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Roquefort Therapeutics PLC  
13 September 2022

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13 September 2022

### **Roquefort Therapeutics plc**

("Roquefort Therapeutics" or the "Company")

### **Publication of Prospectus**

Roquefort Therapeutics (LSE:ROQ,OTCQB:ROQAF), the Main Market listed biotech company focused on early-stage opportunities in the biotechnology sector, is pleased to announce that, further to the conditional share sale and purchase agreement (the "**Acquisition Agreement**") with the shareholders of Oncogeni Limited (the "**Sellers**") as announced on 22 June 2022, the Company has today received approval from the FCA of its prospectus (the "**Prospectus**") and published its Prospectus in relation to the proposed acquisition of the entire issued share capital of Oncogeni Limited ("**Oncogeni**"), the conditional placing for new Ordinary Shares to raise gross proceeds of £1,015,000 (the "**Placing**") and the issue of Consideration Shares (as described below).

The Prospectus and an electronic copy of the Prospectus has been made available on the Company's website (<https://www.roquefortplc.com/category/shareholder-documents/>). The Prospectus will also be available for inspection at the National Storage Mechanism website: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

As announced on 22 June 2022 the Company entered into the Acquisition Agreement pursuant to which Roquefort Therapeutics agreed to acquire the entire issued share capital of Oncogeni for an aggregate consideration of £5,500,000 to be satisfied by the issue of 50,000,000 new ordinary shares in the Company ("**Consideration Shares**") to the Sellers (the "**Acquisition**"). The Acquisition is conditional, *inter alia*, on Admission (as described below) and a successful Placing.

The net proceeds of the Placing after expenses are estimated at £825,000 (the "**Net Placing Proceeds**"). The Net Placing Proceeds are intended to be used to fund the Oncogeni pre-clinical drug development programs and working capital.

The Company also confirms that it has allotted the 50,000,000 Consideration Shares at the issue price of £0.11 per New Ordinary Share and the 7,249,998 Placing Shares at the issue price of £0.14 per New Ordinary Share ("**New Ordinary Shares**"), conditionally on the admission of the New Ordinary Shares to the Official List by way of a Standard Listing and to trading on the London Stock Exchange's Main Market for listed securities ("**Admission**").

Applications are being made to the FCA and to the London Stock Exchange for the admission of the New Ordinary Shares to the Official List by way of a Standard Listing and to trading on the London Stock Exchange's Main Market for listed securities.

It is expected that Admission will become effective at or around 8.00 a.m. on 16 September 2022 and that dealings in the New Ordinary Shares will commence at that time.

The New Ordinary Shares will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares of the Company and will on issue be free of all claims, liens, charges, encumbrances and equities.

The Company confirms that with effect from Admission, the Company's issued share capital will comprise 129,149,998 ordinary shares of £0.01 each, with each share carrying the right to one vote. The Company does not hold any ordinary shares in treasury.

The above figure of 129,149,998 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or of a change to their interest in the Company under the FCA's Disclosure and Transparency Rules.

Terms used in this announcement shall, unless the context otherwise requires, be as defined in the announcement published by the Company on 22 June 2022 in relation to the Acquisition of Oncogeni and the Placing.

## **Expected Timetable of Principal Events**

Publication of the Prospectus	13
September 2022	
Completion of Acquisition	16
September 2022	
Issue of New Ordinary Shares	16
September 2022	
Admission and commencement of dealings	8.00
a.m. on 16 September 2022	
Ordinary Shares to be issued in uncertificated form credited	
to stock accounts in CREST	16
September 2022	
Share certificates despatched in respect of	
Ordinary Shares	3
October 2022	

*All times are London times unless stated otherwise*

**-Ends-**

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For further information on Roquefort Therapeutics, please visit [www.roquefortplc.com](http://www.roquefortplc.com)  
and @RoquefortTherap on Twitter.

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## **About Roquefort Therapeutics**

Roquefort Therapeutics (LSE:ROQ, OTCQB:ROQAF) is a Main Market listed biotech company developing products through the pre-clinical phase prior to partnering or selling to big pharma. The Company is focused on developing first in class drugs in the high value and high growth oncology segment.

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Publication of Prospectus

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Company Announcement - General

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