obtain the benefits outlined in section 4. In addition, the transaction costs and transaction risks connected to the envisaged Transaction are significantly lower than the transactions costs and transaction risks for a public transaction.

By cancelling the preferential subscription right, the Company gives renowned, knowledgeable investors the opportunity to access the capital structure of the Company. This ensures an expansion of the existing shareholders' structure and also benefits the stability of the shareholders' structure and signals support by these specialist investors for the Company's business, vision and strategy.

7. CONSEQUENCES FOR THE ECONOMIC AND VOTING RIGHTS OF THE SHAREHOLDERS

This section provides an overview of the effects of the proposed Transaction on the economic and voting rights of the existing shareholders of the Company.

On the date of this Report, the Company's share capital amounts to EUR 56,925,661.32 and is represented by 39,402,853 shares. The par value per share is therefore EUR 1.44 per share (rounded). Each Share in the Company represents an equal portion of the share capital of the Company and carries economic and voting rights in proportion to the share capital it represents. The Company has also issued 3,347,250 outstanding subscription rights, of which 2,515,750 are accepted but unexercised, 678,000 are offered but not yet accepted, and 153,500 remain to be assigned.

In addition, on the date of this Report, 470 (unexercised) convertible bonds (each with a nominal value of EUR 2,500) have been issued by the Company to Negma Group Ltd (as set out in Appendix 1) and 100 (unexercised) convertible bonds (each with a nominal value of EUR 100,000) have been issued by the Company to the Lenders.

The financial consequences and dilutive effect of the Transaction are illustrated by means of the overview provided for in Appendix 2. This overview assumes a potential exercise of existing subscription rights and conversion of outstanding convertible bonds.

- By issuing the New Shares, the economic and the voting rights of the existing shareholders will be diluted as set out in section 1 of Appendix 2.

- From an accounting perspective, the aggregate amount of the capital increase resulting from the issue of the New Shares shall be allocated in full to the Company's share capital. Where the Issue Price is respectively higher or lower than the Company's share capital per Share prior to the capital increase, this shall result respectively in an increase or a dilution of the share capital per Share from an accounting perspective, as set out in section 2 of Appendix 2.

- The issuance of the New Shares will result in the financial dilution of the existing Shares of the Company. This dilution can be calculated by subtracting the Issue Price from the market price per share at the time of the issuance of the New Shares. The result is then to be adjusted in proportion to the original market price.

  The financial dilution amounts to:

$$1 - \frac{((\text{market price x number of existing shares}) + (\text{Issue Price x number of New Shares}))}{((\text{number of existing shares + number of New Shares}) \text{ x market price})}$$

  Reference is made to section 4 of Appendix 2 for an illustration of such financial dilution in the context of the Transaction.

Drawn up in Leuven on 3 March 2022.

On behalf of the Board of Directors,

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Mr. Thomas GRANEY
Special proxyholder

APPENDIX 1
NEGMA OVERVIEW DD. 22 FEBRUARY 2022

Overview Convertible bonds - Negma funding program

Convertible bonds approved by the BoD under the authorised capital				
Date transaction	Transaction	Number of bonds	Nominal value/bond	EUR
22-07-21	Approval BoD - Convertible bonds	2,000	2,500.00	5,000,000.00
22-07-21	Approval BoD - Commitment Fee Convertible bonds	210	2,500.00	525,000.00

Convertible bonds issued by the BoD under the authorised capital				
Date transaction	Transaction	Number of bonds issued	Nominal value/bond	EUR
17-09-21	Issuance Convertible bonds – Tranche 1 - Part 1	400	2,500.00	1,000,000.00
17-09-21	Issuance Commitment Fee Convertible bonds	210	2,500.00	525,000.00
11-10-21	Issuance Convertible bonds - Tranche 1 - Part 2	600	2,500.00	1,500,000.00

Summary of the current situation	
Number of bonds approved by the BoD	2,210
Number of bonds issued	1,210
Number of bonds converted	740
Number of bonds that can be issued	**1,000**

Overview conversions of Negma Bonds					
Transaction	**Date conversion request**	**Date transaction**	**Number of bonds converted**	**Conversion price (€)**	**Number of shares issued**
Tranche 1 Conversion 1	23-09-21	29-09-21	100	1.64	152,439
Tranche 1 Conversion 2	30-09-21	07-10-21	100	1.60	156,250
Tranche 1 Conversion 3	03-11-21	10-11-21	200	1.90	263,157
Tranche 1 Conversion 4	10-12-21	23-12-21	140	1.72	203,488
Tranche 2 Conversion 1	02-02-22	08-02-22	200	1.49	335,569

Evolution share capital following conversion of Negma Bonds					
Capital (€)	**Issue premium (€)**	**Share capital after transaction (€)**	**Number of shares after transaction**	**Par value of the shares (€)**	**Total (€)**
219,512.16	30,487.84	55,545,473.16	38,444,389	1.4448	250,000.00
225,000.00	25,000.00	55,770,473.16	38,600,639	1.4448	250,000.00
378,946.08	121,053.92	56,149,419.24	38,863,796	1.4448	500,000.00
293,022.72	56,977.28	56,442,441.96	39,067,284	1.4447	350,000.00
483,219.36	16,780.64	56,925,661.32	39,402,853	1.4447	500,000.00

APPENDIX 2
DILUTION OVERVIEW

1. Voting-dividend rights dilution

Excluding shares resulting from the exercise of Subscription Rights and shares resulting from the conversion of CB's[2]	
Issue Price	€ 1.44
Number of existing shares	39,402,853
Number of New Shares	7,226,041,67
Number of New Shares (rounded)	7,226,039
Total number of Shares after Transaction without exercise Subscription Rights and conversion of CB's	46,628,892
Dilution	15.50%[3]
Including shares resulting from the exercise of Subscription Rights	
Issue Price	€ 1.44
Number of existing shares	39,402,853
Number of New Shares	7,226,041,67
Number of New Shares (rounded)	7,226,039
Number of exercised Subscription Rights	3,347,250
Total number of new (dilutive) shares	10,573,289
Total number of Shares after Transaction and exercise Subscription Rights[4]	49,976,142
Dilution	21.16%[5]
Including shares resulting from the exercise of Subscription Rights and shares resulting from the conversion of CB's	
Issue Price	€ 1.44
Number of existing shares	39,402,853
Number of New Shares	7,226,041,67
Number of New Shares (rounded)	7,226,039

[2] '**CB's**' collectively refers to the outstanding convertible bonds issued by the Company to (i) Negma Group Ltd. (470 outstanding '**Negma Bonds**') and (ii) Kreos Capital VI (UK) Limited **(Kreos**), Pontifax Medison Finance (Israel) L.P. (**Pontifax Israel**) and Pontifax Medison Finance (Cayman) L.P. (**Pontifax Cayman** and together with Pontifax Israel, **Pontifax**) (in aggregate 100 outstanding '**Kreos Bonds**').
[3] Calculated as follows: 1-(39,402,853/46,628,892) = 0.1550, or expressed as a percentage, 15.50%.
[4] Assuming grant, acceptance and exercise of all currently issued Subscription Rights.
[5] Calculated as follows: 1-(39,402,853/49,976,142) = 0.2116, or expressed as a percentage, 21.16%.

Number of exercised Subscription Rights	3,347,250
New shares to be issued upon conversion of (issued) Negma Bonds[6]	863,970
New shares to be issued upon conversion of Kreos Bonds[7]	3,448,275
Total number of new (dilutive) shares	14,885,534
Total number of Shares after Transaction, exercise Subscription Rights and conversion CB's	54,288,387
Dilution*	27.42%[8]

*Should the Company decide to draw down the entire available amount under the Negma funding program (which currently amounts to EUR 27,500,000) and meet the conditions to do so, a subsequent conversion of the hypothetical conversion amount of maximum EUR 29,200,000 (consisting of EUR 28,675,000[9] in convertible bonds and EUR 525,000 in commitment fee convertible bonds) at the current conversion price of EUR 1.36, would result in:

- an **additional dilution of voting-dividend rights** of 28.67% (rounded), calculated as follows: 1-((74,895,005-21,470,588)/74,895,005) = 0.2867, or expressed as a percentage, 28.67% (rounded); and
- a **full dilution of voting-dividend rights** of 47.39% (rounded), calculated as follows: 1-(39,402,853/74,895,005) = 0.4739, or expressed as a percentage, 47.39% (rounded).

2. Capital

Excluding shares resulting from the exercise of Subscription Rights and shares resulting from the conversion of CB's	
Issue Price	€ 1.44
Statutory capital	€ 56,925,661.32
Number of shares	39,402,853
Statutory capital per share	€ 1.44
Consolidated capital	€ 67,331,161.32
Number of shares	46,628,892
Consolidated capital per share	€ 1.44
Including shares resulting from the exercise of Subscription Rights	
Issue Price	€ 1.44
Statutory capital	€ 61,745,701.32
Number of shares	42,750,103
Statutory capital per share	€ 1.44

[6] Hypothetical conversion price for the issued Negma Bonds amounting to EUR 1.36 per share.
[7] Conversion price for the Kreos Bonds amounting to EUR 2.90 per share.
[8] Calculated as follows: 1-(39,402,853/54,288,387) = 0.2742, or expressed as a percentage, 27.42%.
[9] The amount of EUR 28,675,000 consists of EUR 27,500,000 (i.e. 11,000 (not yet issued) convertible bonds with a value of EUR 2,500 each) and EUR 1,175,000 (i.e. 470 (issued) convertible bonds with a value of EUR 2,500 each.

Consolidated capital	€ 72,151,197.48
Number of shares	49,976,142
Consolidated capital per share	€ 1.44
Including shares resulting from the exercise of Subscription Rights and shares resulting from the conversion of CB's	
Issue Price	€ 1.44
Statutory capital	€ 67,955,334.12
Number of shares	47,062,348
Statutory capital per share	€ 1.44
Consolidated capital	€ 78,360,830.28
Number of shares	54,228,387
Consolidated capital per share	€ 1.44

3. **Net Equity**

Excluding shares resulting from the exercise of Subscription Rights and shares resulting from the conversion of CB's	
Issue Price	€ 1.44
Before	
Adjusted net equity (in EUR) (unaudited)	-888,543.12
Outstanding shares as per 22-02-2022	39,402,853
Intrinsic value/share (in EUR)[10]	-0.023
Intrinsic value/share (in EUR) (rounded)	-0.02
Transaction	
Number of New Shares	7,226,041,67
Number of New Shares (rounded)	7,226,039
Cash	€ 10,405,500.00
Cash (rounded)	€ 10,405,496.16
After	
Net equity (in EUR)	€ 9,516,956.88
Outstanding shares	46,628,892
Intrinsic value/share (in EUR)[11]	€ 0.204
Intrinsic value/share (in EUR) (rounded)	€ 0.20

[10] Calculated based upon the adjusted net equity (unaudited) and the number of outstanding shares as per February 22, 2022.
[11] Calculated as follows: 9,516,956.88/46,628,892 = 0.204 (rounded).

4. Financial dilution

Excluding shares resulting from the exercise of Subscription Rights and shares resulting from the conversion of CB's	
Issue Price	€ 1.44
Before	
Number of existing shares	39,402,853
30-Day Average (EUR 1.69)	€ 1.69
Market cap (based upon the 30-Day Average)	€ 66,590,821.57
Market cap per share (rounded) (based upon the 30-Day Average)	€ 1.69
Transaction	
Number of New Shares	7,226,039
Cash	€ 10,405,500.00
Cash (rounded)	€ 10,405,496.16
After	
Market cap (based upon the 30-Day Average)	€ 76,996,321.57
Number of Shares	46,628,892
Market cap per Share (rounded) (based upon the 30-Day Average)	€ 1.65
Dilution	2.29%[12]

Including shares resulting from the conversion of issued Negma Bonds but excluding shares resulting from the conversion of Kreos Bonds or the exercise of Subscription Rights[13]	
Issue Price	€ 1.44
Before	
Number of existing shares	39,402,853
30-Day Average (EUR 1.69)	€ 1.69
Market cap (based upon the 30-Day Average)	€ 66,590,821.57
Market cap per share (rounded) (based upon the 30-Day Average)	€ 1.69
Transaction	
Number of New Shares	7,226,039
Cash	€ 10,405,500.00
Cash (rounded)	€ 10,405,496.16
Negma Conversion	
New shares to be issued upon conversion of (issued) Negma Bonds[14]	863,970

[12] Calculated as follows: 1-(1.65/1.69) = 0.0229, or expressed as a percentage, 2.29% (rounded) (the percentage is calculated based upon non-rounded numbers).
[13] The shares resulting from the potential conversion of Kreos Bonds or the potential exercise of Subscription Rights are disregarded in view of the calculation of the financial dilution given that the respective conversion or exercise prices exceed the market price per share as per February 21, 2022, which is used as reference for the calculation of the market cap, and therefore will not cause a financial dilution.
[14] Hypothetical conversion price for the issued Negma Bonds amounting to EUR 1.36 per share.

Cash	€ 1,175,000.00
Cash (rounded)	€ 1,174,999.20
After Transaction and Negma Conversion	
Market cap (based upon the 30-Day Average)	€ 78,171,321.57
Number of Shares	47,492,862
Market cap per Share (rounded) (based upon the 30-Day Average)	€ 1.65
Dilution*	2.61%[15]

*Should the Company decide to draw down the entire available amount under the Negma funding program (which currently amounts to EUR 27,500,000) and meet the conditions to do so, a subsequent conversion of the hypothetical conversion amount of maximum EUR 29,200,000 (consisting of EUR 28,675,000[16] in convertible bonds and EUR 525,000 in commitment fee convertible bonds) at the current conversion price of EUR 1.36, would result in:

- an **additional financial dilution** of 5.56% (rounded), calculated as follows: 1-(1.56/1.65) = 0.0556, or expressed as a percentage, 5.56% (rounded); and
- a **full financial dilution** of 7.73% (rounded), calculated as follows: 1-(1.56/1.69) = 0.0773, or expressed as a percentage, 7.73% (rounded).

[15] Calculated as follows: 1-(1.65/1.69) = 0.0261, or expressed as a percentage, 2.61% (the percentage is calculated based upon non-rounded numbers).
[16] The amount of EUR 28,675,000 consists of EUR 27,500,000 (i.e. 11,000 (not yet issued) convertible bonds with a value of EUR 2,500 each) and EUR 1,175,000 (i.e. 470 (issued) convertible bonds) with a value of EUR 2,500 each.