

**ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES (“AIM RULES”)**

**COMPANY NAME:**

Alliance Pharma plc (“Alliance” or the “Company”)

**COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES) :**

Avonbridge House  
Bath Road  
Chippenham  
Wiltshire SN15 2BB

**COUNTRY OF INCORPORATION:**

England and Wales

**COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:**

[http://investors.alliancepharmaceuticals.com/aim-rule-26?\\_ga=1.152625977.1841596742.1446030996](http://investors.alliancepharmaceuticals.com/aim-rule-26?_ga=1.152625977.1841596742.1446030996)

**COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:**

Specialty pharmaceutical company specialising in the marketing and distribution of prescription, over-the-counter and consumer healthcare products. Capital intensive activities such as manufacturing, warehousing and logistics are outsourced.

As announced on 26 November 2015, the Company has entered into a conditional acquisition agreement to acquire the Healthcare Products Business from Sinclair IS Pharma plc (the “Acquisition”). The Acquisition constitutes a reverse takeover under the AIM Rules.

**DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):**

Up to 468,179,145 ordinary shares in the Company with a nominal value of 1 pence per share are to be admitted. There will be no restriction on the transfer of these securities.

**CAPITAL TO BE RAISED ON ADMISSION (IF APPLICABLE) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:**

Up to £83.5m to be raised

Estimated market cap on admission of approximately £220m

**PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:**

At admission c.24.9% of shares will not be held in public hands

**DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM COMPANY HAS APPLIED OR AGREED TO HAVE ANY OF ITS SECURITIES (INCLUDING ITS AIM SECURITIES) ADMITTED OR TRADED:**

N/A

**FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS (underlining the first name by which each is known or including any other name by which each is known):**

Andrew Leonard Smith (Non-Executive Chairman)  
John Dawson (Chief Executive Officer)  
Anthony ("Tony") Richard Booley (Executive Director)  
Peter Jonathan Butterfield (Executive Director)  
Andrew Timothy Franklin (Chief Financial Officer)  
Thomas Theodore Casdagli (Non-Executive Director)  
David John Cook (Non-Executive Director)  
Nigel Richard Clifford (Non-Executive Director)

**FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION (underlining the first name by which each is known or including any other name by which each is known):**

Prior to admission:

<b><u>Holder</u></b>	<b><u>% Held</u></b>
<u>John</u> Dawson	22.5%
<u>Nigel</u> Wray	14.1%
MVM Life Science Partners	9.1%
Aviva Investors Global Services	8.6%
Artemis Investment	6.1%
<u>Stella</u> Dawson <sup>(1)</sup>	5.9%
LGT Capital Management	3.8%
Brown Shipley Asset Management	3.8%
Slater Investments	3.4%

Post admission:

<b><u>Holder</u></b>	<b><u>% Held<sup>(2)</sup></u></b>
<u>John</u> Dawson	12.7%
MVM Life Science Partners	11.7%
Aviva Investors Global Services	9.7%
Artemis Investment	8.1%

<u>Nigel</u> Wray	8.0%
Slater Investments	7.1%
River & Mercantile Asset Management	5.1%
<u>Stella</u> Dawson <sup>(1)</sup>	3.3%
FMR Investment Management	3.2%
<b>Note:</b>	
(1): Stella Dawson's shareholding is also included within John Dawson's interest in ordinary shares in the Company.	
(2): % holdings calculated on the basis that the 12,195,121 "option shares" are issued in full.	
<b>NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:</b>	
N/A	
<b>(i) ANTICIPATED ACCOUNTING REFERENCE DATE</b>	
<b>(ii) DATE TO WHICH THE <u>MAIN FINANCIAL INFORMATION</u> IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)</b>	
<b>(iii) DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:</b>	
(i) 31 December	
(ii) 30 June 2015 (incorporated by reference)	
(iii) 30 June 2016 (annual accounts for the 12 months ended 31 December 2015); 30 September 2016 (half yearly report for the 6 months ended 30 June 2016); 30 June 2017 (annual accounts for the 12 months ended 31 December 2016)	
<b>EXPECTED ADMISSION DATE:</b>	
17 December 2015	
<b>NAME AND ADDRESS OF NOMINATED ADVISER:</b>	
Numis Securities Limited The London Stock Exchange Building 10 Paternoster Square London EC4M 7LT	
<b>NAME AND ADDRESS OF BROKER:</b>	
Numis Securities Limited The London Stock Exchange Building 10 Paternoster Square London EC4M 7LT	
<b>OTHER THAN IN THE CASE OF A <u>QUOTED APPLICANT</u>, DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE</b>	

AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:

<http://investors.alliancepharmaceuticals.com/aim-rule-26>

DATE OF NOTIFICATION:

2 December 2015

NEW/ UPDATE:

New