

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 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>SHAH MAHENDRA</u> | | | 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>10/07/2025</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| <u>3 MORE LONDON RIVERSIDE</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>LONDON X0 SE1 2RE</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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⁾ | 10/07/2025 | | D | | 93,472 | D | (2)(3) | 0 | D | |
| Ordinary Shares ⁽¹⁾ | 10/07/2025 | | M | | 72,000 | A | (4) | 72,000 | D | |
| Ordinary Shares ⁽¹⁾ | 10/07/2025 | | D | | 72,000 | D | (4) | 0 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Share Unit ⁽⁵⁾ | (4) | 10/07/2025 | | M | | | 72,000 | (4) | (4) | Ordinary Shares ⁽¹⁾ | 72,000 | (4) | 0 | D | |
| Share Options (Right to Buy) | \$0.5038 | 10/07/2025 | | D | | | 200,000 | (6) | 04/27/2032 | Ordinary Shares ⁽¹⁾ | 200,000 | (6) | 0 | D | |
| Share Options (Right to Buy) | \$2.67 | 10/07/2025 | | D | | | 96,000 | (6) | 04/27/2033 | Ordinary Shares ⁽¹⁾ | 96,000 | (6) | 0 | D | |
| Share Options (Right to Buy) | \$1.9338 | 10/07/2025 | | D | | | 240,000 | (6) | 04/28/2034 | Ordinary Shares ⁽¹⁾ | 240,000 | (6) | 0 | D | |
| Share Options (Right to Buy) | \$0.775 | 10/07/2025 | | D | | | 64,000 | (6) | 08/08/2031 | Ordinary Shares ⁽¹⁾ | 64,000 | (6) | 0 | D | |

Explanation of Responses:

- Reported securities are represented by American Depositary Shares ("ADSs"), each of which represents eight (8) Ordinary Shares of the Issuer.
- Represents Ordinary Shares of the Issuer acquired from the Reporting Person by means of a scheme of arrangement (the "Scheme of Arrangement") under Part 26 of the UK Companies Act 2006, pursuant to a transaction agreement, dated as of July 8, 2025 (the "Transaction Agreement"), by and among the Issuer, Merck Sharp & Dohme LLC, a New Jersey limited liability company ("Parent") and Vol Holdings LLC, a Delaware limited liability company and wholly owned subsidiary of Parent ("Bidco").
- At the effective time of the Scheme of Arrangement (the "Effective Time"), each holder of the Scheme Shares (as defined in the Scheme of Arrangement) became entitled to receive \$13.375 in cash per Scheme Share, without interest and net of any applicable withholding taxes. Because each ADS represents a beneficial ownership interest in eight (8) Ordinary Shares of the Issuer, holders of ADSs as of the Effective Time became entitled to receive eight (8) times the foregoing cash amount, or \$107 in cash, without interest and net of any applicable withholding taxes, per ADS (the "ADS Consideration").
- Pursuant to the terms of the Transaction Agreement, immediately prior to the Effective Time, each outstanding time-based restricted share unit award ("RSU Award"), unless agreed otherwise, became fully vested, and at the Effective Time, was automatically converted into the right to receive an amount in cash (without interest and subject to all required withholding taxes) equal to the product of (i) the aggregate number of ADSs underlying such RSU Award and (ii) the ADS Consideration.
- Represents an award of RSUs covering ADSs, which is presented in terms of the equivalent number of Ordinary Shares underlying the ADSs. Each RSU represents a contingent right to receive one (1) ADS of the Issuer. Each ADS represents eight (8) Ordinary Shares of the Issuer. The RSUs have no expiration date.
- Pursuant to the terms of the Transaction Agreement, immediately prior to the Effective Time, each outstanding share option became fully vested, to the extent unvested, and at the Effective Time, each share option that had an exercise price less than the ADS Consideration was automatically converted into the right to receive an amount in cash equal to the product of (i) the aggregate number of ADSs underlying such share option and (ii) the excess, if any, of (a) an amount equal to the ADS Consideration over (b) the exercise price of such share option.

/s/ Andrew Fisher, Attorney-in-fact for Mahendra Shah 10/08/2025

** 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.