

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

---

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**HOOKIPA PHARMA INC.**

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)

---

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 
- 
-

# Your **Vote** Counts!

**HOOKIPA PHARMA INC.**

2024 Annual Meeting

Vote by June 16, 2024

11:59 PM ET

HOOKIPA PHARMA INC.  
350 FIFTH AVENUE, SUITE 7240  
NEW YORK, NY 10118



V48187-P10312

## You invested in HOOKIPA PHARMA INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 17, 2024.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to June 3, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 17, 2024  
10:00 AM, EDT

Virtually at:

[www.virtualshareholdermeeting.com/HOOK2024](http://www.virtualshareholdermeeting.com/HOOK2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters. We encourage you to access and review the proxy materials before voting.

Voting Items	Board Recommendations
1. Election of Class II Directors <b>Nominees:</b> 01) Timothy Reilly 02) Malte Peters	✔ For
2. To ratify the selection of PwC Wirtschaftsprüfung GmbH as HOOKIPA Pharma Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2024.	✔ For
3. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of common stock from 200,000,000 shares to 400,000,000 shares.	✔ For
4. To authorize an amendment to the Company's Amended and Restated Certificate of Incorporation to effect a reverse stock split of the Company's common stock (with a proportionate reduction in the authorized number of shares of the Company's common stock), in the range of 1-for-2 to 1-for-10 at any time prior to June 17, 2025, if and as determined by the Company's board of directors.	✔ For

**NOTE:** To transact any other business that may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".