

GXG FIRST Quote is an EU Multilateral Trading Facility (MTF), which GXG Markets A/S is licensed to operate by the Danish Financial Supervisory Authority (Finanstilsynet). GXG FIRST Quote is a multilateral trading facility; GXG FIRST Quote does not have the legal status as an EU-regulated market. Companies quoted on GXG FIRST Quote and trading participants trading on GXG FIRST Quote are only subject to the private rules stipulated in the Rule book GXG FIRST Quote Issuing Companies respectively GXG Market Rules for trading participants. Investors on GXG FIRST Quote are not protected by the legislation on market abuse, disclosure obligations and the supervision from financial authorities. The risk in such an investment may be higher than on an EU-regulated market, such as GXG Official List.

A multilateral trading facility is in article 4 (15) of MiFID (Markets in Financial Instruments Directive) defined as a multilateral system, operated by an investment firm or a market operator, which brings together multiple third party buying and selling interests in financial instruments – in the system and in accordance with non-discretionary rules – in a way that results in a contract on transfer.

The text of this Document should be read in its entirety. An investment in Fulhold Pharma Plc involves a high degree of risk and attention is drawn in particular to the section entitled “Risk Factors” in Part II of this Document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in light of their personal circumstances and the financial resources available to them.

The Directors of Fulhold Pharma Plc take responsibility for the information provided in this Document. The information in this Document is correct as at the time of Admission, any information found to be incorrect or superseded due to a change in the Company’s business operations will be announced to the Market.

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# FULHOLD PHARMA PLC

*(Incorporated in England and Wales under the Companies Act 2006 (with registration number 08910692))*

## PLACING AND ADMISSION TO TRADING ON THE GXG FIRST QUOTE

*GXG FIRST QUOTE Corporate Adviser*

Curzon Corporate Finance Ltd



Authorised and Regulated by the Financial Conduct Authority

Curzon Corporate Finance Ltd, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as the Company's GXG FIRST QUOTE Corporate Adviser in connection with Admission for the purposes of the GXG FIRST QUOTE Rules.

**Curzon Corporate Finance Ltd has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document, or for the omission of any material information, for which the Directors are solely responsible. The advisers named on page 2 are acting for the Company and no one else in relation to the arrangements proposed in this Document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of such advisers or for providing advice to any other person on the contents of this Document or the Admission generally.**

This Document should be read in full. This Document is not an offer to purchase shares or warrants in the Company. An investment in Fulhold Pharma Plc involves a high degree of risk and, in particular, attention is drawn to the section entitled 'Risk Factors' in Part II of this Document. All statements regarding the Company's business, financial position and prospects should be viewed in light of such Risk Factors. An investment in the Company may not be suitable for all recipients of this document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

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## **FORWARD LOOKING STATEMENTS**

This Document contains forward-looking statements which include all statements other than statements of historical facts, including, without limitation, those regarding the Company's financial position, future prospects, developments, plans, objectives of management for future operations and business strategies.

Forward-looking statements are identified by their use of terms and phrases such as "believes", "could", "would", "should", "envisage", "estimates", "intend", "expects", "aims", "can", "may", "plan", "will" or the negative thereof, variations or comparable expressions, including references to assumptions.

The forward-looking statements in this Document are based on current expectations and are subject to risks and uncertainties that could cause the actual results, performance or achievements of the Company to be materially different from future results, performances or achievements expressed or implied by such forward-looking statements. Certain risks to and uncertainties for the Company are specifically described in Part II of this Document headed "Risk Factors". If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results, performance or achievements may vary materially from those expected, estimated, or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

These forward-looking statements speak only as of the date of this Document. Neither the Directors nor the Company undertake any obligation to update or revise any forward-looking statements contained herein or the Risk Factors described in Part II of this Document to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances other than as required by the GXG FIRST QUOTE Rules or by the rules of any other relevant securities regulatory authority, whether as a result of new information, future events or otherwise.

## **DIRECTORS, SECRETARY AND ADVISERS**

### **Directors:**

<b>David Nicholas Squire</b>	Chief Executive Director and Chairman
<b>Stephen William Leivers</b>	Executive Director
<b>Hans Jürgen Peter Wedermann</b>	Executive Director
<b>David Dawson Cosgrove</b>	Non-Executive Director

### *All of:*

### **Registered Office:**

Kemp House  
152 City Road  
London  
EC1V 2NX  
United Kingdom

### **Company Secretary:**

Benjamin David James

### **Company Number:**

08910692

### **GXG FIRST QUOTE Corporate Advisor:**

Curzon Corporate Finance Ltd  
Unit 6 Shaftesbury Centre  
85 Barlby Road  
London W10 6AZ  
United Kingdom

### **Auditors:**

Haines Watts  
New Derwent House  
69-73 Theobalds Road  
London WC1X 8TA

### **Solicitors to the Company:**

McCarthy Denning Limited  
25 Southampton Buildings  
London WC2A 1AL  
United Kingdom

### **Bankers:**

The Mauritius Commercial Bank  
9-15 Sir William Newton Street  
Port Louis  
Mauritius

**Registrars:**

SLC Registrars  
Thames House  
Portsmouth Road  
Esher  
Surrey KT10 9AD  
United Kingdom

**Website:**

<http://www.fulholdpharma.com>

## ADMISSION STATISTICS

Number of Ordinary Shares in issue at the date of this Document	50,600,000
The proportion of Enlarged Share Capital represented by the Placing shares	4.53 %
Number of Ordinary Shares to be issued by the Company pursuant to the Placing (raising a maximum of £3,360,000)	2,400,000
Number of Ordinary Shares in issue immediately following Admission	53,000,000
Approximate market capitalisation of the Company at the Placing Price at Admission	£ 74,200,000
Gross Proceeds of the Placing	£ 3,360,000
Placing price per new Ordinary Share	£ 1.40
Date of publication of this Document	12 November 2014
Date that Admission and dealings in the Enlarged Share Capital are expected to commence	20 January 2015
ISIN Number	GB00BNQ4G536
SEDOL	BNQ4G53
OPOL	GXGR

## DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

“Act”	The Companies Act 2006, as amended from time to time;
“Acquisition”	The acquisition by the Company of the entire issued share capital of Ful Hold Ltd. pursuant to the Acquisition Agreement;
“Acquisition Agreement”	The agreement dated 29 <sup>th</sup> August 2014 between (1) the Vendors and (2) the Company under which the Company agreed to acquire the entire issued share capital of Ful Hold Ltd., further details of which are contained in paragraph 8 of Part IV of this Document;
“ADME”	The abbreviation for absorption, distribution, metabolism, and excretion;
“Admission”	The admission of the Enlarged Share Capital of the Company to trading on the GXG FIRST Quote Market becoming effective in accordance with the GXG Rules;
“Application”	The application for the Ordinary Shares to be admitted to trading on the GXG FIRST Quote Market;
“Articles of Association”	The articles of association of the Company, as amended from time to time;
“Board” or “the Directors”	The board of directors of the Company;
“certificated” or “in certificated form”	Recorded on the relevant register of the share or security concerned as being held in certificated form (that is not in CREST);
“Company”	Fulhold Pharma Plc, a company incorporated in England and Wales;
“Consideration Shares”	New Ordinary Shares issued to the Vendors pursuant to the Acquisition Agreement to complete the Acquisition;
“Corporate Adviser”	A firm which has been approved by GXG to act in the capacity of a corporate adviser;
“CREST”	The computer based system and procedures used to facilitate the transfer of title to shares in uncertificated form administered by Euroclear UK & Ireland Limited;
“CREST Regulations”	The Uncertificated Securities Regulations 2001 (SI 2001/3755) as amended from time to time;

“Document”	This admission document;
“Enlarged Group”	The Company and all its subsidiaries including, Ful Hold Ltd., following the Acquisition;
“Enlarged Share Capital”	The entire Ordinary Share capital of the Company at Admission as then enlarged by the issue of the Placing Shares;
“EU”	The European Union which is a politico-economic union of 28 member states that are primarily located in Europe;
“Euroclear UK & Ireland”	Euroclear UK & Ireland Limited, a company incorporated under the laws of England and Wales with registered number 02878738 and the operator of CREST;
“FCA”	The Financial Conduct Authority;
“FSMA”	The Financial Services and Markets Act 2000 (as amended);
“FSSC/FS 22000”	Food Safety System Certification standard, is the latest certification scheme for food manufacturers;
“Ful Hold Ltd.”	Ful Hold Ltd, a company registered in the British Virgin Islands with registered number 1393910;
“GMP”	Good manufacturing practices are the practices required in order to conform to guidelines recommended by agencies that control authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products;
“GLP”	The abbreviation for Good Laboratory Practice;
“Group”	The Enlarged Group;
“GXG” or “GXG Markets”	GXG Markets A/S., of Levysgade 14, DK-8700 Horsens which is authorised and regulated by the Danish Financial Supervisory Authority (Finanstilsynet);
“GXG FIRST Quote Market” or “the Market”	A multilateral trading facility (MTF) operated by GXG Markets A/S;
“GXG-quoted securities”	Shares traded on the GXG FIRST Quote Market;
“GXG Rules”	the GXG FIRST Quote Market Rules for Issuing Companies, which sets out the admission requirements and continuing obligations of companies seeking admission to and whose shares have been admitted to trading on the GXG FIRST Quote Market as amended or

supplemented from time to time;

“Ordinary Shares”	The existing ordinary shares of 10p each in the share capital of the Company;
“p” or “pence”	One hundredth part of one pound Sterling;
“Placing”	The conditional placing of the Placing Shares pursuant to and on the terms of the Introduction Corporate Adviser and Placing Agreement;
“Placing Price”	£1.40 per Placing Share
“Placing Shares”	The new Ordinary Shares to be issued at the Placing Price by the Company pursuant to the Placing;
“Share Capital”	The number of Ordinary Shares in issue;
“Shareholders”	persons registered as the holders of any part of the share capital of the Company;
“Shares” or “Ordinary Shares”	The ordinary shares of 10p each in the capital of the Company;
“uncertificated” or “in uncertificated form”	Recorded in the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
“UK” or “United Kingdom”	The United Kingdom of Great Britain and Northern Ireland;
“US” or “USA”	The United States of America and all its territories and possessions;
“Vendors”	The vendors of shares in Ful Hold Ltd. under the Acquisition Agreement;
“£” or “Sterling”	British pounds sterling;

## **PART I: Information about the Company**

### **1. Introduction**

The Group is engaged in research and clinical trials to develop medicinal and nutritional applications for its patented active, CHD-FA (“Carbohydrate Derived Fulvic Acid”) which is a revolutionary active pharmaceutical ingredient that has broad-spectrum anti-viral, anti-fungal, anti-bacterial and anti-inflammatory properties. The Group holds intellectual property rights of several products that are related to CHD-FA.

Initial trials of CHD-FA have shown positive results and the Directors believe that this will lead to a number of innovative medical treatments.

The intellectual property rights of CHD-FA as an active pharmaceutical ingredient (“API”) include worldwide patents, trademarks and proprietary research results.

The Group owns subsidiaries that manage the intellectual property, conduct manufacturing and marketing of CHD-FA products. It has a manufacturing plant based in South Africa which meets the CMC guidelines required for Good Manufacturing Processes (“GMP”). The Pharmacy Council of South Africa has inspected the manufacturing facilities and certified the high standards in place.

On 29 August 2014 the Company acquired the entire issued share capital of Ful Hold Ltd. On completion of the Acquisition, Ful Hold Ltd became a wholly-owned subsidiary of the Company. The Acquisition will provide a platform to further develop and license the CHD-FA product on an international basis. A summary of the Acquisition Agreement can be found under Part IV of this Document.

The Directors believe that the Group can produce a revolutionary active medical ingredient that may treat a wide range of diseases and medical conditions. The CHD-FA ingredient is currently formulated into more than twenty over-the-counter (OTC) products. Clinical trials are currently being undertaken to assess the possible benefits of the CHD-FA ingredient to treat various medical conditions.

The CHD-FA ingredient can be used in a variety of products for medicinal, cosmetic and food use in both humans and animals.

The Directors believe that Admission will assist the growth of the Company. The Placing is intended to provide the Company with working capital to conduct further research and development. The Company intends to recruit management staff and allocate funds to the set up of the Mauritian factory and office premises. In addition, the Company intends to buy out minority shareholders in several of its subsidiaries.

### **2. Principal Activities**

The Group focuses mainly on the development of medical applications which include but are not limited to the:

- a) Treatment of drug resistant wound infections;
- b) Treatment of fungal and bacterial infections that affect immune-compromised patients e.g. patients undergoing cancer treatments or HIV patients;
- c) Development of a range of products for consumer oral health care;
- d) Treatment of drug resistant oral and vaginal Candida infections;
- e) Treatment of Type II Diabetes; and
- f) Other multiple conditions.

### 3. Business Strategy

The Company's strategy is to further develop and license the potential of the CHD-FA ingredient to leading pharmaceutical and medical companies.

#### *Partnership :*

Euprotec Ltd, based in Manchester, United Kingdom, collaborates with the Company and New Jersey Medical School in developing a novel agent to prevent multi-drug resistant skin infections.

(ref: <http://www.euprotec.com/latest-news/79>)

#### *Medical Business Strategy:*

The Company intends to capitalise on brand names and extend patents of such companies, e.g. Flucanazole Plus through synergistic combinations with ineffective drugs. The Company intends to reduce post treatment risk by combining different therapies. It also focuses on patent registrations and manufacturing of proprietary ingredients.

Multiple laboratories are used for animal and human studies that are undertaken to support claims of safety and usefulness with studies conducted in certified laboratories to European Union Standard Protocols and other health industry standards.

#### *Project Key Facts:*

<b>Location</b>	South Africa originally; research and development now based in UK, EU and US. Sales in multiple countries; new factory in Mauritius
<b>Medical active</b>	Carbohydrate Derived Fulvic Acid (CHD-FA)
<b>Medicinal properties</b>	Proven broad spectrum anti-bacterial, anti-fungal, anti-viral and anti-inflammatory

<b>Production</b>	Produced in a certified facility to exact reference standards and chemistry, manufacturing and control processes
<b>Intellectual property</b>	<p>Patented primary production process and applications against various diseases in large economies worldwide. Important patents have 17 years to run plus marketing exclusivity periods (see Appendix I)</p> <ul style="list-style-type: none"> <li>• South Africa – OTC and food supplement</li> </ul>
<b>Registrations</b>	<ul style="list-style-type: none"> <li>• USA – self affirmed GRAS (Generally Regarded As Safe)</li> <li>• Other – cosmetic or medical device, halal certification</li> </ul>
<b>Investor Opportunity</b>	Invest in a registered holding company, to finance Research & Development, as well as the development of application specific subsidiaries to be later, sold or listed.

*Intellectual property rights including patents and trademarks:*

Registrations provide users of CHD-FA with the confidence that a regulatory body has approved the use of CHD-FA for specific applications. The most important authorisation that the Group has to date is from the Directorate of Food Control in the Department of Health to use CHD-FA as a food supplement (see below).

A number of registration initiatives were taken early 2014 to register CHD-FA in different jurisdictions. The most important of these are:

- A submission for the use of CHD-FA as an oral cosmetic is being submitted in the near future in the UK.
- The Group is proceeding with a notification in Hungary based on the previous use of Fulvic Acid as a health tonic prior to the change of legislative requirements in the EU in 1997.
- The Group is completing the program of research and tests to enable registration in terms of the EU Chemicals Agency REACH (Registration, Evaluation, Authorization and Restriction of Chemicals) regulation (EEC) No 793/93 and is currently awaiting an acceptance of an INS number application from the World Health Organisation for an application submitted. The Group expects a response by January 2015. This will supersede REACH.
- Manufacturers of complementary medicinal products that use CHD-FA in South Africa have submitted registration applications to the Medicines Control Council in South Africa and are awaiting responses.

The list of intellectual property rights including all major patents and trademarks are attached in Appendix I to this Document.

#### **4. The Product**

The Group's main product is the CHD-FA ingredient and its ability to license it.

The Group's current research and clinical trials aim to further develop the medicinal as well as the nutritional applications of its patented active CHD-FA.

CHD-FA is primarily used in human health products. A substantial amount of human ageing and diseases are due to high levels of free radicals in the body. The body produces free radicals when it expends energy. It can be harmful if they are not removed. The CHD-FA ingredient is an anti-oxidant that may assist in removing the free radicals.

The CHD-FA ingredient is also an anti-inflammatory. CHD-FA is a type of Fulvic Acid that is pure, concentrated and manufactured to exacting reference standards. CHD-FA does not suffer from the variable quality and contamination that prevent environmental sources of Fulvic Acid from being used in human medicine. CHD-FA is easy to formulate and shows synergistic activity with many drugs that are no longer effective against drug resistant organisms.

CHD-FA is technically a new chemical entity and has followed the traditional drug development route. Harlan Laboratories in the UK has completed safety and toxicity testing to GLP EU standards. ADME studies have been performed at the Netherlands Organisation for Applied Scientific Research to GLP EU standards. In vitro and in vivo work has been performed at various institutions in the UK, USA, the Netherlands and Germany to EU and US standards. Phase 1 clinical studies in humans have been performed in South Africa by the University of Pretoria to South African standards.

The Group's manufacturing facility is SSC 22000 certified; Food Safety System Certification standard is the latest certification scheme for food manufacturers. The scheme is based on the integration of ISO 22000:2005 Food Safety Management Systems standard and Publicly Available Specification (PAS) 220. Supported by the Confederation of the Food and Drink Industries of the European Union (CIAA), FSSC 22000 has been fully approved by the Global Food Safety Initiative (GFSI).

#### **5. The Market Opportunity**

Although there are competing products in the market, the Directors believe its product is substantially better as it is produced in a non-contaminated environment. The Fulvic Acid product is not contaminated with heavy metals and herbicide and pesticide residues. The CHD-FA ingredient is manufactured from a pure carbohydrate source in a GMP standard factory using pure water and medical grade oxygen. The manufacturing process and quality controls result in a product that is consistent and pure.

### *Development Trend*

The Group is comprised of subsidiaries based in South Africa, the United Kingdom and Mauritius. The Directors believe that a rapid geographic expansion is possible with manufacturing and distribution facilities in various parts of the world.

## **6. Marketing/Sales**

The Group has three key revenue sources:

- Sales of the active ingredient, CHD-FA;
- Licensing; and
- Contract manufacturing.

CHD-FA has many uses and applications in human and animal medicine. The common thread to all of CHD-FA's uses is its single safety and toxicity profile. This feature lends itself to huge future commercial benefits as the safety and toxicity aspect of the drug development process is costly.

Although the production process for CHD-FA is patented, the Group intends to maintain control of the process by keeping production in-house. Thus, the Group is the primary supplier of CHD-FA to its subsidiaries and joint ventures.

The Group intends to focus on the introduction to world markets of a new class of antimicrobial medicines derived from the salts of CHD-FA, collectively called the "fulvates". The Directors consider there to be significant opportunities since there have not been any revolutionary developments in antimicrobial medicines for the last 40 years.

The Group is open to consider joint ventures with appropriate licensing fees accruing either by territory or disease condition.

The Group owns proprietary formulations for gels, creams, liquids and powders and intends to launch a range under the brand "Oticine", and licensing this in partnership with key OTC suppliers in various territories worldwide.

## **7. Competition**

The Group may face significant competition from organisations which have much greater capital resources than the current resources available to the Group. There is no assurance that the Group will be able to compete successfully in such a marketplace.

## **8. Historical Activities**

Ful Hold Ltd., a fully owned subsidiary of the Company, was formed in 2002. It purchased a suite of 160 patents from the South African government through the Central Energy Fund (CEF).

Its subsidiary, Enerkom (Pty) Ltd, had researched humic and Fulvic Acid extraction from coal in the late 1980's and 1990's. The research was carried out in collaboration with the University of Pretoria. The medical use of humic and Fulvic Acid filed valuable patents for usage in many medical conditions. For various reasons CEF closed Enerkom (Pty) Ltd, sold the assets and was left with the patents.

On purchasing the patents Ful Hold Ltd. developed a new process to produce Fulvic Acid from a heavy metal free carbohydrate source, namely plant derived carbohydrate.

The process is considered to be more reproducible, stable and consistent to pharmaceutical standards. The product is called CarboHydrate Derived Fulvic Acid (CHD-FA).

## **9. Financial Record of Ful Hold Limited**

The complete financial record of Ful Hold Ltd is set out in part III of this Document.

## **10. Prospects**

The Group intends to create and enhance shareholder value by developing and expanding its core business which is the production and distribution of pure CHD-FA (API) for other parties to undertake further processing into a range of products as well as into products in other industries.

The Group aims to identify and build strategic partnerships for the commercial development of products for potentially high reward and low risk enterprises.

The Group is currently negotiating with major multi-nationals on license agreements for the exclusive and non-exclusive use of CHD-FA for specific requirements and conditions. These license agreements will not be limited to medical use but also licensed for other applications in human, animal and agricultural sectors.

The Group is developing and expanding its base of internationally registered patents and trademarks while adding value to the licensing agreements. The patents add value by ensuring that investments made by multinationals can be protected, if required.

## **11. Directors and Senior Management**

The Directors have extensive commercial and investment experience. Brief biographical details of the Directors are set out below:

### *Directors*

David Nicholas Squire –Chief Executive Director and Chairman (aged 52)

David Squire is a management consultant and senior executive with 25 years of large-scale corporate experience. David has worked in some of the world's largest financial services and government

organizations in both consulting and director roles, specializing in business transformation and the design and implementation of complex, global I.T. systems. David is a graduate of Glasgow University.

Hans Jürgen Peter Wedermann – Director and Chief Financial Officer (aged 58)

Hans Wedermann is the Chief Financial Officer as well as a Director of International Operations. After leaving the accounting and auditing profession, he worked for 10 years in various financial roles for Barlow Rand, a public listed company in South Africa that has large international holdings. For the last 25 years he has been successfully involved in businesses in South Africa and abroad.

Stephen William Leivers – Director and Chief Scientific Officer (aged 53)

Stephen Leivers is the founder of the Company and is Chief Scientific Officer. He holds an MSc Cum Laude from Stellenbosch University, South Africa. Stephen is a serial entrepreneur with over 30 years experience in science related businesses.

David Dawson Cosgrove – Non-Executive Director (aged 54)

David Dawson Cosgrove is an independent consultant for a number of investment managers world-wide. He specializes in assisting investment companies develop and manage their respective businesses. He also manages his own private equity fund which invests into financial services companies. He is a director of a number of investment companies.

### *Senior Management*

Allan Vickers – Compliance Committee

Allan Vickers qualified as an Engineer from the University of Stellenbosch, and also holds a CFA charter from the CFA Institute. He started his career as an Engineer at Eskom, where he worked in various departments in the company. After a short, intense year as a management consultant with KPMG, he joined UAL Merchant bank as an analyst and portfolio manager for 6 years. He then started his own venture capital business, and has been involved with asset management and start-up companies in various forms ever since. Allan has been involved with CHDFA since its inception.

David Dawson Cosgrove – Compliance Committee

The compliance Committee is supported by Gareth E. Morgan who is a partner at Winston & Strawn London LLP's intellectual property department. Dr. Morgan has experience in all areas of contentious and non-contentious intellectual property law with a particular focus in the life sciences and health care sector, including: multi-jurisdictional patent litigation strategies, commercial contract disputes and judicial review of decisions of regulatory agencies.

Dr. Jacques Rene Snyman – Scientific Committee

Jacques Snyman is a renowned expert in various fields of Clinical Pharmacology and has contributed significantly to the advancement of Clinical Pharmacology in South Africa. He has lectured extensively locally and abroad on various topics including: Research Ethics, Inflammation, Pharmacodynamics, Outcomes Research etc. At present he focuses on clinical trial design and development of managed care products for implementation in the medical insurance environment.

Hans Jürgen Peter Wedermann - Patents and Trademark Committee

The Committee is supported by Mark Kemp who is a partner at Spoor & Fisher. Mark Kemp deals with domestic and international patent matters including the preparation and prosecution of patent applications. Mark is an expert patent attorney and specialises in the chemical, metallurgical and biochemical fields and related litigation.

## **12. Corporate Governance**

The Directors recognise the importance of sound corporate governance and intend to observe the Corporate Governance Code for Small and Midsize Quoted Companies to the extent they consider appropriate in light of the Group's size, stage of development and resources. At present, due to the size of the Group, audit, risk management, and remuneration issues will be addressed by the Board.

The Company intends to adopt a code of directors' dealings appropriate for a company whose shares are admitted to trading on the GXG FIRST Quote and will take all reasonable steps to ensure compliance by the Directors and any relevant individuals.

## **13. Dissemination of Regulatory News**

To satisfy the Group's regulatory news disclosure obligations, the Group intends to use Disclose NASDAQ OMX or another similar service to act as the Group's news service provider. NASDAQ OMX provides electronic distribution. NASDAQ OMX news service is available to institutional investors through the internet at [www.gxgmarkets.com](http://www.gxgmarkets.com)

## **14. Marketability of Ordinary Shares and the GXG FIRST Quote Market**

The Group has applied for the Enlarged Share Capital to be admitted to trading on the GXG FIRST Quote. The issued Ordinary Shares are not presently listed or dealt in on any stock exchange.

## **15. Working Capital**

In the opinion of the Directors, having made due and careful enquiry, the working capital currently available to the Enlarged Group will be sufficient for a period of at least twelve months following Admission.

## **16. Admission, Dealings and Settlements**

Application has been made to GXG for the Enlarged Share Capital to be admitted to trading on GXG FIRST Quote Market. Admission will become effective and dealings in the Ordinary Shares will commence at 9.00am CET on 20 January 2015.

Any individual wishing to buy or sell shares which have a trading facility on the GXG Markets, must trade through a stockbroker (being a member of the GXG Markets and regulated by the Financial Conduct Authority), as the GXG Markets do not deal directly with the public.

The Ordinary Shares will be in registered form and will be capable of being held in either certificated or uncertificated form (i.e. in CREST). The Company's Articles of Association permit the Company to issue shares in uncertificated form in accordance with the Uncertificated Securities Regulations 2001. An application will be made for the Ordinary Shares to be admitted to CREST upon Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place in CREST if the relevant Shareholder so wishes.

The Company has been allocated the following codes:

ISIN: GB00BNQ4G536

SEDOL: BNQ4G53

Desc: GBP 0.10

OPOL: GXGR

## **17. Reason for the Admission and Placing**

The Directors consider the following benefits of the Admission:

- the ability to hire a long-term management team where and when appropriate with previous experience in similar ventures;
- the ability to heighten the Group's profile whilst also broadening the Group's investor base;
- the use of ordinary shares for building a new production facility in Mauritius for the use of CHD-FA production to assist the Group's global expansion; and
- the ability to increase profitability with long term free cash flows with capital and resource allocation for targeted research and development business units.

The Directors are of the opinion that the Group has sufficient funds necessary for the Group to carry out its business plan.

The Placing comprises the issue of 2,400,000 new Ordinary Shares to raise proceeds of approximately £3.36 million for the Company.

None of the Placing Shares have been marketed to or will be made available in whole or in part to the public in conjunction with the application for Admission.

The Placing will provide the Company with capital primarily to fund the following plans of the Company:

- £ 1,000,000 will be utilised to buy out minority shareholders in several subsidiaries of the Group.
- Approximately £ 1,000,000 will be utilised for further research and development.
- A budget of £ 360,000 will be utilised to fund the additional factory in Mauritius and the set up of office premises.
- Approximately £ 1,000,000 will be utilised to recruit additional management.

## **18. Settlement Service**

SLC Registrars has been appointed as the Company's registrar.

## **19. Lock-in Deed**

On Admission, the interests of the Directors, the Shareholders and the Vendors in the share capital of the Company are set out in paragraph 7 of Part IV of this Document.

In accordance with Rule 6.1 of the GXG Rules, the Directors and in addition certain shareholders, have entered into a lock-in deed with the Company pursuant to which they have undertaken that they will not dispose of any of the Ordinary Shares in which they are interested at Admission for a period of 12 months from Admission without the prior written consent of GXG and the Company.

The effect of the lock-in arrangements is that 70.83 per cent of the Enlarged Share Capital is subject to lock-in provisions, for a period of 12 months from Admission.

Further details of these are set out in paragraph 8 of Part IV of this Document.

## **20. Share Dealing Code**

The Company has adopted and will operate a share dealing code to prevent the Directors and any applicable employees from dealing in Ordinary Shares during close periods in accordance with the GXG FIRST Quote Market Rules.

## **21. Dividend Policy**

The Directors intend to declare a dividend once the Group has achieved sufficient profitability but not until requirements for working capital are such that it is prudent to do so. The Company will not pay dividends prior to 2016.

## **22. Share Option Scheme**

A share option scheme will be put in place for directors and also to attract management.

## **23. Taxation treatment for Issued Securities**

Please refer to paragraph 10 of part IV of this Document.

If an investor is in any doubt as to his or her tax position he or she should consult his or her own independent financial adviser immediately.

## **24. Takeover Code**

Following Admission the Company will be subject to the provisions of the City Code on Takeovers and Mergers (the "Code"). Under Rule 9 of the Code, when a person acquires shares which, when taken together with shares already held by him or persons acting in concert with him (as defined in the Code), carry 30 per cent or more of the voting rights of a company subject to the Code (a "Code Company"), or any person, together with persons acting in concert with him, holds not less than 30 per cent but not more than 50 per cent of a Code Company, and such person or any person acting in concert with him, acquires additional shares which increases his percentage of the voting rights in the Company, then, in either case, that person together with the persons acting in concert with him is normally required to make a general offer in cash, at the highest price paid by him, or any person acting in concert with him, for shares in the Code Company within the preceding twelve months, for all of the remaining equity share capital of the Company

## **PART II: Risk Factors**

**The attention of potential shareholders is drawn to the fact that ownership of shares in the Company involves a variety of risks. Shareholders should be aware of the risks associated with an investment in a business in the relatively early stages of its development. All potential shareholders should carefully consider the entire contents of this Document including, but not limited to, the factors described below before deciding whether or not to invest in the Company.**

**The information below does not purport to be an exhaustive list or summary of the risks affecting the Company and is not set out in any particular order of priority. Shareholders should carefully consider these risks before making a decision to invest in the Company.**

**If any of the events described in the following risks actually occur, the Group's business, financial condition, results or future operations could be adversely affected. In such a case, the price of the Company's Ordinary Shares could decline and investors may lose all or part of their investment. Additional risks and uncertainties not presently known to the Directors, or which the Directors currently deem immaterial, may also have an adverse effect upon the Group. If you are in any doubt about the action you should take, you should consult an independent financial adviser who specialises in investments of this nature before making any decisions to invest.**

### **1. Liquidity of the Ordinary Shares**

The Company has made an application for its Enlarged Share Capital to be listed on GXG FIRST Quote Markets. Notwithstanding the fact that an application has been made for the Enlarged Share Capital to be admitted to trading through the GXG FIRST Quote this should not be taken as implying that there will be a 'liquid' market in the Ordinary Shares. An investment in the Ordinary Shares may thus be difficult to realise.

Although it is proposed to apply for admission of new Ordinary Shares to trading on the GXG FIRST Quote, no certainty can be provided at this stage that the Ordinary Shares will be admitted to trading on the GXG FIRST Quote or another investment exchange at any time in the future.

The value of the Ordinary Shares may go down as well as up. Investors may therefore realise less than their original investment, or sustain a total loss of their investment.

The market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets or operations.

There is no certainty that the Group will generate sufficient after tax profits to be able lawfully to pay a dividend.

Continued membership of the GXG FIRST Quote is entirely at the discretion of GXG Markets S/A. Any changes to the regulatory environment could affect the ability of the Company to maintain a trading facility on the GXG FIRST Quote.

GXG FIRST Quote is not the Official List. Consequently, it may be more difficult for an investor to sell his or her Ordinary Shares and he or she may receive less than the amount paid. Prospective

investors should be aware that following Admission, the Ordinary Shares will be traded on the GXG FIRST Quote which is operated by GXG Markets S/A, a recognised investment exchange. The GXG FIRST Quote is not a regulated market under EU financial services law. As such, it may become difficult for an investor to realise his/her investment or to obtain reliable information about either the value of an investment in the Company or the extent of the risks to which an investment in the Company may be exposed.

The share prices of public companies are often subject to significant fluctuations. In particular, the market for shares in smaller public companies is less liquid than for larger public companies. Consequently, the Company's share price may be subject to greater fluctuations and the Ordinary Shares may be difficult to sell.

The Ordinary Shares are intended for capital growth and therefore may not be suitable as a short-term investment. Investors may therefore not realise their original investment at all, or within the time-frame they had originally anticipated.

#### *Dividends*

There can be no assurance as to the level and frequency of future dividends. The declaration, payment and amount of any future dividends of the Company is subject to the discretion of the Directors and will depend, amongst other things, upon the Company's earnings, financial position, cash requirements and availability of profits as well as the provisions of relevant laws.

## **2. Future Funding**

The Group's future success will depend, among other things, on its Directors and senior management team and their continuing contributions. The recruitment of suitable skilled employees and retention of their services or the services of any future management team cannot be guaranteed.

It is possible that the Group will need to raise further funds in the future, either to complete a proposed acquisition or to raise further working or development capital. There is no guarantee that the then prevailing market conditions will allow for such a fundraising or that investors will be prepared to subscribe for Ordinary Shares. Shareholders may be materially diluted by any further issue of Ordinary Shares by the Group.

## **3. Directors' other Interests**

Please refer to Part IV of this Document, section 'Directors' Shareholdings & Interests'.

## **4. Share Price Impact of Sales of Ordinary Shares by Locked-in Parties**

The Directors and main Shareholders have agreed not to sell any shares for at least twelve months from Admission. Share sales by such shareholders following the expiry of the lock-in period could have a material impact on the Company's share price.

Subject to the lock-in agreements are Bedale Limited and Cowes Limited.

## **5. Economic, Political, Judicial, Administrative, Taxation or other Regulatory Matters**

The markets, in which the Group operates, are or may be affected by national and worldwide factors that are beyond the control of the Group. The uncertainty in and any worsening of economic and/or market conditions in the countries and/or the sector in which the Group operates might result in a decrease in the demand for some or all of the Group services which in turn may have a material adverse effect on the business, financial condition and/or prospects of the Group.

## **6. Special Risks relating to the Business**

### *Dependence on employees*

The success of the Group depends in part upon its continuing ability to attract and to retain employees with suitable skills and experience, particularly, although not exclusively, in the area of product development and sales. There can be no assurance that the Group will be able to recruit sufficient or suitable staff or that the individuals whom it may wish to recruit will be able to be attracted and/or retained. If the Group were to be unable to recruit and retain staff of appropriate quality then this may have a material adverse effect on the Group ability to conduct its business and to proceed in line with its expectations.

### *Dependence on key executives and personnel*

In common with many smaller companies, the Group's future success will depend upon the continued services of its current and future senior management team and employees. Whilst it has entered into contractual arrangements with the aim of securing the services of the Directors and key employees, details of which are set out in Part I, section 11 of this document, the retention of their, and any future directors' or employees' services cannot be guaranteed. Due to the specialised nature of the Group's business, it is highly dependent upon qualified technical and managerial personnel. There is competition for qualified personnel in the field of the health sciences business. Therefore, although traditionally the Group has experienced a relatively low turnover in its staff, in the future it may not be able to attract and retain the qualified personnel necessary for the conduct and further development of its business. The loss of the services of existing personnel, as well as the failure to recruit additional key technical and managerial personnel in a timely manner, could have a material adverse effect on the Group's ability to expand its businesses and remain competitive.

### *The Group's competitors may take actions which adversely affect its financial condition*

The Group may face competition from companies in business at present or not yet established that are or will be better funded, staffed or equipped than the Group. Competition may exist that has

not been mentioned in this Document or that the Group may not be aware of and which may adversely affect the Group's business. In addition, competitors may be able to respond more quickly than the Group can to market forces and devote greater resources to the sale of their services. Competition from any source would adversely affect the Group's financial results and performance.

#### *Exchange rate fluctuations*

The Group's revenues and operating costs are denominated in Sterling. The Group intends to operate in Europe, USA, UK and Far East which may be exposed to currency risk due to fluctuations in exchange rates. This may result in gains or losses with respect to movements in exchange rates which may be material and may also cause fluctuations in financial information that are not necessarily related to the Group's operating results.

#### *The Group may fail to obtain new business*

The Group may fail to obtain new business in relation to its services at desired profitable rates and there can be no assurance that business will be available to the Group on terms or at prices which are attractive to the Group, nor can there be any assurance that, to the extent that such terms or pricing exist at the date of this Document, they will continue on such terms as contracts fail to be renewed and/or renegotiated. The Group may be sensitive to adverse market perception of its operations and services as it operates in a market sector where confidence, integrity and trust are key.

#### *Reputation*

The Group's reputation is central to the Group's future success. Failure to meet the expectations of customers, suppliers, employees and shareholders and other business partners may result in negative publicity about the Group operations and/or services. This may result in the Group losing business and/or its clients, which may have a material adverse affect on the Group's reputation.

#### *The Group insurance*

The Group insurance may not cover all or any of any claims which clients or other third parties may bring against the Group or may not be sufficient to protect the Group against liability which may be imposed on it.

#### *The Group relies on third parties for services*

The Group is reliant to an extent on third parties for the provision of important services which in turn it needs to run its own business, including finance systems and processes and IT infrastructure, including software. If any of these service providers should fail to perform to the necessary standard then this may have a material impact on the business of the Group and its systems and its ability to discharge its obligations to clients, any of which may have a material adverse affect on the financial performance and/or business of the Group.

#### *Taxation*

Any change in the Group's tax status or the tax applicable to holding Ordinary Shares, or in taxation legislation or its interpretation, could affect the value of investments held by the Group, affect the Group's ability to provide returns to Shareholders.

#### *Protection of intellectual property*

The Group's success and ability to compete effectively are in large part dependent upon exploitation of technologies that the Group has developed internally, the Group's ability to protect and enforce its intellectual property rights. The Group relies primarily on patent laws to protect its intellectual property rights. The Group has over 50 patents filed or issued as set out in Appendix I of this Document.

There can be no assurance that patents pending or future patent applications will be issued or that if issued, the Group would have the resources to protect any such issued patent from infringement. Also, no assurance can be given that the Group will develop products that are patentable or that patents will be sufficiently broad in their scope to provide protection to the Group's products against third parties.

#### *Third party infringement of the Group's intellectual property rights*

Intellectual property protection may be unavailable or limited in some jurisdictions. Any misappropriation of the Group's proprietary technology and intellectual property could have a negative impact on the Group's business and its operating results.

#### *Success of clinical trials*

Potential clinical trials of the Group's CHD-FA product may not be completed on schedule or at all or may not be sufficient for registration of the products in which the Group may launch. Numerous unforeseen results during clinical testing could delay or prevent commercialisation of such products. Products that appear to be promising at early stages of clinical trials may later be found to be unsafe, ineffective and uneconomical or to have limited medical or cosmetic use.

If the Group is unable to successfully complete clinical trials for its products, it may have a material adverse effect on the Group's financial performance and prospects.

#### *Environmental, health and safety and chemical laws, regulations and standards*

The Group is subject to a broad range of laws, regulations and standards, including those relating to pollution, health and safety of employees, protection of the public, protection of the environment and the storage and handling of hazardous chemicals and waste management. Violations of such laws, regulations and standards could result in restrictions on the operations of the Group's sites and/or placing the Group's products in the market as well as damages and fines.

#### *The Group is reliant on the commercial success of its products*

The growth of the Group's revenue is dependent on the success of its development pipeline. The products in the Group's pipeline are at various stages of development and there is no certainty that any or all of the products will reach commercial stage or be commercially successful. In addition, the development of the Group's products may be delayed due to circumstances outside of the Group's control. This may adversely affect the Group's prospects.

#### *Product liability and warranty claims*

The Group is exposed to the risk of product liability claims should its products not fulfil the terms of the contracts under which they are sold or otherwise cause damage or loss. A defective product could have significant consequences for the customer and the environment. The Group operates quality control and other procedures to mitigate this risk but there can be no guarantee that such procedures will be effective.

#### *The Group is dependent on securing licensing arrangements in respect of CHD-FA product*

The Group plans to enter into licensing arrangements with third parties in respect of the CHD-FA product. There can be no certainty that the Group will be able to secure a licensing arrangement with the relevant third parties nor that any such arrangement will be on terms which allow the Group to successfully commercialise the product and generate revenues and profits at the levels which are anticipated.

#### *Additional financing*

The operation of the Group's business and growth efforts may require significant capital outlays. The Group will be largely dependent on the capital raised through Admission and Placing to implement its business strategy.

The Directors believe that the Group has sufficient working capital for at least twelve months. There is a risk that in the future, the Group may require additional capital through investments to fund its operations and growth. If the Group is unable to raise additional capital, the Group may need to scale back its operations which could harm the financial condition and operating results of the Group.

**Part III: Financial Information on the Ful Hold Limited**

**FUL HOLD LTD  
CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM  
01 JANUARY 2013 TO 28 FEBRUARY 2014**

**FUL HOLD LTD**

**FINANCIAL STATEMENTS - FOR THE PERIOD ENDED 28 FEBRUARY 2014**

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**FUL HOLD LTD**

**MANAGEMENT AND ADMINISTRATION**

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**2**

**Appointed on:**

<b>DIRECTORS</b>	:	David Dawson Cosgrove Kenneth Jean Georgy Maillard Laval Law How Hung	01 <sup>st</sup> December 2008 01 <sup>st</sup> December 2008 03rd February 2010
<b>COMPANY SECRETARY</b>	:	Belvedere Management Limited 7A, 7th Floor, Ebene Mews Cybercity, Ebene Mauritius	
<b>REGISTERED OFFICE</b>	:	Nerine Chambers P.O. Box 905 Road Town , Tortola British Virgin Islands	
<b>BANKER</b>	:	VP Bank FL-9490 Vaduz - Aeulestrasse 6 Liechtenstein	
<b>AUDITORS</b>	:	Business Financial Consult 11, Ter Dauphine Street Port Louis Mauritius	

**FUL HOLD LTD  
COMMENTARY OF DIRECTORS**

**FINANCIAL STATEMENTS - FOR THE PERIOD ENDED 28 FEBRUARY 2014**

**3**

The directors present their commentary and the audited financial statements of FUL HOLD LTD for the period ended 28 February 2014.

**THE COMPANY**

The Company was incorporated as a private company limited by shares in the British Virgin Islands as a BVI Business Company on 22nd March 2007. The Company changes its accounting year from 31 December to 28 February.

**PRINCIPAL ACTIVITY**

The principal activity of the Company and the group is manufactured and used of CHD-FA as an Active Pharmaceutical Ingredient (API).

**RESULTS AND DIVIDEND**

The results for the year are shown in the statement of comprehensive income on page 7.

The directors do not recommend the payment of any dividend in respect of the year under review.

There is a distortion between the prior year figures and this year's figures in the statement of profit and loss and other comprehensive income due to the following reasons:

- In the year 2012, the rate was ZAR 12 = GBP 1, compared to the actual rate which is ZAR 18 = GBP 1 explaining the drop in the sales revenue.
- In the year 2014, HIV trial costs worth approximately ZAR 5 million.

**DIRECTORS**

The present membership of the Board is set out on page 2.

**DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and in compliance with the requirements of the Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the business will not be a going concern in the year ahead.

**AUDITORS**

The auditors, Business Financial Consult have indicated their willingness to continue in office.

.....  
By order of the board

Date:

We certify that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies, all such returns as are required of the Company under the Companies Act 2001 for the period ended 28 February 2014

.....  
**For Belvedere Management Limited**

Corporate secretary  
 7A, 7th Floor Ebene Mews  
 57 EbeneCybercity  
 Ebene  
**Mauritius**

DATE:

**FUL HOLD LTD**

**STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME**

**FOR THE PERIOD FROM 01 JANUARY 2013 TO 28 FEBRUARY 2014**

**7**

	<b>The Group</b>	<b>The Company</b>	The Group	The Company
	<b>28-Feb-14</b>	<b>28-Feb-14</b>	Restated	Restated
	<b>GBP</b>	<b>GBP</b>	31-Dec-12	31-Dec-12
			GBP	GBP
<b>INCOME</b>				
Revenue	<b>1,812,601</b>	-	2,210,451	817,908
Other income	<b>164,637</b>	-	86,349	71
Administration and management fee received	<b>84,461</b>	-	13,122	-
Interest received	<b>81,092</b>	-	23,221	58
	<b>2,142,790</b>	-	2,333,143	818,037
<b>EXPENSES</b>				
Production and marketing expenses	<b>2,048,731</b>	<b>60,026</b>	1,609,653	60,420
Finance cost	<b>49</b>	-	10,805	10,704
	<b>2,048,779</b>	<b>60,026</b>	1,620,458	71,124
<b>PROFIT / (LOSS) BEFORE TAX</b>	<b>94,011</b>	<b>(60,026)</b>	712,685	746,913
Income tax expense	<b>(7,502)</b>	-	-	-
<b>PROFIT/(LOSS) FOR THE YEAR</b>	<b>86,509</b>	<b>(60,026)</b>	712,685	746,913

**Other comprehensive income**

Net realised gain financial assets	-	-	62,965	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>86,509</b>	<b>(60,026)</b>	<b>775,650</b>	<b>746,913</b>

**FUL HOLD LTD**

**STATEMENT OF FINANCIAL POSITION AS AT 28 FEBRUARY 2014**

**8**

	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>28-Feb-14</b>	<b>28-Feb-14</b>	<b>31-Dec-12</b>	<b>31-Dec-12</b>
	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
<b>ASSETS</b>				
<b>Non current assets</b>				
Property, plant and equipment	36,639	-	80,366	-
Intangible — Patent	398,608	-	415,442	-
Investments	164,935	30,171	-	30,171
	<u>600,183</u>	<u>30,171</u>	<u>495,808</u>	<u>30,171</u>
<b>Current assets</b>				
Trade and other receivables	347,939	-	297,034	721
Other Financial Assets	12,509	544,744	98,453	386,369
Inventory	221,263	-	353,404	-
Cash and cash equivalents	426,406	7,702	489,965	60,156
	<u>1,008,117</u>	<u>552,446</u>	<u>1,238,856</u>	<u>447,246</u>
<b>Total assets</b>	<b>1,608,300</b>	<b>582,617</b>	<b>1,734,664</b>	<b>477,417</b>
	<u><u>1,608,300</u></u>	<u><u>582,617</u></u>	<u><u>1,734,664</u></u>	<u><u>477,417</u></u>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Stated capital	500	500	500	500
Retained earnings				

	<b>1,103,626</b>	<b>39,710</b>	1,017,117	99,736
Non controlling interest	<b>29,565</b>	-	34,921	-
Other reserve	<b>43,892</b>	<b>119,544</b>	119,617	119,544
<b>Total equity</b>	<b>1,177,582</b>	<b>159,754</b>	1,172,155	219,780
<b>Non current liabilities</b>				
Loans	<b>214,081</b>	<b>379,308</b>	214,081	214,081
	<b>214,081</b>	<b>379,308</b>	214,081	214,081
<b>Current liabilities</b>				
Trade and other payables	<b>202,839</b>	<b>43,556</b>	348,428	43,556
Income tax payable	<b>13,797</b>	-	-	-
<b>Total current liabilities</b>	<b>216,636</b>	<b>43,556</b>	348,428	43,556
<b>Total equity and liabilities</b>	<b>1,608,300</b>	<b>582,617</b>	1,734,664	477,417

Approved by the Board of Directors on \_\_\_\_\_

\_\_\_\_\_  
**David Cosgrove**  
**Director**

\_\_\_\_\_  
**Kenneth Maillard**  
**Director**

**The Group**

	<u>Share Capital</u>	<u>Retained Earnings</u>	<u>Non Controlling Interest</u>	<u>Other Reserves</u>	<u>Total</u>
	GBP	GBP	GBP	GBP	GBP
Balance at 31 December 2012	500	1,017,117	34,921	119,617	1,172,155
Profit for the year	-	86,509	-	-	86,509
Movement during the year	-	-	(5,356)	(75,725)	(81,082)
Non-controlling interest	-	-	-	-	-
<b>Balance at 28 February 2014</b>	<b><u>500</u></b>	<b><u>1,103,626</u></b>	<b><u>29,565</u></b>	<b><u>43,892</u></b>	<b><u>1,177,582</u></b>

**The Company**

	<u>Share Capital</u>	<u>Retained Earnings</u>	<u>Non Controlling Interest</u>	<u>Other Reserves</u>	<u>Total</u>
	GBP	GBP	GBP	GBP	GBP
Balance at 31 December 2012	500	99,736	-	119,544	219,780
Profit/(Loss) for the year	-	-60,026	-	-	(60,026)
<b>Balance at 28 February 2014</b>	<b><u>500</u></b>	<b><u>39,710</u></b>	<b><u>-</u></b>	<b><u>119,544</u></b>	<b><u>159,754</u></b>

**FUL HOLD LTD  
NOTES TO THE CONSOLIDATED FINANCIAL  
STATEMENTS  
FOR THE PERIOD FROM 01 JANUARY 2013 TO 28  
FEBRUARY 2014**

10

**1. LEGAL STATUS AND BUSINESS  
ACTIVITY**

The Company was incorporated as a private company limited by shares in the British Virgin Islands as a BVI Business Company on 22<sup>nd</sup> March 2007. The consolidated financial statements of the Company as at 28 February 2014 and for the year then ended comprise of the Company's and its subsidiaries, Natracine Ltd, Dentracine Ltd, Seprex Ltd, Pfeinsmith Ltd, Pfeinsmith SA and Ithemba (together referred to as the "Group" and individually as "Group entities").

The principal activity of the Company and the group is manufacture and use of CHD-FA as an Active Pharmaceutical Ingredient (API).

**2. BASIS OF**

## **PREPARATION**

The financial statements have been prepared under the historical cost convention and are denominated in Great Britain Pound (“GBP”). The Company changes its accounting year from 31 December to 28 February. Accordingly, the comparative figures for the statement of profit or loss and other comprehensive income, statement of financial position, statement of changes in equity and related notes are for twelve months from 01 January 2012 to December 2012.

### **2.1 BASIS OF CONSOLIDATION**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiary to bring its accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation. Minority interests in the net assets (excluding goodwill) of consolidated subsidiaries are identified separately from the Group’s equity therein.

### **2.2 STATEMENT OF COMPLIANCE**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

### **2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of the more important accounting policies, which have been applied consistently, is set out below:

#### **Foreign currency translation**

##### *i) Functional and presentation currency*

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The financial statements are presented in Great Britain Pound (“GBP”), which is the Company’s functional and presentation currency.

2.3 **SUMMARY OF SIGNIFICANT ACCOUNTING  
POLICIES (CONTINUED)**

**Foreign currency translation  
(Continued)**

ii) ***Transactions and balances***

Transactions in foreign currencies are initially recorded by the Company at its functional currency rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date. All differences are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in foreign currency are translated using the exchange rates at the date when the fair value is determined.

**Financial assets**

Initial recognition and measurement.

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial assets at initial recognition. Financial assets are recognised initially at fair value plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way purchases) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The financial assets include cash and cash equivalents and trade and other receivables.

**Cash and cash equivalents**

Cash comprises cash at bank. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

**Derecognition**

### *Financial assets*

- the rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

## **FUL HOLD LTD**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD FROM 01 JANUARY 2013 TO 28 FEBRUARY 2014**

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## **2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **Derecognition (Continued)**

#### *Financial assets (continued)*

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset.

### **Financial liabilities**

#### Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. Financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs. The financial liabilities consist of borrowings and trade and other payables and bank overdraft.

#### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

### **Property, plant and equipment**

Property plant and equipment comprises of plant & equipment, motor vehicles, computers and office furniture. Property plant and equipment are stated at historical cost less depreciation. Depreciation is calculated on a straight line basis to write off the cost of each asset to their residual values over their estimated useful life as follows:

The annual rate of depreciation is as follows:

Property, Plant and Equipment 20%

**FUL HOLD LTD**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**2.3**

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)**

**Impairment of financial assets**

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

**Fair value of financial instruments**

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices. For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques include recent arm's length market transactions, reference to the current fair value of another instrument, which is substantially the same; a discounted cash flow analysis or other valuation models.

**Trade and other receivables**

Trade and other receivables are initially recognised at fair value and subsequently at amortised cost. Provision is made when there is objective evidence that the Company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

### **Stated capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity net of any tax effects.

## **FUL HOLD LTD**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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## **2.3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **Impairment of non-financial assets**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses of continuing operations are recognised in profit or loss in those expense categories consistent with the function of the impaired asset, except for property previously revalued where the revaluation was taken to equity. In this case the impairment is also recognised in equity up to the amount of any previous revaluation.

### **Equity instruments**

Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Borrowing costs**

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

#### **Expense recognition**

All expenses are accounted for in profit or loss on the accrual basis.

#### **Related parties**

Related parties are individuals and companies where the individual or the Company has the ability directly or indirectly to control the other party or exercise significant influence over the other party in making financial and operating decisions.

#### **Provisions**

Provisions are recognised when the Company has a legal or constructive obligation as a result of past events. It is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

### **FUL HOLD LTD**

#### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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#### **2.4 STANDARDS, AMENDMENTS TO PUBLISHED AND INTERPRETATIONS**

##### **EFFECTIVE IN THE REPORTING PERIOD**

In the current year, the Company has adopted all the amendments to published Standards issued by the International Accounting Standards Board (the 'IASB') effective in the reporting period.

##### **EFFECTIVE IN THE REPORTING PERIOD BUT NOT RELEVANT TO THE COMPANY**

Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income.

IFRS 10, 'Consolidated financial statements'

IAS 27, 'Separate Financial Statements' deals solely with separate financial statements'

IFRS 11, 'Joint arrangements'

IFRS 12, 'Disclosures of interests in other entities'

IAS 19, 'Employee benefits'

IFRIC 20, 'Stripping costs in the production phase of a surface mine'

Amendment to IFRS 7, 'Financial instruments: Disclosures'

Amendment to IFRS 1 (Government Loans).

IFRS 1 (Amendment), 'First time adoption of IFRS'

IAS 1 (Amendment), 'Presentation of financial statements'  
IAS 16 (Amendment), 'Property, plant and equipment'  
IAS 32 (Amendment), 'Financial instruments: Presentation'  
IAS 34 (Amendment), 'Interim financial reporting'

#### **ISSUED BUT NOT YET EFFECTIVE IN THE REPORTING PERIOD**

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after 1 January 2014 or later periods, but which the Company has not early adopted.

At the reporting date of these financial statements, the following were in issue but not yet effective:

- IFRS 9 Financial Instruments
- IAS 32 Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)
- Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27)
- IFRIC 21: Levies
- Recoverable Amount Disclosures for Non- financial Assets (Amendments to IAS 36)
- Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39)
- IFRS 9 Financial instruments (Hedge Accounting and amendments to IFRS 9, IFRS 7 and IAS 39)
- Defined Benefit Plans: Employee Contributions (Amendments to IAS 19)
- Annual Improvements to IFRSs 2010-2012 cycle
- Annual Improvements to IFRSs 2011-2013 cycle

Where relevant, the Company is still evaluating the effect of these Standards, amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its financial statements.

**FUL HOLD LTD**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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### **3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

*Critical accounting judgements in applying the Company's accounting policies*

In the process of applying the Company's accounting policies, which are described in Note 2, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

*Determination of functional currency*

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising thereon are dependent on the functional currency selected. As described in note 2, the directors have considered those factors therein and have determined that the functional currency of the Company is the Great Britain Pound.

**4. INVESTMENT IN SUBSIDIARY**

Details of the Company's subsidiary at 28 February 2014:

	<b>% Holding</b>	<b>The Group 28-Feb-14</b>	<b>The Company 28-Feb-14</b>	<b>The Group 31-Dec-12</b>	<b>The Company 31-Dec-12</b>
		<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
Natracine Limited	<b>100%</b>	-	<b>30,000</b>	-	30,000
PfeinsmithH Ltd Sепrex International	<b>100%</b>	-	<b>6</b>	-	6
Dentracine Ltd	<b>85%</b>	-	<b>100</b>	-	100
		<b>-</b>	<b>30,171</b>	<b>-</b>	<b>30,171</b>

**5. INVENTORIES**

	<b>The Group 28-Feb-14</b>	<b>The Company 28-Feb-14</b>	<b>The Group 31-Dec-12</b>	<b>The Company 31-Dec-12</b>
	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
Stocks held for sales	<b>221,263</b>	-	353,404	-

**6. TRADE & OTHER RECEIVABLES**

	<b>The Group 28-Feb-14</b>	<b>The Company 28-Feb-14</b>	<b>The Group 31-Dec-12</b>	<b>The Company 31-Dec-12</b>
	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
Trade and other receivable	<b>347,939</b>	-	296,313	-
Receivable from				

Omar Trust	-	-	721	721
	<u>347,939</u>	<u>-</u>	<u>297,034</u>	<u>721</u>

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NOTES TO THE CONSOLIDATED FINANCIAL  
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**8. OTHER  
FINANCIAL  
ASSETS**

Loans to the  
following  
entities:

	<b>The Group 28-Feb-14</b>	<b>The Company 28-Feb-14</b>	<b>The Group 31-Dec-12</b>	<b>The Company 31-Dec-12</b>
	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
Secuvie AB	<b>12,509</b>		19,360	19,360
PfeinsmithH Ltd	-	<b>367,009</b>	-	367,009
Other Loan	-	-	79,093	-
	<u><b>12,509</b></u>	<u><b>367,009</b></u>	<u>98,453</u>	<u>386,369</u>

**9. STATED  
CAPITAL**

Ordinary  
shares

	<b>The Group 28-Feb-14</b>	<b>The Company 28-Feb-14</b>	<b>The Group 31-Dec-12</b>	<b>The Company 31-Dec-12</b>
	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
Ordinary shares	<u>500</u>	<u>500</u>	<u>500</u>	<u>500</u>

**10. TRADE &  
OTHER  
PAYABLES**

Trade and  
other payables  
Other  
payables

	<b>The Group 28-Feb-14</b>	<b>The Company 28-Feb-14</b>	<b>The Group 31-Dec-12</b>	<b>The Company 31-Dec-12</b>
	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>	<b>GBP</b>
Trade and other payables	<b>201,595</b>	-		235,432
Other payables	<b>15,041</b>	<b>43,556</b>	112,996	43,556

<u>216,636</u>	<u>43,556</u>	<u>348,428</u>	<u>43,556</u>
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**11. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company has trade and other receivables and cash and cash equivalents that arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarised below.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise four types of risk: interest rate risk, currency risk, commodity price risk and other price risk, such as equity price risk. The Company monitors those risks through a process known as 'sensitivity analysis'. This involves estimating the effect on profit before tax over various periods of a range of possible changes in interest rates and exchange rates.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

**11 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

**Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

**Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its

operating activities (primarily for trade receivables).

### Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of loans.

### Fair values

Set out below is a comparison by class of the carrying amounts and fair value of the Company's and the Company's financial instruments that are carried in the financial statements.

The fair value of the financial assets and liabilities are included as an estimate of the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

	<b>The Group 28-Feb- 14 GBP Carrying amount</b>	<b>The Group 28-Feb- 14 GBP Fair value</b>	<b>The Company 28-Feb-14 GBP Carrying amount</b>	<b>The Company 28-Feb- 14 GBP Fair value</b>
<b>Financial Assets</b>				
Investments	<b>164,935</b>	<b>164,935</b>	<b>30,171</b>	<b>30,171</b>
Other financial assets	<b>12,509</b>	<b>12,509</b>	<b>544,744</b>	<b>544,744</b>
Trade and other receivables	<b>347,939</b>	<b>347,939</b>	-	-
<b>Financial liabilities</b>				
Borrowings	<b>214,081</b>	<b>214,081</b>	<b>214,081</b>	<b>214,081</b>
Trade and other payables	<b>216,636</b>	<b>216,636</b>	<b>43,556</b>	<b>43,556</b>
	<b>The Group 31-Dec- 12 GBP Carrying amount</b>	<b>The Group 31-Dec- 12 GBP Fair value</b>	<b>The Company 31-Dec-12 GBP Carrying amount</b>	<b>The Company 31-Dec- 12 GBP Fair value</b>
<b>Financial Assets</b>				
Investments	-	-	30,171	30,171
Other financial assets	98,453	98,453	386,369	386,369
Trade and other receivables	297,034	297,034	-	-
<b>Financial liabilities</b>				

Borrowings	214,080	214,080	214,081	214,081
Trade and other payables	348,428	348,428	43,556	43,556

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**12. PRIOR YEAR  
ADJUSTMENTS.**

The prior year adjustment is in respect of the loan given from Metabolite which was reversed in the year ended 31 December 2012 and wrongly posted to Revenue instead of Retained Earnings.

The effect on Revenue after the prior year adjustment was as follows:

<b>Effect on Revenue:</b>	<b>The Group 31-Dec- 12 GBP</b>	<b>The Company 31-Dec-12 GBP</b>
As previously stated	2,563,030	-
Prior year adjustment	(352,579)	-
As restated	<u><u>2,210,451</u></u>	-

The prior year adjustment has no impact on the Retained Earnings for the year ended 31 Dec 2012 since the overstated revenue was already included in the Retained Earnings

**13. EVENTS AFTER THE  
REPORTING PERIOD**

There have been no material events after the reporting date which would require disclosure or adjustment to the financial statements for the period ended 28 February 2014.

## Part IV: Additional Information

### 1. Incorporation and registered office of the Company

Fulhold Pharma Plc was incorporated in England and Wales on 25 February 2014, as a public limited company and with registered number 08910692. The Company's registered address is Kemp House, 152 City Road, London, EC1V 2NX, United Kingdom.

The Company's corporate website is [www.fulhold.com](http://www.fulhold.com).

### 2. Share Capital of the Company

- a) Following Admission, the Acquisition and the Placing, the issued and fully paid share capital of the Company as it is expected will be 53,000,000 Ordinary Shares of 10 pence each (all of which will be fully paid or credited as fully paid).
- b) On 25<sup>th</sup> August 2014, the Shareholders passed an ordinary resolution authorising the Directors to allot shares or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate amount of £ 5,250,000 provided that this authority shall, unless renewed by the Company, expire on the conclusion of the next Annual General Meeting of the Company to be held in 2015 or, if earlier, 15 months after the date on which this resolution has been passed, provided that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grants Rights in pursuance of such offer or arrangement notwithstanding that the authority conferred by this resolution has expired. By special on the same day, the Directors were empowered to allot equity securities (as defined in section 560 of the Act) in connection with the authority to allot shares or grant Rights as if section 561(1) of the Act did not apply to any such allotment.
- c) Pursuan to the terms of the Acquisition Agreement (see paragraph 8 below), the Company has issued 50,000,000 Ordinary Shares of 10 pence each to Vendors in consideration of its acquisition of Ful Hold Ltd. following the requisite shareholder approvals granted at a general meeting of the Company on 29<sup>th</sup> August 2014.
- d) On the 7<sup>th</sup> November 2014 100,000 shares have been issued to The Two Seasons PCC – Alexander High Yield Fund (USD) ("Two Seasons") at the price of GBP 1.40 per share the subscription monies being paid up by the forgiveness of £140,000 of a £777,777.77 loan made to the Company by Two Seasons pursuant to an agreement dated 17<sup>th</sup> July 2014.
- e) The Company is the principal holding company of the Group. The principal subsidiaries of the Group are as follows:

<b><i>Name of company</i></b>	<b><i>Country of incorporation</i></b>	<b><i>Registered office</i></b>	<b><i>Proportion of voting rights held</i></b>
Ful Hold Ltd	BVI	Nerine Chambers, PO Box 905, Road Town, Tortola, British Virgin Islands	100%
PfeinsmithH Ltd	BVI	Nerine Chambers, PO Box 905, Road Town, Tortola, British Virgin Islands	100% owned by Ful Hold Ltd
Medicon Ltd	Mauritius	7A, 7th Floor, Ebene Mews 57 Ebene Cyber City Ebene, Mauritius	100% owned by Ful Hold Ltd
Natracine Ltd	United Kingdom	Legh Coach House, Wilmslow Road, Mottram-St-Andrew, Cheshire, SK10 4QH United Kingdom	100% owned by Ful Hold Ltd
Dentracine Ltd	United Kingdom	The Mill House Milndavie Road Strathblane Glasgow G63 9EP	85% owned by Ful Hold Ltd
Seprex International Ltd	BVI	Nerine Chambers, PO Box 905, Road Town, Tortola, British Virgin Islands	100% owned by Ful Hold Ltd
Medivic Ltd	Mauritius	7A, 7th Floor, Ebene Mews 57 Ebene Cyber City Ebene, Mauritius	100% owned by Ful Hold Ltd
PfeinsmithH SA (Pty) Ltd	South Africa	PO Box 380, Paarden Eiland, Cape Town, 7420, South Africa	100% owned by PfeinsmithH Ltd
Itemba Le Sizwe Health Products (Pty) Ltd	South Africa	Baden Powel Drive – R301, Lynedoch 7603, Cape Town, South Africa	68.15% owned by PfeinsmithH SA (Pty) Ltd Other shareholders: Pfeinsmith Ltd (7.35%) Nican (4.90%) Metabolics (2.45%) Metabolities (3.807%) Astley (13.343%)

Fulvicare SA (Pty) Ltd	South Africa	Baden Powel Drive – R301, Lynedoch 7603, Cape Town, South Africa	100% owned by Itemba Le Sizwe Health Products (Pty) Ltd
Vihoton (Pty) Ltd	South Africa	Baden Powel Drive – R301, Lynedoch 7603, Cape Town, South Africa	100% owned by Itemba Le Sizwe Health Products (Pty) Ltd
Fulvimed SA (Pty) Ltd	South Africa	Baden Powel Drive – R301, Lynedoch 7603, Cape Town, South Africa	100% owned by Itemba Le Sizwe Health Products (Pty) Ltd

On 29 August 2014, Ful Hold Ltd. became a wholly-owned subsidiary of the Company.

- e) Following Admission, the Acquisition and the Placing, the expected market capitalisation of the Company will be £74,200,000.
- f) Following Admission, the Acquisition and the Placing, the expected percentage of shares held in public hands will be 4.53 per cent.

### 3. Memorandum & Articles of Association

#### (i) Voting rights

Subject to the provisions of the Articles and any special terms on voting attached to any shares, on a show of hands every shareholder who is present in person (which includes a person present as a corporate representative of a corporate member) shall have one vote and any proxy duly appointed has one vote. Where a proxy has been duly appointed by more than one shareholder, such a proxy shall have one vote for each way directed by the relevant shareholders, that is, one vote for and one vote against the resolution and one further vote to be cast at the discretion of the proxy where a shareholder has given discretion on how to vote. On a poll, every shareholder who is present in person or by proxy shall have one vote for every share held by him.

#### (ii) Dividends

The Company may declare dividends.

Subject to the Companies Act and any statute, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the shareholders, but no dividend shall exceed the amount recommended by the Board.

The Board may pay interim dividends if it appears to the Board that they are justified by reference to the financial position of the Company. The Board may also pay at intervals settled by it any dividend

payable at a fixed date if it appears to the Board that the financial position of the Company justifies payment.

Except in so far as the rights attaching to any share provide otherwise, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid but no amount paid up on a share in advance of calls shall be treated as paid up on the share.

Any dividend which has remained unclaimed for 12 years from the date on which the dividend became payable shall, (unless the Board otherwise resolves) be forfeited and revert to the Company.

(iii) Return of return capital on winding up

Distribution in kind.

1. If the Company commences liquidation, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the statutes:-

2. divide among the shareholder in kind the whole or any part of the assets of the Company (whether the assets are of the same kind or not) and may, for that purpose, value any assets and determine how the division shall be carried out as between the shareholder or different classes of shareholders; or

3. vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall determine, but no shareholder shall be compelled to accept any assets upon which there is a liability. Any such resolution may provide for and sanction a distribution of any specific assets amongst different classes of shareholders otherwise than in accordance with their existing rights, but each shareholder shall in that event have a right of dissent and other ancillary rights in the same way as if the resolution were a special resolution passed in accordance with the Insolvency Act 1986.

(iv) Restrictions of transferability of shares

Form and execution of transfer:

1. Subject to such of the restrictions of the Articles as may be applicable, a shareholder may transfer all or any of his shares, in the case of shares held in certificated form, by an instrument of transfer in any usual form or in any other form which the Board may approve or, in the case of shares held in uncertificated form, in accordance with the CREST Regulations and the System's Rules (as defined in the CREST Regulations) and otherwise in such manner as the Board in its absolute discretion shall determine. An instrument of transfer shall be executed by or on behalf of the transferor and (unless the share is fully paid) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect of it.

2. Subject to the statutes and notwithstanding any other provisions of the Articles, the Board shall have power to implement any arrangements it may think fit to enable:-

2.1. title to any securities of the Company to be evidenced and transferred without a written instrument in accordance with any Statute, and

2.2. rights attaching to such Securities to be exercised notwithstanding that such Securities are held in uncertificated form where, in the Board's opinion, these Articles do not otherwise allow or provide for such exercise.

The Board may refuse to register the transfer of a share which is not fully paid provided that where any such shares are admitted to a Recognised Investment Exchange, such discretion may not be exercised in such a way that prevents dealings in the shares of that class from taking place on an open and proper basis.

In the case of uncertificated shares, the Board may refuse to register a transfer if the CREST Regulations do not allow it.

(v) Alteration of share capital

The Company may by ordinary resolution increase its share capital, consolidate or sub-divide all or any of its shares or cancel any shares which have not been taken or agreed to be taken by any person.

Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account or other undistributable reserve in any manner.

(vi) Power to issue shares

Subject to the statutes and without prejudice to any rights attached to any existing shares any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine (or in the absence of any such determination or in so far as such ordinary resolution does not make specific provision, as the Board may determine).

(vii) Notifiable interest in holdings

Under the GXG Rules, any changes to significant shareholdings must be announced to the market.

Under the Articles, where the holder of any shares in the Company or any person appearing to be interested in those shares fails to comply within the relevant period with any statutory notice (i.e. a notice served under section 793 of the Act) in respect of those shares, the Company may give to the holder of those shares further notice to the effect that from the service of this notice those shares will be subject to some or all of the "relevant restrictions". "Relevant restrictions" means in the case of a notice served on a person with greater than 0.25 per cent interest of the total voting rights of the Company at the date of the notice that:

- a) The holder of such shares shall not have any right to attend or vote at any general meeting of the Company or at any separate general meeting of the holders of any class of shares in the Company;
- b) The Board may withhold payment of all or any part of any dividends or other monies payable in respect of the share; and
- c) The Board may decline to register a transfer of the shares unless such transfer is shown to the Board to be pursuant to an arm's length sale.

(viii) Purchase by the company of its own shares

Subject to the statutes and to any rights conferred on the holders of any class of shares, the Company may purchase all or any of its shares of any class (including any redeemable shares). If any shares of the Company convertible into shares of another class are outstanding, the Company may not purchase any of its shares unless the purchase has been sanctioned (at the time that authority for a market purchase is given or an off-market purchase contract is approved) by such resolution of the Company as may be required by the statutes and by a special resolution passed at a separate general meeting (or meetings if there is more than one class) of the holders of the convertible shares. Neither the Company nor the Board shall be required to select the shares to be purchased rateably or in any particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital attached to any class of shares.

(ix) Borrowing powers

The Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the statutes, to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party. Such powers may be limited or restricted as the Company may by ordinary resolution determine, or in the absence of any such determination or in so far as such ordinary resolution does not make specific provision, as the Board may from time to time determine.

(x) Board of Directors

The Board may appoint any person (not being a Director) to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such designation or title and may define, limit, vary or restrict the powers, authorities and discretions of persons so appointed and may terminate any such appointment subject to any contract between him and the Company or the use of such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that such person is or is deemed to be or is empowered in any respect to act as a Director or a shareholder of any committee of the Board of Directors for any of the purposes of the Act or these Articles insofar as they apply to Directors.

(xi) General Meetings

*Annual general meeting*

Subject to the provisions of the statutes, a general meeting to be referred to as the annual general meeting, shall be held in each year at such times and places as the Board may determine.

### *General meetings*

Any general meeting of the Company other than an annual general meeting shall be called a general meeting.

### *Convening a general meeting*

Subject to the provisions of the statutes, the Board may convene a general meeting whenever it thinks fit and shall do so on requisition made in accordance with the Statutes.

### (xii) Drag Along And Tag Along Provisions

#### *Drag along provisions*

1. If a member or members with an interest in shares in the Company having the right to cast a 70% majority of the votes at a general meeting on all, or substantially all, matters ('Majority Shareholder') proposes to accept an offer from an unconnected third party (or any person or persons acting in concert with it) ('Offeror') which is on bona fide arms length terms for all of their Shares then they shall have the right ('the Drag Along Right') to require the other members to accept in full the offer procured to be made to them in accordance with Article 56.1.

2. The Drag Along Right referred to in Article 56 shall be exercised by sending written notice to all the members of the Company within 15 business days of a confirmed offer having been made by the Offeror to the Majority Shareholder ('Offer'), unless during such interval it is withdrawn. The written notice shall include reasonable details of the Offer (including, but not limited to, the price per share) and the identity of the Offeror.

3. A notice exercising the Drag Along Right once given shall be irrevocable but shall lapse (and the obligations thereunder shall lapse) in the event that the Majority Shareholder does not transfer his or their shares in the Company which are the subject of the Offer to the Offeror or the Offeror's nominee within six months from the date of the Offer. Furthermore the other members shall not in any event be obliged to transfer their shares in the Company to the Offeror or its nominee prior to the date on which the Majority Shareholder completes the transfer of his or their shares in the Company to the Offeror or its nominee.

4. Upon the exercise of the Drag Along Right in accordance with this Article the other members shall be bound to accept the Offer made to them in respect of their entire holding of shares in the Company provided such offer complies with the provisions of Article 56.1 and to comply with the obligations assumed by virtue of such acceptance.

5. In the event that the other members fail to accept the Offer made or, having accepted such Offer, fail to complete the sale of any of their shares in the Company pursuant to the Offer or otherwise fail to take any action required of them under the terms of the Offer, to ensure compliance with the Drag Along Right, the Majority Shareholder may authorise any person as their attorney to accept the Offer on their behalf or to undertake any action required either under the terms of the Offer or to comply with the Drag Along Right. The Majority Shareholder may in particular authorise any person to execute a transfer of any shares in the Company held by the other members in favour of the

Offeror (or its nominee) and the authorised person may give a good receipt for the purchase price of such shares and the Company shall (subject to these Articles) register the Offeror (or its nominee) as holder thereof and issue to it certificates for the same. The other members shall in such case be bound to deliver up their certificate(s) for their shares to the Company whereupon they shall be entitled to receive the purchase price for such shares which shall in the meantime be held by the authorised person on trust for them, but without interest. After the name of the Offeror (or its nominee) has been entered in the Company's Register of Members in exercise of these powers, the validity of the proceedings shall not be questioned by any person.

*Tag Along Rights*

1. If, at any time, the holder(s) of 70% of the ordinary shares of the Company (the 'Majority Holder(s)') intend to dispose of all or any part of the shares held by them or all or any part of any interest in those shares, the Majority Holder(s) shall, notwithstanding the provisions of Article 56, give notice in writing (a 'Selling Notice') to the remaining members of the ordinary shares (the 'Remaining Members'), specifying:

1.1. the number of shares and the nature of the interest in the shares of which they intend to dispose (the 'Relevant Shares');

1.2. the name(s) of the proposed transferee(s) of the relevant shares; and

1.3. the sale price per share of the relevant shares and the other terms of the disposal.

2. Any remaining Member who wishes to dispose of the same proportion of his shares or its interest in shares as the Majority Holder(s) on the same terms as specified in the Selling Notice shall within 20 working days after the date of the Selling Notice notify the Majority Holder(s) in writing.

3. The Majority Holder(s) shall not dispose of the relevant shares unless they have given a Selling Notice in accordance with Article 57.1 above not less than 20 working days before the disposal; and procured, on the same terms as contained in the Selling Notice, (including without limitation, the same price per share as the Relevant Shares), the disposal of the shares or any interest in them of all Remaining Members who have given notice under Article 57.1.3 above contemporaneously with the disposal by the Majority Holder(s) of the Relevant Shares.

**4. Directors' Shareholdings & Interests**

a) The Directors have held or hold the directorships and/or have been/are a partner in the partnerships listed in Appendix II of this Document within the five years immediately before the date of this Document.

b) The following Director will be a shareholder in the issued share capital of the Company at Admission:

<i>Name of Director</i>	<i>No. of shares</i>	<i>% of issued share capital</i>
David Dawson Cosgrove	206	Less than 1%

In addition, upon Admission, the Directors will hold the following shares under option:

<i>Directors</i>	<i>No. of Ordinary Shares under option</i>
David Dawson Cosgrove	None
David Nicholas Squire	None
Hans Jürgen Peter Wedermann	None
Stephen William Leivers	None

Save as aforesaid, none of the Directors holds any options to subscribe for Ordinary Shares in the Company, warrants exercisable into Ordinary Shares in the Company or securities convertible into Ordinary Shares in the Company.

## **5. Directors' Service Agreements & Letters Of Appointment**

Save as described below there are no service agreements or agreements for the provision of services existing or proposed between the Directors and the Company:

### *David Dawson Cosgrove*

David Dawson Cosgrove has a non-executive directors agreement with the Company dated 25 July 2014 to act as a non-executive director. The service agreement is terminable on 12 months' written notice by either party. The agreement provides for an annual salary of a maximum of GBP 20,000.

All other directors are employed by subsidiaries.

## **6. Additional Information On The Board**

Additional information on the Board may be found in Appendix II of this Document.

6.1 No Director has:

6.1.1 any unspent convictions;

6.1.2 a bankruptcy order made against him or entered into an individual voluntary arrangement;

6.1.3. been a director of any company or been a member of the administrative, management or supervisory body of an issuer or a senior manager of a company or partnership which has been

placed in receivership, insolvent liquidation, administration, or company voluntary arrangement or partnership voluntary arrangement, or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was acting in that capacity for that company or within the 12 months after he ceased to so act;

6.1.4 been a partner in any partnership placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time of or within the 12 months preceding such event;

6.1.5 been subject to receivership in respect of any asset of such Director or of a partnership of which the Director was a partner at the time of or within 12 months preceding such event.

6.1.6. No Director has been interested in any transaction with the Company which was unusual in its nature or conditions or significant to the business of the Company during the current financial year which remains outstanding or unperformed.

## 7. Shareholders

At the time of the Admission to GXG Markets but prior to completion of the Placing, the shareholdings in the Company were as follows:

<i>Name of Shareholder</i>	<i>Number of Shares</i>	<i>% of issued share capital</i>
Bedale Limited	10,079,366	19.92
Cowes Limited	25,759,170	50.91
Barnet Limited	5,039,683	9.99
Pelham International Ltd	6,607,024	13.06
DualStar Capital Private Equity Partners Fund 2	2,984,152	5.89
Joanne M. Squire	30,399	0.06
David D. Cosgrove	206	0.00
The Two Seasons PCC – Alexander High Yield (USD)	100,000	0.20

## 8. Material Contracts

Set out below is a summary of contracts (other than contracts entered into in the ordinary course of business) entered into by any member of the Group since 28 February 2014 which may be material to the Group.

#### *Introduction Corporate Adviser and Placing Agreement*

The Introduction Corporate Adviser and Placing Agreement dated 7<sup>th</sup> August 2014 between the Company, the Directors and Curzon Corporate Finance Limited (“Curzon”), under which Curzon has agreed to act as the Company’s corporate adviser to the Company.

Under the Introduction Corporate Adviser and Placing Agreement:

- (a) the Company has agreed to pay Curzon GBP 7,500.00 plus VAT;
- (b) the Company has agreed to pay Curzon costs and reasonable expenses; and
- (c) the Company and the Directors have given certain representations and warranties to Curzon as to the accuracy of the information contained in this Document and as to other matters relating to the Group and its business. The Company has also given an indemnity to Curzon for itself and each of its associates in respect of certain liabilities arising out of or in connection with, *inter alia*, Curzon acting as corporate adviser to the Company.

The Introduction Corporate Adviser and Placing Agreement may be terminated by Curzon if certain circumstances occur including a material breach of the Introduction Corporate Adviser and Placing Agreement or a material breach of the representations and warranties referred to above. The Introduction Corporate Adviser and Placing Agreement are governed by English law.

#### *Acquisition Agreement*

The sale and purchase agreement (“SPA”) was signed and executed on 29<sup>th</sup> August 2014 and is made between (1) the Company and (2) Bedale Limited, Cowes Limited, Barnet Limited, Pelham International Limited, DualStar Capital Private Equity Partners Fund and Joanne Mary Squire (the “Vendors”), under which the Vendors agreed to sell all the share capital in Ful Hold Ltd. The consideration for the Company acquiring 100 per cent of the shares of Ful Hold Ltd. is the issue of by the Company of shares in itself. The number of shares that have been issued on completion of the SPA was 50,000,000.

Each Vendor has given certain warranties in relation to its capacity to sign the SPA and give clear title to his shares in Ful Hold Ltd.

#### *Loan Agreements*

The loan agreement dated 17 July 2014 made between (1) the Company and (2) Ful Hold Ltd. pursuant to which the Company has agreed to lend to Ful Hold Ltd. a sum of ZAR 14,000,000 (the “Loan”) for the purposes to mainly buy out a minor shareholder, as well as to provide further local working capital in South Africa. The Loan shall bear no interest and must be repaid at the agreed value dates. The agreement is governed by English law.

A loan agreement on the 17<sup>th</sup> July 2014 made between (1) The Two Seasons PCC – Alexander High Yield (USD) and (2) the Company for GBP 777,777.77 to finance the loan to Ful Hold Ltd for ZAR 14,000,000. This loan has been reduced to GBP 637,777.77 following the purchase by The Two Seasons PCC – Alexander High Yield (USD) of 100,000 newly issued shares at GBP 1.40 on the 7th November 2014. The loan attracts an interest rate of 6% and is due on the 31st December 2015.

#### *Lock-in Deeds*

By a lock-up deed dated 29<sup>th</sup> July, 2014 between (1) Bedale Limited, (2) Cowes Limited (together with Bedale Limited, the “Locked-in Shareholders”) and (3) the Company each of the Locked-in Shareholders has agreed not to effect any disposal of the Ordinary Shares in the Company for a period of 12 months from the date of Admission except (i) with the prior written consent of GXG pursuant to Rule 6.2 of the GXG Rules in which case the prior written consent of the Company will also be required and (ii) to a connected person of the Locked-in Shareholder.

### **9. Litigation & Arbitration**

So far as the Company is aware, there are no legal, governmental or arbitration proceedings, active, pending or threatened against, or being brought by, the Company or its subsidiaries which are having, or may have, a significant effect on the financial position or profitability of the Company and its subsidiaries.

### **10. Taxation**

Statements in this document concerning the taxation of the group or of shareholders are based on current tax law and practice, which is subject to change. The taxation of an investment in the Company also depends on the individual circumstances of the relevant shareholder. Any shareholder who is in doubt as to its tax position should consult an appropriate adviser.

Any change in the Company’s United Kingdom tax status or any change in United Kingdom taxation law could affect the Company’s ability to provide returns to Shareholders.

Statements in this document concerning the United Kingdom taxation of Shareholders are based on current United Kingdom tax law and practice, which are subject to change. The taxation of an investment in the Company depends on the individual circumstances of Shareholders.

### **11. Significant Change**

There has been no significant change in the financial or trading position of the Company since its date of incorporation of 25th February 2014. The Company has not yet had to file audited accounts.

### **12. Related Party Transactions**

There have been no related party transactions that would be applicable under UK GAPP (or equivalent) account standard.

### **13. Working Capital**

In the opinion of the Directors, having made due and careful enquiry, the working capital currently available to the Enlarged Group will be sufficient for its present requirements, that is for a period of at least 12 months from the date of Admission.

### **14. Availability of Documents**

Copies of the following documents will be available for inspection at the offices of the Company during normal business hours on any weekday (except Saturdays, Sundays and public holidays) and shall remain available for at least one month after Admission:

- (i) The Articles of Association of the Company;
- (ii) The Certificate of Incorporation; and
- (iii) This Document.

Copies of all of the documents set out above will also be available at the Company's website at [www.fulholdpharma.com](http://www.fulholdpharma.com)

The recipient of this Document has the right to receive future documents in hard copy form and will not receive a hard copy unless requested.

A hard copy of this document and all documents referred to above may be obtained by writing to the Company's registered address below:

Fulhold Pharma Plc

Kemp House  
152 City Road  
London  
EC1V 2NX  
United Kingdom

## Appendix I

### SOUTH AFRICA

#### TRADE MARKS IN THE NAME OF Pfeinsmith (Subsidiary of Ful Hold Limited)

No:	<u>Trade Mark</u>	<u>Trade Mark No.</u>	<u>Class</u>	<u>Our Ref.</u>	<u>Status</u>	<u>Reg Date</u>	<u>Renewal Date</u>	<u>Renewed</u>	<u>Reference</u>
1	HUMICIDE	1977/19914	05	T3881ZA00	Registered	22/12/1977	2017	06/07/2007	T231032
2	DERMOPET	1998/17641	05	T4501ZA05	Registered	06/10/1998	2018	12/05/2008	T374022
3	FULVIPET	1998/17642	05	T4582ZA05	Registered	06/10/1998	2018	12/05/2008	T374024
4	OXIMATE	2001/00039	05	T53371ZA05	Registered	02/01/2001	2021	18/08/2010	
5	FULVIMATE	2001/00038	05	T53372ZA05	Registered	02/01/2001	2021	18/08/2010	
6	HUMIGEL	2001/20667	05	T57714ZA05	Registered	06/12/2001	2021	18/08/2010	
7	FULVICIDE	1997/19913	05	T6457ZA00	Registered	22/12/1997	2017	09/07/2007	T231030
8	HUMICARE	1997/17348	05	T6645ZA05	Registered	22/12/1997	2017	09/07/2007	T230995
9	HUMICARE	1997/19912	03	T6645ZA03	Registered	22/12/1997	2017	09/07/2007	T231029
10	FULVICARE	1997/17346	03	T8986ZA03	Registered	22/12/1997	2017	09/07/2007	T230993
11	FULVICARE	1997/17347	05	T8986ZA05	Registered	22/12/1997	2017	09/07/2007	T230994
12	FULVISUN	1997/17345	03	T9145ZA00	Registered	22/12/1997	2017	09/07/2007	T230991
13	HUMIGRO	1997/17343	01	T9201ZA01	Registered	22/12/1997	2017	09/07/2007	T230988
14	HUMIGRO	1997/17344	05	T9201ZA05	Registered	22/12/1997	2017	09/07/2007	T230990
15	FULVIGRO	1997/17341	01	T9578ZA01	Registered	22/12/1997	2017	09/07/2007	T230985
16	FULVIGRO	2009/02530	03		Pending	13/02/2009			
17	FULVIGRO	1997/17342	05	T9578ZA05	Registered	22/12/1997	2017	09/07/2007	T230986
18	SECOMET	2004/23233	05	T304302	Registered	20/12/2004	2014		

19	Secomet Inside (Logo)	2005/03295	05	T304302	Registered	18/02/2005	2015
20	PERSIVIR	2006/18810	05	T68192ZA05	Registered	14/08/2006	2016
21	Skin On Skin	2006/18811	05	T68193ZA05	Registered	14/08/2006	2016
22	SKINFECTION	2006/18813	05	T68196ZA05	Registered	14/08/2006	2016
23	ANTICAN	2006/18816	05		Registered	14/08/2006	2016
24	Ithemba Le Sizwe	Not Registered	05		Pending		
25	FULVIMED	2006/18814	01		Registered	14/08/2006	2016
26	FULVIMED	2006/18815	05		Registered	14/08/2006	2016
27	SEKO	2006/18817	05	T68200ZA05	Registered	14/08/2006	2016
28	Seko Man Device	2006/24530	05	T68769ZA05	Registered	16/10/2006	2016
29	CHD-FA - Old Logo	2007/20093	01		Registered	05/09/2007	2017
30	CHD-FA - Old Logo	2007/20094	05		Pending	05/09/2007	
31	FULPURIN	2007/20095	01		Pending	05/09/2007	
32	FULPURIN	2007/20096	05		Registered	05/09/2007	2017
33	CHDFA (Words)	2007/20097	01		Registered	05/09/2007	2017
34	CHDFA (Words)	2007/20098	05		Registered	05/09/2007	2017
35	CHD-FA - Logo (Sweden)	399050	3/5/32	V1462SE/kvr	Registered	21/11/2008	2018
36	CHDFA New Logo SA	2008/14018	01	T388563	Registered	20/06/2008	2018
37	CHDFA New Logo SA	2008/14019	03	T388564	Registered	20/06/2008	2018
38	CHDFA New Logo SA	2008/14020	05	T388565	Registered	20/06/2008	2018

39	Secomet V	2006/18812	05	T68195ZA	Registered	14/08/2006	2016
PS 40	FULVITONIC	Submitted	05			18/05/2012	
PS	FULVITONIC	Submitted	03			18/05/2012	

Current Patents:

Granted

NO.	PROJECT	CTY	S&F REF.	EXPIRY DATE
1	Size friable	ZA	PA114515/ZA	11/8/14
2	Med. o/humic	ZA	PA107469/ZA	9/22/19
3	Med. o/humic	US	PA107469/US	9/22/19
4	Med. o/humic	AU	PA107469/AU	9/22/19
5	Med. o/humic	EU	PA107469/EP	9/22/19
6	Med. o/humic	FR	PA107469/FR	9/22/19
7	Med. o/humic	DE	PA107469/DE	9/22/19
8	Med. o/humic	GB	PA107469/GB	9/22/19
9	Nutritional	ZA	PA129495/ZA	1/15/22
10	Med. fulvic as Amended Nov 2007	ZA	PA107470/ZA	10/8/19
11	Med. fulvic	US	PA107470/US	10/8/19
12	Med. fulvic	AU	PA107470/AU	10/8/19
13	Med. fulvic	JP	PA107470/JP	10/8/19
14	Med. fulvic	EU	PA107470/EP	10/8/19

15	Med. fulvic	DE	PA107470/DE	10/8/19
16	Med. fulvic	GB	PA107470/GB	10/8/19
17	Med. fulvic	DE	PA107470/FR	10/8/19
18	Med. Ful.Cand	EU	PA107470/EP Div2	10/8/19
19	Med. Ful.Cand	FR	PA107470/FR Div2	10/8/19
20	Med. Ful.Cand	GB	PA107470/GB Div2	10/8/19
21	Med. Ful.Cand	DE	PA107470/DE Div2	10/8/19
22	Med. Ful. Viral	EU	PA107470/EP Div1	10/8/19
23	Med. Ful. Viral	DE	PA107470/DE Div1	10/8/19
24	Med. Ful. Viral	FR	PA107470/FR Div1	10/8/19
25	Med. Ful. Viral	GB	PA107470/GB Div1	10/8/19
26	Med. Ful. Infla	EU	PA107470/EP Div	10/8/19
27	Med. Ful. Infla	GB	PA107470/GB Div	10/8/19
28	Med. Ful. Infla	DE	PA107470/DE Div	10/8/19
29	Med. Ful. Infla	FR	PA107470/FR Div	10/8/19
30	FA Com + Antifungal - Fluconazole	ZA	PA150551/ZA	1/18/30
31	CHDFA Process ONLY	US	PA/141541/US	4/26/27
32	CHDFA Prod & Proc Acid Composition	CN	PA/141541/CN	4/26/27
33	CHDFA Prod & Proc Acid Composition	RU	PA/141541/RU	4/26/27
34	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	ZA	PA142804/ZA	6/4/29

Patents Pending

NO.	PROJECT	CTY	S&F REF.	EXPIRY DATE
1	FA Com + Antifungal	GB	PA150551/GB	1/19/30
2	Oral Pathogens	GB	PA149605/P	8/27/30
3	Oral Pathogens FA Com + Uses	US	PA149605/US	8/27/30
4	Oral Pathogens	EP	PA149605/EP	8/27/30
5	FA Com + Antifungal - Fluconazole	PCT	PA150551/PCT	1/19/30
6	FA Com + Antifungal - Fluconazole	EU	PA150551/EP	1/19/30
7	FA Com + Antifungal - Fluconazole	US	PA150551/US	1/19/30
8	FA Com + Antifungal - Fluconazole	CN	PA150551/CN	1/19/30
9	FA Com + Antifungal - Fluconazole	Ind	PA150551/IN	1/19/30
10	FA Com + Antifungal - Fluconazole	BR	PA150551/BR	1/18/30
11	FA Com + Antifungal - Fluconazole	RU	PA150551/RU	1/19/30
12	FA Com + Antibacterial NDM1	ZA	PA155262/P	3/7/32
13	FA Com + Antibacterial NDM1	PCT	PA155262	
14	CHDFA Prod & Proc Acid Composition	ZA	PA/141541ZA	4/26/27
15	CHDFA Prod & Proc Acid	PCT	PA/141541/PCT	

Composition				
16	CHDFA Prod & Proc Acid Composition	EU	PA/141541/EP	4/26/27
17	CHDFA Prod & Proc Acid Composition	Ind	PA/141541/IN	4/26/27
18	CHDFA Prod & Proc Acid Composition	BR	PA/141541/BR	4/26/27
19	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	PCT	PA142804/PCT	
20	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	EU	PA142804/EP	6/4/29
21	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	US	PA142804/US	6/4/29
22	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	CN	PA142804/CN	6/4/29
23	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	Ind	PA142804/IN	6/4/29
24	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	BR	PA142804/BR	6/4/29
25	FA Comb - Synergy for antibiotics oxacillin & gentamicin & resistance passaging	RU	PA142804/RU	6/4/29

## Appendix II

### List of Directorships

#### Hans Jürgen Peter Wedermann – List of Directorships as of 1st July 2014

##### South Africa

###### **Name of Company**

Kovacs Investments 190 (Pty) Ltd  
Turaco Coastal Nature Reserve (Pty) Ltd  
PheinsmithH SA (Pty) Ltd  
Metabolites (Pty) Ltd  
Itemba Le sizwe (Pty) Ltd  
Ice Breaker Properties (Pty) Ltd  
Gaduron Trading (Pty) Ltd  
Canic Trading (Pty) Ltd  
Fulvicare (Pty) Ltd  
Fulvimed (Pty) Ltd  
Vihoton (Pty) Ltd  
Fulvivet (Pty) Ltd  
Fulvigro (Pty) Ltd  
Big Catch SA (Pty) Ltd

#### David Squire – List of Directorships as of 1st July 2014

##### United Kingdom

###### **Name of Company**

Natracine Ltd  
Dentracine Ltd  
Pilentum Ltd

#### David Dawson Cosgrove – List of Directorships as of 1<sup>ST</sup> JULY 2014

##### Mauritius

###### **Name of Company**

RDL Management Ltd  
Teleraka Investments Ltd

Dawson Investments Limited  
Belvedere Life Limited PCC  
The Two Seasons PCC  
The Four Elements PCC  
Lancelot Global PCC  
Blazingchilli Limited  
Absolute Leisure  
Soundview International Ltd  
Caldora Asset Management Limited  
Pelham International Limited  
Medivic Limited  
Caldora International Fund Limited PCC  
Venture Assets PCC  
MelampusAsset Management Limited  
Melampus Protected Cell Company Limited

## **Guernsey**

### **Name of Company**

Lancelot Management Limited  
Abroad Spectrum PCC  
Global Mutual Fund PCC  
Universal Mutual Fund ICC Limited  
Worldwide Mutual Fund PCC  
Strategic Holdings Limited  
The Diversified International Markets Company Limited

## **Switzerland**

### **Name of Company**

Belvedere Management SARL  
Lancelot Investments SARL  
Stonewood FX Management SARL  
Liquidite Capital Partners SARL  
Independent Distribution Partners SARL  
Belvedere Nominees Ltd  
Selentium Capital SARL  
Aeon Asset Management SARL  
Ronson High Voltage SARL  
Elequip Trading SA  
High Voltage Diagnostics SARL  
Prosperitas Holdings SARL

## **Jersey**

### **Name of Company**

Helvezia Limited

## **Seychelles**

### **Name of Company**

Stonewood Holdings Limited

## **British Virgin Islands**

### **Name of Company**

Tristram Investments Limited

Kim Properties Limited

Podmore Investments Limited

Relative Investments Limited

Chesham Properties Holdings Limited

Opson (BVI) Limited

Foxglove Capital Resources Limited

Oxio Limited

Mabson Limited

Absolute Leisure Limited

Arneberg Limited

Densford Limited

International Assignments Limited

Worldwide Assignments Limited

Rainstone Investments Limited

Almanac Trade and Finance Limited Trade

Finance Company

Bellhouse Limited

Maybridge Investments Limited

Building Solutions Limited

Ful Hold Limited

PfeinsmithH Limited

Seprex Limited

Benjamin Universal Limited

Vanjon Investments Limited

Venture Assets Cell No.19 Limited

Venture Assets FXCR VA 23 Limited

Venture Assets JS VA 31 Limited  
Venture Assets NBVA 8 Limited  
Venture Assets NK VA 32 Limited  
Venture Assets SAAE VA 28 Limited

#### **Gibraltar**

<b>Name of Company</b>	<b>Jurisdiction</b>
Wayne Enterprise Ltd	Gibraltar

#### **Cayman Islands**

**Name of Company**  
Guilford Exploration Limited  
Guilford Limited

#### **United Kingdom**

**Name of Company**  
Fulhold Pharma Plc  
Umex Trade Bridge Plc  
Umex Trade Bridge Plc  
First Fish Ventures Plc