



RNS Number : 2856Z
Roquefort Therapeutics PLC
13 September 2022

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, THE REPUBLIC OF SOUTH AFRICA, ANY MEMBER STATE OF THE EEA (OTHER THAN THE UNITED KINGDOM) OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION.

FURTHER, THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE OR CONTAIN ANY INVITATION, SOLICITATION, RECOMMENDATION, OFFER OR ADVICE TO ANY PERSON TO SUBSCRIBE FOR, OTHERWISE ACQUIRE OR DISPOSE OF ANY SECURITIES IN ANY JURISDICTION.

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

All times are London times unless stated otherwise

-Ends-

Enquiries:

Roquefort Therapeutics plc

Stephen West (Chairman) +44 (0)20 3290
9339

Hybridan LLP (Joint Broker)

Claire Louise Noyce +44 (0)203 764
2341

Optiva Securities Limited (Joint Broker)

Christian Dennis +44 (0)20 3411
1881

Buchanan (Public Relations)

Ben Romney / Jamie Hooper / George Beale
+44 (0)20 7466
5000

For further information on Roquefort Therapeutics, please visit www.roquefortplc.com
and @RoquefortTherap on Twitter.

LEI: 254900P4SISIWOR9RH34

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.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@lseg.com or visit www.rns.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

PDIBXLFFLKLBBBZ

Anonymous (not verified)

Publication of Prospectus

32957643

A

Tue, 09/13/2022 - 11:08

LSE RNS

Company Announcement - General

ROQ