

## APPENDIX A

### **My Mereo BioPharma Group plc (“Mereo”) Ordinary Shares are held by my broker in CREST. What do I need to do to convert my Ordinary Shares into Mereo American Depositary Shares (ADSs) tradable on Nasdaq?**

To initiate the conversion process, your broker or delivering agent should be instructed to complete the attached issuance instruction form and send it to Citibank, N.A. – London, which has been appointed by the Depositary (as hereinafter defined) to safekeep the Ordinary Shares upon deposit (in such capacity, the “Custodian”) directly at the following email address [UKsettlements@citi.com](mailto:UKsettlements@citi.com). For conversion prior to the AIM Delisting, the issuance instruction form should be sent so as to be received by Citibank by no later than 3.00 p.m. on 9 December 2020.

Questions from brokers about this process should be addressed by email to the same address.

Please refer to the below issuance process:

1. Deliver Ordinary Shares to CREST ID BA01D.
2. Place the attached, executed issuance instruction form on the CREST participant’s letterhead and email to: [UKsettlements@citi.com](mailto:UKsettlements@citi.com). In the email subject field, please state: UK ADR CREATION – SDRT CERTIFICATION. Any questions or assistance completing or submitting the instruction form, please email: [UKsettlements@citi.com](mailto:UKsettlements@citi.com) for assistance.
3. UK stamp duty, or SDRT, will be zero if the Ordinary Shares are deposited for ADSs prior to the AIM Delisting. Thereafter, SDRT (the rate of which is currently 1.5 per cent. of the market value of the Ordinary Shares converted) is expected to be payable. All delivery instructions must have the correct stamp duty flagged by your CREST Agent with the appropriate stampable consideration included.
4. **The number of Ordinary Shares being delivered for deposit into the ADS programme must be a multiple of five as the ADS to Ordinary Share ratio is one ADS to five Ordinary Shares, and fractional ADSs cannot be issued.**
5. Citibank, N.A. (in its capacity as depositary bank for Mereo’s ADSs, the “Depositary” and together with the Custodian, “Citibank”) will not charge ADS issuance fees to shareholders converting Ordinary Shares into ADSs prior to the date of the AIM Delisting. Thereafter, ADS issuance fees of up to \$0.05 per ADS may be charged at the Depositary’s discretion.
6. An annual depositary service fee, currently US\$0.02 per ADS, is levied to ADS holders by the Depositary each April. This is typically paid and charged to your account by your broker on an annual basis.
7. The CREST delivery needs to be made via Over-The-Counter (“OTC”). The issuance instruction and CREST delivery must be with present dates. Citibank will be unable to process an issuance with a past trade date.
8. Upon receipt of issuance instruction and CREST delivery are in good order, the Custodian will match the delivery in CREST and advise the Depositary to issue and deliver the corresponding ADSs to the requested Depositary Trust Company (“DTC”) participant account.
9. All instructions & deliveries must be sent by 3.00 p.m. London time. If you miss the daily deadline, Citibank will require a new instruction and a new delivery in CREST.

After the Custodian receives the Ordinary Shares, they will notify the Depositary via SWIFT to deliver the ADSs to the corresponding DTC account details provided by the broker. Upon receipt of SWIFT message from the Custodian, the Depositary will deliver the ADSs free of payment to the DTC number noted on the deposit.

Your broker will need to have an instruction in place to accept the ADSs from DTC.

For further information please see the following. You should obtain your own tax advice.

[www.gov.uk/guidance/stamp-duty-reserve-tax-the-basics](http://www.gov.uk/guidance/stamp-duty-reserve-tax-the-basics)

[www.gov.uk/guidance/stamp-duty-on-shares](http://www.gov.uk/guidance/stamp-duty-on-shares)

**UK ADR CREATION FORM – SDRT CERTIFICATION**  
**to be completed by your broker and sent to Citibank**

Citibank London as Custodian requires this page to be completed and emailed as a PDF file in a secured format to [uksettlements@citi.com](mailto:uksettlements@citi.com). Please ensure that emails are sent in as early as possible to ensure settlement. In the email subject field, please state: UK ADR CREATION – SDRT CERTIFICATION.

Please ensure this form is on your CREST agent's headed paper. Please fill all fields by typing and only use handwriting for the signatures at the bottom of the form.

Any questions should be directed to [uksettlements@citi.com](mailto:uksettlements@citi.com)

1	CREST reference of the trade	
2	ISIN number	GB00BZ4G2K23
3	Trade Date as in CREST	
4	Settlement Date as in CREST	
5	Ratio	5: 1
6	Nominal	
7	Stampable Consideration Amount – <b>Mandatory field for Stamp Applicable ISIN's</b>	
8	Stock Price	
9	Name of Broker	
10	Brokers DTC Participant Account	
11	Shareholder/Client Account No. at Broker	
12	Contact Person/Number	
13	Result of Option Yes/No	
14	CREST Participant ID	
15	<b>SDRT (please only mark one field on the right with an "X"):</b> SDRT Note: It is required that the Broker alleges in CREST GUI a declaration of SDRT if applicable: Please include the stamp status and Stampable Consideration.	1.5% 1% SDRT exempt
16	<b>Indemnity</b> We shall indemnify and hold Citibank, N.A. ("the Bank") harmless against all claims, losses, damages, costs and expenses (including reasonable legal fees and disbursements), penalties and taxes (including any interest and penalties for late payment of tax) incurred by the Bank or to which the Bank may become subject to and arising directly from the deposit of the above securities with the Bank or the failure by any person to pay (or discharge) any stamp duty, stamp duty reserve tax, or any other similar duty or tax in connection with the above securities deposited with the Bank. If and to the extent that the deposit of the securities results from the exercise of an option or options, we hereby represent and warrant that the arrangements in respect of the option or options pursuant to the exercise of which the securities are delivered, including the timing of grant and exercise, and the premium/strike ratio, are <i>bona fide</i> and commercial, and are not motivated primarily by or for the avoidance of UK stamp duty reserve tax.	

Signature ..... Signature .....

Name..... Name.....