

The Board of Directors  
on behalf of  
Amryt Pharma plc  
920A/196 High Road  
Wood Green  
London  
N22 8HH  
United Kingdom

The Board of Directors  
on behalf of  
Amryt Pharma Holdings Ltd  
920A/196 High Road  
Wood Green  
London  
N22 8HH  
United Kingdom

27 August 2019

Dear Sirs

**Amryt Pharma plc (the "Company")**

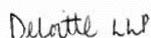
We hereby give our consent to the inclusion in the Admission Document of the Company dated 27 August 2019 (the "Admission Document") of our accountant's report in Section A of Part 12; in the form and context in which it is included, as shown in the final proof Admission Document dated 23 August 2019 of the Admission Document (the cover of which we attach, signed for identification).

We also hereby authorise the contents of the report referred to above which is included in the Admission Document for the purposes of Schedule Two to the AIM Rules for Companies and Schedule Two of Chapter 5 of Part II of the Euronext Growth Markets Rule Book.

Our consent is required by Annex 1 item 1.3 of the Prospectus Delegated Regulation (EU) 2019/980, as applied by Paragraph (a) of Schedule Two of the AIM Rules for Companies and Paragraph (a) of Schedule Two of Chapter 5 of Part II of the Euronext Growth Markets Rule Book and is given solely for the purpose of complying with that provision and for no other purpose.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Yours faithfully



Deloitte LLP

*Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 1 New Street Square, London EC4A 3HQ, United Kingdom.*

*Deloitte LLP is the United Kingdom affiliate of Deloitte NSE LLP, a member firm of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee ("DTTL"). DTTL and each of its member firms are legally separate and independent entities. DTTL and Deloitte NSE LLP do not provide services to clients.*

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of persons resident in the United Kingdom, an organisation or firm authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") or, in the case of persons resident in Ireland, an organisation or firm authorised or exempted pursuant to the Irish Investment Intermediaries Act 1995 or the Irish Stock Exchange Act 1995) immediately. The whole of the text of this document should be read. Investment in the Company and, following the Scheme becoming Effective, New Amryt is speculative and involves a high degree of risk.**

TC Section  
4(j) and  
Rule 24.3(d)

**If you have sold or transferred your Amryt Shares you should send this document together with the enclosed Forms of Proxy at once to the purchaser or transferee or the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

This document is an admission document and has been prepared in accordance with the AIM Rules for Companies published by the London Stock Exchange and the Euronext Growth Markets Rule Book published by Euronext and has been issued in connection with the Transaction and the proposed admission of the Enlarged Share Capital to trading on AIM and on Euronext Growth. This document does not constitute a prospectus for the purposes of the Prospectus Regulation, the Prospectus Regulation Rules or the Irish Prospectus Rules and has not been, and will not be, approved by or filed with the FCA or the Central Bank. This document does not constitute, and neither the Company nor New Amryt is making, an offer to the public within the meaning of Article 1(1) of the Prospectus Regulation, sections 85 and 102B of FSMA or otherwise. This document is exempt from the general restriction set out in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and has not been approved by a person who is authorised under FSMA. A copy of this document will be filed with the London Stock Exchange and Euronext Dublin as an admission document and information document, respectively, in respect of the Amryt Shares and the New Amryt Shares but has not been filed with the Registrar of Companies.

**PROSPECTIVE INVESTORS SHOULD READ THE WHOLE TEXT OF THIS DOCUMENT AND SHOULD BE AWARE THAT AN INVESTMENT IN THE COMPANY AND, FOLLOWING THE SCHEME BECOMING EFFECTIVE, NEW AMRYT IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. PROSPECTIVE INVESTORS ARE ADVISED TO READ, IN PARTICULAR, PART 2 (DESCRIPTION OF THE BUSINESS OF AMRYT, AGERION AND THE ENLARGED GROUP AND REGULATORY REGIME) OF THIS DOCUMENT AND THE RISK FACTORS SET OUT IN PART 8 (RISK FACTORS) OF THIS DOCUMENT. ALL STATEMENTS REGARDING THE COMPANY'S, FOLLOWING THE SCHEME BECOMING EFFECTIVE, NEW AMRYT'S AND THE ENLARGED GROUP'S BUSINESS, FINANCIAL POSITION AND PROSPECTS SHOULD BE VIEWED IN LIGHT OF THESE RISK FACTORS.**

PR1.3.1  
PR11.2.1

The Company and New Amryt, whose registered offices appear on page [●] of this document, and the Current Directors and the Proposed Directors, whose names appear on page [●] of this document, accept responsibility, both individually and collectively, for the information contained in this document save for information relating to Athyrium and its affiliates (including the Athyrium Funds), the Financial Projections and the Quantified Financial Benefits Statement. To the best of the knowledge and belief of the Company, New Amryt, the Current Directors and the Proposed Directors (who have taken all reasonable care to ensure that such is the case), such information for which they are taking responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information. To the extent information has been sourced from a third party, this information has been accurately reproduced and, as far as the Company, New Amryt, the Current Directors and the Proposed Directors are aware, no facts have been omitted which may render the reproduced information inaccurate or misleading. In connection with this document, no person is authorised to give any information or make any representation other than as contained in this document.

PR1.1.1  
PR1.1.2  
PR11.1.1  
PR11.1.2  
TC Section 4(h)  
and Rule 19.2(a)

The Company, whose registered office appears on page [●] of this document, and the Current Directors, whose names appear on page [●] of this document, accept responsibility, both individually and collectively, for the Quantified Financial Benefits Statement. To the best of the knowledge and belief of the Company and the Current Directors (who have taken all reasonable care to ensure that such is the case), the Quantified Financial Benefits Statement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The members of the Athyrium Investment Committee accept responsibility for the information contained in this document (including any expressions of opinion) relating to Athyrium and its affiliates (including the Athyrium Funds) only. To the best of the knowledge and belief of the members of the Athyrium Investment Committee (who have taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

**AIM is a market designed primarily for emerging or smaller companies and Euronext Growth is a market designed primarily for growth companies, to which, in each case, a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA and Euronext Growth securities are not admitted to the regulated market of Euronext Dublin. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company and Euronext Growth company is required, pursuant to the AIM Rules and the Euronext Growth Rules, respectively, to have a Nominated Adviser and Euronext Growth Advisor (as such terms are defined in such rules), respectively. The Nominated Adviser and Euronext Growth Advisor are required to make a declaration to the London Stock Exchange and Euronext Dublin, respectively, on Admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers and Schedule Two to the Rules for Euronext Growth Advisors. Furthermore, none of the London Stock Exchange, the FCA or Euronext Dublin has itself examined or approved the contents of this document.**

AIM, 2(e)  
EG, 2(e)

# Amryt Pharma plc



*(incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05316808)*

## Acquisition of Aegerion Pharmaceuticals, Inc.

**Scheme of arrangement to insert a new English group holding company**

**Approval of a waiver of obligations under Rule 9 of the Takeover Code**

**\$60.0 million Equity Raise and Financing Arrangements**

**Admission of the Enlarged Share Capital to trading on AIM and Euronext Growth**

**Notice of Court Meeting**

**and**

**Notice of General Meeting**

PR1.4.1  
PR1.4.2  
PR1.4.3  
PR11.4.1

**Financial Adviser, Nominated Adviser and Joint Broker**



**Euronext Growth Advisor and Joint Broker**



**Joint Broker**

**STIFEL**

**Issued and fully paid share capital of New Amryt on Admission**

*Number*

Up to 171,695,201

*Nominal value*

Up to £10,301,712.10