

SH01

Return of allotment of shares



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☒ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

☐ **What this form is NOT for**
You cannot use this form to give
notice of shares taken by subscription
on formation of the company
for an allotment of a new class of
shares by an unlimited company.

MONDAY



A9A740T5
A06 27/07/2020 #68
COMPANIES HOUSE

1 Company details

Company number 5 3 7 5 1 5 6

Company name in full VERONA PHARMA PLC

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date d 2 d 3 m 0 m 7 y 2 y 0 y 2 y 0
To Date d d m m y y y y

1 Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Ordinary Shares	307,742,288	0.05	0.45	0.00

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.
If a PLC, please attach
valuation report (if
appropriate)

SH01

Return of allotment of shares

4

Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Non-Voting Ordinary Shares	48,088,896	£2,404,444.80	
GBP	Ordinary Shares	414,278,294	£20,713,914.70	
Totals		462,367,190	£23,118,359.50	£0.00

Currency table B				
Totals				

Currency table C				
Totals				

**Totals (including continuation
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
462,367,190	£23,118,359.50	£0.00

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

5

Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in Section 4.

❶ Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

Non-Voting Ordinary Shares

Prescribed particulars
❶

See attached schedule

Class of share

Ordinary Shares

Prescribed particulars
❶

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

Class of share

Prescribed particulars
❶

6

Signature

I am signing this form on behalf of the company.

❷ Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

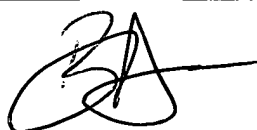
❸ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

Signature

Signature

X



X

This form may be signed by:

Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Non-Voting Ordinary Shares	
Prescribed particulars	<p>1.The Non-Voting Ordinary Shares of the Company shall have the same rights and restrictions as the Company's Ordinary Shares and shall otherwise rank pari passu in all respects with the Ordinary Shares and a holder of Non-Voting Ordinary Shares shall be subject to the same obligations and liabilities as a holder of Ordinary Shares save as set out below:</p> <p>a.a holder of the Non-Voting Ordinary Shares shall, in relation to the Non-Voting Ordinary Shares held by him, have no right to receive notice of, or to attend or vote at, any general meeting of shareholders (save in relation to a variation of class rights of the Non-Voting Ordinary Shares);</p> <p>b.the Non-Voting Ordinary Shares shall be non-transferrable; and</p> <p>c.the Non-Voting Ordinary Shares may be redesignated as Ordinary Shares by the Board, or a duly authorised representative thereof, only upon receipt of a Notice (as defined here) and otherwise subject to the terms and conditions attached to the Non-Voting Ordinary Shares.</p>	

SH01

Return of allotment of shares

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

SHAKESPEARE MARTINEAU LLP

Address

6TH FLOOR

60 GRACECHURCH STREET

Post town

LONDON

County/Region

Postcode

E C 3 V O H R

Country

United Kingdom

DX

Telephone

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

VERONA PHARMA PLC (THE "COMPANY")

TERMS OF ISSUE OF NON-VOTING ORDINARY SHARES

1. The Non-Voting Ordinary Shares of the Company shall have the same rights and restrictions as the Company's Ordinary Shares and shall otherwise rank pari passu in all respects with the Ordinary Shares and a holder of Non-Voting Ordinary Shares shall be subject to the same obligations and liabilities as a holder of Ordinary Shares save as set out below:
 - a. a holder of the Non-Voting Ordinary Shares shall, in relation to the Non-Voting Ordinary Shares held by him, have no right to receive notice of, or to attend or vote at, any general meeting of shareholders (save in relation to a variation of class rights of the Non-Voting Ordinary Shares);
 - b. the Non-Voting Ordinary Shares shall be non-transferrable; and
 - c. the Non-Voting Ordinary Shares may be redesignated as Ordinary Shares by the Board, or a duly authorised representative thereof, only upon receipt of a Notice (as defined here) and otherwise subject to the terms and conditions set out in this document.
2. A holder of the Non-Voting Ordinary Shares may elect to have some or all of their Non-Voting Shares redesignated as Ordinary Shares by providing a written notice ("**Notice**") in a form reasonably acceptable to the Company, specifying the number of Non-Voting Ordinary Shares it wishes to have redesignated as Ordinary Shares.
3. Following the delivery of the Notice, the relevant Non-Voting Ordinary Shares shall be redesignated as Ordinary Shares by the Board, or a duly authorised representative thereof:
 - a. within three business days of the Notice if the holder provides the Company with confirmation in writing in a form reasonably satisfactory to the Company (the "**Confirmation**") that, immediately following the redesignation, such holder (together with its affiliates and any other persons acting as a group together) would beneficially own (as defined in the Securities Act of 1934, as amended) no more than 9.99% of the Ordinary Shares outstanding (including any Ordinary Shares in the form of American Depositary Shares ("**ADSs**")); or
 - b. no earlier than 61 calendar days after the Notice if the holder does not or is unable to provide such Confirmation.
4. Upon the redesignation of the Non-Voting Ordinary Shares to Ordinary Shares, such Ordinary Shares shall rank pari passu with the other Ordinary Shares of the Company in all respects.
5. The Company shall procure that following a redesignation the resulting Ordinary Shares shall be admitted to trading on AIM by no later than 8:00 a.m. (UK time) on the third business day following the date of redesignation, provided that the Company is listed and trading on AIM at the time of such redesignation.
6. A holder of Non-Voting Ordinary Shares (or of Ordinary Shares following a redesignation of Non-Voting Ordinary Shares pursuant to these Terms of Issue) shall pay, reimburse or indemnify (as appropriate) the Company for any amounts in respect of UK stamp duty or stamp duty reserve tax incurred or payable by the Company in connection with the deposit of such shares with the Company's depository and the exchange of such shares for ADSs.
7. Terms used in this Terms of Issue shall have the meaning ascribed to them in the Articles of Association of the Company in force from time to time save to the extent defined herein.