

October 25, 2023

Symbio Pharmaceuticals Limited
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**Notice of Confirmation of the Terms and Conditions of the New Share Issue
 (1st Allotment) through Third-Party Allotment based on the Agreement to Set up
 a STRaight-Equity Issue Program (“STEP”) and Revision of Funds to be Raised through
 the New Share Issue (1st Allotment)**

Symbio Pharmaceuticals Limited (the “Company”), as announced in the “Notice of Agreement to Set up a STRaight-Equity Issue Program (“STEP”) and Issue New Shares through Third-Party Allotment” dated October 6, 2023 (the “Initial Press Release”), resolved at a Board of Directors’ meeting held on the same day of the Initial Press Release to enter into an agreement with EVO FUND (the “Allottee”) to set up an equity issue program (the “Agreement to Set up an Equity Issue Program”), and based on the equity issue program established under the Agreement to Set up an Equity Issue Program (the “Program”), to issue new shares in five tranches (shares issued to the Allottee, whether individually or collectively, under the Program are referred to as the “Shares”). The Company hereby announces that it has confirmed the terms and conditions of the 1st allotment of the Shares (the “1st Allotment”) at a Board of Directors’ meeting held on October 25, 2023, as below.

The Company also announces that due to the confirmation of the terms and conditions of the 1st Allotment, the amount of funds to be raised from the 1st Allotment now differs from the amount disclosed on the issuance resolution date. For details of the Shares (1st Allotment), please see the Initial Press Release.

1. Summary of Offer

<Overview of 1st Allotment>

(1)	Issuance resolution date	October 6, 2023
(2)	Allotment resolution date	October 25, 2023
(3)	Due date of payment	November 10, 2023
(4)	Number of new shares to be issued	1,200,000 common shares
(5)	Issue price	¥316 per share
(6)	Amount of funding	¥379,200,000
(7)	Offer method	Third-party allotment

Note: This document does not constitute an investment solicitation for any securities for sale. This document has been prepared to publicly announce matters related to the issuance of the common stock, and not for the purpose of soliciting investment. This document does not constitute an offer of investment in nor solicitation for purchase of the common stock within the United States. Regarding the common stock, Symbio has not registered, and is not scheduled to register, any of them under the United States Securities Act of 1933. The securities may not be offered or sold in the United States without a registration or an exemption from registration under the United States Securities Act of 1933. No offer of securities in the United States will be made in connection with this transaction.

(8)	Allottee	EVO FUND
(9)	Others	Each of the above items is subject to the effectiveness of the filing under the Financial Instruments and Exchange Act. After the filing under the Financial Instruments and Exchange Act becomes effective, the Company intends to enter into a third-party allotment agreement with EVO FUND to subscribe for the new shares to be issued through the allotment.

2. Purposes of and Reasons for the Offer

Please refer to “II. Issuance of New Shares through Third-Party Allotment, 2. Purpose of and Reasons for the Offer” of the Initial Press Release.

3. Amount to Be Raised, and the Use and Scheduled Disbursement Thereof

Due to the confirmation of the terms and conditions of the 1st Allotment, the amount of funds to be raised from the 1st Allotment was revised from the amount disclosed on the issuance resolution date of ¥441,600,000 (estimate) to ¥379,200,000. Due to this change, the expected total payment for new shares under the Program, estimated net proceeds, and the amount to be allocated to the “investment in new in-licensing and M&A for the purpose of securing long-term growth opportunities” of the specific uses of the amounts to be raised were also revised as below.

(1) Amount to Be Raised (Estimated Net Proceeds)

Total amount expected to be raised through the Program (estimated net proceeds)

- | | |
|--|----------------|
| 1) Expected total payment for new shares under the Program | ¥2,145,600,000 |
| 2) Approximate amount of various issuance-related expenses | ¥24,400,000 |
| 3) Estimated net proceeds | ¥2,121,200,000 |

(Notes) 1. The amounts indicated above take into account the amounts to be paid for the issuance of shares for the 1st Allotment, as well as for the 2nd through 5th allotments, as detailed in “I. STraight-Equity Issue Program (“STEP”)” of the Initial Press Release. Of the total amount (estimate) indicated above, the breakdown below indicates the expected amounts for each of the 2nd through 5th allotments. We have assumed the issue of 1,200,000 shares for each of the 2nd through 5th allotments. This figure is a provisional calculation based on the simple average of the closing price of common shares of the Company in ordinary trading announced by the Tokyo Stock Exchange (the “TSE”) during the 10 trading days up to and including October 5, 2023 (¥368, rounded off to the first decimal place). The number of shares for each of the 2nd through 5th allotments will range from 1,200,000 shares to 2,500,000 shares, and the total will not exceed the 6,000,000 shares stipulated for issuance under the Program. The actual number will be determined by the Allottee notifying the Company prior to the date of the resolution by the Board of Directors for each allotment (the “Allotment Resolution Date”). The issue price for each of the 2nd through 5th allotments is expected to be the amount equal to the simple average of the closing price of common shares of the Company announced by the TSE during the 10 trading days up to and including the day preceding the Allotment Resolution Date (rounded off to the first decimal place).

- 1) Expected total payment for shares issued in the 1st allotment: ¥379,200,000

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- 2) Expected total payment for shares issued in the 2nd allotment: ¥441,600,000
 - 3) Expected total payment for shares issued in the 3rd allotment: ¥441,600,000
 - 4) Expected total payment for shares issued in the 4th allotment: ¥441,600,000
 - 5) Expected total payment for shares issued in the 5th allotment: ¥441,600,000
2. The approximate amount of various issuance-related expenses is the approximate amount of various issuance-related expenses required for the entire Program.
 3. The approximate amount of various issuance-related expenses breaks down into legal fees and notification form data preparation fees, fees for registration with the Legal Affairs Bureau, and various other fees (such as judicial scrivener fees, credit check fees, etc.).
 4. The approximate amount of various issuance-related expenses does not include consumption and other taxes.

(2) Specific Uses of the Amount to Be Raised

The proceeds from the Program are to be used for the following specific purposes. The proceeds will be kept in bank deposits until they are used for the above purposes.

Specific uses	Amount (Million yen)	Expected timing of expenditure
(1) Development funds for antiviral drug brincidofovir (direct expenses)	658	October 2023 to June 2024
(2) Development funds for antiviral drug brincidofovir (indirect expenses)	742	October 2023 to June 2024
(3) Investment in new in-licensing and M&A for the purpose of securing long-term growth opportunities	721	October 2023 to June 2024
Total	2,121	

(Note) The description above indicates the use of funding raised by the Program overall. For details of the Program, please refer to “I. STRAIGHT-EQUITY ISSUE PROGRAM (“STEP”)” of the Initial Press Release. Proceeds expected to be raised under the Program as a whole are stated as ¥2,121,200,000, which is the total amount to be raised under the Program, of ¥2,145,600,000, less the estimated amount of various issuance-related expenses required under the overall Program, of ¥24,400,000. Of the total amount to be raised under the Program (¥2,145,600,000), the amount to be raised from the 2nd through 5th allotments is an estimate based on the simple average of the closing price of common shares of the Company in ordinary trading announced by the TSE during the 10 trading days up to and including October 5, 2023 (¥368, rounded off to the first decimal place). The actual amounts raised from the 2nd through 5th allotments will be based on the issue price for each allotment, determined as the amount equal to the simple average of the closing price of common shares of the Company announced by the TSE during the 10 trading days up to and including the day immediately preceding the Allotment Resolution Date (rounded off to the first decimal place). The total amount of funds raised under the Program, the approximate amount of various issuance-related expenses, and estimated net proceeds may increase or decrease depending on the determination of the amount to be paid in and the number of new shares to be issued.

Details on the uses of funds raised are provided below.

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1) Development funds for antiviral drug brincidofovir (direct expenses)

Symbio plans to use the development funds for antiviral drugs to cover the following expenses: among the development funds for the intravenous formulation of the antiviral drug brincidofovir (IV BCV) in-licensed by the Company in September 2019, (1) direct expenses associated with the Phase II clinical trials for IV BCV already underway in the U.S. aimed at developing a treatment for adenovirus infections after hematopoietic stem cell transplants; (2) in the development of brincidofovir for BK virus infection after kidney transplants, expenses for clinical trials in Australia and Japan; and (3) development and other expenditures for a Phase I clinical trial targeting cytomegalovirus infection following hematopoietic stem cell transplantation. Of this amount, expenditures of ¥658 million from October 2023 to June 2024 will be funded by the issuance of the Shares.

2) Expenses related to development of antiviral drug brincidofovir (indirect expenses)

Symbio forecasts expenditures in connection with efforts to strengthen its personnel, organization, and other areas to develop the intravenous formulation of the antiviral drug brincidofovir (IV BCV) for multiple indications, and in the form of indirect expenses for efforts to reinforce the organization, including the hiring of CEO and global CMO for the full-scale operation of U.S. subsidiary Symbio Pharma USA. Of this amount, expenditures of ¥742 million from October 2023 to June 2024 will be funded by the issuance of the Shares.

3) Investment funds for in-licensing and M&A for the purpose of securing long-term growth opportunities

From a medium- to long-term perspective, Symbio continues to search for and evaluate new drug candidates for potential in-licensing, and is routinely considering multiple license candidates, aiming to evolve into a profitable biopharmaceutical company with growth potential. As of the end of September 2023, its Scientific Advisory Board (SAB) had finished its evaluation for several products, and the Company is internally considering whether to acquire relevant licenses. It forecasts expenditures of ¥721 million for in-licensing and other expenses between October 2023 and June 2024.

For investment in new in-licensing and M&A for the purpose of securing long-term growth opportunities, the funds will first be apportioned at the time license agreements are concluded, and any expenses exceeding the expected amount to be raised shall be provided by internal funds. The Company has no specific plans for M&A as of the time of the release. As the amount and timing of funding will be affected by the state of progress for the Program, the aforementioned uses and breakdown of funds may change.

Further, the possibility exists that fundraising under the Program may not be exercised in part depending on such factors as the share price and trading volume.

If Symbio cannot procure sufficient funds through the Program, funds will be allocated in the following order of priority: 1) development funds for antiviral drug brincidofovir (direct expense), 2) expenses related to development of antiviral drug brincidofovir (indirect expenses), and 3) investment funds for in-licensing and M&A for the purpose of securing long-term growth opportunities. Further, it may procure funds through other measures or review its business plans. In the event of changes in the uses and breakdown of funds, the pursuit of separate funding, or revisions to its business plans, the Company will promptly disclose such information in each case.

Symbio expects to hold the funds above in its deposit account until apportioned for the uses of funds mentioned above.

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On October 6, 2023, SymBio resolved to introduce the Program, with the aim of deploying funds for the aforementioned uses.

4. Rationality of Issuance Conditions

Please refer to “II. Issuance of New Shares through Third-Party Allotment, 5. Rationality of Issuance Conditions” of the Initial Press Release. The deviation rate of the issue price of the Shares (1st Allotment) to the closing price of common shares of the Company of ¥302 in ordinary trading on the day immediately preceding the Allotment Resolution Date for the 1st Allotment as announced by the TSE is 4.64% (rounded to the second decimal place). Further, the Company has obtained an opinion from its Audit & Supervisory Committee that the amount to be paid in for the Shares (1st Allotment) resolved on the Allotment Resolution Date is not particularly advantageous to the Allottee and is in compliance with laws.

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Terms and Conditions Related to the 1st Allotment

1. Class of Shares Offered

Common shares of the Company

2. Number of Shares Offered

1,200,000 shares

3. Issue Price (Amount to Be Paid In under the Companies Act)

¥316 per share

4. Total Issue Price (Amount to Be Paid In under the Companies Act)

¥379,200,000

5. Increases in Capital Stock and Legal Capital Surplus

The increase in capital stock shall be ¥189,600,000, and the increase in legal capital surplus shall be ¥189,600,000.

6. Deadline for Application

November 10, 2023

7. Due Date of Payment

November 10, 2023

8. Method of Offer

All shares are to be allotted to EVO FUND through a third-party allotment.

9. (1) The above paragraphs shall apply on the condition that the notification in accordance with the Financial Instruments and Exchange Act becomes effective.

(2) Other necessary matters related to this new share issuance shall be entrusted to the representative director and CEO of Symbio.

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