

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>Hahn Mark W</u> (Last) (First) (Middle) 3 MORE LONDON RIVERSIDE (Street) LONDON X0 SE1 2RE (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Verona Pharma plc [VRNA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/04/2024 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Ordinary Shares ⁽¹⁾ | 12/04/2024 | | s ⁽²⁾ | | 58,184 | D | \$5.0013 ⁽³⁾ | 14,117,512 | D | |
| Ordinary Shares ⁽¹⁾ | 12/05/2024 | | s ⁽²⁾ | | 640,048 | D | \$5.0061 ⁽⁴⁾ | 13,477,464 | D | |
| Ordinary Shares ⁽¹⁾ | 12/06/2024 | | s ⁽²⁾ | | 183,728 | D | \$5.0091 ⁽⁵⁾ | 13,293,736 ⁽⁶⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| | | | | | Code | V | | | Title | Amount or Number of Shares | | | |

Explanation of Responses:

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 instruction adopted on March 6, 2024.
- The price reported represents a weighted average price of the ADSs divided by eight (8). The securities were sold in multiple transactions at prices ranging from \$5 to \$5.005 per Ordinary Share, inclusive (or \$40.00 to \$40.04 per ADS, inclusive). The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the range set forth in this footnote.
- The price reported represents a weighted average price of the ADSs divided by eight (8). The securities were sold in multiple transactions at prices ranging from \$5 to \$5.0313 per Ordinary Share, inclusive (or \$40.00 to \$40.25 per ADS, inclusive). The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the range set forth in this footnote.
- The price reported represents a weighted average price of the ADSs divided by eight (8). The securities were sold in multiple transactions at prices ranging from \$5 to \$5.02 per Ordinary Share, inclusive (or \$40.00 to \$40.16 per ADS, inclusive). The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the range set forth in this footnote.
- Consists of (i) 3,000,000 Ordinary Shares underlying Restricted Share Units, each of which represents a contingent right to receive one (1) Ordinary Share of the Issuer (which are represented by 375,000 ADSs); and (ii) 10,293,736 Ordinary Shares underlying 1,286,717 ADSs.

/s/ Andrew Fisher, Attorney-in-Fact for Mark Hahn 12/06/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.