Affidavit Pursuant to 16 C.F.R. § 803.5(b)

I am Chief Executive Officer of PNO Pharmaceutical Company. I am authorized to make this declaration on behalf of PNO Wellness plc ("PNO"), the Acquiring Person.

A Purchase Agreement between PNO and Beta, Inc. was executed on January 10, 2025, pursuant to which PNO will acquire 100% of the voting securities of New York Originators, Inc. from Beta, Inc.

PNO has the good faith intention to complete the transaction that is the subject of this Notification and Report Form.

Pursuant to 28 U.S. Code § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on February 20, 2025.

Marta Jones

Marta Jones

Acquiring Person

FEE INFORMATION						
Total Filing Fee: Select Filing Fee.	Total Filing Fee: Select Filing Fee. Paid By: ⊠ Acquiring Person □ Acquired Person □ Both					
Name of Payer		Amount Paid	Check Number	EWT Institution 8	Confirmation Number	
PNO Pharmaceutical Company		\$265,000.00	N/A	US Bank 1234567	89	
GENERAL INFORMATION						
Post-Consummation Filing? Cash Tender Offer? Bankruptcy?	 ☐ Yes ☐ Yes ☐ No ☐ Yes ☐ No 					
Do you request early termination (Grants of early termination are put			TC website.)			
ULTIMATE PARENT ENTI	TY (UPE) INFO	RMATION				
► UPE Details						
Name: PNO Wellness plc						
Headquarters Address: 1212 Mu	lberry Street		Addre	ss Line 2: Suite 900		
City: London	Sta	te: Zip C	ode: W11 2BQ	_ Country: England	I	
Website: www.pnowellness.com _						
Entity Type, The LIDE of the cons	iring paragon is a(p)	3				
Entity Type: The UPE of the acqu ☐ Corporation ☐ Unincor	porated Entity	☐ Natural Person	□ Other (Sp	ecify)·		
2 corporation 2 crimicon	poration Emily	- Natarar Forcer				
FILING MADE ON BEHALF OF THE U	PE			Iress of filing notifices, City, State, Zip Co	ation entity, if different than UPE de, and Country)	
☐ Not Applicable.			PNO Pharmace	PNO Pharmaceutical Company		
	half of the ultimate	parent entity by another	700 Main Stree	700 Main Street		
entity within the same person	authorized by it to f	ile pursuant to § 803.2(a	a). Atlanta, GA 303	Atlanta, GA 30301 United States		
☐ This report is being filed on be	half of a foreign per	son pursuant to § 803.4				
	PRIMARY	HSR REPORT CONTACT	SECONDARY HS	SR REPORT CONTACT	SECOND REQUEST CONTACT	
Name:	Samantha S	Scott	Harold Rodino		Samantha Scott	
Firm/Company:	M&A, LLP		M&A, LLP		M&A, LLP	
Address:	5252 Lafaye	ette Avenue, Suite 1	5252 Lafayette	Avenue, Suite 1	5252 Lafayette Avenue, Suite 1	
City, State, Zip Code:	New York, N	NY 10001	New York, NY	10001	New York, NY 10001	
Country:	United State	es	United States		United States	
Telephone Number:	212-555-55	55	212-555-5555		212-555-5555	
E-Mail Address:	sscott@mar	ndalaw.com	hrodino@mand	dalaw.com	sscott@mandalaw.com	

UPE Annual Reports and Financial Information		
Central Index Key (CIK) Number 0000123456		
Annual/Audit Report Document # or Link	www.pnowellness.com/uploads/annualreport	
Date of Annual/Audit Report	12/31/2024	

Does the person filing notification stipulate that the acquiring person meets the size of person test? See 15 U.S.C. § 18a(a).

 $\hfill\Box$ Yes, the lower size of person test

□ N/A

MINORITY SHAREHOLDERS OR INTEREST HOLDERS

 \square None

Entity	Minority Holder & D/B/A Name	HQ Address	Percent Held
PNO Holding Company I	B Fund 1 (d/b/a The Healers)	555 Everly Way, New York, NY 10001	49%

► Acquiring Person Structure

ENTITIES WITHIN THE ACQUIRING PERSON

Company or Operating Business d/b/a Name(s):				
Entity Name	City	State	Zip Code	Country
PNO Holding Company I	Atlanta	GA	30301	USA
PNO Pharmaceuticals d/b/a PNO Pharma	Atlanta	GA	30301	USA
NY Acquisition Sub, LLC	Atlanta	GA	30301	USA

Company or Operating Business d/b/a Name(s):				
Entity Name	City	State	Zip Code	Country
PNO Holding Company II	Atlanta	GA	30301	USA
PNO Herbal Supplements d/b/a Herb	Atlanta	GA	30301	USA

ANNUAL REPORTS AND AUDIT REPORTS

Acquiring Entity or Overlapping Entity	Central Index Key (CIK) Number	Annual/Audit Report File Name or Link	Date of Annual/Audit Report
PNO Pharmaceutical Company	0000654321	A-1 Annual Financial Statement	12/31/2024

► Additional Acquiring Person Information

OWNERSHIP STRUCTURE

Description of the ownership structure of the acquiring entity	NY Acquisition Sub, LLC is wholly owned by PNO Pharmaceutical Company, which is wholly owned by PNO Holding Company I. PNO Wellness plc holds 51% of PNO Holding Company I. The remaining 49% is held by B Fund 1.
Document # of organizational chart for fund or MLP (or N/A)	N/A

OFFICERS AND DIRECTORS

Name of Entity Within Acquiring Person	Name of Officer or Director	Title	List of Other Entities
PNO Holding Company 1	William Pierce	Vice Chair	B Fund 1

TRANSACTION INFORMATION

▶ Parties

Acquiring UPE(s)	ACQUIRED UPE(s)
Name: PNO Wellness plc	Name: Beta, Inc.
Address: 1212 Mulberry Street	Address: 450 Capital Boulevard
Address Line 2: Suite 900	Address Line 2:
City, State, Zip Code: London W11 2BQ	City, State, Zip Code: Albany, NY 12201
Country: United Kingdom	Country: United States
Website: www.pnowellness.com	Website: www.betacompany.com
ACQUIRING ENTITY(IES) - (Tab to add additional "Acquiring Entity" entries.)	TARGET - (Tab to add additional "Target" entries.)
Name: NY Acquisition Sub, LLC	Name: New York Originators, Inc.
Address: 7000 Main Street	Address: 6820 Washington Avenue
Address Line 2:	Address Line 2:
City, State, Zip Code: Atlanta, GA 30301	City, State, Zip Code: New York, NY 10001
Country: United States	Country: United States
Website:	Website: www.nycoriginators.com

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Pransaction Details			
Is this transaction subject to § 801.30?	☐ Yes, Specify Type(s)		⊠ No
TRANSACTION TYPE			
Check all that apply:			
 △ Acquisition of voting securities ☐ Acquisition of non-corporate interests ☐ Acquisition of assets ☐ Merger (see § 801.2) ☐ Consolidation (see § 801.2) ACQUISITION DETAILS	(s □ A □ S □ A	ormation of a joint venture, other corpo ee §§ 801.40 and 801.50) cquisition subject to § 801.31 econdary acquisition subject to § 801.4 cquisition subject to § 801.2(e) ther, specify	
Percentage of voting securities already held % 0	Percentage of non-corporate interests already held % 0		
Value of voting securities already held (\$MM) \$ 0	Value of non-corporate interests already held (\$MM) \$ 0		
Total percentage of voting securities to be held as a result of the acquisition % 100	Total percentage of non-corporate to be held as a result of the acquisition % 0		
Total value of voting securities to be held as a result of the acquisition (\$MM)	Total value of non-corporate securities to be held as a result of the acquisition (\$MM)	Total value of assets to be held as a result of the acquisition (\$MM)	Aggregate total value (\$MM)
\$ 570.00	\$0	\$0	A 570.00

☐ \$100 million (as adjusted)

NOTIFICATION THRESHOLD

☐ \$50 million (as adjusted)

☐ \$500 million (as adjusted)

 \square N/A

⊠ 50%

□ 25%

▶ Transaction Description

BUSINESS OF THE ACQUIRING PERSON	PNO Wellness plc (PNO") is a global manufacturer of pharmaceutical products across general and specialty medicines and herbal supplements. PNO's pharmaceutical product profile includes prescription medications in cardiology, endocrinology, hematology, and oncology. PNO's supplement business manufactures products derived from whole plants to promote health and support body functions.
BUSINESS OF THE TARGET	NY Originators, Inc. ("NYO") is a research and development group founded with the goal of developing new treatments for cancer. NYO also manufactures an immunotherapy drug.
NON-REPORTABLE UPE(s)	[none]
	Pursuant to a Purchase Agreement dated January 10, 2025, PNO will acquire 100% of the voting securities of NYO from Beta, Inc. ("Beta") for approximately \$570 million. In addition, PNO and Beta will enter into a supply agreement. PNO has created an acquisition vehicle, NY Acquisition Sub, LLC, for the purposes of consummating the transaction.
TRANSACTION DESCRIPTION	Consummation of the transaction is scheduled to take place as soon as practicable, and is contingent upon, among other things, satisfactory completion of the conditions outlined in the Purchase Agreement, including the expiration or early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.
	Project New York and Project NYO are code names for the transaction.

RFI	ATFD	TRANS	SACT	IONS

Does the transaction that is the subject of this filing have related filings?	☐ Yes	⊠ No	☐ Unknown
If the transaction has related filings, indicate whether the related filing(s)	(choose all t	hat apply):	
\square Is a principal transaction that triggers one or more shareholder	□ Is a j	oint venture	
backside transactions	□ Is a c	consolidation	
☐ Is a shareholder backside transaction	☐ Is an	exchange of	assets
☐ Has more than one acquiring UPE	☐ Has o	one or more f	ilings in the alternative
☐ Has more than one acquired UPE	☐ Othe	r, explain:	
☐ Has more than one reportable step			
Party Names or Transaction Numbers for Related Transactions:			

ransactions Subject to International Antitrust Notification

Has (or will) a non-U.S. antitrust or competition authority been (or be) notified of the transaction? \square No

Jurisdiction	Date Notified
United Kingdom Competition & Markets Authority	Est. February 2025

► Additional Transaction Information

TRANSACTION RATIONALE ☐ Not applicable, select 801.30 transaction	NYO's unique platform for developing XYZ inhibitors will serve to accelerate PNO's entry into the market – fast-tracking drug development across solid tumors and hematologic malignancies.
	Project New York Investment Thesis
	Harness Innovation - Leverage NYO's unique drug development technology platform - Implement NYO's innovative approaches to R&D to drive progress and competitive advantage
	Accelerate Commercialization & Expand Product Portfolio - Utilize PNO's government affairs office to facilitate FDA review/approval of target molecules - Leverage PNO's marketing expertise to support new product commercialization
	Reduce Costs and Increase Revenues - Maximize economies of scale across company verticals (marketing, med affairs, etc.) - Develop bundled offerings to realize synergies across the continuum of care
DOCUMENT NUMBERS RELATED TO TRANSACTION RATIONALE	D-1, at 2; D-3, at 4-5; D-4, at 2; D-5, at 6-7; D-8, at 7-10
DOCUMENT # FOR TRANSACTION DIAGRAM ☐ Not applicable, select 801.30 transaction	C-1 (Transaction Diagram)

▶ Joint Ventures

Complete only if acquisition is the formation of a joint venture corporation or unincorporated entity

⋈ Not Applicable

CONTRIBUTIONS TO BE MADE	
DESCRIPTION OF CONSIDERATION	
DESCRIPTION OF THE BUSINESS OF THE JOINT VENTURE	

JOINT VENTURE NAICS CODES

6-Digit Code	Code Description

▶ Business Documents

TRANSACTION RELATED DOCUMENTS

Privileged	Document #	Document Title	Estimated Date	Author/Title
	D-1	PNO Wellness Board Presentation re Project New York	October 9, 2024	Marta Jones, CEO, PNO Pharma
	D-2	Market Share Analysis	November 6, 2024	James Jones, EVP of U.S. Strategy, PNO Pharma
	D-3	Management Presentation	September 12, 2024	Earl James, VP of Corporate Development, PNO Pharma
	D-4	Report on Project New York, presentation to Chloe Lewis	August 15, 2024	Allen Dexter, Manager, PNO Pharma
	D-5	Analysis of Project New York	August 22, 2024	Chloe Lewis, Senior Manager, PNO Pharma
	D-6	Confidential Information Memorandum presented to PNO Wellness	July 11, 2024	M&A Advisory Firm, received by Chloe Lewis, CEO, PNO Pharma
	D-7	Banker's Presentation to PNO Wellness	July 18, 2024	Coal Hill Bank, received by Chloe Lewis, CEO, PNO Pharma

2,	Chet Oswald, VP Research & Development, PNO Pharma

Date: 2/21/2025

D-8	Pharma	2024	Development, PNO Pharma
D-9	Email exchange	December 4-2, 2024	Between Marta Jones, CEO, PNO Pharma, and Chloe Lewis, Senior Manager, PNO Pharma

PLANS AND REPORTS

☐ Not Applicable, Select 801.30 Transaction

Privileged	Document #	Document Title	Estimated Date	Author/Title
	E-1	PNO Quarterly Review	April 15, 2024	Prepared under the supervision of Roger Tyler, VP Marketing, PNO Pharma
	E-2	PNO Quarterly Review	July 15, 2024	Prepared under the supervision of Roger Tyler, VP Marketing, PNO Pharma
	E-3	PNO Quarterly Review	October 14, 2024	Prepared under the supervision of Roger Tyler, VP Marketing, PNO Pharma
	E-4	PNO Quarterly Review	Jan 14, 2025	Prepared under the supervision of Roger Tyler, VP Marketing, PNO Pharma
	E-5	Performance Report	April 15, 2024	Jane Lannister, VP Sales, PNO Pharma
	E-6	Performance Report	July 15, 2024	Jane Lannister, VP Sales, PNO Pharma
	E-7	Performance Report	October 14, 2024	Jane Lannister, VP Sales, PNO Pharma
	E-8	Performance Report	Jan. 14, 2025	Jane Lannister, VP Sales, PNO Pharma
	E-9	Annual Strategic Plan	March 22, 2024	Marta Jones, CEO, PNO Pharma
	E-10	Fact Sheet	August 26, 2024	Roberta Tyrell, Secretary, PNO Pharma
	E-11	Competitor Analysis	March 9, 2024	Pharma Consultants, LLC, received by Roger Tyler, VP Marketing, PNO Pharma
	E-12	R&D Report	February 25, 2024	Chet Oswald, VP Research & Development, PNO Pharma

Privilege Log Document #

G-1 (Privilege Log)

▶ Agreements

TRANSACTION-SPECIFIC AGREEMENTS

☐ Not Applicable, 801.30 or Bankruptcy

Document # Document Title	
F-1	Purchase Agreement between PNO Wellness plc and Beta, Inc., dated January 10, 2025
F-2	Draft Covenant Not to Compete and Non-Solicitation Agreement
F-3	Supply Agreement between PNO Wellness plc and Beta, Inc., dated January 10, 2025

OTHER AGREEMENTS BETWEEN THE ACQUIRING PERSON AND TARGET

Does the acquiring person have (or within one year of filing, had) any agreements with the target?

oximes No oximes Yes (provide details below)

Has Type of	Agreement	Туре
☐ Yes	□ No	Agreement with non-compete or non-solicitation terms between the acquiring person and target
☐ Yes	□ No	Lease
☐ Yes	□ No	Licensing Agreement
☐ Yes	□ No	Master Service Agreement
☐ Yes	□ No	Operating Agreement
☐ Yes	□ No	Supply Agreement
☐ Yes	□ No	Other

Name of Acquiring Person UPE: PNO Wellness plc Date: 2/21/2025

COMPETITION DESCRIPTIONS

☐ Not Applicable, Select 801.30 Transaction

▶ Overlap Description

Briefly describe the acquiring person's principal categories of products or services.

PNO manufactures drugs in four therapeutic areas:

Cardiac drugs used to treat medical conditions associated with the heart and circulatory system.

Endocrinology medications used to treat disorders of the endocrine system and metabolism.

Hematologic drugs that act on blood and blood-forming organs and are used to treat anemia, bleeding disorders, and blood clots.

Oncology drugs used to treat cancer, including chemotherapy agents, targeted therapies, and immunotherapies.

PNO manufactures the following herbal supplements in capsule, tablet, liquid, and powder form: Echinacea, Garlic, Gingko Biloba, and Ginseng.

List and briefly describe current and known planned products or services that compete (or could compete) with the target. (See Instructions)

TYROSINE KINASE INHIBITORS - growth blockers that prevent cancer cells from growing and dividing.

Adedog (adalinimib) - ABC inhibitor Lester (leslinimib) - DEF inhibitor Cynthate (cynthinimib) - GHI inhibitor

CHEMOTHERAPIES – drugs to target and kill fast-growing cancer cells.

Fancimate (ericatere) - antimitochondrate Cutate (chalrotere) - totallytubularite

IMMUNOTHERAPIES - biological therapies that use the body's immune system to slow, stop and kill cancerous cells.

Smartate (isabelamab) - USY-ate Pufuda (pufimab) - PDY-ate Belaball (baelimab) - BLB-ate

Competing Product or Service Details

□ None

Product or Service:

Sales (\$): 1,100 MM

Oncology Drugs

Categories of Customers: National distributors of oncological pharmaceuticals and related products

Top 10 Customers Overall:

- 1. ABB Health
- 2. CDD Wholesalers
- 3. BCC Cares
- 4. EFF Supply
- 5. DEE Distributors
- XYZ Caredrop
- 7. JKF Drug Distributors
- 8. GGH Wholesalers
- 9. PHC Express
- 10. LMN Opie

Top 10 Customers by Category:

[See above]

Name of Acquiring Person UPE: PNO Wellness plc	Date: 2/21/2025
------------------------------------------------	-----------------

► Supply Relationships Description

RELATED SALES

List and briefly describe the acquiring person's products, services, or assets that are supplied to the target or a business that competes with the target. (See Instructions)

PNO Wellness supplies the following uncompounded botanicals for use in clinical trials for the development of cancer drugs – babbinka, a class of vegetable alkaloids, and bukko, a type of agar agar.

Product, Service, or Asset Deta	ils	□ None
Product, Service, or Asset:	Sales to Target (\$): 0	
	Sales to Target's Competitors (\$): 11 MM	
	Top 10 Customers:	
	CerDev Medical	
	Description of Supply or Licensing Agreement:	
	Supply Agreement between PNO Wellness and CerDev Medical dated March 9, 2024, pursuant to supply certain uncompounded plant-based medicinal chemicals to CerDev Medical for a term of up	
RELATED PURCHASES		
List and briefly describe the prowith the target. (See Instruction	oducts, services, or assets that are purchased by the acquiring person from the target or a busins)	ness that competes
Product, Service, or Asset Deta	ils	⊠ None
Product, Service, or Asset:	Purchases from Target (\$):	
	Purchases from Target's Competitors (\$):	
	Top 10 Suppliers:	
	Description of Purchase or Licensing Agreement:	
DEVENUE AND OVERLAND		
REVENUE AND OVERLAI	² \$	
Does the acquiring person have	• US revenue? ⊠ Yes □ No, explain:	
► NAICS Codes		

6-Digit Code	Code Description Operating Business		<\$10MM	\$10MM - \$100MM	\$100MM - \$1B	>\$1B	Overlap
325411	Medicinal and Botanical Manufacturing	PNO Pharmaceutical Company				Х	
325411	Medicinal and Botanical Manufacturing	PNO Herbal Supplements		Х			

► Controlled Entity Geographic Overlaps

STATE LEVEL REPORTING ☐ None

NAICS Code	Code Description	Operating Business and D/B/A Name(s)	Person or Associate?	States and Total Number
325411	Medicinal and Botanical Manufacturing	PNO Pharmaceutical Company (d/b/a PNO Pharma)	Person	National
325411	Medicinal and Botanical Manufacturing	PNO Herbal Supplement (d/b/a Herb)	Person	National
325411	Medicinal and Botanical Manufacturing	MedDev Inc.	Associate	National

⊠ None STREET LEVEL REPORTING

NAICS Code and Description:								
Operating Business and D/B/A Name(s)	Person or Associate	State	County	ZIP Code	Street Address			

► Minority-Held Entity Overlaps

⊠ None

Entity Held and D/B/A Name(s)	Percentage Held	Held By	Person or Associate?	NAICS Code or Industry Overlap with Target

▶ Prior Acquisitions

☐ None

Overlapping 6-Digit NAICS Code and Description or Overlap Product or Service Description	Acquired Entity and Former HQ Address	Transaction Type	Consummation Date
325411 Medicinal and Botanical Manufacturing	Nevada Drug Company 400 Lucky Boulevard Las Vegas, NV 89101	Asset acquisition	June 14, 2022

ADDITIONAL INFORMATION

► Subsidies from Foreign Entities or G	overnments of Concern	
Subsidies		$oxtimes$ None $\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oonname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oorname{\oo$
Entity or Government	Descri	ption
COUNTERVAILING DUTIES IMPOSED		⊠ None □ Yes (provide details below)
Product	Duty Imposed	Jurisdiction
COUNTERVAILING DUTY INVESTIGATIONS		⊠ None □ Yes (provide details below)
Product	Jurisdiction Condu	cting Investigation

Name of Acquiring Person UPE: PNO Wellness plc	Date: 2/21/2025
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	Defense	or	Intelligence	Contracts
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⊠ None	☐ Not Applicable,	Select 801.3	30 Transaction
		361661 001.	ou manisaciion

Entity Within Acquiring Person	Contracting Office	Contracting Office ID	Award ID	NAICS Codes

▶ Voluntary Waivers

INTERNATIONAL COMPETITION AUTHORITIES (VOLUNTARY)

The acquiring person agrees to waive the disclosure exemption in the HSR Act for the following competition authorities:		
UK Competition & Markets Authority	4	
2	5	
3	6	

STATE ATTORNEYS GENERAL (VOLUNTARY)

The acquiring person agrees to waive the disclosure exemption in the HSR Act for the following states:

⊠ None

State	Permit Disclosure of		
State	Fact of Notification and Waiting Period	Information and Documents	

▶ End Notes

⊠ None

Number	Note

Name of Acquiring Person UPE: PNO Wellness plc

CERTIFICATION

PENALTIES FOR FALSE STATEMENTS

Federal law provides criminal penalties, including up to twenty years imprisonment, for any person who knowingly alters, destroys, mutilates, conceals, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence an ongoing or anticipated federal investigation (see, e.g., Section 1519 of Title 18, United States Code.). It is also a criminal offense to knowingly make a false statement in a federal investigation, obstruct a federal investigation, or conspire to obstruct justice or obstruct or impede the lawful functioning of the government (see, e.g., Sections 371, 1001, and 1505 of Title 18, United States Code).

CERTIFICATION

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules

I acknowledge that the Commission or the Assistant Attorney General of the Antitrust Division of the Department of Justice may, prior to the expiration of the initial waiting period pursuant to 15 U.S.C. § 18a, require the submission of additional information or documentary material relevant to the proposed transaction.

Name (Please Print or Type)	Title
Marta Jones	Chief Executive Officer PNO Pharmaceutical Company
Signature	Date
Marta Jones	February 20, 2025
⊠ Sworn under penalty of perjury	
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the law	s of the United States of America that the foregoing is true and correct.
Signature	Executed Date
Marta Jones	February 20, 2025
□ Notarized	
Subscribed and sworn to before me at the:	Seal:
City of:	
State of:	<u> </u>
This day of the year	<u> </u>

My commission expires: _

Signature: _