

---

---

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

---

**SCHEDULE 14D-9**  
(Rule 14d-101)

**SOLICITATION/RECOMMENDATION STATEMENT  
UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

---

**G1 THERAPEUTICS, INC.**  
(Name of Subject Company)

---

**G1 THERAPEUTICS, INC.**  
(Name of Persons Filing Statement)

---

**COMMON STOCK PAR VALUE \$0.0001 PER SHARE**  
(Title of Class of Securities)

**3621LQ109**  
(CUSIP Number of Class of Securities)

**Monica Roberts Thomas, Esq.**  
Chief Legal and People Officer  
700 Park Offices Drive, Suite 200  
Research Triangle Park, NC 27709

*With copies to:*

**Matthew J. Gardella, Esq.**  
**Jason S. McCaffrey, Esq.**  
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
One Financial Center  
Boston, MA 02111  
(617) 542-6000

**Sarah Young, Esq.**  
Ropes and Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199  
(617) 951-7000

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)

---

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

---

---

This Schedule 14D-9 filing relates solely to preliminary communications made before the commencement of a planned cash tender offer (the “Offer”) by Genesis Merger Sub, Inc., a Delaware corporation (“Purchaser”) and a wholly owned subsidiary of Pharmacosmos A/S, a Danish *Aktieselskab* (“Parent”), to acquire all of the issued and outstanding shares of common stock, par value \$0.0001 per share, of G1 Therapeutics, Inc., a Delaware corporation (the “Company” or “G1”), to be commenced pursuant to the Agreement and Plan of Merger, dated as of August 6, 2024, by and among Parent, Purchaser and the Company (the “Merger Agreement”). Upon the consummation of the Offer, Purchaser will merge with and into the Company (the “Merger”) pursuant to Section 251(h) of the Delaware General Corporation Law, with the Company as the surviving corporation. This Schedule 14D-9 filing consists of the following documents relating to the proposed Offer and Merger:

- [Exhibit 99.1: Letter from John E. Bailey, Jr., President and Chief Executive Officer of the Company, to employees on August 7, 2024](#)
- [Exhibit 99.2: G1 Employee FAQ, first used on August 7, 2024](#)
- [Exhibit 99.3: G1 Investor FAQ, first used on August 7, 2024](#)
- [Exhibit 99.4: G1 Email to certain investors of the Company on August 7, 2024](#)
- [Exhibit 99.5: G1 Email to certain suppliers and vendors of the Company on August 7, 2024](#)
- [Exhibit 99.6: G1 X Post, posted on August 7, 2024](#)
- [Exhibit 99.7: G1 LinkedIn post, posted on August 7, 2024](#)
- [Exhibit 99.8: G1 Email to certain partners of the Company on August 7, 2024](#)

### Cautionary Note Regarding Forward-Looking Statements

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Parent, the expected timetable for completing the transaction, and G1’s future financial or operating performance. The words “may,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “seek,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this document are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this document, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1’s stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1’s ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1’s dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1’s SEC filings, including G1’s Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

### Additional Information and Where to Find It

The tender offer referred to in this document has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Parent or Purchaser will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Parent and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1’S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to G1’s stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investors.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC’s website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

---

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

August 7, 2024

G1 Colleagues –

Moments ago, we announced an agreement whereby Pharmacosmos will be acquiring G1 Therapeutics approximately \$405 million, or U.S. \$7.15 per share, in cash. The full press release we issued is attached. I wanted to provide each of you with background on the rationale for this agreement and give you a sense of who Pharmacosmos is. I'm sure you have more questions than this communication can cover, so we will supplement this with a company town hall today at 10am.

We know that given COSELA is the only product in the market to demonstrate multilineage myeloprotection it is our best hope to fulfill our company mission of “improving the lives of those impacted by cancer.” Like many of you, I was attracted to G1 because I witnessed a loved one diagnosed with cancer and suffer through the numerous myelotoxic challenges of chemotherapy. But through the efforts of every single G1 colleague, we have already started to transform the clinical paradigm and help thousands of ES-SCLC patients better navigate their cancer diagnosis because of the availability of COSELA.

And while we continue to focus on getting more health care providers to adopt Cosela as the new ES-SCLC treatment paradigm, today's announcement provides the opportunity to move that clinical paradigm change ahead even faster to benefit more patients.

As a global company with extensive experience in supportive care, Pharmacosmos will enable even more rapid availability, access, and adoption for COSELA globally. I have personally seen the clear commitment and experience in supportive care that they have, along with a deep appreciation for what COSELA can represent to patients. The combined entity will clearly offer greater hope to more patients sooner than we could on our own.

I realize that you have many questions during this time of change. We will hold a town hall today at 10am where I will share a bit more about this announcement and where I encourage you to ask questions. I have also attached an employee FAQ to this email. Please be sensitive to any communication around this transaction and as always follow our social media policies. While we may not be able to answer every question at this early stage, we will continue to communicate as transparently as we can going forward.

This announcement is likely to generate increased interest in our company and it is important that we speak with one voice. If you receive inbounds inquiries from media, analysts, shareholders or others, please refer them to Will Roberts ([wroberts@g1therapeutics.com](mailto:wroberts@g1therapeutics.com)).

If there is one take-away message I want you all to remember, it's that there is still work to be done before we close this transaction. I would ask that we all stay as focused as possible on continuing to execute on our respective responsibilities. There are ES-SCLC patients counting on us to do that.

In conclusion, from a concept in Dr. Ned Sharpless's head on a flight to California so many years ago, to an approved product, the challenge patients have with cancer has been made more manageable because of the efforts of each of you. I thank you for your continued focus and commitment and know that today's announcement is an exciting next step on that COSELA journey.

Best Regards,

Jack

## Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

## Additional Information and Where to Find It

The tender offer referred to in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Pharmacosmos and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

---

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

## Employee FAQ

## Questions about the transaction

- 1) What was announced?
  - a) G1 has agreed to be acquired by Pharmacosmos A/S, a global hematology and supportive care leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anemia, for approximately \$405 million, or U.S. \$7.15 per share in cash.
  - b) The combined team will focus on growing and accelerating the global availability of COSELA for all appropriate patients with ES-SCLC.
  - c) G1 brings a well-established and successful commercial, sales, and medical platform to Pharmacosmos, who has complementary expertise in commercializing supportive care products, a robust global presence, and significant resources to maximize the penetration of COSELA into the ES-SCLC market.
  - d) Together, the combined company will be able to optimize the commercial reach to oncologists across the U.S. and expand the availability of COSELA among patients living with ES-SCLC to ensure access to COSELA.
  - e) We are excited to move forward with a company that shares our vision and our values.
  
- 2) Why does this transaction make sense for G1? Why now?
  - a) We believe this transaction will allow us to advance and accelerate our important work, and make an even greater impact for patients, with a company that shares our vision and our values.
  - b) We believe that this acquisition delivers significant value to G1's stakeholders by providing better and broader access to COSELA for the cancer patients we seek to treat, and a significant premium to our shareholders.
  - c) From a business perspective, Pharmacosmos has significantly more resources and a large, but complementary, global commercial footprint in supportive care, which we believe will help maximize the availability of COSELA.
  - d) Our goal has always been to advance our mission to improve the lives of those affected by cancer, including by commercializing COSELA and maximizing its availability as quickly as possible for patients who need this important drug.
  - e) However, G1 has limited resources to do so on our own, and we need to maximize the reach of the commercial organization in an efficient and timely manner.
  - f) We believe that by combining our efforts with Pharmacosmos, our ability to do so increases exponentially.
  
- 3) What does this transaction mean for our patients?
  - a) We believe that this business combination is great for patients and will provide better and broader access to COSELA for the cancer patients we seek to treat.
  - b) From a day-to-day perspective during the process, we expect to continue to serve our patients in the same way we do now.
  
- 4) What is a tender offer? What are the next steps in this process? How do I tender my shares?
  - a) A "tender offer" is a public bid for shareholders to sell their stock.

- b) All G1 shareholders will be given an opportunity to “tender,” or sell, their stock for \$7.15 per share within a specified timeframe.
  - c) In the same manner as G1’s other shareholders, employees who own shares of GTHX will receive information regarding the terms of the tender offer and instructions on how to tender their shares.
  - d) The closing of the tender offer is subject to the tender of shares representing a majority of G1’s outstanding shares of common stock, receipt of applicable regulatory approvals and other customary conditions.
- 5) When is the transaction expected to close?
- a) The transaction is expected to close late in the third quarter of 2024, subject to customary closing conditions, including receipt of applicable regulatory approvals and the tender of a majority of G1’s outstanding shares of common stock.
  - b) While we don’t yet have a specific date, we will keep you informed as appropriate, as we make progress toward the closing.
- 6) Will G1 still be a public company after the deal closes?
- a) No, G1 will not be a public company after the transaction is completed and the shares will no longer trade under the ticker symbol “GTHX.”

**Questions about Pharmacosmos**

- 7) Who is Pharmacosmos?
- a) Pharmacosmos Group, headquartered in Holbaek, Denmark, and founded in 1965, is a highly specialized hematology and supportive care company focused on carbohydrate chemistry and a global leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anemia.
  - b) Pharmacosmos has a global presence, with companies in the UK, Nordics, Germany, the USA, and China, as well as through partners.
  - c) The Pharmacosmos Group has more than 500 employees.
- 8) Does Pharmacosmos share G1’s values?
- a) Yes. We both put the needs of patients first and recognize the need to do so as efficiently as possible.
  - b) Pharmacosmos recognizes and appreciates the excellent work that G1 has done over the years and that the team is world-class.
  - c) We are confident they will care for our product and patients as much as we do.

**Questions about the impact of the transaction on the G1 team and daily operations**

- 9) What should the G1 team expect between now and closing?
- a) Until the transaction closes, G1 and Pharmacosmos will remain separate and independent companies.
  - b) All current corporate and functional goals and objectives remain the same.



- c) It is imperative that we continue business as usual in an effort to ensure that every patient who needs COSELA has access to it.
  - d) We are committed to a smooth transition, and we will ask you to be flexible as some work and duties may evolve in light of the pending transaction as we get closer to closing.
  - e) We will continue to keep you informed as we have updates to share.
- 10) What does this mean for me? Is there anything that changes now?
- a) The announcement of this transaction is just the beginning of a process. We expect the transaction to close in the late third quarter of 2024 and, until that time, the two companies will remain two separate entities, and we will continue operating independently, as we have been.
  - b) It is imperative that we continue business as usual in an effort to ensure that every patient who needs COSELA has access to it.
  - c) All our current corporate and functional goals and objectives remain the same.
  - d) We believe this transaction will allow us to advance and accelerate our important work, and make an even greater impact for patients, with a company that shares our vision and our values.
- 11) Will there be additional layoffs before the transaction closes?
- a) No; we do not expect additional layoffs before the transaction closes.
  - b) Pharmacosmos values our team and our work experience.
  - c) It is imperative that we continue business as usual in an effort to ensure that every patient who needs COSELA has access to it. All our current goals and objectives remain the same.
- 12) Will there be any changes to the team, leadership, or reporting structures during the pre-closing period?
- a) You should not expect any changes while the transaction is underway.
  - b) However, as you would expect, there may be some operational or organizational changes - including at the executive leadership level - following the close of the acquisition.
  - c) We will keep you informed and updated as we move through the process.
- 13) Will I become an employee of Pharmacosmos after the transaction closes?
- a) Yes. Pharmacosmos values the team that G1 has assembled and the work we have done on behalf of patients; they recognize that our successes have been the result of our world-class team.
  - b) However, any decisions about individuals in the go-forward combined company will be made by Pharmacosmos after closing.
- 14) What will happen to G1's headquarters? Company name?
- a) Any decisions related to G1's headquarters or the name of the go-forward combined company will be made by Pharmacosmos after closing.
- 15) Will my email address change?
- a) Until the transaction is complete, it is business as usual, and you should continue to use your existing email.

- 16) Will Pharmacosmos be involved in any decision-making before the deal closes? How do we proceed with executing on the approved plan / budget?
- a) We will continue to operate as a separate, independent company until the acquisition closes.
  - b) Please refer to your manager or ET member for further discussion.

**Questions about GTHX stock, my equity awards and, and compensation and benefits**

- 17) Will I be restricted from trading in G1 stock (GTHX) while the transaction is pending?
- a) Trading will be subject to our current standard practice of pre-clearance and blackout.
  - b) With questions about trading during this period please contact Monica Thomas ([mthomas@g1therapeutics.com](mailto:mthomas@g1therapeutics.com))
- 18) What will happen to my outstanding equity awards as a result of this transaction?
- a) All outstanding equity awards (i.e., stock options, RSUs, PSUs, and deferred stock units (DSUs)) that are unvested immediately prior to the transaction closing will fully accelerate.
  - b) All outstanding “in the money” stock options will be cancelled and converted into the right to receive a cash payment equal to the difference between U.S. \$7.15 per share and the strike price of the options.
  - c) Any stock options that are “underwater” (grants where the strike price is equal to or greater than U.S. \$7.15) will terminate at the close of this transaction without payment.
  - d) RSUs, PSUs and DSUs will be cancelled and converted into the right to receive a cash payment equal to U.S. \$7.15 per share. The total number of shares subject to the PSUs will be based on deemed achievement of 100% performance.
  - e) More details on how equity will be treated as part of this transaction will be shared with employees in the coming weeks.
- 19) Will I receive my annual bonus for this year?
- a) Eligible employees who are employed through the closing of the transaction will receive their annual bonus based on the greater of target and actual level of attainment of the applicable performance criteria. The bonus will be prorated for the period of time between January 1, 2024 and the closing date and will be paid to you at closing.
- 20) How does the transaction impact my pay and benefits?
- a) Until the transaction closes, we will continue to operate as an independent public company. This means that your pay and benefits are not impacted by this announcement.
  - b) For the one-year period following the transaction closing, Pharmacosmos has agreed to maintain, for each individual employed at the time of the closing who remains employed following the closing, base compensation and a cash incentive opportunity that are at least as favorable as that provided to the individual at closing, employee benefits that are substantially comparable in the aggregate to those provided to all individuals taken as a whole at closing (subject to certain exclusions), and severance benefits that are at least as favorable as those provided to the individual at closing.

## How do I answer questions or discuss this transaction?

- 21) What should I say to partners or others who ask me about this transaction?
- a) Please refer to the press release that you received via email on [date]; it is essential that all communications align to that which we have released to the public. However:
    - i) You can tell them that we believe this transaction will allow us to advance and accelerate our important work globally, and make an even greater impact for patients, with a company that shares our vision and our values.
    - ii) You can tell them that Pharmacosmos values the needs of the ES-SCLC patient community as much as we do and is committed to advancing care for them and driving broad availability of COSELA.
    - iii) You can remind them that until the transaction closes, G1 remains an independent company, and we are focused on ensuring a seamless transition.
  - b) A draft letter for partners, vendors, and suppliers is available to you via your ET member. It is important you do not modify the content of the letter.
- 22) May I post about this transaction on my social media accounts, such as LinkedIn or X?
- a) First and foremost, please refer to G1's social media policy.
  - b) You may share G1's social posts from our official channels, but you may not add any commentary or share your own opinions. If you have any questions about this, please contact:
    - i) Monica Thomas ([mthomas@g1therapeutics.com](mailto:mthomas@g1therapeutics.com)),
    - ii) Will Roberts ([wroberts@g1therapeutics.com](mailto:wroberts@g1therapeutics.com)), or
    - iii) Jessie Mendez ([jmendez@g1therapeutics.com](mailto:jmendez@g1therapeutics.com))
  - c) As is always true, only people authorized to speak on behalf of G1 are permitted to discuss this news publicly, including on social media. As such, if you receive inbounds inquiries from media, analysts, shareholders, banks, or others, please refer them to Will Roberts ([wroberts@g1therapeutics.com](mailto:wroberts@g1therapeutics.com))
- 23) What is someone from Pharmacosmos talks to me or I know someone?
- a) We are separate companies until the closing, and formal communications regarding the transaction needs to go through, or be authorized by, the Business Development team
- 24) What do I do if I am contacted by a member of the media, an analyst or shareholder about the transaction?
- a) It is important that we speak with one voice.
  - b) Only people authorized to speak on behalf of G1 are permitted to speak with these market participants.
  - c) If you receive any external inquiries or are approached about the transaction (including from analysts, shareholders, banks, or media), please direct them to Will Roberts ([wroberts@g1therapeutics.com](mailto:wroberts@g1therapeutics.com)).
- 25) Who can I contact if I have questions?
- a) If you have further questions, please do not hesitate to reach out to your manager or an ET member.

## Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

## Additional Information and Where to Find It

The tender offer referred to in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Pharmacosmos and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

## Investor FAQ

## Questions about the transaction

- 1) What was announced?
  - a) G1 has agreed to be acquired by Pharmacosmos A/S, a global hematology and supportive care leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anemia, for an equity value of approximately \$405 million, or \$7.15 per share in cash
  - b) The combined team will focus on growing and accelerating the global availability of COSELA for all appropriate patients with ES-SCLC.
  - c) G1 brings a well-established and successful commercial, sales, and medical platform to Pharmacosmos, who has complementary expertise in commercializing supportive care products, a robust global commercial presence, and significant resources to maximize the penetration of COSELA into the ES-SCLC market.
  - d) Together, the combined company will be able to optimize the commercial reach to oncologists across the U.S. and expand the availability of COSELA among patients living with ES-SCLC to ensure access to COSELA.
  - e) We are excited to move forward with a company that shares our vision and our values.
  
- 2) Why does this transaction make sense for G1 investors?
  - a) This was the result of an unsolicited, competitive process.
  - b) We believe this is the right transaction for our investors; it provides each investor with a significant premium to the current value of GTHX shares (133% premium over the last 30 day VWAP)
  - c) We believe that this acquisition delivers significant value to G1's stakeholders by providing better and broader access to COSELA for the cancer patients we seek to treat and a significant premium to our shareholders.
  - d) Our goal has always been to advance our mission to improve the lives of those affected by cancer, including by commercializing COSELA and maximizing its availability as quickly as possible for patients who badly need this important drug.
    - i) However, G1 currently has limited resources, both financial and human, and recognizes that raising capital at these levels is not in the best interest of our shareholders.
    - ii) Pharmacosmos has significantly more resources and a large but complementary global commercial footprint which we believe will help maximize the availability of COSELA.
    - iii) We believe that by combining our efforts with Pharmacosmos, our ability to maximize the availability of COSELA globally increases exponentially, and sooner than we can as a standalone.
  - e) G1's Board of Directors believes that a combination such as this is the best option to drive significant increases in sales and penetration into the ES-SCLC market and to drive near-term value for G1's shareholders.
  
- 3) G1 previously stated that it believes that they currently have enough of a cash runway to get them to profitability by the end of 2025. Did this change? Why does this transaction make sense now at this valuation?
  - a) This is correct; we believe that our cash runway takes us to profitability by the end of next year.

- b) We believe that from a Return on Investment perspective, the fact that we are nearing profitability is an important element to Pharmacosmos' interest in this transaction.
  - c) This transaction provides each investor of G1 with a significant premium to the current value of GTHX shares (133% premium over the last 30 day VWAP)
  - d) The Board of Directors believe that given our circumstances and business realities, this transaction is the best opportunity for investors to recognize a significant premium to our current valuation.
- 4) What are the next steps in this tender offer process? What percentage of shares tendered is closing of the transaction predicated on?
- a) All G1 shareholders will be given an opportunity to "tender," or sell, their stock for \$7.15 per share within a specified timeframe. More details will follow.
  - b) The closing of the tender offer is subject to the tender of shares representing a majority of G1's outstanding shares, receipt of applicable regulatory approvals and other customary conditions.
- 5) When is the transaction expected to close?
- a) The transaction is expected to close late in the third quarter of 2024, subject to customary closing conditions, including receipt of applicable regulatory approvals and the tender of a majority of G1's outstanding shares of common stock.

#### **Cautionary Note Regarding Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xi) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year

ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

#### **Additional Information and Where to Find It**

The tender offer referred to in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Pharmacosmos and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.



**Subject:** G1 Therapeutics to be Acquired by Pharmacosmos: No 2Q24 financial conference call

Good morning,

I'm reaching out to make sure you saw this morning's announcement that G1 has entered into a definitive agreement to be acquired by Pharmacosmos A/S, a global supportive care leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anemia.

This transaction will allow us to advance and accelerate our important work on behalf of patients with extensive stage small cell lung cancer with a company that shares our vision and our values. Under the terms of the agreement, Pharmacosmos will acquire all outstanding shares of G1 Therapeutics common stock for U.S. \$7.15 per share in cash for a total equity value of approximately \$405 million.

In light of this news, G1 will not be hosting a conference call / webcast tomorrow to discuss our second quarter 2024 financial results and business results. The Company will file a form 10-Q in the ordinary course.

Thank you, as always, for your support of G1.

Sincerely,

Will

William Roberts | Communications Officer  
Vice President, Corporate Communications and Investor Relations  
G1 Therapeutics, Inc.  
700 Park Offices Dr. | Suite 200 | Research Triangle Park, NC 27709  
(919) 907-1944 (office)  
(610) 304-5882 (cell)  
[wroberts@g1therapeutics.com](mailto:wroberts@g1therapeutics.com)

## Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

## Additional Information and Where to Find It

The tender offer referred to in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Pharmacosmos and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the

solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

Dear Valued Partner,

I'm reaching out to share some exciting news about G1 Therapeutics: We have reached an agreement to be acquired by Pharmacosmos, a global supportive care leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anemia. This combination is an important one, in that it will allow us to reach more patients who badly need our important drug COSELA® (trilaciclib) - and therefore maximize its impact in this cancer setting - sooner and more efficiently than we could as an independent company. You can learn more about our announcement here. [link to press release]

Together, Pharmacosmos and G1 will execute on our shared vision to grow and accelerate the availability of COSELA for all appropriate patients with ES-SCLC. G1 brings a well-established and successful commercial, sales, and medical platform to Pharmacosmos, who has complementary expertise in commercializing supportive care products, a robust U.S. presence, and significant resources to maximize the penetration of COSELA into the ES-SCLC market. Together, the combined company will be able to optimize the commercial reach to oncologists across the U.S. and expand the availability of COSELA among patients living with ES-SCLC.

Today's announcement represents an important milestone for our company and the cancer patients we seek to treat, but it is only the beginning of the process. G1 and Pharmacosmos will continue to operate as independent companies until the close of the transaction, which we expect to occur in the late third quarter of 2024. For now, it's business as usual for us, and there are no changes to our existing contracts or relationship with you. If you have an existing relationship with Pharmacosmos, please continue to work with us as you always have.

If you have any questions, please don't hesitate to reach out to [INSERT RELATIONSHIP OWNER NAME, TITLE]

On behalf of our entire G1 team, I'd like to thank you for your continued partnership. We value your support, appreciate your effort, and look forward to continuing to work with you as we embark on this next chapter.

Sincerely,

INSERT NAME, TITLE

## Cautionary Note Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

## Additional Information and Where to Find It

The tender offer referred to in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Pharmacosmos and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the

solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

*[The following post was made available by G1 Therapeutics, Inc. on X (formerly known as Twitter).]*

We are excited to announce that G1 has entered into an agreement to be acquired by Pharmacosmos to maximize the global availability of our myeloprotection drug among patients living with extensive stage small cell #lungcancer. Learn more: [bit.ly/46zgzk1H](https://bit.ly/46zgzk1H)



#### **Cautionary Note Regarding Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome

of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

#### **Additional Information and Where to Find It**

The tender offer referred to in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Pharmacosmos and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.



*[The following communication was made available by G1 Therapeutics, Inc. on LinkedIn.]*

We are excited to announce that G1 has entered into a definitive agreement to be acquired by @Pharmacosmos for approximately \$405 million. The combined company will be able to optimize the commercial reach to oncologists and expand the availability of our myeloprotection drug among patients living with ES-SCLC.

G1 brings a well-established and successful commercial, sales, and medical platform to Pharmacosmos, who has complementary expertise in commercializing hematology and supportive care products a robust global commercial presence.

For more information, please read our press release and other important information regarding the proposed transaction here: [bit.ly/46zgz1H](https://bit.ly/46zgz1H)



#### **Cautionary Note Regarding Forward Looking Statements**

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this communication are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the

expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

#### **Additional Information and Where to Find It**

The tender offer referred to in this communication has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Pharmacosmos and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.

Dear [Partner],

I just wanted to reach out and personally make you aware of the transaction we announced this morning given our strong existing partnership. We look forward to continuing to work closely together on optimizing the value of our portfolio for patients. We believe this transaction puts us in a stronger place to achieve those objectives. On behalf of our entire G1 team, I'd like to thank you for your continued partnership. We value your support, appreciate your effort, and look forward to continuing to work with you as we embark on this next chapter. Please see the few summary points we have been sharing with our most important partners.

We have reached an agreement to be acquired by Pharmacosmos, a global hematology and supportive care leader in the development of innovative treatments for patients suffering from iron deficiency and iron deficiency anemia. This combination is an important one, in that it will allow us to reach more patients who badly need our important drug COSELA® (trilaciclib) - and therefore maximize its impact in this cancer setting - sooner and more efficiently than we could as an independent company. You can learn more about our announcement here. [link to press release]

Together, Pharmacosmos and G1 will execute on the shared vision to grow and accelerate the availability of COSELA for all appropriate patients with ES-SCLC. G1 brings a well-established and successful commercial, sales, and medical platform to Pharmacosmos, who has complementary expertise in commercializing supportive care products, a robust global commercial presence with a portfolio of important products, and significant resources to maximize the penetration of COSELA into the ES-SCLC market. Together, the combined company will be able to optimize the commercial reach to oncologists and expand the availability of COSELA among patients living with ES-SCLC.

Today's announcement represents an important milestone for our company and the cancer patients we seek to treat, but it is only the beginning of the process. G1 and Pharmacosmos will continue to operate as independent companies until the close of the transaction, which we expect to occur late in the third quarter of 2024. For now, it's business as usual for us, so there are no changes to our existing partnership.

If you have any questions, please don't hesitate to reach out to me.

Sincerely,

Jack Bailey

CEO

## **Forward-Looking Statements**

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the proposed acquisition of G1 by Pharmacosmos, the expected timetable for completing the transaction, and G1's future financial or operating performance. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "seek," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this document are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation: (i) risks associated with the timing of the closing of the proposed transaction, including the risks that a condition to closing would not be satisfied within the expected timeframe or at all or that the closing of the proposed transaction will not occur; (ii) uncertainties as to how many of G1's stockholders will tender their shares in the offer; (iii) the possibility that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (iv) the possibility that competing offers will be made; (v) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement; (vi) unanticipated difficulties or expenditures relating to the proposed transaction, the response of business partners and competitors to the announcement of the proposed transaction, and/or potential difficulties in employee retention as a result of the announcement and pendency of the proposed transaction; (vii) G1's ability to successfully demonstrate the efficacy and safety of its drug or drug candidates, and the preclinical or clinical results for its product candidates, which may not support further development of such product candidates; (viii) comments, feedback and actions of regulatory agencies; (ix) G1's dependence on the commercial success of COSELA (trilaciclib); (x) the inherent uncertainties associated with developing new products or technologies and operating as commercial stage company; (xi) chemotherapy shortages; and (xii) other risks identified in G1's SEC filings, including G1's Annual Report on Form 10-K for the year ended December 31, 2023, and subsequent filings with the SEC. G1 cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. G1 disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

## **Additional Information and Where to Find It**

The tender offer referred to in this document has not yet commenced. This document is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares, nor is it a substitute for the tender offer materials that Pharmacosmos and its acquisition subsidiary will file with the SEC upon commencement of the tender offer. At the time the tender offer is commenced, Potomac and its acquisition subsidiary will cause to be filed a tender offer statement on Schedule TO with the SEC, and G1 will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer.

THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BY G1'S STOCKHOLDERS BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. Both the tender offer statement and the solicitation/recommendation statement will be mailed to G1's stockholders free of charge. A free copy of the tender offer statement and the solicitation/recommendation statement will also be made available to all stockholders of G1 by accessing <https://investor.g1therapeutics.com/> or by contacting Investor Relations at [ir@g1therapeutics.com](mailto:ir@g1therapeutics.com). In addition, the tender offer statement and the solicitation/recommendation statement (and all other documents filed with the SEC) will be available at no charge on the SEC's website: [www.sec.gov](http://www.sec.gov), upon filing with the SEC.

G1'S STOCKHOLDERS ARE ADVISED TO READ THE SCHEDULE TO AND THE SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BEFORE THEY MAKE ANY DECISION WITH RESPECT TO THE TENDER OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES THERETO.