

**Date of preparation:** 23 July 2025

**Issuer's abbreviated name:** SYNEKTIK SA

**Current report:** 37/2025 ESPI

**Subject:** Agreeing and adoption of the Issuer's division plan

**Legal basis:** Article 17 Section 1 of MAR – confidential information

#### **Body of the report:**

Time of publication: 5:25 a.m.

With reference to current report No. 23/2025 of 27 March 2025, the Management Board of Synektik SA ('Issuer', 'Divided Company') announces that on 23 July 2025, the Management Board of the Issuer and the Management Board of Syn2bio SA in organisation ('**Acquiring Company**'), acting on the basis of Article 533 § 1 in connection with Article 529 § 1 (4) and Article 534 of the Code of Commercial Companies ("**CCC**"), agreed and adopted the division plan ('**Division Plan**').

According to the Division Plan, the Issuer shall be divided by transferring to the Acquiring Company a part of the assets of the Divided Company in the form of a set of tangible and intangible assets, including liabilities, intended for the performance of certain business tasks related to the Cardiocarrier and the Centre for Research on New Molecules, which constitute an organised part of the enterprise (the '**Separated Business**') (division by separation). The remaining business activities of the Issuer will remain with the Divided Company, including those related to ongoing research and development activities in the search for generics of existing radiopharmaceutical products that do not require long-term clinical trials.

The division shall be carried out without any reduction of the share capital of the Divided Company. The division shall be made from the Divided Company's equity capitals other than the share capital. At the same time, the share capital of the Acquiring Company shall be increased from PLN 100,000.00 (one hundred thousand zlotys) to PLN 4,364,564.50, i.e. by PLN 4,264,564.50, by issuing 8,529.129 (in words: eight million five hundred and twenty-nine thousand one hundred and twenty-nine) B-series ordinary

bearer shares of the Acquiring Company with the nominal value of PLN 0.50 (fifty groszy) each (**'Divisional Issue Shares'**), which will be issued pursuant to the provisions of the CCC and the Public Offering Act and offered in a public offering (within the meaning of Article 2(d) of the Prospectus Regulation).

In order to determine the Share Exchange Parity, a valuation of the Divided Company was carried out, including a valuation of the organised part of the Divided Company's business, i.e. the Separated Business, which will be transferred to the Acquiring Company as a result of the Division, and a valuation of the Acquiring Company was carried out, as a result of which it was determined that as at 30 June 2025:

- 1) the value of the Divided Company is 2.111.300.592,66 PLN;
- 2) the value of the Separated Business is 163.247.529,06 PLN;
- 3) the value of the Acquiring Company as at 30 June 2025 is 100.000,00 PLN.

As a consequence of the above, as at 30 June 2025, the value of the Separated Business to the Acquiring Company represents approximately 7.73% of the value of the Divided Company.

Based on the assumptions adopted in the Division Plan and the valuation methods used to determine the value of the assets of the Divided Company and the value of the assets of the Separated Business, it was agreed that a shareholder of the Divided Company shall acquire one share of the Acquiring Company for each one share of the Divided Company.

The existing shareholders of the Divided Company shall retain all their shares in the Divided Company. In exchange for the part of the Divided Company's assets transferred to the Acquiring Company in the form of the Separated Business, the shareholders of the Divided Company shall acquire on the Reference Date (i.e. on the date specified by the Management Board of the Acquiring Company, on which the shares of the Divided Company recorded on the securities accounts shall entitle the holders of such accounts to receive Divisional Issue Shares). Divisional Issue Shares issued in connection with the Division, maintaining the exchange ratio of 1:1. In total, for 8,529.129 (in words: eight million five hundred and twenty nine thousand one hundred and twenty nine) shares of the Divided Company, shareholders of the Divided Company shall receive 8,529.129 (in words: eight million five hundred and twenty nine thousand one hundred and twenty nine) Divisional Issue Shares, i.e. B-series ordinary bearer shares of the Acquiring Company with the nominal value of PLN 0.50 (fifty groszy) each.

The Divisional Issue Shares shall be assigned to the shareholders of the Divided Company through the National Depository for Securities, according to the shareholding of the Divided Company on the Reference Date. The persons entitled to the Divisional Issue Shares shall be the persons on whose securities accounts the shares of the Divided Company are recorded on the Reference Date. As a result of the Division, the shareholders of the Divided Company shall become the owners of the Divisional Issue Shares by virtue of law, without the necessity to subscribe for and pay for the Divisional Issue Shares.

Pursuant to Article 530 § 2 of the CCC, the Separated Business will be transferred to the Acquiring Company as of the Separation Day. The Acquiring Company will take appropriate actions to introduce the previously issued shares of the Acquiring Company and the Divisional Issue Shares to trading on the

Warsaw Stock Exchange, in particular, it will apply to the Polish Financial Supervision Authority for the approval of the prospectus in accordance with the requirements of the Public Offering Act, as well as apply for the conclusion of an agreement on the registration of the Divisional Issue Shares in the National Depository for Securities and an application to the Warsaw Stock Exchange for the introduction of all the shares of the Acquiring Company to trading on the regulated market.

The Issuer's Management Board announces that the Division Plan in accordance with Article 535 § 3 CCC will be announced by the Issuer today (i.e. on 23 July 2025) on the Issuer's website ([www.synektik.com.pl/en/investor-centre/division-plan/](http://www.synektik.com.pl/en/investor-centre/division-plan/)) and on the website of the Acquiring Company ([www.syn2bio.pl](http://www.syn2bio.pl)).

At the same time, the Issuer's Management Board informs that the expert opinion on the examination of the Division Plan, in terms of its correctness and reliability, in accordance with Article 537 § 1 of the CCC, will be made available immediately after its preparation by the expert appointed by the competent registry court, in order to enable the shareholders to become acquainted with it in accordance with Article 540 of the CCC.

**Persons representing the Issuer:**

Cezary Kozanecki – President of the Management Board