

Current Report ESPI

Number: 4/2025
Date of Preparation: 12 luty 2025 roku
Company: Genomtec S.A., headquartered in Wrocław

Title: Conclusion of an Investment Agreement for the Purpose of Raising Equity Financing by the Company

Legal Basis: Art 17(1) MAR - Confidential Information

Report Content: The Management Board of Genomtec S.A., headquartered in Wrocław (the “Company”), in reference to the Company’s current report No. 29/2024 dated December 11, 2024, informs that on February 12, 2025, the Company entered into an investment agreement (“Agreement”) with a shareholder of the Company – 5HT Family Foundation, headquartered in Wrocław (the “Shareholder”), under which the Shareholder committed to conducting a public offering of no more than 1,342,556 (one million three hundred forty-two thousand five hundred fifty-six) existing and regulated market-listed shares of the Company (“Offered Shares”) (“Public Offering”), with the aim of reinvesting all proceeds obtained in this manner into the subscription of newly issued shares of the Company (“Newly Issued Shares”) in a number and at an issue price corresponding to the number and sale price of the Offered Shares actually sold by the Shareholder in the Public Offering (“Investment”). Additionally, to maximize the available financing level for the Company and in connection with the Shareholder’s consent to participate in the Investment conducted in the Company’s interest, the Shareholder was granted the right to subscribe for additional Newly Issued Shares in a number not exceeding 457,444 (four hundred fifty-seven thousand four hundred forty-four) at an issue price per unit corresponding to the per-unit sale price of the Offered Shares actually sold by the Shareholder in the Public Offering.

According to the Agreement:

- The Shareholder’s obligation to conduct the Public Offering is subject to the following conditions precedent: (i) the Shareholder obtaining a loan of existing shares of the Company in a number not less than 1,342,556 (one million three hundred forty-two thousand five hundred fifty-six) from another shareholder or shareholders of the Company, and (ii) the Shareholder concluding a relevant agreement with Dom Maklerski INC S.A., headquartered in Poznań (“Investment Firm”), as the investment firm chosen by the Shareholder to organize and conduct the Public Offering. According to the Shareholder’s declaration, as of the Agreement’s date, the Shareholder intends to obtain a loan of existing shares from Mr. Miron Tokarski.
- The Public Offering will be conducted through an accelerated book-building process and will be directed, via the Investment Firm, exclusively to: (i) qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and Council dated June 14, 2017 (“Regulation 2017/1129”); or (ii) fewer than 150 investors who are not qualified investors as defined in Article 2(e) of Regulation 2017/1129; or (iii) investors who will acquire the Offered Shares with a total value of at least EUR 100,000 (one hundred thousand euros) per investor.
- The Public Offering will commence no earlier than upon the fulfillment of the above conditions precedent and will be carried out in accordance with the schedule agreed upon by the Shareholder, the Company, and the Investment Firm.



- The final number of Offered Shares subject to the Public Offering and their sale price to investors will be determined between the Shareholder and the Company by separate agreement based on the results of the accelerated book-building process conducted by the Investment Firm.
- Provided that (i) the Shareholder sells the Offered Shares within the Public Offering in the number and at the sale price specified in the above agreement and (ii) the General Meeting of the Company adopts a resolution on increasing the Company's share capital through the issuance of Newly Issued Shares and offering them exclusively to the Shareholder ("Issuance Resolution"), the Company commits to offering the Shareholder, and the Shareholder commits to subscribing for, the Newly Issued Shares in a number and at an issue price corresponding to the number and sale price of the Offered Shares actually sold by the Shareholder in the Public Offering, subject to the Shareholder's right to subscribe for additional Newly Issued Shares in a number not exceeding 457,444 (four hundred fifty-seven thousand four hundred forty-four) at an issue price per unit corresponding to the per-unit sale price of the Offered Shares actually sold by the Shareholder in the Public Offering. Accordingly, the Shareholder will allocate at least all funds obtained from the sale of the Offered Shares to the capitalization of the Company through the subscription of the Newly Issued Shares.

The conclusion of the Agreement is, in the Company's assessment, an essential element for the implementation of the strategy announced by the Company in its current report No. 29/2024 dated December 11, 2024. The Company's objective is to allocate the funds raised through the Investment to support the commercialization process of the Company's projects. In the opinion of the Company's Management Board, the adopted Investment structure is optimal from the perspective of the Company's and its shareholders' interests, as it allows (i) investors to acquire shares of the Company already admitted to trading on the regulated market and (ii) the transfer of investment risk related to the potential lack of registration of the Company's share capital increase by the registry court, a delay in such registration, or an extension of the process of admitting such shares to trading on the regulated market exclusively to the Shareholder, thus maximizing the amount of financing available to the Company. At the same time, given the Company's financial needs and the Shareholder's potential readiness to provide additional equity financing to the Company, the Management Board considered it appropriate to grant the Shareholder the right to subscribe for an additional number of Newly Issued Shares at an issue price determined within the Public Offering.

Additionally, the Company's Management Board announces its intention to promptly convene an Extraordinary General Meeting of the Company, the agenda of which will include at least a vote on the Issuance Resolution.

Signatures of persons representing the Company:

Michał Wachowski – Member of the Management Board