

RNS Miscellaneous

## Investment in Motif Bio Plc

### ADAMS PLC

Released 07:00:02 27 May 2021

RNS Number : 9555Z  
Adams PLC  
27 May 2021Adams plc  
("Adams" or the "Company")

#### **Investment in Motif Bio Plc ("Motif Bio") to be renamed BiVictriX Therapeutics Plc upon readmission to AIM**

The Directors announce that, further to the announcement made on 26 May 2021 by Motif Bio referred to below, Adams has committed to subscribe for 2,500,000 new ordinary shares of 2.2p each in Motif Bio ("New Ordinary Shares") at a price of 20 pence per share for a total cash consideration of £500,000 under a conditional placing agreement.

The announcement released by Motif Bio on 26 May 2021 discloses that it has entered into a conditional contract for the acquisition of the entire issued share capital of BiVictriX Therapeutics Limited ("BiVictriX") for an aggregate consideration of £5,500,608 to be satisfied by the issue of New Ordinary Shares in Motif Bio and cash, and that it has also conditionally raised gross proceeds of £10.1 million by way of a placing and subscription issue of 50,500,000 New Ordinary Shares to new and existing shareholders.

The acquisition of BiVictriX constitutes a "reverse takeover" under Rule 14 of the AIM Rules for Companies, and accordingly is subject to the approval of Motif Bio shareholders, which is being sought at a General Meeting convened for 14 June 2021.

As part of the above acquisition and fundraising proposals, the Motif Bio directors believe that it is in the best interests of the company for there to be a share consolidation (the "Share Consolidation") of 1 New Ordinary Share for every 220 existing ordinary share of 0.01p in Motif Bio ("Existing Ordinary Shares") to reduce the number of ordinary shares in issue, which will then comprise the New Ordinary Shares of 2.2p each, and thereby increase the share price with a view to decreasing the spread between the bid and offer prices.

The placing is conditional, amongst other things, upon the proposed reverse acquisition by Motif Bio of BiVictriX and its readmission to trading on AIM under the new name BiVictriX Therapeutics Plc having become effective at or around 8.00 a.m. on 15 June 2021 or such later time and date as Motif Bio and its broker agent, SP Angel, may agree (being not later than 8.00 a.m. on 2 July 2021).

Following the Share Consolidation and assuming the maximum number of New Ordinary Shares are issued pursuant to the above BiVictriX acquisition and fund raise proposals, the issued ordinary share capital of Motif Bio will comprise 80,979,876 New Ordinary Shares upon readmission to trading on AIM.

Adams's holding of 2,500,000 New Ordinary Shares in Motif Bio will represent 3.09% of the company's maximum number of 80,979,876 New Ordinary Shares in issue upon readmission to trading on AIM as BiVictriX Therapeutics Plc, which is currently expected to take place on or around 15 June 2021.

Adams is expected to have remaining cash balances of approximately £2.69 million following this investment.

Richard Griffiths, who has an interest in 80.3% of Adams' issued share capital, has no current interest in Motif Bio shares but is also subscribing in his personal capacity for 2,500,000 New Ordinary Shares in Motif Bio under the Placing at a price of 20 pence per share for a consideration of £500,000. Following completion of the Placing, Mr Griffiths will have a total interest in 5,000,000 New Ordinary Shares, including those shares held by Adams, representing 6.17% of the enlarged share capital of Motif Bio as renamed BiVictriX Therapeutics Plc.

#### **About Motif Bio**

Motif Bio was incorporated in England on 20 November 2014 and was admitted to trading on AIM in April 2015. Motif Bio was a drug discovery and development company with a specific focus on its antibiotic product candidate, iclaprim, a treatment for acute bacterial skin and skin structure infections. However, following regulatory drug approval setbacks in 2019 and faced with challenging capital markets for companies with antibiotic products at that time, Motif Bio executed a restructuring which involved, amongst other things, the orderly sale/wind down of Motif Bio, Inc., its wholly owned subsidiary which held all iclaprim-related assets and operations. This restructuring was approved by Motif Bio's shareholders at a General Meeting in November 2019 and resulted in Motif Bio being reclassified as an AIM Rule 15 cash

shell on 28 January 2020. The company then began searching for an appropriate reverse takeover candidate to deliver value to its shareholders which has culminated in the proposed reverse acquisition of BiVictriX.

The last filed accounts for Motif Bio are for the year ended 31 December 2020 and include a loss after tax of US\$0.73 million, mainly reflecting general and administrative expenses, together with net assets at that year end of US\$0.46 million, inclusive of cash balances US\$0.46 million.

#### **About BiVictriX**

BiVictriX is a UK-based oncology-focused rapidly emerging biotechnology company applying a novel approach to develop safer, more effective cancer therapies. It has developed Bi-Cygni<sup>®</sup> therapeutics, which are uniquely selective for particular cancer types, to enable higher dosing and more aggressive cancer eradication without causing harmful side-effects. BiVictriX's Bi-Cygni<sup>®</sup> technology focuses on an area of unmet medical need. BiVictriX's lead development programme, BVX001, is considered to represent a first-in-class Bi-Cygni<sup>®</sup> ADC, targeting the cancer-specific co-expression pattern of CD7 and CD33, with early preclinical validation demonstrated in AML models. AML is the most common form of adult leukaemia, (representing approximately 80 per cent. of cases) and is one of the most aggressive forms of cancer, often presenting with a fulminant clinical course. With chances of long-term survival still dismally low, AML represents an urgent unmet medical need and the global ADC market represents one of the fastest growing markets in the oncology sector. The market was valued at US\$1.57 billion in 2017 and is set to grow rapidly with forecasts estimating the sector will be worth US\$9.93 billion by 2025.

As part of the reverse acquisition and fundraise proposals, the enlarged group will receive net proceeds of approximately £9 million (after deducting expenses) which are expected to be used to accelerate the lead optimisation of BVX001 to reach key preclinical milestones on efficacy and safety, as well as to expand BiVictriX's early-stage pipeline to include two additional candidates with preclinical proof of concept. In addition, the aim is to grow BiVictriX's intellectual property portfolio to add further protection around the lead programme potential avenues for platform intellectual property generation and defensibility of BiVictriX's approach. The directors of the enlarged group believe the Bi-Cygni<sup>®</sup> approach can be applied to build a diverse pipeline of first-in-class therapeutics across the wider spectrum of immunotherapeutic platforms, addressing key unmet medical needs in the market. BiVictriX's ambition is to validate the Bi-Cygni<sup>®</sup> approach within a panel of difficult-to-treat cancer indications to demonstrate to the market the wide applicability of the concept, building the enlarged group into a global leader in this field.

Further information regarding BiVictriX's development to date, the strategy of the enlarged group and the market for ADC's is set out in Part II of the Motif Bio notice of general meeting document dated 26 May 2021 and which can be found on the Motif Bio website [www.motifbio.com](http://www.motifbio.com).

The last filed accounts for BiVictriX are for the year ended 31 December 2020 and include a loss after tax of approximately £0.43 million, reflecting the continued investment in development in that year, together with net assets at that year end of £0.07 million, inclusive of cash balances of £0.86 million.

Further information on Motif Bio is available on the Motif Bio website [www.motifbio.com](http://www.motifbio.com) and further information on BiVictriX is available on the BiVictriX website [www.bivictrix.com](http://www.bivictrix.com).

Certain information contained in this announcement would have been deemed inside for the purposes of the UK Market Abuse Regulation and the Directors of the Company are responsible for the release of this announcement.

#### **Enquiries:**

##### **Adams plc**

Mike Bretherton Tel: +44 1534 719761

##### **Nomad - Cairn Financial Advisers LLP**

Sandy Jamieson, James Caithie Tel: +44 207 213 0880

##### **Broker - Peterhouse Capital Limited**

Heena Karani/Duncan Vasey Tel: +44 207 469 0933

#### **Caution regarding forward looking statements**

Certain statements in this announcement, are, or may be deemed to be, forward looking statements. Forward looking statements are identified by their use of terms and phrases such as "believe", "could", "should", "envisage", "estimate", "intend", "may", "plan", "potentially", "expect", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These forward looking statements are not based on historical facts but rather on the Directors' current expectations and assumptions regarding the Company's future growth, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities. Such forward looking statements reflect the Directors' current beliefs and assumptions and are based on information currently available to the Directors.

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](mailto:rns@lseg.com) or visit [www.rns.com](http://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

MSCBRGDUGSDDGBL

---

**London Stock Exchange plc is not responsible for and does not check content on this Website. Website users are responsible for checking content. Any news item (including any prospectus) which is addressed solely to the persons and countries specified therein should not be relied upon other than by such persons and/or outside the specified countries. [Terms and conditions](#), including restrictions on use and distribution apply.**

---

© 2021 London Stock Exchange plc. All rights reserved.