

Xlife Sciences AG's Portfolio Company, VERAXA Biotech AG, Takes Key Step Toward NASDAQ Listing with Filing of Form F-4

The filing demonstrates continued momentum in VERAXA's public market journey and billion-dollar valuation

Zurich, 17th of July 2025: Xlife Sciences AG («Xlife Sciences», SIX: XLS), a leading incubator and value creator in the life sciences sector, announces that its portfolio company, VERAXA Biotech AG («VERAXA»), in which Xlife Sciences has a stake of approximately 19%, and which had previously announced a proposed business combination with Voyager Acquisition Corp. («Voyager», NASDAQ: VACH), a U.S.-listed SPAC, has filed a registration statement on Form F-4, which includes a preliminary proxy statement, with the U.S. Securities and Exchange Commission (SEC).

This is a significant milestone on VERAXA's path to becoming a publicly listed company on NASDAQ. While the Registration Statement has not been declared effective, and the information included within is not complete and subject to change, it contains key information about Voyager's proposed business and securities listing, VERAXA's drug development pipeline, technology platform, licensing partnerships, intellectual property, and research and development program. It also includes the proposed Business Combination Agreement and the proposals to be considered by Voyager's shareholders.

Under the terms of the Business Combination Agreement, VERAXA's equity value contribution into the Business Combination will amount to approximately \$1.3 billion. Accordingly, VERAXA's shareholders will receive approximately 130 million ordinary shares of the combined company in exchange for their existing VERAXA shares. Existing VERAXA shareholders and management will not receive any cash proceeds as part of the transaction and will roll over 100% of their equity into the combined company.

Assuming a share price of \$10.00 per share and no redemptions of Voyager's shares by Voyager's public shareholders, VERAXA (as a combined entity) is expected to have an implied pro forma equity value of approximately \$1.64 billion at closing.

Upon the closing of the Business Combination, VERAXA anticipates access to approximately up to \$ 253 million in cash held in trust by Voyager, prior to the payment of transaction costs of VERAXA and Voyager, and assuming no redemptions by Voyager's public shareholders.

Additionally, VERAXA is actively raising a crossover financing round from existing and new investors, which the Company expects to close prior to the completion of the Business Combination.

Oliver R. Baumann, CEO of Xlife Sciences AG, commented: «*VERAXA's filing of the F-4 is a strong indicator of progress and reinforces our confidence in both VERAXA and the proposed business combination. The transaction reflects the quality and global relevance of VERAXA's technology and pipeline. With a clear strategic roadmap, robust investor interest, and an anticipated NASDAQ listing, VERAXA is well on track to become a global player in oncology therapeutics. This is precisely the type of value transformation we target within our portfolio.*»

«*We are excited to share this pivotal milestone in VERAXA's journey toward becoming a public company,*» commented Christoph Antz, Ph.D., CEO and Co-Founder of VERAXA. «*The filing of our Registration Statement marks a significant step forward in our path to accessing the public capital markets and vision of bringing the next generation of safe and highly effective cancer therapies to patients. We remain focused on executing the merger effectively with Voyager as we move forward together.*»

Xlife Sciences currently holds approximately 19% of VERAXA's shares and views this transaction, which will significantly enhance Xlife Sciences' valuation, as a major validation of its model that bridges academic innovation with commercial market access. The business combination is expected to close in Q4 2025, subject to shareholder approval and customary closing conditions.



Further details, including an investor presentation and documentation related to the proposed transaction, are available via the SEC's EDGAR system at www.sec.gov.

Financial calendar

Half-Year Report 2025

23 September 2025

Contact

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Advisors

Anne Martina Group is acting as sole M&A advisor to VERAXA. Duane Morris LLP is acting as legal counsel to VERAXA. Winston & Strawn LLP is serving as legal counsel to Voyager. Cantor Fitzgerald is acting as Voyager's capital markets advisor.

About Xlife Sciences AG (XLS SW)

Xlife Sciences is a Swiss company focused as incubator and accelerator on the value development and commercialization of promising research projects from universities and other research institutions in the life sciences sector, with the aim of providing solutions for high unmet medical needs and a better quality of life. The goal is to bridge research and development to healthcare markets. Xlife Sciences takes carefully selected projects in the four areas of technological platforms, biotechnology/ therapies, medical technology, and artificial intelligence/digital health to the next stage of development and participates in their subsequent performance. For more information, visit <https://www.xlifesciences.ch/en/home>

About VERAXA Biotech AG

At VERAXA Biotech AG, we strive to establish the premiere drug discovery and development engine for antibody drug conjugates and other novel antibody-based therapy concepts. Wielding a suite of transformative technology innovations and applying thorough quality-by-design principles in drug discovery, we are accelerating our pipeline of antibody drug conjugates and our novel BiTAC antibody formats into and through clinical development. VERAXA Biotech AG originates from scientific discoveries made at the European Molecular Biology Laboratory (EMBL), a world-leading institute for life science research and ground-breaking enabling technologies. For more information, please visit <https://www.veraxa.com/>

About Voyager Acquisition Corp. (VACH US)

Voyager Acquisition Corp. is a blank check company incorporated in December 2023 as a Cayman Islands exempted company. Headquartered in Brooklyn, New York, its primary objective is to effect a merger, share exchange, asset acquisition, share purchase, reorganization, or similar business combination with one or more businesses or entities. Led by experienced professionals with a track record in healthcare and life sciences, Voyager seeks to support transformative businesses on their path to becoming publicly listed companies. For more information, please visit <https://www.voyageracq.com/>

Participants In the Solicitation

Voyager, VERAXA, and their respective directors, executive officers, other members of management and employees may be deemed participants in the solicitation of proxies from Voyager's shareholders with respect to the Transaction. Investors and security holders may obtain more detailed information regarding the names and interests in the Transaction of Voyager's directors and officers in Voyager's filings with the SEC, including, when filed with the SEC, the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus, amendments and supplements thereto, and other documents filed with the SEC. Such information with respect to VERAXA's directors and executive officers will also be included in the proxy statement/prospectus. You may obtain free copies of these documents as described below under the heading "Additional Information and Where to Find It".

Non-Solicitation

This press release is not a proxy statement or solicitation of a proxy, consent or authorization with respect to any securities or in respect of the potential transaction and shall not constitute an offer to sell or a solicitation of an offer to buy the securities of Voyager or VERAXA, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of the federal securities laws with respect to the proposed transaction between Voyager and VERAXA. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ from the forward-looking statements. These forward-looking statements generally are identified by the words "believe," "project," "expect," "anticipate," "estimate," "intend," "think," "strategy," "future," "opportunity," "potential," "plan," "seeks," "may," "should," "will," "would," "will be," "will continue," "will likely result," and similar expressions, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to risks and uncertainties.

These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many factors could cause actual future events to differ materially from the forward-looking statements in this communication, including but not limited to: (i) the risk that the proposed transaction may not be completed in a timely manner or at all; (ii) the occurrence of any event, change or other circumstance that could give rise to the termination of the business combination agreement;

(iii) the failure to achieve the minimum amount of cash available following any redemptions by Voyager' stockholders; (iv) redemptions exceeding anticipated levels or the failure to meet initial listing standards in connection with the consummation of the Transaction;

(v) the effect of the announcement or pendency of the Transaction on VERAXA's business relationships, operating results, and business generally; (vi) changes in the markets in which VERAXA competes, including with respect to its competitive landscape, technology evolution, or regulatory changes; (vii) changes in domestic and global general economic conditions; (viii) costs related to the proposed transaction and the failure to realize anticipated benefits of the transaction or to realize estimated pro forma results and underlying assumptions, including with respect to estimated stockholder redemptions; (ix) the ability to recognize the anticipated benefits of the Transaction and to achieve its commercialization and development plans, and identify and realize additional opportunities, which may be affected by, among other things, competition, the ability of VERAXA to grow and manage growth economically and hire and retain key employees and to develop, license or acquire new therapeutics; (x) the risk that VERAXA may fail to keep pace with rapid technological developments to provide new and innovative products and services; (xi) uncertainties inherent in the execution, cost, and completion of preclinical studies and clinical trials; risks related to regulatory review, and approval and commercial development; (xii) risks associated with intellectual property protection; (xiii) uncertainties inherent in the execution, cost, and completion of preclinical studies and clinical trials; and (xiv) those factors discussed in Voyager's filings with the SEC and that that will be contained in the proxy statement/prospectus relating to the proposed transaction. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that will be described in the "Risk Factors" section of the proxy statement/prospectus and the amendments thereto, the definitive proxy statement/prospectus, and other documents to be filed by Voyager from time to time with the SEC.

These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements.

Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and while VERAXA and Voyager may elect to update these forward-looking statements at some point in the future, they assume no obligation to update or revise these forward-looking statements, whether because of new information, future events or otherwise, except as required by applicable law. Neither of VERAXA or Voyager gives any assurance that VERAXA or Voyager, or the combined company, will achieve its expectations. These forward-looking statements should not be relied upon as representing Voyager' or VERAXA's assessments as of any date after the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Registration Statement and related preliminary prospectus to be filed in connection with the initial public offering with the SEC. Copies will be available on the SEC's website, <https://www.sec.gov>.

Additional Information and Where to Find It

In connection with the business combination agreement and the proposed transaction, Voyager and/or VERAXA intend to file relevant materials with the SEC, including a registration statement on Form F-4 to be filed with the SEC, which will include a proxy statement/prospectus of Voyager, and will file other documents regarding the proposed transaction with the SEC. This communication is not intended to be, and is not, a substitute for the proxy statement/prospectus or any other document that Voyager has filed or may file with the SEC in connection with the proposed transaction. When available, the definitive proxy statement and other relevant materials for the proposed transaction will be mailed or made available to stockholders of Voyager as of a record date to be established for voting on the proposed transaction.

Before making any voting or investment decision, investors and stockholders of Voyager are urged to carefully read, when they become available, the entire registration statement, the proxy statement/prospectus, and any other relevant documents filed with the SEC, as well as any amendments or supplements to these documents, and the documents Incorporated by reference therein, because they will contain important information about Voyager, VERAXA, and the proposed transaction. Voyager's investors and stockholders and other interested persons will also be able to obtain copies of the registration statement, the preliminary proxy statement/prospectus, the definitive proxy statement/prospectus, other documents filed with the SEC that will be Incorporated by reference therein, and all other relevant documents filed with the SEC by Voyager in connection with the Transaction, without charge, once available, at the SEC's website at www.sec.gov, or by directing a request to Voyager at the address set forth below.