

Press release, Stockholm, 2025-12-22 08:00 CET

## **Novakand Pharma enters Letter of Intent with SVF Vaccines regarding a reverse takeover**

Novakand Pharma AB (publ) ("Novakand" or "the Company") today announces that the Company has entered into a non-binding letter of intent ("LOI") with SVF Vaccines AB ("SVF") including terms and conditions for a reverse takeover whereby Novakand will acquire all shares in SVF by making payment in the form of newly issued shares in Novakand (the "Transaction"). The Transaction is subject to approvals from Extraordinary General Meetings in both Novakand and SVF, Nasdaq's approval of the combined company for continued listing, and receipt of regulatory approval from the Swedish Inspectorate of Strategic Products ("ISP"). According to the LOI, the Transaction will result in an ownership ratio in the new company of one-third for current shareholders of Novakand and two-thirds for current shareholders of SVF.

### **Background and rationale**

Novakand has during the last twelve months conducted extensive business development activities to seek an industrial partnership and also evaluated other available options to finance its fractalkine program through clinical phase IIb. The conclusion from these activities is that the Company is not likely to successfully raise the capital required for advancing the fractalkine clinical program to the next value inflection point. For this reason, the Board has evaluated several companies interested in a reverse takeover transaction, involving Novakand's listing and cash position. After a thorough evaluation, the Board has decided to recommend SVF Vaccines.

SVF Vaccines is a Swedish clinical-stage company based on technology originating from Karolinska Institutet, developing therapeutic and prophylactic vaccine candidates for life-threatening infectious diseases. The company's lead program, SVF-001, is an immunotherapy targeting chronic hepatitis B (HBV) and D (HDV), aiming for a dual functional cure of these disorders.

HBV and HDV have seen growing interest from big pharma in recent years, manifested in several large deals. SVF Vaccines is rooted in its technology of unprecedented expertise in antigen design, which has already been validated clinically through an EU funded phase I study. Similarly, the company intends to accelerate the development of its present focus-project SVF-001 into clinical phase. The program allows for immunotherapeutic effects against both hepatitis B and D, in which the next planned step is to conduct a clinical phase I study, aiming to demonstrate activation of human antibodies and T cells directed against HDV, which constitutes the program's first planned indication and milestone. The study is expected to be completed in approximately 24 months from the closing of the Transaction.

The primary focus for the company following the Transaction and successful completion of a capital raise will be on the development of SVF-001 in HDV and HBV. However, the company's technology based on unprecedented expertise in antigen design also has significant potential in other indications with high unmet medical needs, which is illustrated by the company's pipeline of early programs including Crimean–Congo hemorrhagic fever (CCHF) and other infectious diseases.

In addition to bringing the novel technology of SVF, the Transaction will also contribute to diversify the Company's ownership structure, by adding a large professional life science investor, Karolinska Development. Karolinska Development has a network of peer investors and a track record of supporting its portfolio companies over the long term.

## The Transaction

The proposed Transaction suggests that Novakand acquires all shares in SVF. Payment will be made in the form of newly issued shares in Novakand. Following completion of the Transaction, the existing shareholders of Novakand will hold one third (33%) and the shareholders of SVF will hold two thirds (67%) of the shares in Novakand. This ratio reflects the parties' mutual valuation of Novakand to 27 million SEK and SVF to 55 million SEK.

The parties' objective is to close the Transaction before the end of Q1 2026. The completion of the Transaction shall be conditional upon the following:

- completion of due diligence with results satisfactory to both Parties;
- execution of a share purchase agreement ("the Agreement") between Novakand and the shareholders of SVF;
- approvals of the Transaction by Extraordinary General Meetings of both Novakand and SVF;
- Nasdaq First North Premier ("Nasdaq") granting approval for the continued listing; and,
- receipt of regulatory approval from ISP.

Per Nasdaq's rulebook, the Transaction will mean that Novakand undergoes substantial changes following the Transaction and therefor is expected to require a new listing process. Provided that Nasdaq approves the continued listing of the combined company, an updated company description will be published.

Following the Transaction, the combined company has financing secured for the first 12 months of business in line with Nasdaq's requirements. In addition, the company intends to carry out a capital raise to finance the planned phase I study for SVF-001 with an estimated budget of 30 million SEK and thus reach the associated phase I readout. Karolinska Development intends to support the company in this process through its public-market experience and extensive network of investors and advisors. Further details regarding the capital raise, including size and structure, are expected to be communicated in connection with the closing of the Transaction.

*"It is the board's opinion that the proposed transaction with SVF Vaccines would be to the benefit of the shareholders in Novakand as it is expected to create a stronger combined company with improved financing capabilities and enhanced prospects for long-term value creation,"* says Erik Nerpin, chairman of the board at Novakand Pharma.

The focus of the company following the Transaction will be on development of innovative vaccine therapies based on SVF's technology. However, the fractalkine program will remain in the combined company and Novakand will, until the completion of the Transaction, continue to screen for partners who see opportunities for a re-start of the fractalkine program in new indications. If such partnership at all comes true, it is however expected to mean a step back in the clinical development stage, and accordingly will require significant investments in additional R&D to reach a significant value inflection point, which is expected to be reflected in the deal terms of a future potential out-licensing agreement.

## About Novakand Pharma AB

Novakand Pharma is a clinical stage biotech developing a new class of small molecule drugs with an immune cell modulating mode-of-action. The stock is traded on Nasdaq First North Premier. Redeye AB is the company's Certified Adviser and can be contacted at: [certifiedadviser@redeye.se](mailto:certifiedadviser@redeye.se).

## For further information:

Visit the companies' websites at: [www.novakand.com](http://www.novakand.com) and [www.svfvaccines.com](http://www.svfvaccines.com) or contact: [ir@novakand.com](mailto:ir@novakand.com).

*This information is information that Novakand Pharma is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at December 22, 2025 08.00 CET.*