



HOOKIPA Pharma Announces Notice to Shareholders Regarding U.K. Disclosure Requirements

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NEW YORK and VIENNA, Austria, Jan. 07, 2025 (GLOBE NEWSWIRE) -- HOOKIPA Pharma Inc. (NASDAQ: HOOK, "HOOKIPA", the "Company"), a clinical-stage biopharmaceutical company developing next generation immunotherapeutics for the treatment of cancer and serious infectious disease, today announced a notice to shareholders regarding U.K. disclosure requirements.

HOOKIPA directs the attention of its shareholders to certain disclosure requirements applicable to the potential all-share acquisition by HOOKIPA of Poolbeg Pharma plc, which was announced on January 2, 2025. HOOKIPA's shares are admitted to trading on the NASDAQ Capital Market exchange.

The relevant disclosure requirements are set out in Rule 8 of the UK City Code on Takeovers and Mergers, which is published and administered by the UK Takeover Panel. In particular, Rule 8.3 of the Takeover Code requires that any person who is interested (directly and indirectly) in 1% or more of any class of relevant security of any party to the offer period must make (a) an Opening Position Disclosure and (b) a Dealing Disclosure if they deal in any relevant security of any party to the offer during an offer period. The Company's common stock, Class A common stock, Series A convertible preferred stock, Series A-1 convertible preferred stock and Series A-2 convertible preferred stock are relevant securities for the purposes of this offer period.

Further information about the Takeover Panel's disclosure regime is available at: <http://www.thetakeoverpanel.org.uk/disclosure>. If any HOOKIPA shareholder has any questions on these disclosure requirements, the Takeover Panel's Market Surveillance Unit will be happy to answer them and should be contacted on +44 (0) 20 7638 0129.

About HOOKIPA

HOOKIPA Pharma Inc. (NASDAQ: HOOK) is a clinical-stage biopharmaceutical company focused on developing next generation immunotherapeutics based on its proprietary arenavirus platform. The company's product candidates are designed to induce specific, robust and durable CD8+ T cells and antibodies to eliminate cancers and serious infectious diseases. HOOKIPA's pipeline includes biological therapies for oncology, targeting human papillomavirus type 16-positive (HPV16+) cancers, KRAS mutated cancers, and other targets. In addition, HOOKIPA has partnered with Gilead Sciences, Inc. to develop therapies that are intended to provide functional cures for hepatitis B virus (HBV) and human immunodeficiency virus-1 (HIV-1). Find out more about HOOKIPA online at www.hookipapharma.com.

Forward Looking Statements

Certain statements set forth in this press release constitute "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements can be identified by terms such as "anticipates", "believes", "expects", "plans", "potential", "will", "would" or similar expressions and the negative of those terms. Forward-looking statements in this press release include HOOKIPA's statements regarding the potential all-share acquisition by HOOKIPA of Poolbeg Pharma plc and the potential of its product candidates to improve the care of the patients it seeks to treat. Such forward-looking statements involve substantial risks and uncertainties that could cause HOOKIPA's research and clinical development programs, future results, performance or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the uncertainties inherent in the drug development process, including HOOKIPA's programs' early stage of development, the process of designing and conducting preclinical and clinical trials, plans and timelines for the preclinical and clinical development of its product candidates, including the therapeutic potential, clinical benefits and safety thereof, expectations regarding timing, success and data announcements of current ongoing preclinical and clinical trials, the ability to initiate new clinical programs, the risk that the results of current preclinical studies and clinical trials may not be predictive of future results in connection with current or future preclinical and clinical trials, including those for eseba-vec (also known as HB200), HB-700, HB-400 and HB-500, the regulatory approval processes, the timing of regulatory filings, the challenges associated with manufacturing drug products, HOOKIPA's ability to successfully establish, protect and defend its intellectual property, and HOOKIPA's ability to continue as a going concern and other matters that could affect the sufficiency of existing cash to fund operations. HOOKIPA undertakes no obligation to update or revise any forward-looking statements. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of the Company in general, see HOOKIPA's Annual Report on Form 10-K for the year ended December 31, 2023, as well as discussions of potential risks, uncertainties, and other important factors in HOOKIPA's subsequent filings with the U.S. Securities and Exchange Commission (SEC), which are available on the SEC's website at www.sec.gov and HOOKIPA's website at www.hookipapharma.com. All information in this press release is as of the date of the release, and HOOKIPA undertakes no duty to update this information unless required by law.

Important Additional Information

If a firm offer is made or the parties otherwise agree to binding terms with respect to the are pleased to announce that they have entered into non-binding discussions for an all-share acquisition by HOOKIPA of Poolbeg Pharma plc ("Poolbeg") (the "Potential Combination"), HOOKIPA expects to file a proxy statement on Schedule 14A, including any amendments and supplements thereto (the "Proxy Statement") with the SEC. To the extent the parties effect the Potential Combination as a scheme of arrangement under the laws of England and Wales (the "Scheme"), the Proxy Statement will include a Scheme Document and the offer and issuance of shares by HOOKIPA to Poolbeg shareholders would not be expected to require registration under the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the "Securities Act"), pursuant to an exemption provided by Section 3(a)(10) under the Securities Act. In the event that the parties determine to conduct the Potential Combination in a manner that is not exempt from the registration requirements of the Securities Act, HOOKIPA would file a registration statement with the SEC containing a prospectus with respect to the issuance of its shares. This announcement is not a substitute for the Proxy Statement or any other document that HOOKIPA may file with the SEC or send to its shareholders in connection with the Potential Combination. INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT (INCLUDING THE SCHEME DOCUMENT) ANY AMENDMENTS OR

SUPPLEMENTS THERETO AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE POTENTIAL COMBINATION, INCLUDING ANY DOCUMENTS INCORPORATED BY REFERENCE THEREIN, CAREFULLY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PARTIES TO THE SCHEME, THE POTENTIAL COMBINATION AND RELATED MATTERS.

The Proxy Statement, if and when filed, as well as HOOKIPA's other public filings with the SEC, may be obtained without charge at the SEC's website at www.sec.gov and at HOOKIPA's website at www.hookipapharma.com. HOOKIPA shareholders and investors will also be able to obtain, without charge, a copy of the Proxy Statement (including the Scheme Document) and other relevant documents (when available) by directing a written request to HOOKIPA Pharma Inc., Attn: Corporate Secretary, 350 Fifth Avenue, 72nd Floor, Suite 7240, New York, NY 10118, USA.

Participants in the Solicitation

HOOKIPA and its directors and executive officers may be deemed "participants" in any solicitation of proxies from HOOKIPA's shareholders with respect to the Potential Combination. Information regarding the identity of HOOKIPA's directors and executive officers, and their direct and indirect interests, by security holdings or otherwise, in HOOKIPA securities is contained in HOOKIPA's Definitive Proxy Statement on Schedule 14A for HOOKIPA's 2024 annual meeting of shareholders, which was filed with the SEC on April 26, 2024. Information regarding subsequent changes to the holdings of HOOKIPA's securities by HOOKIPA's directors and executive officers can be found in filings on Forms 3, 4, and 5, which are available on HOOKIPA's website at www.hookipapharma.com or through the SEC's website at www.sec.gov. Additional information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the Proxy Statement relating to the Potential Combination if and when it is filed with the SEC. The Proxy Statement, if and when filed, as well as HOOKIPA's other public filings with the SEC, may be obtained without charge at the SEC's website at www.sec.gov and at HOOKIPA's website at www.hookipapharma.com. Poolbeg's annual report for the year ended 31 December 2023, as well as Poolbeg's other regulatory announcements, may be obtained without charge at Poolbeg's website at www.poolbegpharma.com.

No Offer or Solicitation of Securities

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Potential Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

Availability of Other Information About HOOKIPA

Investors and others should note that we announce material financial information to our investors using our investor relations website, www.ir.hookipapharma.com, SEC filings, press releases, public conference calls and webcasts. We use these channels, as well as social media, to communicate with our investors and the public about our company, and other issues. It is possible that the information we post on social media could be deemed to be material information. Therefore, we encourage investors, the media, and others interested in our company to review the information we post on the social media channels listed on our investor relations website.

For further information, please contact:

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