

22 November 2024

**Hemogenyx Pharmaceuticals plc**

("Hemogenyx Pharmaceuticals" or the "Company")

**Notice of Extraordinary General Meeting**

*Proposed Capital Reorganisation and New Articles of Association*

Hemogenyx Pharmaceuticals plc (LSE: HEMO), the biopharmaceutical group focused on developing new therapies for blood diseases announces that it has posted, or otherwise made available, a circular to shareholders containing a notice convening an Extraordinary General Meeting to be held at 10.00 a.m. on 9 December 2024 at 1 Heddons Street, London W1B 4BD.

The Company is seeking the approval of shareholders by way of an ordinary resolution to execute a subdivision followed by a consolidation of its ordinary shares and to grant authority to the Directors to allot new shares. Further, the Company is seeking the approval of shareholders by way of a special resolution to disapply the statutory pre-emption rights in relation to the issue and allotment of new shares and to adopt a new set of articles of association.

**Background and reasons for seeking approval for the Resolutions**

The Company is at a pivotal stage in its progress and has received injections of equity capital to support its clinical trial activities. The Directors consider, having received feedback from some potential funders, that the "penny share" perception of the Company's shares deters most institutional and professional investors from participating in capital raises which the Company undertakes. This is relevant to both UK institutions and US-based life-sciences oriented institutional investors and potential partners. As it enters clinical trials for HEMO-CAR-T and resumes development of its other product candidates, it will potentially seek further funding and believes that a higher share price following a reorganised share capital is likely to open up the pool of such potential institutional and professional investors who will, it believes be more likely to subscribe for new equity in future fundraises. To enable the Company to raise sufficient funding to take the HEMO-CAR-T clinical trials forward to the extent necessary and to enable the Company to have sufficient working capital for the period up to the next annual general meeting, the Directors are also seeking authority to disapply pre-emption rights over 50% of the Company's issued ordinary share capital.

**It is essential that the proposed resolutions are passed. Failure to do so would severely compromise the Company's ability to finance clinical trials on a continuing basis.**

**Capital Reorganisation**

The Company currently has 1,401,815,988 ordinary shares of £0.01 each in issue (the "Existing Ordinary Shares"). The Board proposes to carry out a subdivision and reclassification of the Existing Ordinary Shares by 1:2 so that each Existing Ordinary Share will be subdivided and reclassified into 1 new ordinary share of £0.000025 each (the "New Ordinary Shares") and 1 deferred share of £0.009975 each (the "Deferred Shares") (the "Subdivision"), followed by a consolidation of the New Ordinary Shares by 400:1 so that every 400 New Ordinary Shares will be consolidated into 1 New Ordinary Share of £0.01 each (the "Consolidation", together with the Subdivision, the "Capital Reorganisation").

The Deferred Shares will have no right to vote or participate in the capital of the Company (save as set out under the heading 'New Articles' within the published circular) and the Company will not issue any certificates or credit CREST accounts in respect of them. The Deferred Shares will not be admitted to trading on any exchange. The rights of the New Ordinary Shares and the Deferred Shares will be set out in the New Articles proposed to be adopted by the Company. The purpose of the Capital Reorganisation is to reduce the nominal value of the Existing Ordinary Shares and to reduce the number of shares in issue.

For purely illustrative purposes, examples of the effects of the proposed Capital Reorganisation (should it be approved by Shareholders) are set out below:

Number of Existing Ordinary Shares of £0.01 each held	Number of New Ordinary Shares of £0.01 each following the Capital Reorganisation	Number of Deferred Shares of £0.009975 each following the Capital Reorganisation
400	1	400
4,000	10	4,000
40,000	100	40,000
400,000	1,000	400,000

It is likely that the Capital Reorganisation will result in fractional entitlements to a New Ordinary Share where any holding is not precisely divisible by 400. No certificates will be issued for fractional entitlements to New Ordinary Shares. Following the implementation of the Capital Reorganisation, certain shareholders may not have a proportionate shareholding of New Ordinary Shares exactly equal to their proportionate holding of Existing Ordinary Shares. Furthermore, any shareholders holding fewer than 400 Existing Ordinary Shares as at 6.00pm on the Record Date (as defined in the published circular) will cease to be a shareholder of ordinary shares in the Company. The minimum threshold to receive New Ordinary Shares will be 400 Existing Ordinary Shares.

The Company's articles of association permit the Directors to sell shares representing fractional entitlements arising from the proposed Capital Reorganisation. Any New Ordinary Shares in respect of which there are fractional entitlements will therefore be aggregated and sold for the best price reasonably obtainable on behalf of shareholders entitled to fractions. The Company will distribute the proceeds of sale in accordance with the Company's articles of association.

Share certificates in respect of the New Ordinary Shares will be issued following the Capital Reorganisation or, in the case of uncertificated holders, Euroclear UK and International Limited will be instructed to credit the CREST participant's account with New Ordinary Shares.

**Enquiries:**

**Hemogenyx Pharmaceuticals plc**

<https://hemogenyx.com>

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**About Hemogenyx Pharmaceuticals plc**

Hemogenyx Pharmaceuticals is a publicly traded company (LSE: HEMO) headquartered in London, with its US operating subsidiaries, Hemogenyx Pharmaceuticals LLC and Immugenyx LLC, located in New York City at its state-of-the-art research facility.

The Company is a clinical stage biopharmaceutical group developing new medicines and treatments to treat blood and autoimmune diseases. Hemogenyx Pharmaceuticals is developing several distinct and complementary product candidates, as well as platform technologies that it uses as engines for novel product development.

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