



## **Scopus BioPharma Provides Update Following Annual Meeting of Stockholders**

*Overwhelming Majority of Shares Voted by Unaffiliated Stockholders  
were in Favor of Scopus' Director Nominees*

*Lasters' Ownership Position and Annual Meeting Results are being Challenged in Court*

*Company Believes Ultimate Outcome of Annual Meeting Will Depend on Results of Pending Cases*

**New York, New York, January 10, 2022 – [Scopus BioPharma Inc.](#) (Nasdaq: SCPS)** (“Scopus” or the “Company”) today announced that it has filed an amendment to the Current Report on Form 8-K that was filed by the Company on December 27, 2021 with the U.S. Securities and Exchange Commission disclosing the certified voting results of the Annual Meeting of Stockholders (the “Annual Meeting”). In addition, Scopus announced that three Scopus directors are challenging the results of the Annual Meeting as Morris C. Laster, M.D. and his three daughters (the “Lasters”) may only own – and have been entitled to vote – 6,000 shares, less than 0.10% of their purported ownership position.

Scopus notes that on December 16, 2021, an affiliate of HCFP, a party related to Scopus’ management, initiated legal action in Delaware seeking a court declaration that the Lasters have no ownership interest with respect to 6,000,000 founders shares (the “Disputed Shares”). Scopus believes that the Lasters’ purported ownership position and right to vote the Disputed Shares at the Annual Meeting have been called into question.

On January 3, 2022, three Scopus directors initiated a separate legal action in Delaware seeking declaratory relief from the court to invalidate the results of the Annual Meeting on the grounds that the Lasters improperly voted the Disputed Shares. Scopus believes the ultimate outcome of the Annual Meeting will depend on the court deciding who is the rightful owner of the Disputed Shares.

The Company further notes that at the Annual Meeting, an overwhelming majority (over 90%) of the shares voted by unaffiliated stockholders – those who are not officers, directors, and the Lasters, and their collective affiliates – were in favor of re-electing Raphael Hofstein, Ph.D. and David S. Battleman, M.D. to Scopus’ board, and ratifying the appointment of Citrin Cooperman & Company, LLP as the Company’s independent registered public accounting firm for the 2021 fiscal year.

Joshua R. Lamstein, Chairman of Scopus, stated, “The Company would like to thank its stockholders for their support at the Annual Meeting. The combination of the Lasters’ own sworn statements in legal proceedings and the litigation by an affiliate of HCFP have called into question the Lasters’ purported ownership position, including whether the Lasters ever owned any of the

Disputed Shares, and the validity of the results of the Annual Meeting. The Company is committed to doing everything in its power to protect the interests of its actual stockholders from the nefarious and self-interested actions of the Lasters, whose only holding in Scopus may turn out to be 6,000 shares.”

### **About Scopus BioPharma**

Scopus BioPharma Inc., both directly and through subsidiaries, is a clinical-stage biopharmaceutical company developing transformational therapeutics for serious diseases with significant unmet medical need. The Company’s lead drug candidate is a novel, targeted immunoncology RNA therapy for the treatment of multiple cancers. This drug candidate is highly distinctive, encompassing both RNA therapy and immunotherapy by synthetically linking siRNA to an oligonucleotide TLR9 agonist, creating the potential for targeted gene silencing with simultaneous TLR stimulation and immune activation in the tumor microenvironment. Additional STAT3-targeting immunotherapy drug candidates include bi-functional antisense and DNA-binding inhibition therapies. The Company is also seeking to develop additional drug candidates and to identify additional compelling technologies for potential acquisition, in-licensing and/or other similar transactions. Receive updates by following Scopus BioPharma on Twitter [here](#).

### **Forward-Looking Statements**

This press release may include forward-looking statements that involve risks and uncertainties. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to risks (including those set forth in the company’s Form 10-K for the fiscal year ended December 31, 2020, as amended, filed with the U.S. Securities and Exchange Commission (“SEC”)) and uncertainties which could cause actual results to differ from the forward-looking statements. The company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the company’s expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based. Investors should realize that if our underlying assumptions for the projections contained herein prove inaccurate or that known or unknown risks or uncertainties materialize, actual results could vary materially from our expectations and projections. Further, there can be no assurance that the company will identify and/or consummate any transaction relating to any additional technologies.

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