

## APPENDIX B

### Block Transfer Participation Request Form to be completed by shareholders and sent to Computershare

Computershare requires this page to be either emailed as a PDF file or posted using the contact details below.

**If you hold Ordinary Shares in certificated form (that is, not in CREST), you should complete and sign pages 11 and 12 of this Transfer Form in accordance with the instructions set out on page 13 and then send this Transfer Form, together with your share certificate(s) and/or other document(s) of title in respect of the Ordinary Shares tendered, by post in the accompanying prepaid envelope (for use in the UK only) or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE or email it to [VeronaPharmaDelisting@computershare.co.uk](mailto:VeronaPharmaDelisting@computershare.co.uk) so as to be received as soon as possible but, in any event, no later than 3.00 p.m. on 12 October 2020. Additional information regarding the completion of this Transfer Form is provided on page 13. This Transfer Form, once lodged, will be irrevocable.**

If you have lost your share certificate(s) and/or other document(s) of title or they are not readily available, please complete this Transfer Form and return it as described above with a letter of explanation and forward the share certificate(s) and/or other document(s) of title as soon as possible thereafter and in any event so as to be received by Computershare UK by 3.00 p.m. on 12 October 2020.

If you hold your Ordinary Shares in uncertificated form (that is, in CREST via a Bank, Broker, Custodian, or Nominee), you should not complete this Transfer Form, but as per this announcement, your broker or CREST sponsor should contact Citibank London via email at: [uksettlements@citi.com](mailto:uksettlements@citi.com) to initiate the conversion process.

If you hold Ordinary Shares in both certificated and uncertificated form, you should complete this Transfer Form in respect of your holding in certificated form and tender your Ordinary Shares held in uncertificated form, as described above. If you hold Ordinary Shares in certificated form under different designations, you should complete a separate Transfer Form for each different designation. You can obtain further Transfer Forms from Computershare UK.

Please read carefully this Transfer Form, this announcement and the FAQs on the Company's website at <https://www.veronapharma.com/investors/aim-delisting>, the terms of which are incorporated in and form part of this Transfer Form. If you have any questions on how to complete this Transfer Form or if you need further copies of the Transfer Form, please telephone Computershare UK on +44 (0370) 707 1083. The Helpline is open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that Computershare UK cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

**TRANSFER FORM INSTRUCTIONS AND FURTHER NOTES  
ARE SET OUT ON PAGES 13 to 15**

**PLEASE COMPLETE THIS FORM USING BLACK INK ONLY**

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**1A** Name(s) and address(es) of registered holder(s):

**1B**

Your registered certificated holding of Ordinary Shares as at close of business on 18 September 2020 (for information purposes only)

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**2** Please enter a daytime telephone number (including STD code) where you can be reached in the event of a query arising from completion of this Transfer Form.

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**3** Insert in Box 3 the number of certificated Ordinary Shares which you wish to convert into American Depositary Shares.

Each American Depositary Share represents eight Ordinary shares. The number of Ordinary shares to be converted must therefore be a multiple of eight. Fractions of an American Depositary Shares cannot be issued.

Any remaining Ordinary shares will continue to be valid enforceable shares in Verona Pharma plc and shall remain on the Company shareholder register, registered in your name.

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**4A SIGN HERE TO ACCEPT THE OFFER  
EXECUTION BY INDIVIDUALS**

Executed and delivered as a deed by:

1. First holder:  
Signature

1. Signature of witness

1. Name and address of  
witness

2. Second holder:  
Signature

2. Signature of witness

2. Name and address of  
witness

3. Third holder:  
Signature

3. Signature of witness

3. Name and address of  
witness

4. Fourth holder:  
Signature

4. Signature of witness

4. Name and address of  
witness

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**4B EXECUTION BY A COMPANY**

Executed and delivered as a deed by:

Name of Company

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Signature of witness

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Name of director

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Signature of second  
director or company  
secretary

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Name of second director or  
company secretary or  
witness

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**5 CHANGE OF NAME AND/OR ADDRESS**

New/correct name and/or registered address (to be written in BLOCK CAPITALS):

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## HOW TO COMPLETE THIS FORM

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### **1A REGISTERED SHAREHOLDER(S) DETAILS**

If the name and/or address shown in Box 1A on page 10 are incorrect, please insert the correct details in BLOCK CAPITALS in Box 5. Any changes to a name must be supported by appropriate documentation. If no name or address is shown in Box 1A on page 10, please insert in BLOCK CAPITALS the full name(s) and registered address(es) of the Shareholder(s) to which this Transfer Form relates. Unless you complete Box 5, the address shown in Box 1A is the address to which your payment (if relevant) and any documents will be sent.

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### **1B REGISTERED HOLDING OF ORDINARY SHARES**

Your registered holding of Ordinary Shares as at close of business on 18 September 2020 is set out in Box 1B (this is for information purposes only).

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### **2 DAYTIME TELEPHONE NUMBER**

Insert in Box 2 your daytime telephone number, including the full dialling code, in case of queries relating to the completion of this Transfer Form.

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### **3 TO TRANSFER YOUR CERTIFICATED ORDINARY SHARES INTO AMERICAN DEPOSITORY SHARES**

Insert in Box 3A the number of Ordinary Shares in respect of which you wish to Transfer into American Depository Shares. This must be a multiple of eight Ordinary shares. We

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### **4A EXECUTION BY INDIVIDUALS**

You must sign in Box 4A in the presence of an independent witness, who must also sign where indicated, adding his or her name and address. In the case of a joint holding, all joint holders must sign and each of their signatures must be witnessed. Witnesses must be over 18 years of age and should not be one of the joint holders (if any) or otherwise have any financial interest in the Ordinary Shares. The same person may witness the signature of one or more of the joint holders.

If this Transfer Form is signed by a person(s) who is/are not the registered holder(s), insert the name(s) and the capacity (e.g. executor(s)) of the person(s) signing. You must deliver evidence of your authority in accordance with the notes on page 6 of this Transfer Form.

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### **4B EXECUTION BY A COMPANY**

A company may either execute under seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations or, if applicable, in accordance with section 44 of the Companies Act 2006.

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### **5 CHANGE OF ADDRESS DETAILS**

If the address in Box 1A has changed or is incorrect, please complete Box 5 with your new/correct address. Please also refer to Note 7 on page 15 of this Transfer Form for details of other documents required to be sent with this Transfer Form.

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## NOTES REGARDING THE COMPLETION AND LODGING OF THIS TRANSFER FORM

All signatures by individual Shareholders or their solicitors must be independently witnessed and each witness must complete his or her details and sign his or her name in the place provided in Box 4A of this Transfer Form next to the signature of the relevant Shareholder (or his or her solicitor as the case may be). A company may either execute under seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations, or, if applicable, in accordance with section 44 of the Companies Act 2006 in Box 4B.

If you do not wish to participate in this Transfer Offer, you should not complete and return this Transfer Form. The following suggestions are made to avoid delay and inconvenience.

**1. If the person named in Box 1A is away from home (e.g. abroad or on holiday) or where a power of attorney has been granted:**

Send this Transfer Form by the quickest means (such as air mail) to the holder for execution but do not send it into any of the Restricted Jurisdictions. If he/she has executed a relevant power of attorney, have this Transfer Form signed by the attorney. In the latter case, the original power of attorney (or a duly certified copy thereof, as provided in the Powers of Attorney Act 1971) must be lodged with this Transfer Form for noting. No other signatures will be accepted.

**2. If the only Shareholder named in Box 1A has died:**

If probate or letters of administration has/have been registered with the Company (or with the Company's registrar, Computershare UK, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE) this Transfer Form must be executed by the personal representative(s) of the deceased each in the presence of a witness. If probate or letters of administration has/have been granted but have not been registered with the Company (or with the Company's registrar, Computershare UK, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE), the personal representative(s) should execute this Transfer Form and forward it to Computershare UK at the address shown on page 9, together with the share certificate(s) and/or other document(s) of title. A copy of the probate or letters of administration should accompany the Transfer Form or be lodged as soon as possible thereafter and, in any event, so as to reach Computershare UK at the address shown on page 9 no later than 3.00 p.m. on 12 October 2020.

**3. If one or more of the joint holders named in Box 1A has died:**

This Transfer Form is valid if executed by all the surviving holders and lodged with Computershare UK with share certificate(s) and/or other document(s) of title at the address shown on page 9, accompanied by the death certificate, probate or letters of administration of the deceased holder.

**4. If your Ordinary Shares are in certificated form (that is, not in CREST) and the share certificate(s) is/are held by your stockbroker, bank or other agent:**

If your share certificate(s) and/or document(s) of title is/are held by your stockbroker, bank or other agent, complete this Transfer Form and, if the share certificate(s) and/or other document(s) of title is/are readily available, deliver this completed Transfer Form to your agent for lodging with Computershare UK at the address shown on page 9 accompanied by the relevant share certificate(s) and/or document(s) of title.

If your share certificate(s) and or document(s) of title is/are not readily available, you should complete this Transfer Form and lodge it, together with a note of explanation and arrange for the share certificate(s) and/or document(s) of title to be forwarded as soon as possible thereafter and, in any event, so as to arrive by no later than 3.00 p.m. on 12 October 2016. No acceptances of the Block Transfer process will be accepted unless share certificate(s) and/or other document(s) of title or an

acceptable indemnity in lieu thereof is/are received by Computershare UK at the address shown on page 9 no later than 3.00 p.m. on 12 October 2020.

**5. If you hold your Ordinary Shares in certificated form (that is, not in CREST) and any of your certificates have been lost:**

Complete and send this Transfer Form duly completed and signed in the reply-paid envelope or by hand (during normal business hours only), with a letter of explanation and any share certificate(s) available, to Computershare UK at the address shown on page 9. At the same time, you should request a letter of indemnity from the Company's registrar, Computershare UK, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, which should be completed in accordance with the instructions given. When completed, the letter of indemnity must be lodged with Computershare UK at the address shown on page 9 by not later than 3.00 p.m. on 12 October 2020. Indemnities will only be accepted at the discretion of Verona Pharma plc. No acceptances of the Transfer Offer will be accepted unless share certificate(s) and/or other document(s) of title or an acceptable indemnity in lieu thereof is/are received by Computershare UK at the address shown on page 9 no later than 3.00 p.m. on 12 October 2020.

**6. If your Ordinary Shares are in CREST:**

You should take the action set out in Appendix A of this announcement to arrange for your stockbroker to transfer your Ordinary shares into American Depository Shares via our depository bank, Citibank. You should not complete a Transfer Form in respect of any Ordinary Shares held in CREST.

If you are a CREST sponsored member, you should refer to your CREST sponsor as only your CREST sponsor (i.e. broker) will be able to act on your behalf with Citibank, by sending the necessary Appendix A form in this announcement.

**7. If your full name or other particulars are different from those appearing in Box 1A, e.g.:**

- (i) incorrect name – complete and lodge this Transfer Form with the correct name in Box 5 and accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has executed this Transfer Form are one and the same;
- (ii) incorrect address – write the correct address in Box 5 on this Transfer Form; or change of name – lodge your marriage certificate or the deed poll with this Transfer Form for noting.