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UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

MARK JOSEPH NEJMEH, Plaintiff, v. THERIVA BIOLOGICS, INC., a Nevada corporation, Defendant.	**Case No. ____________________________** **VERIFIED COMPLAINT FOR DECLARATORY AND INJUNCTIVE RELIEF** **Section 14(a) and Rule 14a-9** **Nevada corporate law and bylaws** **Expedited relief requested** **Jury trial demanded**

Plaintiff Mark Joseph Nejmeh alleges the following based on personal knowledge as to his own conduct, on the cited public filings, and on information and belief after reasonable inquiry as to other matters.

NATURE OF THE ACTION

1. This action concerns the validity of stockholder approval for the potential issuance of up to 16,184,560 shares of Theriva Biologics, Inc. common stock upon exercise of warrants issued in October 2025.

2. Plaintiff does not ask the Court to infer wrongdoing merely from warrant financing or stock issuance. He challenges specific proxy disclosures and seeks the records needed to test Theriva's quorum, adjournment, and tabulation representations.

3. Theriva's 29 June 2026 proxy told beneficial owners in one place that Proposal 5 was routine and their brokers could vote without instructions. The same proxy elsewhere

classified Proposal 5 as non-routine and stated that brokers could not vote it without instructions. Theriva reported 10,823,826 broker non-votes on Proposal 5.

4. Theriva reported that Proposal 5 passed with 3,665,312 votes for, 2,267,592 votes against, and 123,397 abstentions. On the reported figures, the approval margin above a majority of shares entitled to vote was 637,161 votes.

5. The dispute also arises from the 15 December 2025 special meeting. Theriva's proxy stated a 34% quorum although its bylaws require one-third of voting power. Plaintiff recalls that Chief Executive Officer and Chief Financial Officer Steven A. Shallcross, after initially saying he did not know the outstanding-share count and being told by attorney Leslie Marlow that he had to answer, stated approximately 33,900,000 shares. Gary Pitoniak separately recalls an answer of approximately 35 million. All three in-person attendees provide sworn accounts that 22 December 2025 was announced as the next date and that no attendee objected. Plaintiff further swears that company counsel called him about two hours later and sought his agreement to abandon or change that date, which he refused. Exhibits A through C.

6. Plaintiff alleges that the post-meeting call was not merely an administrative scheduling inquiry. Counsel sought Plaintiff's assent in his capacity as a Theriva stockholder, and Plaintiff understood that counsel was attempting to obtain and use his stockholder assent to cancel or abandon the announced December 22 continuation. Plaintiff pleads the call as an alleged solicitation of his proxy, consent, or authorization and asks the Court to determine its legal effect on the meeting process and warrant solicitation.

7. Plaintiff seeks a temporary status-quo order only if New Warrant Shares remain unissued or further issuance is imminent. He seeks expedited production of the official tabulation and

meeting records, a declaration of the parties' rights, and final relief supported by the completed record.

PARTIES

8. Plaintiff Mark Joseph Nejmeh is a citizen of New Jersey and a beneficial shareholder of Theriva. His mailing address is P.O. Box 589, Clifton, New Jersey 07012. He has continuously owned Theriva common stock for approximately four years, including throughout the challenged 2025 and 2026 solicitations, and presently owns 90,191 shares through brokerage accounts now maintained at Charles Schwab following transfer from TD Ameritrade. Plaintiff will submit brokerage statements and voting confirmations, with account numbers redacted, to establish continuous ownership and the record-holder chain. Exhibit Q.

9. Defendant Theriva Biologics, Inc. is incorporated in Nevada and maintains its principal executive office at 9605 Medical Center Drive, Suite 270, Rockville, Maryland 20850. Its common stock trades on NYSE American under the symbol TOVX.

NONPARTY SHAREHOLDER WITNESSES

10. Gary Pitoniak is a nonparty Theriva shareholder witness who resides in Clifton, New Jersey and attended the 15 December 2025 special meeting in person. He swears that he owned 36,111 Theriva shares and that he purchased Theriva shares in approximately November 2025. His affidavit supplies his own recollection of the session; the official proxy and legal-proxy records remain in Theriva's or its agents' control. Exhibit B.

11. Paul Bernhardt is a nonparty Theriva shareholder witness who resides in Toms River, New Jersey and attended the 15 December 2025 special meeting in person. He received correspondence from company counsel responding to a records demand. His affidavit

supplies his own recollection, and the June 24, 2026 counsel letter is attached separately. Exhibits C and O.

JURISDICTION AND VENUE

12. This Court has federal-question jurisdiction under 28 U.S.C. § 1331 and Section 27 of the Securities Exchange Act of 1934, 15 U.S.C. § 78aa, because Count One arises under Section 14(a) and Rule 14a-9.

13. This Court has supplemental jurisdiction under 28 U.S.C. § 1367 over the related Nevada claims because they arise from the same proxy solicitation, warrant approval, meetings, and voting records.

14. Declaratory relief is authorized by 28 U.S.C. §§ 2201 and 2202. Temporary and preliminary relief is governed by Federal Rule of Civil Procedure 65.

15. Venue is proper in this District under 28 U.S.C. § 1391 because Theriva is a Nevada corporation subject to personal jurisdiction in Nevada. This action is tendered at the Northern Division clerk's office because the requested internal-affairs relief concerns a Nevada domestic corporation whose registered office and registered agent are in Carson City, within the Northern Division. If the Court determines that a different unofficial division is appropriate under LR IA 1-8, Plaintiff requests transfer within this District rather than dismissal.

STANDING AND VOTING CAPACITY

16. Plaintiff held a beneficial interest in Theriva common stock during the challenged solicitation and vote and alleges injury to his right to receive materially accurate proxy information and to exercise an informed vote.

17. Plaintiff continues to hold Theriva common stock. Exercise and issuance of the New Warrant Shares would dilute his voting interest and may make post-issuance relief more difficult, particularly if shares are transferred to persons not before the Court.

18. Plaintiff attended the 15 December 2025 meeting as a beneficial owner and presented proof sufficient for admission. Plaintiff does not presently rely on an unproduced legal proxy to establish his voting authority at that session. He seeks the official legal proxies, voting list, represented-share report, and tabulation to determine the voting power represented. His firsthand testimony remains relevant to what was said and done in the room.

19. Gary Pitoniak and Paul Bernhardt likewise provide eyewitness testimony. Plaintiff does not allege, without the official records, that their physical presence or beneficial ownership alone established authority to vote particular shares in person. Theriva and its agents possess the legal-proxy and represented-share records needed to determine that issue.

20. Plaintiff brings this action directly to vindicate his individual proxy, voting, and meeting rights. He does not assert a derivative claim on behalf of Theriva and does not seek to represent the corporation or other stockholders.

THE GOVERNING CORPORATE DOCUMENTS

21. Theriva's Second Amended and Restated Bylaws became effective on 3 October 2023 and identify Theriva as a Nevada corporation.

22. Section 1.03 requires notice stating the place, date, hour, and, for a special meeting, its purpose. Notice generally must be given between ten and sixty days before the meeting.

23. Section 1.04 provides that a stockholder meeting may adjourn and reconvene at the same or another place. New notice is not required if the time and place are announced at the meeting, unless the adjournment exceeds thirty days or the board fixes a new record date.

24. Section 1.05 sets the quorum at one-third of the voting power entitled to vote. In the absence of a quorum, the stockholders present may, by majority vote, adjourn in the manner provided by Section 1.04 until a quorum attends.

25. Section 1.07 addresses voting and written proxies. Section 1.08 provides that a determination of record holders entitled to vote applies to an adjournment unless the board fixes a new record date.

26. Section 1.09 requires the secretary to prepare a voting list, make it available before the meeting, and produce and keep it at the meeting for inspection by a stockholder present.

27. Section 4.08 requires the secretary to record stockholder-meeting proceedings and serve as custodian of corporate records.

THE DECEMBER 2025 PROXY

28. Theriva solicited proxies for a special meeting scheduled for 15 December 2025 at its Rockville, Maryland principal office. The proposals sought approval to issue up to 16,184,560 New Warrant Shares and authority to adjourn for further solicitation.

29. The proxy identified 30 October 2025 as the record date and reported 33,739,643 outstanding shares.

30. In its general-information paragraph, the proxy described Theriva as a Delaware corporation. Theriva was and remains a Nevada corporation.

31. The proxy stated that a quorum required holders of 34% of outstanding shares to be present or represented. Thirty-four percent of the reported outstanding shares is 11,471,479 shares, rounded up.

32. The bylaws instead required one-third of voting power, or 11,246,548 shares based on the reported outstanding count. The two thresholds differ by approximately 224,931 shares.

33. The proxy told street-name holders that proof of ownership would allow admission but that a legal proxy from the broker, bank, or nominee was required to vote in person.

34. The proxy represented that one or more inspectors of election would tabulate and certify the votes.

THE 15 DECEMBER MEETING AND THE DISPUTED ADJOURNMENT

35. Plaintiff Mark Nejmeh and nonparty shareholder witnesses Gary Pitoniak and Paul Bernhardt appeared in person at Theriva's Rockville office on 15 December 2025. Each presented identification and proof sufficient to be admitted to the meeting room. Plaintiff does not allege that admission alone established a legal proxy for any particular voting power.

36. The witnesses report that an individual in the room controlled the meeting computer. Gary Pitoniak recalls that person being identified as 'TJ'; Plaintiff Mark Nejmeh cannot independently identify him. Steven A. Shallcross and Leslie Marlow participated remotely, could be heard, and were not visible to the in-person attendees. The person's full name, title, and role are among the records sought in expedited discovery.

37. Theriva later reported that it called the special meeting to order but that an insufficient number of shares was present or represented to constitute a quorum. Theriva did not disclose the represented-share count in its Form 8-K.

38. During the in-room session, Plaintiff asked Chief Executive Officer and Chief Financial Officer Steven A. Shallcross how many shares were outstanding. Plaintiff recalls that Mr. Shallcross first stated that he did not know. Attorney Leslie Marlow then stated in substance that he had to answer, after which Mr. Shallcross stated approximately 33,900,000 shares. Gary Pitoniak separately recalls an answer of approximately 35 million. Exhibits A, B, and R.

39. The reported answer is close to, but not identical with, the proxy's 33,739,643-share count as of the 30 October record date. It is consistent with a rounded current estimate and does not itself establish a discrepancy. Discovery should establish whether 35 million was a rounded live count, a record-date count, or another measure. The record-date shares entitled to vote—not a later live estimate—ordinarily control the quorum denominator. The December statement also does not establish the number outstanding before the May 2025 offering.

40. The 16,184,560 New Warrant Shares were not outstanding common stock on 15 December because the New Warrants remained unexercisable pending stockholder approval. Those unissued underlying shares could not vote and should not have been included in the quorum denominator. By contrast, the 8,092,280 Existing Warrant Shares issued through the 17 October exercise were outstanding and formed part of the later capitalization.

41. During the called session, a remotely participating company representative announced in substance that the meeting would reconvene or be held on 22 December 2025. The witnesses do not claim to remember a stated time or a different place, and Plaintiff seeks the company's recording, notes, and communications concerning the announcement.

42. Plaintiff stated in substance, 'Fine. That sounds like it is Hanukkah, but I will be there.' Paul Bernhardt recalls that all three stockholders said they would attend. Gary Pitoniak recalls Plaintiff and Paul expressly agreeing, recalls no objection, and states that he intended to attend but cannot now say whether he verbally affirmed. The witnesses do not claim that a formal motion, second, or share-weighted vote was announced. Their affidavits establish at minimum that the date was announced, Plaintiff and Paul expressly agreed, Gary did not object, and the session ended with the attendees understanding that 22 December was the next date. Exhibits A through C.

43. The discussion addressed the warrant proposal, the lack-of-quorum assertion, and the next meeting date. The company had convened participants and called the meeting to order, but the parties dispute which corporate actions could lawfully occur without a quorum.

44. Theriva's same-day Form 8-K stated that it had determined to call a new special meeting. It did not mention 22 December or the in-room announcement reported by the witnesses.

45. About two hours after the meeting, while Plaintiff Mark Nejmeh was traveling through Virginia, he received a call on his T-Mobile telephone line ending in 3914. Plaintiff recalls that the call originated from a number used by the Theriva or Synthetic Biologics office and that he was connected to attorney Leslie Marlow, acting for Theriva. Ms. Marlow told him in substance, 'You don't really want to have the meeting on December 22.' Exhibit A.

46. Plaintiff refused to agree. He told Ms. Marlow in substance that the warrant proposal had not passed and that the company should not abandon the December 22 continuation and start another process. Ms. Marlow then said in substance, 'Oh, well, we will just start all over again.' Plaintiff objected that the warrants were unfair and told the company to stop playing games. Exhibit A.

47. Plaintiff retained a T-Mobile carrier record or device log corroborating the date, time, connection, and duration of the call. The record does not record the words spoken. Plaintiff will submit a copy with unrelated telephone activity and unnecessary personal information redacted. Exhibit P.

48. Plaintiff's sworn testimony supplies his firsthand account of the substance of the call. The telephone record corroborates the occurrence and timing of the connection but does not itself establish the words spoken.

49. Exchange Act Rule 14a-1(f) defines a proxy to include every proxy, consent, or authorization and states that consent or authorization may take the form of a failure to object or dissent. Rule 14a-1(l) includes within a solicitation a request for a proxy and a communication to a security holder under circumstances reasonably calculated to procure, withhold, or revoke a proxy.

50. Plaintiff alleges that counsel's request sought his proxy, consent, or authorization as a stockholder concerning whether the announced December 22 continuation would proceed. Plaintiff understood that counsel was attempting to obtain and use his assent, or at least his non-objection, to justify cancelling or abandoning that date. He expressly refused. The call is therefore material both as an alleged proxy or consent solicitation and as contemporaneous evidence that Theriva treated Plaintiff's stockholder assent and the December 22 date as consequential after the December 15 session. Plaintiff asks the Court to determine the call's legal effect after expedited discovery.

RECORDS DEMANDS AND LATER SOLICITATIONS

51. Plaintiff Mark Nejmeh and nonparty shareholder witness Paul Bernhardt demanded the December voting records, including the official tabulation or Broadridge records, and requested minutes or other records of the called session. Exhibits N and O.

52. The shareholders made two principal written demand and notice submissions to Theriva and its counsel, with copies directed to the company's Rockville and Spain offices. The correspondence requested voting, quorum, minutes, warrant, and related records. Copies, certified-mail receipts, and available delivery confirmations are assembled as Exhibit N.

53. On 24 June 2026, Blank Rome partner Andrew T. Hambelton sent Paul Bernhardt a two-page response by email and overnight mail on Theriva's behalf. The letter identifies Paul's

earlier 4 June demand, a 10 June company response, and two substantially identical demands dated 16 June. A public copy, with Paul's street address and personal email redacted and the original preserved, is attached as Exhibit O.

54. The 24 June letter rejected inspection under NRS 78.257 based on Paul's ownership and the reporting-company exception, and rejected the request for minutes, voting records, attorney-client communications, and proxy-solicitation invoices as outside the limited records enumerated in NRS 78.105. Those statutory positions do not decide whether the same records are discoverable after suit or whether the bylaws imposed separate meeting duties.

55. The letter states that Theriva called to order the special-meeting sessions on 15 December 2025, 11 February 2026, 9 April 2026, and 5 June 2026. It also states Theriva's contrary characterization: no session convened because no quorum existed and therefore no meeting minutes exist. The letter corroborates the called-to-order sequence but does not admit a quorum, a valid adjournment, or that a stockholder meeting legally occurred.

56. No requested minutes, voting list, Broadridge report, inspector's tabulation, or current warrant-status record was produced. Paul Bernhardt received the June 24 response. Plaintiff Mark Nejmeh, the approximately four-year holder who received the post-meeting call, received no substantive response to his demand.

57. These communications put Theriva on notice of the dispute and the need to preserve meeting and voting records. Plaintiff does not allege that every requested document was subject to an unconditional pre-suit inspection right under NRS 78.105.

58. After the three United States stockholders attended the 15 December 2025 session in Maryland, Theriva scheduled every later warrant-approval session in person at its research office in Parets del Vallès, Barcelona, Spain: the 11 February, 9 April, and 5 June 2026

special meetings and the 3 August 2026 annual meeting. The filed notices described in-person attendance and did not offer remote stockholder attendance. Repeated international travel was expensive and unreasonable for Plaintiff. Plaintiff alleges on information and belief that choosing the overseas location for every later session was intended, at least in part, to impede the continued in-person attendance and scrutiny of Plaintiff and the other United States retail stockholders. The location notices are public facts; Theriva's intent is disputed and requires discovery. Exhibits G through J.

SHARE ISSUANCES AND THE JUNE RECORD DATE

59. Theriva reported 9,059,232 common shares outstanding on 30 June 2025 and 10,304,762 on 30 September 2025. Its 10-Q cover pages reported 9,597,952 on 7 August and 33,739,643 on 7 November; the December proxy used the same 33,739,643 count as of the 30 October record date.

60. The increase from 10,304,762 on 30 September to 33,739,643 on the record-date and cover-page disclosures is 23,434,881 shares. The filing discloses components that reconcile exactly: 8,092,280 shares from exercise of the Existing Warrants, plus ATM sales of 5,016,586 shares and 10,326,015 shares, totaling 15,342,601 ATM shares.

61. The 16,184,560 New Warrant Shares were not outstanding common stock and were not entitled to vote while the New Warrants remained unexercisable pending stockholder approval. Issuance of a warrant security is not the same as issuance of its underlying common share.

62. Theriva's outstanding common shares increased from 33,739,643 on the October 2025 record date to 45,892,668 on the June 2026 record date, an increase of 12,153,025 shares.

63. Theriva's quarterly filing reported 10,204,319 ATM shares sold in the first six months of 2026, all during the first quarter, for approximately $2.3 million in net proceeds.

64. The October 2025 inducement agreement permitted ATM sales beginning after a specified post-closing period. The fact of disclosed ATM sales therefore does not itself establish breach or manipulation.

65. Plaintiff alleges on information and belief that the timing and purpose of the issuances warrant discovery because the electorate and quorum base changed before Proposal 5 was approved. On or about October 30, 2025, Plaintiff personally reviewed the Yahoo Finance page for TOVX and specifically recalls that its field labeled 'Shares Outstanding' displayed approximately four million shares, materially below Theriva's later-filed count of approximately 33.7 million shares. Plaintiff understood 'Shares Outstanding' to be a separate field from 'Float.' He did not then know, and does not now allege without records, whether the displayed figure originated with Yahoo, an outside data provider, Theriva, or another source. The discrepancy makes the source, timing, and correction of share-count information relevant to focused discovery, including any Theriva-controlled communications with market-data and investor-relations providers. Plaintiff will amend only if records provide a factual basis to allege an improper purpose.

MAY-TO-OCTOBER FINANCING SEQUENCE

66. On 7 May 2025, Theriva announced that the VIRAGE Phase 2b trial met its primary efficacy and safety endpoints and hosted a live virtual data event scheduled for 8:00 a.m. Eastern Time.

67. Plaintiff and witnesses who viewed the event report that participating doctors described the results in strongly favorable terms. They further report that shareholders requested to ask

questions, but the moderator allowed only one question, which they understood was from AGP. Plaintiff seeks the event recording, submitted-question log, moderator instructions, and communications needed to determine the speakers, question source, and treatment of unasked questions.

68. Also on 7 May 2025, after its Form S-1 registration statement became effective, Theriva priced what its SEC filings describe as a registered reasonable-best-efforts public offering. The offering closed on 8 May and included 1,990,900 common shares, pre-funded warrants for 4,827,280 shares, and common warrants for 6,818,180 shares. Each common share or pre-funded-warrant unit was sold with one common warrant at a combined price of $1.10 or $1.099, respectively; each common warrant had a $1.10 exercise price. The agreement was with Purchasers identified on signature pages, and AGP acted as placement agent rather than a firm-commitment underwriter.

69. The SEC classification and the NYSE American classification are not identical. For federal Securities Act purposes, this was registered and was not a private placement. Under Section 713 and its Commentary .01, however, registration alone does not make a transaction a public offering exempt from shareholder approval. NYSE American considers the underwriting or best-efforts structure, breadth of marketing, number and identity of purchasers and prior relationships, discount, and issuer control. The Exchange's written determination and offering-distribution record are therefore relevant evidence controlled by Theriva, AGP, the purchasers, or NYSE American.

70. The May 8 Form 8-K reported 4,773,358 common shares outstanding after closing, assuming no exercise of the pre-funded or common warrants. Subtracting the 1,990,900 shares issued at closing yields an inferred pre-offering count of 2,782,458. Twenty percent

was approximately 556,492 shares. The 1,990,900 issued shares alone equaled approximately 71.6% of that base; the 6,818,180 common-share and pre-funded-warrant units equaled approximately 245.0%; and including the paired common warrants produced potential issuance of 13,636,360 shares, approximately 490.1%. Plaintiff offers these calculations only as a numerical Section 713 screen and seeks the capitalization records and NYSE American counting determination in discovery.

71. The reported 6,818,180 primary units explain the recollection of approximately seven million shares. For 6,818,180 potential shares to be less than 20% of the pre-transaction common shares, more than 34,090,900 shares would have needed to be outstanding—not merely authorized or included in the float. Theriva's filed post-closing count does not support such a pre-transaction number.

72. Section 713's 20% test is not a special small-market-cap offering limit. It is an NYSE American shareholder-approval rule and, when its pricing condition is met, applies to listed issuers generally. A separate Securities Act rule—Form S-3 General Instruction I.B.6, often called the baby-shelf rule—limits certain primary offerings by issuers with a public float below $75 million to one-third of public float over twelve months. The May transaction was registered on Form S-1, so the Form S-3 baby-shelf ceiling did not govern that offering.

73. Crossing 20% does not alone prove a Section 713 violation. No approval is required if NYSE American treated the transaction as a public offering for its rule, and a qualifying cash sale at or above the Section 713 Minimum Price may use a separate exception. Plaintiff seeks the exact agreement time, the lower of the immediately preceding official closing price and five-day average, the value assigned to the bundled warrants, and the Exchange's actual

determination. The reported $1.10 price and Plaintiff's recollection of an approximately $1.35 prior close create a concrete inquiry, not a final conclusion.

74. Plaintiff recalls a prior trading price of approximately $1.35, a premarket price as high as approximately $2.86 during the positive-data publicity, and a later decline to approximately $0.50. Plaintiff will seek official closing, premarket, and intraday time-and-sales data for the relevant comparison times, the time at which the offering was priced and announced, and any necessary adjustment for a stock split. He does not rely on recollection alone as final proof of those market facts.

75. On 16 October 2025, holders of warrants covering 8,092,280 shares agreed to exercise them at a reduced price of $0.54. The exercised warrants included 1,345,000 warrants issued in September 2024 and 6,747,280 warrants issued in May 2025. The May-warrant exercise price was thereby reduced from $1.10 to $0.54, a reduction of approximately 50.9%.

76. In consideration for those exercises, Theriva issued the same holders private-placement New Warrants covering 16,184,560 shares at $0.54 per share—200% of the shares underlying the exercised warrants. The New Warrants required stockholder approval before exercise under the terms disclosed by Theriva and NYSE American requirements identified in the proxy.

77. This chronology may support discovery into board process, investor identity, allocation, conflicts, disclosure, financing alternatives, and whether the New Warrants affected a contemplated strategic transaction. The webcast was an investor data event, not a stockholder meeting; restricting audience questions is not by itself a bylaw violation. The sequence does not, without additional facts, make a below-market public offering, a warrant repricing, or an

inducement unlawful. The complaint should not call the May offering a private placement; the October New Warrants were the private placement.

78. Plaintiff does not plead a Rule 10b-5 damages claim based on the May offering or webcast in this complaint. He alleges the sequence as context and as a basis for focused discovery concerning the later warrant solicitation, capitalization, board process, and current warrant status.

79. Plaintiff also seeks the New Warrants' Fundamental Transaction and Black-Scholes-value provisions and any capitalization models supplied to a potential merger counterparty. Those provisions may affect transaction economics, but their existence does not prove that a reverse merger was agreed or that the warrant vote was invalid.

THE AUGUST 2026 PROXY CONTRADICTION

80. Theriva scheduled its 2026 annual meeting for 3 August 2026 and fixed 23 June 2026 as the record date. The definitive proxy reported 45,892,668 outstanding shares.

81. Proposal 5 again sought approval to issue up to 16,184,560 New Warrant Shares.

82. The proxy told street-name holders that brokers could vote uninstructed shares in their discretion on certain matters, listing Proposals 2, 4, 5, and 7 as routine.

83. Elsewhere the same proxy stated that Proposals 1, 3, and 5 were non-routine and that brokers without customer instructions were not entitled to vote those proposals.

84. In the immediately following sentence, the proxy again listed Proposal 5 among matters on which a broker without instructions could vote in its discretion. The proxy separately stated that broker non-votes would have no effect on Proposal 5.

85. The two instructions cannot both be correct as to Proposal 5. The distinction mattered to beneficial owners deciding whether they needed to provide voting instructions and whether inaction would leave Proposal 5 unvoted.

86. A review of Theriva's EDGAR filings and official company disclosures through 16 September 2026 located no corrective proxy material that clearly resolved the Proposal 5 contradiction before the vote.

87. Theriva reported that Proposal 5 received 3,665,312 votes for, 2,267,592 against, 123,397 abstentions, and 10,823,826 broker non-votes.

88. The reported broker non-votes were not counted as votes entitled to vote on Proposal 5. That reported treatment does not eliminate the risk that contradictory instructions affected whether beneficial owners submitted instructions at all.

CURRENT THREAT AND REQUESTED STATUS QUO

89. Theriva's Form 10-Q filed on 11 August 2026 reports 45,892,668 shares outstanding as of 7 August 2026, the same count reported for the 23 June record date. It states that the New Warrants covering 16,184,560 shares became exercisable on 3 August 2026 and expire on 3 August 2031. The filing does not disclose an exercise between 3 and 7 August. Theriva's public filings and official disclosures reviewed through 16 September 2026 do not disclose a later exercise, cashless exercise, settlement, amendment, cancellation, transfer, or issuance of underlying shares. That absence does not establish that no activity occurred; the current status remains within Theriva's and its agents' control. Exhibit L.

90. Theriva's quarterly report for the period ended 30 June 2026 states that the company was engaged in ongoing discussions with institutional investors and investment banks about strategic alternatives that may include a business combination, merger, or reverse merger.

91. On 24 July 2026, the board amended option awards for directors and employees to accelerate vesting upon execution of a definitive merger agreement. On 10 August 2026, Theriva entered an amended CEO employment agreement whose change-in-control definition expressly includes a transaction with a non-listed private operating company, including a reverse merger.

92. These disclosures establish an active strategic review and transaction-readiness steps. They do not establish that Theriva signed a merger agreement, identified a counterparty, or selected a reverse merger. Theriva's quarterly report states that the board had not approved a definitive course of action as of the report.

93. Without a temporary order, Theriva may permit exercise and issue or transfer shares before the Court can review the solicitation and tabulation records. Once shares enter the market or third parties acquire interests, effective relief may become more complex.

94. A merger or reverse merger could further change the capitalization and place rights in additional third parties. Plaintiff therefore requests expedited disclosure of current warrant status and any definitive transaction, while recognizing that a strategic review alone does not prove immediate irreparable harm.

95. Plaintiff seeks a narrow order preserving the status quo, expedited discovery, and a prompt hearing. He does not seek in this motion to prevent ordinary-course activity unrelated to the 16,184,560 New Warrants.

COUNT ONE

96. Plaintiff incorporates paragraphs 1 through 95.

Section 14(a) and Rule 14a-9

97. Section 14(a) of the Exchange Act and Rule 14a-9 prohibit solicitation by a proxy statement containing a materially false or misleading statement or omitting a material fact necessary to make the statements not misleading.

98. Rule 14a-1(f) defines a proxy to include every consent or authorization, including consent or authorization expressed through a failure to object or dissent. Rule 14a-1(l) defines solicitation to include a request for a proxy and a communication to a security holder under circumstances reasonably calculated to procure, withhold, or revoke a proxy.

99. Plaintiff alleges that Leslie Marlow's post-meeting telephone request was a solicitation of Plaintiff's proxy, consent, or authorization because she sought his stockholder assent that the announced December 22 continuation should not proceed. Plaintiff refused and did not authorize cancellation, abandonment, or replacement of that date.

100. The call's occurrence, purpose, authorization, recipients, and treatment by Theriva are material to the scope and accuracy of the continuing warrant solicitation and to whether Theriva attempted to obtain stockholder assent outside the announced meeting process. Plaintiff seeks expedited production of the related nonprivileged records and a determination of the call's legal effect; he does not rely on the telephone record alone to prove the words spoken.

101. A reasonable Theriva stockholder would consider it important to know whether a broker could vote Proposal 5 without customer instructions. That information directly affected whether a beneficial owner needed to act to cast or withhold a vote on a potentially dilutive issuance equal to approximately 35% of the June record-date outstanding shares.

102. Theriva's definitive proxy made irreconcilable statements on that subject in the 'Information About Voting' section. On page 3 it listed Proposal 5 as routine and referred to a nonexistent Proposal 7, while on page 5 it classified Proposal 5 as non-routine and, in the next sentence, again included Proposal 5 in a list of routine matters. Exhibit J at 3 and 5.

103. Theriva solicited proxies to obtain the stockholder approval required before it could permit exercise and issuance of the New Warrant Shares. The proxy solicitation was an essential link in the reported approval.

104. Plaintiff received or accessed the proxy materials and voted against Proposal 5. His vote does not cure a materially contradictory instruction distributed to the solicited beneficial-owner electorate. Plaintiff alleges impairment of the integrity of the solicitation and his right to have the proposal decided through materially accurate voting instructions.

105. The reported vote margin and broker non-vote total support materiality and the need for expedited examination of solicitation and tabulation records, although Plaintiff does not assume that all broker non-votes would have been cast against Proposal 5.

106. Plaintiff has suffered impairment of his informed voting rights and faces imminent dilution if the challenged approval permits issuance before judicial review.

107. Plaintiff lacks an adequate remedy at law because a completed issuance and downstream transfers may make reconstruction of the vote and effective equitable relief substantially more difficult.

108. Plaintiff is entitled to declaratory and injunctive relief, subject to proof, including a status-quo order, expedited production, and such corrective solicitation or revote relief as the Court finds necessary.

COUNT TWO

109. Plaintiff incorporates paragraphs 1 through 95.

Declaration and enforcement of Nevada corporate rights

110. NRS 78.310 and 78.320 and Theriva's bylaws govern the calling, quorum, voting, and adjournment of stockholder meetings. The bylaws require a one-third quorum and permit the stockholders present, by majority vote, to adjourn when a quorum is absent.

111. An actual controversy exists concerning the represented voting power on 15 December 2025, whether a valid adjournment to 22 December occurred, whether Theriva could disregard that announced date, whether counsel solicited Plaintiff's stockholder consent or authorization to cancel or abandon that date, and what effect, if any, those events have on later stockholder approval.

112. The public record does not disclose the represented-share count or inspector certification for 15 December. Theriva's 34% proxy statement conflicts with the one-third bylaw standard, and the difference is approximately 224,931 shares.

113. Plaintiff's declaration, the two witness declarations, telephone evidence, and the official legal-proxy, voting-list, and tabulation records requested from Theriva will permit the Court to determine whether the December announcement and agreement satisfied Sections 1.04 and 1.05 of the bylaws.

114. Plaintiff acknowledges that later meetings could be independently called under the inducement agreement and Nevada law. Cancellation of 22 December does not automatically extinguish all authority to call another meeting. The validity of the August approval must be determined from the legal relationship among the meeting actions, the new record date, and the 2026 proxy solicitation.

115. Under 28 U.S.C. § 2201 and applicable Nevada law, Plaintiff requests a declaration of the parties' rights under the bylaws and NRS Chapter 78, together with necessary supplemental injunctive relief.

PRAYER FOR RELIEF

Plaintiff respectfully requests that the Court:

A. Temporarily restrain and preliminarily enjoin Theriva, and persons acting in concert with it who receive actual notice, from permitting exercise of the New Warrants or issuing, delivering, registering, or transferring New Warrant Shares pending expedited review, except as the Court permits;

B. Order preservation of all proxy, meeting, tabulation, legal-proxy, inspector, Broadridge, DTC, transfer-agent, NYSE American, warrant-exercise, and relevant communication records;

C. Order narrowly tailored expedited discovery and a prompt evidentiary hearing;

D. Declare whether the June 2026 proxy solicitation for Proposal 5 violated Section 14(a) and Rule 14a-9;

E. Declare the correct December 2025 quorum standard and determine the represented voting power at the 15 December meeting;

F. Declare whether the meeting was validly adjourned to 22 December and the legal effect of any later cancellation or new record date;

G. Declare whether the post-meeting telephone request constituted a solicitation of Plaintiff's proxy, consent, or authorization and determine its legal effect on the December 22 meeting process and continuing warrant solicitation;

H. If the Court finds the approval invalid, order an accurate corrective solicitation and revote before further issuance;

I. If shares have already issued, grant only such cancellation, rescission, voting, or other equitable relief as is lawful after joinder and protection of affected holders and recipients;

J. Award allowable costs and, only if a statute or other rule authorizes it, reasonable attorneys' fees; and

K. Grant other relief the Court finds just and proper.

DEMAND FOR JURY TRIAL

Plaintiff demands a trial by jury on all issues so triable.

Date: ____________ Signature: ______________________________

Mark Joseph Nejmeh, Plaintiff, self-represented

VERIFICATION

I, Mark Joseph Nejmeh, declare under penalty of perjury under the laws of the United States that I have read this Verified Complaint. The facts stated from my personal knowledge are true. As to matters stated on information and belief, I believe them to be true after reasonable inquiry.

Executed on ___________________ at ________________________________.

Signature: ____

Mark Joseph Nejmeh

Mark Joseph Nejmeh
P.O. Box 589
Clifton, New Jersey 07012
Telephone: 732-995-3914
Email: research@warrantwire.com
Plaintiff, self-represented

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

MARK JOSEPH NEJMEH, Plaintiff, v. THERIVA BIOLOGICS, INC., a Nevada corporation, Defendant.	**Case No. ____________________________** **EMERGENCY MOTION FOR TEMPORARY RESTRAINING ORDER, PRELIMINARY INJUNCTION, EXPEDITED DISCOVERY, AND ORDER SHORTENING TIME** **Ex parte temporary relief requested under Federal Rule of Civil Procedure 65(b) and LR 7-4**

Plaintiff Mark Joseph Nejmeh moves for a short order preserving the status quo while the Court obtains the current warrant status and reviews a materially contradictory proxy solicitation and the disputed meeting record. If the Court does not enter a temporary restraint without notice, Plaintiff requests an immediate sworn status report, an order shortening time, and the earliest noticed preliminary-injunction hearing.

<u>RELIEF REQUESTED</u>

1. Temporarily restrain Theriva and persons described in Federal Rule of Civil Procedure 65(d)(2) who receive actual notice from accepting, processing, settling, or completing an exercise of the 16,184,560 New Warrants issued under the October 16, 2025 inducement agreement, and from issuing, registering, delivering, or transferring common shares underlying those warrants, for no more than fourteen days unless the Court extends the order as Rule 65 permits.

2. Require Theriva to file a sworn status report identifying all exercise notices, cash or cashless exercises, settlements, amendments, cancellations, transfers, share issuances, and pending instructions concerning the New Warrants since August 3, 2026, together with the current outstanding-share count and remaining warrant balance.

3. Order preservation and narrowly tailored expedited production of the official proxy, inspector, Broadridge, voting-list, warrant, transfer-agent, and stock-ledger records identified in the proposed order, shorten briefing time, and set a prompt preliminary-injunction hearing.

FACTS

4. Theriva issued New Warrants for 16,184,560 common shares as consideration for holders' October 2025 exercise of 8,092,280 existing warrants at a reduced $0.54 price. The New Warrants could not be exercised before stockholder and exchange approval. Theriva reported stockholder approval on August 4, 2026. Compl. paragraphs 1, 27, 72 through 76, and 87; Exhibits K and M.

5. Theriva's August 11, 2026 Form 10-Q states that the New Warrants became exercisable on August 3, 2026 and expire on August 3, 2031. It reports 45,892,668 common shares outstanding on August 7, the same number reported for the June 23 record date. Theriva's public filings and official disclosures reviewed through September 16, 2026 do not disclose whether a later exercise, settlement, amendment, cancellation, transfer, or issuance occurred. Absence of a filing does not prove inactivity; only Theriva and its agents know the current status. Compl. paragraph 89; Exhibit L.

6. The June 29, 2026 proxy gave irreconcilable instructions about Proposal 5. On page 3 it told beneficial owners that brokers could vote uninstructed shares on routine matters 'such as Proposals 2, 4, 5 and 7,' although the proxy presented only six numbered proposals. On page

5 it classified Proposals 1, 3, and 5 as non-routine, then stated in the next sentence that brokers could vote uninstructed shares on 'Proposals 2, 4, 5 and 6.' Exhibit J at 3 and 5.

7. Theriva reported 3,665,312 votes for Proposal 5, 2,267,592 against, 123,397 abstentions, and 10,823,826 broker non-votes. The reported approval margin above a majority of shares treated as entitled to vote was 637,161. The contradiction concerned whether beneficial owners needed to instruct brokers and was material to the solicitation process. Exhibit K.

8. The December 2025 meeting record presents a related corporate-law dispute. Theriva's proxy stated a 34% quorum, while its bylaws state one-third. At the reported 33,739,643 record-date shares, the thresholds differ by approximately 224,931 shares. Theriva has not produced the official represented-share report, voting list, inspector's certification, or Broadridge tabulation. Compl. paragraphs 21 through 40; Exhibits D through F.

9. Mark Nejmeh, Paul Bernhardt, and Gary Pitoniak appeared in person. Their separate sworn statements describe a December 22 continuation date announced during the called session. Plaintiff and Paul expressly agreed; Gary recalls no objection and intended to attend but cannot now say whether he verbally affirmed. The affidavits are offered separately and have not been merged or rewritten. Exhibits A through C.

10. Approximately two hours later, while Plaintiff was traveling through Virginia, company counsel Leslie Marlow called him through a company office connection and said in substance, 'You don't really want to have the meeting on December 22.' Plaintiff refused, stated that the warrant proposal had not passed, and did not authorize cancellation. His retained T-Mobile record corroborates the call's timing and connection but not the spoken words. Compl. paragraphs 45 through 50; Exhibits A and P.

11. Plaintiff and Paul made two principal written demand and notice submissions to Theriva and its counsel seeking voting, quorum, minutes, warrant, and related records. Counsel responded to Paul on June 24, 2026, but the requested official voting and current warrant records were not produced. Compl. paragraphs 51 through 57; Exhibits N and O.

12. After the three United States stockholders attended the December 15 Maryland session, Theriva set every later warrant-approval session in person at its Spain office: February 11, April 9, June 5, and August 3, 2026. The filed notices did not offer remote stockholder attendance. Plaintiff alleges that the repeated overseas location was intended, at least in part, to make continued in-person attendance expensive and unreasonable and to impede the scrutiny of the retail stockholders who had appeared in Maryland. The location is established by the filed notices; intent requires discovery. Compl. paragraph 58; Exhibits G through J.

13. Theriva disclosed ongoing discussions about strategic alternatives that may include a merger or reverse merger. On July 24, 2026 the board amended option awards to accelerate upon execution of a definitive merger agreement, and on August 10 Theriva entered an amended chief executive employment agreement whose change-in-control definition includes a private-company reverse merger. Those facts show transaction readiness, not that a merger agreement has been signed. Compl. paragraphs 90 through 92; Exhibit L.

LEGAL STANDARD

14. A temporary restraining order and preliminary injunction apply the same equitable standard: likelihood of success on the merits, likelihood of irreparable harm absent relief, a balance of equities favoring the movant, and consistency with the public interest. Winter v. Natural Resources Defense Council, Inc., 555 U.S. 7, 20, 24 (2008); Stuhlbarg International Sales Co. v. John D. Brush & Co., 240 F.3d 832, 839 n.7 (9th Cir. 2001). In the Ninth Circuit,

serious questions going to the merits may support relief when the balance of hardships tips sharply toward the movant and the other Winter factors are satisfied. Alliance for the Wild Rockies v. Cottrell, 632 F.3d 1127, 1131 through 1135 (9th Cir. 2011).

15. Rule 65(b)(1) permits temporary relief without notice only when specific facts in an affidavit or verified complaint clearly show that immediate and irreparable injury will result before the adverse party can be heard and the movant certifies notice efforts and reasons notice should not be required. Any order must state the injury, why it is irreparable, why the order issued without notice, its precise terms, and its duration. Fed. R. Civ. P. 65(b) and 65(d).

16. Section 14(a) and Rule 14a-9 protect the corporate suffrage process against materially false or misleading proxy solicitations. A fact is material when there is a substantial likelihood that a reasonable stockholder would consider it important in deciding how to vote. TSC Industries, Inc. v. Northway, Inc., 426 U.S. 438, 449 (1976). Where the proxy solicitation was an essential link in accomplishing the challenged transaction, equitable relief may be available. Mills v. Electric Auto-Lite Co., 396 U.S. 375, 384 through 385 (1970).

17. Federal Rule of Civil Procedure 26(d)(1) permits discovery before the ordinary Rule 26(f) conference when authorized by court order. Expedited discovery is appropriate here because Theriva and its agents alone possess the current warrant register, exercises, transfer instructions, inspector's reports, Broadridge tabulations, legal proxies, and stock-ledger reconciliation needed to determine whether a status quo remains and whether the challenged approval process was valid. The first phase requested from Theriva also includes records sufficient to identify whether Theriva or an agent transmitted an outstanding-share count to Yahoo Finance or a market-data provider during the narrow period surrounding the October

2025 inducement. Plaintiff does not ask the Court to infer manipulation from trading volume or a third-party display, to compel private user communications, or to authorize identification of anonymous speakers on the present record. Any later nonparty subpoena would be narrowly tailored and pursued under Rule 45 after notice and any further authorization the Court requires.

ARGUMENT

18. Likelihood of success and serious questions. The proxy did not merely contain an imprecise phrase. It expressly classified the same potentially dilutive Proposal 5 both routine and non-routine and twice stated that brokers could vote it without instructions, while another passage said they could not. The reported 10,823,826 broker non-votes and 637,161 approval margin show that voting treatment was not peripheral. The solicitation was the means by which Theriva obtained the approval that made the New Warrants exercisable.

19. The Nevada-law record independently presents serious questions. Theriva used 34% in the December proxy despite a one-third bylaw threshold, did not reveal the represented-share count, did not produce the voting list or inspector record, and did not reconvene on the announced December 22 date after Plaintiff refused counsel's request for assent. Plaintiff does not ask the Court to decide quorum from three bodies in a room; he asks the Court to preserve relief and order the company-controlled records that establish represented voting power and legal proxies.

20. Irreparable harm and immediacy. The New Warrants are presently exercisable according to Theriva's Form 10-Q. An exercise can be delivered to the issuer or its agents without advance public notice, and a cashless exercise may be available under specified terms. Issuance could alter voting power and introduce holders or transferees whose interests

complicate effective relief. Voting and informed-suffrage injuries are not fully restored by an after-the-fact payment. The motion candidly acknowledges that no public filing proves an exercise is pending. That information gap supports, at minimum, an immediate sworn status report and shortened hearing schedule.

21. Balance of equities. The proposed restraint is short and limited to the disputed New Warrants. It does not stop Theriva's clinical work, ordinary operations, or securities activity unrelated to those warrants. If no exercise is pending, the burden is minimal. If an exercise is pending, a prompt hearing and accurate status report protect both sides by allowing the Court to tailor relief to actual facts.

22. Public interest. Accurate proxy instructions, reliable stockholder voting, compliance with corporate bylaws, and enforceable court process serve the public interest. The requested order does not ask the Court to condemn warrant financing generally or decide unproved market-manipulation allegations.

23. Security. Plaintiff requests a nominal $100 bond because the restraint would be brief and limited, but he will post any security the Court finds proper under Rule 65(c). Theriva may move to modify the order on a concrete showing of loss.

24. Notice and emergency procedure. The accompanying declaration supplies the information required by LR 7-4. Plaintiff gave no advance notice of the filing time because the relief seeks to preserve an unconfirmed pre-exercise status and advance notice could allow acceptance, processing, or issuance before the Court reviews the request. Plaintiff does not allege that Theriva intends to evade a court order. He will arrange formal Rule 4 service immediately after filing and will deliver the filed emergency papers and any order as the

Court directs. If the Court finds relief without notice unwarranted, Plaintiff requests the alternative status-report, preservation, and shortened-time provisions.

CONCLUSION

Plaintiff respectfully requests entry of the accompanying proposed order, or the alternative relief described above.

Dated: ___________________________

Signature: ____

Mark Joseph Nejmeh

Plaintiff, self-represented

Mark Joseph Nejmeh
P.O. Box 589
Clifton, New Jersey 07012
Telephone: 732-995-3914
Email: research@warrantwire.com
Plaintiff, self-represented

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

MARK JOSEPH NEJMEH, Plaintiff, v. THERIVA BIOLOGICS, INC., a Nevada corporation, Defendant.	**Case No. ___________________________** **DECLARATION OF MARK JOSEPH NEJMEH** **IN SUPPORT OF EMERGENCY MOTION** **Federal Rule of Civil Procedure 65(b) and LR 7-4**

1. I am the Plaintiff and make this declaration from personal knowledge. My mailing address is P.O. Box 589, Clifton, New Jersey 07012, and my telephone number is 732-995-3914. I have owned Theriva common stock for approximately four years and presently own 90,191 shares.

2. Theriva states that New Warrants covering 16,184,560 shares became exercisable on August 3, 2026. Public disclosures reviewed through September 16 do not reveal their current exercise or issuance status. Issuance before review could eliminate the pre-issuance status quo and introduce third-party interests.

3. Theriva's office address and telephone number are 9605 Medical Center Drive, Suite 270, Rockville, Maryland 20850, telephone 301-417-4364. Its Nevada registered agent is C T Corporation System, 701 South Carson Street, Suite 200, Carson City, Nevada 89701. The identities, office addresses, and telephone numbers of the institutional holders of the New Warrants are not disclosed in the public materials presently available to me.

4. I gave no advance notice of the precise filing time and held no prefiling conference. Exercises may be processed privately through the company and its agents. Advance notice could permit exercise or issuance before review. I do not claim Theriva intends to evade an order; this explains why notice was impracticable for the requested short ex parte restraint.

5. This is a new action, no attorney has appeared for Theriva, and no scheduling order exists. I traveled to Nevada to file promptly after assembling the sworn eyewitness and public-filing record.

6. I attended the December 15, 2025 session in Maryland with Paul Bernhardt and Gary Pitoniak. I heard December 22 announced as the next date, agreed to attend, and heard no objection from anyone present. My separate affidavit states my recollection in my own words. Gary's and Paul's affidavits state only their own recollections.

7. Approximately two hours later, while I was traveling through Virginia, I received a call through a number used by the Theriva or Synthetic Biologics office and was connected to Leslie Marlow. She said in substance, 'You don't really want to have the meeting on December 22.' I refused to agree to cancel or replace that date. I retained a T-Mobile record of the call. The record shows the connection details but does not record the words.

8. Paul and I made two principal written demand and notice submissions to Theriva and its counsel requesting voting, quorum, minutes, warrant, and related records. Counsel responded to Paul, but neither the official voting records nor the current warrant-status records were produced to us.

9. After we attended in Maryland, Theriva set every later warrant-approval session in person at its Spain office. I could not reasonably bear repeated international-travel costs. I believe the

location was chosen, at least in part, to discourage us from appearing again; I understand intent must be determined from evidence.

10. I have reviewed the June 29, 2026 proxy passages attached as Exhibit J. They classify Proposal 5 inconsistently. I voted against Proposal 5. Theriva later reported that Proposal 5 passed and that 10,823,826 shares were broker non-votes.

11. On or about October 30, 2025, I personally reviewed the Yahoo Finance page for TOVX. I specifically remember that Yahoo displayed a field labeled 'Shares Outstanding' at approximately four million shares, materially below the approximately 33.7 million shares later shown in Theriva's SEC disclosures for the end of October and early November. I understood 'Shares Outstanding' as a separate field from 'Float.' I did not then know, and do not now know, whether the figure came from Yahoo, a data vendor, Theriva, or another source.

12. I do not know whether an exercise or issuance is pending; Theriva and its agents control that information. I request a brief restraint, sworn status report, preservation, expedited records, and prompt hearing. If relief without notice is denied, I request the status report and earliest practical noticed hearing.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Date: ____________ Signature: ______________________________

Mark Joseph Nejmeh, Plaintiff, self-represented

Mark Joseph Nejmeh
P.O. Box 589
Clifton, New Jersey 07012
Telephone: 732-995-3914
Email: research@warrantwire.com
Plaintiff, self-represented

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

MARK JOSEPH NEJMEH, Plaintiff, v. THERIVA BIOLOGICS, INC., a Nevada corporation, Defendant.	**Case No. ____________________________** **PROPOSED ORDER ON EMERGENCY MOTION** **FOR TEMPORARY RESTRAINING ORDER,** **EXPEDITED DISCOVERY, AND ORDER SHORTENING TIME**

The Court has reviewed Plaintiff's verified complaint, emergency motion, declaration, separately signed witness affidavits, exhibits, and proposed order. The Court orders only those provisions marked or stated below.

FINDINGS

1. Theriva has reported that the 16,184,560 New Warrants issued under the October 16, 2025 inducement agreement became exercisable on August 3, 2026. The public record before the Court does not establish their present exercise or issuance status.

2. The June 29, 2026 proxy contains facially inconsistent statements about whether Proposal 5 was routine and whether brokers could vote uninstructed shares. The reported vote included 10,823,826 broker non-votes.

3. For purposes of temporary relief only, preserving any remaining pre-exercise status quo and requiring a prompt sworn status report are necessary to permit effective judicial review. These findings do not finally decide the merits or the rights of any absent warrant holder.

ORDER

1. Temporary restraint. Effective upon the posting of security ordered below, Theriva Biologics, Inc. and its officers, agents, servants, employees, attorneys, transfer agent, warrant agent, and other persons described in Federal Rule of Civil Procedure 65(d)(2) who receive actual notice of this Order must not accept, process, settle, or complete an exercise of the 16,184,560 New Warrants issued under the October 16, 2025 inducement agreement and must not issue, register, deliver, or transfer common shares underlying those New Warrants.

2. Duration. Paragraph 1 expires fourteen days after entry at the date and time stated here, unless the Court extends it for good cause, Theriva consents to an extension, or the Court dissolves or modifies it earlier: ______________________________.

3. Scope. Paragraph 1 applies only to the New Warrants described above. It does not restrain Theriva's ordinary operations, clinical work, or an issuance unrelated to those New Warrants. It does not cancel a warrant or share, decide the merits, or finally adjudicate the contractual rights of a holder not joined in this action.

4. Sworn status report. No later than one business day after service of this Order, Theriva must file and serve a declaration by an officer with personal knowledge stating, as of a specified date and time: the number of New Warrants outstanding; every exercise notice received since August 3, 2026; the exercise date, method, and number of shares implicated; every settlement, amendment, cancellation, transfer, or waiver; every underlying share issued, registered, delivered, or transferred; all pending instructions; the current common-share count; and whether a definitive merger, reverse-merger, or other change-in-control agreement has been executed. Holder identities may be proposed for filing under seal, but aggregate quantities and dates must be public absent further order.

5. Preservation. Theriva must preserve without alteration or deletion all paper and electronic records concerning the New Warrants; exercise notices; settlement calculations; transfer instructions; common-stock ledgers; December 2025 through August 2026 meeting notices, locations, attendance, quorum, legal proxies, voting lists, tabulations, inspector records, Broadridge reports, minutes, and recordings; the announced December 22 date; the post-meeting call to Plaintiff; the selection of the Spain meeting locations; records sufficient to show dates and quantities of common shares issued during that period; and communications in Theriva's possession, custody, or control from September 30 through November 15, 2025 with Yahoo Finance, market-data vendors, investor-relations or public-relations providers, or paid promoters concerning TOVX shares outstanding, float, market capitalization, or October 2025 promotional activity.

6. Expedited production. No later than three business days after service of this Order, Theriva must produce electronically to Plaintiff: the final inspector certifications and represented-share reports for the December 15, February 11, April 9, June 5, and August 3 sessions; the voting list and legal or omnibus proxies for those sessions; Broadridge final tabulations and vote-category instructions for Proposal 5; records sufficient to reconcile common shares issued from October 1, 2025 through August 7, 2026; the warrant-register and transfer-agent records described in paragraph 4; and records sufficient to identify whether and when Theriva or an agent transmitted an outstanding-share count to Yahoo Finance or an identified market-data provider from September 30 through November 15, 2025. Theriva may redact personal account numbers and may identify privileged documents on a privilege log.

7. Briefing and hearing. Theriva's opposition is due ___________________ at ___________. Plaintiff's reply is due ___________________ at ___________. The preliminary-injunction

hearing is set for ___________________ at ___________ in the courtroom assigned by the Court.

8. Security. Plaintiff must post security of $_____________ under Federal Rule of Civil Procedure 65(c) before paragraph 1 becomes effective. Theriva may seek prompt modification on a supported showing of concrete loss.

9. Service and notice. Plaintiff must immediately arrange formal service of the summons and complaint under Federal Rule of Civil Procedure 4 and must deliver the filed complaint, emergency motion, declaration, exhibits, and this Order to Theriva and its registered agent by ___________________ at ___________. Notice delivery does not replace formal service of summons and complaint unless Rule 4 is satisfied.

10. Alternative relief. If the Court does not enter paragraph 1 without notice, paragraphs 4, 5, and 7 are ordered to the extent marked or stated by the Court: ____ ______________________.

IT IS SO ORDERED:

____

UNITED STATES DISTRICT JUDGE

DATED: ___________________________

Mark Joseph Nejmeh
P.O. Box 589
Clifton, New Jersey 07012
Telephone: 732-995-3914
Email: research@warrantwire.com
Plaintiff, self-represented

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

MARK JOSEPH NEJMEH, Plaintiff, v. THERIVA BIOLOGICS, INC., a Nevada corporation, Defendant.	**Case No. ___________________________** **CERTIFICATE OF INTERESTED PARTIES** **LR 7.1-1**

Under LR 7.1-1, Plaintiff identifies the following persons or entities with a possible direct pecuniary interest:

1. Mark Joseph Nejmeh, Plaintiff and Theriva stockholder.

2. Theriva Biologics, Inc., Defendant and issuer of the challenged New Warrants and underlying common shares.

3. The presently unidentified institutional holders of the New Warrants, whose rights could be affected. Plaintiff will supplement this certification when their identities are learned.

No other direct pecuniary interests are presently known. This disclosure is made to permit recusal review.

Date: _____________ Signature: _______________________________

Mark Joseph Nejmeh, Plaintiff, self-represented

Mark Joseph Nejmeh
P.O. Box 589
Clifton, New Jersey 07012
Telephone: 732-995-3914
Email: research@warrantwire.com
Plaintiff, self-represented

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

MARK JOSEPH NEJMEH, Plaintiff, v. THERIVA BIOLOGICS, INC., a Nevada corporation, Defendant.	**Case No. ___________________________** **EXHIBIT INDEX FOR VERIFIED COMPLAINT AND EMERGENCY MOTION**

The affidavits remain separate, signed evidence. Attach exact copies behind separately prepared exhibit cover pages using the letters below; do not merge or rewrite witness testimony. Redact financial account numbers, unrelated telephone activity, personal email addresses, signatures on identification, and other unnecessary identifiers under Federal Rule of Civil Procedure 5.2 and LR IC 6-1.

A. Notarized affidavit of Mark Joseph Nejmeh, signed in his own words.

B. Notarized affidavit of Gary Pitoniak, unchanged.

C. Notarized affidavit of Paul Bernhardt, unchanged.

D. Theriva Biologics, Inc. Second Amended and Restated Bylaws, effective October 3, 2023, with Sections 1.03 through 1.09 and 4.08 highlighted in the copy.

E. Theriva definitive proxy statement filed November 10, 2025 for the December 15 special meeting, with the Delaware description, 34% quorum statement, meeting notice, inspector language, and record-date share count marked.

F. Theriva Form 8-K filed December 15, 2025 reporting that the session was called to order, a quorum was absent, and a new meeting would be called.

G. Theriva February 2026 special-meeting proxy materials showing an in-person meeting at Carrer Torrent de Can Ninou, naus 5-6, Parets del Vallès, Barcelona, Spain.

H. Theriva March 2026 proxy materials and April 9, 2026 Form 8-K showing the April 9 Spain session and reported lack of quorum.

I. Theriva April 30, 2026 definitive proxy and June 5, 2026 Form 8-K showing the June 5 Spain session and reported lack of quorum.

J. Theriva definitive proxy filed June 29, 2026, especially pages 3 and 5 concerning Proposal 5 broker discretion, and the Spain meeting location.

K. Theriva Form 8-K filed August 4, 2026 reporting the Proposal 5 vote results.

L. Theriva Form 10-Q filed August 11, 2026, including the August 7 share count, New Warrant exercisability and expiration, strategic-alternative discussion, July 24 option amendments, and August 10 employment agreement.

M. Theriva Form 8-K filed October 17, 2025, inducement agreement, and form of New Warrant.

N. Two principal written stockholder demand and notice submissions, enclosures, certified-mail receipts, and available delivery confirmations.

O. Blank Rome letter dated June 24, 2026 to Paul Bernhardt, with private address and personal email redacted from the public copy.

P. Redacted T-Mobile carrier record or device call log corroborating the post-meeting connection; unrelated calls and unnecessary identifiers removed.

Q. Redacted broker statements and voting confirmations establishing Mark Nejmeh's continuous ownership and vote against Proposal 5.

R. December 15, 2025 YouTube video link and a transcript excerpt verified by Mark Nejmeh; the video is a same-day account, not a recording of the meeting, and the recording controls over the transcript.

S. May 2025 offering materials and May 7 data-event disclosures cited in paragraphs 66 through 74 of the complaint.

T. Relevant 2025 and 2026 Forms 10-Q and ATM prospectus supplements supporting the capitalization chronology cited in paragraphs 59 through 65.

Direct public filing links

June 29, 2026 proxy:
https://www.sec.gov/Archives/edgar/data/894158/000110465926078859/tm2618124d1_def14a.htm

August 4, 2026 vote results:
https://www.sec.gov/Archives/edgar/data/894158/000110465926090064/tm2619846d1_8k.htm

August 11, 2026 Form 10-Q:
https://www.sec.gov/Archives/edgar/data/894158/000110465926093786/tmb-20260630x10q.htm

April 30, 2026 Spain-meeting proxy:
https://www.sec.gov/Archives/edgar/data/894158/000110465926052960/tm2612940d1_def14a.htm

April 9, 2026 Form 8-K:
https://www.sec.gov/Archives/edgar/data/894158/000110465926041507/tm2611468d1_8k.htm

JS 44 (Rev. 03/24)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. *(SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)*

I. (a) PLAINTIFFS

Mark Joseph Nejmeh

(b) County of Residence of First Listed Plaintiff: No fixed residence
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys *(Firm Name, Address, and Telephone Number)*
Mark Joseph Nejmeh, Plaintiff, self-represented
P.O. Box 589, Clifton, NJ 07012
732-995-3914 | research@warrantwire.com

DEFENDANTS

Theriva Biologics, Inc.

County of Residence of First Listed Defendant: ______
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys *(If Known)*

II. BASIS OF JURISDICTION *(Place an "X" in One Box Only)*

- ☐ 1 U.S. Government Plaintiff
- ☒ 3 Federal Question *(U.S. Government Not a Party)*
- ☐ 2 U.S. Government Defendant
- ☐ 4 Diversity *(Indicate Citizenship of Parties in Item III)*

III. CITIZENSHIP OF PRINCIPAL PARTIES *(Place an "X" in One Box for Plaintiff and One Box for Defendant)* *(For Diversity Cases Only)*

	PTF	DEF		PTF	DEF
Citizen of This State	☐ 1	☐ 1	Incorporated *or* Principal Place of Business In This State	☐ 4	☐ 4
Citizen of Another State	☐ 2	☐ 2	Incorporated *and* Principal Place of Business In Another State	☐ 5	☐ 5
Citizen or Subject of a Foreign Country	☐ 3	☐ 3	Foreign Nation	☐ 6	☐ 6

IV. NATURE OF SUIT *(Place an "X" in One Box Only)*

Click here for: Nature of Suit Code Descriptions.

CONTRACT
- ☐ 110 Insurance
- ☐ 120 Marine
- ☐ 130 Miller Act
- ☐ 140 Negotiable Instrument
- ☐ 150 Recovery of Overpayment & Enforcement of Judgment
- ☐ 151 Medicare Act
- ☐ 152 Recovery of Defaulted Student Loans (Excludes Veterans)
- ☐ 153 Recovery of Overpayment of Veteran's Benefits
- ☐ 160 Stockholders' Suits
- ☐ 190 Other Contract
- ☐ 195 Contract Product Liability
- ☐ 196 Franchise

REAL PROPERTY
- ☐ 210 Land Condemnation
- ☐ 220 Foreclosure
- ☐ 230 Rent Lease & Ejectment
- ☐ 240 Torts to Land
- ☐ 245 Tort Product Liability
- ☐ 290 All Other Real Property

TORTS

PERSONAL INJURY
- ☐ 310 Airplane
- ☐ 315 Airplane Product Liability
- ☐ 320 Assault, Libel & Slander
- ☐ 330 Federal Employers' Liability
- ☐ 340 Marine
- ☐ 345 Marine Product Liability
- ☐ 350 Motor Vehicle
- ☐ 355 Motor Vehicle Product Liability
- ☐ 360 Other Personal Injury
- ☐ 362 Personal Injury - Medical Malpractice

PERSONAL INJURY
- ☐ 365 Personal Injury - Product Liability
- ☐ 367 Health Care/ Pharmaceutical Personal Injury Product Liability
- ☐ 368 Asbestos Personal Injury Product Liability

PERSONAL PROPERTY
- ☐ 370 Other Fraud
- ☐ 371 Truth in Lending
- ☐ 380 Other Personal Property Damage
- ☐ 385 Property Damage Product Liability

CIVIL RIGHTS
- ☐ 440 Other Civil Rights
- ☐ 441 Voting
- ☐ 442 Employment
- ☐ 443 Housing/ Accommodations
- ☐ 445 Amer. w/Disabilities - Employment
- ☐ 446 Amer. w/Disabilities - Other
- ☐ 448 Education

PRISONER PETITIONS

Habeas Corpus:
- ☐ 463 Alien Detainee
- ☐ 510 Motions to Vacate Sentence
- ☐ 530 General
- ☐ 535 Death Penalty

Other:
- ☐ 540 Mandamus & Other
- ☐ 550 Civil Rights
- ☐ 555 Prison Condition
- ☐ 560 Civil Detainee - Conditions of Confinement

FORFEITURE/PENALTY
- ☐ 625 Drug Related Seizure of Property 21 USC 881
- ☐ 690 Other

LABOR
- ☐ 710 Fair Labor Standards Act
- ☐ 720 Labor/Management Relations
- ☐ 740 Railway Labor Act
- ☐ 751 Family and Medical Leave Act
- ☐ 790 Other Labor Litigation
- ☐ 791 Employee Retirement Income Security Act

IMMIGRATION
- ☐ 462 Naturalization Application
- ☐ 465 Other Immigration Actions

BANKRUPTCY
- ☐ 422 Appeal 28 USC 158
- ☐ 423 Withdrawal 28 USC 157

INTELLECTUAL PROPERTY RIGHTS
- ☐ 820 Copyrights
- ☐ 830 Patent
- ☐ 835 Patent - Abbreviated New Drug Application
- ☐ 840 Trademark
- ☐ 880 Defend Trade Secrets Act of 2016

SOCIAL SECURITY
- ☐ 861 HIA (1395ff)
- ☐ 862 Black Lung (923)
- ☐ 863 DIWC/DIWW (405(g))
- ☐ 864 SSID Title XVI
- ☐ 865 RSI (405(g))

FEDERAL TAX SUITS
- ☐ 870 Taxes (U.S. Plaintiff or Defendant)
- ☐ 871 IRS—Third Party 26 USC 7609

OTHER STATUTES
- ☐ 375 False Claims Act
- ☐ 376 Qui Tam (31 USC 3729(a))
- ☐ 400 State Reapportionment
- ☐ 410 Antitrust
- ☐ 430 Banks and Banking
- ☐ 450 Commerce
- ☐ 460 Deportation
- ☐ 470 Racketeer Influenced and Corrupt Organizations
- ☐ 480 Consumer Credit (15 USC 1681 or 1692)
- ☐ 485 Telephone Consumer Protection Act
- ☐ 490 Cable/Sat TV
- ☒ 850 Securities/Commodities/ Exchange
- ☐ 890 Other Statutory Actions
- ☐ 891 Agricultural Acts
- ☐ 893 Environmental Matters
- ☐ 895 Freedom of Information Act
- ☐ 896 Arbitration
- ☐ 899 Administrative Procedure Act/Review or Appeal of Agency Decision
- ☐ 950 Constitutionality of State Statutes

V. ORIGIN *(Place an "X" in One Box Only)*

- ☒ 1 Original Proceeding
- ☐ 2 Removed from State Court
- ☐ 3 Remanded from Appellate Court
- ☐ 4 Reinstated or Reopened
- ☐ 5 Transferred from Another District *(specify)*
- ☐ 6 Multidistrict Litigation - Transfer
- ☐ 8 Multidistrict Litigation - Direct File

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing ***(Do not cite jurisdictional statutes unless diversity)***:
15 U.S.C. § 78n(a)

Brief description of cause:
Materially false or misleading proxy solicitation; declaratory and injunctive relief.

VII. REQUESTED IN COMPLAINT:

☐ CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P.

DEMAND $ Preliminary injunction

CHECK YES only if demanded in complaint:
JURY DEMAND: ☒ Yes ☐ No

VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE ______ DOCKET NUMBER ______

DATE ______ SIGNATURE OF ATTORNEY OF RECORD ______

FOR OFFICE USE ONLY

RECEIPT # ______ AMOUNT ______ APPLYING IFP ______ JUDGE ______ MAG. JUDGE ______

UNITED STATES DISTRICT COURT

for the

District of Nevada District of __________

Mark Joseph Nejmeh

Plaintiff(s)

v.

Theriva Biologics, Inc.

Defendant(s)

Civil Action No.

SUMMONS IN A CIVIL ACTION

To: *(Defendant's name and address)* Serve through registered agent:
C T Corporation System
701 S. Carson Street, Suite 200
Carson City, Nevada 89701

A lawsuit has been filed against you.

Within 21 days after service of this summons on you (not counting the day you received it) — or 60 days if you are the United States or a United States agency, or an officer or employee of the United States described in Fed. R. Civ. P. 12 (a)(2) or (3) — you must serve on the plaintiff an answer to the attached complaint or a motion under Rule 12 of the Federal Rules of Civil Procedure. The answer or motion must be served on the plaintiff or plaintiff's attorney, whose name and address are: Mark Joseph Nejmeh, Plaintiff, self-represented
P.O. Box 589, Clifton, New Jersey 07012
732-995-3914 | research@warrantwire.com

If you fail to respond, judgment by default will be entered against you for the relief demanded in the complaint. You also must file your answer or motion with the court.

CLERK OF COURT

Date: ____________________

____
Signature of Clerk or Deputy Clerk

0.00

[redacted]