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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

**(Amendment No. 4)\***

**Verona Pharma plc**

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**(Name of Issuer)**

**Ordinary Shares, nominal value 0.05 GBP**

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**(Title of Class of Securities)**

**925050106**

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**(CUSIP Number)**

**Stephanie Brecher**  
**New Enterprise Associates, 1954 Greenspring Drive, Suite 600**  
**Timonium, MD, 21093**  
**(410) 842-4000**

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**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**01/16/2025**

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**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**SCHEDULE 13D**

**CUSIP No. 925050106**

Name of reporting person

1 Growth Equity Opportunities 17, LLC

2 Check the appropriate box if a member of a Group (See Instructions)

(a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE  
Sole Voting Power

7 0.00  
Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power  
32,678,025.00  
Sole Dispositive Power

9 0.00  
Shared Dispositive Power

10 32,678,025.00  
Aggregate amount beneficially owned by each reporting person

11 32,678,025.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 4.99 %  
Type of Reporting Person (See Instructions)

14 OO

## SCHEDULE 13D

**CUSIP No.** 925050106

1 Name of reporting person  
New Enterprise Associates 17, L.P.  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	32,678,025.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	32,678,025.00
	Aggregate amount beneficially owned by each reporting person
11	32,678,025.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	4.99 %
	Type of Reporting Person (See Instructions)
14	PN

## SCHEDULE 13D

**CUSIP No.** 925050106

1	Name of reporting person
	NEA Partners 17, L.P.
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	AF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	32,678,025.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	32,678,025.00
11	Aggregate amount beneficially owned by each reporting person

32,678,025.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

4.99 %

Type of Reporting Person (See Instructions)

14

PN

### SCHEDULE 13D

**CUSIP No.** 925050106

Name of reporting person

1

NEA 17 GP, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of  
Shares

Shared Voting Power

Beneficially 8

32,678,025.00

Owned by

Each

Sole Dispositive Power

Reporting 9

0.00

Person

With:

Shared Dispositive Power

10

32,678,025.00

Aggregate amount beneficially owned by each reporting person

11

32,678,025.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

4.99 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

CUSIP No. 925050106

1 Name of reporting person  
Growth Equity Opportunities Fund IV, LLC  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
DELAWARE

7 Sole Voting Power  
0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power  
32,678,025.00

9 Sole Dispositive Power  
0.00

10 Shared Dispositive Power  
32,678,025.00

11 Aggregate amount beneficially owned by each reporting person  
32,678,025.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
Percent of class represented by amount in Row (11)  
4.99 %

14 Type of Reporting Person (See Instructions)  
OO

SCHEDULE 13D

CUSIP No. 925050106

1 Name of reporting person  
New Enterprise Associates 15, L.P.  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 8 0.00  
 Shared Voting Power 32,678,025.00  
 Sole Dispositive Power 9 0.00  
 Shared Dispositive Power 10 32,678,025.00

11 Aggregate amount beneficially owned by each reporting person  
 32,678,025.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
 Percent of class represented by amount in Row (11)

14 4.99 %  
 Type of Reporting Person (See Instructions)

PN

## SCHEDULE 13D

**CUSIP No.** 925050106

1 Name of reporting person  
 NEA Partners 15, L.P.  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With: 7 Sole Voting Power 0.00

Owned by Each Reporting Person With:	8	Shared Voting Power
		32,678,025.00
		Sole Dispositive Power
	9	0.00
		Shared Dispositive Power
	10	32,678,025.00
		Aggregate amount beneficially owned by each reporting person
11		32,678,025.00
		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12		<input type="checkbox"/>
		Percent of class represented by amount in Row (11)
13		4.99 %
		Type of Reporting Person (See Instructions)
14		PN

## SCHEDULE 13D

**CUSIP No.** 925050106

1	Name of reporting person
	NEA 15 GP, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
	7
	0.00
	Shared Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	8
	32,678,025.00
	Sole Dispositive Power
	9
	0.00
	Shared Dispositive Power
	10
	32,678,025.00
	Aggregate amount beneficially owned by each reporting person
11	32,678,025.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)  
 13  
 4.99 %  
 Type of Reporting Person (See Instructions)  
 14  
 OO

SCHEDULE 13D

CUSIP No. 925050106

1 Name of reporting person  
 Forest Baskettt  
 Check the appropriate box if a member of a Group (See Instructions)  
 2  
 (a)  
 (b)  
 3 SEC use only  
 Source of funds (See Instructions)  
 4  
 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)  
 5  
  
 Citizenship or place of organization  
 6  
 UNITED STATES  
 Sole Voting Power  
 7  
 0.00  
 Number of Shares Beneficially Owned by Each Reporting Person With:  
 Shared Voting Power  
 8  
 32,678,025.00  
 Sole Dispositive Power  
 9  
 0.00  
 Shared Dispositive Power  
 10  
 32,678,025.00  
 Aggregate amount beneficially owned by each reporting person  
 11  
 32,678,025.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  
 12  
  
 Percent of class represented by amount in Row (11)  
 13  
 4.99 %  
 Type of Reporting Person (See Instructions)  
 14  
 IN

SCHEDULE 13D

1 Name of reporting person  
Ali Behbahani  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 AF  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
UNITED STATES  
Sole Voting Power  
7 368.00  
Number of Shares Beneficially Owned by Each Reporting Person With:  
8 Shared Voting Power  
25,541,352.00  
9 Sole Dispositive Power  
368.00  
10 Shared Dispositive Power  
25,541,352.00  
Aggregate amount beneficially owned by each reporting person  
11 25,541,720.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

13 Percent of class represented by amount in Row (11)  
3.90 %

14 Type of Reporting Person (See Instructions)  
IN

SCHEDULE 13D

1 Name of reporting person  
Carmen Chang  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

296.00

Number of  
Shares

Shared Voting Power

Beneficially

8

Owned by

25,541,352.00

Each

Sole Dispositive Power

Reporting

9

Person

296.00

With:

Shared Dispositive Power

10

25,541,352.00

Aggregate amount beneficially owned by each reporting person

11

25,541,648.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

3.90 %

Type of Reporting Person (See Instructions)

14

IN

## SCHEDULE 13D

**CUSIP No.** 925050106

Name of reporting person

1

Anthony A. Florence, Jr.

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of  
Shares

Beneficially

Owned by

8

Shared Voting Power

Each

Reporting Person	32,678,025.00
With:	Sole Dispositive Power
	9
	0.00
	Shared Dispositive Power
	10
	32,678,025.00
	Aggregate amount beneficially owned by each reporting person
11	32,678,025.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	4.99 %
	Type of Reporting Person (See Instructions)
14	IN

## SCHEDULE 13D

**CUSIP No.** 925050106

1	Name of reporting person
	Mohamad H. Makhzoumi
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	AF
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	UNITED STATES
	Sole Voting Power
	7
	368.00
Number of Shares Beneficially Owned by Each Reporting Person	Shared Voting Power
With:	8
	32,678,025.00
	Sole Dispositive Power
	9
	368.00
	Shared Dispositive Power
	10
	32,678,025.00
	Aggregate amount beneficially owned by each reporting person
11	32,678,393.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>

13 Percent of class represented by amount in Row (11)

4.99 %

Type of Reporting Person (See Instructions)

14

IN

## SCHEDULE 13D

**CUSIP No.** 925050106

Name of reporting person

1

Edward T. Mathers

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

368.00

Number of  
Shares

Shared Voting Power

Beneficially 8

Owned by

25,541,352.00

Each

Sole Dispositive Power

Reporting 9

Person

368.00

With:

Shared Dispositive Power

10

25,541,352.00

Aggregate amount beneficially owned by each reporting person

11

25,541,720.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

3.90 %

Type of Reporting Person (See Instructions)

14

IN

## SCHEDULE 13D

**CUSIP No.** 925050106

1 Name of reporting person  
 Scott D. Sandell  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 AF  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 UNITED STATES

7 Sole Voting Power  
 1,624.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
 32,678,025.00

9 Sole Dispositive Power  
 1,624.00

10 Shared Dispositive Power  
 32,678,025.00

11 Aggregate amount beneficially owned by each reporting person  
 32,679,649.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
 4.99 %

14 Type of Reporting Person (See Instructions)  
 IN

**SCHEDULE 13D**

**CUSIP No.** 925050106

1 Name of reporting person  
 Paul Walker  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
 UNITED STATES

7 Sole Voting Power  
 368.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
 25,541,352.00

9 Sole Dispositive Power  
 368.00

10 Shared Dispositive Power  
 25,541,352.00

11 Aggregate amount beneficially owned by each reporting person  
 25,541,720.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
 3.90 %

14 Type of Reporting Person (See Instructions)  
 IN

## SCHEDULE 13D

**CUSIP No.** 925050106

1 Name of reporting person  
 Rick Yang  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
 UNITED STATES

7 Sole Voting Power  
 232.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
 25,541,352.00

9 Sole Dispositive Power

Person  
With:

232.00

Shared Dispositive Power

10

25,541,352.00

Aggregate amount beneficially owned by each reporting person

11

25,541,584.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

3.90 %

Type of Reporting Person (See Instructions)

14

IN

## SCHEDULE 13D

### Item 1. Security and Issuer

Title of Class of Securities:

(a)

Ordinary Shares, nominal value 0.05 GBP

Name of Issuer:

(b)

Verona Pharma plc

Address of Issuer's Principal Executive Offices:

(c)

3 More London Riverside, London, UNITED KINGDOM , SE1 2RE.

### Item 2. Identity and Background

Growth Equity Opportunities Fund IV, LLC ("GEO 15"), Growth Equity Opportunities 17, LLC ("GEO 17" and, together with GEO 15, the "GEO Entities"); New Enterprise Associates 15, L.P. ("NEA 15"), which is the sole member of GEO 15, New Enterprise Associates 17, L.P. ("NEA 17" and, together with NEA 15, the "Funds"), which is the sole member of GEO 17; NEA Partners 15, L.P. ("NEA Partners 15"), which is the sole general partner of NEA 15, NEA Partners 17, L.P. ("NEA Partners 17" and, together with NEA Partners 15, the "GPLPs"), which is the sole general partner of NEA 17; NEA 15 GP, LLC ("NEA 15 LLC"), which is the sole general partner of NEA Partners 15, and NEA 17 GP, LLC ("NEA 17 LLC," and together with NEA 15 LLC, the "GP LLCs" and, collectively with the GPLPs, the "Control Entities"), which is the sole general partner of NEA Partners 17; and Forest Baskett ("Baskett"), Ali Behbahani ("Behbahani"), Carmen Chang ("Chang"), Anthony A Florence, Jr. ("Florence"), Mohamad H. Makhzoumi ("Makhzoumi"), Edward T. Mathers ("Mathers"), Scott D. Sandell ("Sandell"), Paul Walker ("Walker") and Rick Yang ("Yang") (together, the "Managers"). Baskett, Florence, Makhzoumi and Sandell (the "Dual Managers") are managers of the GP LLCs. Behbahani, Chang, Mathers, Walker and Yang are managers of NEA 17 LLC. The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

(a)

### Item 5. Interest in Securities of the Issuer

Item 5(a) of the Schedule 13D is amended and supplemented as follows: The aggregate number of Ordinary Shares of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 11 of such Reporting Person's Cover sheet. The percentage of outstanding Ordinary Shares of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on 654,649,358 Ordinary Shares reported by the Issuer to be outstanding as of October 28, 2024, on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 4, 2024. As of January 21, 2025, Behbahani, Makhzoumi, Mathers and Walker are each the record owner of ADSs representing 368 Ordinary Shares; Chang is the record owner of ADSs representing 296 Ordinary Shares; Yang is the record owner of ADSs representing 232 Ordinary Shares; and the Blue Mountain Trust, dated April 29, 2019 (the "Blue Mountain Trust"), is the record owner of ADSs representing 1,624 Ordinary Shares (the "Blue Mountain Trust Shares"). Sandell may be deemed to own beneficially the Blue Mountain Trust Shares as trustee of the Blue Mountain Trust.

(a)

(i) sole power to vote or to direct the vote: See line 7 of cover sheets (ii) shared power to vote or to direct the vote: See line 8 of cover sheets (iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets (iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets.

(b)

(c) On January 16, 2025, GEO 15 made a distribution of ADSs representing 2,620,720 Ordinary Shares to NEA 15, which made a pro rata distribution of the shares to its general partner and limited partners for no consideration. Also on January 16, 2025, GEO 17 made a distribution of ADSs representing 9,379,280 Ordinary Shares to NEA 17, which made a pro rata distribution to its general partner and limited partners for no consideration. Following these distributions, each of the Reporting Persons ceased to beneficially own five percent (5%) or more of the Issuer's Ordinary Shares.

(e) January 16, 2025

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Agreement regarding filing of joint Schedule 13D. Exhibit 2 - Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

#### Growth Equity Opportunities 17, LLC

Signature: /s/ Zachary Bambach  
Zachary Bambach as attorney-in-fact for Anthony

Name/Title: A. Florence Jr., Managing Partner and Co-Chief Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and Co-Chief Executive Officer

Date: 01/21/2025

#### New Enterprise Associates 17, L.P.

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and Co-Chief Executive Officer

Date: 01/21/2025

#### NEA Partners 17, L.P.

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and Co-Chief Executive Officer

Date: 01/21/2025

#### NEA 17 GP, LLC

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Name/Title: Zachary Bambach as attorney-in-fact for  
Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer

Date: 01/21/2025

Growth Equity Opportunities Fund IV, LLC

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer

Date: 01/21/2025

New Enterprise Associates 15, L.P.

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer

Date: 01/21/2025

NEA Partners 15, L.P.

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer

Date: 01/21/2025

NEA 15 GP, LLC

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Anthony  
Name/Title: A. Florence Jr., Managing Partner and Co-Chief  
Executive Officer

Date: 01/21/2025

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for  
Name/Title: Mohamad H. Makhzoumi, Managing Partner and  
Co-Chief Executive Officer

Date: 01/21/2025

Forest Baskett

Signature: /s/ Zachary Bambach

Zachary Bambach as attorney-in-fact for Forest  
Name/Title: Baskett

Date: 01/21/2025

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Ali Behbahani  
Date: 01/21/2025

Carmen Chang

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Carmen Chang  
Date: 01/21/2025

Anthony A. Florence, Jr.

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Anthony A. Florence, Jr.  
Date: 01/21/2025

Mohamad H. Makhzoumi

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Mohamad H. Makhzoumi  
Date: 01/21/2025

Edward T. Mathers

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Edward T. Mathers  
Date: 01/21/2025

Scott D. Sandell

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Scott D. Sandell  
Date: 01/21/2025

Paul Walker

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Paul Walker  
Date: 01/21/2025

Rick Yang

Signature: /s/ Zachary Bambach  
Name/Title: Zachary Bambach as attorney-in-fact for Rick Yang  
Date: 01/21/2025

**Comments  
accompanying  
signature:**

This Amendment No. 4 to Schedule 13D was executed by Zachary Bambach on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Verona Pharma plc.

EXECUTED this 21<sup>st</sup> day of January, 2025

GROWTH EQUITY OPPORTUNITIES 17, LLC

By: NEW ENTERPRISE ASSOCIATES 17, L.P.  
Sole Member

By: NEA PARTNERS 17, L.P.  
General Partner

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 17, L.P.

By: NEA PARTNERS 17, L.P.  
General Partner

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEA PARTNERS 17, L.P.

By: NEA 17 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEA 17 GP, LLC

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

GROWTH EQUITY OPPORTUNITIES FUND IV, LLC

By: NEW ENTERPRISE ASSOCIATES 15, L.P.  
Sole Member

By: NEA PARTNERS 15, L.P.  
General Partner

By: NEA 15 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.  
General Partner

By: NEA 15 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC  
General Partner

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

---

NEA 15 GP, LLC

By: \_\_\_\_\_  
\*  
Anthony A. Florence, Jr.  
Managing Partner and Co-Chief Executive Officer

By: \_\_\_\_\_  
\*  
Mohamad Makhzoumi  
Managing Partner and Co-Chief Executive Officer

\_\_\_\_\_  
\*  
Forest Baskett

\_\_\_\_\_  
\*  
Ali Behbahani

\_\_\_\_\_  
\*  
Carmen Chang

\_\_\_\_\_  
\*  
Anthony A. Florence, Jr.

\_\_\_\_\_  
\*  
Mohamad H. Makhzoumi

\_\_\_\_\_  
\*  
Edward T. Mathers

\_\_\_\_\_  
\*  
Scott D. Sandell

\_\_\_\_\_  
\*  
Paul Walker

\_\_\_\_\_  
\*  
Rick Yang

\_\_\_\_\_  
\*/s/ Zachary Bambach  
Zachary Bambach  
As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Zachary Bambach on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached hereto as Exhibit 2.

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Zachary Bambach, Nicole Hatcher and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, including, without limitation, Forms 3, 4 and 5 and Schedules 13D and 13G (and any amendments thereto), and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), including, but not limited to, signing a Form ID for and on behalf of the undersigned and filing such Form ID with the SEC, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney is perpetual, unless revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 29th day of February, 2024.

/s/ Peter J. Barris  
Peter J. Barris

/s/ Forest Baskett  
Forest Baskett

/s/ Ali Behbahani  
Ali Behbahani

/s/ Ronald D. Bernal  
Ronald D. Bernal

/s/ Ann Bordetsky  
Ann Bordetsky

/s/ Carmen Chang  
Carmen Chang

/s/ Philip Chopin  
Philip Chopin

/s/ Anthony A. Florence, Jr.  
Anthony A. Florence, Jr.

/s/ Jonathan Golden  
Jonathan Golden

/s/ Scott Gottlieb  
Scott Gottlieb

---

/s/ Mark Hawkins

Mark Hawkins

---

/s/ Jeffrey R. Immelt

Jeffrey R. Immelt

---

/s/ Aaron Jacobson

Aaron Jacobson

---

/s/ Patrick J. Kerins

Patrick J. Kerins

---

/s/ Hilarie Koplow-McAdams

Hilarie Koplow-McAdams

---

/s/ Vanessa Larco

Vanessa Larco

---

/s/ Julio C. Lopez

Julio C. Lopez

---

/s/ Tiffany Le

Tiffany Le

---

/s/ Mohamad H. Makhzoumi

Mohamad H. Makhzoumi

---

/s/ Edward T. Mathers

Edward T. Mathers

---

/s/ Gregory Papadopoulos

Gregory Papadopoulos

---

/s/ Kavita Patel

Kavita Patel

---

/s/ Scott D. Sandell

Scott D. Sandell

---

/s/ A. Brooke Seawell

A. Brooke Seawell

---

/s/ Peter Sonsini

Peter Sonsini

---

/s/ Melissa Taunton

Melissa Taunton

---

/s/ Paul E. Walker

Paul E. Walker

---

/s/ Rick Yang

Rick Yang

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