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PRESS RELEASE  
Lund March 31, 2023

**Hamlet Pharma and SelectImmune Pharma merge to create an innovative pharmaceutical company with a broad and strong portfolio of projects for the treatment of cancer and infections, an additional pharmaceutical project with patent rights for the treatment of tuberculosis is acquired.**

The two pharmaceutical companies Hamlet Pharma AB and SelectImmune Pharma AB, listed on the Spotlight Stock Market, intend to merge and create a powerful pharmaceutical company for drug development for the treatment of cancer and infectious diseases. The merged company (Hamlet Biopharma) gets a portfolio with a total of ten pharmaceutical projects, of which three projects are in phase II, where two of the projects already have positive results in clinical studies. The portfolio includes a total of eleven patent families for cancer, infections and tuberculosis with more than 60 patents. Hamlet Biopharma is now building a focused commercial organization with access to a technology platform and university-based scientist as well as an extensive network of international specialists for drug development and clinical studies. A larger listed company will become more cost-effective and attract talents to the company as well as to the network. Hamlet Biopharma has secured funding for at least twelve months.

The board of directors of Hamlet Pharma AB (publ) (“**Hamlet Pharma**”) and SelectImmune Pharma AB (publ) (“**SelectImmune**”) (together the “**Companies**”) have today adopted a merger plan (the “**Merger plan**”) to carry out a merger of Hamlet Pharma and SelectImmune Pharma (“**Hamlet BioPharma**”) through a corporate merger (the “**Merger**”). The Merger is subject to, inter alia, approvals by the extraordinary general meetings of the two Companies. As merger consideration, shareholders in SelectImmune will receive 0.8 shares in Hamlet Pharma for each share in SelectImmune, for each class of shares.

Furthermore, Hamlet Biopharma has entered into an agreement with Linnane Pharma AB ("**Linnane Pharma**") regarding the acquisition of the company that owns rights to a project for the treatment of tuberculosis (the "**Project**").

## **Background and reason**

The long-term goal of the company group consisting of Hamlet Pharma, SelectImmune Pharma and Linnane Pharma is to commercialize a broad portfolio of innovative pharmaceutical projects and to create an agile organization where the commercial leadership in Hamlet Biopharma, which is a merger of Hamlet Pharma and SelectImmune, focuses on establishing partnerships, licensing or selling rights, running clinical studies and protecting patents and IP rights. The board of directors of Hamlet Pharma and SelectImmune (collectively the "**Board of Directors**") now see positive clinical results in Hamlet Pharma and SelectImmune, and therefore believe that the time is right to take this step. The main shareholder of the companies looks positively on the merger to create a powerful company to effectively run the pharmaceutical projects in the long term. Hamlet Biopharma has secured funding for at least twelve months.

The Board of Directors have investigated the consequences of a merger between the Companies and see a convincing strategic and operational advantage of the merger. The purpose of the Merger is to create a broader portfolio of pharmaceutical projects in two major clinical areas, cancer and infections. The need for new, more selective cancer drugs is great, as is the need for alternatives to antibiotics, which increasingly lose their effects due to antibiotic resistance and leave the patient without treatment options. Furthermore, the Companies project portfolio is supplemented by the acquisition of drug projects and patents for the treatment of tuberculosis with the company Linnane Projects AB (the "**Acquisition**"), which holds rights to the Project.

## **Merger of two supplementary businesses**

- Through the Acquisition and the Merger, a combined powerful company is created with a broad portfolio of pharmaceutical projects for the treatment and prevention of cancer and infectious diseases.
- The Acquisition entails that Hamlet Biopharma obtains the rights to patents and access to developed know-how to commercialize the tuberculosis project.
- Overall, the Board of Directors consider that there are clear logical and rational reasons for the Merger and the Acquisition as the businesses complement each other well. The Board of Directors thus assess that the Merger and Acquisition are beneficial for Hamlet Pharma's and SelectImmune's shareholders.

The Merger creates a larger company that takes care of the promising projects in Hamlet Pharma and SelectImmune. Through the Merger and Acquisition of Linnane Projects AB ("**Linnane Projects**"), the various sub-projects are established in an organization that can effectively drive them further towards market approval within important clinical indications. This includes the most advanced pharmaceutical projects within the respective companies: Alpha1H for the treatment of bladder

cancer, which is in clinical phase II, and Kineret<sup>R</sup> for the treatment of acute cystitis and bladder pain syndrome which is in phase II. Furthermore, the Companies see a great potential for synergies in the form of strengthened know-how.

### Portfolio pharmaceutical projects and patents

Project/company	For treatment	Phase
<b>Alpha 1H Hamlet Pharma</b>	<b>Bladder cancer</b>	<b>Phase II clinical trials</b>
Alpha 1H Hamlet Pharma	Brain tumor	Positive data in animal model, development of technology
Hamlet Hamlet Pharma	Colon and rectal cancer	Preclinical evaluation
Hamlet Hamlet Pharma	Oral cavity cancer	Preclinical evaluation
<b>IL1-beta receptor antagonist SelectImmune Pharma</b>	<b>Infection and inflammation</b>	Preclinical evaluation  <b>Phase II - clinical trials</b> <b>a) Bladder pain syndrome</b> <b>b) Recurrent acute cystitis</b>
NK1R receptor antagonist Selectimmune Pharma	Inhibitor of pain and nerve activation	Positive data in animal model, development of technology. Development of substance for clinical studies
RNA Pol II inhibitors SelectImmune Pharma	Preventive inflammation inhibitor	Positive data in animal model, development of technology Development of substance for clinical studies
<b>RNA Pol II bacteriotherapy SelectImmune Pharma</b>	<b>Prevention of inflammation and treatment of infection</b>	Positive data in animal model, development of technology
IRF7 inhibitor, siRNA SelectImmune Pharma	Inhibits severe bacterial infections	Positive data in animal model, development of technology Data to support the development of drugs for clinical studies
Project tuberculosis Plectasin	Lung tuberculosis	Positive data in animal model, development of technology for drug production

The pharmaceutical projects are based on a total of eleven patent families and applications for a further four patent families, a total of more than 60 patents and patent applications, see the table below.

Indication	Patent Group	Description	Countries
Cancer	ALL-ALA	This case relates to $\alpha$ Lactalbumin complexes that have been engineered to optimize production	DE, DK, FI, FR, UK, NL, SE, AU, CA, IN, JPUSA

Cancer	Alpha1 and Alpha2 fragment complexes	This case relates to the $\alpha$ LA fragment complexes – comprising the human Alpha1 or Alpha2 sequences.	CH, DE, DK, ES, FI, FR, UK, HU, IE, IT, NL, NO, PL, SE USA USA divisional
Cancer	PAPILLOMA	This case relates to $\alpha$ LA complexes (including HAMLET and BAMLET) for treatment of skin papillomas.	USA USA divisional
Cancer	PROPHYLACTIC THERAPY	This case relates to $\alpha$ LA complexes for prophylactic treatment of cancer.	CH, DE, DK, ES, FI, FR, UK, HU, IE, IT, NL, NO, PL, SE, USA divisional
Cancer	NUTRACEUTICAL	This case relates to milk-based nutraceuticals that contain $\alpha$ LA-complexes.	CH, DE, DK, ES, FI, FR, UK, IE, IT, NL, NO, SE, HK USA
Cancer	39-MER COMPLEX	This case relates to the Alpha1H 39mer complex.	CH, DE, DK, ES, FI, FR, UK, IE, IT, NL, NO, PL, SE, HK, AU, CA, CN, IN, JP, KP, SG, USA
Cancer	MIXING METHOD	This case relates to a simplified production method.	Europe divisional Hong Kong USA continuation
Cancer	SYNERGISTIC COMBINATION CANCER THERAPY	This case relates to anticancer protein-fatty acid complexes plus other chemotherapeutic agents as a combination for use in anticancer therapy.	Europe USA Japan
Infection /Immunotherapy	IL-1 RECEPTOR ANTAGONISTS	IL-1 receptor antagonists for the treatment of cystitis.	Australia Europe (CH, DE, DK, FI, FR, NL, SE, GB)USA
Infection /Immunotherapy	MMP7 INHIBITORS	MMP-7 inhibitors for the treatment of cystitis.	Australia Europe (CH, DE, DK, FI, FR, NL, SE, GB)
Infection /Immunotherapy	ASC / NLRP-3	ASC or NLRP-3 proteins for the treatment of cystitis.	Europe USA
Infection /Immunotherapy	IRF7 INHIBITORS	IRF-7 inhibitors for the treatment of Enterobacteriaceae infections.	Australia Europe (CH, DE, DK, FI, FR, NL, SE, GB) USA

Infection /Immunotherapy	NK1 ANTAGONISTS	NK1 antagonists for treating bacterial infection or management of pain caused by bacterial infections.	Europe Hong Kong USA
Infection /Immunotherapy	POL II INHIBITORS	Inhibitors of polymerase II, which can be used for immunosuppression, anti-inflammation, and/or anti-infection.	Australia Europe (CH, DE, DK, FI, FR, NL, SE, GB) Hong Kong India Singapore USA
Infection /Immunotherapy	BLADDER PAIN	IL-1 receptor antagonists for the treatment of bladder pain.	Europe USA Australia China Japan
Infection /Immunotherapy	PYELONEPHRITIS	Treatment or prevention of acute pyelonephritis and/or urosepsis.	Great Britain, initial filing
Tuberculosis	TUBERCULOSIS TREATMENT	Bactericidal peptide Plectasin for the treatment of <i>M. tuberculosis</i> .	CH, DE, DK, FI, FR, NL, SE, UK, AU, CA, HK, IN, US

The Merger and Acquisition also creates strategic advantages for the shareholders. By broadening the business, the shareholders' risk is reduced and the possibility of future income increases. This increases the likelihood of attracting stronger ownership groups. The Board of Directors expect that the shareholders will benefit from more robust trading of shares in Hamlet Biopharma than in the trading of shares in the Companies individually. In addition, Hamlet Biopharma will have a greater ability to raise capital than SelectImmune on its own.

Hamlet Pharma and SelectImmune have developed their projects with the support of Linnane Pharma. As part of the Acquisition and Hamlet Biopharma, the current agreements between Linnane Pharma and Hamlet Pharma and SelectImmune, respectively, will be replaced by a new collaboration agreement, which includes HAMLET, Alpha1H, the tuberculosis project and all projects operated by SelectImmune (the “**Collaboration Agreement**”). Hamlet Pharma is currently conducting a technical evaluation of BAMLET. BAMLET is therefore not covered by the collaboration agreement with Linnane Pharma.

Cancer and infections are among the greatest challenges for humanity, with high mortality and limited efficacy of the drugs and traditional treatments currently used. The vision for Hamlet Biopharma is to develop new drug concepts with great potential to improve people's health, increase the quality of life and reduce the suffering of those who become ill and need new treatments.

### Summary of the Merger

- The merger will be carried out by Hamlet Pharma absorbing SelectImmune which will then be dissolved.
- As merger consideration, new shares in Hamlet Pharma will be issued to SelectImmunes shareholders in proportion to their existing shareholdings in SelectImmune. One (1) class A share in SelectImmune entitles the holder to receive 0.8 class A shares in Hamlet Pharma and one (1) class B share in SelectImmune entitles the holder to receive 0.8 class B shares in Hamlet Pharma (the “**Merger consideration**”).
- The Merger consideration is based, among other things, on the volume-weighted average price paid for SelectImmune's B share and Hamlet Pharma's B share 30 trading days before the day of the announcement and on the Companies' prospects after the implementation of planned measures.
- Based on the volume-weighted average price paid over the last thirty trading days of Hamlet Pharma's B share, the offer values SelectImmune at SEK 3.06 per share, which means a premium of approximately 63.25 percent compared to the volume-weighted average price paid of SelectImmune's B share over the past thirty trading days and a premium of approximately 36.07 percent compared to the closing price of SelectImmune's B share on March 30, 2023.
- The merger requires, among other things, approvals at extraordinary general meetings in both Companies.
- The Merger is conditional on approval of the Acquisition and the Collaboration Agreement at an extraordinary general meeting of Hamlet Pharma.
- A merger document is expected to be published on or around May 3, 2023.

#### **The acquisition, etc.**

Through the Acquisition, Hamlet Pharma acquires all shares in Linnane Projects. The company is newly started and holds ownership rights to patents and access to know-how for commercialization of the Project. The purchase price amounts to a total of SEK 10 million, of which SEK 5 million is paid upon closing and the remainder is paid in two equal installments during 2024 and 2025. In addition, Linnane Pharma, as the seller, is entitled to an ongoing cash compensation corresponding to three percent of future net revenues attributable to the Project.

A total of 1.5 million deaths from tuberculosis occurred (“**TB**”) in 2018 (including a quarter of a million with HIV). Worldwide, TB is one of the top ten causes of death and the most common cause from a single infectious agent. Current treatment protocols require a cocktail of antibiotics given by skilled medical staff over six months but there is a growing problem of drug resistance, which reduces the options for this patient group.

The acquired Project (patent and right to know-how) offers a new therapeutic concept to fight TB through treatment with bactericidal peptide drug candidates that show efficacy in animal models. In terms of research and development, the project fits very well into Hamlet Biopharma's operations and the already established collaboration with the researchers.

Hamlet Pharma and SelectImmune have a multi-year collaboration with Linnane Pharma, which ensures Hamlet's and SelectImmune's access to advanced science and cutting-edge technology for

drug development. The collaboration means that Linnane Pharma's technology platform and other resources are available to Hamlet Pharma and SelectImmune respectively.

Hamlet Biopharma has a great need for continued collaboration with Linnane Pharma. Hamlet Biopharma will therefore replace the previous collaboration agreements with the Collaboration Agreement with Linnane Pharma, which in the cancer area includes HAMLET and Alpha1H and in the infection area includes all projects run by SelectImmune regarding immunotherapy with inhibitors of inflammation and pain such as IL1-RA (Kineret<sup>R</sup>) NKR1 inhibitors against pain, RNA POL II inhibitors against inflammation and infection and IRF7 inhibitors against kidney infection and sepsis. Furthermore, the tuberculosis project acquired from Linnane Pharma is added.

Linnane Pharma has unique competence that is of direct benefit to the projects run in Hamlet Biopharma. In addition, Hamlet Biopharma will not have to develop its own resources as they are provided by Linnane Pharma in a more efficient, less expensive and flexible way. Hamlet Biopharma will pay an annual fixed fee for these services.

Linnane Pharma is Hamlet Pharma's largest shareholder with a holding of approximately 49,33 percent of the shares and 83,52 percent of the vote. Both the Acquisition and the Collaboration Agreement are related party transactions that require approval at a general meeting in Hamlet Pharma. Linnane Pharma does not have the right to vote for its shares in the general meeting's decision on approval.

Hamlet Pharma's board of directors believes that the Acquisition is beneficial for Hamlet Pharma and its shareholders. The board believes that the purchase price paid in the Acquisition is reasonable from a financial point of view for Hamlet Pharma's shareholders and this opinion is supported by a valuation from an independent third party, Xplico ApS, that Hamlet Pharma's board has obtained based on and subject to the assumptions and limitations stated therein.

The preliminary timetable for the Acquisition, etc. is in accordance with below.

19 May 2023	Extraordinary general meeting of Hamlet Pharma for the approval of: <ul style="list-style-type: none"><li>● Implementation of the Acquisition</li><li>● Entering into the Collaboration Agreement with Linnane Pharma</li></ul>
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23 Maj 2023	Closing date of the Acquisition
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### **Hamlet Biopharma**

After Completion of the Merger, Catharina Svanborg, Carl-Johan Wachtmeister, Helena Lomberg, Bill Hansson, Ulla Trägårdh and Magnus Nylén are expected to be members of the board and Martin Erixon to be the CEO of Hamlet Biopharma.

In addition, there are currently no decisions regarding significant changes to Hamlet Pharma's or SelectImmune's employees or to the current organization and operations, including the terms of employment and the locations where the Companies conduct their business.

Below is a pro forma statement that has been adjusted to reflect the effect of the Merger and Acquisition on Hamlet Pharma's balance sheet as of December 31, 2022, as if the Merger and Acquisition had been completed at the beginning of the interim period and to reflect the effect of the Merger and Acquisition for the six-month period ended on 31 December 2022, as if the Merger and Acquisition had been completed at the beginning of the interim period. The pro forma statement is presented for information purposes only and reflects estimates and assumptions made by Hamlet Pharma's management as it deems reasonable, and other so-called forward-looking statements. It does not imply to represent what Hamlet Pharma's actual results or financial position would have been if the Merger and acquisition of Linnane Projects had occurred on the date indicated and is not necessarily indicative of future results or financial position. For complete information regarding the pro forma accounts, including notes, please refer to the merger document to be published on or around May 3, 2023.

#### Consolidated pro forma income statement in summary for the six-month period ended December 31, 2022

*SEK thousand*

	<i>Hamlet Pharma</i>	<i>Select- Immune</i>	<i>Linnane Projects</i>	<i>Pro forma adjustments</i>	<i>Consolidated income statement pro forma</i>
Net sales	0	0	0	0	0
Other operating income	0	0	0	0	0
Operating expenses	-11,929	-2,750	0	1,600	-13,079
<b>Operating results</b>	<b>-11,929</b>	<b>-2,750</b>	<b>0</b>	<b>0</b>	<b>-13,079</b>
Financial posts	98	0	0	0	98
<b>Profit before tax</b>	<b>-11,831</b>	<b>-2,750</b>	<b>0</b>	<b>0</b>	<b>-12,981</b>
Tax on the period's results	0	0	0	0	0
<b>Profit after tax</b>	<b>-11,831</b>	<b>-2,750</b>	<b>0</b>	<b>0</b>	<b>-12,981</b>
Earnings per share, SEK	-0.1070	-0.1575	0	0	-0.1014

#### Group pro forma balance sheet in summary as of 31 December 2022

*SEK thousand*



	<i>Hamlet Pharma</i>	<i>Select- Immune</i>	<i>Linnane Projects</i>	<i>Pro forma adjustments</i>	<i>Consolidated balance sheet pro forma</i>
<b>Assets</b>					
Total fixed assets	0	922	0	0	922
Total current assets	29,766	9,306	25	0	39,097
<b>Total assets</b>	<b>29,766</b>	<b>10,228</b>	<b>25</b>	<b>0</b>	<b>40,019</b>
<b>Equity &amp; Liabilities</b>					
Total tied up equity	1,125	873	25	0	2,023
Total unrestricted equity	25,057	8,162	0	0	33,219
Total equity	26,183	9,035	25	0	35,243
Total short-term liabilities	3,583	1,193	0	0	4,776
<b>Total equity and liabilities</b>	<b>29,766</b>	<b>10,228</b>	<b>25</b>	<b>0</b>	<b>40,019</b>
<b>Number of shares</b>	<b>110,529,666</b>	<b>17,459,225</b>	<b>25,000</b>	<b>0</b>	<b>128,013,891</b>

The table below illustrates the ownership in Hamlet Biopharma if the Merger had been completed based on the shareholder information from Euroclear Sweden AB as of December 30, 2022.

Shareholder	Class A shares	Class B shares	Percentage of capital	Percentage of votes
Catharina Svanborg, privately and through Linnane Pharma	37,946,152	22,976,104	49.93%	82.95%
Avanza Pension	40,576	5,623,009	4.55%	1.24%
Nordnet Pensionsförsäkring	0	5,663,178	4.55%	1.17%
EFG BANK/Geneva, W8IMY	273,538	268,500	0.44%	0.62%
Rolf Karlsson (FV Group)	0	2,903,707	2.33%	0.60%
Hans Nygren	0	2,067,553	1.66%	0.43%
Hazina Ljungman, privately and through companies	74,846	227,126	0.24%	0.20%
Försäkringsaktiebolaget Skandia	3,342	891,042	0.72%	0.19%
Olle Jonsson	0	711,998	0.57%	0.15%
Fredrik Herslow, privately and through companies	0	497,965	0.40%	0.10%

Others	1,732,712	42,595,698	35.61%	12.35%
<b>Total</b>	<b>40,071,166</b>	<b>84,425,880</b>	<b>100%</b>	<b>100%</b>

### **Merger consideration**

The Merger consideration has been determined after negotiations between the parties, whereby representatives of the respective companies have discussed various options to determine the exact distribution of the Merger consideration. The parties have, among other things, considered the volume-weighted average prices paid of the respective Companies during the last 30 trading days as well as Hamlet Pharma's and SelectImmune's prospects after the implementation of planned measures. In connection with the signing of the Merger plan, each company has assessed that it can accept an agreement that results in a distribution of the Merger consideration as set out below.

The Merger consideration will consist of newly issued shares in Hamlet Pharma, provided that shareholders in the Companies resolve to approve the Merger at the extraordinary general meetings that will resolve on the Merger plan. One (1) class A share in SelectImmune entitles the holder to 0.8 class A shares in Hamlet Pharma and one (1) class B share in SelectImmune entitles the holder to 0.8 class B shares in Hamlet Pharma.

Based on the volume-weighted average price paid of Hamlet Pharma's class B share during the last thirty trading days, the Merger consideration represents a premium of approximately 63.25 percent compared to volume-weighted average price paid of SEK 1.88 for SelectImmune's class B share during the last thirty trading days (prior to the announcement of the Merger) and approximately 36.07 percent compared to the closing price of SEK 2.25 for SelectImmune's class B share (the day before the announcement of the Merger).

Entitled to receive the Merger consideration will be the shareholders who are recorded in SelectImmune's share register on the date of registration of the Merger by the Swedish Companies Registration Office. However, the board is entitled to postpone this date if required for practical reasons. Such postponement will be communicated as soon as possible after such decision is made.

The shareholders of SelectImmune will collectively own approximately 11.22 percent of the shares and approximately 5.85 percent of the votes in Hamlet Biopharma (based on a total of 17,459,225 outstanding shares in SelectImmune, of which 2,000,000 class A shares and 15,459,225 class B shares, as of the date of this announcement).

### *Fractions*

Only whole shares of Hamlet Pharma will be paid to shareholders of SelectImmune as Merger consideration. Hamlet Pharma and SelectImmune will therefore assign Aqurat Fondkommission AB ("**Aqurat**") to combine all fractions of class B shares in Hamlet Pharma ("**Fractions**") that do not entitle to a whole new class B share in Hamlet Pharma as Merger consideration and the total number of class B shares in Hamlet Pharma corresponding to such Fractions will thereafter be sold by Aqurat on Spotlight Stock Market. The sale shall take place as soon as possible after the registration of the Merger with the Swedish Companies Registration Office (the "**Completion**"). The proceeds of the sale of Fractions shall be accounted for by Aqurat and thereafter paid to those

entitled thereto in proportion to the value of the Fractions held immediately prior to the sale. Such payment shall be made as soon as practicable after such sale of the Fractions. All class A shares in SelectImmune are held by Linnane Pharma and thus no fractions will arise.

#### *Accounting for Merger consideration*

To the extent not otherwise stated below, the Merger consideration will be recognized after the Swedish Companies Registration Office has registered the Merger by Euroclear Sweden AB registering the number of Hamlet Pharma shares to which the shareholder is entitled on each beneficiary's securities account. At the same time, the shareholder's shareholding in SelectImmune shall be deregistered from the same account. The Merger consideration will thus be distributed automatically, and no action will be required by SelectImmune's shareholders in this regard. The new shares in Hamlet Pharma issued as Merger consideration entitle the holder to the rights of shareholders from and including the date of registration of the shares with the Swedish Companies Registration Office. The accounting of the sale proceeds for the sale of Fractions shall, as stated above, be done through the agency of Aqurat. The accounting shall take place as soon as practicable after the sale of the Fractions. If the shares in SelectImmune are pledged at the time of accounting of the Merger consideration, accounting shall, as a result, be made to the pledgee. If the shares in SelectImmune are registered in the name of a nominee, the resulting accounting shall be made to the nominee.

#### *Issuance of consideration shares*

The issue of shares in Hamlet Pharma for payment of the Merger consideration must be approved by Hamlet Pharma's shareholders at the extraordinary general meeting that will resolve on the Merger plan. The shares issued in Hamlet Pharma as Merger consideration to the shareholders in SelectImmune shall carry the right to a dividend for the first time on the record date for the dividend that falls closest to the Completion.

The total number of shares that will be issued to SelectImmune's shareholders as Merger consideration will be based on the number of SelectImmune shares outstanding at the time of the Completion of the Merger. Assuming that the number of outstanding shares at the time of this press release is unchanged upon the Completion, 1,600,000 class A shares and 12,367,380 class B shares are to be issued by Hamlet Pharma to make up the total of 13,967,380 shares in Hamlet Pharma of which the Merger consideration consists of. At the time of Completion of the Merger, there will be a total of 40,071,166 outstanding class A shares and 84,425,880 class B shares in Hamlet Biopharma based on the number of shares in Hamlet Pharma at the time of this press release.

#### **Commitments prior to the Merger**

The Companies undertake, during the period from the approval of the Merger plan by the respective general meetings until the Completion, to take all necessary measures to carry out the Merger on the terms stated herein and to continue to conduct their respective businesses in the usual manner. The Companies shall not take any of the following actions without the prior written consent from the other company:

- a) resolve on or pay dividends or make any other value transfer to shareholders, with the exception that the Companies may pay such dividends as follows from Chapter 18 Section 11 of the Swedish Companies Act;
- b) issue shares or other securities;
- c) enter or amend material contracts or other agreements or raise new material loans, beyond what falls within the company's normal business operations; or
- d) take any other action likely to unreasonably affect the relative value of the Merger consideration in relation to the value of the shares in SelectImmune.

### **Terms of the Merger**

The Completion is conditional on:

1. that Hamlet Pharma's shareholders, at a general meeting in Hamlet Pharma, approve the Merger plan and approve the issue of the shares that make up the Merger consideration;
2. that SelectImmune's shareholders, at a general meeting in SelectImmune, approve the Merger plan;
3. that Spotlight Stock Market has decided to admit the class B shares that constitute the Merger consideration to trading on Spotlight Stock Market;
4. that the Merger is not wholly or partially made impossible or substantially more difficult due to laws, court decisions, authority decisions or the like;
5. that neither Hamlet Pharma nor SelectImmune has breached the commitments set out under the heading "*Commitments prior to the Merger*" before the date on which the Merger is registered with the Swedish Companies Registration Office in such a way that would lead to a material adverse effect on the Merger or Hamlet Biopharma;
6. that no change, circumstance or event or consequence of changes, circumstances or events has occurred which had or could reasonably be expected to have a material adverse effect on the financial position or operations, including SelectImmune's, Hamlet Pharma's or Hamlet Biopharma's turnover, results, liquidity, solvency, equity or assets, and as a result the other party cannot reasonably be expected to complete the Merger;
7. completion of the Acquisition, including approval of the transaction at a general meeting in Hamlet Pharma; and
8. approval of the Cooperation Agreement at a general meeting in Hamlet Pharma.

If the conditions stated in this section have not been met and the Completion has not taken place by October 1, 2023, the Merger will not be implemented and the Merger plan will cease to apply,

provided that the Merger shall be terminated and the Merger plan will cease to apply only, to the extent permitted by applicable law, if the non-compliance is of material importance to the Merger or to Hamlet Biopharma. The Board of Directors reserve the right to waive, in whole or in part, one, several or all the above conditions by a joint decision.

The boards have, to the extent permitted by applicable law, the right to decide by joint resolution to postpone the latest date for fulfillment of the conditions from October 1, 2023, to a later date.

**Recommendation from SelectImmune's board and valuation statement (so-called fairness opinion)**

SelectImmune's board of directors believes that the Merger is beneficial for SelectImmune and its shareholders. The board of directors considers that the Merger consideration is fair from a financial point of view for SelectImmune's shareholders and this opinion is supported by a so-called fairness opinion from Hjalmarsson & Partners Corporate Finance AB which SelectImmune obtained in accordance with Section IV.3 of the Swedish Corporate Governance Board's takeover rules for certain trading platforms (the "**Takeover Rules**") and which states that, based on and subject to the assumptions and limitations set forth therein, as of March 30, 2023, the Merger consideration to be received in the Merger by SelectImmune's shareholders is reasonable from a financial standpoint of such shareholders.

SelectImmune's board of directors has issued a statement pursuant to Section II.19 of the Takeover Rules, according to which SelectImmune's shareholders are advised to vote in favor of the Merger.

**Recommendation from Hamlet Pharma's board**

Hamlet Pharma's board of directors believes that the Merger is beneficial for Hamlet Pharma and its shareholders. The board of directors considers that the Merger consideration is fair from a financial point of view for Hamlet Pharma. Accordingly, Hamlet Pharma's board of directors recommends that its shareholders approve the Merger plan and the issuance of the Merger consideration to SelectImmune's shareholders at the extraordinary general meeting in Hamlet Pharma. As a basis for this view, the board of directors of Hamlet Pharma has considered several factors, including, but not limited to, the volume-weighted average price paid for SelectImmune's class B share and Hamlet Pharma's class B share respectively thirty trading days prior to the date of this announcement, as well as the Companies prospects after the implementation of planned actions.

**Form of merger and dissolution of SelectImmune**

The board of directors consider that the combination of Hamlet Pharma and SelectImmune shall be carried out as a corporate merger of the Companies, whereby the shareholders of both Companies are given the opportunity to approve the Merger at an extraordinary general meeting in each company. All shares in SelectImmune are covered by the Merger.

Provided that the extraordinary general meeting of each company votes in favor of the Merger plan, SelectImmune will be dissolved, and all its assets and liabilities will be transferred to Hamlet Pharma when the Swedish Companies Registration Office registers the Merger. This is expected to take place no earlier than the third quarter of 2023. The Companies will later announce the date on which the Swedish Companies Registration Office is expected to register the Merger.

The last day for trading in SelectImmune's shares is expected to be the trading day that falls two (2) trading days before the date of the Swedish Companies Registration Office's registration of the Merger and the first day for trading in the newly issued shares in Hamlet Pharma is expected to fall two (2) trading days after the date of registration of the Merger.

#### **Share ownership between Hamlet Pharma and SelectImmune**

Hamlet Pharma does not own or control any shares in SelectImmune, or other financial instruments, which give Hamlet Pharma a financial exposure equivalent to a holding in SelectImmune. SelectImmune does not own or control any shares or other financial instruments in Hamlet Pharma. However, the Companies are associated companies vis-à-vis each other through Linnane Pharma, which is the majority shareholder as well as the parent company of both Companies.

The Merger requires, among other things, approvals at extraordinary general meetings in both Companies. Linnane Pharma is SelectImmune's largest shareholder with a holding of approximately 34.37 percent of the shares and 67.69 percent of the votes in SelectImmune. Since Linnane Pharma is also the parent company of Hamlet Pharma and thus is part of the same group as Hamlet Pharma, Linnane Pharma does not have the right to vote at SelectImmune's general meeting. Linnane Pharma has a holding of 49.33 percent of the shares and 83.52 percent of the votes in Hamlet Pharma and has the right to vote at Hamlet Pharma's general meeting regarding the Merger.

#### **Holders of securities with special rights**

There are no outstanding shares, warrants, convertibles or other securities that entitle the holder to special rights in SelectImmune.

There are also no incentive programs for board members, senior executives or other employees who will be affected by the Merger.

#### **Certain related party matters, etc.**

Catharina Svanborg and Helena Lomberg are chairpersons in the boards and board members respectively in both Hamlet Pharma and SelectImmune. Furthermore, Catharina Svanborg is, through Linnane Pharma, SelectImmune's and Hamlet Pharma's largest shareholder. For this reason, neither Catharina Svanborg nor Helena Lomberg participated in the handling of and decisions regarding the Merger in SelectImmune.

These circumstances also mean that Section IV of the Takeover Rules is applicable to the Merger. This means that, according to Section IV.3 of the Takeover Rules, SelectImmune's board is obliged to obtain and publish a valuation statement, a so-called fairness opinion, regarding the shares in SelectImmune from independent expertise.

#### **Financing**

The execution of the Merger is not dependent on any financing as the Merger consideration consists exclusively of new shares in Hamlet Pharma.

#### **Due Diligence**

In connection with the preparations for the Merger, the Companies have conducted customary limited due diligence investigations of a confirmatory nature of certain business-related and legal information regarding Hamlet Pharma and SelectImmune respectively. During the due diligence investigations, no other information that has not previously been made public and that could constitute insider information in relation to Hamlet Pharma and SelectImmune has been disclosed.

#### **Fees due to the Merger etc.**

No special fees or benefits, within the meaning of the Swedish Companies Act, will be paid to any of Hamlet Pharma's or SelectImmune's board members or CEO in connection with the Merger. Apart from what is stated below, no such fees or benefits will be paid to the Companies' auditor.

The fees to the auditor of Hamlet Pharma and SelectImmune shall be paid according to approved invoice for, among other things, its opinion on the Merger plan, its review of the Merger plan and other work performed by the auditor in connection with the Merger.

#### **Indicative timetable for the Merger**

The preliminary timetable for the Merger is as per below.

31 March 2023	The Merger plan is published and made available to the Company's shareholders
3 May 2023	Disclosure of the merger document
17 May 2023	Extraordinary general meeting in SelectImmune
19 May 2023	Extraordinary general meeting in Hamlet Pharma
Beginning of August 2023	The Swedish Companies Registration Office grants permission for the Merger. Press release on preliminary timetable for the last day of trading in SelectImmune's class B share, payment of the Merger consideration, etc.
Beginning of August 2023	The Swedish Companies Registration Office registers the Merger.

The indicative timetable is preliminary and may be subject to change. An exact timetable is not possible to indicate; the timetable is partially dependent on factors within the framework of the regulatory process that are beyond the Companies' immediate control.

#### **Applicable law and disputes**

The Merger shall be governed by and construed in accordance with Swedish law. Through the commitments that follow from the Companies' listing on Spotlight Stock Market, the Merger and the

Companies are subject to the Takeover Rules, the Swedish Securities Council's statements and advice on the interpretation and application of the Takeover Rules (and, where applicable, the Swedish Securities Council's previous statements and advice on the interpretation and application of the rules for public offers of the Swedish Industry and Commerce Stock Exchange Committee that were previously applied), as well as the sanctions that Spotlight Stock Market may decide on in case of violation of the Takeover Rules. Disputes relating to, or arising in connection with, the Merger shall be settled by a Swedish court exclusively, with the Stockholm district court as first instance.

#### **Advisor**

Hamlet Pharma has engaged Advokatfirman Delphi as legal advisor. SelectImmune has engaged Falkenborn Advokatbyrå as legal advisor.

**Please note, this is a translation of the Swedish original. In case of deviations, the Swedish version of the press release available on the company's website shall prevail.**

*This is information that Hamlet Pharma AB (publ) and SelectImmune Pharma AB (publ) are obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out below, on March 31, 2023, at 08:00.*

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#### **About Hamlet Pharma**

Hamlet Pharma, whose shares are listed on the Spotlight Stock Market, is a company engaged in drug development based on a tumor-killing protein-lipid complex, HAMLET, formed from two natural and harmless molecules found in breast milk. The development aims to produce preparations that are primarily to be used for the treatment and prevention of cancer diseases. Alpha1H is the synthetic variant of HAMLET, which enabled the development of the substance for clinical trials. Hamlet Pharma is conducting clinical development work with Alpha1H in patients with bladder cancer, a difficult to cure and costly form of cancer. The company is also developing Alpha1H for the treatment of brain tumors. BAMLET, like HAMLET, is a substance that effectively kills cancer cells and has shown effects against growing tumor tissue, especially for colon cancer. The company intends to establish production of BAMLET primarily for clinical studies of the treatment/prevention of cancer in the gastrointestinal tract and in the oral cavity. Hamlet Pharma owns certain patents covering BAMLET. Linnane Pharma has carried out research and development work with BAMLET on its own initiative and at its own expense. Hamlet Pharma is currently conducting a Technical Evaluation of BAMLET and intends, if it turns out positively, to create conditions for continued development of BAMLET.



## **About SelectImmune**

SelectImmune Pharma is a pharmaceutical company whose shares are listed on the Spotlight Stock Market. The company's goal is to drive the development of new infection therapies, which through stimulation of the immune system can offer alternatives to antibiotics. Bacterial infections affect large parts of the population and are becoming increasingly difficult to treat due to increasing antibiotic resistance. SelectImmune Pharma develops immunotherapies that can complement or replace antibiotics. Urinary tract infections (UTIs) are one of the world's most common infectious diseases, affecting approximately 150 million people each year. The need for alternative treatments against bacterial infections is very large today, as are potential markets. The projects in SelectImmune Pharma concern IL1-RA, NKR1 inhibitors, RNA POL II inhibitors and IRF7 inhibitors.

## **IMPORTANT INFORMATION**

This press release does not constitute an offer to sell or acquire securities, or a solicitation or an invitation to make an offer to buy, acquire or subscribe for, securities, or an inducement to make any investment, and there will be no sale of securities in jurisdictions where such offer, solicitation or sale would be impermissible without registration or qualification under the securities laws of such jurisdiction.

Decisions regarding the proposed corporate merger between Hamlet Pharma and SelectImmune Pharma shall be made solely based on information set forth in the actual notices of Hamlet Pharma's and SelectImmune's extraordinary general meetings and the merger document regarding the Merger, as well as on independent analyzes of the information therein. Investors should read the merger document, which will be available prior to the extraordinary general meetings that will resolve on the matters set forth herein, for more complete information about the Merger. Investors should also make an independent analysis of the information contained therein and the merger document before making an investment decision.

No Hamlet Pharma shares have been registered and will not be registered under the US Securities Act of 1933, as amended ("**Securities Act**") or related relevant securities laws and regulations of any state or other jurisdiction of the United States. Neither the U.S. Securities and Exchange Commission nor the equivalent state authority has approved Hamlet Pharma shares or determined the accuracy or completeness of this document. Hamlet Pharma shares will be offered to holders' resident in the United States only when this is consistent with an exemption from the registration requirements of the Securities Act. Hamlet Pharma shares may not be offered or disposed of in the United States except in accordance with an exemption from the Securities Act or in a transaction not subject to the registration requirements of the Securities Act.

## **Forward looking information**

This press release contains certain statements that may constitute forward-looking information or statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual results, performance or development of Hamlet Pharma, SelectImmune or Hamlet Biopharma to differ materially from future results, performance or development expressed or indicated in such forward-looking statements. Such statements reflect

the current views of the management of Hamlet Pharma and SelectImmune and involve various risks and uncertainties. These statements are based on many different assumptions, uncertainties and other factors, including general economic and market conditions, industry-specific conditions, corporate law approvals, regulatory approvals and operational factors. The occurrence or non-occurrence of these could cause Hamlet Biopharma's results, including financial position and/or profitability may materially differ from, or fail to meet, expectations expressed or implied in the forward-looking statements. Changes in such assumptions or factors may also cause results to materially differ from current expectations. In addition, the forward-looking estimates and forecasts reproduced in this document from third-party industry reports may prove to be incorrect. It can therefore not be guaranteed that forward-looking statements will prove to have been correct.

Subject to compliance with applicable laws and regulations, Hamlet Pharma and SelectImmune disclaim any intention or obligation to confirm, update or revise any forward-looking statements and undertake no obligation to release publicly the results of any future revisions to the forward-looking statements to reflect events or circumstances after this date or to reflect the occurrence of unforeseen events.

Furthermore, it is not certain that the Merger will be completed in the manner and within the time frame described in this press release or at all.