

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

I am Executive Vice President of Beta, Inc. ("Beta"). I am authorized to make this declaration on behalf of Beta, the Acquired Person.

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

Beta 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.

Donna Justice

Donna Justice

Notification and Report Form for Certain Mergers and Acquisitions

Acquired Person

FEE INFORMATION

Total Filing Fee: Select Filing Fee.

Paid By: Acquiring Person Acquired Person Both

GENERAL INFORMATION

Post-Consumption Filing? Yes NoCash Tender Offer? Yes NoBankruptcy? Yes NoDo you request early termination of the waiting period? Yes No

(Grants of early termination are published in the Federal Register and on the FTC website.)

ULTIMATE PARENT ENTITY (UPE) INFORMATION

► UPE Details

Name: Beta, Inc. _____

Headquarters Address: 450 Capital Boulevard _____ Address Line 2: _____

City: Albany _____ State: NY _____ Zip Code: 12201 _____ Country: United States _____

Website: www.betacompany.com _____

Entity Type: The UPE of the acquired person is a(n)?

 Corporation Unincorporated Entity Natural Person Other (Specify): _____

FILING MADE ON BEHALF OF THE UPE	Name and address of filing notification entity, if different than UPE (Name, Address, City, State, Zip Code, and Country)
<input checked="" type="checkbox"/> Not Applicable. <input type="checkbox"/> This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a). <input type="checkbox"/> This report is being filed on behalf of a foreign person pursuant to § 803.4.	

	PRIMARY HSR REPORT CONTACT	SECONDARY HSR REPORT CONTACT	SECOND REQUEST CONTACT
Name:	Henry De Lamar	Holly S Richman	Henry De Lamar
Firm/Company:	De Lamar & Associates, LLP	De Lamar & Associates, LLP	De Lamar & Associates, LLP
Address:	200 First Street	200 First Street	200 First Street
City, State, Zip Code:	Albany, NY 12201	Albany, NY 12201	Albany, NY 12201
Country:	United States	United States	United States
Telephone Number:	212-555-1212	212-555-1214	212-555-1212
E-Mail Address:	hdl@dlaassociates.com	hdl@dlaassociates.com	hdl@dlaassociates.com

UPE ANNUAL REPORTS AND FINANCIAL INFORMATION

Central Index Key (CIK) Number	[none]
Annual/Audit Report Document # or Link	A-1 (Year-End Financial Statement)
Date of Annual/Audit Report	December 31, 2024

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

 Yes, the lower size of person test Yes, the higher size of person test N/A

MINORITY SHAREHOLDERS OR INTEREST HOLDERS

 None

► Acquired Entity Structure

ENTITIES WITHIN THE ACQUIRED ENTITY(IES)

Company or Operating Business d/b/a Name(s):				
Entity Name	City	State	Zip Code	Country
New York Originators, Inc.	New York	NY	10001	USA

ANNUAL REPORTS AND AUDIT REPORTS

Acquired Entity	Central Index Key (CIK) Number	Annual/Audit Report File Name or Link	Date of Annual/Audit Report
[none]			

TRANSACTION INFORMATION

► Parties

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

► **Transaction Details**Is this transaction subject to § 801.30? Yes, Specify Type(s) _____ No**TRANSACTION TYPE**

Check all that apply:

- Acquisition of voting securities Acquisition subject to § 801.31
 Acquisition of non-corporate interests Secondary acquisition subject to § 801.4
 Acquisition of assets Acquisition subject to § 801.2(e)
 Merger (see § 801.2) Other, specify _____
 Consolidation (see § 801.2)

ACQUISITION DETAILS

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) \$ 570.00	Total value of non-corporate securities to be held as a result of the acquisition (\$MM) \$ 0	Total value of assets to be held as a result of the acquisition (\$MM) \$ 0	Aggregate total value (\$MM) \$ 570.00

► **Transaction Description**

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]
TRANSACTION DESCRIPTION	<p>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.</p> <p>Project New York and Project NYO are code names for the transaction.</p>

RELATED TRANSACTIONSDoes 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 that apply):

- Is a principal transaction that triggers one or more shareholder backside transactions Is a joint venture
 Is a shareholder backside transaction Is a consolidation
 Has more than one acquiring UPE Is an exchange of assets
 Has more than one acquired UPE Has one or more filings in the alternative
 Has more than one reportable step Other, explain: _____

Party Names or Transaction Numbers for Related Transactions:

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► Additional Transaction Information

TRANSACTION RATIONALE <input type="checkbox"/> Not applicable, select 801.30 transaction	PNO can provide the resources, experience, and infrastructure necessary to clear the hurdles of clinical development and product marketing. PNO has developed streamlined clinical development and marketing capabilities across the globe.
DOCUMENT NUMBERS RELATED TO TRANSACTION RATIONALE	D-2, at 4-5

► Business Documents

TRANSACTION RELATED DOCUMENTS

Privileged	Document #	Document Title	Estimated Date	Author/Title
<input type="checkbox"/>	D-1	Management Presentation	September 12, 2024	PNO Pharmaceutical Company
<input type="checkbox"/>	D-2	Buyer Landscape Presentation	June 1, 2024	ABC Consulting, LLC, received by Donna Justice, EVP, Corporate Affairs, Beta, Inc.
<input type="checkbox"/>	D-3	Valuation Notes	October 15, 2024	ABC Consulting, LLC, prepared under the supervision of Donna Justice, EVP, Corporate Affairs, Beta, Inc.

PLANS AND REPORTS

 Not Applicable, Select 801.30 Transaction

Privileged	Document #	Document Title	Estimated Date	Author/Title
<input type="checkbox"/>	E-1	Market Research Report	July 14, 2024	Prepared under the supervision of John Snow, VP Marketing, Beta, Inc.
<input type="checkbox"/>	E-2	Market Research Report	January 17, 2025	Prepared under the supervision of John Snow, VP Marketing, Beta, Inc.
<input type="checkbox"/>	E-3	Industry Analysis Report	July 14, 2024	Prepared under the supervision of John Snow, VP Marketing, Beta, Inc.
<input type="checkbox"/>	E-4	Industry Analysis Report	January 17, 2025	Prepared under the supervision of John Snow, VP Marketing, Beta, Inc.
<input type="checkbox"/>	E-5	Product Development Report	April 13, 2024	Shiloh Luis, Research & Development Director, NYO
<input type="checkbox"/>	E-6	Product Development Report	July 14, 2024	Shiloh Luis, Research & Development Director, NYO
<input type="checkbox"/>	E-7	Product Development Report	October 15, 2024	Shiloh Luis, Research & Development Director, NYO
<input type="checkbox"/>	E-8	Product Development Report	January 17, 2025	Shiloh Luis, Research & Development Director, NYO

 Privilege Log Document # [none]

► 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

COMPETITION DESCRIPTIONS

Not Applicable, Select 801.30 Transaction

► Overlap Description

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

NYO conducts research and development of cancer treatment drugs and manufactures an immunotherapy drug.

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

Immunotherapy – treatment that uses the body's immune system to identify and destroy cancer cells.

Baychi (kenmab) – USY-ate

XYZ Inhibitors – targeted drugs in development that stop cancer cells from growing and dividing - one pre-clinical, and the other entering Phase II clinical trials.

XYZ-1

XYZ-2

Competing Product or Service

 None

Product or Service: Baychi (kenmab) – USY-ate	Sales (\$): 30 MM Categories of Customers: Hospitals and cancer treatment centers Top 10 Customers Overall: <ol style="list-style-type: none"> 1. PLK Hospital 2. ABC Hospital 3. DEF Hospital 4. LMN Center 5. AJK Hospital 6. CLL Hospital 7. IAN Hospital 8. KJZ Hospital 9. LL Cancer Care 10. ABB Clinic Top 10 Customers by Category: [See above]
Product or Service: XYZ-1	Sales (\$): est. 100 MM Categories of Customers: [none] Top 10 Customers Overall: [none] Top 10 Customers by Category: [none] Date of Development: February 1, 2019 Description of the current stage in development, including any testing and regulatory approvals and any planned improvements or modifications: Phase II – open label placebo controlled clinical trial of product XYZ-2 in 3rd line metastatic cancer. Date of development (including testing and regulatory approvals) was or will be complete: est. Q1 2026 Date the product is expected to be sold or otherwise commercially launched: est. Q3 2026
Product or Service: XYZ-2	Sales (\$): est. 100 MM Categories of Customers: [none] Top 10 Customers Overall: [none] Top 10 Customers by Category: [none] Date of Development: January 15, 2023 Description of the current stage in development, including any testing and regulatory approvals and any planned improvements or modifications: Preclinical research Date of development (including testing and regulatory approvals) was or will be complete: est. Q1 2028 Date the product is expected to be sold or otherwise commercially launched: est. Q3 2028

► Supply Relationships Description

RELATED SALES

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

[none]

Product, Service, or Asset Details

None

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RELATED PURCHASES

List and briefly describe the products, services, or assets that are purchased by the target from the acquiring person or a business that competes with the acquiring person. (See Instructions)

[none]

Product, Service, or Asset Details

None

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REVENUE AND OVERLAPS

Does the target have US revenue? Yes No, explain: _____

▶ NAICS Codes

325411	Medicinal and Botanical Manufacturing	New York Originators, Inc.		X			<input checked="" type="checkbox"/>

▶ Controlled Entity Geographic Overlaps

STATE LEVEL REPORTING

None

NAICS Code	Code Description	Operating Business and D/B/A Name(s)	States and Total Number
325411	Medicinal and Botanical Manufacturing	New York Originators, Inc.	Connecticut Delaware District of Columbia Maine Maryland Massachusetts New Hampshire New Jersey New York Pennsylvania Rhode Island Vermont Virginia West Virginia (14 states)

STREET LEVEL REPORTING

None

► Minority-Held Entity Overlaps

None

► Prior Acquisitions

None

325411 Medicinal and Botanical Manufacturing	Drug Developers, Inc. 5200 Center Street New York, NY 10001	voting securities	September 15, 2022

ADDITIONAL INFORMATION

► Subsidies from Foreign Entities or Governments of Concern

SUBSIDIES

None Yes (provide details below)

Entity or Government	Description

COUNTERVAILING DUTIES IMPOSED

None Yes (provide details below)

Product	Duty Imposed	Jurisdiction

COUNTERVAILING DUTY INVESTIGATIONS

None Yes (provide details below)

Product	Jurisdiction Conducting Investigation

► Defense or Intelligence Contracts

None Not Applicable, Select 801.30 Transaction

► Voluntary Waivers

INTERNATIONAL COMPETITION AUTHORITIES (VOLUNTARY)

The acquired person agrees to waive the disclosure exemption in the HSR Act for the following competition authorities:

None

1. United Kingdom Competition and Markets Authority _____

4. _____

2. _____

5. _____

3. _____

6. _____

STATE ATTORNEYS GENERAL (VOLUNTARY)

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

None

► End Notes

None

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) Donna Justice	Title Executive Vice President – Corporate Affairs, Beta, Inc.
Signature <i>Donna Justice</i>	Date February 20, 2025

 Sworn under penalty of perjury

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

Signature <i>Donna Justice</i>	Executed Date February 20, 2025
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 Notarized

Subscribed and sworn to before me at the:

Seal:

City of: _____

State of: _____

This _____ day of _____ the year _____

Signature: _____

My commission expires: _____