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Tokyo, Japan – 26 November 2025: Nxera Pharma Co., Ltd. (“Nxera”; TSE Prime Index: 4565) today announces that it is conducting the Tender Offer and the Consent Solicitation (each as defined below), whereby it is offering eligible holders of Nxera’s outstanding ¥32,000,000,000 0.25% Convertible Bonds due 2028 (ISIN: XS2717010552) (the “Convertible Bonds”) an opportunity to tender their Convertible Bonds (the “Tender Offer”) and consent to certain amendments and waivers (the “Consent Solicitation”) in connection with the trust deed dated 14 December 2023 (the “Trust Deed”) constituting the Convertible Bonds.

The Trust Deed, a supplemental trust deed and a tender offer and consent solicitation memorandum have been made available for inspection by the holders of the Convertible Bonds by Nxera.

Through the Consent Solicitation, Nxera will be able to effectively extend the maturity of the Convertible Bonds while avoiding dilutive effect on its existing shareholders and maintaining a lower funding cost. In addition, together with its existing cash and deposits, the Tender Offer and Consent Solicitation enable Nxera to secure the liquidity necessary to support strategic growth investments.

The Tender Offer

Eligible holders of the Convertible Bonds are invited to tender Convertible Bonds for purchase by Nxera for cash.

The Convertible Bonds are listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”). The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. Approval in-principle from, admission to the Official List of, and listing and quotation of the notes on, the SGX-ST are not to be taken as an indication of the merits of Nxera or the Convertible Bonds.

As at the date of this announcement, the aggregate outstanding principal amount of the Convertible Bonds is ¥32,000,000,000.

Nxera has set a maximum aggregate principal amount of Convertible Bonds (the “Maximum Acceptance Amount”) that it will accept for purchase for the Tender Offer. For the purpose of such acceptance, Convertible Bonds validly tendered will be scaled by multiplying the aggregate principal amount of Convertible Bonds, by a factor equal to: (i) the Maximum Acceptance Amount divided by (ii) the aggregate principal amount of Convertible Bonds that are validly tendered for purchase, and subject to adjustment to allow for the aggregate principal amount of Convertible Bonds accepted for purchase to not be greater than the Maximum Acceptance Amount. Convertible Bonds may only be tendered in denomination of ¥10,000,000 principal amount.

This press release has been prepared for the sole purpose of publicly announcing the Tender Offer and the Consent Solicitation relating to the Convertible Bonds, and not for the purpose of soliciting investment. **The Tender Offer and the Consent Solicitation are not 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. The Convertible Bonds may not be tendered in the 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 tender of Convertible Bonds 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.

If Nxera accepts tenders of Convertible Bonds for purchase on a pro rata basis, eligible bondholders will only receive the purchase price and other considerations in respect of those Convertible Bonds validly tendered and accepted for purchase by the Company. The purchase price to be paid to the relevant eligible bondholder will deduct the amount of any fee paid to such eligible bondholder pursuant to the Consent Solicitation.

The Tender Offer commenced on 26 November 2025 and will expire at 8:00 a.m. (Tokyo time) on 17 December 2025, unless accelerated, extended, re-opened or terminated by Nxera. Subject to the conclusion of the Consent Solicitation (as provided below), payment of the purchase price and other considerations and the transfer of the Convertible Bonds accepted for purchase will take place on or around 11 December 2025 (in case of approval by electronic consent) or 22 December 2025 (in case of approval at the meeting of the holders of the Convertible Bonds (the “Meeting”)).

The Consent Solicitation

Nxera is seeking approval, by extraordinary resolution, to certain amendments and waivers in connection with the trust deed dated 14 December 2023 (the “Trust Deed”) constituting the Convertible Bonds. Nxera seeks such approval by way of electronic consent or, where the extraordinary resolution is not approved by electronic consent, at the Meeting.

The extraordinary resolution seeks approval from holders of the Convertible Bonds to the removal of condition 7.9 (Redemption at the Option of the Bondholders) and other related provisions solely from the terms and conditions of the Convertible Bonds and certain waivers in relation to such amendment.

Solicitation of the electronic consent for the extraordinary resolution commenced on 26 November 2025 and will expire at 8:00 a.m. (Tokyo time) on 8 December 2025, unless extended, re-opened or terminated by Nxera (the “Electronic Consent Deadline”). The Meeting to approve the extraordinary resolution is to be held on 18 December 2025, except where the electronic consent is granted and other conditions are satisfied (in which case the Meeting will be canceled).

Subject to approval of the extraordinary resolution and the satisfaction of other conditions to the Consent Solicitation, Nxera will make (i) a cash payment in respect of which a valid consent instruction (or a valid tender instruction pursuant to the Tender Offer) from each eligible bondholder in favour of the extraordinary resolution and (ii) an equivalent amount in respect of which a valid consent instruction in favour of the extraordinary resolution from each holder of the Bonds other than the eligible bondholders, each received prior to the deadline specified by the Company.

Eligible bondholders who submit a valid tender instruction pursuant to the Tender Offer to participate in the Tender Offer will be deemed to have voted in favour of the extraordinary resolution with respect to all such Convertible Bonds tendered.

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