

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 23, 2026

Xenetic Biosciences, Inc.

(Exact name of registrant as specified in charter)

Nevada
(State or other jurisdiction
of incorporation)

001-37937
(Commission
File Number)

45-2952962
(IRS Employer
Identification No.)

945 Concord Street
Framingham, Massachusetts
(Address of principal executive offices)

01701
(Zip Code)

(781) 778-7720
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	XBIO	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01. Regulation FD Disclosure.

On September 23, 2026, Xenetic Biosciences, Inc. (“Xenetic”) released an updated investor presentation in connection with its pending share exchange transaction with Santerus AG (“Santerus”) as previously announced on September 16, 2026. Attached as Exhibit 99.1 is a copy of the updated investor presentation.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished, shall not be deemed “filed” for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act, or the Securities Exchange Act of 1934, as amended, except as expressly set forth by specific reference in such a filing.

Additional Information and Where to Find It

This communication relates to the proposed acquisition transaction (the “Acquisition”) involving Xenetic and Santerus and may be deemed to be solicitation material in respect of the Acquisition. In connection with the Acquisition, Xenetic will file with the Securities and Exchange Commission (“SEC”) a Proxy Statement on Schedule 14A and Registration Statement on Form S-1. Each party may also file other documents regarding the Acquisition with the SEC. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ CAREFULLY THE PROXY STATEMENT, REGISTRATION STATEMENT ON FORM S-1, AND OTHER RELEVANT DOCUMENTS FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO AND ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN, IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE ACQUISITION, RELATED MATTERS AND THE PARTIES TO THE ACQUISITION. Investors and security holders may obtain a free copy of the Proxy Statement, the Registration Statement on Form S-1, and other relevant documents (if and when they become available) that are or will be filed with the SEC for free at the SEC’s website at www.sec.gov. Copies of the documents (when they become available) filed with the SEC by Xenetic will be available free of charge on Xenetic’s website at <http://xeneticbio.com>.

Participants in the Solicitation

Xenetic, and its directors and executive officers, and Santerus, and its directors and officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Xenetic in connection with the Acquisition under the rules of the SEC. Information about the interests of these directors and executive officers and other persons who may be deemed to be participants in the solicitation of stockholders of Xenetic in connection with the Acquisition and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement related to the Acquisition, which will be filed with the SEC. Additional information about Xenetic, the directors and executive officers of Xenetic and their ownership of Xenetic common stock can also be found in its Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC on March 12, 2026, and amended on April 24, 2026, and its definitive proxy statement, as filed with the SEC on October 31, 2025, and other documents subsequently filed by Xenetic with the SEC. Free copies of these documents may be obtained as described above. To the extent holdings of Xenetic securities by its directors or executive officers have changed since the amounts set forth in such documents, such changes have been or are expected to be reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Beneficial Ownership on Form 4 filed with the SEC. Additional information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be included in the Proxy Statement relating to the Acquisition when it is filed with the SEC.

No Offer or Solicitation

This Current Report on Form 8-K is for informational purposes only. This communication shall not constitute an offer to subscribe for, buy or sell or the solicitation of an offer to subscribe for, buy or sell any securities, or a solicitation of any vote or approval, nor shall there be any sale of, or offer to sell or buy, securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This communication is for informational purposes only. No offering of securities shall be made, except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act, and otherwise in accordance with applicable law.

Forward-Looking Statements

This Current Report on Form 8-K, including the investor presentation, contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, express or implied statements regarding the structure, timing and completion of the Acquisition; the combined company’s listing on Nasdaq after closing of the Acquisition; expectations regarding the ownership structure of the combined company; estimated transaction value and post-closing ownership; the anticipated timing of closing; the future operations of the combined company; the nature, strategy and focus of the combined company; the development and commercial potential and potential benefits of NucleoCapture and Xenetic’s DNase technology; anticipated clinical drug development activities and related timelines, including the expected timing for data and other clinical results; the competitive landscape of the combined company; the valuations ascribed to each party in connection with the proposed transaction, including the assumptions underlying such valuations; Net Cash and related adjustments to the Company Valuation; the Exchange Ratio and pro forma capitalization of the combined company; the expected board composition of the combined company; and other statements that are not historical fact. All statements other than statements of historical fact contained in this communication are forward-looking statements. These forward-looking statements are made as of the date they were first issued, and were based on the then-current expectations, estimates, forecasts, and projections, as well as the beliefs and assumptions of management. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond Xenetic, Santersus or the combined company’s control. Actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to (i) the risk that the conditions to the closing of the Acquisition are not satisfied, including the failure to timely obtain stockholder approval for the transaction, if at all; (ii) uncertainties as to the timing of the consummation of the Acquisition and the ability of each of Xenetic and Santersus to consummate the Acquisition; (iii) risks related to each parties’ ability to manage its operating expenses and its expenses associated with the Acquisition pending closing; (iv) risks related to the failure or delay in obtaining required approvals from any governmental or quasi-governmental entity necessary to consummate the Acquisition; (v) the risk that as a result of adjustments to the exchange ratio, Xenetic stockholders and Santersus stockholders could own more or less of the combined company than is currently anticipated; (vi) risks related to the market price of Xenetic common stock relative to the value suggested by the exchange ratio; (vii) unexpected costs, charges or expenses resulting from the Acquisition; (viii) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Acquisition; (ix) the uncertainties associated with Xenetic platform technologies, as well as risks associated with the clinical development and regulatory approval of product candidates, including potential delays in the commencement, enrollment and completion of clinical trials; (x) risks related to the inability of the combined company to obtain sufficient additional capital to continue to advance these product candidates and its clinical programs; (xi) uncertainties in obtaining successful clinical results for product candidates and unexpected costs that may result therefrom; (xii) risks related to the failure to realize any value from product candidates being developed and anticipated to be developed in light of inherent risks and difficulties involved in successfully bringing product candidates to market; (xiii) risks associated with the possible failure to realize certain anticipated benefits of the Acquisition, including with respect to future financial and operating results; (xiv) risks related to the inability of the combined company to maintain compliance with Nasdaq listing requirements following closing, and the potential need for the combined company to effect a reverse stock split of Xenetic common stock in order to satisfy Nasdaq listing requirements; (xv) risks related to the combined company raising additional working capital and financing its business; and (xvi) the other factors discussed under the heading “Risk Factors” in Xenetic’s most recent Annual Report on Form 10-K and other filings with the SEC, among others. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties. These and other risks and uncertainties are more fully described in filings that Xenetic makes and will make with the SEC in connection with the Acquisition, including Xenetic’s Proxy Statement described above under “Additional Information and Where to Find It.” You should not place undue reliance on these forward-looking statements, which are made only as of the date hereof or as of the dates indicated in the forward-looking statements. Xenetic, Santersus and the combined company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Investor Presentation, dated September 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XENETIC BIOSCIENCES, INC.

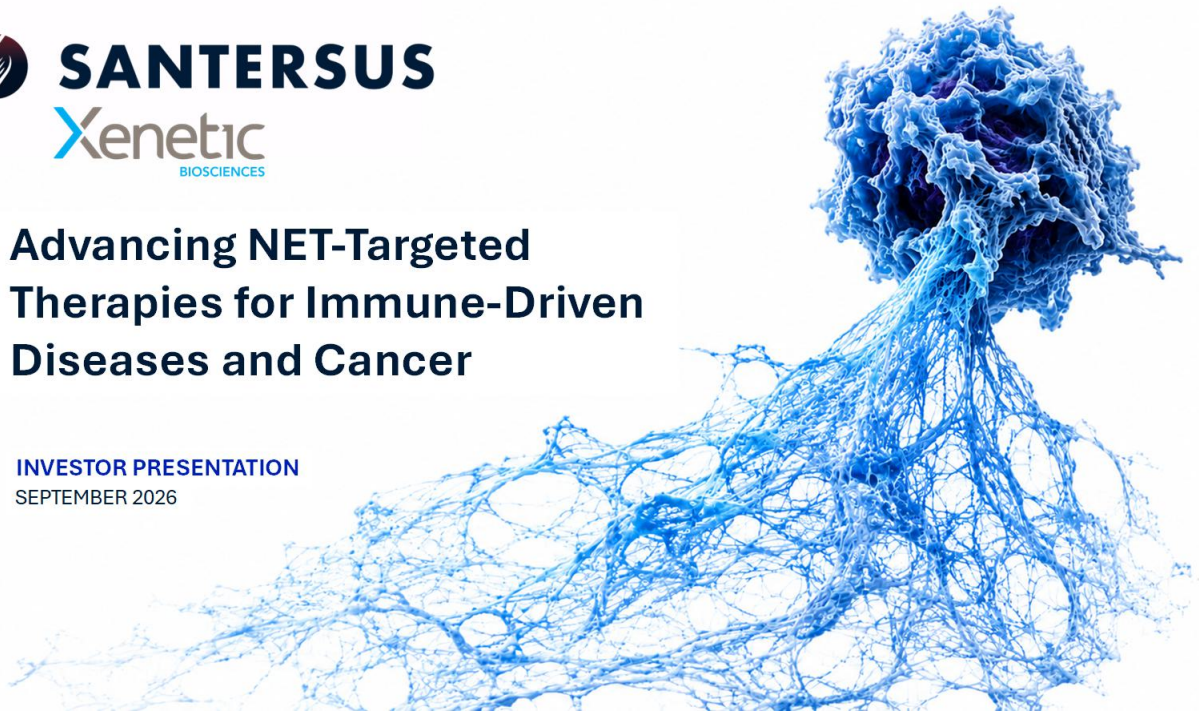
Date: September 23, 2026

By: /s/ James Parslow
Name: James Parslow
Title: Interim Chief Executive Officer and Chief Financial Officer



Advancing NET-Targeted Therapies for Immune-Driven Diseases and Cancer

INVESTOR PRESENTATION
SEPTEMBER 2026



Disclaimer

This communication contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including but not limited to, express or implied statements regarding the structure, timing and completion of the proposed transaction; the combined company's listing on Nasdaq after closing of the proposed transaction; expectations regarding the ownership structure of the combined company; the anticipated timing of closing each company's and the combined company's expected cash position at the closing of the proposed transaction and cash runway of the combined company; the future operations of the combined company; the nature, strategy and focus of the combined company; the development and commercial potential and potential benefits of Nuclease and DNase; anticipated clinical drug development activities and related timelines, including the expected timing for data and other clinical results; the competitive landscape of the combined company; the valuations ascribed to each party in connection with the proposed transaction, including the assumptions underlying such valuations; Net Cash and related adjustments to the Company Valuation; the Exchange Ratio and pro forma capitalization of the combined company; and other statements that are not historical fact. All statements other than statements of historical fact contained in this communication are forward-looking statements. These forward-looking statements are made as of the date they were first issued, and were based on the then-current expectations, estimates, forecasts, and projections, as well as the beliefs and assumptions of management. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond Xenetic Biosciences, Santarus or the combined company's control. Actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: (i) the risk that the conditions to the closing of the proposed transaction are not satisfied, including the failure to timely obtain shareholder approval for the transaction, if at all; (ii) uncertainties as to the timing of the consummation of the proposed transaction and the ability of each of Xenetic Biosciences and Santarus to consummate the proposed transaction; (iii) risks related to each parties' ability to manage its operating expenses and its expenses associated with the proposed transaction pending closing; (iv) risks related to the failure or delay in obtaining required approvals from any governmental or quasi-governmental entity necessary to consummate the proposed transaction; (v) the risk that as a result of adjustments to the exchange ratio, Xenetic Biosciences shareholders and Santarus stockholders could own more or less of the combined company than is currently anticipated; (vi) risks related to the market price of Xenetic Biosciences common stock relative to the value suggested by the exchange ratio; (vii) unexpected costs, charges or expenses resulting from the transaction; (viii) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed transaction; (ix) the uncertainties associated with Xenetic Biosciences platform technologies, as well as risks associated with the clinical development and regulatory approval of product candidates, including potential delays in the commencement, enrollment and completion of clinical trials; (x) risks related to the inability of the combined company to obtain sufficient additional capital to continue to advance these product candidates and its clinical programs; (xi) uncertainties in obtaining successful clinical results for product candidates and unexpected costs that may result therefrom; (xii) risks related to the failure to realize any value from product candidates being developed and anticipated to be developed in light of inherent risks and difficulties involved in successfully bringing product candidates to market; (xiii) risks associated with the possible failure to realize certain anticipated benefits of the proposed transaction, including with respect to future financial and operating results; (xiv) risks related to the inability of the combined company to maintain compliance with Nasdaq listing requirements following the closing of the proposed transaction, and the potential need for the combined company to effect a reverse stock split in order to satisfy Nasdaq listing requirements; (xv) risks related to the combined company raising additional working capital and financing its business; and (xvi) the other factors discussed under the heading "Risk Factors" in Xenetic Biosciences' most recent Annual Report on Form 10-K and other filings with the U.S. Securities and Exchange Commission (the "SEC"), among others. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties. These and other risks and uncertainties are more fully described in filings that Xenetic Biosciences makes and will make with the SEC in connection with the proposed transaction, including the Proxy Statement described below under "Additional Information and Where to Find It." You should not place undue reliance on these forward-looking statements, which are made only as of the date hereof or as of the dates indicated in the forward-looking statements. Xenetic Biosciences, Santarus and the combined company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. Xenetic Biosciences and Santarus obtained the industry, market and competitive position data used throughout this presentation from its own internal estimates and research, as well as from industry and general publications, and research, surveys and studies conducted by third parties. Internal estimates are derived from publicly available information released by industry analysts and third-party sources. Xenetic Biosciences and Santarus internal research and its industry experience, and are based on assumptions made by Xenetic Biosciences and Santarus based on such data and its knowledge of the industry and market, which it believes to be reasonable. In addition, while Xenetic Biosciences and Santarus believes the industry, market and competitive position data included in this presentation is reliable and based on reasonable assumptions, Xenetic Biosciences and Santarus has not independently verified any third-party information, and all such data involve risks and uncertainties and are subject to change based on various factors. This presentation contains trademarks, service marks, trade names and copyrights of Xenetic Biosciences and Santarus and other companies, which are the property of their respective owners. The use or display of third parties' trademarks, service marks, trade name or products in this presentation is not intended to, and does not imply, a relationship with Xenetic Biosciences and Santarus, or an endorsement of sponsorship by Xenetic Biosciences and Santarus. Solely for convenience, the trademarks, service marks and trade names referred to in this presentation may appear with the "TM" or "SM" symbols, but such references are not intended to indicate, in anyway, that the company will not assert, to the fullest extent under applicable law, their rights or the right of the applicable licensor to these trademarks, service marks and trade name.

Additional Information and Where to Find It

This communication relates to the proposed acquisition transaction involving Xenetic Biosciences and Santarus and may be deemed to be solicitation material in respect of the proposed transaction. In connection with the proposed transaction, Xenetic Biosciences will file with the SEC a proxy statement ("Proxy Statement") and Registration Statement on Form S-1 ("Registration Statement"). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ CAREFULLY THE PROXY STATEMENT, REGISTRATION STATEMENT, AND OTHER RELEVANT DOCUMENTS FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO AND ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN, IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION, RELATED MATTERS AND THE PARTIES TO THE PROPOSED TRANSACTION.

Investors and security holder may obtain a free copy of the Proxy Statement, the Registration Statement, and other relevant documents (if and when they become available) that are or will be filed with the SEC for free at the SEC's website at www.sec.gov. Copies of the documents (when they become available) filed with the SEC by Xenetic Biosciences will be available free of charge on Xenetic Biosciences' website at <http://xeneticbio.com>.

Participants in the Solicitation

Xenetic Biosciences and its directors and executive officers and Santarus and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from the stockholders of Xenetic Biosciences in connection with the proposed transaction under the rules of the SEC. Information about the interests of the directors and executive officers of Xenetic Biosciences and other persons who may be deemed to be participants in the solicitation of stockholders of Xenetic Biosciences in connection with the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement related to the proposed transaction, which will be filed with the SEC. Additional information about Xenetic Biosciences, the directors and executive officers of Xenetic Biosciences and their ownership of Xenetic Biosciences common stock can also be found in its Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC on March 12, 2026, and its definitive proxy statement, as filed with the SEC on October 31, 2025, and other documents subsequently filed by Xenetic Biosciences with the SEC. Free copies of these documents may be obtained as described above. To the extent holdings of Xenetic Biosciences securities by its directors or executive officers have changed since the amounts set forth in such documents, such changes have been or are expected to be reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Beneficial Ownership on Form 4 filed with the SEC. Additional information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be included in the Proxy Statement relating to the Proposed Transaction when it is filed with the SEC.

No Offer or Solicitation

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities nor a solicitation of any vote or approval with respect to the proposed transaction or otherwise. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

Transaction Valuation and Pro Forma Capitalization

		Shares Outstanding / Issued	Ownership in Pro- Forma Company	Transaction Valuation ⁽⁴⁾
Xenetic Biosciences	Shares outstanding (fully diluted, restricted stock and shares underlying options)	2,546,699⁽¹⁾	~15.0%	\$21 million⁽³⁾
Santarus AG	New Xenetic shares issued at closing (Acquisition Consideration; preferred converts, options assumed at the Exchange Ratio)	≈14,552,566⁽²⁾	~85.0%	\$120 million
Total		≈17,099,265⁽²⁾	100%	\$141 million

Estimated post-closing ownership per the Share Exchange Agreement dated September 14, 2026, on a fully diluted basis

(1) Based upon 2,343,161 shares of common stock outstanding as of July 31, 2026

(2) Illustrative issuance implied by the 85%/15% split; actual number determined by the Exchange Ratio at closing

(3) Assumes \$0 Net Cash; subject to adjustment pursuant to the Share Exchange Agreement

(4) Negotiated valuation agreed by the parties pursuant to the Share Exchange Agreement

Proposed Transaction is Expected to Close in the Fourth Quarter of 2026¹



Combined Company

Santerus will become a wholly owned subsidiary of Xenetic and will continue as the operating business of the combined company. Combined company is expected to trade on Nasdaq under the ticker symbol "SNTS."



Definitive Share Exchange Agreement

At closing, each outstanding Santerus share will be exchanged for shares of Xenetic common stock. Outstanding unexercised Santerus options will be assumed by Xenetic and converted into options to purchase Xenetic common stock.



Ownership

Pre-transaction Santerus shareholders are expected to own approximately 85% of the combined company and pre-merger Xenetic stockholders are expected to own approximately 15% of the combined company, subject to adjustment.

¹. Subject to approval by the stockholders of Xenetic

Pioneering Breakthrough NET-Targeted Therapies to Transform the Treatment Paradigm of Immune-Driven Diseases and Cancer

Positive clinical outcomes with no adverse events across **80+ compassionate use cases in patients with sepsis, autoimmune disease and cancer treated with NucleoCapture® and DNase**

Extensive IP portfolio through 2038 and potential to extend 20 years with each indication



World-leading medical device company invested in Series A

4 Clinical Stage Programs Targeting Multibillion-Dollar Markets:

Sepsis	Systemic Lupus Erythematosus	Liver Transplantation	Large B-Cell Lymphoma
~\$5.6 Billion ¹	~\$3.4 Billion ²	~\$1.6 Billion ³	~\$8.7 Billion ⁴

1. Grand View Research, "Sepsis Therapeutics Market Size, Share & Trends Analysis Report, 2025-2030," accessed September 1, 2026; 2. Mordor Intelligence, Systemic Lupus Erythematosus: Market Share Analysis, Industry Trends & Statistics, Growth Forecasts, 2026-2031, May 2026; 3. Grand View Research, Lymphoma Treatment Market Size, Share & Trends Analysis Report, 2025-2030, updated July 2026; 4. Persistence Market Research, Liver Transplantation Market Size, Share, and Growth Forecast, 2026-2033, June 2026.

NET-Targeting Platforms

NucleoCapture®

Blood purification device designed to selectively remove circulating NETs

- Two FDA Breakthrough Device Designations
- Lead program targeting potential EU market launch in Q2 2028
- Extracorporeal device pathway offers faster and more capital-efficient route to approval

DNase

Systemic DNase enzyme platform designed to degrade NETs in tissues and blood

Investigator-initiated study in Israel in combination with CAR T cells for large B-cell lymphoma initiated by Tel-Aviv Sourasky team, with initial efficacy data expected in Q2 2027

Definitive Share Exchange Agreement to Create Global Leader in NET-Targeting Therapeutics

Advancing a Pipeline of Multiple Billion-Dollar Opportunities



NucleoCapture®

Blood Purification Device for Circulating NETs

Removes NETs directly from circulation via extracorporeal blood purification

Targeting high levels of circulating NETs in the blood



**Two Complementary Technologies.
One Target.**

Neutrophil Extracellular Traps (NETs)



DNase

Pharmacological / Enzymatic for Tissue Based NETs

Degrades NETs within solid tissue via enzymatic digestion of the NET DNA backbone

Targets NETs embedded in tissue and the tumor microenvironment

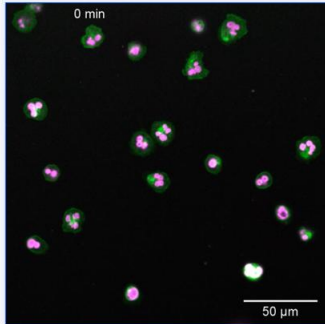


A Shared Mechanistic Basis

- Target pathogenic NETs as the common upstream driver of disease
- Complementary, not redundant: together addressing NET burden across both circulating and tissue-resident compartments

Excessive and Persistent NETs Are Convergent Upstream Driver of Inflammation, Tissue Injury, Immune Dysregulation and Treatment Resistance

Neutrophil extracellular traps (NETs) are web-like structures composed of DNA, histones and antimicrobial proteins released by activated neutrophils to trap and neutralize pathogens. Unchecked NET accumulation in blood and tissues triggers a destructive cascade that damages tissue, dysregulates immunity, and accelerates disease progression



Immune and Inflammatory Disease

- Breach endothelial barriers and destroy surrounding tissue
- Perpetuate chronic inflammation and drive immune dysregulation
- Expose autoantigens and fuel autoimmune attack
- Drive immunothrombosis, microvascular obstruction and organ failure



Oncology

- Shield tumor cells from T cell and NK-cell attack
- Inactivate cytotoxic T cells and CAR T cells
- Capture circulating tumor cells and support metastatic seeding
- Reprogram the tumor microenvironment and reactivate dormant tumor cells
- Drive resistance to chemotherapy, checkpoint inhibitors and radiotherapy

A Validated Driver Across Multiple Serious Disease Areas



Critical Illness



Autoimmune Disease



Transplantation



Cancer



Cardiovascular Disease



Neurodegeneration



Kidney Disease



Lung Disease

Advancing Two NET-Targeted Platforms Across Immune-Driven Diseases and Cancer



THERAPEUTIC BLOOD PURIFICATION DEVICE PIPELINE

PROGRAM	INDICATIONS	INITIAL CLINICAL STAGE	PIVOTAL CLINICAL TRIAL	APPROVAL	KEY HIGHLIGHTS
NucleoCapture®	Sepsis in Combination with SoC				- Recruitment in progress - Interim analysis and CE Mark submission: Q4 2027 - EU market launch: Q2 2028
	Systemic Lupus Erythematosus (SLE) in Combination with SoC				- Start of pivotal study: Q4 2026 - Interim analysis: Q4 2027
	Liver Graft Perfusion in Combination with OrganOx Metra Device				- sPMA submission: Q3 2027 - US market launch: Q3 2028



SYSTEMIC BIOLOGIC THERAPEUTIC PIPELINE

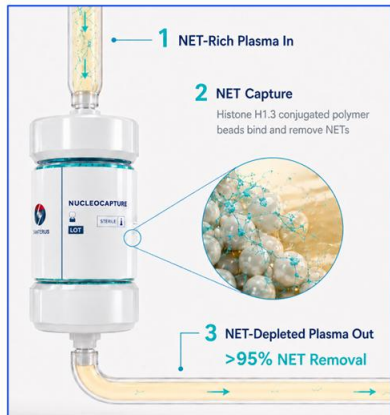
PROGRAM	INDICATIONS	PRECLINICAL	IND ENABLING	PHASE 1	PHASE 2/3	KEY HIGHLIGHTS
DNase	Large B-Cell Lymphoma in Combination with anti-CD-19 CAR T cells					- Investigator-initiated study in advanced LBCL with CD19 CAR T¹ - Recruitment in progress - Proof-of-concept data: Q2 2027

1. Investigator-initiated study being conducted at the Tel Aviv Sourasky University Medical Center in Israel

Note: Actual milestones and timeline may vary, as they are based on current expectations, estimates and projections regarding future events. There can be no assurance that the milestones will be achieved within the timeframes indicated, or at all.

NucleoCapture®: FDA-Designated Breakthrough Treatment for Sepsis

Proprietary therapeutic blood purification device that physically bind to and remove NETs from blood circulation without affecting neutrophils defensive functions



Ongoing pivotal multicenter study, up to **350 patients** with sepsis and respiratory failure in EU and US

Independent studies in over 3,000 sepsis ICU patients show elevated NET level are associated with increased risk of mortality, septic shock, organ failure and ARDS

Designed for rapid deployment in **acute and critical-care settings**

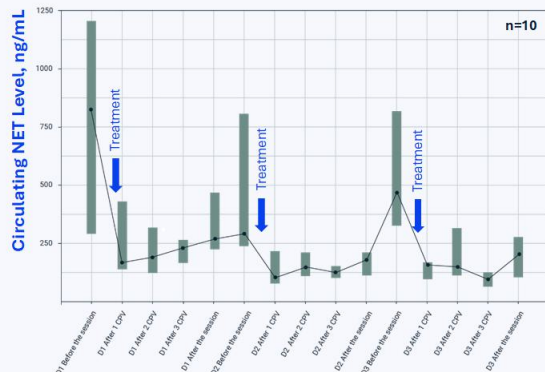
Integrates with **standard plasma-separation equipment** with **no additional hospital capital expenditure**



Breakthrough Designation from US FDA for Sepsis

Demonstrated 100% 7-Day Survival with Rapid, Repeated Reductions in Circulating NET Levels in Sepsis Patients

Reduction in Circulating Net Levels



Circulating NET levels declined after each treatment session and remained below the initial pretreatment level across the treatment course.

Reduction in Key Biomarkers



✓ 32 NucleoCapture® treatment sessions in 10 extremely sick sepsis patients

✓ Demonstrated to be safe and well tolerated with no adverse events

✓ Consistently reduced inflammation, organ damage and vasopressor dependence

Ongoing Pivotal Multicenter Study for Treatment of Sepsis and Respiratory Failure

Study Design



Number of Subjects: up to 350



Treatment: SoC or SoC + NucleoCapture®



Randomized: 1:1



Primary Effectiveness Endpoint:

Composite outcome evaluated using win ratio methodology:

- All-cause mortality through Day 28 / Organ Support-Free Days (OSFD) through Day 28



First time ever FDA agrees on primary composite endpoint of 28-day mortality and OSFD



NucleoCapture®: FDA-Designated Breakthrough Treatment for SLE

In a retrospective analysis of compassionate use cases (n=10), **three treatments** were associated with **immediate** powerful reduction of disease activity, clinical manifestations and broad quality-of-life improvements

54% Reduction in Disease Activity¹

Median SLEDAI-2K decreased from 17.5 to 8.0 after three treatments p=0.009

Resolution of Key Clinical Manifestations

Vasculitis resolved in 5 of 5 patients

Polyarthritits resolved in 3 of 5 patients

Fever resolved without additional NSAIDs or steroids

Significant Attenuation of Autoimmune and Inflammatory Response

Significant reductions in anti-dsDNA, anti-ssDNA and HMGB1

Significant Decrease in Anxiety

Trends towards improvement of physical health, pain, emotional health and fatigue

- ✓ No add on immunosuppression
- ✓ Quick onset of action
- ✓ Potential to control Type II symptoms

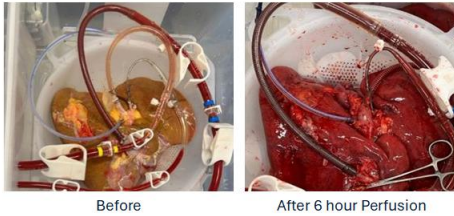
Improvement in Key Indicator	Before	After the Course of Procedures
Lupus Disease Activity¹		
SLEDAI, Me (25th; 75th percentiles)	17.5 [10; 25]	8.0 [4; 12]
Lupus QoL		
Physical Health (↑ = Improvement)	57.8 [42.2; 67.2]	76.6 [51.6; 92.2]
Pain (↑ = Improvement)	58.3 [41.7; 70.8]	87.5 [66.7; 91.7]
Emotional health (↑ = Improvement)	60.4 [25; 77.1]	75.0 [52.1; 85.4]
Fatigue Improvement (↑ = Improvement)	53.1 [15.6; 71.9]	65.6 [25.0; 78.1]
HADS		
HADS — anxiety	9 [6; 15]	4 [3; 13]
HADS — depression	7 [3.5; 10]	6 [1; 8]
FACIT-Fatigue		
Total FACIT-Fatigue score	24.5 [14.5; 37]	37.5 [20.5; 46.5]

Standard of Care Treatment Typically Takes 6 Months to Achieve Comparable Reductions of Disease Activity¹

1. Aringer M, et al. Lupus Sci Med. 2025;12(1):e001336. doi:10.1136/lupus-2024-001336

NucleoCapture®: Restoring Viability in Donor Organs During *Ex Vivo* Machine Perfusion

Liver Revitalization



Targeting a 15-month FDA regulatory pathway through a supplement to the existing OrganOx metra® PMA



Improved viability-associated parameters in 8 discarded human liver grafts meeting *ex vivo transplantation* criteria



Significantly improved graft function and metabolic recovery and reduced inflammation on modelling of transplantation



TERUMO, a strategic investor in **SANTERUS**, acquired **OrganOx** for \$1.5 billion in 2025

~84% Reduction in Circulating NETs

13.54 ± 8.53 to 2.21 ± 0.69 $\mu\text{g/mL}$
From hour 1 to hour 12 of NMP

~67% Reduction in Lactate

5.30 ± 3.56 to 1.75 ± 0.86 mmol/L
From hour 1 to hour 12 of NMP

DNase for LBCL: Overcoming Tumor Immune Evasion

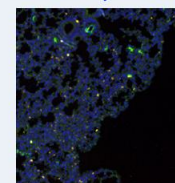
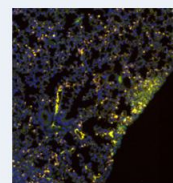
Deoxyribonuclease I (DNase) is a human endonuclease enzyme responsible for degrading NETs in tissues and blood via enzymatic cleavage of NETs DNA backbone

- Investigator-initiated study in 12 patients with LBCL in combination with CAR T ongoing
- Designed to be universal CAR T **adjunct platform** for hematologic and solid tumors acting by reversing tumor induced immunosuppression
- Encouraging preclinical data and clinical compassionate use data suggesting clinical efficacy of combination of DNase with CAR T cells
- Potential to reduce tumor induced immunosuppression

Removal of barrier to CAR T cells

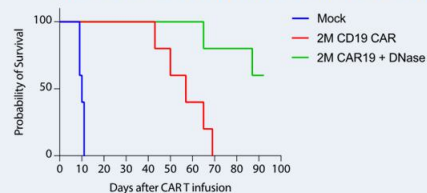
EGFR CAR T

EGFR CAR T *plus* DNase

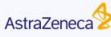


Metastatic melanoma node; Green and yellow = NETosis area

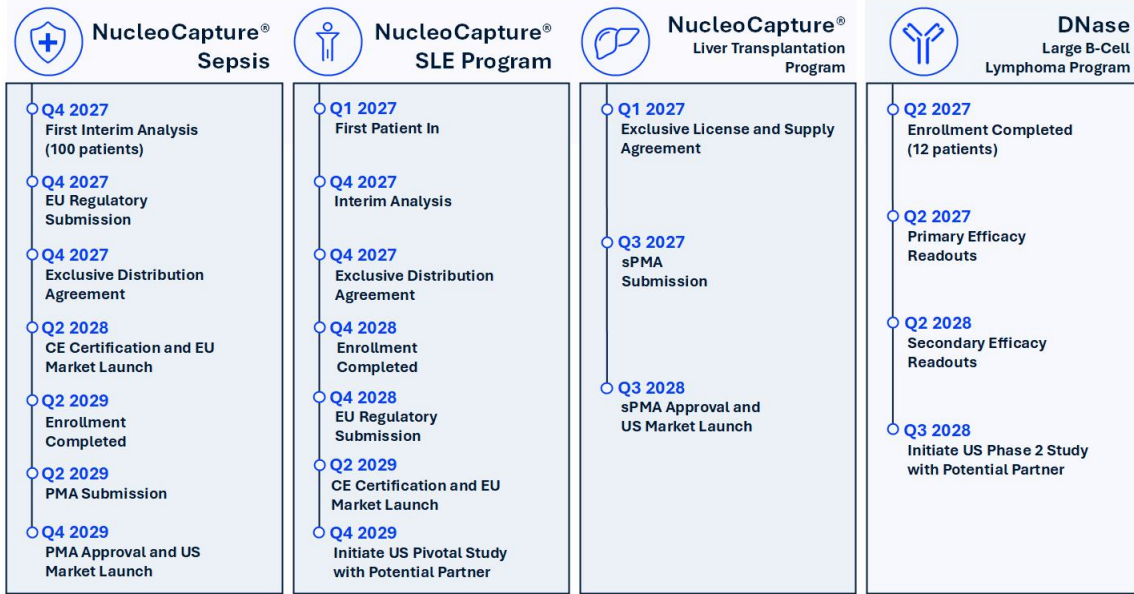
DNase driven survival benefit in mouse model of human lymphoma (NSG/Raji)



Leadership and Development Team

 James Ladtchow BSME, MBA Chief Executive Officer 35+ years in medical device development. Led clinical development and approval of the Spectra Optia therapeutic apheresis system  TERUMO BLOOD AND CELL TECHNOLOGIES	 Andrew Aswani, MD PhD MRCP FRCA EDIC FFICM Chief Medical Officer and SAB Chairman Consultant in Intensive Care Medicine and Anaesthesia. PhD research on circulating cfDNA in shock states  NHS Guy's and St Thomas' NHS Foundation Trust	 Dmitry Genkin, MD Chief Scientific Officer Founder of the Santersus. inventor of 20+ patents in NETosis and cell-free DNA therapeutics	 Elisabeth Barabash, BS, MS Chief Clinical Operations 13+ years in clinical operations. Prior industry experience at Pfizer and AstraZeneca  
 Aleksander Zaporotsev Chief Financial Officer Over 20 years of financial experience, 10 of those years of financial and management expertise in the biopharmaceutical industry  	 Alexey Stepanov, II, MS, PhD Head of Immunooncology Dr. Stepanov develops advanced immunooncology therapies, specializing in CAR T cell engineering and solid tumors 	 Paul Rowden, BS, MS Head of Quality 27+ years as regulatory partner for medical devices and IVD manufacturers in 30+ countries. 600+ first time approval across FDA 510(k), CE, UKCA, ISO 13485, MDSAP and CMDR 	 Marianna Lupi, BS, MS PRRC International regulatory and clinical affairs executive with extensive Class II and III medical device expertise 

Upcoming Value Driving Milestones



Note: Actual milestones and timeline may vary, as they are based on current expectations, estimates and projections regarding future events. There can be no assurance that the milestones will be achieved within the timeframes indicated, or at all.

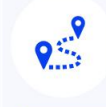
Positioned to Lead the Emerging Field of NET-Targeted Therapeutics

Building an integrated therapeutic portfolio around NETs, an increasingly recognized driver of disease progression across immune-driven diseases and cancer



Diversified Pipeline

Four prioritized programs spanning sepsis, SLE, liver transplantation and large B-cell lymphoma



Clear Path Toward Potential Commercialization

Lead NucleoCapture® programs targeting regulatory submissions beginning in 2027 and a potential first EU market launch in 2028



Two complementary platforms designed to address the issues of excessive or persistent NETs



Growing clinical and regulatory momentum



Targeting multi-billion-dollar indications with significant unmet needs

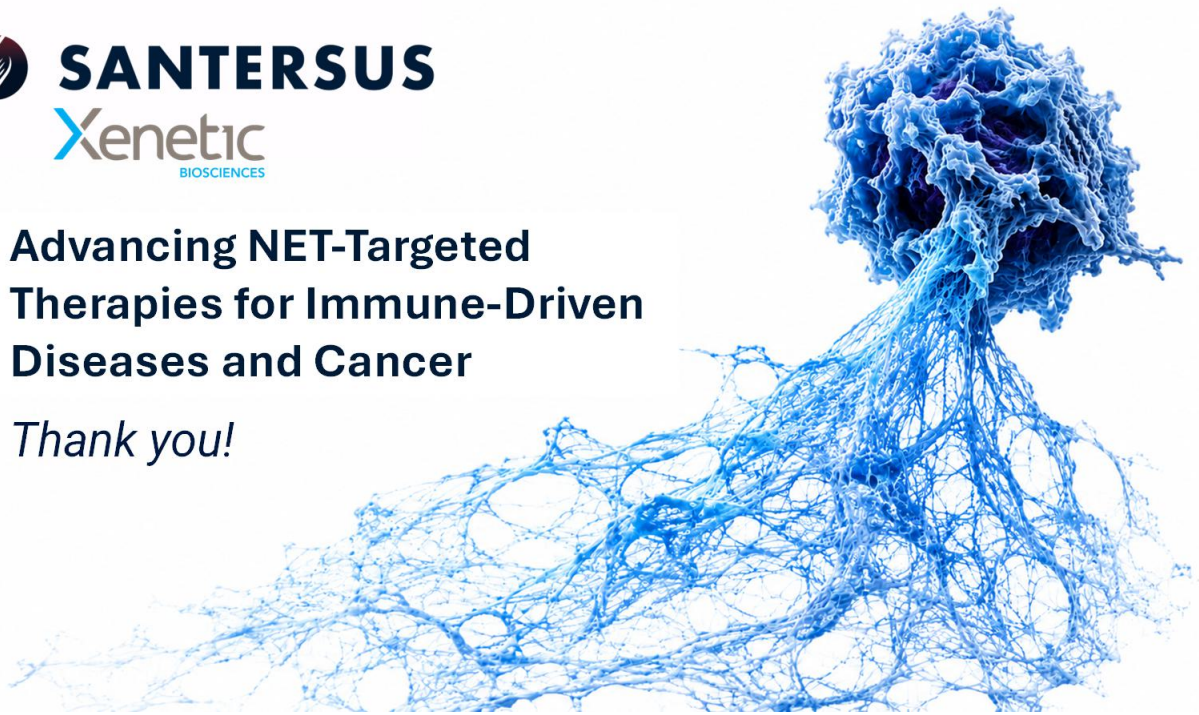


Multiple key value-driving milestones expected over the next 12-24 months



**Advancing NET-Targeted
Therapies for Immune-Driven
Diseases and Cancer**

Thank you!

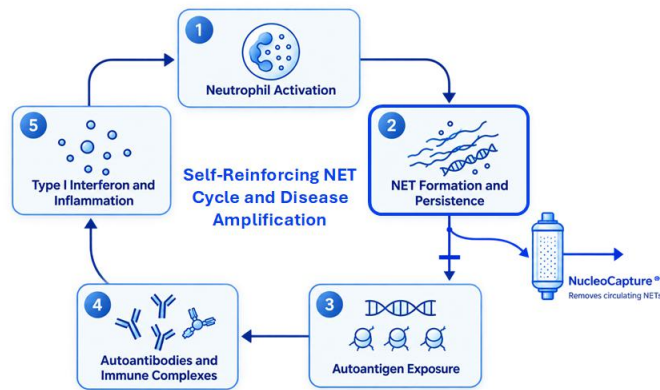




| Appendix

NucleoCapture®: Breakthrough Treatment for SLE

NucleoCapture® is designed to selectively remove circulating NETs, potentially reducing the autoantigen and inflammatory burden without suppressing immune cells.



Excessive NET formation and impaired clearance expose autoantigens, amplify type I interferon signaling and contribute to tissue injury.

Rapid, clinically meaningful improvement in disease activity, including a 54% reduction in median SLEDAI-2K after three treatments.

Broad quality-of-life improvements including physical health, pain, fatigue and emotional well-being, with a significant reduction in anxiety.

Demonstrated clinical responses without escalation of immunosuppression, including no increase in other immunosuppressive therapies or steroids.

Compelling compassionate-use responses across severe autoimmune diseases, including disease control, dialysis independence and improved cardiac function.

SLE: Significant Reduction in SLE Disease Activity in Retrospective Analysis

54% Reduction in Disease Activity

- Median SLEDAI-2K decreased from **17.5** to **8.0** after three treatments **p=0.009**

Resolution of Key Clinical Manifestations

- Vasculitis** resolved in 5 of 5 patients
- Polyarthritits** resolved in 3 of 5 patients
- Fever resolved without additional NSAIDs or steroids

Significant Autoimmune and Inflammatory Response

- Significant reductions in anti-dsDNA, anti-ssDNA and HMGB1

Leukocyte Levels Trended Toward Normalization

- Median leukocyte count increased from 3.95 to $5.2 \times 10^9/L$ p=0.078

Indicator	Before	After 3 NucleoCapture® Treatments
SLEDAI, Me [25th; 75th percentiles]	17.5 [10; 25]	8.0 [4; 12]
Leukocytes, $\times 10^9/\mu L$, Me [25th; 75th percentiles]	3.95 [2.4; 5.1]	5.2 [3.8–5.5]
ESR, mm/h, Me [25th; 75th percentiles]	25 [18; 40]	16 [12; 18]
IgG, g/L, Me [25th; 75th percentiles]	12.9 [9; 17.5]	10.225 [7.3; 15.95]
Anti-dsDNA, IU/mL, Me [25th; 75th percentiles]	592.5 [42; 784]	342.2 [54.1; 684]
Anti-ssDNA, IU/mL, Me [25th; 75th percentiles]	392 [297.1; 584.1]	249.4 [123; 422.8]
HMGB1, ng/mL, Me [25th; 75th percentiles]	5.59 [0.89; 10.5]	0.465 [0.195; 3.47]

Standard of Care Treatment Typically Takes 6 Months to Achieve Comparable Reductions of Disease Activity¹

1. Aringer M, et al. Lupus Sci Med. 2025;12(1):e001336. doi:10.1136/lupus-2024-001336

SLE: Quality-of-Life Improvements in Patients with SLE Flares



In a retrospective analysis, patients (n=10) reported broad quality-of-life improvements, with a statistically significant reduction in anxiety.

Positive clinical outcomes in 20+ compassionate use cases in patients with **neurolupus, ANCA vasculitis, antiphospholipid syndrome, juvenile polyarteritis nodosa**.

Improvement in Key Indicator	Before	After The Course of Procedures
Lupus QoL		
Physical Health (* = Improvement)	57.8 [42.2; 67.2]	76.6 [51.6; 92.2]
Pain (* = Improvement)	58.3 [41.7; 70.8]	87.5 [66.7; 91.7]
Planning (* = Improvement)	58.3 [25; 79.2]	54.2 [16.7; 83.3]
Intimate Relationships (* = Improvement)	65.5 [25; 93.8]	56.3 [25; 75]
Burden to Others (* = Improvement)	54.2 [20.8; 75]	62.5 [37.5; 79.2]
Emotional Health (* = Improvement)	60.4 [25; 77.1]	75.0 [52.1; 85.4]
Body Image (* = Improvement)	75.8 [56.7; 91.3]	62.5 [54.2; 85]
Fatigue Improvement (* = Improvement)	53.1 [15.6; 71.9]	65.6 [25.0; 78.1]
HADS		
HADS — Anxiety	9 [6; 15]	4 [3; 13]
HADS — Depression	7 [3.5; 10]	6 [1; 8]
FACIT-Fatigue		
Total FACIT-Fatigue Score	24.5 [14.5; 37]	37.5 [20.5; 46.5]

Upcoming Pivotal Multicenter Study in EU and Hong Kong for Treatment of SLE

Anticipated Development Path to Potential Commercialization in US and EU

Study Design



Demonstrated Sustained cfDNA Reduction and Metabolic Recovery in Discarded Human Livers

Eight discarded extended-criteria donor human livers underwent 12 hours of OrganOx metra® NMP with NucleoCapture, followed by six hours of whole-blood reperfusion modeling



~84% Reduction in Circulating NETs

13.54 ± 8.53 to 2.21 ± 0.69 $\mu\text{g/mL}$
From hour 1 to hour 12 of NMP

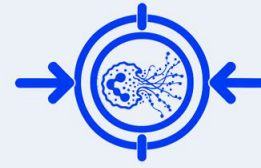


~67% Reduction in Lactate

5.30 ± 3.56 to 1.75 ± 0.86 mmol/L
Significant lactate clearance during NMP,
 $p=0.011$



Significant reduction in circulating neutrophils during
the first 60 minutes of whole-blood reperfusion



During NMP, NucleoCapture® is designed to remove NETs, helping prevent microcirculatory collapse and inflammation in the graft.

Path to Potential FDA
Approved Integration
with OrganOx Metra

Exclusive License and Supply Agreement
Q1 2027



Q3 2027

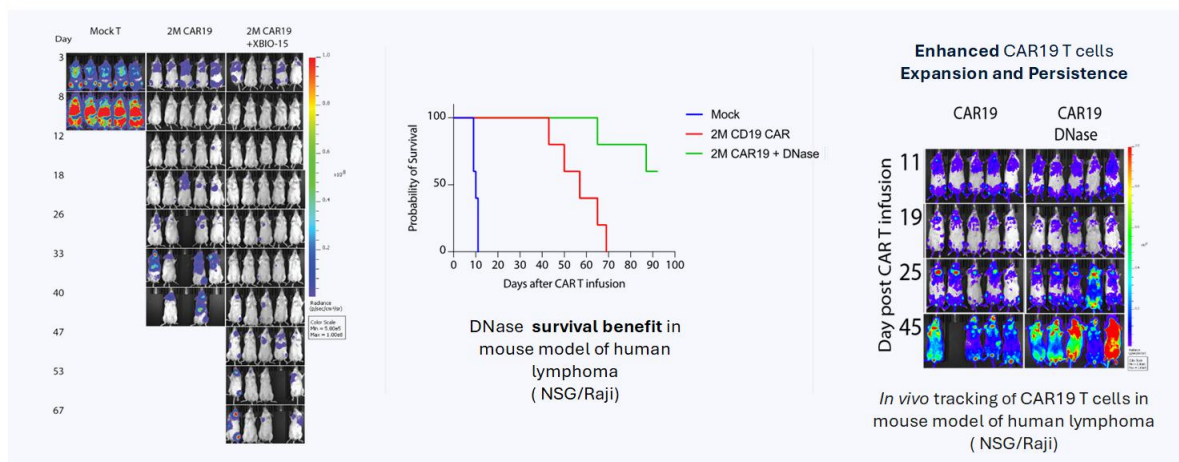
sPMA Submission

sPMA Approval and US Market Launch
Q3 2028



DNase Improves *In Vivo* Efficacy of CAR T Cells

Mice treated by CAR19 T cells in combination with DNase demonstrate improved survival and primary tumor clearance in leukemia and lymphoma models with improved CAR19 T cells expansion and persistence



Investigator-Initiated Study in Large B-Cell Lymphoma

Study Design		Primary Effectiveness Endpoint	Secondary Effectiveness Endpoint
 Number of Subjects	 Treatment	CRR (complete response rate) at 1 month post CAR T infusion	• ORR at 1 and 3 months after CART • PFS at 12 months post CAR T cells • Duration of response (DOR) • Overall survival (OS) at 12 months post CAR T cells • Frequency and severity of CAR T related adverse events (CRS ICANS, TLS)
12 subjects with stable/progressive LBCL prior to lymphodepletion	CAR T cells (tisagenlecleucel, axicabtagene ciloleucel or lisocabtagene maraleucel) in combination with DNase		

