

Subject Company: Histogenics Corporation (SEC File No. 001-36751)  
Commission File No. for the Related Registration Statement: 333-232147



September 20, 2019

Dear Stockholder:

**YOUR VOTES ARE STILL NEEDED—EVERY VOTE COUNTS**

Not enough shares have been voted to complete the merger with Ocugen, Inc. The 2019 Special Meeting of Stockholders of Histogenics Corporation has been adjourned and will reconvene on **September 26, 2019**. We want to remind you of the importance of your vote FOR the proposed merger. **Your Board of Directors unanimously recommends that stockholders vote FOR the merger and related proposals on the agenda.**

**TIME IS RUNNING OUT!**

**THE MERGER CANNOT BE CONSUMMATED WITHOUT THE APPROVAL OF PROPOSAL NOS. 1 AND 2. Therefore, your vote is important**, no matter how many or how few shares you may own.

**Please vote your shares FOR the merger today.**

**Your vote is critically important.** You can vote “FOR” all agenda items by telephone or via the Internet with your proxy materials.

Thank you for taking the time to help.

Very truly yours,

Adam Gridley  
*President*  
Histogenics Corporation

***TIME IS SHORT AND YOUR VOTE IS IMPORTANT!***

**You can vote your shares TODAY via telephone or by Internet.  
Please follow the easy instructions on the enclosed proxy card.**

If you have any questions, or need assistance in voting  
your shares, please call our proxy solicitor:

**INNISFREE M&A INCORPORATED  
TOLL-FREE at 1-877-456-3402.**