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Shield Therapeutics PLC
06 December 2024

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 (as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018). Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.

Shield Therapeutics plc
("Shield", the **"Group"** or the **"Company")**

Subscription by AOP Health International Management AG of 256,410,256 Ordinary Shares at 3.0p per share to raise US$10 million
RetailBook Offer of up to 33,333,333 Ordinary Shares to raise up to £1.0 million
Proposed waiver of obligations under Rule 9 of the Takeover Code
and
Notice of General Meeting

London, UK, 6 December 2024: Shield Therapeutics plc (LSE: STX), a commercial stage pharmaceutical company specialising in iron deficiency, today announces, further to the announcements on 29 October 2024 and 21 November 2024, a subscription by AOP for Ordinary Shares at a subscription price of 3.0 pence per Ordinary Share (the **"SubscriptionPrice")** to raise aggregate gross proceeds of $10 million (the **"Subscription").** The Company entered into a subscription agreement with AOP on 6 December 2024 pursuant to which AOP conditionally agreed to subscribe for 256,410,256 new Ordinary Shares at the Subscription Price (the **"SubscriptionAgreement").**

Separately, and conditional on completion of the Subscription, the Company is undertaking an intermediaries offer via RetailBook of up to 33,333,333 new Ordinary Shares at the Issue Price to existing retail shareholders of the Company (the "**RetailBook Offer**").

AOP has stated to the Company that it is not prepared to proceed with an equity investment in the Company unless it obtains a controlling interest (i.e. greater than 50% of the Enlarged Share Capital) as a result. Such a Subscription is conditional upon the approval of the Resolutions by the Shareholders at the General Meeting (including the Waiver Resolution) and the Subscription Admission. If such approvals are not provided, AOP will not be required to proceed with an equity investment in the Company resulting in the Company not receiving the aggregate gross proceeds of at least $10 million, which would otherwise have helped the Company achieve its aim of becoming cash flow positive by the end of the calendar year of 2025.

AOP (excluding its concert parties) currently holds 311,597,265 Ordinary Shares, representing 39.84 per cent. of the Company's issued share capital. The AOP Directors and persons acting in concert with AOP currently hold, in aggregate, 327,873,978 Ordinary Shares, representing 41.93 per cent. of the Company's issued share capital. In the event that the maximum number of RetailBook Offer Shares are issued, following the completion of the Subscription, AOP (excluding its concert parties) will hold 568,007,521 Ordinary Shares, representing 53.00 per cent. of the Enlarged Share Capital, and AOP, the AOP Directors and its concert parties will hold 584,284,234 Ordinary Shares in aggregate, representing 54.51 per cent. of the Enlarged Share Capital. In the event no RetailBook Offer Shares are issued, following the Subscription, AOP (excluding its concert parties) would hold 568,007,521 Ordinary Shares, representing approximately 54.70 per cent. of the Enlarged Share Capital, and AOP, the AOP Directors and persons acting in concert with AOP would hold 584,284,234 Ordinary Shares, representing approximately 56.26 per cent. of the Enlarged Share Capital.

The proposed Subscription gives rise to certain considerations under the Takeover Code.

Under Rule 9 of the Takeover Code, when any person who, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company, but does not hold shares carrying more than 50 per cent. of such voting rights, and such person, or any person acting in concert with that person, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which that person is interested, then, that person is normally required to extend offers in cash for all the remaining equity share capital of the company (a **"Mandatory Offer"**).

AOP has confirmed that it is not prepared to make a Mandatory Offer for the Company. The Panel has agreed to grant the Panel Waiver on condition that the Waiver Resolution is passed by the Independent Shareholders at the General Meeting on a poll vote. The Subscription is conditional upon the Waiver Resolution being passed.

In accordance with the provisions of the Takeover Code, AOP and each member of its concert party is considered to be interested in the outcome of the Waiver Resolution and, accordingly, each of them will not vote on the Waiver Resolution. Dr Christian Schweiger and Dr Rudolf Widmann have not taken part in any decision of the Independent Directors relating to the Panel Waiver.

The Directors do not have sufficient authorities to allot the Subscription Shares to AOP pursuant to the Subscription. Accordingly, the Subscription is also conditional upon the Directors obtaining appropriate Shareholder authorities at the General Meeting to allot the Subscription Shares to AOP and to disapply statutory pre-emption rights which would otherwise apply to such allotment.

The issue of the RetailBook Offer Shares will be conditional upon completion of the Subscription and will be undertaken pursuant to the authorities granted to the Directors at the Company's Annual General Meeting held on 20 June 2024.

Subject to the Resolutions being passed at the General Meeting, it is expected that the Subscription Shares and the Issued RetailBook Offer Shares will be admitted to trading on AIM at 8.00 a.m. on 30 December 2024. Further details regarding the Subscription and the RetailBook Offer are set out at paragraphs 4 and 8 below.

A circular, including notice of the General Meeting, is expected to be sent to Shareholders and be made available on the Company's website at https://www.shieldtherapeutics.com/ on or around 6 December 2024 (the "**Circular**"). This announcement and the Circular explain the background to the Subscription and the RetailBook Offer, to set out the reasons why the Independent Directors believe that the Subscription and the Panel Waiver are in the best interests of the Company and its Shareholders as a whole, and to seek Shareholder approval of the Resolutions at the General Meeting, which will be held at Northern Design Centre, Baltic Business Quarter, Gateshead Quays, Newcastle NE8 3DF at 09:30 am on 24 December 2024.

IMPORTANT NOTICE

The Company has called the General Meeting in order to put to Shareholders the Resolutions required to approve the Panel Waiver and to complete the Subscription.

If the Resolutions are not approved by Shareholders at the General Meeting, no Ordinary Shares will be issued to AOP pursuant to the Subscription or to retail investors pursuant to the RetailBook Offer, and neither the Subscription nor RetailBook Offer will proceed. As such, the anticipated net proceeds of the Subscription and the RetailBook Offer would not be received by the Company. Alternative funding may not be available to Shield on suitable terms or at all, as expanded on below.

The Company's ability to raise additional debt financing is limited by an existing $20 million secured debt financing facility with SWK, as well as a recently expanded $15 million factoring arrangement between Shield US and Sallyport. In addition, in July 2024 the Company entered into a $5.7 million milestone monetization agreement with AOP to raise additional capital to support the Company's growth. The Company has therefore continued to source significant capital in addition to a number of equity raises completed since 2021 to finance anticipated growth in the US. It has recently become clear to the Board that additional capital is needed to help the Company achieve its aim of becoming cash flow positive by the end of the calendar year of 2025. If the Company was not able to obtain additional funding, the Independent Directors believe the Group would only have sufficient working capital to trade through to approximately Q2 of 2025. Shield's rate of cash burn, and its ability to meet the covenants under the SWK facility, remain highly dependent on the rate of sales growth for ACCRUFeR®.

2. Background to and reasons for the Subscription

The Company confirmed its intention to self-commercialise ACCRUFeR® in the US in 2020 and since that time it has made significant progress towards creating a successful commercial entity in the US, which is a key market globally for pharmaceutical companies. Supporting this commercial strategy has required significant capital, and the Company has raised over £50 million in equity since early 2021 and has also sought additional types of capital at various times including a convertible loan from AOP, $20 million of debt funding from SWK, a $15 million factoring arrangement between Shield US and Sallyport and, more recently, $5.7 million from a milestone monetization agreement with AOP. This capital has enabled the Company to materially grow its revenues from the sale of ACCRUFeR® in the US, with Q3

2024 revenues being $7.2million compared to $1.2 million in Q1 2023. Total Group revenues in the nine-month period to 30 September 2024 equated to $20 million, of which around $18.2 million were earned in the US.

For some time, the Board has been focused on the Group becoming cash flow positive by the end of the calendar year of 2025. As announced by the Company on 29 October 2024, following analysis of the Q3 2024 ACCRUFeR® performance and assessing the consequential impact on its internal projections, the Board concluded that additional capital would be required and also confirmed that measures to lower the Group's operating cost base would be taken to help the Company achieve its goal of becoming cash flow positive by the end of 2025. At the same time, Shield US agreed an expansion of its working capital financing with Sallyport from $10 million to $15 million and confirmed that, based on the Company's internal estimates at the time, the Group had a cash runway into Q2 2025. The Company's largest shareholder, AOP, executed a non-binding term sheet at the same time to subscribe for new Ordinary Shares at a subscription price of 4.0 pence per Ordinary Share, which would raise aggregate gross proceeds of at least $10 million. The 4.0 pence price represented a 5.3% premium to the closing middle market price of an Ordinary Share on 28 October 2024. Based on the Company's internal estimates, the Subscription would help the Company achieve its aim of becoming cash flow positive by the end of the calendar year of 2025. The Company's rate of cash burn and anticipated cash runway are highly dependent on sales growth for ACCRUFeR® achieving the Company's internal forecasts.

Following the announcement on 29 October 2024, the Company's share price has declined and on the Disclosure Date, the closing middle market price of an Ordinary Share was 2.85 pence. AOP and the Company have therefore agreed to a subscription price of 3.0p per Subscription Share with AOP, representing a 5.3 per cent. premium to the closing middle market price on the Disclosure Date. The gross proceeds of the Subscription will remain at $10,000,000.

Prior to the announcement on 29 October 2024, the Company had assessed a limited range of options to raise additional capital, however, no feasible such options were identified. As detailed above, the Company's ability to raise additional debt financing is limited by its existing $20 million secured debt financing facility with SWK, as well as a recently expanded $15 million factoring arrangement between Shield US and Sallyport. In addition, in July 2024 Shield entered into a $5.7 million milestone monetization agreement with AOP to raise additional capital to support the Company's growth. Finally, market conditions for small cash burning companies quoted on AIM remain challenging and, accordingly, the Company and its brokers have not been able to source additional equity capital on terms more favourable than those being proposed by AOP in connection with the Subscription.

The Board continues to see a significant opportunity for the generation of Shareholder value in the future and the Subscription is intended to provide the Company with the additional capital needed to help the Company achieve its aim of becoming cash flow positive by the end of 2025.

The Board notes AOP's statement that AOP does not have any intention of changing the composition of the Board before the Company's 2026 Annual General Meeting. However, depending upon the progress made with commercialising ACCRUFeR®/Feraccru® and the Company's financial situation, AOP may decide to exercise its right to do so over the next 12 to 18 months.

3. Information on the Company

The Company is a commercial stage pharmaceutical company specialising in iron deficiency. The Company is focused on the commercialization of ACCRUFeR®/Feraccru® (ferric maltol), a novel oral iron therapy differentiated from other conventional irons by its efficacy, well-tolerated formulation.

The Company launched ACCRUFeR® in the US in May 2023 following the entry into an exclusive, multi-year collaboration agreement with Viatris, Inc. signed in December 2022. Feraccru® is commercialised in the UK and European Union by Norgine B.V., who also have the marketing rights in Australia and New Zealand. The Company also has an exclusive license agreement with Beijing Aosaikang Pharmaceutical Co., Ltd., for the development and commercialization of ACCRUFeR® / Feraccru® in China, Hong Kong, Macau and Taiwan, with Korea Pharma Co., Ltd. for the Republic of Korea, and with KYE Pharmaceuticals Inc. for Canada.

On 4 September 2024, the Company announced its unaudited interim results for the six months ended 30 June 2024 and provided a business update covering its activities in H1 2024. On 29 October 2024, the Company published an unaudited trading update relating to its activities in Q3 2024, in which it reported:

1. Total ACCRUFeR® net sales of $7.2 million, representing 4% growth compared to $6.9 million in Q2 2024 and 76% growth compared to Q3 2023;

2. The growth rate difference between revenues and prescription demand were due to the impact of wholesalers buying ahead of the July 4 weekend during the last week of June 2024;

3. Total prescriptions of approximately 43,500, an increase of 20% over Q2 2024 and an 86% increase over Q3 2023;

4. An average net selling price of $167 per prescription vs. $171 in Q2 2024 and $148 in Q3 2023. Excluding July, the average net selling price in Q3 2024 was $192 per prescription;

5. Total Group revenues of $8.0 million including royalties and milestones from global partners for Q3 2024, resulting in $20.0 million of revenue for the 9 months ended 30 September 2024; and

6. Cash and cash equivalents of $7.7 million as compared to $8.1 million as at 30 June 2024.Error! Bookmark not defined.

The Board confirmed at that time that its internal estimates indicated that trading remains in line with market expectations for 2024 and the Company is expected to meet the total revenue covenant target of $31.5 million for the full year 2024 under the debt facility agreement with SWK.

On 21 November 2024, Shield announced a business update in which it reported:

1. Recruitment has recently been completed of adult patients in the Phase 3 confirmatory study in China, being the final study required to support the filing of an NDA in China for the commercialisation of Feraccru®/Accrufer®; and

2. Strong sales of ACCRUFeR® in October 2024 were driven primarily by an increase net selling price to more than $225 per prescription.

4. Subscription

The Company and AOP entered into the Subscription Agreement on 6 December 2024 pursuant to which AOP conditionally agreed to subscribe for 256,410,256 Ordinary Shares at the Issue Price, raising aggregate proceeds of $10 million. In the event that the maximum number of RetailBook Offer Shares are issued, following the completion of the Subscription, AOP (excluding its concert parties) will hold 568,007,521 Ordinary Shares, representing 53.00 per cent. of the Enlarged Share Capital, and AOP and its concert parties will hold 584,284,234 Ordinary Shares in aggregate, representing 54.51 per cent. of the Enlarged Share Capital. In the event that no RetailBook Offer Shares are issued, following the Subscription, AOP (excluding its concert parties) will hold 568,007,521 Ordinary Shares, representing approximately 54.70 per cent. of the Enlarged Share Capital and AOP together with its concert parties will hold 584,284,234 Ordinary Shares representing approximately 56.26 per cent. of the Enlarged Share Capital.

The following table sets out the shareholdings of AOP and each member of the concert party as at the date of this announcement and also upon completion of the Subscription under two scenarios: i) there is full take-up under the RetailBook Offer and ii) there is no take-up under the RetailBook Offer:

Shareholder	Shareholding as at the date of this announcement	Percentage of Existing Ordinary Shares	Number of Subscription Shares to be subscribed for	Number of Ordinary Shares held post completion of the Subscription	Percentage of the Enlarged Share Capital if there is full take-up under the RetailBook Offer	Percentage of the Enlarged Share Capital if there is no take-up under the RetailBook Offer
AOP	311,597,265	39.84	256,410,256	568,007,521	53.00	54.70
Dr. Christian Schweiger	11,651,713	1.49	Nil	11,651,713	1.09	1.12

Dr. Günther Krumpl	4,000,000	0.51	Nil	4,000,000	0.37	0.39
Michael Steiger	625,000	0.08	Nil	625,000	0.06	0.06
Total	327,873,978	41.93	256,410,256	584,284,234	54.51	56.26

Completion of the Subscription is conditional on the passing of the Resolutions at the General Meeting and Subscription Admission. Accordingly, if the Resolutions are not passed at the General Meeting, the Subscription will not proceed and the Company will not receive the proceeds from the Subscription. The Company intends to use the net proceeds of the Subscription to support commercial expansion and for general working capital purposes.

When issued, the Ordinary Shares to be issued pursuant to the Subscription will be fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of issue.

The Company and AOP entered into the Relationship Agreement to regulate the relationship between the Company and AOP, as the Company's single largest shareholder. The Relationship Agreement contains an undertaking from AOP to abstain from voting on any resolution in relation to any proposed transaction between the Group and the AOP Group. However, for the purposes of the Subscription, the Company has provided AOP with its consent for AOP to vote on Resolutions 2 and 3 at the General Meeting. AOP and its concert party members will not be able to vote on the Waiver Resolution as they are not considered independent.

In addition, in connection with the Subscription, the Relationship Agreement has, conditionally on the passing of the Resolutions at the General Meeting and Subscription Admission, been amended and restated to reflect AOP's increased interest in the Company's share capital. The material changes being made to the terms of the Relationship Agreement are set out in the Circular and a copy of the Relationship Agreement will be available on the Company's website.

5. Intentions of AOP for the Company following the Subscription

AOP is committing funds to invest in the Company under the proposed Subscription which will enable the Company to progress its strategy, as described in this announcement and as may be developed over time.

AOP is a long-term shareholder of the Company and supports the strategic plans of the Board to commercialise ACCRUFeR®, the Company's sole product. AOP is especially focused on commercialising ACCRUFeR® in various geographies, with a particular focus on the US, in order to provide sustainable growth for the product and the Company and to make the Company cash flow positive.

Following the Subscription, AOP will be the majority shareholder of Shield. As the majority shareholder of Shield, AOP will have the right to appoint a majority of the members of the Board. AOP does not have any intention of changing the composition of the Board before the Company's 2026 Annual General Meeting. However, depending upon the progress made with commercialising ACCRUFeR®/Feraccru® and the Company's financial situation, AOP may decide to exercise its right to do so over the next 12 to 18 months.

Following the date of Subscription Admission, AOP will work alongside the Board to review the business of the Group, with a view to ensuring the ongoing business operations are increasing the Group's revenue and improving its performance. As part of this review, the Board and AOP may also consider whether further capital injections are required and, if so, AOP would only take such actions in accordance with applicable law and the AIM Rules. Whilst there are no new or additional immediate plans regarding changes to Shield's business, some operational and administrative restructuring may be required to help to ensure Shield reaches its revenue aims but neither the Board nor AOP have made any decisions about how such optimization could be carried out, if at all. AOP is committed to supporting Shield's success and has every intention to act in the best interests of the Company and, in turn, to seek to improve the valuation of the Company for all Shareholders. Assuming the Company performs in line with AOP's and the Board's expectations, there is not expected to be any material impact on headcount. However, should the Company fail to meet the Board's targets, or if AOP determines (acting reasonably) that the Company is underperforming, then it is likely that further restructuring will be required, and this could result in headcount reductions within any of the underperforming

business areas (or such other areas as AOP may determine such restructuring is required), which could be material within those businesses and in the context of the Group's overall headcount.

AOP has no intention of changing the location of the Group's headquarters or redeploying the fixed assets of the Group. In addition, AOP does not have any intentions of changing the contributions into the Group's pension schemes, the accrual of benefits for existing members and the admission of new members. AOP does not have any intentions that would affect the maintenance of the existing trading facilities of the Ordinary Shares on AIM.

AOP does not plan to make any changes to AOP or any of its subsidiaries following the date of Subscription Admission.

AOP will use existing cash resources to finance the Subscription. The Subscription will not have a material effect on the earnings, assets or liabilities of AOP.

AOP has not put in place, and does not intend to put in place, any incentivisation arrangements for the Company's management in connection with the Subscription.

6. The City Code on Takeovers and Mergers and the Panel Waiver

The Takeover Code is issued and administered by the Panel. The Takeover Code and the Panel operate to ensure fair and equal treatment of shareholders in relation to takeovers, and also provide an orderly framework within which takeovers are conducted. The Takeover Code applies to the Company and as such Shareholders are entitled to the protections afforded by the Takeover Code.

Under Rule 9, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting in concert with that person is interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person is interested.

An offer under Rule 9 must be in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company acquired during the 12 months prior to the announcement of the offer.

Rule 9 of the Takeover Code further provides, amongst other things, that where any person who, together with persons acting in concert with that person, holds over 50 per cent. of the voting rights of a company and acquires an interest in shares which carry additional voting rights, then they will not normally be required to make a general offer to the other shareholders to acquire their shares. However, the Panel may deem an obligation to make an offer to have arisen on the acquisition by a single member of a concert party of an interest in shares sufficient to increase their individual holding to 30 per cent. or more of a company's voting rights or, if they already hold more than 30 per cent. but less than 50 per cent., an acquisition which increases their shareholdings in that company.

Under the Takeover Code, persons acting in concert comprise persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. Control means an interest or interests in shares carrying 30 per cent. or more of the voting rights of the company, irrespective of whether the holding or holdings give de facto control.

The Company has agreed with the Panel that AOP and the AOP Directors are acting in concert in relation to the Company.

AOP (excluding its concert parties) currently holds 311,597,265 Ordinary Shares, representing 39.84 per cent. of the Company's issued share capital. AOP, the AOP Directors and persons acting in concert with AOP currently hold, in aggregate, 327,873,978 Ordinary Shares, representing 41.93 per cent. of the Company's issued share capital. Following the Subscription, assuming the maximum number of RetailBook Offer Shares are issued, AOP (excluding its concert parties) will hold 568,007,521 Ordinary Shares, representing approximately 53.00 per cent. of the Enlarged Share Capital, and AOP, the AOP Directors and persons acting in concert with AOP will hold an aggregate of 584,284,234Ordinary Shares, representing approximately 54.51 per cent. of the Enlarged Share Capital. In the event that no RetailBook Offer Shares are issued, following the Subscription, AOP (excluding its concert parties) will hold 568,007,521 Ordinary Shares, representing approximately 54.70 per cent. of the Enlarged Share Capital and AOP together with its concert parties will hold 584,284,234 Ordinary Shares representing approximately 56.26 per cent. of the Enlarged Share Capital. Therefore, under Rule 9 of the Takeover Code and regardless of the level of take up under the RetailBook Offer, AOP would ordinarily be required to make an offer to all the remaining Shareholders to acquire their Ordinary Shares.

The Panel has agreed to waive the obligation to make an offer that would otherwise arise under Rule 9 as a result of the Subscription, subject to the approval of Independent Shareholders. Accordingly, the Waiver Resolution is being proposed at the General Meeting and will be taken on a poll. The Panel has confirmed that all Shareholders other than AOP and its concert parties will be entitled to vote on the Waiver Resolution. Accordingly, each of AOP and its concert party members will not vote on the Waiver Resolution.

In the event the Waiver Resolution is approved and the Subscription proceeds, AOP will not be restricted from making a general offer for the Company. Following Subscription Admission, AOP and its concert party will hold shares carrying more than 50% of the voting rights of the Company and (for so long as they continue to be acting in concert) may accordingly increase their aggregate interests in shares without incurring any obligation to make an offer under Rule 9, although individual members of AOP's concert party will not be able to increase their percentage interests in shares through or between a Rule 9 threshold without Panel consent.

The Panel Waiver will be invalidated if any purchases of Existing Ordinary Shares are made by AOP or any of its concert parties in the period between the date of the Circular and the General Meeting.

Further details concerning AOP and its concert parties are set out below:

Information on AOP

AOP is a provider of integrated therapy solutions from its operational headquarters in Vienna, its subsidiaries and representative offices throughout Europe and the Middle East, as well as through partners worldwide. AOP was founded in 1996 and operates in the field of rare diseases and critical care. The registered office of AOP and the business address of each of the AOP Directors is Industriering 20, 9491 Ruggell, Liechtenstein.

For the year ended 31 December 2023, AOP Austria's consolidated, audited, turnover was EUR 254 million, net assets were EUR 122 million and net income was EUR 24 million. For the year ended 31 December 2022, AOP Austria's consolidated, audited, turnover was EUR 187 million, net assets were EUR 99 million and net income was EUR 14 million. AOP Austria is a wholly-owned subsidiary of AOP and its concert parties. Since AOP does not have significant assets itself nor does it prepare consolidated financial statements, the consolidated, audited accounts of AOP Austria provide a true and fair representation of the AOP Group.

AOP employs more than 560 people in 30 countries, including countries in Europe, the United Arab Emirates and Israel. AOP also has multiple strategic partnerships through which it operates internationally.

AOP focuses on four areas and develops, produces and markets innovative solutions in the treatment areas of Haemato-oncology, Cardiology & Pulmonology, Intensive Care and Neurology.

AOP does not have any public, current credit rating or outlook from a ratings agency.

AOP does not plan to make any changes to AOP or any of its subsidiaries if the Subscription completes.

The names of the AOP Directors and their positions in AOP are below. Each of Dr. Christian Schweiger and Dr. Rudolf Widmann are also directors of the Company and receive compensation for their positions:

Name	*Position*
Martin Gstöhl	Director
Dr. Günther Krumpl	Director
Dr. Rudolf Widmann	Director
Dr. Christian Schweiger, MD. PhD	Director
Michael Steiger	Director

7. Irrevocable Undertakings

Each of the Directors (with the exception of Dr. Rudolf Widmann, who is not a Shareholder) have given irrevocable undertakings to the Company to vote in favour of the Resolutions (excluding, in the case of Dr. Christian Schweiger, in relation to the Waiver Resolution), and to procure that such action is taken by the relevant registered holders, in respect of their beneficial holdings totalling 17,611,441 Ordinary Shares, representing approximately 2.29 per cent. of the Existing Ordinary Shares, to vote in favour of such Resolutions.

In addition, AOP has given an irrevocable undertaking to the Company to vote in favour of the Resolutions, other than the Waiver Resolution, and to procure that such action is taken by the relevant registered holders, in respect of AOP's beneficial holdings totalling 311,597,265 Ordinary Shares, representing approximately 39.84 per cent. of the Existing Ordinary Shares, to vote in favour of such Resolutions.

8. Principal terms of the RetailBook Offer

The Company has separately agreed to use RetailBook to undertake an intermediaries offer of new Ordinary Shares at the Issue Price, alongside the Subscription, to retail investors through financial intermediaries. For the avoidance of doubt, the RetailBook Offer Shares are not part of the Subscription. Given the shareholder base of the Company, the Directors consider it important to extend the opportunity to invest in the Company at the Issue Price to existing retail shareholders and the Directors have concluded that the RetailBook Offer is the most suitable option available to the Company. The Company intends to conduct an offer for subscription for the RetailBook Offer Shares on the terms of the RetailBook Offer Announcement. The RetailBook Offer is conditional on completion of the Subscription and RetailBook Admission becoming effective no later than 8.00 am on 30 December 2024. The RetailBook Offer may not be fully subscribed. The RetailBook Offer is intended to raise gross proceeds of up to £1.0 million if the maximum number of RetailBook Offer Shares are issued. The Issue Price represents a premium of approximately 5.3 per cent. to the closing middle market price of an Ordinary Share on the Disclosure Date. Pursuant to the terms of the Intermediaries Agreement,the Company will make the RetailBook Offer to retail investors through intermediaries via RetailBook. The obligations of the Intermediaries under the Intermediaries Agreement are conditional in all respects upon: (a) the Subscription becoming unconditional; and (b) RetailBook Admission.

Each of the Subscription and the RetailBook Offer are separate and distinct transactions involving the issue of new Ordinary Shares. However, the RetailBook Offer is conditional on the Subscription and will not be implemented independently if for any reason the Subscription lapses. The Subscription is not conditional upon the RetailBook Offer.

Neither AOP nor any of its concert parties will participate in the RetailBook Offer.

9. Independent Advice

The Takeover Code requires the Directors to obtain competent independent advice regarding the merits of the Subscription and the Panel Waiver. Peel Hunt has provided formal advice to the Directors regarding the Subscription and in providing such advice, Peel Hunt has taken into account the Directors' commercial assessments, as well as the confirmations of AOP's future intentions expressed in paragraph 5 above.

Peel Hunt confirms that it, and any person who is or is presumed to be acting in concert with it, is independent of AOP and has no personal, financial or commercial relationship, or arrangements or understandings with AOP.

Peel Hunt has given and has not withdrawn its written consent to the inclusion in this announcement of its name and the references to it in the form and context in which they are included.

10. Admission, settlement, dealings and total voting rights

The Subscription Shares to be issued to AOP pursuant to the Subscription will, when issued, be fully paid up and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on or in respect of the Ordinary Shares after the date of issue of the Subscription Shares, and will on issue be free of all claims, liens, charges, encumbrances and equities.

Any RetailBook Offer Shares that may be issued pursuant to the RetailBook Offer will, when issued, be fully paid up and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on or in respect of the Ordinary Shares after the date of issue of the Issued RetailBook Shares, and will on issue be free of all claims, liens, charges, encumbrances and equities.

Application will be made to the London Stock Exchange for the admission of the Subscription Shares and of the Issued RetailBook Offer Shares to trading on AIM. Admission of the Subscription Shares and of the Issued RetailBook Offer Shares to trading on AIM is expected to occur at 8.00 a.m. on 30 December 2024.

Following Subscription Admission and RetailBook Admission, the total number of Ordinary Shares in the capital of the Company in issue would be 1,071,799,957 (assuming the maximum number of RetailBook Offer Shares are issued) with each Ordinary Share carrying the right to one vote.

11. General Meeting

The Company has called the General Meeting in order to (i) put to Independent Shareholders the Waiver Resolution required to approve the Panel Waiver and to (ii) put to Shareholders the other Resolutions set out in the notice of the General Meeting at the end of the Circular. All of the Resolutions must be passed by Shareholders at the General Meeting in order for the Subscription to proceed.

The notice of General Meeting, which is proposed to be held at Northern Design Centre, Baltic Business Quarter, Gateshead Quays, Newcastle NE8 3DF at 09:30 am on 24 December 2024, will be set out at the end of the Circular.

At the General Meeting the following Resolutions will be proposed:

Resolution 1 – Waiver Resolution

The Waiver Resolution will be proposed as an ordinary resolution to approve the Panel Waiver. If passed it will approve the Panel Waiver and will allow the issue of the Subscription Shares to AOP without AOP being required to make a Mandatory Offer. The Takeover Code requires the Waiver Resolution to be voted on by the Independent Shareholders only.

Resolution 2 – Authority to allot shares

Resolution 2 is an ordinary resolution to authorise the Directors to allot relevant securities pursuant to the Subscription with an aggregate nominal value of up to £3,846,154, being equal to 256,410,256 new Ordinary Shares.

Resolution 3 – Disapplication of statutory pre-emption rights

Resolution 3, which is conditional on the passing of Resolution 2, is a special resolution to authorise the Directors to allot new Ordinary Shares for cash on a non-pre-emptive basis pursuant to the Subscription.

The authorities given by the Resolutions 2 and 3 will be in addition to any existing authorities which the Directors already have.

12. Importance of the Vote and Recommendation**Error! Bookmark not defined.**

Shareholders should be aware that, if the Resolutions are not approved at the General Meeting, the Subscription and the RetailBook Offer will not occur and none of the net proceeds of the Subscription or the RetailBook Offer will be received by the Company. Alternative funding may not be available to Shield on suitable terms or at all. If the Company was not able to obtain additional funding, the Group would only have sufficient working capital to trade through to approximately Q2 of 2025. Shield's rate of cash burn remains highly dependent on the rate of sales growth of ACCRUFeR® in the US.

AIM Rule 13 Fair and Reasonable Opinion

The Subscription constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The Independent Directors, having consulted with Peel Hunt, consider that the terms of the Subscription are fair and reasonable insofar as Shareholders are concerned. Accordingly, the Independent Directors unanimously recommend that Shareholders vote in favour of the of Resolutions numbered 2 and 3 to be proposed at the General Meeting.

Takeover Code Fair and Reasonable Opinion

The Independent Directors have noted AOP's statement that it is not prepared to proceed with an equity investment in the Company unless it obtains a controlling stake as a result. The Independent Directors have also carefully considered the statements of AOP's future intentions expressed in paragraph 5 above and the Company's need for additional capital and the absence of alternative feasible sources of capital.

The Independent Directors, having been so advised by Peel Hunt, consider the terms of the Panel Waiver and the Subscription to be fair and reasonable and in the best interests of the Independent Shareholders and the Company as a whole. Accordingly, the Independent Directors unanimously recommend that the Independent Shareholders vote in favour of the Waiver Resolution to be proposed at the General Meeting.

In providing advice to the Independent Directors, Peel Hunt has taken into account the Independent Directors' commercial assessments, including in relation to the position and prospects of the Company in the event that the Subscription is not completed, as well as the confirmations of AOP's future intentions expressed in paragraph 5 above.

The Independent Directors who hold Ordinary Shares have irrevocably undertaken to vote in favour of all Resolutions in respect of their own shareholdings amounting to 5,959,728 Existing Ordinary Shares (representing 0.8 per cent. of the Existing Ordinary Shares in issue).

For further information please contact:

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About Iron Deficiency and ACCRUFeR®/FeRACCRU®

Clinically low iron levels (aka iron deficiency, ID) can cause serious health problems for adults of all ages, across multiple therapeutic areas. Together, ID and ID with anemia (IDA) affect about 20 million people in the US and represent a $2.3B market opportunity. As the first and only FDA approved oral iron to treat ID/IDA, ACCRUFeR® has the potential to meet

an important unmet medical need for both physicians and patients.

ACCRUFeR®/FeRACCRU® (ferric maltol) is a novel, stable, non-salt-based oral therapy for adults with ID/IDA. The drug has a novel mechanism of absorption compared to other oral iron therapies and has been shown to be an efficacious and well-tolerated therapy in a range of clinical trials. More information about ACCRUFeR®/FeRACCRU®, including the product label, can be found at: www.accrufer.com and www.feraccru.com.

About Shield Therapeutics plc

Shield is a commercial stage specialty pharmaceutical company that delivers ACCRUFeR®/FeRACCRU® (ferric maltol), an innovative and differentiated pharmaceutical product, to address a significant unmet need for patients suffering from iron deficiency, with or without anemia. The Company has launched ACCRUFeR® in the U.S. with an exclusive, multi-year collaboration agreement with Viatris. Outside of the U.S., the Company has licensed the rights to four specialty pharmaceutical companies. FeRACCRU® is commercialized in the UK and European Union by Norgine B.V., which also has marketing rights in Australia and New Zealand. Shield also has an exclusive license agreement with Beijing Aosaikang Pharmaceutical Co., Ltd., for the development and commercialization of ACCRUFeR®/ FeRACCRU® in China, Hong Kong, Macau and Taiwan, with Korea Pharma Co., Ltd. for the Republic of Korea, and with KYE Pharmaceuticals Inc. for Canada.

ACCRUFeR®/FeRACCRU® has patent coverage until the mid-2030s.

ACCRUFeR®/FeRACCRU® are registered trademarks of Shield Therapeutics.

Forward-Looking Statements

This press release contains forward-looking statements. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements. These forward-looking statements are based on management's current expectations and include statements related to the commercial strategy for ACCRUFeR®/FeRACCRU®. These statements are neither promises nor guarantees, but involve known and unknown risks and uncertainties, many of which are beyond our control, that may cause actual results and performance or achievements to be materially different from management's expectations expressed or implied by the forward-looking statements, including, but not limited to, risks associated with the Company's business and results of operations, competition and other market factors. The forward-looking statements made in this press release represent management's expectations as of the date of this press release, and except as required by law, the Company disclaims any obligation to update any forward-looking statements contained in this release, even if subsequent events cause its views to change.

ADMISSION STATISTICS

SUBSCRIPTION AND RETAILBOOK OFFER STATISTICS[(1)]

Issue Price	3.0 pence
Issue Price premium to closing middle market price of an Ordinary Share on the Disclosure Date	5.3%
Number of Existing Ordinary Shares	782,056,367
Number of Subscription Shares	256,410,256
Maximum number of RetailBook Offer Shares	33,333,333
Subscription Shares as a percentage of Existing Ordinary Shares	32.79%
Maximum number of RetailBook Offer Shares as a percentage of Existing Ordinary Shares	4.26%
Percentage of Existing Ordinary Shares held by AOP only as at the date of this announcement[(2)]	39.84%

Percentage of Existing Ordinary Shares held by AOP and its concert parties as at the date of this announcement	41.93%
Enlarged Share Capital following Subscription Admission and RetailBook Admission assuming the maximum number of RetailBook Offer Shares are issued	1,071,799,957
Percentage of the Enlarged Share Capital held by AOP only following completion of the Subscription assuming the maximum number of RetailBook Offer Shares are issued(2)	53.00%
Percentage of the Enlarged Share Capital held by AOP only following completion of the Subscription assuming no RetailBook Offer Shares are issued(2)	54.70%
Percentage of the Enlarged Share Capital held by AOP and its concert parties following completion of the Subscription assuming the maximum number of RetailBook Offer Shares are issued	54.51%
Percentage of the Enlarged Share Capital held by AOP and its concert parties following completion of the Subscription assuming no RetailBook Offer Shares are issued	56.26%
Gross proceeds of the Subscription(3)	$10,000,000
Maximum gross proceeds of the RetailBook Offer	£1,000,000
ISIN of the Ordinary Shares	GB00BYV81293
LEI Number	213800G74QWY15FC3W71

Notes:

1. Assuming the Resolutions are passed.
2. Excluding AOP's concert parties.
3. At an exchange rate of USD 1.3:GBP 1 agreed between Shield and AOP.

DEFINITIONS

The following definitions apply throughout this announcement, unless the context requires otherwise:

acting in concert	has the definition given in the Takeover Code;
AIM	the market of that name operated by the London Stock Exchange;
AIM Rules	the AIM Rules for Companies published by the London Stock Exchange from time to time;
AOP	AOP Health International Management AG;
AOP Austria	AOP Orphan Pharmaceuticals GmbH;
AOP Directors	the directors of AOP, from time to time;
AOP Group	AOP and its subsidiary undertakings, from time to time;
Articles	the articles of association of the Company;
CA 2006	the Companies Act 2006 as amended;
Company or **Shield**	Shield Therapeutics plc, incorporated and registered in England and Wales (with registration number 09761509), whose registered office is at Northern Design Centre Studio 6, 3rd Floor, Baltic Business Quarter, Gateshead Quays, England, NE8 3DF;
concert parties	persons who are acting in concert as defined in the Takeover Code;
CREST	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the holding and transfer of title to shares in uncertificated form;
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755) and any modification thereof or any regulations in substitution thereof for the time being in force;
Directors or **Board**	the directors of the Company;
Disclosure Date	5 December 2024 being the latest practicable date prior to the publication of this announcement;
Enlarged Share Capital	the issued ordinary share capital of the Company immediately following Subscription Admission and RetailBook Admission (comprising the Existing Ordinary Shares, the Subscription Shares and Issued RetailBook Offer Shares);
Euroclear	Euroclear UK & International Limited, the operator of CREST;
Existing Ordinary Shares	the 782,056,367 Ordinary Shares in issue at the date of this announcement;

FCA	the Financial Conduct Authority of the United Kingdom;
Form of Proxy	the form of proxy for use by Shareholders in relation to the General Meeting;
General Meeting	the general meeting of the Company to be held at Northern Design Centre, Baltic Business Quarter, Gateshead Quays, Newcastle NE8 3DF at 09:30 am on 24 December 2024, notice of which is set out at the end of the Circular;
Group	the Company and its subsidiaries and subsidiary undertakings;
Independent Directors	the Directors, other than Dr. Christian Schweiger and Dr. Rudolf Widmann;
Independent Shareholders	the Shareholders other than AOP and its concert parties;
Irrevocable Undertakings	the irrevocable undertakings and consents received by the Company from the Directors and AOP to vote in favour of the Resolutions (excluding, in the case of Dr. Christian Schweiger, in relation to the Waiver Resolution)
Issue Price	3.0 pence per Ordinary Share;
Issued RetailBook Offer Shares	such number of RetailBook Offer Shares that are issued pursuant to the RetailBook Offer (if any);
London Stock Exchange	London Stock Exchange plc;
MAR	Regulation (EU) No.596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse including as it forms part of domestic law in the United Kingdom by virtue of the EUWA including by the Market Abuse (amendment) (EU Exit) Regulation 2019;
Ordinary Shares	ordinary shares of 1.5 pence each in the capital of the Company;
Panel	the UK Panel on Takeovers and Mergers;
Panel Waiver	the waiver granted by the Panel (subject to the passing of the Waiver Resolution by the Independent Shareholders) in respect of an obligation of AOP and its concert parties (individually and collectively) to make a mandatory general offer pursuant to Rule 9 as a result of the issue of the Subscription Shares
Relationship Agreement	the relationship agreement dated 4 May 2023 between AOP and the Company (as amended and restated from time to time), which regulates the relationship between AOP, as the Company's largest shareholder and the Company
Registrar	Link Group;
Resolutions	the resolutions to be proposed at the General Meeting as set out in the notice of the General Meeting at the end of the Circular;
RetailBook	Retail Book Limited of 10 Queen Place, London, EC4R 1AG which is authorised and regulated by the Financial Conduct Authority (FRN: 99423) and is the retail capital markets platform undertaking the RetailBook Offer;
RetailBook Admission	admission of the Issued RetailBook Offer Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
RetailBook Offer	the offer of up to 33,333,333 RetailBook Offer Shares on the terms of the RetailBook Offer Announcement;
RetailBook Offer Announcement	the regulatory information service announcement issued by the Company dated 6 December 2024 in relation to the RetailBook Offer;

RetailBook Offer Shares	up to 33,333,333 new Ordinary Shares which the Company is proposing to offer to existing retail shareholders of the Company pursuant to the RetailBook Offer;
Rule 9	Rule 9 of the Takeover Code;
Sallyport	Sallyport Commercial Finance, LLC;
Shareholders	holders of Ordinary Shares;
Shield US	Shield Therapeutics Inc., a company incorporated in Delaware and a wholly owned subsidiary of the Company;
STX UK	Shield TX (UK) Limited, a company incorporated in England and Wales under company number 06702064 and a wholly owned subsidiary of the Company;
Subscription	the proposed subscription by AOP for the Subscription Shares at the Issue Price pursuant to the Subscription Agreement;
Subscription Admission	admission of the Subscription Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;
Subscription Agreement	the subscription agreement entered into between the Company and AOP on or about the date hereof in relation to the Subscription
Subscription Shares	the 256,410,256 new Ordinary Shares which the Company is proposing to issue to AOP pursuant to the Subscription;
subsidiary and **subsidiary undertakingSWK**	have the meaning given to them in the CA 2006; SWK Funding LLC;
Takeover Code	the UK City Code on Takeovers and Mergers as issued, and as from time to time amended and interpreted by, the Panel;
UK or **United Kingdom**	the United Kingdom of Great Britain and Northern Ireland;
Uncertified or **in uncertificated form**	recorded on the relevant register of the share or security concerned as being held in uncertified form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
US or **United States**	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and all other areas subject to its jurisdiction; and
Waiver Resolution	the ordinary resolution of the Independent Shareholders to approve the Panel Waiver to be proposed and held on a poll at the General Meeting which is set out in the notice of General Meeting at Resolution 1.

Unless otherwise indicated, all references in the is announcement to "**GBP**" "**£**", "**pounds sterling**", "**sterling**", "**pence**" or "**p**" are to the lawful currency of the United Kingdom and all references to "**$**", "**US$**", "**USD**" or "**US dollars**" are to the lawful currency of the United States.

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