

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised and independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in Open Orphan plc (the "Company"), please forward this document, together with the accompanying Form of Proxy and Admission Document, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions.

Application will be made for the New Ordinary Shares to be admitted to trading on AIM and Euronext Growth. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on 17 January 2020.

**AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA (acting as the UK Listing Authority). A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.**

**Euronext Growth is a market designed primarily for growth companies to which a higher investment risk tends to be attached than to larger or more established companies. Euronext Growth securities are not admitted to the regulated market of Euronext Dublin. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.**

This document should be read in conjunction with the Admission Document which has been sent to Shareholders with this document. The Admission Document is available to be downloaded from the Company's website at [www.openorphan.com/](http://www.openorphan.com/). Copies of the Admission Document will also be available to the public during normal business hours on any weekday (Saturdays and public holidays excepted) free of charge from the offices of Arden Partners, at 125 Old Broad Street, London EC2N 1AR.

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## OPEN ORPHAN PLC

*(incorporated in England and Wales with company number 07514939)*

### PROPOSED ACQUISITION OF HVIVO PLC

### PROPOSED PLACING TO RAISE UP TO £10 MILLION

### NOTICE OF GENERAL MEETING

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This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of Open Orphan plc set out on pages 9 to 15 of this document, which confirms that the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Open Orphan plc to be held at 11.00 a.m. on 6 January 2020 at the offices of DAC Beachcroft LLP, The Walbrook Building, 25 Walbrook, London, EC4N 8AF, is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, SLC Registrars, as soon as possible but in any event so as to be received by no later than 11.00 a.m. on 2 January 2020 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person should he or she subsequently decide to do so.

**Shareholders who hold their shares in uncertificated form in CREST may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual as set out in the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by SLC Registrars (ID 7RA01) no later than 11.00 a.m. on 2 January 2020 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The appointment of a proxy using the CREST electronic proxy appointment service will not preclude a Shareholder from attending and voting at the General Meeting in person should he or she subsequently decide to do so.**

Arden Partners plc (“**Arden**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and for no one else in connection with the matters described in this document, and accordingly will not be responsible to any person other than the Company for providing the protections afforded to customers of Arden, or for providing advice to any other person in relation to the arrangements described in this document.

Davy, which is authorised and regulated in Ireland by the Central Bank of Ireland, has been appointed as Euronext Growth Advisor (pursuant to the Euronext Growth Rules) and broker to the Company. Davy is acting exclusively for the Company in connection with arrangements described in this document and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Davy or for advising any other person in connection with the arrangements described in this document. In accordance with the Euronext Growth Rules and Rules for Euronext Growth Advisors, Davy has confirmed to Euronext Dublin that it has satisfied itself that the Directors have received advice and guidance as to the nature of their responsibilities and obligations to ensure compliance by the Company with the Euronext Growth Rules. Davy accepts no liability whatsoever for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which it is not responsible. Davy has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Davy for the accuracy of any information or opinions contained in this document or for the omission of any information from this document.

This document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or subscribe for, ordinary shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the Company.

The ordinary shares in the capital of the Company have not been and will not be registered under the Securities Act, or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of Australia, Canada, Japan or the Republic of South Africa, or any province or territory thereof. Subject to certain exceptions, the ordinary shares in the capital of the Company may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly, and this document may not be distributed by any means including electronic transmission within, into, in or from the United States, Australia, Canada, Japan, or the Republic of South Africa or to or for the account of any national, resident or citizen of the United States or any person resident in Australia, Canada, Japan or the Republic of South Africa. The ordinary shares in the capital of the Company may only be offered or sold in offshore transactions as defined in and in accordance with Regulation S promulgated under the Securities Act. Acquirers of ordinary shares in the capital of the Company may not offer to sell, pledge or otherwise transfer such shares in the United States, or to any US Person, including resident corporations, or other entities organised under the laws of the United States, or non-US branches or agencies of such corporations unless such offer, sale, pledge or transfer is registered under the Securities Act, or an exemption from registration is available. The Company does not currently plan to register the ordinary shares in the capital of the Company under the Securities Act. The distribution of this document in or into other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication and posting of this document, the Admission Document and the Form of Proxy to Shareholders	9 December 2019
Latest time and date for receipt of completed Forms of Proxy and receipt of electronic proxy appointments via the CREST system	11.00 a.m. on 2 January 2020
Time and date of the General Meeting	11.00 a.m. on 6 January 2020
Announcement of result of the General Meeting	9 January 2020
Admission expected to become effective and dealings expected to commence in the Enlarged Share Capital on AIM and Euronext Growth	8.00 a.m. on 17 January 2020
CREST accounts expected to be credited in respect of New Ordinary Shares in uncertificated form	17 January 2020
Offer unconditional in all respects and completion of the Acquisition and the Placing	17 January 2020
Expected date by which certificates in respect of New Ordinary Shares are to be despatched to certificated Shareholders	By the week commencing on 3 February 2020

**Notes:**

1. Unless otherwise stated, all references to time in this document and in the above timetable are to the time in London, United Kingdom.
2. Some of the times and dates above are indications only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
3. Events listed in the timetable above are conditional upon, amongst other things, on the passing at the General Meeting of the Resolutions.

## ADMISSION STATISTICS

Number of existing Open Orphan Shares	254,572,567
Number of Offer Shares <sup>1</sup>	205,489,715
Number of Placing Shares <sup>2</sup>	160,000,000
Total number of New Ordinary Shares in issue on Admission	365,489,715
Price per Offer Share	6.3p
Market capitalisation of the Company on Admission at the price per Offer Share	£39.1 million
Percentage of the Enlarged Share Capital represented by the existing Open Orphan Shares	41.1 per cent.
Percentage of the Enlarged Share Capital represented by the Offer Shares	33.1 per cent.
Percentage of the Enlarged Share Capital represented by the Placing Shares	25.8 per cent.
Gross proceeds of the Placing	£10.0 million
Net proceeds of the Placing	£8.3 million
ISIN Code	GB00B9275X97
SEDOL Code	B9275X9
TIDM	ORPH
LEI	213800VT5KBM7JLIV118

**Notes:**

- 1 Assuming 100 per cent. acceptances received for the Offer.
- 2 Assuming allocation of all Placing Shares for which authority has been requested

## DEFINITIONS

In this document and the Form of Proxy, the following words and expressions have the following meanings, unless the context requires otherwise:

<b>“Act” or “Companies Act”</b>	the Companies Act 2006 (as amended or re-enacted)
<b>“Acquisition”</b>	the proposed acquisition by Open Orphan of the entire issued and to be issued share capital of hVIVO pursuant to the Offer
<b>“Admission”</b>	the admission of the Enlarged Share Capital (and consequently the Enlarged Group) to trading on AIM in accordance with Rule 6 of the AIM Rules
<b>“Admission Document”</b>	the admission document, relating to the Offer, the Placing, the issue of the New Ordinary Shares and Admission, to be published and sent to Shareholders
<b>“AIM”</b>	the AIM Market of the London Stock Exchange
<b>“AIM Rules”</b>	the rules applicable to companies governing their admission to AIM, and following admission their continuing obligations to AIM, as set out in the AIM Rules for Companies published by the London Stock Exchange from time to time
<b>“Arden”</b>	means Arden Partners plc, financial adviser, Nominated Adviser and Broker to Open Orphan
<b>“business day”</b>	a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open for business in the City of London
<b>“certificated” or in “certificated form”</b>	where a share or other security is not in uncertificated form (that is, not in CREST)
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
<b>“CREST Manual”</b>	the CREST Manual referred to in agreements entered into by Euroclear and available at <a href="http://www.euroclear.com/CREST">www.euroclear.com/CREST</a>
<b>“CREST Proxy Instruction”</b>	the appropriate CREST message to make a proxy appointment by means of CREST
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
<b>“CREST sponsor”</b>	a CREST participant admitted to CREST as a CREST sponsor
<b>“CRO”</b>	Clinical Research Organisation
<b>“Enlarged Group”</b>	the combined businesses of the Open Orphan Group and the hVIVO Group following the completion of the Offer
<b>“Enlarged Share Capital”</b>	the issued share capital of Open Orphan as enlarged by the Acquisition and the issue of the New Ordinary Shares
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales
<b>“Euronext Growth”</b>	the Euronext Growth Market operated by Euronext Dublin

<b>“Euronext Growth Rules”</b>	the rules governing admission to Euronext Growth and, following such admission, the continuing obligations of companies so admitted
<b>“FCA”</b>	the UK Financial Conduct Authority
<b>“Form of Proxy”</b>	the form of proxy relating to the General Meeting which has been sent to Shareholders with this document.
<b>“hVIVO”</b>	hVIVO plc
<b>“hVIVO Directors”</b>	the board of directors of hVIVO and “hVIVO Director” means any member of the hVIVO board of directors
<b>“hVIVO Group”</b>	hVIVO and its subsidiaries and subsidiary undertakings (as defined in the Act)
<b>“hVIVO Shares”</b>	ordinary shares of one penny each in the capital of hVIVO
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“New Ordinary Shares”</b>	the Open Orphan Shares which are to be issued to pursuant to the Offer and the Placing
<b>“Notice”</b>	the notice of a general meeting of Open Orphan set out at the end of this document
<b>“Offer”</b>	the recommended offer by Open Orphan for the entire issued share capital of hVIVO
<b>“Offer Shares”</b>	the Open Orphan Shares to be issued to shareholders of hVIVO by way of consideration under the Offer
<b>“Open Orphan” or “Company”</b>	Open Orphan plc
<b>“Open Orphan Directors”</b>	the board of directors of Open Orphan and “Open Orphan Director” means any member of the Open Orphan board of directors
<b>“Open Orphan General Meeting” or “General Meeting”</b>	the general meeting of Open Orphan to be held at 11.00 a.m. on 6 January 2020 at the offices of DAC Beachcroft LLP, 25 Walbrook, London, EC4N 8AF and which has been convened pursuant to the Notice
<b>“Open Orphan Group”</b>	Open Orphan and its subsidiaries and subsidiary undertakings (each as defined in the Act)
<b>“Open Orphan Shares”</b>	ordinary shares of 1 penny each in the capital of Open Orphan
<b>“Placing”</b>	the proposed conditional placing of the Placing Shares with institutional and other investors at the Placing Price pursuant to the Placing Agreement
<b>“Placing Agreement”</b>	the conditional agreement dated 9 December 2019 made between the Company, the Open Orphan Directors, the Proposed Directors and Arden relating to the Placing
<b>“Placing Price”</b>	the price per Placing Share, to be determined following the marketing of the Placing
<b>“Placing Share”</b>	the up to 160,000,000 Open Orphan Shares proposed to be issued and allotted by the Company in connection with the Placing
<b>“Proposals”</b>	the Acquisition, the Placing and Admission

<b>“Proposed Directors”</b>	Michael Meade, Trevor Phillips and Mark Warne
<b>“Registrars” or “SLC”</b>	SLC Registrars, a division of Equiniti Limited, a company incorporated under the laws of England and Wales
<b>“Regulatory Information Service”</b>	one of the regulatory information services authorised by the London Stock Exchange to receive, process and disseminate regulatory information in respect of companies trading on AIM
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting for approval of the Offer pursuant to Rule 14 of the AIM Rules and Rule 14 of the Euronext Growth Rules and the issue and allotment of the Offer Shares and Placing Shares
<b>“Securities Act”</b>	the United States Securities Act 1933, as amended, and the rules and regulations promulgated under such Act
<b>“Shareholders”</b>	holders of Open Orphan Shares
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“uncertificated” or in “uncertificated form”</b>	in respect of a share or other security, where that share or other security is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which may be transferred by means of CREST
<b>“US” or “United States”</b>	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia and all other areas subject to its jurisdiction
<b>“US Person”</b>	as defined in Regulation S, as promulgated under the US Securities Act
<b>“Venn” or “Venn Life Sciences”</b>	Venn Life Sciences Holdings plc

Unless otherwise indicated, all references in this document to “GBP”, “£”, “pounds sterling”, “pounds”, “sterling”, “pence”, or “p” are to the lawful currency of the United Kingdom.

# LETTER FROM THE CHAIRMAN

## OPEN ORPHAN PLC

(Registered in England and Wales with number 07514939)

*Directors:*

Brendan Buckley (*Chairman*)  
Cathal Friel (*Chief Executive Officer*)  
David Kelly (*Non-Executive Director*)  
Christian Milla (*Chief Operating Officer*)  
Michael Ryan (*Non-Executive Director*)  
Maurice Treacy (*Executive Director*)

*Registered Office:*

Berkeley Square House  
2nd Floor  
Mayfair  
London  
W1J 6BD

9 December 2019

*To Shareholders and, for information only, to holders of options and warrants over Open Orphan Shares and the Company's auditors*

Dear Shareholder,

### **PROPOSED ACQUISITION OF hVIVO PROPOSED PLACING TO RAISE UP TO £10 MILLION NOTICE OF GENERAL MEETING**

#### **1. Introduction**

It was announced today that the Company has conditionally agreed to acquire the entire issued and to be issued share capital of hVIVO, for an aggregate consideration of approximately £12.96 million, to be satisfied by the allotment and issue of the Offer Shares. It was also announced today that the Company proposes to raise up to £10.0 million through a placing of up to 160,000,000 new Open Orphan Shares. I am therefore pleased to be writing to provide you with information about the Acquisition, the Placing and certain other proposals.

The Acquisition would constitute a reverse takeover under the AIM Rules and the Euronext Growth Rules because of the size of hVIVO in relation to Open Orphan and therefore the approval of Shareholders is required for the Acquisition and in respect of a number of other proposals.

In accordance with the AIM Rules and Euronext Growth Rules on reverse takeovers, the Company as enlarged by the Acquisition is required to apply for re-admission to trading on AIM and Euronext Growth. Accordingly, the Company has today published the Admission Document with details of hVIVO and the Enlarged Group (a copy of which accompanies this document and is available at [www.openorphan.com/](http://www.openorphan.com/)) in respect of the proposed admission of the Enlarged Group to trading on AIM and Euronext Growth. Application will be made in accordance with the AIM Rules and the Euronext Growth Rules for the Enlarged Share Capital to be admitted to trading on AIM and on Euronext Growth, subject to Shareholders approving the Proposals at the General Meeting. It is expected that if the Resolutions are passed, Admission will become effective and that dealings in the Enlarged Group will commence on 17 January 2020.

The Company proposes to raise up to £10.0 million of new equity via the Placing of up to 160,000,000 new Open Orphan Shares. The net proceeds of the Placing will be approximately £8.3 million (assuming a gross placing of £10 million) after the costs and expenses of Admission and are intended to be used to strengthen the balance sheet and increase working capital to support the integration of hVIVO.

The purpose of this document is to explain the background to the Proposals and seek your approval of the Resolutions which are being proposed at a general meeting of the Company to be held at 11.00 a.m. on 6 January 2020 at the offices of DAC Beachcroft LLP, The Walbrook Building, 25 Walbrook, London, EC4N 8AF, notice of which is set out at the end of this document.

Your attention is drawn to the Admission Document which accompanies this document. The Admission Document contains additional detailed information about the Enlarged Group and the Proposals, and should be read in conjunction with this document.

## **2. Background to and reasons for the Proposals**

Open Orphan and hVIVO are AIM-quoted groups that share a similar vision for the future of European CROs and an entrepreneurial approach to further developing their business through a focus on operational efficiency, organic growth and targeted acquisitions to expand geographic and service capabilities.

The Open Orphan Directors believe that the European CRO sector is fragmented and following the re-admission of Open Orphan in June 2019, have been reviewing the market for opportunities to expand the Open Orphan Group's service suite and unlock cross-selling opportunities to drive revenue, EBITDA and EBITDA margin growth. The merger of Open Orphan and Venn Life Sciences positioned the Open Orphan Group as a specialist CRO with a focus on the orphan drug sector and supporting product development for global customers. The Open Orphan Directors believe that the hVIVO human challenge study and laboratory services expertise complements the Open Orphan services and enhances the Enlarged Group's service offering while maintaining a specialist capability in discrete competencies where the Enlarged Group's expertise can offer a competitive advantage with potential for cross-selling of complementary services.

### ***Offer Synergies***

The Open Orphan and hVIVO Directors believe that the combination of the businesses will result in synergies across the Enlarged Group with each business providing complementary services with limited overlap in existing capabilities and customers. It is anticipated that the benefits to both hVIVO and Open Orphan of the merger will include:

#### *(i) Complementary broader in-house clinical service offering*

Both hVIVO and Open Orphan supplement their primary service offering through the use of external third party subcontractors. On completion of the Offer it is expected that a significant proportion of these subcontracted services could be fulfilled by resource and expertise within the Enlarged Group.

The directors of Open Orphan and hVIVO have identified a number of areas where enhanced co-operation can support each group's market position and service proposition. Complementary broader in-house clinical trial service offerings include:

- Data management, statistics, medical writing, regulatory and project management, which are sub-contracted either in part, or in full, by hVIVO and where Open Orphan has significant expertise; and
- A proportion of the Phase I studies, including laboratory services, currently sub-contracted by Open Orphan but that are capable of being run at the hVIVO facility in London.

In addition to complementary services, the Directors also believe that the Enlarged Group will benefit from an enlarged sales and marketing team and a broader services base to market to both new and existing customers.

#### *(ii) Opportunity to increase operational utilisation*

The broader service offerings are expected to increase the overall utilisation of resources across the Enlarged Group. Both Open Orphan and hVIVO outsource certain services to third parties. Certain of these outsourced services are capable of being provided from within the Enlarged Group thereby increasing the overall operational efficiency. This could result in revenues retained by the Enlarged Group and not disbursed to subcontractors. The use of integrated resource is also expected to enhance the service proposition to be offered to customers through one-stop clinical trial service solutions.

#### *(iii) Expanded capability offering*

In addition to the complementary broader in-house service offerings provided by each group, the Directors believe that there is an opportunity for the Enlarged Group to strengthen customer

relationships and cross sell an expanded capability offering. Phase two field studies are currently beyond the hVIVO capability. The commissioning of phase two field studies for vaccines and antiviral products could be undertaken by the Enlarged Group, using Open Orphan's project management and monitoring capabilities and hVIVO's laboratory services, following the successful completion of human challenge studies. Laboratory services, typically required to support phase two clinical trials managed by Open Orphan, could also be undertaken at hVIVO's laboratory facilities.

(iv) *Commercialisation of hVIVO database through the Open Orphan platform*

Open Orphan has invested significant resources in developing its health data platform to facilitate drug research and patient access to specialist drugs. The Open Orphan Directors believe the viral induced disease development data and genomic data created and owned by hVIVO can be further utilised to accelerate the commercialisation of its viral challenge models and supplement existing genomic data being developed by Open Orphan.

(v) *Operating Synergies*

The Open Orphan Directors believe that the Enlarged Group will benefit from cost savings as duplicative functions and systems are rationalised and the Enlarged Group realises benefits of increased scale. Cost synergies are expected to include:

- Relocation of the central finance and HR support functions into the London headquarters of hVIVO;
- Consolidation of IT and enterprise systems across the two businesses; and
- Removal of duplicative public company and advisor costs.

### **3. The Offer**

The Company has conditionally offered to acquire the entire issued and to be issued share capital of hVIVO on the following basis:

#### **2.47 New Open Orphan Shares for every 1 hVIVO share**

The Offer values each hVIVO Share at approximately 15.56 pence and hVIVO's existing issued and to be issued share capital at approximately £12.96 million.

The Offer is conditional on, amongst other things:

- a) the passing at the Open Orphan General Meeting of the resolutions numbered 1 and 2 as set out in the Notice; and
- b) the conditions and further terms not otherwise identified above to which the Offer is subject, as set out in Part III of the Offer Document, either being satisfied or (with the exception of certain conditions which are not capable of waiver) waived.

### **4. The Placing**

#### ***Details of the Placing***

The Company intends to place up to 160,000,000 Placing Shares at the Placing Price to raise up to £10.0 million before expenses. The Placing is being underwritten up to £2.5 million.

The Placing is conditional upon, amongst other things:

- the passing of the Resolutions at the General Meeting; and
- Admission taking place on or before 17 January 2020 (or such later date as Arden and the Company may agree being not later than 28 February 2020).

The Placing Shares will be credited as fully paid and will, on Admission, rank *pari passu* in all respects with all other Open Orphan Shares then in issue, including the right to receive all dividends or other distributions declared, paid or made on or after Admission.

Further announcements on the Placing will be made in due course.

### **Placing Agreement**

Pursuant to the Placing Agreement, Arden has agreed to use its reasonable endeavours as agent of the Company to procure subscribers for the Placing Shares at the Placing Price.

The Placing Agreement contains certain warranties from the Company, the Directors and the Proposed Directors in favour of Arden, and an indemnity from the Company in favour of Arden, and is conditional, *inter alia*, upon:

1. Shareholder approval of the Resolutions at the General Meeting;
2. the Offer having become unconditional in all respects (save only for any condition relating to Admission occurring);
3. the Placing Agreement not having been terminated in accordance with its terms; and
4. Admission becoming effective not later than 8.00 a.m. on 17 January 2020 or such later time and/or date (being no later than 8.00 a.m. on 28 February 2020) as Arden and the Company may agree.

Arden may terminate the Placing Agreement in certain circumstances, if, *inter alia*, the Company fails to comply with its obligations under the Placing Agreement; if there is a material adverse change in the business or in the financial or trading position or prospects of the Enlarged Group or the Company; or if there is a change in the financial, political, economic or market conditions, which in the opinion of Arden, acting in good faith, makes it impractical or inadvisable to proceed with the Placing.

### **5. Related Party Transaction**

The Company has entered into the following agreement with Raglan Capital Limited ("**Raglan Capital**"). Cathal Friel is a director of Raglan Capital and also a director of the Company.

The underwriting from Raglan Capital is considered a related-party transaction for the purposes of Rule 13 of the AIM Rules for Companies. The directors (other than Cathal Friel) consider, having consulted with Arden Partners, the Company's nominated adviser, that the terms of the underwriting are fair and reasonable in so far as Open Orphan's shareholders are concerned.

The underwriting from Raglan Capital is considered a related-party transaction for the purposes of the Euronext Growth Rules. The directors (other than Cathal Friel) consider, having consulted with Davy, the Company's Euronext Growth Adviser, that the terms of the underwriting are fair and reasonable in so far as Open Orphan's shareholders are concerned.

### **Underwriting Agreement**

Pursuant to a letter agreement dated 9 December 2019 (the "**Underwriting Agreement**"), Raglan Capital, an Irish company of which Mr Friel, the Company's Chief Executive Officer, is a director, has conditionally agreed to subscribe for certain Placing Shares in an aggregate amount of £2.5 million less any amount subscribed for, or agreed to be subscribed for, by third parties pursuant to the Placing. Any such subscription would be made no later than 14 February 2020 at the same price at which any third party subscribers participated in the Placing, failing which at the equivalent price of an Open Orphan Share under the terms of the Offer.

The Company has given certain representations and warranties to Raglan Capital under the Underwriting Agreement.

Raglan Capital's subscription commitment is conditional upon, amongst other things:

- valid acceptances of the Offer being received in respect of hVIVO Shares which, together with all other hVIVO Shares acquired by the Company, carry not less than 90% (or such lower percentage as Open Orphan may agree) of the voting rights attaching to the hVIVO Shares to which the Offer relates;
- the accuracy of the representations and warranties given by Open Orphan in the Underwriting Agreement;
- the absence of any material adverse change or force majeure event; and

- the Placing Shares to be subscribed by Raglan Capital being admitted to trading on AIM as soon as practicable following their issue.

## **6. Use of proceeds of the Placing**

The Enlarged Group expects to receive gross proceeds of up to £10.0 million from the Placing. The net proceeds of the Placing receivable by the Enlarged Group after the costs and expenses of Admission are expected to be approximately £8.3 million (assuming a gross placing of £10.0 million) and are intended to be used to strengthen the Enlarged Group's balance sheet and provide additional working capital as the Enlarged Group completes the ongoing restructuring.

## **7. Information on the Company**

### ***General***

The Company is a public company limited by shares and is incorporated and registered in England and Wales under the Companies Act 2006 with registered number 07514939. The Company's registered office is located at Berkeley Square House, 2nd Floor, Mayfair, London, W1J 6BD.

### ***Directors***

The Open Orphan Directors as at the date of this document are as follows:

Brendan Buckley (*Chairman*)  
Cathal Friel (*Chief Executive Officer*)  
David Kelly (*Non-Executive Director*)  
Christian Milla (*Chief Operating Officer*)  
Michael Ryan (*Non-Executive Director*)  
Maurice Treacy (*Executive Director*)

### ***Principal activity of the Company and trading prospects***

Open Orphan is a European-focused, rare and orphan drug consulting services platform. The Company has two data driven digital platforms, a Genomic Health Data Platform, which is establishing a rare disease database and a Virtual Rep platform enabling pharmaceutical companies to engage key opinion leaders and physicians. The Company is targeting rapid growth in one of the fastest growing sectors in the global pharmaceutical industry targeting under-supplied treatment for life threatening or very serious diseases and rare disorders.

Since its admission in June 2019, the Open Orphan Directors have focussed on restructuring the historic Venn Life Sciences business. Open Orphan has continued to carefully manage its cash reserves to realise the full potential of the group with the cash burn rate significantly reduced through a strategic focus on operational efficiencies to resolve staff under-utilisation and reduce, overheads, including excessive office space and office facilities. The action taken to make Open Orphan more efficient is expected to result in growth and return to profitability with the Open Orphan Group recently signing preferred partner agreements that the Open Orphan Directors expect to deliver potentially significant revenues over an extended period, with initial revenue under these contacts expected to be recognised in the current period.

The Open Orphan Directors believe that Open Orphan has a strong pipeline for 2020 and this pipeline will be converted into contracted work. Currently, Open Orphan has an order book of contracted work in excess of €10 million. This pipeline of work will deliver revenue growth and support the Open Orphan Group's cash position and following the ongoing restructuring, enable it to move towards profitability. However, until contracts are signed, there can be no certainty that the pipeline will convert to revenue-producing contracts.

## **8. Matters to be considered at the General Meeting**

### ***Increase of share authorities and waiver of pre-emption rights***

#### *The Acquisition*

In order to complete the Acquisition, and as the Acquisition constitutes a “reverse takeover” for the purposes of both the AIM Rules and the Euronext Growth Rules, the Open Orphan Directors require the approval of Shareholders under Rule 14 of the AIM Rules and Rule 14 of the Euronext Growth Rules.

In addition, the Open Orphan Directors require the authority of Shareholders to issue and allot the Offer Shares.

#### *The Placing*

The Open Orphan Directors require the authority of Shareholders to issue and allot the Placing Shares for cash. Furthermore, the Open Orphan Directors are seeking authority to issue and allot up to a further £620,062 in nominal amount of Open Orphan Shares for cash, which authority they may exercise should they consider that it is in the best interests of the Company to do so.

Under the Companies Act, and subject to certain limited exceptions not relevant here, the Open Orphan Directors may not issue and allot new Open Orphan Shares for cash unless the Shareholders have, by special resolution, disapplied statutory pre-emption rights. Accordingly, in Resolution 5, the Open Orphan Directors seek such a disapplication to facilitate the issue for cash of the Placing Shares and of further Open Orphan Shares pursuant to the general authority to allot sought under Resolution 4.

## **9. General Meeting**

There is set out at the end of this document a notice convening the General Meeting to be held at the offices of DAC Beachcroft LLP, The Walbrook Building, 25 Walbrook, London, EC4N 8AF at 11.00 a.m. on 6 January 2020, at which the Resolutions will be proposed. The Resolutions will address the matters set out below:

- **Resolution 1** is an ordinary resolution to approve the Acquisition, which constitutes a “reverse takeover” for the purposes of both the AIM Rules and the Euronext Growth Rules.
- **Resolution 2** is an ordinary resolution seeking authority to issue and allot the Offer Shares.
- **Resolution 3** is an ordinary resolution seeking authority to issue and allot the Placing Shares.
- **Resolution 4** is an ordinary resolution seeking authority to issue and allot up to a further £620,062 in nominal amount of Open Orphan Shares for cash.
- **Resolution 5** is a special resolution disapplying statutory pre-emption rights under the Companies Act to facilitate the issue for cash of the Placing Shares and of further Open Orphan Shares pursuant to the general authority to allot sought under Resolution 4.

## **10. Action to be taken**

You will find a Form of Proxy for use in connection with the General Meeting accompanying this document. The Form of Proxy should be completed in accordance with the instructions printed thereon, whether or not you intend to be present at the General Meeting, and returned to the Company's Registrar, SLC Registrars as soon as possible and in any event so that it is received not later than 11.00 a.m. on 2 January 2020. Completion and return of the Form of Proxy will not prevent you from attending the General Meeting and voting in person, if you so wish.

## **11. Directors' voting intentions**

The Directors who hold Open Orphan Shares, intend to vote their own beneficial shareholdings in the Company, amounting to 48,892,841 Open Orphan Shares (in aggregate), which represents approximately 19.2 per cent. of the voting rights of the Company, in favour of the Resolutions.

## **12. Additional information**

Your attention is drawn to the Admission Document which accompanies this document. The Admission Document contains additional detailed information about the Enlarged Group and the Proposals, and should be read in conjunction with this document.

## **13. Recommendation**

**The Directors unanimously recommend that Shareholders vote in favour of the Resolutions.**

**The Open Orphan Directors have entered into undertakings to vote their own beneficial shareholdings in the Company, amounting to 48,892,841 Open Orphan Shares, which represent approximately 19.2 per cent. (in aggregate) of the voting rights of the Company, in favour of the Resolutions.**

Yours faithfully

**Brendan Buckley**  
*Chairman*

**OPEN ORPHAN PLC**  
(Registered in England and Wales with number 07514939)  
(the “Company”)

**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting of the Company (“**Meeting**”) will be held at 11.00 a.m. on 6 January 2020 at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF, to consider, and if thought fit, pass the following resolutions of which resolutions numbered 1 to 4 (inclusive) will be proposed as ordinary resolutions and the resolution numbered 5 will be proposed as a special resolution.

In each of the resolutions below, terms defined in the circular to shareholders published by the Company dated 9 December 2019 (“**Circular**”) of which this notice forms part shall have the same meanings:

**Ordinary resolutions**

**That:**

- 1 The Acquisition be and it is hereby approved in accordance with the requirements of Rule 14 of the AIM Rules and Rule 14 of the Euronext Growth Rules.
- 2 Subject to Resolution 1 being passed, in accordance with the requirements of section 551 of the Companies Act, and in addition to any existing authority (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company such authority to be limited to a maximum aggregate nominal amount of £2,100,836.16 (210,083,616 new Open Orphan Shares) in connection with the Acquisition (the “**Consideration Shares**”) **PROVIDED** that such authority shall expire on 30 June 2020 unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and the directors of the Company may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.
- 3 Subject to Resolutions 1, 2, 4 and 5 being passed, in accordance with the requirements of section 551 of the Companies Act, and in addition to any existing authority (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company such authority to be limited to a maximum aggregate nominal amount of £1,600,000.00 (160,000,000 new Open Orphan Shares) in connection with the Placing (the “**Placing Shares**”) **PROVIDED** that such authority shall expire on 30 June 2020 unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and the directors of the Company may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.
- 4 Subject to Resolutions 1 to 3 and 5 being passed, in accordance with the requirements of section 551 of the Companies Act, and in addition to any existing authority (and without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority), the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company such authority to be limited to a maximum aggregate nominal amount of £620,062 (62,006,228 new Open Orphan Shares) **PROVIDED** that such authority shall expire on the earlier of (i) the

conclusion of the annual general meeting of the Company to be held in 2020; and (ii) the date falling 18 months from the date of the passing of this Resolution unless any such authorities are renewed, varied or revoked by the Company prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and the directors of the Company may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

### **Special Resolution**

#### **THAT**

5 Subject to each of Resolutions 1 to 4 being passed, in accordance with section 571(1) of the Companies Act, and in addition to any existing authority, the directors of the Company be and they are hereby empowered to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authorities conferred by Resolutions 3 and 4 as if section 561 of the Companies Act did not apply to such allotment, **PROVIDED** that this power shall be limited to:

5.1 the allotment and issue of 160,000,000 Placing Shares up to a maximum aggregate nominal amount of £10.0 million; and

5.2 the allotment and issue of new Open Orphan Shares otherwise than in connection with the Placing up to a maximum aggregate nominal amount of £620,062.

**PROVIDED ALSO** that any such powers may be renewed, revoked or varied by special resolution and that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if such powers had not expired.

*By order of the Board*  
BPE Secretaries Limited  
*Company Secretary*

9 December 2019

*Registered office:*  
PO Box W1J 6BD  
Berkeley Square House  
2nd Floor  
Mayfair  
London W1J 6BD

**Notes:**

1. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at:
  - 6.30 p.m. on 2 January 2020; or,
  - if this Meeting is adjourned, at 6.30 p.m. on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the General Meeting.

**Appointment of proxies**

2. A member is entitled to attend, speak and vote at the above meeting and is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, each different proxy appointment form must be received by SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Surbiton, KT13 0TS not later than 11.00 a.m. on 2 January 2020.
4. A vote withheld is not a vote in law which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
5. A form of proxy is enclosed. To be valid any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power of authority must be lodged with the Company's Registrars SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Surbiton, KT13 0TS so as to be received not later than 11.00 a.m. on 2 January 2020. The return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (SLC Registrars, ID 7RA01) not later than 11.00 a.m. on 2 January 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

**Changing proxy instructions**

11. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.



