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Tokyo, Japan – 11 December 2025: Reference is made to the announcement of Nxera Pharma Co., Ltd. (“Nxera”; TSE Prime Index: 4565) dated 26 November 2025 (the “Announcement”) in relation to the Tender Offer and Consent Solicitation. Capitalised terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

Nxera today announces that it has received the requisite approvals from holders for the Extraordinary Resolution in connection with the Trust Deed constituting the Convertible Bonds and that the relevant consent conditions have been satisfied. In accordance with the provisions of the Trust Deed, the Meeting will be cancelled.

The Extraordinary Resolution has approved the removal of condition 7.9 (Redemption at the Option of the Bondholders) (and other provisions solely relating to such Condition) from the terms and conditions of the Convertible Bonds and certain waivers relating thereto. The deed expressed to amend and supplement the Trust Deed to give effect to the Extraordinary Resolution will be executed by Nxera and The Law Debenture Trust Corporation p.l.c. as of the date hereof.

Through the Extraordinary Resolution, Nxera will be able to reduce redemption risk associated with the Convertible Bonds in the near term and secure its existing cash and deposits.

A consent fee of ¥1,680,000 per ¥10,000,000 principal amount of the Convertible Bonds will be paid to each eligible bondholder who delivered an instruction in favour of the Extraordinary Resolution received prior to the deadline specified by Nxera. Accordingly, Nxera will, on or around 19 December 2025, pay an aggregate consent fee of ¥5,098,800,000.

An ineligible bondholder payment of ¥1,680,000 per ¥10,000,000 principal amount of the Convertible Bonds will be made to each holder of the Convertible Bonds other than the eligible bondholders who submitted a valid indication in favour of the Extraordinary Resolution received prior to the deadline specified by Nxera. Accordingly, Nxera will, on or around 19 December 2025, make an aggregate ineligible bondholder payment of ¥241,920,000.

Furthermore, following approval of the Extraordinary Resolution, Nxera’s Board of Directors has resolved to accept for purchase ¥5,000,000,000 in principal amount of the Convertible Bonds at a purchase price of ¥9,675,000 per ¥10,000,000 in principal amount of the Convertible Bonds. Accordingly, Nxera will, on or around 19 December 2025, pay an aggregate purchase price of ¥4,837,500,000 (before deducting any consent fee payable for Convertible Bonds being purchased). Nxera will also pay accrued interest on the Convertible Bonds accepted for purchase.

This press release has been prepared for the sole purpose of publicly announcing the Consent Solicitation with respect to and the Tender Offer of the Convertible Bonds, and not for the purpose of soliciting investment.

Neither the Consent Solicitation with respect to nor the Tender Offer of the Convertible Bonds is being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. Participation in such Consent Solicitation and/or the Tender Offer is not permitted by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States as defined in Regulation S of the Securities Act. Any purported approval or tender made by a person located in the United States will not be accepted.

This press release is not an offer of securities for sale in the United States and nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful. The securities may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act of 1933, as amended (the “Securities Act”). The securities referred to herein have not been, and will not be registered under the Securities Act. If any public offering of securities is to be made in the United States, it will be by means of a prospectus prepared pursuant to the provisions of the Securities Act. Nxera does not intend to conduct a public offering of securities in the United States.