



25 September 2019

**Open Orphan Plc
("Open Orphan" or the "Company")
Interim Results for 6 months ended 30 June 2019**

Open Orphan, a European-focused, rare and orphan drug consulting services platform, announces its interim results for the six months ended 30 June 2019. Financial Highlights below (and in note 3 of the reported financial statements) reflect the interim results of Venn Life Sciences ("Venn") prior to the reverse takeover by Open Orphan on the 28 June 2019.

Reported results, based on IFRS accounting rules, reflect those of Open Orphan DAC while the Balance Sheet as of end June 2019 reflects that of the combined group with share capital reflecting the position of the ultimate parent Company Open Orphan Plc.

Financial Highlights:

- Placing of GBP £4.5 m in June 2019 to recapitalise the business and fund the growth strategy
- Revenue of €5.8m (Venn HY18: €7.8m)
- EBITDA of -€1.5m (Venn HY18 profit: €0.2m)
- Operating Loss of -€1.8m (Venn HY18: €0.6m)
- Cash and cash equivalents of €5.1m at period end following successful placing
- Post completion of reverse takeover, continued reduction in overheads delivering cost efficiencies
 - Increased staff utilisation
 - Strong pipeline of potential work
 - Targeting profitable growth and a return to profitability in 2020

Operational Highlights:

- Transformational reverse takeover of Venn Life Sciences Holdings Plc by Open Orphan DAC
 - The Enlarged Group intends to target the fragmented orphan drug services market in Europe
 - Identified an extensive pipeline of target acquisitions primarily in the regulatory approval, reimbursement and product launch
- Venn being successfully right-sized with reductions in overheads and in the cash burn rate
- Open Orphan Services continues to develop a pipeline of acquisitions to complement our current offering and has an ambition to complete an acquisition before the year end
- Development of the Open Orphan Genomic Health Data platform targeting patient advocacy groups to help source rare disease patient genomic data – companies approached, and early adopters expected to be announced in the second half of the year.
- Open Orphan's second digital data platform is advancing and building a platform for growth

Cathal Friel, CEO of Open Orphan, said:

"The combination of Venn and Open Orphan has given us a strong platform to build a full-service, high margin consultancy to offer services to the fast-growing orphan drug market right across Europe. We have a strong management team with a proven track record and an experienced board which will work closely alongside us."

We are well positioned for future growth and there a number of reasons for the team and shareholders to be excited as we look into the future.”

Conference call for sell-side analysts and investors

The Company will hold a conference call for sell-side analysts and investors at 10am today hosted by: Cathal Friel, CEO and Maurice Treacy, CCO.

Participant dial-in numbers

Dial in number	Access PIN
United Kingdom Toll-Free: 08003589473	35437628#
United Kingdom Toll: +44 3333000804	35437628#
Republic of Ireland Toll: +353 14311252	35437628#
Republic of Ireland Toll-Free: 1800948241	35437628#

URL for international dial in numbers:

http://events.arkadin.com/ev/docs/NE_W2_TF_Events_International_Access_List.pdf

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Camarco (Financial PR) Tel: +44 (0)20 3757 4980

Tom Huddart / Billy Clegg / Daniel Sherwen

Notes to Editors:

Open Orphan plc is a European-focused, rare and orphan drug consulting services platform. The Company intends to roll up a number of orphan drug services business. Open Orphan 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.

Chairman's Statement

Introduction

The first half of 2019 saw the transformational reverse takeover of Venn Life Sciences Holdings Plc by Open Orphan DAC to target the fragmented orphan drug services market in Europe. As part of the reverse takeover Open Orphan successfully completed a placing, raising GBP£4.5 million to recapitalise the business and fund our growth strategy.

Financial Results

The reported interim results reflect the six months of Open Orphan DAC following its reverse takeover of Venn Life Sciences Holdings Plc prior to its reverse takeover by Open Orphan on the 28th June 2019.

The results of Open Orphan Plc (on a stand-alone basis and excluding any impact of the 28 June 2019 combination per notes 1 & 3 below) reflect service fee income for the first six months of 2019 of €5.8m (H1 2018: €7.8m). EBITDA for the period was -€1.5m (H1 2018: €0.2m).

On a reported basis reflecting IFRS accounting rules for reverse acquisitions, service fee income for the first six months of 2019 was €0.0m (H1 2018: €0.0m). EBITDA for the period was -€0.2m (H12018: -€0.5m). Cash and cash equivalents at the end of the period were €5.1m (H12018: €0.6m).

In June, Open Orphan successfully completed a placing, raising GBP£4.5 million. The placing positions the Company to take full advantage of the platform created from the combination of Venn Life Sciences and Open Orphan. The Company has continued to carefully manage its cash reserves and the placing allows the management team, who have a strong track record, to realise the full potential of the enlarged group.

Operational Review

Open Orphan was founded in July 2017 with a strategy and product offering to develop a market leading services platform for pharmaceutical and biotechnology companies seeking to commercialise their products across Europe with a particular focus on drugs treating rare diseases.

The reverse takeover of Venn by Open Orphan was the first step in Open Orphan Services strategy of consolidating the European orphan pharma services business. The orphan drug consulting space in Europe is highly fragmented and consists of many small players scattered across Europe. It is Open Orphan's plan to acquire a number of these smaller players, consolidating them into the leading orphan drug consultancy services company in Europe. Open Orphan continues to have a pipeline of potential acquisitions and has an ambition to complete an acquisition before the year end.

Venn has historically been loss-making due to its under-utilisation of staff. Post-completion of the reverse takeover on the 28th of June, the Directors have undertaken initiatives to resolve staff under-utilisation and increase operational efficiency. In addition, overheads, including the excessive office space and office facilities, are being significantly reduced through the leasing of surplus office space through sublets to third parties. Furthermore, the cash burn rate has been significantly reduced through a clear strategic focus on operational efficiencies. The action taken to make Venn more efficient is expected to result in growth and return to profitability in 2020.

Since the reverse takeover, Open Orphan has created two digital data access platforms. The aim of Open Orphan's digital platforms is to develop, in a low-cost manner, one of Europe's largest databases of rare disease patients. The first platform compiles details of over 4,000 physicians and KOLs across Europe with a focus on orphan drugs.

The Genomic Health Data Platform has identified and begun establishing a patient health data platform, with a focus on orphan diseases. This is intended to be established in partnership with a number of patient advocacy groups on a revenue share basis to encourage patients with rare and orphan conditions to share their health data. In the second half of the year, it is the ambition of Open Orphan to bring onboard early adopter pharmaceutical companies and early adopter patient advocacy groups to the platform to help the Company source patient genomic data with the Company encouraged by early feedback.

The Open Orphan Virtual Rep platform enables pharmaceutical companies to engage over 4,000 key opinion leaders and physicians across Europe with a focus on orphan drugs. In due course, the platform will enable Open Orphan to promote client services to its extensive list of key opinion leaders and physicians/

In June, we were pleased to appoint Maurice Treacy as an Executive Director of the Company and subsequently Chief Commercial Officer. Maurice was most recently a founder of HiberGen and one of the founders of Genomics Medicine Ireland, which was recently acquired by WuXI NextCODE. Post period end, David Kelly was appointed as an Independent Non-Executive Director. David has extensive orphan drug company experience both in Europe and in the USA. He was Executive Vice President and Managing Director of Ireland at Horizon Therapeutics plc, a biopharmaceutical company listed on Nasdaq and headquartered in Dublin.

As noted in the Admission Document the Company is undertaking an active search for a CFO to join the Board. Post the period end the Company has appointed Leo Toole as Interim CFO. Leo will lead the finance function. The Board expects to make an appointment of a permanent CFO to the Board by the end of the year.

Outlook

We have a clear growth strategy targeting the fast-growing market for orphan drugs. The management team and Board have a strong track record and we are confident in our abilities to generate significant shareholder returns. We look forward to updating our shareholders on the exciting acquisition pipeline, the signing up of early adopter pharmaceutical companies and early adopter patient advocacy groups to the Genomic Health Data platform and our growth in the fragmented orphan drug services market in Europe.

Brendan Buckley

Chairman

25 September 2019

Consolidated Statement of Comprehensive Income
For the six months ended 30 June 2019

	Unaudited 6 months ended 30 June 2019 €'000	Unaudited 6 months ended 30 June 2018 €'000	Audited 18 July 2017 to 31 December 2018 €'000
Continuing operations			
Revenue	-	-	-
Administrative expenses	(179)	(451)	(1,611)
Operating (loss)/profit	(179)	(451)	(1,611)
Depreciation and amortisation	-	-	-
EBITDA before exceptional items	(179)	(451)	(1,611)
Reverse Acquisition Cost	(796)	-	-
Finance income	-	-	-
Finance costs	(250)	(12)	(45)
Loss before income tax	(1,225)	(463)	(1,656)
Income tax credit	-	-	-
Loss for the period	(1,225)	(463)	(1,656)
Loss attributable			
Owners of the parent	(1,225)	(463)	(1,656)
Loss for the period	(1,225)	(463)	(1,656)
Currency translation differences	-	-	-
Total comprehensive loss for the period	(1,225)	(463)	(1,656)

Earnings per share from continuing operations attributable to the owners of the parent during the period (see note 2)

	€ Cent	€ Cent	€ Cent
Basic and diluted (loss) per ordinary share			
From continuing operations	(1.65)	(219.73)	(785.29)
From (loss) for the year	(1.65)	(219.73)	(785.29)

Consolidated Statement of Financial Position

As at 30 June 2019

	Unaudited As at 30 June 2019 €'000	Unaudited As at 30 June 2018 €'000	Audited As at 31 December 2018 €'000
Assets			
Non-current assets			
Property, plant and equipment	266	-	1
Intangible assets	3,758	-	-
Right-of-use leased assets	1,808	-	-
Investments	31	-	-
Total non-current assets	5,863	-	1
Current assets			
Trade and other receivables	5,669	46	36
Income tax recoverable	10	-	-
Assets held for sale	702	-	-
Cash and cash equivalents	5,070	583	165
Total current assets	11,451	629	201
Total assets	17,314	629	202
Equity attributable to owners			
Share capital	371	-	-
Share premium account	18,973	-	-
Group re-organisation reserve	(541)	-	-
Reverse acquisition reserve	(7,621)	-	-
Share Option and Warrant Reserve	238	-	-
Other reserve	(34)	-	-
Foreign currency reserves	(44)	-	-
Retained earnings	(2,881)	(765)	(1,656)
Total equity	8,461	(765)	(1,656)
Liabilities			
Non-current liabilities			
Lease Liabilities	1,408	-	-
Borrowings	1,748	1,215	-
Total non-current liabilities	3,156	1,215	-
Current liabilities			
Trade and other payables	4,755	179	498
Lease Liabilities	534	-	-
Deferred taxation	201	-	-
Borrowings	207	-	1,360
Total current liabilities	5,697	179	1,858
Total liabilities	8,853	1,394	1,858
Total equity and liabilities	17,314	629	202

Consolidated Statement of Cash Flows

For the 6 months ended 30 June 2019

	Unaudited 6 months ended 30 June 2019 €'000	Unaudited 6 months ended 30 June 2018 €'000	Audited 17 July 2017 to 31 December 2018 €'000
Cash Flow from operations			
Loss before income tax – continuing operations	(1,225)	(463)	(1,656)
Adjustments:			
- Depreciation & Amortisation	-	-	-
- Net finance costs	250	12	45
Changes in working capital			
- Trade and other receivables	(22)	(17)	(36)
- Trade and other payables	552	24	497
Cash used in operations	(445)	(444)	(1,150)
Interest paid	(38)	(12)	(45)
Income tax received/(paid)	-	-	-
Net cash (used) in operating activities	(483)	(456)	(1,195)
Cash flow from investing activities			
Investment in subsidiary	42	-	-
Purchase of property, plant and equipment (PPE)	-	-	-
Interest received	-	-	-
Net cash used in investing activities	42	-	-
Cash flow from financing activities			
Proceeds from public placing on 28 June 2019	5,025		
Issuance of ordinary shares	1,543	-	-
Convertible Debentures Issued or converted	(1,010)		1,360
Conversion premium on Convertible Debentures	(212)		
Short Term Loan Repaid		(200)	(200)
Short Term Loan received	-	915	200
Net cash flow from financing activities	5,346	715	1,360
Net increase in cash and cash equivalents	4,905	259	165
Cash and cash equivalents at beginning of period	165	324	-
Cash and cash equivalents at end of period	5,070	583	165

Consolidated Statement of Changes in Shareholders' Equity

	Share capital €'000	Share premium €'000	Re-organisation & reverse acquisition and other reserves €'000	Foreign Currency reserve €'000	Retained earnings €'000	Total €'000
At 18 July 2017	-	-	-	-	-	-
Changes in equity for period ended 31 December 2017						
Total loss for the period	-	-	-	-	(301)	(301)
Total comprehensive loss for the period	-	-	-	-	(301)	(301)
Transactions with the owners						
Shares /Options issued	-	-	-	-	-	-
At 1 January 2018	-	-	-	-	(301)	(301)
Changes in equity for 6 months ended 30 June 2018						
Total loss for the period	-	-	-	-	(463)	(463)
Total comprehensive loss for the period	-	-	-	-	(463)	(463)
Transactions with the owners						
Shares /Options issued	-	-	-	-	-	-
At 30 June 2018	-	-	-	-	(764)	(764)
Changes in equity for 6 months ended 31 December 2018						
Total loss for the period	-	-	-	-	(892)	(892)
Total comprehensive loss for the period	-	-	-	-	(892)	(892)
Transactions with the owners						
Shares issued	-	-	-	-	-	-
At 31 December 2018	-	-	-	-	(1,656)	(1,656)
Changes in equity for 6 months ended 30 June 2019						
Total loss for the period	-	-	-	-	(1,225)	(1,225)
Total comprehensive loss for the period	-	-	-	-	(1,225)	(1,225)
Transactions with the owners						
Shares issued to Public	90	4,247	-	-	-	4,337
Investment In subsidiary	281	14,726	(7,958)	(44)	-	7,005
At 30 June 2019	371	18,973	(7,958)	(44)	(2,881)	8,461

NOTES FORMING PART OF THE INTERIM FINANCIAL STATEMENTS

1. General information and basis of presentation

Open Orphan Plc (formerly Venn Life Sciences Holdings Plc) is a company incorporated in England and Wales. The Company is a public limited company, listed on the AIM market of the London Stock Exchange. The address of the registered office is 2nd floor, Berkeley Square House, Mayfair, W1J 6BD.

The Group's principal activity is as a European-focused, rare and orphan drug consulting services platform.

Open Orphan Plc (formerly Venn Life Sciences Holdings Plc) completed an IPO on the London AIM Exchange and the Dublin Euronext exchange on 28 June 2019 through a reverse merger of Open Orphan DAC, an Irish Company, into Venn Life Sciences holdings Plc, a UK company.

Based on the accounting standards under IFRS 3 and IFRS 10, the Group has determined that the entity with control of the combined group after the combination is Open Orphan DAC. It was therefore determined that reverse acquisition accounting is to be applied for presentation of the financial statements of the Company. This means that results reported for the period and comparable periods reflect those of Open Orphan DAC while the Balance Sheet reported for the period and comparable periods reflect those of the combined group with share capital reflecting the position of the ultimate parent Company Open Orphan Plc.

For information purposes, a pro forma statement of Comprehensive Income for the period and comparable periods for Open Orphan Plc on a stand-alone basis and excluding any impact of the combination is presented in note 3 to allow a normalized presentation of Comprehensive Income for the existing Group during the period.

The accounting policies applied by the Group in this financial information are the same as those applied by the Group in its financial statements for the year ended 31 December 2018 and which will form the basis of the 2019 financial statements except for a number of new and amended standards which have become effective since the beginning of the previous financial year. In particular, IFRS 16 has been adopted as at 1 January 2019 in accordance with the modified retrospective approach. Right-of-Use assets and lease liabilities have been reflected in the Consolidated Statement of Financial Position.

The financial information presented herein does not constitute full statutory accounts under Section 434 of the Companies Act 2006 and was not subject to a formal review by the auditors. The financial information in respect of the year ended 31 December 2018 has been extracted from the statutory accounts which have been delivered to the Registrar of Companies. The Group's Independent Auditor's report on those accounts was unqualified, did not include references to any matters to which the auditor drew attention by way of emphasis without qualifying their report and did not contain a statement under section 498(2) or 498(3) of the Companies Act 2006. The financial information for the half years ended 30 June 2019 and 30 June 2018 is unaudited and the twelve months to 31 December 2018 is audited.

2. Earnings per share

(a) Basic

Basic earnings per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

	Unaudited 6 months ended 30 June 2019 €'000	Unaudited 6 months ended 30 June 2018 €'000	Audited 17 July 2017 to 31 December 2018 €'000
Loss from continuing operations attributable to equity holders of the Company (€'000)	(1,225)	(463)	(1,656)
Total	(1,225)	(463)	(1,656)
Weighted-average Ordinary Shares in issue	74,413,349	210,902	210,902
Basic and diluted loss per ordinary share (€ cent)	(1.65)	(219.73)	(785.29)

(b) Diluted

Due to the losses in the periods the effect of the share options and warrants noted below were considered to be anti-dilutive.

	Unaudited 6 months ended 30 June 2019	Unaudited 6 months ended 30 June 2018	Audited 17 July 2017 to 31 December 2018
Potential dilutive ordinary shares:			
Weighted Options	5,324,569	-	-
Weighted Warrants	6,234,278	-	-
Total	11,558,847	-	-

3. Proforma Statement of Comprehensive Income - Open Orphan Plc (on a stand-alone basis and excluding any impact of the 28 June 2019 combination)

Per note 1, the schedule below reflected normalised Comprehensive Income for Open Orphan Plc (formerly Venn Life Sciences Holdings Plc) as if it were presented on a stand-alone basis and excluded any impact of the 28 June 2019 combination.

	Unaudited 6 months ended 30 June 2019 €'000	Unaudited 6 months ended 30 June 2018 €'000	Audited Year ended 31 December 2018 €'000
Continuing operations			
Revenue	5,814	7,780	14,291
Administrative expenses	(8,020)	(8,045)	(16,658)
Operating (loss)	(2,206)	(265)	(2,367)
Depreciation and amortisation	(702)	(473)	(935)
EBITDA before exceptional items	(1,504)	208	(1,432)
Finance income	-	-	10
Finance costs	(167)	-	-
Gain/Impairment of Financial Asset Investments	444	(360)	(421)
Share Options and Warrants Reserve	(238)	-	-
Impairment of Intangible Assets	-	-	(2,232)
Loss before income tax	(2,167)	(625)	(5,010)
Income tax credit	378	33	235
Loss for the period	(1,789)	(592)	(4,775)
Loss attributable			
Owners of the parent	(1,789)	(592)	(4,775)
Loss for the period	(1,789)	(592)	(4,775)
Currency translation differences	(3)	(46)	85
Total comprehensive loss for the period	(1,792)	(638)	(4,690)

4. Dividends

There were no dividends provided or paid during the six months.

5. Press

A copy of this announcement is available from the Company's website, being www.openorphan.com. If you would like to receive a hard copy of the interim report, please contact the Open Orphan Plc offices on +353 1 644 0007 to request a copy.