

Date of preparation: 27 March 2025

Issuer's abbreviated name: SYNEKTIK SA

Current report: 23/2025 ESPI

Subject: Adoption of directional resolution on division of the Company

Legal basis: Article 17 sect. 1 of MAR – inside information

Body of the report:

Time of publication: 5:38 a.m.

The Management Board of Synektik SA (the “Company,” the “Issuer”) announces that on 27 March 2025 it adopted a directional resolution on division of the Company by transferring a portion of its assets, in the form of an organized part of its enterprise including the Cardiotracer and the Centre for Research on New Compounds to another company (the “Acquiring Company”).

In connection with the foregoing, the Management Board will commence in-depth financial, legal and functional analyses, as well as work aimed at separating the Company’s assets, i.e. aimed at transferring a portion of its assets in the form of an organized part of the enterprise to the Acquiring Company (pursuant to Art. 529 §1(4) of the Commercial Companies Code—division by spin-off).

The Management Board states that within the planned division, a portion of the Company’s business would be spun off, consisting of:

- (i) the search for innovative new pharmaceutical compounds which, following selection and conduct of the full process of preclinical and clinical trials, will be subject to the process of introduction and registration on selected geographical markets, verification of candidates for clinical trials, and preparation of the necessary medical, qualitative and registration procedures connected with the process of placing of the given medical product on the market (“CBNC,” “Centre for Research on New Compounds”);

(ii) research work on an innovative tracer used for diagnostic tests on cardiac disorders in the area of myocardial perfusion (the “Cardiotracer”);

(together, the “Spun-Off Business”).

Currently the Cardiotracer is one of the most important elements of the research work conducted at the R&D Centre. This tracer enables inter alia detection of myocardial perfusion disorders in patients with suspected or confirmed coronary artery disease. Meanwhile, the CBNC is involved in the search for innovative new pharmaceutical compounds, and also provides services to external entities involving scientific cooperation related to the search for innovative new radiopharmaceutical compounds, verification of candidates for clinical trials, as well as preparation of the necessary medical, qualitative and registration procedures connected with the process of placing of the given medical product on the market.

As a result of the planned division, an independent enterprise will function within the Acquiring Company with complete organizational and financial separateness. It will operate on the basis of assets which to date have been used organizationally and functionally for the Issuer’s conduct of activity related to the Cardiotracer and CBNC. The Acquiring Company will, in particular, continue the existing clinical trials, as well as processes aimed at commercialization of the Cardiotracer.

The other activity conducted by the Issuer will remain within the Company, including with respect to R&D work involving the search for generics of existing radiopharmaceutical products which do not require the conduct of clinical trials.

At the same time, the Management Board’s intention is for the composition of the Acquiring Company’s shareholder structure to be the same as the composition of the Company’s shareholder structure, i.e., that as a result of the planned division, the Issuer’s existing shareholders will acquire shares of the Acquiring Company and that these shares of the Acquiring Company will be introduced into trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie SA.

One of the purposes of the division is to enable the Acquiring Company to obtain additional financing, inter alia through grants earmarked for SMEs which are not accessible to the Company.

Moreover, the Spun-Off Business, currently functioning within the Company, generates high costs, segregation of which will enable the Company to strengthen its position as a dividend-paying company with higher profitability.

The planned division of the Company is tax-secure for the Company and its shareholders, both natural persons and legal persons (the Issuer has obtained a hedging opinion in this respect, no. DKP3.8082.2.2024).

Persons representing the Issuer:

Cezary Kozanecki – President of the Management Board