

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom (“**UK**”), is duly authorised under the Financial Services and Markets Act 2000, as amended (“**FSMA**”) or, if you are not resident in the UK, from another appropriately authorised independent financial adviser in your own jurisdiction.

This document comprises a supplementary prospectus (this “**document**” or this “**Supplementary Prospectus**”) relating to Hemogenyx Pharmaceuticals plc (“**Hemogenyx Pharmaceuticals**” or the “**Company**”) prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority (the “**FCA**”) (made under Section 73A of the FSMA) (the “**Prospectus Regulation Rules**”) and has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Regulation Rules.

This document has been approved by the FCA as competent authority under the UK version of Regulation (EU) 2017/1129 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”). The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation Rules. Such approval shall not be considered an endorsement of the issuer that is the subject of this Supplementary Prospectus. Such approval shall not be considered an endorsement of the quality of the securities that are the subject of this Supplementary Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus published by the Company on 29 January 2021 (the “**Prospectus**”) in connection with the Admission to the Official List of up to 6,000,000,000 New Ordinary Shares of £0.01 each (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the Main Market of the London Stock Exchange. Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

The Company and each of the Directors accept responsibility for the information contained in this Supplementary Prospectus and the Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus and the Prospectus is in accordance with the facts and this Supplementary Prospectus makes no omission likely to affect its import.



**Hemogenyx Pharmaceuticals plc**

*(Incorporated in England and Wales with registered number 08401609)*

**Supplement to the Prospectus dated 29 January 2021**

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A copy of this Supplementary Prospectus is available at the Company’s website, <https://hemogenyx.com> and the National Storage Mechanism of the FCA. Unless specifically incorporated by reference in this Supplementary Prospectus, neither the content of the Company’s website nor any website accessible by hyperlinks to the Company’s website is incorporated in, or forms part of, this Supplementary Prospectus.

This Supplementary Prospectus does not constitute an offer to sell or an invitation to purchase or subscribe for, or the solicitation of an offer or invitation to purchase or subscribe for, Ordinary Shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company. The distribution of this Supplementary Prospectus in or into jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Supplementary Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

None of the Ordinary Shares have been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the Ordinary Shares or the accuracy or the adequacy of this Supplementary Prospectus. Any representation to the contrary is a criminal offence in the United States.

The date of this Supplementary Prospectus is 12 May 2021.

This Supplementary Prospectus is a regulatory requirement under the UK Prospectus Regulation following the publication of the Company's annual report and financial statements for the financial year ended 31 December 2020. This Supplementary Prospectus has been approved for publication by the FCA.

## 1. PURPOSE OF THE SUPPLEMENTARY PROSPECTUS

This document constitutes a Supplementary Prospectus required under Prospectus Regulation Rules 3.4.1 and 3.4.2 and is supplemental to, and should be read in conjunction with, the Prospectus.

This Supplementary Prospectus is being published because there is a significant new factor concerning the information in the Prospectus, as briefly described in the paragraph below. This Supplementary Prospectus contains further details of that significant new factor.

Words and phrases defined in the Prospectus shall have the same meaning in this Supplementary Prospectus unless otherwise defined herein.

## 2. SIGNIFICANT NEW FACTOR – FINANCIAL INFORMATION ON THE COMPANY

The publication on 30 April 2021 of the Company's audited annual report and financial statements for the year ended 31 December 2020 (the "**2020 Annual Report**") constitutes a significant new factor relating to the financial information contained in the Prospectus. By virtue of this Supplementary Prospectus, the 2020 Annual Report is incorporated in, and forms part of, the Prospectus.

The Company's auditor, PKF Littlejohn LLP, has given an unqualified opinion that the 2020 Annual Report gives a true and fair view of the state of the Company's affairs and the profit or loss of the Company as at 31 December 2020 and has been properly prepared in accordance with international accounting standards in conformity with the Companies Act 2006 and international financial reporting standards adopted pursuant to Regulation (EC) No.1606/2002 as it applies in the European Union.

## 3. DOCUMENT INCORPORATED BY REFERENCE

To the extent that there is any inconsistency between any statement in or incorporated by reference in this Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in or incorporated by reference in this Supplementary Prospectus will prevail.

The information set out below relating to the Company is incorporated by reference in this document and is available as indicated above. As a result of the publication of the 2020 Annual Report, *Part XIII: Documents incorporated by reference* of the Prospectus is hereby supplemented as below.

The table below sets out the sections of the 2020 Annual Report which are incorporated by reference into, and form part of, this Supplementary Prospectus, and only the parts of the 2020 Annual Report identified in the table are incorporated into, and form part of, this Supplementary Prospectus. The parts of the 2020 Annual Report which are not incorporated into this Supplementary Prospectus by reference are either not relevant for investors or are covered elsewhere in this Supplementary Prospectus. To the extent that any part of any information referred to below itself contains information which is incorporated by reference, such information will not form part of this Supplementary Prospectus.

Reference Document	Section	Page numbers
<b>Annual Report for the year ended 31 December 2020</b>	Independent Auditors' Report	41-47
	Consolidated Statement of Comprehensive Income	48
	Consolidated Statement of Financial Position	49
	Company Statement of Financial Position	50
	Consolidated Statement of Changes in Equity	51
	Company Statement of Changes in Equity	52
	Consolidated Statement of Cash Flows	53
	Company Statement of Cash Flows	54
	Notes to the financial statements	55

#### 4. SUPPLEMENTS TO THE SUMMARY

As a result of the publication of the 2020 Annual Report, the information relating to the Company in the summary contained in the Prospectus is hereby supplemented as follows:

##### What is the key financial information regarding the issuer?

###### Selected historical financial information:

###### Summary Consolidated Statement of Comprehensive Income

	Year ended 31 December 2020 (Audited) £	Year ended 31 December 2019 (Audited) £	Year ended 31 December 2018 (Restated) £
Revenue	-	-	-
Administrative expenses	(2,043,633)	(1,589,407)	(1,630,222)
Depreciation	(106,753)	(94,726)	(51,805)
<b>Operating loss</b>	<b>(2,150,386)</b>	<b>(1,684,133)</b>	<b>(1,682,027)</b>
Other income	85,237	213,126	91,357
Finance Income	3,365	14,191	4,374
Finance costs	(33,239)	(31,328)	(1,779)
<b>Loss before Taxation</b>	<b>(2,095,023)</b>	<b>(1,488,144)</b>	<b>(1,588,075)</b>
<b>Loss attributable to:</b>			
Equity owners	(2,082,220)	(1,450,627)	(1,544,324)
Non-controlling interests	(12,955)	(2,517)	-
<b>Loss for the period</b>	<b>(2,095,023)</b>	<b>(1,453,144)</b>	<b>(1,544,324)</b>

###### Summary Consolidated Statement of Financial Position

	Year ended 31 December 2020 (Audited) £	Year ended 31 December 2019 (Audited) £	Year ended 31 December 2018 (Restated) £
<b>Non-Current Assets</b>			
Property, plant and equipment	222,858	123,922	173,943
Right to use asset	45,885	109,442	-
Deferred financing cost	223,615	-	-
Intangible asset	254,955	262,050	272,753
<b>Total Non-Current Asset</b>	<b>747,313</b>	<b>495,414</b>	<b>446,696</b>
<b>Current Assets</b>			
Trade and other receivables	104,972	55,804	90,475
Cash and cash equivalents	1,812,299	498,679	1,762,428
<b>Total Current Assets</b>	<b>1,917,271</b>	<b>554,483</b>	<b>1,852,903</b>
<b>Total Assets</b>	<b>2,664,584</b>	<b>1,049,897</b>	<b>2,299,599</b>
<b>Equity and Liabilities</b>			
Equity attributable to shareholders			
Paid-in Capital			
Called up capital	4,336,363	3,612,429	3,601,762
Share premium	9,990,965	7,699,789	7,340,267
Other reserves	764,815	399,229	620,059
Reverse asset acquisition reserve	(6,157,894)	(6,157,894)	(6,157,894)
Foreign currency translation reserve	(7,896)	53,223	37,047
Retained Earnings	(8,035,514)	(5,953,294)	(4,458,867)
Equity attributable to owners of the Company	890,838	(346,518)	959,166
Non-controlling interests	(15,158)	(2,517)	-
<b>Total Equity</b>	<b>875,680</b>	<b>(349,035)</b>	<b>959,166</b>
<b>Non-Current Liabilities</b>			
Lease liabilities	10,028	73,192	-
Borrowings	-	1,144,167	1,172,826
<b>Total Non-Current Liabilities</b>	<b>10,028</b>	<b>1,217,359</b>	<b>1,172,826</b>
<b>Current Liabilities</b>			
Trade and other payables	160,771	141,677	167,607
Borrowings	1,579,378	-	-
Lease liabilities	38,726	39,896	-
<b>Total Current Liabilities</b>	<b>1,778,875</b>	<b>181,573</b>	<b>167,607</b>
<b>Total Liabilities</b>	<b>1,788,903</b>	<b>1,398,932</b>	<b>1,340,433</b>
<b>Total equity and liabilities</b>	<b>2,664,584</b>	<b>1,049,897</b>	<b>2,299,599</b>

## Summary Consolidated Statement of Comprehensive Cash Flows

	Year ended 31 December 2020 (Audited) £	Year ended 31 December 2019 (Audited) £	Year ended 31 December 2018 (Restated) £
<b>Cash flows from operating activities</b>			
Loss for the period	(2,095,023)	(1,453,144)	(1,544,324)
Depreciation	106,753	94,726	51,805
Other non-cash items	172	-	-
Foreign exchange gain	(146,772)	20,745	(49,000)
Interest income	(3,365)	(14,191)	(4,374)
Interest expense	33,239	31,328	1,779
Compensation settled in shares	-	32,000	-
Share based payments	363,104	90,487	309,322
(Decrease) in trade and other payables	(35,738)	(17,880)	(98,670)
(Increase)/decrease in trade and other receivables	(21,397)	16,056	(19,266)
Prepaid and deposit	623	-	-
<b>Net cash used in operating activities</b>	<b>(1,798,404)</b>	<b>(1,199,873)</b>	<b>(1,352,728)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issuance of equity securities	3,183,270	-	4,993
Share issue costs	(168,160)	-	-
Proceeds from borrowings	461,776	-	1,175,915
Deferred financing costs	(223,615)	-	-
Payment of lease liabilities	(41,249)	(39,393)	-
<b>Net cash generated from (used in) financing activities</b>	<b>3,212,022</b>	<b>(39,393)</b>	<b>1,180,908</b>
<b>Cash flows from investing activities</b>			
Interest income	3,365	14,191	4,374
Purchase of property, plant & equipment	(173,047)	(11,918)	(24,589)
<b>Net cash generated from (used in) investing activities</b>	<b>(169,682)</b>	<b>2,273</b>	<b>(20,221)</b>
Net increase/(decrease) in cash and cash equivalents	1,243,936	(1,236,993)	(192,041)
Exchange rates on cash	69,684	(26,756)	77,814
Cash and cash equivalents in beginning of year	498,679	1,762,428	1,876,655
<b>Cash and cash equivalents at end of financial year</b>	<b>1,812,299</b>	<b>498,679</b>	<b>1,762,428</b>

### Brief description of any qualifications in the audit report

The audit report for the financial statements for the year ended 31 December 2019 contained an emphasis of matter highlighting that a material uncertainty exists in relation to the Group's need for additional equity or non-dilutive funds in the medium term to support its operations that may cast significant doubt on the Company's ability to continue as a going concern. The auditors' opinion is not modified in respect of this matter. There are no qualifications in the audit opinion on historical financial information for the year ended on 31 December 2020, which is incorporated by reference.

## 5. SIGNIFICANT CHANGE

As a result of the publication of the 2020 Annual Report, paragraph 11 entitled "Significant Change" on page 55 of the Prospectus is hereby updated and superseded by the following:

*"Other than the Company issuing (i) the First Tranche under the Mint Subscription Agreement; (ii) 7,741,935 Ordinary Shares to Cazadores Investments Limited in settlement of an arrangement fee due in connection with the Facility; and (iii) 81,815,576 Ordinary Shares to Mint Capital Advisors Ltd, following conversions of Convertible Loan Notes with an aggregate principal amount of £3,400,000, there has been no significant change in the financial position or financial performance of the Group since 31 December 2020, being the end of the last financial period for which audited financial information has been published."*

## 6. WITHDRAWAL RIGHTS

In accordance with Prospectus Regulation Rule 3.4.1 and Article 23 of the UK Prospectus Regulation, where a supplementary prospectus has been published and, prior to publication, a person has agreed to purchase or subscribe for securities to which the supplementary prospectus relates, that have not yet been delivered to the investor at the time of publication of the supplementary prospectus, they may withdraw their acceptance before the end of the period of two working days beginning with the first working day after the date on which the supplementary prospectus is published.

## **7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of this Supplementary Prospectus may be viewed on the Company's website at <https://hemogenyx.com/investors/company-profile/company-information> and, subject to any COVID-19 restrictions, at the Company's registered office, 5 Fleet Place, London, EC4M 7RD, during usual business hours on any day (except Saturdays, Sundays and public holidays) from the date of the document until 28 January 2022. This Supplementary Prospectus may also be viewed on the National Storage Mechanism (NSM) of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

## **8. RESPONSIBILITY**

The Company and the Directors, whose names appear below, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus and the Prospectus is in accordance with the facts and this Supplementary Prospectus makes no omission likely to affect its import.

*Directors:*

Professor Sir Marc Feldmann (Chairman)

Dr Vladislav Sandler (Chief Executive Officer and Co-Founder)

Peter Redmond (Non-Executive Director)

Alexis Sandler (Non-Executive Director and Co-Founder)

## **9. GENERAL**

To the extent that there is any inconsistency between any statement in or incorporated by reference in this Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in or incorporated by reference in this Supplementary Prospectus will prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

This Supplementary Prospectus is dated 12 May 2021.