

04 May 2011

**Sinclair Pharma plc**  
**("Sinclair Pharma" or the "Company")**

**Director's Dealing**

The Company was informed on 4<sup>th</sup> May 2011 that Mr Jean-Charles Tschudin, Non-Executive Director of the Company, purchased 33,000 Ordinary Shares at 36p per share on 4<sup>th</sup> May 2011. As a result of this purchase Mr Jean-Charles Tschudin holds 1,000,117 Ordinary Shares representing 0.42% of the issued ordinary share capital of the Company.

For further information, please contact:

**Sinclair Pharma plc**  
Christopher Spooner, CEO  
Alan Olby, CFO

Tel: +44 (0)1483 410 600

**Singer Capital Markets Limited**  
Shaun Dobson  
Claes Spång

Tel: +44 (0)20 3205 7500

**Disclosure requirements required under the Takeover Code (the "Code")**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

### **Rule 2.10 Disclosure**

In accordance with Rule 2.10 of the Code, Sinclair Pharma plc ("Company") has 240,979,560 ordinary shares of 1p each in issue with ISIN GB0033856740.

### **Publication on websites**

In accordance with Rule 19.11 of the Code, a copy of this announcement will be published, subject to certain restrictions relating to persons resident in restricted jurisdictions, on Sinclair Pharma's website at [www.sinclairpharma.com](http://www.sinclairpharma.com). For the avoidance of doubt, the contents of this website is not incorporated into and does not form part of this announcement.