

## **Quantum Genomics enters into exclusive negotiations with ExactCure**

- **ExactCure, a private French HealthTech company developing an innovative artificial intelligence device to tailor drug administration to each individual's profile**
- **A technology with CE marking, already implemented by significant healthcare solution providers and targeting pharmaceutical laboratories**
- **Completion of the merger expected in the first quarter of 2024**
- **Extended financial visibility until the fourth quarter of 2024, with a consolidated cash position estimated at €3 million as of the operation's closing date<sup>1</sup>**
- **A transaction supported by Quantum Genomics' major shareholders and all ExactCure shareholders, resulting in Quantum Genomics shareholders holding approximately 50% of the merged entity**

Quantum Genomics (Euronext Growth - FR0011648971 - ALQGC) announces that it has entered into exclusive negotiations for a merger with ExactCure, a French HealthTech company developing an artificial intelligence device to tailor drug administration to each individual's profile.

**The resulting entity would become one of the first companies in Euronext Growth in Digital Health.**

### **ExactCure: Development of an innovative medical device based on a Digital Twin of the patient.**

ExactCure has developed a medical device that is software combining artificial intelligence and biomathematical modeling.

This device, with CE marking, creates a Digital Twin for each patient based on specific characteristics (age, weight, gender, renal function, hepatic function, genetic mutations, treatments). The Digital Twin simulates how the drug will behave when taken by the patient (blood concentration, pharmacokinetics and pharmacodynamics, interactions with other drugs). Thus, when a patient takes an anti-inflammatory at noon, their Digital Twin predicts that in their specific case, the treatment will be effective at 12:20 PM, reach maximum effectiveness at 1:30 PM, and be eliminated by 6:30 PM.

L'objectif est ainsi d'éviter les surdosages mais aussi les sous-dosages médicamenteux, ainsi que les interactions médicamenteuses. Dans le but d'adapter au mieux la prise de médicament en fonction des caractéristiques individuelles de chaque patient.

With this approach, ExactCure has already received numerous awards, including being the winner of the iNov competition, the AMI Santé Numérique award as part of the France 2030 Plan, the innovation prize from the French interns' union, and the "Seal of Excellence" from the European Commission.

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<sup>1</sup> As of the date of this press release, Quantum Genomics' cash position is €3.7 million

In the context of commercializing this device, ExactCure particularly targets pharmaceutical laboratories and Contract Research Organizations (CROs), where personalized drug simulation can be a significant asset economically:

- In the case of drugs under development, it can enhance patient segmentation for inclusion in clinical trials, leading to time savings and a reduction in the associated costs of conducting these studies.
- For drugs already authorized on the market, it can promote proper usage, serving as a negotiating point for pricing with Health Authorities.

Indeed, medication-induced iatrogenesis is responsible for over 10,000 deaths annually in France (three times more than road accidents), over 130,000 hospitalizations, and nearly 1.3 million hospitalization days. Pharmacovigilance is thus a major challenge for the pharmaceutical industry, both in terms of reputation and cost.

ExactCure has already signed partnership and licensing agreements for its device with providers of medical software solutions, contributing to strong visibility among healthcare professionals. Notable partners include Vidal and Cegedim, two leading French companies, as well as Elsevier in Europe.

**The merger aims to establish ExactCure's Digital Twin as an essential component for the proper use of medications within the healthcare ecosystem, spanning from the pharmaceutical industry to healthcare facilities and insurance entities.**

The technological breakthrough offered by ExactCure has enabled the company to raise €7 million since its inception, including €2.2 million from the i-Nov Innovation Competition and €1.4 million as part of the France 2030 Plan.

The technological innovation proposed by ExactCure, the financial contribution, and the stock listing of Quantum Genomics, along with the complementary expertise of the teams, are all strengths that should position the new entity as a key player in pharmaceutical laboratories and the healthcare ecosystem.

The merger of Quantum Genomics and ExactCure will, in fact, allow:

- Acceleration of the deployment of personalized drug simulation to medical solution providers, health insurers, and pharmaceutical laboratories.
- Continued implementation of the device:
- Increase the number of simulated drugs from 5,200 to 10,000.
- Incorporate a feature for detecting multi-drug interactions, a significant challenge in cases of multiple prescriptions.

### **They said :**

**Frédéric Dayan, CEO of ExactCure:** *"I am delighted about this merger that will propel ExactCure into a new dimension. The new financial and human resources brought by Quantum Genomics will allow us to accelerate the development of our device and become an essential partner for pharmaceutical laboratories in the development of new drugs and the support of drugs already on the market."*

**Francois Durvye, General Manager of Otium Capital,** the largest shareholder of Quantum Genomics and a historical leader in private equity in France, with €1.5 billion in assets under management: *"We renew our complete confidence in the Quantum Genomics team with whom we wish to continue this entrepreneurial adventure. The technological innovation based on artificial intelligence developed by ExactCure, combined with the complementarity of experiences and skills of the teams, will make this new structure a success."*

**Jean-Philippe Milon, CEO of Quantum Genomics:** *"With the aim of successfully repositioning Quantum Genomics, we have tirelessly sought collaboration with a health-focused company that meets our four key criteria: a major field of activity, an innovative and differentiating project, replicable expertise internationally, and a high-performing team complementary to ours to support the project. ExactCure, which meets all these criteria, appeared to us as the ideal partner for a promising future."*

As of the date of this press release:

- Otium Capital and Jean-Philippe Milon hold 11.6% and 2.2%, respectively, of the capital of Quantum Genomics.
- Frédéric Dayan, Sylvain Benito, Fabien Astic, and OneRagtime hold 39.5%, 17.6%, 13.4%, and 16.7%, respectively, of the capital (fully diluted) of ExactCure.

### **Characteristics of the Proposed Transaction**

#### **Key Terms of the Transaction:**

A letter of intent outlining the main terms of the proposed transaction was signed on December 13, 2023, by all shareholders of ExactCure and Quantum Genomics, following a decision by their respective Boards of Directors.

The envisaged capital merger operation involves the contribution of all ExactCure shares to Quantum Genomics, followed by a merger absorption by Quantum Genomics of ExactCure. The transaction is fully supported by the main shareholders of both Quantum Genomics and ExactCure, namely Otium Capital for Quantum Genomics, and Frédéric Dayan (CEO and founder), Sylvain Benito (Chief Scientist and founder), Fabien Astic (Business Director and founder), and OneRagtime for ExactCure.

The letter of intent notably stipulates, as suspensive conditions for the completion of the transaction, the conduct of satisfactory reciprocal audits and the issuance of reports by an independent auditor providing a favorable opinion regarding the valuation of the contributed securities and the fairness of the exchange ratio. The letter of intent includes an exclusivity obligation for the parties until March 31, 2024.

## **Indicative Timeline and Next Steps**

The Extraordinary General Meeting (EGM) of Quantum Genomics, expected to be convened in the first quarter of 2024, will be called upon to approve the proposed transaction. The EGM will also be asked to approve the name change of the new entity, marking the beginning of a new stage in strategic development. As a reminder, decisions at the EGM are made by a two-thirds majority of the votes cast by the attending or represented shareholders. As an indicative timeline, the envisaged operation would unfold as follows:

- February 2024: Communication of the Commissioner's report on contributions and convening of the Extraordinary General Assembly of Quantum Genomics.
- March 2024: Holding of the Extraordinary General Assembly of Quantum Genomics, contribution of ExactCure shares to Quantum Genomics.
- 2nd quarter 2024: Merger of ExactCure and Quantum Genomics and commencement of the activities of the entity resulting from the merger

## **Governance of the New Structure**

Following the proposed transaction, Mr. Jean-Philippe Milon, CEO of Quantum Genomics, will resign from his position as CEO but will retain the social mandate as Chairman of the Board of the new entity. Mr. Frédéric Dayan, co-founder of ExactCure, will assume the position of CEO of the new entity. Mr. Sylvain Benito, co-founder of ExactCure, will become Chief Scientist of the new entity. Mr. Fabien Astic, co-founder of ExactCure, will take on the role of Chief Operating Officer for the new entity. The Board of Directors of the new entity will be composed of management members, investors, and independent directors, reflecting the capital balance of the two merged entities.

## **Dilutive impact**

The valuations considered, approximately €6 million for ExactCure and approximately €6 million for Quantum Genomics, must ensure that Quantum Genomics shareholders retain about 50% of the merged entity's capital after the operation. Therefore, a Quantum Genomics shareholder holding 1% of Quantum Genomics' capital before the operation (based on a share capital of €13,935,691.31 divided into 34,854,981 shares) would have a capital holding of approximately 0.5% in the merged entity of ExactCure and Quantum Genomics following the envisaged operation (based on a share capital of €27,871,382.62 divided into 69,709,962 shares). A nominal value division of Quantum Genomics' shares (which will not impact the number of shares issued by Quantum Genomics) will be carried out before the envisaged operation to ensure this exchange ratio.

## **Prospectus / Exemption Document**

This operation will not require a prospectus or an exemption document submitted for approval to the French Financial Markets Authority (AMF).

## **Warning**

Shareholders may experience a loss of their invested capital due to a significant decrease in the value of Quantum Genomics' shares if the operation outlined in the letter of intent signed on December 13, 2023, is not ultimately completed. In the event of the operation's completion, Quantum Genomics shareholders will experience significant dilution due to the large number of shares issued to ExactCure shareholders, as indicated above. Investors are advised to exercise caution before deciding to invest in Quantum Genomics shares, particularly by becoming familiar with the risks inherent in the operation as explained above.



**Press release**  
Paris, December 14th 2023 6:00pm



Based in Paris, the company is listed on the Euronext Growth market in Paris (FR0011648971 - ALQGC)

## **Contacts**

### **Quantum Genomics**

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[contact@quantum-genomics.com](mailto:contact@quantum-genomics.com)

### **Edifice Communication (EUROPE)**

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Financial Communication and Media

[quantum-genomics@edifice-communication.com](mailto:quantum-genomics@edifice-communication.com)