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Corporate & Transactional Law • Capital Markets • Regulatory Compliance

Date
July 22, 2026

File Reference
MLP/OPN/2026-0417

DELIVERED BY SECURE ELECTRONIC TRANSMISSION

Ms. Claire Ashworth
Chief Executive Officer
Nexa Dynamics Corporation
350 Innovation Drive, Suite 800
Cambridge, MA 02139 USA

Re: Legal Opinion — Proposed Acquisition of Vertex BioSciences, Inc.
Transaction File No. NDC-ACQ-2026-07 • Purchase Price: USD 285,000,000 • Closing Target: September 15, 2026

Dear Ms. Ashworth:

We are pleased to deliver this legal opinion letter in connection with the proposed acquisition by **Nexa Dynamics Corporation** ("**Nexa**" or the "**Acquiror**") of all issued and outstanding equity interests of **Vertex BioSciences, Inc.** ("**Vertex**" or the "**Target**") pursuant to the Agreement and Plan of Merger (the "**Merger Agreement**") dated July 18, 2026 (the "**Transaction**"). This opinion has been prepared by **Meridian Legal Partners LLP** ("**Meridian**", "**we**", or "**us**") at your direction and is addressed solely to Nexa.

1. Scope of Engagement and Documents Examined

In rendering this opinion, we have examined and relied upon originals, certified copies, or copies otherwise certified to our satisfaction of the following documents and instruments:

(i) The Merger Agreement and all exhibits, schedules, and disclosure letters attached thereto;

(ii) The Amended and Restated Certificate of Incorporation of Vertex BioSciences, Inc., as filed with the Delaware Secretary of State on March 4, 2018;

(iii) The Second Amended and Restated Bylaws of Vertex, dated February 28, 2022;

(iv) The Audited Financial Statements of Vertex for fiscal years 2023, 2024, and 2025, prepared by Nimbus Audit & Assurance LLP;

(v) All material contracts disclosed in Schedule 3.15 of the Merger Agreement, comprising forty-seven (47) agreements reviewed in full;

(vi) Certificates of Good Standing issued by the Delaware Secretary of State and each jurisdiction in which Vertex is qualified to do business, each dated within thirty (30) days of the date hereof;

(vii) Intellectual property assignment records filed with the United States Patent and Trademark Office (USPTO) and the European Patent Office (EPO);

(viii) Environmental site assessment reports prepared by Synapse Environmental Consulting Group dated April 2026; and

(ix) Such other documents, instruments, certificates of public officials, and records as we have deemed necessary or appropriate as a basis for the opinions expressed herein.

We have not independently verified the factual matters set forth in the documents listed above. For purposes of this opinion, we have assumed, with your permission, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted as copies.

2. Assumptions

Our opinions are based upon and subject to the following assumptions, each of which we have adopted without independent verification:

- All parties to the Transaction have full legal capacity, power, and authority to execute, deliver, and perform their respective obligations under the Merger Agreement;
- The Merger Agreement constitutes the legally binding obligation of each party thereto and has been duly authorized, executed, and delivered by all parties;
- No party to the Transaction is subject to any law, rule, or regulation of any jurisdiction outside the United States that would restrict or prohibit the consummation of the Transaction;
- All governmental consents, approvals, and filings required in connection with the Transaction will be obtained or made on a timely basis and without conditions materially adverse to Nexa; and
- The Transaction will be consummated in accordance with the terms of the Merger Agreement, without waiver of any material condition or covenant.

3. Risk Assessment Summary

The following table summarises our legal risk assessment across the primary diligence workstreams. Risk ratings reflect our professional judgment as of the date of this letter.

Transaction Risk Matrix

Workstream	Key Finding	Risk Level
Corporate Structure	Delaware merger mechanics are procedurally sound; board approval unanimous	LOW RISK
IP Portfolio	38 issued patents, 14 pending; assignment chain verified; no encumbrances	LOW RISK
Material Contracts	3 agreements contain change-of-control provisions requiring third-party consent	MODERATE
Regulatory / Antitrust	HSR filing required; estimated 30-day waiting period; no second request anticipated	MODERATE
Employment & Benefits	Two executive severance triggers; WARN Act obligations analysed	MODERATE
Environmental	Phase I ESA clean; one historical solvent site requires Phase II evaluation	HIGH RISK
Litigation Exposure	Two pending patent inter partes review proceedings; contingent liability USD 4.2M	MODERATE
Tax Matters	Section 338(h)(10) election available; net operating losses subject to IRC §382 limitation	LOW RISK

4. Legal Opinions

Based upon our examination of the foregoing documents and subject to the assumptions, qualifications, and limitations set forth herein, we are of the opinion that:

Corporate Authorization and Validity

> The Merger Agreement has been duly authorized by all requisite corporate action on the part of Vertex. The execution, delivery, and performance of the Merger Agreement by Vertex do not and will not (a) violate any provision of its Certificate of Incorporation or Bylaws; (b) conflict with or result in a breach of any material contract to which Vertex is a party, except as identified in Section 5.3(c) of this opinion; or (c) violate any applicable provision of Delaware corporate law, federal securities law, or applicable state regulatory statutes.

Intellectual Property

Vertex holds good and marketable title to all patents, trade secrets, and proprietary software forming part of the IP Portfolio as defined in Schedule A of the Merger Agreement.

Our review of USPTO and EPO records confirms that Vertex or its predecessors are recorded as the sole assignees for all 38 issued utility patents. No patent is subject to any licence that is terminable upon a change of control, and no inter partes review proceeding has resulted in a final written decision adverse to Vertex as of the date hereof. The two pending IPR proceedings (IPR2025-00714 and IPR2025-00881) concern non-core claims in patents **US 11,234,567** and **US 11,456,789** respectively; in our judgment, an adverse outcome in either proceeding would not materially impair the commercial value of the IP Portfolio.

Material Contracts and Change-of-Control Provisions

Our review of the 47 material contracts disclosed in Schedule 3.15 identified three agreements containing change-of-control consent requirements:

[1] **Master Research Collaboration Agreement** with Apex Genomics Institute, dated September 1, 2023 — consent of Apex required within 30 days of signing of the Merger Agreement; consequence of non-consent: termination right, with 90-day wind-down period;

[2] **Exclusive Distribution Agreement** with Synapse Diagnostics B.V., dated March 15, 2022 — consent of Synapse required prior to Closing; consequence of non-consent: conversion to non-exclusive licence for 24 months; and

[3] **Software Licence Agreement** with Nimbus Analytics LLC, dated June 7, 2024 — consent not unreasonably to be withheld; Meridian's assessment is that consent will be forthcoming; consequence of non-consent: licence terminates with 60-day notice.

We recommend that Nexa commence consent solicitation for all three agreements no later than **July 29, 2026**, and that the representations and warranties in the Merger Agreement be updated to reflect the consent status of each agreement at Closing.

Regulatory and Antitrust Clearance

The Transaction meets the notification thresholds under the Hart–Scott–Rodino Antitrust Improvements Act of 1976, as amended ("**HSR Act**"). The combined revenues of Nexa and Vertex exceed USD 400 million, and the transaction value exceeds USD 100 million. We recommend filing HSR notification forms no later than August 4, 2026, to allow adequate time for the 30-day waiting period to expire prior to the targeted Closing Date of September 15, 2026.

Based upon our review of the current market landscape for next-generation diagnostics and analytical instrumentation, we do not anticipate a Second Request from the Federal Trade Commission or the Department of Justice. However, Meridian advises Nexa to prepare a substantive response package in the event of a Second Request, which would require independent counsel in Washington, D.C. to coordinate directly with the reviewing agency.

Environmental Matters

⚠ Environmental Risk — Phase II Evaluation Required

The Phase I Environmental Site Assessment conducted by Synapse Environmental Consulting Group identified a recognized environmental condition ("**REC**") at Vertex's former manufacturing facility located at 75 Industrial Way, Woburn, MA 01801. Historical records indicate solvent storage operations conducted by a prior occupant between 1988 and 1997. Meridian **strongly recommends** that Nexa commission a Phase II Environmental Site Assessment prior to Closing. We further recommend negotiating a specific indemnification escrow of no less than **USD 5,000,000** from the merger consideration, held for a period of no less than five (5) years, to address potential remediation costs.

Employment, Compensation, and Benefits

Vertex maintains a workforce of 312 employees. Two named executive officers — the Chief Technology Officer and the Chief Scientific Officer — are party to employment agreements containing double-trigger change-of-control severance provisions. Aggregate severance exposure is estimated at USD 3.8 million. The Transaction will not constitute a "plan termination" under ERISA Section 4041 with respect to Vertex's defined-contribution 401(k) plan, which may be assumed by Nexa upon Closing. We advise that Nexa's human resources and benefits counsel conduct a detailed WARN Act analysis no later than August 15, 2026, if any workforce reductions are anticipated within 90 days of Closing.

5. Qualifications and Limitations

The opinions expressed in this letter are subject to the following qualifications and limitations:

- Our opinions are limited to the laws of the State of Delaware, the laws of the Commonwealth of Massachusetts, and applicable federal laws of the United States. We express no opinion with respect to the laws of any other jurisdiction.
- Our opinions are rendered as of the date of this letter. We assume no obligation to supplement, update, or revise this opinion to reflect any subsequent changes in applicable law or in the facts or circumstances upon which our opinions are based.
- We express no opinion with respect to the accuracy or completeness of the financial statements reviewed by Nimbus Audit & Assurance LLP, or to any tax opinions or representations made by Vertex's independent tax advisors.
- This opinion letter is solely for the benefit of Nexa Dynamics Corporation in connection with the Transaction and may not be relied upon by, or furnished to, any other person or entity without our prior written consent. Accordingly, this opinion letter may not be quoted or otherwise referred to in any financial statement, prospectus, or other document, nor may it be filed with or furnished to any governmental agency or other regulatory body, without our prior written consent in each instance.

6. Recommended Next Steps

Action Plan — Priority Items

Deadline	Action Item	Responsible Party
July 29, 2026	**Commence change-of-control consent solicitation**	Nexa / Meridian
Aug. 4, 2026	**File HSR notification with DOJ & FTC**	Antitrust Counsel
Aug. 15, 2026	**Commission Phase II Environmental Site Assessment**	Nexa Env. Counsel
Aug. 15, 2026	**Complete WARN Act analysis**	HR / Benefits Counsel
Aug. 30, 2026	**Negotiate environmental indemnification escrow**	Meridian
Sept. 5, 2026	**Deliver updated representations and warranties**	Meridian
Sept. 15, 2026	***Targeted Closing Date***	All Parties

We trust that this opinion letter addresses the matters requested by Nexa. Please do not hesitate to contact the undersigned or any member of the Meridian transaction team should you have any questions regarding the matters discussed herein or require further elaboration on any specific point. We appreciate the confidence Nexa has placed in Meridian Legal Partners and look forward to supporting you through Closing.

Respectfully submitted,

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