



Company Announcement

Nykode Therapeutics ASA – Private Placement Completed

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION IN WHICH THE DISTRIBUTION OR RELEASE WOULD BE UNLAWFUL THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFER OF ANY OF THE SECURITIES DESCRIBED HEREIN.

Oslo, Norway, October 25, 2023

Reference is made to the stock exchange notice published by Nykode Therapeutics ASA ("Nykode" or the "Company", ticker code "NYKD") related to the contemplated private placement of new shares in the Company (the "Private Placement").

The Company is pleased to announce that the Private Placement has been successfully placed, raising approximately NOK 505 million in gross proceeds through the allocation of 29,549,400 new shares (the "Offer Shares") at a subscription price of NOK 17.10 per share.

The Private Placement and the issuance of the Offer Shares were resolved by the Company's Board of Directors (the "Board") at a board meeting held on 24 October 2023, based on the authorisation granted to the Board at the Company's Annual General Meeting held on 11 May 2023.

The Company intends to use the net proceeds from the private placement to: (i) Advance clinical studies of VB10.16, including in adjuvant setting (post-surgery, recurrence prevention), (ii) Continue pipeline expansion through internal and partnered programs, (iii) Accelerate research activities to further improve Nykode's technology platform and expand therapeutic scope including into autoimmune indications, and (iv) progress CMC activities. The balance will be used for other general corporate purposes, including general and administrative expenses and working capital.

The Company, the members of the Board and the executive management have agreed to a lock-up period of 180 days from the completion of the Private Placement, subject to customary exceptions.

The Private Placement was multiple times oversubscribed and saw significant international investor participation. The existing shareholders represented on the Board of directors of the company that had indicated an interest to subscribe for Offer Shares of up to NOK 330 million in aggregate at launch did not participate in the Private Placement in order to allow new international investors to participate.



The Offer Shares will be settled through a delivery versus payment transaction on a regular T+2 basis with existing and unencumbered shares in the Company that are already listed on the Oslo Stock Exchange pursuant to a share lending arrangement between the Company, ABG Sundal Collier ASA (on behalf of the Managers (as defined below)), Datum AS and Datum Opportunity AS. The Offer Shares delivered to the investors will thus be tradable from notification of allocation. ABG Sundal Collier ASA will, on behalf of the Managers, settle the share loan with new shares in the Company to be issued pursuant to the resolution of the Board referred to above.

The Board has considered the structure of the offering of new shares in light of the equal treatment obligations under the Norwegian Public Limited Liability Companies Act, the rules of equal treatment set out in the continuing obligations for companies admitted to trading on the Oslo Stock Exchange and the guidelines on the rules of equal treatment, and is of the opinion that the Private Placement is in compliance with these requirements. The Board is of the view that it is in the common interest of the Company and its shareholders to raise equity through a private placement, in view of the current market conditions. The Private Placement enabled to reduce execution and completion risk, which allowed for the Company to raise capital more quickly, raise capital at a lower discount compared to a rights issue, without the underwriting commissions normally seen with rights offerings and strengthen its shareholder base with international investors, ahead of an envisaged future U.S. listing. Further, the number of Offer Shares to be issued in connection with the contemplated Private Placement implies a limited dilution of existing shareholders. Completion of the Private Placement implies a deviation from the existing shareholders' pre-emptive rights to subscribe for and be allocated new shares. The Board has carefully considered such deviation and has resolved that the Private Placement is in the best interests of the Company and its shareholders.

The Company intends to conduct a subsequent repair offering of new shares with gross proceeds of up to NOK 85,500,000, which is equivalent of up to 5,000,000 new shares, at a price of NOK 17.10 per share, being the same price as in the Private Placement (the "Subsequent Offering"), directed towards shareholders in the Company as of 24 October 2023, as registered in VPS on 26 October 2023, who (i) were not allocated Offer Shares in the Private Placement, and (ii) are not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus filing, registration or similar action.

The launch of the Subsequent Offering will be contingent on, inter alia, approval by an extraordinary general meeting of the Company and publication of a prospectus.

The Company reserves the right to cancel the Subsequent Offering to the extent the share price development and trading volumes following the Private Placement implies that eligible shareholders have had the opportunity to limit the dilutive effect of the Private Placement by acquiring shares in the open market at price levels at or below the Offer Price.

Following registration of the new share capital pertaining to the Offer Shares in the Private Placement with the Norwegian Register of Business Enterprises, which is expected to take place on or about 30 October 2023, the Company will have an issued share capital of NOK 3,250,437.09, divided into 325,043,709 shares, each with a par value of NOK 0.01.



J.P. Morgan SE, ("J.P. Morgan"), Jefferies GmbH ("Jefferies") and Van Lanschot Kempen N.V. ("Van Lanschot Kempen") have acted as Joint Global Coordinators and Joint Lead Bookrunners, with ABG Sundal Collier ASA (together with the Joint Global Coordinators, the "Managers") having acted as Joint Bookrunner for the Private Placement.

For further information, please contact:

Harald Gurvin, CFO
Tel: +47 975 20 363, Email: hgurvin@nykode.com

This announcement contains inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to MAR article 17 and section 5-12 the Norwegian Securities Trading Act. This stock exchange announcement was published by Harald Gurvin, Chief Financial Officer on 25 October 2023 at 01.50 CEST.

IMPORTANT NOTICE

This announcement is not for publication or distribution in, directly or indirectly, Australia, Canada, Japan, Hong Kong, South Africa or the United States or any other jurisdiction in which such release, publication or distribution would be unlawful, and it does not constitute an offer or invitation to subscribe for or purchase any securities in such countries or in any other jurisdiction where to do so might constitute a violation of the local securities laws or regulations of such jurisdiction.

The Offer Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or transferred, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Offer Shares are being offered and sold (i) inside the United States to persons reasonably believe to be "qualified institutional buyers" as defined in Rule 144A of the U.S. Securities Act and (ii) outside the United States in accordance with Regulation S under the U.S. Securities Act.

In any EEA Member State, this announcement is only addressed to and is only directed at qualified investors in that Member State within the meaning of Article 2(e) of the Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 (together with any applicable implementing measures in any Member State).

In the United Kingdom, this announcement is only addressed to and is only directed at persons who are qualified investors who are "qualified investors" within the meaning of Article 2(e) of the UK version of Regulation (EU) 2017/1129 as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 and who (i) are investment professionals falling within Article 19(5) of the



Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (ii) are persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.) (all such persons together being referred to as "Relevant Persons"). These materials are directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

The Managers are acting exclusively for the Company in connection with the Private Placement and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to the Private Placement or any transaction or arrangement referred to in this announcement.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "anticipate", "believe", "continue", "estimate", "expect", "intends", "may", "should", "will" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The information, opinions and forward-looking statements contained in this announcement speak only as at its date and are subject to change without notice. This announcement is made by and is the responsibility of, the Company. Neither the Managers nor any of their respective affiliates makes any representation as to the accuracy or completeness of this announcement and none of them accepts any responsibility for the contents of this announcement or any matters referred to herein and each of them expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

This announcement is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgment. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities of the Company. Neither the Managers nor any of their respective affiliates accepts any liability arising from the use of this announcement.