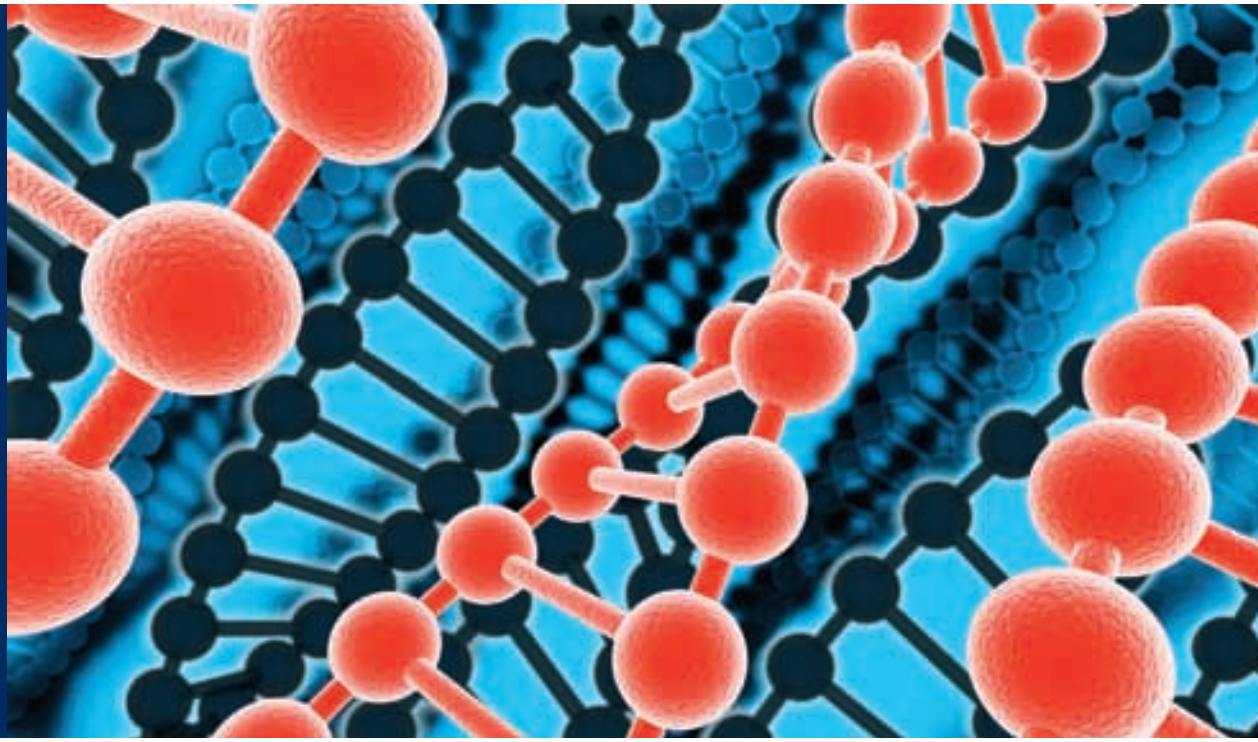
ImmuPharma



ImmuPharma plc

Report and Consolidated Financial Statements
For the Year Ended 31 December 2012

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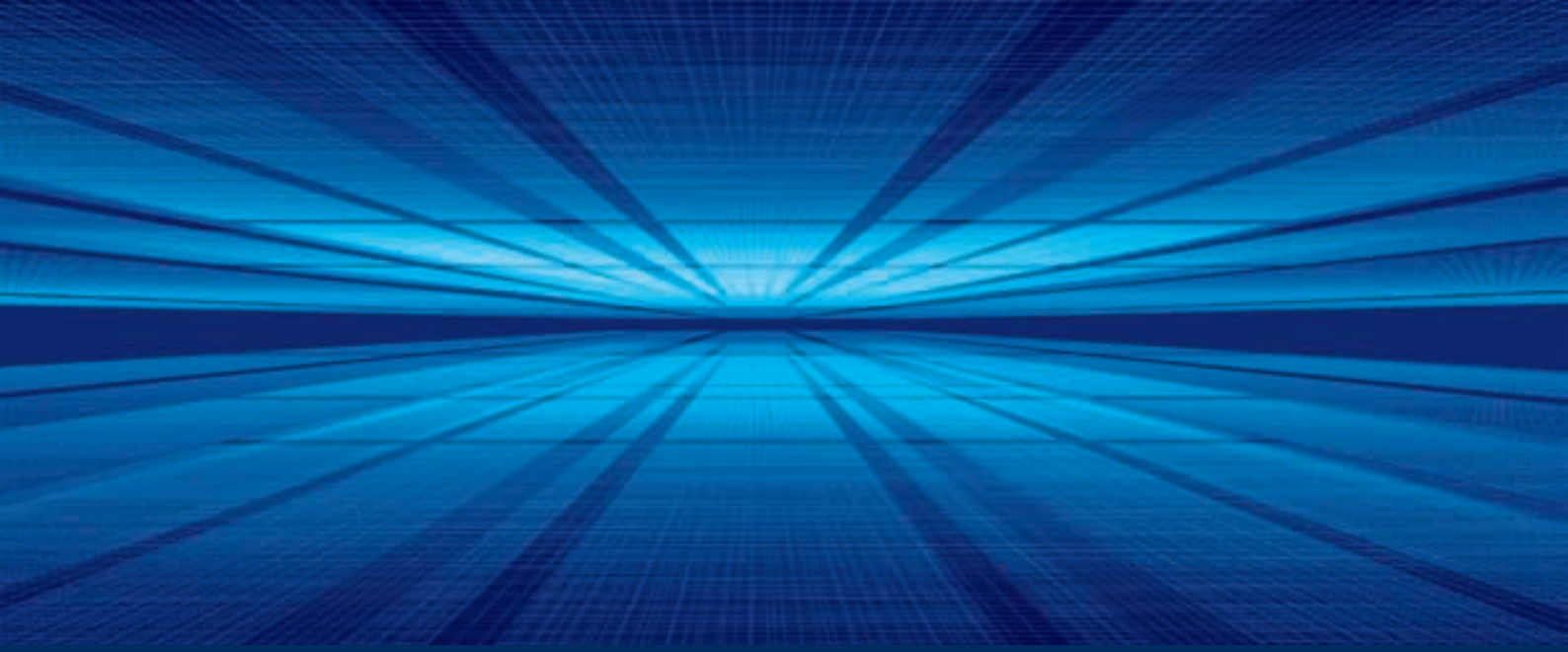

Report of the Chairman, the Chief Executive Officer and the President

Report of the Chairman, the Chief Executive Officer and the President

2012 has been a year of solid progress for ImmuPharma. We have initiated discussions with a large number of multinational pharmaceutical companies as a new partner for Lupuzor™. In parallel, we have also opened discussions with some of the largest and most competent Contract Research Organisations with the view of retaining rights to Lupuzor™ and thereby generating maximum shareholder return. Our exciting cancer programme has begun a second Phase I/IIa clinical trial, with the newly discovered polyplexed Nucant formulation in three European hospitals including the prestigious Jules Bordet cancer institute in Belgium. We have received a further €570,000 grant funding from French government organisations to add to the €1.15m previously received to support this cancer programme. Further, we were delighted to have been voted 'Best Medical Research and Development Company, Europe 2012' at The New Economy Pharmaceutical & Healthcare Awards 2012.

Following the reacquisition of the rights to Lupuzor™ from Cephalon, Inc arising from their acquisition by Teva Pharmaceuticals, ImmuPharma has been focused on licensing and development options to complete the final development phase. Lupuzor™ has received approval from the US Food and Drug Administration (FDA) to start Phase III with a Special Protocol Assessment (SPA) as well as having received Fast Track designation. In November, together with its key opinion leader co-authors, ImmuPharma presented Lupuzor™'s Phase IIb data at the American College of Rheumatology annual conference. During 2012, numerous discussions have been held with a variety of potential partners. We expect to have further news on Lupuzor™ during 2013.

For reference, ImmuPharma entered into corporate licensing deal with Cephalon in 2008 while in the middle of a Phase IIb study, which ImmuPharma designed, managed and funded. Cephalon paid ImmuPharma $15m before the results of the phase IIb study for the exclusive option to enter into the worldwide license. Following positive results of the ImmuPharma phase IIb study in early 2009, Cephalon exercised its option by paying a further $30m for an exclusive worldwide license. This was part of an agreement worth $500m in cash milestone payments plus royalties on product sales. Upon completion of the license agreement, Cephalon assumed all responsibilities and costs for the development and commercialisation of Lupuzor™.

In May 2011, Cephalon agreed to a takeover bid by Teva. The acquisition was finalized on October 14, 2011. Due to a change of control provision and given the fact that Teva has a competing drug candidate for Lupus (laquinimod), Immupharma requested and was granted the return of the rights for Lupuzor™. ImmuPharma regained Lupuzor™ at an exciting stage in its development. The FDA has granted Lupuzor™ approval to start Phase III with a Special Protocol Assessment (SPA) and Fast Track designation.

ImmuPharma has made promising progress with its anti-cancer nucleolin antagonist ("Nucant") peptide programme. Having received approval from the French regulatory authorities, Agence Francaise de Securite Sanitaire des Produits de Sante (AFSSAPS), it initiated an initial Phase I dose ranging tolerability and safety study in three hospitals in France which is now complete. Patients were suffering from different types of cancer including breast, lung and bladder cancers which had all metastasised. No serious drug related adverse events were reported. 6 out of the 14 patients had a proven stabilisation and for 2 out of the 6 the stabilisation lasted for more than 6 months. ImmuPharma initiated a Phase I/II study based on the next generation "polyplexed Nucant", assessing the safety in a dose ranging tolerability study with the new formulation followed by a Phase II efficacy study designed to treat various cancers in approximately 30 patients to identify appropriate biomarkers. This trial will be conducted in three hospitals in Europe including the prestigious Institute Jules Bordet, an Integrated Multidisciplinary Centre which is the only autonomous hospital in Belgium totally dedicated to cancer. Our further intention is to conduct follow-up studies on patients showing the appropriate biomarkers with glioblastoma (brain tumour), metastatic melanoma, and pancreatic cancer where nuclear proteins plays a key role.

Additionally, we have been working to raise ImmuPharma's profile in the investment community and strive to maintain an effective dialogue with our investors. Further, we were pleased to have launched a new company website to ensure that investors have access to all key corporate information and to have launched a new Lupuzor™ website to provide an in-depth look at this promising potential product.

Our key objectives for 2013 are to initiate the final development phase of Lupuzor™, either with a licensing partner or with a prestigious Contract Research Organisation, to advance our cancer programme and to develop the rest of our asset base. We value the support and look forward to enhancing our key relationship with the Centre National de la Recherche Scientifique (CNRS), the largest fundamental research institution in Europe. As in previous years, this is to be achieved with solid financial management and careful controlled expenditure.

ImmuPharma is looking forward to another promising year in 2013. The Board would like to thank its shareholders for their ongoing support as well as its scientific advisors and the Centre National de la Recherche Scientifique in France for their collaboration.

Richard Warr
Chairman

Dimitri F. Dimitriou
Chief Executive Officer

Dr Robert Zimmer
President

Financial Review

Financial Review

The year ended 31 December 2012 was a year focused on finding a suitable partner for Lupuzor™ and on ensuring the progress of our cancer programme with the initiation of the next clinical trial. We were delighted to have received €570,000 of further grant funding from French government organisations.

Income Statement

The overall loss for the year ended 31 December 2012 was £3.8m (2011: £3.3m). During 2012, research and development expenditure was £1.6m which is in line with that incurred in 2011. Administrative expenses were £2.6m up from £2.2m in 2011. The Group posted a £76,327 loss on foreign exchange in 2012 compared to a gain of £0.2m on foreign exchange in 2011. This arises from the translation of the US dollar balance held by the Group's French subsidiaries. To date, the Group has not entered into any formal hedging arrangements to protect against such fluctuations. Total comprehensive loss for the period was £4.2m (2011: £3.6m), £0.3m greater than the loss for the year as a result of exchange differences on translation of foreign operations.

In previous years, IFRS2, relating to share-based payments has had an impact on the Group's results. There is a charge in the accounts of £67,072 which represents the current year charge for options previously granted. This is a notional amount stipulated by IFRS2 (and calculated using a statistical model) as a result of granting the options. A further £52,120 is due to be charged over the next two years accounts under IFRS2, being the remainder of the fair value charge.

Balance Sheet

Cash and cash equivalents at 31 December 2012 amounted to £8.9m (2011: £12.2m). Financial borrowings were £1,288k (2011: £969k). This is primarily the conditional advance, from the French Government, for use in the development of our cancer programme. No interest is payable.

Results

The Group recorded a loss for the year of £3.8m (2011: £3.3m). Basic and diluted loss per share was 4.71p (2011: 4.12p). No dividend is proposed.

Treasury Policy

The policy continues to be that surplus funds of the Group are held in interest-bearing bank accounts on short or medium maturities, until commitments to future expenditure are made, when adequate funds are released to enable future expenditure to be incurred. The Group's Treasury Policy and controls are straightforward and approved by the Board.

Financial Strategy

The overall strategy is to successfully find a suitable partner to advance Lupuzor™ and to maintain a tight control over cash resources whilst enabling controlled development of the potential product portfolio.

Tracy Weimar
Vice President, Operations and Finance

Business Overview and Prospects

Business Overview and Prospects

ImmuPharma plc is a drug discovery and development company headquartered in London and listed on the Alternative Investment Market (AIM) of the London Stock Exchange (LSE:IMM) and has its research operations in France and Switzerland. ImmuPharma is dedicated to the development of novel drugs, largely based on peptide therapeutics, to treat serious medical conditions such as autoimmune diseases characterised by:

- Blockbuster potential in niche markets;
- High unmet medical need;
- Ability to command high pricing;
- Low marketing costs; and
- Relatively lower development costs.

ImmuPharma is currently developing drug candidates for five different medical conditions, each of which would represent a significant breakthrough in its field. The lead product candidate targets Lupus, a disease for which there is currently no cure or specific treatment, and was successfully licensed to Cephalon, Inc in February, 2009. In 2011, following the acquisition of Cephalon by Teva Pharmaceuticals, ImmuPharma was able to regain the rights to Lupuzor™. The other four address cancer, moderate to severe pain (such as that experienced by cancer sufferers and post-operative patients), MRSA and severe hospital-acquired resistant infections and inflammation/allergic disorders.

ImmuPharma has important collaboration arrangements with the Centre National de la Recherche Scientifique (CNRS), the French National Council for Scientific Research and also has links with the Institut National de la Sante et de la Recherche Medicale (INSERM), France's national institute for health and medical research.

As part of the collaboration arrangements, ImmuPharma has entered into a research agreement with CNRS which relates to the therapeutic use of peptides and peptide derivatives. ImmuPharma has been granted the worldwide exclusive rights to exploit all discoveries made pursuant to this agreement and will co-own the relevant intellectual property with the CNRS.

CNRS has granted additional exclusive worldwide licenses to ImmuPharma covering rights to discoveries made prior to this agreement but related to it. Applications for additional patents, to be jointly owned by CNRS and ImmuPharma, have already been and are being filed. CNRS is entitled to a share of the revenue generated by ImmuPharma from the exploitation of CNRS' licensed and co-owned rights.

ImmuPharma intends to continue its research in collaboration with CNRS and sub-contract labour intensive and non-core development activities to Contract Research Organisations (CROs). ImmuPharma intends to either manage the development of its own assets up to commercialisation or to seek collaborative agreements with larger pharmaceutical companies at an earlier stage.

Product portfolio and pipeline

ImmuPharma currently has 5 lead drug candidates to treat, respectively:

- Lupus
- Cancer
- Inflammation/allergic conditions such as asthma and rheumatoid arthritis
- Moderate to severe pain such as cancer and post-operative pain; and,
- Severe resistant hospital-acquired infections such as MRSA.

Each of these drug candidates are proprietary and represent a novel approach to therapy. The Company believes each has significant sales potential if successfully developed. In addition to its 5 lead candidates, ImmuPharma has its own proprietary drug discovery engine which, ImmuPharma believes, will continue generating a strong potential drug candidate pipeline and patent portfolio.

Lupuzor™ – Treatment of Lupus

Lupuzor™ – Treatment of Lupus

Lupus (frequently manifested as Systemic Lupus Erythematosus or SLE) is a chronic, life-threatening autoimmune, inflammatory disease with a pattern of flares and remission. Lupus can affect multiple organs such as skin, joints, kidneys, blood cells, heart and lungs. It can appear in a multitude of forms, making diagnosis difficult with patients presenting to several different specialists (mainly dermatologists, rheumatologists and nephrologists). Awareness of the disease has steadily increased in recent years and should continue to do so due to well-organised patient groups and increased research and development activity into new treatments. New diagnostic tools are now in place and are increasingly used by physicians, which coupled with greater awareness, should lead to an increase in diagnosis rates.

Virtually all patients currently receive some form of drug treatment such as corticosteroids, NSAIDS (non-steroidal anti-inflammatory drugs), immune-suppressants and anti-malarials although these address the symptoms, not the cause. While aggressive treatment is used during flares, physicians prefer to limit long-term treatment with immune-suppressants and corticosteroids due to their severe side effects, which include diabetes, hypertension, sterility and the need for hip replacement.

ImmuPharma believes that Lupuzor™, which has developed through its collaboration with the CNRS, has the potential to be a novel specific first-line drug therapy for the treatment of Lupus by specifically modulating the immune system and halting disease progression in a substantial proportion of patients. Lupuzor™, taken over the long term, is intended to prevent the progression of Lupus rather than just treating its symptoms. Lupuzor™ has a unique mechanism of action that modulates the activity of CD4 T cells which are involved in the cell-mediated immune response which leads to the Lupus disease. The company believes that Lupuzor™ could leave the rest of the immune system working normally.

In February 2009, ImmuPharma licensed Lupuzor™ to Cephalon, Inc. (Cephalon) in a deal worth up to $500 million plus royalties. Cephalon made some encouraging progress with Lupuzor™ including gaining a Special Protocol Assessment (SPA) from the US Food and Drug Administration (FDA) to begin Phase III trials with Fast Track designation. In October, 2011, ImmuPharma regained the rights to Lupuzor™ following the acquisition of Cephalon by Teva Pharmaceuticals. Under the terms of the original agreement with Cephalon, ImmuPharma was able to regain Lupuzor™ given the change of control and competing programme provisions. ImmuPharma has been delighted with Lupuzor™'s return and is in active licensing discussions with a large number of other pharmaceutical companies and potential investors.

For reference, key findings from the Phase IIb study completed in 2009 that have formed the basis for the FDA's SPA approval for Phase III showed:

- Lupuzor™ achieved a clinically significant improvement in patient response rate versus placebo in the intention to treat (ITT) analysis
- The improvement was statistically significant in a sub-group (90% of the ITT population) of moderate to severe patients.
- 62% of this sub-group of patients were responders according to both a composite clinical score and a decrease of 4 points of the SLEDAI score when treated with Lupuzor™ 200 mcg every 4 weeks for 12 weeks compared to 41% on placebo plus standard of care (both the Lupuzor™ group and the placebo group were receiving standard treatments (e.g. steroids).
- Lupuzor™ was generally well-tolerated with fewer serious adverse events leading to discontinuation

The Phase IIb study was a randomised, double-blind placebo controlled, dose-ranging study in 150 patients designed to evaluate the efficacy of Lupuzor™ in a three month treatment period of either subcutaneous (SC) injection of 200 mcg once-a-month (4qw) or 200 mcg twice-a-month (2qw) or placebo in addition to standard of care with a 3 month follow-up period.

These results followed very positive Phase I and Phase IIa studies completed in previous years. The Phase I study showed Lupuzor™ to be generally safe and well-tolerated. The Phase IIa study met all of its primary endpoints ($p<0.0001$).

Estimates of the size of the market for treatment of Lupus vary. Datamonitor estimates between 1.5 million and 1.7 million Lupus sufferers in the top 7 markets (US, Japan, Germany, France, Italy, UK and Spain). Lupuzor™'s potential revenue will depend on its share of the market and the potential selling price per patient. Analysts estimate that it could generate peak annual sales of between $1 billion and $6 billion.

IPP-204106: Treatment of cancer

IPP-204106, Treatment of cancer

IPP-204106 is ImmuPharma's anti-cancer nucleolin/nucleophosmin antagonist ("Nucant") peptide programme and is part of the Group's ongoing research collaboration with the Centre National de la Recherche Scientfique (CNRS), France's scientific research institution. ImmuPharma has been awarded €1.72m of prestigious grants from French national research agencies for its development. This includes an additional €570,000 of grants received in 2012.

IPP-204106 is a nucleolin/nucleophosmin antagonist, the lead molecule in a family of pseudopeptides designed to block the activity of a protein called nucleolin. Located essentially in the nucleus of normal cells where it is protected, nucleolin is much more abundant (often 100 times more) at the surface of the cells which are proliferating as well as the surface of active endothelial cells where it can be a target for antagonist peptides. Cell surface expressed nucleolin is involved in the proliferation processes as well as in cell transformation. It is also a receptor for many growth factors and plays a key role in angiogenesis. Nucleolin antagonists have therefore both anti-angiogenic and anti-proliferative properties.

Nucants are pseudo-peptides which selectively bind to the nucleolin expressed at the surface of the cells. Numerous papers have been published demonstrating the role of nucleolin in stabilization of mRNAs (among them Bcl2 mRNA targeted by Taxol derivatives and gastrin mRNA involved in pancreatic cancer) in the nucleus. This stabilization is required for protein synthesis and therefore cell proliferation. Blocking nucleolin destabilizes mRNAs and prevents proliferation. Nucants and IPP-204106 in particular have therefore both anti-angiogenic and anti-proliferative properties. Anti-angiogenesis alone has been a target in the pharmaceutical industry for cancer, so has inhibition of proliferation. ImmuPharma's Nucant programme targets both approaches and this dual mechanism makes it particularly effective.

Preclinical data have shown that nucleolin/nucleophosmin antagonists inhibit the growth of tumours and metastasis in many cancer types. They prevent the implantation of tumours and block angiogenesis. They also inhibit the proliferation of certain types of leukaemia cells. Based on the mechanism of action nucleolin antagonists are active as long as surface nucleolin is present, irrespective of the type of cancer. Preliminary data have also shown the absence of toxicity.

In a recent study, data on ImmuPharma's anti-cancer nucleolin/nucleophosmin antagonist ("Nucant") peptide programme, IPP-204106 was obtained confirming the ability of the compounds to effectively control and stop the growth of a large panel of human cancer cell lines both "in vitro" and "in vivo". Collectively the studies comprised breast cancer, prostate cancer, melanoma, glioblastoma, leukaemia, colon cancer and pancreatic cancer cell lines. The schedule of administration was typically 10 injections over 2 weeks at doses in the range of 1 mg/kg body weight. "In vivo" studies showed that tumours were completely eradicated and survival time increased without additional treatment.

Following the pre-clinical data on our anti-cancer nucleolin antagonist ("Nucant") peptide programme which confirmed the ability of the compounds to effectively control and stop the growth of a large panel of human cancer cell lines both "in vitro" and "in vivo", ImmuPharma initiated a Phase I study in patients at three hospitals in France. This was a dose escalating open label study designed to show safety and tolerability and to assess the maximum tolerated dose. Results of the trial show that 6 of 14 patients demonstrated disease stabilisation with 2 of the 6 patients showing stabilisation for greater than 6 months. All patients enrolled in the study were suffering from advanced cancer with metastases and had all failed their previous treatments with other existing cancer drugs.

At the same time, ImmuPharma has been developing the next generation of IPP-204106, the "polyplexed Nucants". This improved formulation comprising small particles of the drug candidate has shown 10 times more potency in pre-clinical cancer models. In October, ImmuPharma began dosing patients in the Phase I/II trial of the polyplexed Nucant formulation in three European hospitals including the prestigious Jules Bordet cancer institute in Belgium. The intention is to conduct follow-up studies on patients showing the appropriate biomarkers with glioblastoma (brain tumour), metastatic melanoma, and pancreatic cancer where nuclear protein plays a role.

ImmuPharma has filed appropriate patents on the composition of matter relating to the peptides covering a large variety of Nucant structures. Manufacturing processes transferable to large scale production have also been successfully developed.

In addition to cancer indications, ImmuPharma believes that Nucants could have use in other areas such as psoriasis, wound healing and diabetic retinopathy and these are currently under investigation in research programs conducted by the CNRS teams and ImmuPharma. Furthermore, in addition to their efficacy as stand-alone agents, nucleolin antagonists may also have a use as selective carriers for cytotoxic drugs and the company has filed patents accordingly.

Other Compounds

Other Compounds

In addition to Lupuzor™ and the cancer programme, ImmuPharma has three other pre-clinical development compounds and a discovery pipeline.

IPP--201007: Treatment of inflammatory/ allergic conditions such as asthma and rheumatoid arthritis

Following investigation of its proprietary chemical library, ImmuPharma discovered a new molecular series with potential application in inflammatory/allergic conditions such as asthma and rheumatoid arthritis. These molecules, in the programme code-named IPP-201007, have utility as selective phospholipase A2 subtype inhibitors and are already patented through ImmuPharma's library broad patent.

Phospholipases A2 (PLA2s) are enzymes that catalyse the hydrolysis of phospholipids. This catalytic reaction is essential in the production of lipids during various processes in the body, involving prostaglandins, leukotrienes, thrombaoxanes, platelet activation factor and others. In certain cases, such lipid mediators cause allergic reactions and a number of inflammatory conditions such as asthma and other respiratory disorders, rheumatoid arthritis, septic shock and acute pancreatitis are characterised by a significant increase in PLA2 activity. Selective inhibition of PLA2 subtypes can therefore reduce some of these allergic reactions and inhibitors of PLA2 have already shown to have positive effect in inflammatory conditions. ImmuPharma believes this new molecule has potential in becoming a drug for certain inflammatory conditions and intends to progress its development.

IPP-102199: Treatment of Moderate and Severe Pain

ImmuPharma's lead drug candidate for pain relief is IPP-102199 which is being developed as a morphine replacement, with major advantages such as longer pain relief and reduced opioid side effects such as respiratory depression and dependency. IPP-102199 is based on one of the body's internal analgesics, met-enkephalin. As well as being based on one of the body's own pain relief mechanisms, met-enkephalin has a different spectrum of effects at the opioid receptor level compared to morphine which ImmuPharma believe should also result in fewer negative side effects. ImmuPharma has developed IPP-102199 using its proprietary Peptide-to-Drug-Converting Technology (PDCT), a key novel approach that allows peptides to be delivered orally and retain their efficacy, applied to met-enkephalin.

In preclinical studies, IPP-102199 has demonstrated efficacy over 24 hours when administered orally as a single dose. When given intravenously, IPP-102199 also shows activity for 24 hours and therefore may have the potential to be given just once a day. In this respect it would be superior to morphine. Given intravenously, morphine shows activity for 2-3 hours. To demonstrate the potential of ImmuPharma's Peptide-to-Drug Converting Technology, when met-enkephalin on its own is administered by the intravenous route, it shows some efficacy but is broken down quickly and is inferior to intravenous morphine. These pre-clinical studies demonstrate IPP-102199's potential to effectively deliver met-enkephalin in a form that the human body can effectively access and utilise over an extended period.

IPP-203101: Treatment of MRSA and other hospital-acquired infections

ImmuPharma, in conjunction with CNRS, has discovered a novel class of antibiotics based on the fact that bacteria (and other microorganisms) have electrically charged cell membranes whereas human cells do not. IPP-203101 is a peptide-based antibiotic with a stable helical structure that can carry electrical charges which may interact with those of bacterial cell membranes. Bacteria are very efficient in mutating, thus inducing resistance to known antibiotics. It is however believed to be very unlikely that a bacterium can modify the fundamental properties of its membrane structure in such a way that IPP-203101 would not interact with it. The potential is for IPP-203101 to be able to effect cell death in a manner that the bacteria cannot circumvent through mutation.

IPP-203101 is expected to be an intravenous, once a day treatment (potentially once a week). In vitro data shows stability in plasma of over 5 days, so it may be able to be used as a single injection. Even though the current molecule is potent against FDA-recommended standardised bacterial strains in vitro, ImmuPharma believes that improvements in the antibacterial profile of IPP-203101 are possible by further changes in its chemical structure. Assuming the successful completion of its ongoing preclinical programme, IPP-203101 is expected to enter Phase I to assess safety and pharmacokinetics. Phase I data should be available within 6-9 months of the commencement of the study. Fast track status may be granted by the FDA.

The Discovery Pipeline

The Discovery Pipeline

In addition to these 3 drug candidates, ImmuPharma has a promising proprietary discovery engine that should be able to sustain the generation of further novel compounds that either fit with ImmuPharma's strategic focus for internal development or allow substantial out-licensing opportunities. There are currently two sources of proprietary molecules as described below.

Heterocyclic ureas scaffolds

ImmuPharma is co-owner with CNRS of a series of patents protecting a virtual library of heterocyclic urea molecules out of which 70 per cent are considered as "drug-like" based on their physiochemical characteristics. In comparison, commercially available libraries are generally considered to be 35-40 per cent "drug-like". Currently, it is estimated that up to 300,000 molecules may be able to be synthesised based on this core heterocyclic urea structure.

ImmuPharma intends to use drug modelling and "in silico" screening to first select the appropriate scaffolds and then use parallel chemistry to allow the rapid manufacturing of a large number of new molecules in small quantities which will be subject to state of the art SSP screening processes. It is intended that drug modelling and screening capabilities will first be subcontracted to research institutions (CNRS and/or CROs) before being developed "in house". The manufacturing capabilities can be kept sub-contracted or internalised without jeopardising the development process or the intellectual property.

Peptide to drug converting technology (PDCT)

This technology increases the stability of peptides in plasma and therefore improves their activity. It may also facilitate the oral absorption of small peptides (like met enkephalin). Improving the oral absorption of small peptides in humans would be a major advance in the development of effective medicines. ImmuPharma believes that many small peptides present in the human body, once modified by PDCT could be then considered as promising drug candidates, with the fundamental advantage of being (1) safe as being produced by the human body and (2) effective due to their physiological role. The inherent development risk, as seen with standard molecules, should therefore be significantly reduced. The potent analgesic lead compound IPP-102199 described earlier is the first drug candidate to be developed using this technology.

Combining the ImmuPharma technologies and resulting libraries, ImmuPharma believes that, subject to appropriate funding, it will be able to generate optimised lead compounds at a rate of one per year, increasing to two per year once its own facilities are fully operational. The decision as to whether to develop lead compounds fully in-house or to license them out to industry partners at various stages of their development will be based on the financial and other resources available to ImmuPharma at the time.

Board of Directors

Board of Directors

Richard Warr, MA
Chairman

Mr. Warr has more than 20 years experience in investment banking and the capital markets having held a number of senior positions. He was a director at ABN Amro Equities (now Royal Bank of Scotland) and a member of the ABN Amro team rated number one in the 2001 Reuters UK smaller companies survey. He is former Head of European Equity Sales and Marketing at Credit Lyonnais (now Credit Agricole), a former executive director of Dresdner Kleinwort Benson (now Commerz Bank) and former Head of European Equity Distribution at Swiss Bank Corporation (now Union Bank of Switzerland). He is a graduate of Oxford University.

Dimitri Dimitriou, MSc
Chief Executive Officer

Mr. Dimitriou has more than 25 years experience in the pharmaceutical and biotech industry. He was Senior Director, Worldwide Business Development at GlaxoSmithKline, where his responsibilities included corporate deals with pharmaceutical and biotech companies on a worldwide basis. He is also the founder and CEO of DyoDelta Biosciences Ltd, a company specialising in transactions between pharma and biotech companies. His other past positions included Senior Director of Business Development in Europe for Bristol-Myers Squibb, and a number of managerial positions in the pharmaceutical division of Procter & Gamble and marketing at Novartis. He received his first degree in Biochemistry from King's College prior to graduating in Pathology & Toxicology from the Royal Postgraduate Medical School (now Imperial College Medical School) in London in 1984.

Dr. Robert Zimmer, MD, PhD
President and Chief Scientific Officer

Dr. Robert Zimmer was the CEO and founder of ImmuPharma's operations in Switzerland and France. He is a physician and obtained his MD at Strasbourg Medical School and his PhD at the University of Aix-Marseille. He became a department director at the "Fondation de Recherche en Hormonologie" in Paris. He began his career in the industry in 1985 in Roche's headquarters in Basle, Switzerland responsible for numerous clinical studies. He was a director and head of R&D at SkyePharma plc. He was instrumental in the development of a substantial number of products for companies including Roche, GlaxoSmithKline, Abbott, Searle, Sanofi-Aventis and Lilly; some of which reached the market, such as Paxil CR (GSK), Xatral LP (Sanofi) and Madopar CR (Roche).

Dr. Franco Di Muzio
Non-Executive Director

Dr. Di Muzio has 40 years experience in the pharmaceutical and other industries, encompassing international management experience in business development, strategic marketing, international finance, M&A and re-engineering businesses. After graduating in Economics and Business in 1963, Dr Di Muzio worked for Colgate Palmolive and Nestle before joining Squibb (now Bristol Myers Squibb) for 18 years. He then became Executive Vice President of BMS' medical equipment and products division, Weck International Inc., in charge of Europe, Asia, Middle East and Africa. In 1990, he joined Glaxo Wellcome plc (now GlaxoSmithkline plc) in London as Area Managing Director and Head of all GW's business in the Middle East, Africa and Turkey. Following early retirement from GW, in the beginning of 1998, he joined Alza International, the then world leader in drug delivery systems, as Managing Director, based in London, in charge of the company's business expansion in all markets outside of the US and remained there until the end of 2000.

Dr. Ajay Agrawal
Non-Executive Director

Dr Agrawal has almost 20 years' experience in the biotech and pharmaceutical industry worldwide. He was a founder of polyMASC Pharmaceuticals plc, London in 1995, the first UK biotech company, derived from a university that was directly listed on AIM, raising approximately $40 million in 1995, and subsequently merged with a NASDAQ-listed company, Valentis Inc (USA) in 1999 to become one of the biggest companies in the delivery of biologics at that time. He currently sits on the editorial advisory board of three prestigious international journals, Current Drug Delivery, Infectious Disorders- Drug Targets, and Recent Patents on Drug Delivery and Formulation, Bentham Press, California, USA. Dr Agrawal has been a consultant to a number of companies in the sector, including Genovac GmbH (Germany), Qiagen (Germany), Aldevron (USA), PHT Pharma (Italy) and Karo Bio (Sweden). He holds a PhD in Chemistry and has conducted his post-doctoral research in the faculty of Medicine, University of Alberta, Canada and at the Royal Free Hospital in London.

Company Secretary
Tracy Weimar, BA, MBA
Vice President, Operations

Before joining ImmuPharma in 2007, Ms Weimar gained over 8 years of experience in the pharmaceutical industry with GlaxoSmithKline. Her most recent position was Director of Worldwide Business Development where she was involved in a number of corporate licensing deals. She also held a number of positions in health economics, strategy development, sales and marketing. Prior to joining GlaxoSmithKline, she spent five years at Arthur Andersen in San Francisco and London where she was responsible for a range of consulting and compliance projects. Ms Weimar holds an MBA from London Business School and a BA in Economics from the University of California, Berkeley.

Scientific Collaborators

Scientific Collaborators

Dr. Jean-Marie Geiger, PharmD, MD
Head of Clinical Development

Dr. Geiger was semi-retired after spending 20 years at Roche as an international clinical leader. He successfully developed three products now on the market and has extensive experience in drug safety and drug regulatory affairs. His expertise was in dermatology, endocrinology and pharmacology. He was a lecturer at the School of Pharmacy, University of Strasbourg (France), a reviewer for several scientific journals and a widely published author. Sadly, Dr Geiger passed away late in 2011. ImmuPharma remain grateful to the significant contribution made by Dr Geiger over the years.

Dr. Sylviane Muller, PhD
Co-founder of ImmuPharma France SA

Dr. Muller is senior research director and head of the immunologie et chimie thérapeutiques unit of the Centre National de la Recherche Scientifique (CNRS), France's scientific research institution. Her field of expertise covers auto-immunity, immuno-peptides and synthetic vaccines. She has made 13 patented discoveries and is widely published. She was also founder of NeoMPS, a leading peptide development and manufacturing company. She is the key inventor of ImmuPharma's lead drug candidate for Lupus, LUPUZOR™, and has been working in this field for more than five years.

Dr. Gilles Guichard, PhD
Co-founder of ImmuPharma France SA

Dr. Guichard is senior researcher in the chimie et immunologie des peptides-medicaments unit of the Centre National de la Recherche Scientifique (CNRS), France's scientific research institution and is co-inventor of the heterocyclic ureas and oligoureas chemistry. He leads various research groups in the field of chemistry and peptide mimicry including one dedicated to the development and process improvement of the heterocyclic urea library. He received the CNRS bronze award for the excellence of his research activities and has made eight patented discoveries.

Dr. Jean-Paul Briand, PhD
Co-founder of ImmuPharma France SA

Dr. Briand is research director of the immunologie et chimie therapeutiques unit of the Centre National de la Recherche Scientifique (CNRS), France's scientific research institution, and co-inventor of the heterocyclic ureas and oligoureas chemistry. He has extensive industry experience in peptide chemistry and synthesis in Peninsula, USA and was also a founder of NeoMPS, a leading peptide development and manufacturing company.

Dr. Jose Courty, PhD
Dr. Courty is CNRS Research Director and head of the 'Croissance, Réparation et Régénération Tissulaires', a unit of both the Centre National de la Recherche Scientifique and the University Paris EST Créteil.

He has been working for several years on tumour growth and angiogenesis and has good expertise in the field of growth factors and the regulation of their biological activities. He is a co-inventor of ImmuPharma's lead compound for the treatment of cancer IPP204106 molecule also named Nucant.

Financial and Corporate Information

Officers and Professional Advisers

Directors
Richard Leonard Warr – Chairman
Dimitri Dimitriou – Chief Executive Officer
Dr Robert Henri Zimmer – President and Chief Scientific Officer
Dr Franco Di Muzio – Non-Executive Director
Dr Ajay Agrawal - Non-Executive Director

Secretary
Tracy Weimar

Registered Office
50 Broadway
London SW1H 0RG

Nominated Adviser & Broker
Panmure Gordon & Co Plc
One New Change
London
EC4M 9AF

Auditors
Nexia Smith & Williamson
Chartered Accountants
25 Moorgate
London EC2R 6AY

Solicitors
Bircham Dyson Bell
50 Broadway
London
SW1H 0BL

Principal Bankers
Royal Bank of Scotland plc
62/63 Threadneedle Street
London EC2R 8LA

Registrars
Computershare Investor Services Plc
PO Box 82,
The Pavilions
Bridgwater Road
Bristol
BS99 7NH

Directors' Report

The directors present their report and the audited financial statements of ImmuPharma plc (the "Company", and collectively with the subsidiary companies, the "Group") for the year ended 31 December 2012.

Principal activities

The principal activity of the Group and Company in the year under review was that of pharmaceutical research and development.

Results and dividends

The consolidated income statement is set out on page 22.

The directors do not recommend the payment of a dividend.

Business review, research and development and future developments

The Report of the Chairman, the Chief Executive Officer and the President includes a review of the business, as well as a commentary regarding research and development, and future developments (see page 2). The principal risks and uncertainties facing the group are considered on pages 59 - 62.

Key performance indicators

ImmuPharma plc is a drug discovery and development group. In keeping with organisations at a similar stage of development in the pharmaceutical and biotechnology sector, ImmuPharma's main activity involves incurring research and development expenditure. The overall strategy is to maintain a tight control over cash resources whilst enabling controlled development of the potential product portfolio.

Key objectives and performance

Objective	Key progress during the period
Successfully find a suitable partner or investor for Lupuzor™	• Following the re-acquisition of rights to Lupuzor™ from Cephalon, Inc following the acquisition of Cephalon by Teva Pharmaceuticals, numerous discussions with potential partners have been held under confidentiality agreement • The Company continues to engage in active discussions for both traditional licensing arrangements and more innovative investment models • Presented Lupuzor™'s Phase IIb data at the prestigious American College of Rheumatology annual conference in November.
Develop potential product portfolio	• Lupuzor™ granted SPA for Phase III trials with Fast Track status by US FDA • Lupuzor™ – numerous discussions being held with potential partners • Cancer programme, IPP-204106, next generation, polyplexed Nucant has begun Phase I/IIa clinical trial in three European hospitals including the prestigious Institute Jules Bordet in Belgium. This follows the promising results of the Phase I trial of the first generation Nucant in 14 patients. • Library – discussions have been held with potential partners for developing this promising resource • Voted 'Best Medical Research and Development Company, Europe 2012'
Maintain strong cash position	• Consolidated cash balance at 31 December 2012 was £8.9 million • A further €570,000 of grant funding was successfully obtained from prestigious French state organisations • Further cash flow anticipated from the planned re-licensing of Lupuzor™ • Continued tight financial control to ensure effective overall expenditure

Directors' Report (continued)

Subsequent events
For details of subsequent events, please refer to note 22 of the financial statements.

Directors
The following directors of the Company have held office since 1 January 2012:

Richard Leonard Warr
Dimitri Dimitriou
Dr Robert Henri Zimmer
Dr Franco Di Muzio
Dr Ajay Agrawal

Directors remuneration
The following amounts were payable to the directors of ImmuPharma plc across the Group in relation to the year ended 31 December 2012:

Director	Salary/Fees £	Benefits £	Bonus £	Total remuneration 2012 £	Total remuneration 2011 £
Richard Warr	237,600	59,400	-	297,000	297,000
Dimitri Dimitriou	241,505	60,376	-	301,881	304,768
Robert Zimmer	366,601	91,650	-	458,251	474,656
Franco di Muzio	52,368	-	50,000	102,368	54,624
Ajay Agrawal	105,000	-	50,000	157,030	107,486
Total	1,005,104	211,426	100,000	1,316,530	1,238,534

The following share options were outstanding to the directors of ImmuPharma plc in relation to the year ended 31 December 2012 (see note 19 for more detail):

Director	Options granted on 4 February 2009	Options granted on 31 July 2007	Options granted on 16 February 2006	Share options outstanding 2012	Share options outstanding 2011
Richard Warr	140,000	140,000	750,000	1,030,000	1,030,000
Dimitri Dimitriou	140,000	140,000	750,000	1,030,000	1,030,000
Robert Zimmer	150,000	150,000	750,000	1,050,000	1,050,000
Franco di Muzio	100,000	100,000	-	200,000	200,000
Ajay Agrawal	100,000	100,000	-	200,000	200,000
Total	630,000	630,000	2,250,000	3,510,000	3,510,000

The company does not operate a pension plan, health plan or company car plan. Directors are paid a cash benefit and encouraged to make their own arrangements. There were no bonus payments to executive directors in 2012. Franco di Muzio and Ajay Agrawal were paid bonuses of £50,000 respectively in 2012 for their contribution to the Group. No share options were granted to directors during 2012. Dr Ajay Agrawal's fees include a consultancy project undertaken for ImmuPharma France SA for which he was paid £60,000. As referred to in Note 21, the £161,881 received by D Dimitriou in lieu of directors fees for the year ended 31 December 2012 is included in the table above.

Third party indemnity provision for directors
Qualifying third party indemnity provision for the benefit for 5 directors was in force during the financial year and as at the date this report is approved.

Directors' Report (continued)

Substantial shareholdings

Up to 20 March 2013, the Directors are not aware of any interest of 2% or more in the share capital of the Company other than the persons noted below.

	Number of ordinary 10p shares	% of issued share capital	Options to acquire ordinary shares
Dr Robert Zimmer	23,056,602	28.28%	1,050,000
M&G Investments	5,330,491	6.54%	-
Pictet Asset Management	4,263,250	5.23%	-
Dimitri Dimitriou	3,528,968	4.33%	1,030,000
Richard Leonard Warr	3,518,968	4.32%	1,030,000
Aviva Investors	2,428,353	2.98%	-
Barclays Wealth	1,861,157	2.28%	-

Financial instruments and financial risk management

Information regarding the use of financial instruments and the approach to financial risk management is detailed in notes 1 and 2 of the financial statements.

Supplier payment policy and practice

The Company's policy, which is also applied by the Group, is to settle the terms of payment with suppliers when agreeing the terms of each transaction. This ensures that suppliers are made aware of the terms of payment and abide by them. Trade payables of the Group at 31 December 2012 were equivalent to 41 days purchases, based on the amount invoiced by suppliers during the year. Trade payables of the Group at 31 December 2011 were equivalent to 71 days purchases, based on the amount invoiced by suppliers during the period.

Disclosure of information to the auditors

In the case of each person who was a director at the time this report was approved they have:

- taken all the necessary steps to make themselves aware of any information relevant to the audit and to establish that the auditors are aware of that information; and
- so far as they are aware, there is no relevant audit information of which the auditors have not been made aware.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

A resolution to reappoint the auditors, Nexia Smith & Williamson, will be proposed at the next Annual General Meeting.

On behalf of the Board

Tracy Weimar

Secretary

Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group and parent company financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the Group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state that the financial statements comply with IFRSs as adopted by the European Union subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for ensuring that they meet their responsibilities under the AIM Rules.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report
To the members of Immupharma plc

We have audited the financial statements of ImmuPharma plc for the year ended 31 December 2012 which comprise the Consolidated Income Statement, the Consolidated and Parent Company Statements of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statement of Cash Flows, the Consolidated and Parent Company Statements of Changes in Equity and the related notes 1 to 23. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 20, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and the parent company's affairs as at 31 December 2012 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Sancho Simmonds
Senior Statutory Auditor, for and on behalf of
Nexia Smith & Williamson
Statutory Auditor
Chartered Accountants

25 Moorgate
London
EC2R 6AY

8 April 2013

The maintenance and integrity of ImmuPharma plc's web site is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the accounts since they were initially presented on the web site.

Legislation in the United Kingdom governing the preparation and dissemination of accounts may differ from legislation in other jurisdictions.

Consolidated Income Statement

for the year ended 31 December 2012

	Notes	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Continuing operations			
Revenue	1 & 3	-	16,847
Research and development expenses		(1,620,331)	(1,619,302)
Administrative expenses		(2,554,722)	(2,233,643)
Operating loss	5	(4,175,053)	(3,836,098)
Finance costs	6	(80,752)	(818)
Finance income	7	87,552	224,013
Loss before taxation		(4,168,253)	(3,612,903)
Tax	8	324,219	257,523
Loss for the year		(3,844,034)	(3,355,380)
Attributable to:			
Equity holders of the parent company		(3,844,034)	(3,355,380)
Earnings per ordinary share			
Basic	9	(4.71p)	(4.12p)
Diluted	9	(4.71p)	(4.12p)

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2012

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Loss for the financial year	(3,844,034)	(3,355,380)
Other comprehensive income		
Exchange differences on translation of foreign operations	(311,193)	(255,899)
Other comprehensive income for the period, net of tax	(311,193)	(255,899)
Total comprehensive income for the period	(4,155,227)	(3,611,279)

Consolidated Statement of Financial Position

as at 31 December 2012

	Notes	31 December 2012 £	31 December 2011 £
Non-current assets			
Intangible assets	10	627,677	665,647
Property, plant and equipment	11	114,834	125,444
Total non-current assets		742,511	791,091
Current assets			
Trade and other receivables	13	873,620	1,323,293
Cash and cash equivalents	14	8,893,267	12,164,784
Total current assets		9,766,887	13,488,077
Current liabilities			
Financial liabilities - borrowings	15	249,951	142,020
Trade and other payables	16	773,002	689,317
Provisions	17	30,371	114,738
Total current liabilities		1,053,324	946,075
Net current assets		8,713,563	12,542,002
Non-current liabilities			
Financial liabilities - borrowings	15	1,038,203	827,067
Net assets		8,417,871	12,506,026
Equity			
Ordinary shares	18	8,153,246	8,153,246
Share premium		7,445,970	7,445,970
Merger reserve		106,148	106,148
Other reserves		(3,682,632)	(3,438,511)
Retained earnings		(3,604,861)	239,173
Total equity		8,417,871	12,506,026

The financial statements were approved by the Board of Directors and authorised for issue on 8 April 2013.
They were signed on its behalf by:

Richard Warr
Director

Dimitri Dimitriou
Director

Consolidated Statement of Changes in Equity

for the year ended 31 December 2012

	Share capital £	Share premium £	Merger reserve £	Other reserves - Acquisition reserve £	Other reserves - Translation Reserve £	Other reserves - Equity shares to be issued £	Retained Earnings £	Total equity £
At 1 January 2011	8,153,246	7,445,970	106,148	(3,541,203)	(1,166,648)	1,378,405	3,594,553	15,970,471
Loss for the financial year	-	-	-	-	-	-	(3,355,380)	(3,355,380)
Exchange differences on translation of foreign operations	-	-	-	-	(255,899)	-	-	(255,899)
Share based payments	-	-	-	-	-	146,834	-	146,834
At 31 December 2011	8,153,246	7,445,970	106,148	(3,541,203)	(1,422,547)	1,525,239	239,173	12,506,026
Loss for the financial year	-	-	-	-	-	-	(3,844,034)	(3,844,034)
Exchange differences on translation of foreign operations	-	-	-	-	(311,193)	-	-	(311,193)
Share based payments	-	-	-	-	-	67,072	-	67,072
At 31 December 2012	8,153,246	7,445,970	106,148	(3,541,203)	(1,733,740)	1,592,311	(3,604,861)	8,417,871
Attributable to:-								
Equity holders of the parent company	8,153,246	7,445,970	106,148	(3,541,203)	(1,733,740)	1,592,311	(3,604,861)	8,417,871

Consolidated Statement of Cash Flows

for the year ended 31 December 2012

	Notes	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Cash flows from operating activities			
Cash used in operations	20	(3,448,910)	(3,614,232)
Tax		196,197	247,895
Interest paid	6	(4,425)	(818)
Net cash used in operating activities		(3,257,138)	(3,367,155)
Investing activities			
Purchase of property, plant and equipment		(12,632)	(65,724)
Interest received	7	87,552	61,377
Net cash used in investing activities		74,920	(4,347)
Financing activities			
Increase in bank overdraft		21,741	3,479
New loans		475,020	208,856
Loan repayments		(139,892)	(47,009)
Net cash generated from financing activities		356,869	165,326
Net decrease in cash and cash equivalents		(2,825,349)	(3,206,176)
Cash and cash equivalents at beginning of year	14	12,164,784	15,592,941
Effects of exchange rates on cash and cash equivalents		(446,168)	(221,981)
Cash and cash equivalents at end of year	14	8,893,267	12,164,784

Company Statement of Financial Position

as at 31 December 2012

	Notes	31 December 2012 £	31 December 2011 £
Non-current assets			
Property, plant and equipment	11	6,694	7,100
Fixed asset investments	12	33,814,336	33,814,336
Total non-current assets		33,821,030	33,821,436
Current assets			
Trade and other receivables	13	1,100,602	1,214,767
Cash and cash equivalents	14	674,935	697,148
Total current assets		1,775,537	1,911,915
Current liabilities			
Trade and other payables	16	159,008	137,367
Provisions	17	30,371	114,738
Total current liabilities		189,379	252,105
Net current assets		1,586,158	1,659,810
Net assets		35,407,188	35,481,246
Equity			
Ordinary shares	18	8,153,246	8,153,246
Share premium		7,445,970	7,445,970
Merger reserve		19,093,750	19,093,750
Equity shares to be issued		1,592,311	1,525,239
Retained earnings		(878,089)	(736,959)
Total equity		35,407,188	35,481,246

The financial statements were approved by the Board of Directors and authorised for issue on 8 April 2013.
They were signed on its behalf by:

Richard Warr
Director

Dimitri Dimitriou
Director

Company Statement of Comprehensive Income

for the year ended 31 December 2012

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
(Loss)/profit for the financial year	(141,130)	6,635,593
Total comprehensive income for the period	(141,130)	6,635,593

Company Statement of Changes in Equity

for the year ended 31 December 2012

	Share capital £	Share premium £	Merger reserve £	Equity shares to be issued £	Retained earnings £	Total equity £
At 1 January 2011	8,153,246	7,445,970	19,093,750	1,378,405	(7,372,552)	28,698,819
Profit for the financial Year	-	-	-	-	6,635,593	6,635,593
Share based payments	-	-	-	146,834	-	146,834
At 31 December 2011	8,153,246	7,445,970	19,093,750	1,525,239	(736,959)	35,481,246
Loss for the financial year	-	-	-	-	(141,130)	(141,130)
Share based payments	-	-	-	67,072	-	67,072
At 31 December 2012	8,153,246	7,445,970	19,093,750	1,592,311	(878,089)	35,407,188
Attributable to:-						
Equity holders of the parent company	8,153,246	7,445,970	19,093,750	1,592,311	(878,089)	35,407,188

Company Statement of Cash Flows

for the year ended 31 December 2012

	Notes	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Cash flows used in operating activities			
Cash used in operations	20	(1,298,481)	(968,205)
Investing activities			
Purchase of property, plant and equipment	11	(3,553)	-
Additions to fixed asset investments	12	-	(7,406,942)
Finance income		1,901	2,494
Dividends received from subsidiary undertakings		1,277,920	7,175,659
Net cash used in investing activities		1,276,268	(228,789)
Net decrease in cash and cash equivalents		(22,213)	(1,196,994)
Cash and cash equivalents at beginning of period	14	697,148	1,894,142
Cash and cash equivalents at end of period	14	674,935	697,148

Notes to the Consolidated Financial Statements

for the year ended 31 December 2012

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the financial periods contained in these financial statements.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union as applied in accordance with the provisions of the Companies Act 2006.

The financial statements have been prepared under the historical cost convention.

The Company has taken advantage of the exemption provided under section 408 of the Companies Act 2006 not to publish its individual income statement and related notes.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting year.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In determining the fair value of equity settled share based payments and the related charge to the Income Statement, the Group makes assumptions about future events and market conditions. In particular, judgement must be made as to the likely number of shares that will vest, and the fair value of each award granted. The fair value is determined using a valuation model which is dependent on further estimates, including the group's future dividend policy, employee turnover, the timing with which options will be exercised and the future volatility in the price of the Group's shares. Such assumptions are based on publicly available information, where available, and reflect market expectations and advice taken from qualified personnel. Assumptions about these factors which are different to those made by the Group could materially affect the reported value of share based payments.

New standards and interpretations

At the date of authorisation of these financial statements, the following new standards and interpretations have been issued but are not yet effective and have not been applied in these financial statements:-

- IFRS 9 - Financial Instruments (*)
- IFRS 10 - Consolidated Financial Statements
- IAS 27 - Separate Financial Statements
- IFRS 13 – Fair Value Measurement
- Presentation of items of Other Comprehensive income (Amendments to IAS1)
- Improvements to International Financial Reporting Standards (issued May 2012) (*)
- Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance: Amendments to IFRS 10, IFRS 11 and IFRS 12*
- IFRS 12 - Disclosure of Interest in Other Entities

(*) not yet endorsed by EU

The directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the Group's financial statements. Certain of these standards and interpretations will require additional disclosures over and above those currently included in these financial statements in the period of application.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

1 Accounting policies (continued)

Basis of consolidation

Both the consolidated and the Company's financial statements are for the year ended 31 December 2012 and present comparative information for the year ended 31 December 2011.

The Group's financial statements incorporate the financial statements of ImmuPharma plc and other entities controlled by the Company ('the subsidiaries'). Control is achieved where the company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities.

Revenue

Grant income

Revenue relates to grants received by ImmuPharma (France) SA. In respect of certain grants, the proportion of the grant received recognised as revenue in the period is based upon the proportion of the relevant project costs actually incurred as at the year end, compared with the projected total costs over the life of that project. For other grants, the amount of grant receivable is based upon the costs of specific research staff and in respect of these grants, the amount recognised as revenue is matched to the cost incurred.

Foreign currency

i) Income statement

The presentational and functional currency of ImmuPharma plc is sterling (£). Transactions in foreign currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Any gains or losses arising on translation are taken to the income statement.

ii) Translation reserve

The main functional currencies of the overseas subsidiaries are the Euro and the Swiss Franc. On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expenses are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising are classified as equity and transferred to the group's translation reserve. Such cumulative translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Taxation

The tax expense represents the sum of the tax currently payable and any deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Income Statement as it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less any provision for impairment.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

1 Accounting policies (continued)

Intangible assets

Research expenditure is charged to the income statement in the period in which it is incurred.

An internally generated asset arising from the group's development activities is only recognised if all of the following conditions are met:

- an asset is created that can be identified
- it is probable that the asset created will generate future economic benefits; and
- the development cost of an asset can be measured reliably.

In the case of development projects undertaken by the group, regulatory and other uncertainties generally mean that such criteria are not met. Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

In process research and development acquired as part of a business combination is recognised separately from goodwill where the associated project meets the definition of an intangible asset and its fair value can be measured reliably.

In process research and development assets arising as a consequence of a business combination are amortised on a straight-line basis over their useful lives from the point in time at which the asset is available for use.

Patents are measured initially at purchase cost and are amortised on a straight-line basis over their estimated useful lives of 15 years from the date of patent registration.

Property, plant and equipment

Tangible fixed assets are stated at cost, net of depreciation and provision for any impairment. Depreciation is calculated to write off the cost of all tangible fixed assets to estimated residual value by equal annual instalments over their expected useful lives as follows:

Fixtures, fittings and equipment: 2 – 5 years

Impairment of tangible and intangible assets

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). An impairment loss is immediately recognised as an expense, in the Income Statement.

Share based payments

The Group issues equity-settled share based payments to certain employees. These are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. The fair value determined at the grant date is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Fair value is measured by use of the Black Scholes model in respect of options granted during 2011, 2009 and 2007 and the Binomial model in respect of options granted during 2006. The expected life used in both models has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Provisions

In respect of National Insurance contributions on share option gains, the Company provides in full for the employer's National Insurance liability estimated to arise on the future exercise of the unapproved share options granted. The amount of National Insurance payable will depend on the number of employees who remain with the Company and exercise their options, the market price of the Company's Ordinary shares at the time of exercise and the prevailing National Insurance rate at that time.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

1 Accounting policies (continued)

Equity

Share capital is determined using the nominal value of shares that have been issued.

The Share premium account includes any premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from the Share premium account, net of any related income tax benefits.

The Merger reserve represents the difference between the nominal value and the market value at the date of issue of shares issued in connection with the acquisition by the Group of an interest in over 90% of the share capital of another company.

The Acquisition reserve includes those adjustments arising on reverse acquisition of the Company by ImmuPharma (UK) Limited.

Foreign currency translation differences are included in the Translation reserve.

Equity-settled share-based payments are credited to the Equity shares to be issued reserve as a component of equity until related options or warrants are exercised.

Retained earnings includes all current and prior period results as disclosed in the income statement.

Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when the Group becomes a party to the contractual provisions of the instrument. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities and when issued by the Group is recorded at the proceeds received, net of direct issue costs.

Trade and other receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest method. A provision is established when there is objective evidence that the Group will not be able to collect all amounts due. The amount of any provision is recognised in the income statement.

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less.

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Interest bearing loans and overdrafts are initially recorded at fair value, which is ordinarily equal to the proceeds received net of direct issue costs. Finance costs are accounted for on an accruals basis in the income statement using the effective interest method.

2 Financial risk management

The Group uses a limited number of financial instruments, comprising cash, short-term deposits, loans and overdrafts and various items such as trade receivables and payables, which arise directly from operations. The Group does not trade in financial instruments.

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, and interest rate risk), credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

2 Financial risk management (continued)

a) Foreign exchange risk
The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Sterling, the Euro and the US dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign exchange risks.

The Group did not enter into any arrangements to hedge this risk, as the Directors' did not consider this risk to be significant. The Directors will review this policy as appropriate in the future.

b) Credit risk
The Group has no significant concentrations of credit risk and has policies in place to ensure that sales are made to customers with an appropriate credit history.

c) Liquidity risk
Prudent liquidity risk management implies maintaining sufficient cash and available funding through an adequate amount of committed facilities. The Group ensures it has adequate cover through the availability of funding and facilities.

d) Cash flow and interest rate
The Group finances its operations through a mix of equity finance and borrowings. Borrowings are generally at fixed rates of interest and no use of interest rate swaps has been made.

3 Segment information

- Group

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker to allocate resources to the segments and to assess their performance. In accordance with IFRS 8, the chief operating decision maker has been identified as the Board of Directors. They review the Group's internal reporting in order to assess performance and allocate resources. The Board of Directors considers that the business comprises a single activity, being the development and commercialisation of pharmaceutical products. Therefore, the Group is organised into one operating segment and there is one primary reporting segment. The segment information is the same as that set out in the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows.

Grant income of £nil (2011: £16,487) relates to grants received from the French government. All revenues originate in France.

Loss before taxation of £2,751,527 (2011: £2,359,318) originates in France, with losses before taxation of £1,419,051 (2011: £1,266,357) and profit before taxation of £2,325 (2011: £12,772) originating in the United Kingdom and Switzerland respectively.

Total non-current assets of £735,817 (2011: £783,991) originates in France and £6,694 (2011: £7,100) from the United Kingdom.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

4 Staff costs

- Group

The average monthly number of employees of the Group (including executive directors) were:

	Year ended 31 December 2012 No.	Year ended 31 December 2011 No.
Drug research and development, and commercial operations	4	4
Administration and management	3	3
	7	7

Their aggregate remuneration comprised:

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Wages and salaries	1,581,033	1,482,630
Social security costs	39,387	103,034
Share-based payment	67,072	146,834
	1,687,492	1,732,498

Directors' emoluments

The following disclosures are in respect of emoluments payable across the Group to the directors of ImmuPharma Plc:

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Fees	259,398	162,110
Salaries and benefits	1,057,132	1,076,424
	1,316,530	1,238,534

Please refer to information in the Directors report on page 18 in respect for amounts paid to individual directors.

Refer to note 21 for details of amounts paid to related parties in lieu of directors fees and bonus payments.

The emoluments of the highest paid director, amounts included above:

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Salaries and benefits	458,251	474,656
	458,251	474,656

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

4 Staff costs (continued)

- Group

Directors' emoluments (continued)

Key management are those persons having authority and responsibility for planning, directing and controlling the activities of the entity. In the opinion of the Board, the Group's key management comprises the Executive and Non-executive Directors of ImmuPharma plc. Information regarding their emoluments is set out below.

The following disclosures are in respect of employee benefits payable to the directors of ImmuPharma plc across the Group and are stated in accordance with IFRS:

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Short-term employee benefits (salaries and benefits)	1,316,530	1,295,832
Share based payments	8,922	98,411
	1,325,452	1,394,243

5 Operating loss

- Group

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Operating loss is stated after charging/(crediting):		
Share based payments charge	67,072	146,834
Employers National Insurance provision in respect of share based payments charge	(84,367)	(19,765)
Depreciation of property, plant and equipment		
- owned	19,553	15,408
Amortisation of intangible assets		
- patents	31,370	31,487
Services provided by Company auditors:		
- Audit services	39,000	37,500
- Other services relating to tax compliance services	3,150	11,525
- Other services relating to taxation advisory services	550	-
- Other services – interim review	7,250	7,250
Audit services provided by other auditors	10,625	10,419

6 Finance costs

- Group

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Interest payable on loans and overdraft	4,425	818
Loss on foreign exchange	76,327	-
	80,752	818

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

7 Finance income

- Group

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Bank interest receivable	87,552	61,377
Gain on foreign exchange	-	162,636
	87,552	224,013

8 Taxation

- Group

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Current tax:		
Corporation tax	(324,219)	(257,523)
Total current tax credit for the year	(324,219)	(257,523)

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Loss before taxation	(4,168,253)	(3,612,903)
Tax on loss on ordinary activities (at the average rate 24.5%) (2011: 26%)	(1,021,222)	(939,355)
Effects of:		
Expenses not allowable for tax purposes	25,208	39,085
Capital allowances in excess of depreciation	5,394	844
Other permanent differences	(53,927)	1,002,166
Rate differences	1,403	4,090
Research and development tax credit	(236,399)	(52,993)
Utilisation of losses brought forward	-	(386,466)
Losses carried back	(89,821)	-
Current period losses carried forward	1,045,145	75,106
Current tax credit for year	(324,219)	(257,523)

As at 31 December 2012, the Group has unused tax losses of £6,100,000 (2011: £5,400,000) available for offset against future profits in the jurisdiction in which the loss arises. No deferred tax asset has been recognised due to the unpredictability of future profit streams in the relevant jurisdictions.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

9 Earnings per share

- Group

	Year ended 31 December 2012 £	Year ended 31 December 2011 £
Earnings		
Earnings for the purposes of basic earnings per share being net loss after tax attributable to equity shareholders	(3,844,034)	(3,355,380)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	81,532,463	81,532,463
Basic earnings per share	(4.71)p	(4.12)p
Diluted earnings per share	(4.71)p	(4.12)p

The Group has granted share options in respect of equity shares to be issued, the details of which are disclosed in note 19.

There is no difference between basic earnings per share and diluted earnings per share as the share options are anti-dilutive.

10 Intangible assets

- Group

	In process research and development £	Patents £	Total £
Cost			
At 1 January 2011	404,095	454,529	858,624
Exchange rate movements	-	(11,504)	(11,504)
Disposals	-	(934)	(934)
At 1 January 2012	404,095	442,091	846,186
Exchange rate movements	-	(12,657)	(12,657)
At 31 December 2012	404,095	429,434	833,529
Amortisation			
At 1 January 2011	-	153,684	153,684
Exchange rate movements	-	(3,852)	(3,852)
Charge for the period	-	31,487	31,487
Disposals		(780)	(780)
At 1 January 2012	-	180,539	180,539
Exchange rate movements	-	(6,057)	(6,057)
Charge for the period	-	31,370	31,370
At 31 December 2012	-	205,852	205,852
Net book amount			
At 31 December 2012	404,095	223,582	627,677
At 31 December 2011	404,095	261,552	665,647

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

11 Property, plant and equipment

- Group

	Fixtures, fittings and equipment £
Cost	
At 1 January 2011	120,587
Exchange rate movements	(2,252)
Additions	65,724
At 1 January 2012	184,059
Exchange rate movements	(4,465)
Additions	12,390
At 31 December 2012	191,984
Depreciation	
At 1 January 2011	43,795
Exchange rate movements	(588)
Charge for the period	15,408
At 1 January 2012	58,615
Exchange rate movements	(1,018)
Charge for the period	19,553
At 31 December 2012	77,150
Net book amount	
At 31 December 2012	114,834
At 31 December 2011	125,444

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

11 Property, plant and equipment (continued)

- Company

	Fixtures, fittings and equipment £
Cost	
At 1 January 2011	16,255
Additions	-
At 1 January 2012	16,255
Additions	3,553
At 31 December 2012	19,808
Depreciation	
At 1 January 2011	5,907
Charge for the period	3,248
At 1 January 2012	9,155
Charge for the period	3,959
At 31 December 2012	13,114
Net book amount	
At 31 December 2012	6,694
At 31 December 2011	7,100

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

12 Fixed asset investments

- Company

	Shares in subsidiary undertakings £
Cost and net book amount	
At 31 December 2011	33,814,336
Additions	-
At 31 December 2012	33,814,336

Details of the Company's subsidiaries are as follows:

Name of company	Holding	% voting rights and shares held	Nature of business & country of incorporation
ImmuPharma (France) SA	Ordinary	100	Pharmaceutical research and development – France
ImmuPharma AG	Ordinary	100	Pharmaceutical research and development – Switzerland
Ureka SARL	Ordinary	99.9	Pharmaceutical research and development – France
Elro Pharma SARL	Ordinary	99.9	Pharmaceutical research and development – France
ImmuPharma Research SARL	Ordinary	99.9	Pharmaceutical research and development – France

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

13 Trade and other receivables

	Group 31 December 2012 £	Group 31 December 2011 £	Company 31 December 2012 £	Company 31 December 2011 £
Amounts owed by group undertakings	-	-	768,293	897,065
Trade debtors	13,195	2,916	-	-
Other debtors	489,629	1,031,205	298,884	288,672
Taxation	330,221	259,068	-	-
Prepayments and accrued income	40,575	30,104	33,425	29,030
	873,620	1,323,293	1,100,602	1,214,767

The Group's and the Company's credit risk is primarily attributable to its other debtors, which includes £127,339 (2011: £729,701) recoverable TVA (French VAT) in respect of Elro Pharma SARL. Based on prior experience and an assessment of the current economic environment, the Company's management did not consider any provision for irrecoverable amounts was required. The directors consider that the carrying value of these assets approximates to their fair value.

The total carrying amount of loans and receivables for the Group is £8,947,037 (2011: £12,197,804), consisting of trade and other receivables of £53,770 (2011: £33,020) and cash and cash equivalents of £8,893,267 (2011: £12,164,784).

The total carrying amount of loans and receivables for the Company is £1,476,653 (2011: £1,623,243), consisting of trade and other receivables of £801,718 (2011: £926,095) and cash and cash equivalents of £674,935 (2011: £697,148).

14 Cash and cash equivalents

	Group 31 December 2012 £	Group 31 December 2011 £	Company 31 December 2012 £	Company 31 December 2011 £
Cash and cash equivalents	8,893,267	12,164,784	674,935	697,148

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less at varying rates of interest over the period between 0.0% and 0.5%.

The directors consider that the carrying value of these assets approximates to their fair value.

The credit risk on liquid funds is limited because the counter-party is a bank with a high credit rating.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

15 Financial Liabilities – Borrowings

- Group

	31 December 2012 £	31 December 2011 £
Total borrowings within one year comprises:		
Bank overdraft	26,900	4,652
Loans	223,051	137,368
	249,951	142,020
Total borrowings after more than one year comprises:		
Loans	1,038,203	827,067
	1,038,203	827,067

Please refer to note 23 for details of maturity.

All loans are non-interest bearing.

The directors consider that the carrying amount of short and long term liabilities approximates to their fair value.

The non-interest bearing loan referred to above is a conditional advance from the French Government with repayments starting in 2012. The full amount is repayable if the relevant research and development is deemed successful. A reduced amount will be repayable if the relevant research and development is deemed unsuccessful.

16 Trade and Other Payables

	Group 31 December 2012 £	Group 31 December 2011 £	Company 31 December 2012 £	Company 31 December 2011 £
Trade payables	294,426	471,086	48,168	23,537
Amounts owed to group undertakings	-	-	12,167	19,268
Other taxes and social security	395,504	138,944	20,245	20,467
Accruals and deferred income	83,072	79,287	78,428	74,095
	773,002	689,317	159,008	137,367

The directors consider that the carrying amount of trade and other payables approximates to their fair value.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

17 Provisions

- Group and Company

	31 December 2012 £	31 December 2011 £
At 1 January	114,738	134,503
Amount credited during the year	(84,367)	(19,765)
At 31 December	30,371	114,738

Provisions relate to a provision for national insurance on directors share options, the timing of which is dependant on the exercise date of the share options (see note 19).

18 Share Capital

	Group and Company Called up, issued and fully paid 31 December 2012		Group and Company Called up, issued and fully paid 31 December 2011	
	Number of shares	£	Number of shares	£
Ordinary shares of 10p each	81,532,463	8,153,246	81,532,463	8,153,246

19 Share Based Payments

Equity-settled share option scheme

The company has a share option scheme in place with a HM Revenue and Customs approved share ownership plan ("CSOP") aspect and an unapproved aspect ("the Unapproved aspect"). Options granted under the Scheme will entitle the participant to acquire shares at a price determined in accordance with the rules of the Scheme.

As at the 31 December 2012, there have been four tranches of options granted under the scheme.

The share options having a grant date of 16 February 2006, with a CSOP aspect and an Unapproved aspect, have an exercise price of £0.425 for all of the options and are subject to the performance condition below. All of these options are exercisable at any time between 16 February 2007 (the vesting date) and 10 years from the date of grant (16 February 2006 - see further note below), provided that the participant remains a director or employee of the company during this period. The vesting period is therefore 1 year from the date of grant. In addition to the director or employee condition described above, the options are only exercisable if, in each of the 10 days prior to exercise, the share price of the company is at least £0.75 ("hurdle price"). This was subsequently revised to £0.85 on 29 March 2006.

The share options having a grant date of 31 July 2007, with a CSOP aspect and an Unapproved aspect, have an exercise price of £0.768 for all of the options. 880,000 of the options are exercisable at any time between 1 August 2010 (the vesting date) and 10 years from the date of grant (31 July 2007), provided that the participant remains a director or employee of the company during this period. The vesting period is therefore 3 years from the date of grant. The other 50,000 of the options are exercisable at any time between 31 July 2007 (the grant and vesting date) and 10 years from the date of grant.

The share options having a grant date of 4 February 2009, with an Unapproved aspect, have an exercise price of £0.865 for all of the options. 780,000 of the options are exercisable at any time between 3 February 2012 (the vesting date) and 10 years from the date of grant (4 February 2009), provided that the participant remains a director or employee of the company during this period. The vesting period is therefore 3 years from the date of grant. The other 150,000 of the options are exercisable at any time between 4 February 2009 (the grant and vesting date) and 10 years from the date of grant.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

19 Share Based Payments (continued)

The share options having a grant date of 24 November 2011, with an Unapproved aspect, have an exercise price of £0.9075 for all of the options. 115,000 of the options are exercisable at any time between 23 November 2014 (the vesting date) and 10 years from the date of grant (24 November 2011), provided that the participant remains an employee of the company during this period. The vesting period is therefore 3 years from the date of grant. The other 85,000 of the options are exercisable at any time between 24 November 2011 (the grant and vesting date) and 10 years from the date of grant.

Details of the share options outstanding during the period are as follows:

	Number of share options	Weighted average exercise price (£)
Outstanding as at 1 January 2011	3,669,000	0.623
Exercisable as at 1 January 2011	2,889,000	0.602
Granted on 24 November 2011	200,000	0.9075
Outstanding as at 31 December 2011	3,869,000	0.638
Exercisable as at 31 December 2011	2,974,000	0.602
Outstanding as at 31 December 2012	3,869,000	0.638
Exercisable as at 31 December 2012	3,754,000	0.638

The options outstanding as at 31 December 2012 had a weighted average remaining contractual life of 5 years.

The value of the options has been derived by using a Black Scholes pricing model for the options granted on 24 November 2011, 4 February 2009 and 31 July 2007 and a Binomial pricing model for the options granted on 16 February 2006. The inputs into the pricing models were as follows:

	Options granted on 24 November 2011	Options granted on 4 February 2009	Options granted on 31 July 2007	Options granted on 16 February 2006
Share price at grant date	£0.9075	£0.865	£0.768	£0.425
Exercise price	£0.9075	£0.865	£0.768	£0.425
Volatility	60%	60%	55%	46 - 55%
Expected life	7 years	5 years	3 years	7 years
Risk free rate	1.41%	3.5%	4.17%	4.17%
Expected dividend yield	0%	0%	0%	0%

Expected volatility, for the 24 November 2011 and 4 February 2009 options, was determined by calculating the historical volatility of the company's share price to the date of grant over a 6 year period and a 4 year period respectively. For the options granted on 31 July 2007 and 16 February 2006, expected volatility was determined by calculating the historical volatility of companies share prices to the date of grant over a 5 year period. As there is limited exercise history, the directors have assumed that the option holders will exercise their option when the growth in share price, measured against the hurdle price, reaches a certain level. The Black Scholes and the Binomial model were used to value the options assuming a gain dependent exercise pattern.

The total value of the options granted on 24 November 2011 as calculated above is £107,582. Of this amount, £53,903 (2011: £1,559) has been charged in the financial statements for the year ended 31 December 2012. The total charged to date is £55,462 (2011: £1,559) and the remaining £52,120 (2011: £106,203) will be charged in the financial statements over the years ending 31 December 2013 and 2014.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

19 Share Based Payments (continued)

The total value of the options granted on 4 February 2009 as calculated above is £435,426. Of this amount, £13,171 (2011: £145,275) has been charged in the financial statements for the year ended 31 December 2012. Therefore the total value of the option of £435,426 has been fully charged in the financial statements as at 31 December 2012.

The total charge of £292,392 for the options granted on 31 July 2007 has been fully charged in the financial statements as at 31 December 2010.

The total charge of £706,050 for the options granted on 16 February 2006 has been fully charged in the financial statements as at 31 December 2007.

20 Cash used in operations

	Group 31 December 2012 £	Group 31 December 2011 £	Company 31 December 2012 £	Company 31 December 2011 £
Operating loss	(4,175,053)	(3,836,098)	(1,373,628)	(1,826,457)
Depreciation and amortisation	50,923	47,049	3,959	3,248
Share-based payments	67,072	146,834	67,072	146,834
Decrease/(increase) in trade and other receivables	785,805	(391,939)	114,165	163,821
(Decrease)/increase in trade and other payables	(16,963)	278,543	21,642	(5,171)
Decrease in provisions	(84,367)	(19,765)	(84,367)	(19,765)
Gain/(loss) on foreign exchange	(76,327)	161,144	(47,324)	(66,544)
Inter-company release	-	-	-	635,829
Cash used in operations	(3,448,910)	(3,614,232)	(1,298,481)	(968,205)

21 Related party transactions

a) Group

D Dimitriou receives part of his remuneration through a consultancy company owned by him, Dragon Finance AG. During the year ImmuPharma AG was charged £161,881 (31 December 2011: £164,277) for the provision of management services by Dragon Finance AG. At 31 December 2012 ImmuPharma AG owed £nil (31 December 2011: £nil) to Dragon Finance AG. D Dimitriou is a director of ImmuPharma France SA, Ureka SARL, Elro Pharma SARL, ImmuPharma Research SARL and ImmuPharma Plc. £161,881 (31 December 2011: £164,277) was charged in lieu of directors fees for the year. All amounts received by D Dimitriou via Dragon Finance AG are incorporated in the remuneration table in the Directors Report on page 18.

During the year, an amount of £60,000 (31 December 2011: £60,000) was paid to A Agrawal in respect of consultancy services provided to ImmuPharma (France) SA.

During the year, an amount of £118,471 (31 December 2011: £121,553) was paid to the wife of Dr R Zimmer in respect of services provided to ImmuPharma (France) SA.

b) Company

The balance due to the company from ImmuPharma (France) SA at 31 December 2012 was £768,293 (31 December 2011: £897,065). During the year ended 31 December 2012, management charges of £768,293 (31 December 2011: £867,065) were rendered by ImmuPharma plc to ImmuPharma (France) SA.

The balance due by the company to ImmuPharma AG at 31 December 2012 was £12,167 (31 December 2011: £19,268). During the year ended 31 December 2012, management charges of £186,765 (31 December 2011: £205,484) were rendered by ImmuPharma AG to ImmuPharma plc.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

22 Subsequent events

There have been no subsequent events since 31 December 2012.

23 Financial Instruments

The Group's financial instruments comprise cash and cash equivalents, borrowings and items such as trade payables which arise directly from its operations. The main purpose of these financial instruments is to provide finance for the Group's operations.

The Group's operations expose it to a variety of financial risks including liquidity risk, interest rate risk and foreign exchange rate risk. Given the size of the Group, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

Liquidity risk

Group

The Group actively maintains a mixture of long term and short term debt finance that is designed to ensure it has sufficient available funds for operations and planned expansions. The Group monitors its levels of working capital to ensure that it can meet its debt repayments as they fall due.

The following table shows the contractual maturities of the Group's financial liabilities, all of which are measured at amortised cost:

	Trade payables £	Borrowings £	Total £
At 31 December 2012			
6 months or less	773,002	160,730	933,732
6 – 12 months	-	89,221	89,221
1 – 2 years	-	287,939	287,939
2 – 5 years	-	750,264	750,264
Total contractual cash flows	773,002	1,288,154	2,061,156
Carrying amount of financial liabilities measured at amortised cost	773,002	1,288,154	2,061,156

	Trade payables £	Borrowings £	Total £
At 31 December 2011			
6 months or less	689,317	75,186	764,503
6 – 12 months	-	66,834	66,834
1 – 2 years	-	133,668	133,668
2 – 5 years	-	693,399	693,399
Total contractual cash flows	689,317	969,087	1,658,404
Carrying amount of financial liabilities measured at amortised cost	689,317	969,087	1,658,404

Company

The Company's only financial liabilities comprise trade payables with a carrying amount equal to gross cash flows payable of £159,008 (2011: £137,367), all of which are payable within 6 months.

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

23 Financial instruments (continued)

Interest rate risk

Group

The Group has both interest bearing assets and interest bearing liabilities. Interest bearing assets comprise cash and cash equivalents denominated in Sterling, the Euro and the US dollar which earn interest at a variable rate. The Group has a policy of maintaining debt at fixed rates to ensure certainty of future interest cash flows. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

The Group has not entered into any derivative transactions during the year or the previous year.

During the year, the Group's cash and cash equivalents earned interest at a variable rate between 0.0% and 0.5% (2011: 0.0% and 0.5%).

As at 31 December 2012, if LIBOR had increased by 0.5% with all other variables held constant, the post-tax profit and equity would have been higher by £50,000 (2011: £70,000). Conversely, if LIBOR had fallen by 0.5% with all other variables held constant, the post-tax profit and equity would have been lower by £50,000 (2011: £70,000).

Details of the terms of the Group's borrowings are disclosed in note 15.

The Group has only nil rate borrowings which are carried at amortised cost and therefore the risk is the change in the fair value of the borrowings. Changes in the market interest rates of these liabilities do not affect loss or equity and therefore no sensitivity analysis is required under IFRS 7.

Company

The Company has interest bearing assets, comprising of cash and cash equivalents denominated in Sterling, which earn interest at a variable rate. During the year, the Company's cash and cash equivalents earned interest at a variable rate between 0.0% and 0.5% (2011: 0.0% and 0.5%).

As at 31 December 2012, if LIBOR had increased by 0.5% with all other variables held constant, the post-tax loss would have been lower and equity would have been higher by £2,250 (2011: £9,000). Conversely, if LIBOR had fallen by 0.5% with all other variables held constant, the post-tax loss would have been higher and equity would have been lower by £2,250 (2011: £9,000).

Foreign exchange rate risk

Group

The Group is exposed to foreign exchange rate risk as a result of having cash balances in Euros and US$ in its subsidiaries. During the year, the Group did not enter into any arrangements to hedge this risk, as the directors' did not consider the exposure to be significant given the short term nature of the balances. The Group will review this policy as appropriate in the future.

As at 31 December 2012, if the Euro had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £400,000 (2011: £540,000). Conversely, if the Euro had strengthened 10% against Sterling with all other variables held constant, the post tax profit and equity would have been higher by £400,000 (2011: £540,000).

As at 31 December 2012, if the US$ had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £690,000 (2011: £940,000). Conversely, if the US$ had strengthened 10% against Sterling with all other variables held constant, the post tax profit and equity would have been higher by £690,000 (2011: £940,000).

Notes to the Consolidated Financial Statements (continued)

for the year ended 31 December 2012

23 Financial instruments (continued)

Company

The Company is exposed to foreign exchange rate risk through the payment of non Sterling amounts and as a result of having cash balances in Euros and US$. During the year, the Company did not enter into any arrangements to hedge this risk, as the Directors' did not consider the exposure to be significant. The Company will review this policy as appropriate in the future.

As at 31 December 2012, if the US$ had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £14,000 (2011: £138,000). Conversely, if the US$ had strengthened 10% against Sterling with all other variables held constant, the post tax profit and equity would have been higher by £14,000 (2011: £138,000).

As at 31 December 2012, if the Euro had weakened 10% against Sterling with all other variables held constant, the post-tax profit and equity would have been lower by £15,000 (2011: £35,000). Conversely, if the Euro had strengthened 10% against Sterling with all other variables held constant, the post tax profit and equity would have been higher by £15,000 (2011: £35,000).

Corporate Governance

The Directors continue to recognise the importance of sound corporate governance. At this stage of the Company's development the Directors consider that full compliance with the UK Combined Code would be too onerous, but nevertheless, the company complies with its main provisions as far as is practicable and appropriate for a public company of its size. In September 2010, the Quoted Companies Alliance published *Corporate Governance Guidelines for Smaller Quoted Companies* to guide the corporate governance policies of those smaller companies for which the full UK Combined Code would be inappropriate. The Company finds that these guidelines provide a useful basis for its corporate governance practices.

In the table below, details of the Board of Directors are summarised:

Name	Title	Independent	Committee Memberships
Mr Richard Warr	Chairman		
Mr Dimitri Dimitriou	Chief Executive Officer		
Dr Robert Zimmer	President and Chief Scientific Officer		
Dr Franco di Muzio	Senior Non-Executive Director	X	Audit, Remuneration
Dr Ajay Agrawal	Non-Executive Director	X	Audit, Remuneration

Brief biographies of each director are set out on pages 12-13. The Company believes that the skills and experience of each director are of the appropriate mix to provide effective governance and management of the business. The Board is supported by the Company Secretary, Tracy Weimar, who is not a director.

The Board considers the two non-executive directors to be independent and to represent the interests of shareholders. Both independent directors have considerable relevant experience to sufficiently question and hold the executive directors to account.

The Board meets regularly throughout the year with all decisions concerning the direction and control of the business made by a quorum of the Board. The Board met 8 times during 2012 with the attendance records of the directors as follows:

Mr Richard Warr, Chairman – 8/8

Mr Dimitri Dimitriou, Chief Executive Officer – 8/8

Dr Robert Zimmer, President and Chief Scientific Officer – 7/8

Dr Franco di Muzio, Senior Non-Executive Director –7/8

Dr Ajay Agrawal, Non-Executive Director – 7/8

The principal control mechanisms agreed by the Board are the Medium Term Business Plan and the Annual Budget for expenditure. These items are discussed by the Board on a regular basis.

Risk assessment is a priority for the Board. The major risks to the business were listed in some detail in the prospectus at the time of the float and are laid out in detail in pages 59-62. They concern mainly the control and timely progress of clinical trials and the obtaining of regulatory approval and profitable agreements with other parties, with adequate financial resources to achieve these objectives.

Although the Company's Articles of Association do not require Directors to submit themselves for re-election every three years, the Board has resolved to adopt this principle and appropriate resolutions will be placed before shareholders at future Annual General Meetings.

The Board seeks to promote efficient and effective shareholder communication. The Company meets with its institutional shareholders and analysts as appropriate and holds its Annual General Meeting to facilitate communication with shareholders. Information is further provided in the form of the Annual Report and Accounts, the Interim Statement and its website.

Corporate Governance (continued)

An Audit Committee and a Remuneration Committee have been established with formally delegated duties and responsibilities. The members of both committees are the non-executive Directors.

Audit Committee

The Audit Committee which determines the engagement of the Company's auditors and, in consultation with them, the scope of their audit. The Audit Committee receives and reviews reports from management and the auditors relating to the interim and annual accounts and the accounting and internal control systems in use by the company. It has unrestricted access to the auditors.

The Board and the Audit Committee review the need for an internal audit function on an annual basis and currently do not consider it to be necessary at this stage in the Company's development.

The Directors acknowledge their responsibilities for the Group's system of internal financial controls. They have not, during the year ended 31 December 2012, carried out a formal review of internal financial controls in view of the small size of the Board and employees. The Group's financial reporting arrangements are designed to provide the Directors with reasonable assurance that problems are identified on a timely basis and dealt with appropriately.

Remuneration Committee

The Remuneration Committee reviews the scale and structure of the executive Directors' remuneration and benefits and the terms of their service contracts. The remuneration of the non-executive directors is determined by the Board as a whole.

The committee has formal terms of reference and meets at least twice a year. It is the duty of the committee, inter alia, to determine and agree with the Board the framework or broad policy for the remuneration of the Company's executive board members. The remuneration packages are designed to motivate and retain Executive Directors to ensure the continuing development of the company and to reward them for enhancing value to shareholders.

The Company operates a discretionary bonus scheme with bonuses to be awarded by the Remuneration Committee. No bonuses were paid to executive directors during 2012. The Company has also implemented an incentive scheme for key executives to encourage the successful partnering of Lupuzor™.

The Group has implemented a patent incentive scheme which is open to all employees and is designed to encourage the creation of novel patents that will bring future economic benefits to the Group.

Further details of remuneration paid during the year to 31 December 2012 are shown in the Directors Report and in the Notes to the Accounts.

Risk Factors

Investors and potential investors are reminded about the risks involved surrounding an investment in the Company.

An investment in the Company involves a high degree of risk. Investors should consider carefully the following risks, before deciding to buy any shares. Additional risks and uncertainties not currently known to the Directors or that they currently deem to be immaterial may also impair its business operations. Investors may lose all or a part of their investment.

Lack of continuity of profits

While ImmuPharma was successful in licensing Lupuzor™ in 2009 which resulted in revenue of £22m during that year, in common with most comparable businesses in the biotechnology/pharmaceutical sector, ImmuPharma has not been consistently profitable. The Directors expect it to incur additional losses for the near future as its research and development efforts progress. To become consistently profitable, ImmuPharma must successfully develop drug candidates and enter into profitable agreements with other parties and its drug candidates must receive regulatory approval. ImmuPharma or these other parties must then successfully manufacture and market the drug candidates. It could be several years, if ever, before ImmuPharma receives royalties from any future licence agreements or revenues directly from product sales. If ImmuPharma fails to obtain additional financing, it may be unable to complete the development and commercialisation of its drug candidates or continue its research and development programs.

Uncertainty of capital requirements and availability of funds

The Group's long-term capital requirements and the adequacy of available funds will depend upon many factors, including:

- the progress of its research, drug discovery and development programs;
- changes in existing collaborative relationships;
- its ability to establish additional collaborative relationships;
- the magnitude and outcome of its research and development programs;
- the scope and results of preclinical studies and clinical trials to identify drug candidates;
- competitive and technological advances;
- the time and costs involved in obtaining regulatory approvals;
- the costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims; its dependence on others for development and commercialisation of its drug candidates; and
- successful commercialisation of its products consistent with its licensing strategy.

Raising Capital

The Group may need to raise additional capital to complete the development and commercialisation of ImmuPharma's current drug candidates. Additional funding, whether through additional sales of shares or collaborative or other arrangements with corporate partners or from other sources, may not be available when needed or on terms acceptable to it. The issuance of preferred or ordinary shares, or the borrowing of additional funds with terms and prices significantly more favourable than those of the currently available ordinary shares, could have the effect of diluting or adversely affecting the holdings or rights of existing shareholders. In addition, collaborative arrangements may require ImmuPharma to transfer certain material rights to such corporate partners. Insufficient funds may require it to delay, scale-back or eliminate certain of its research and development programs.

Reliance on third parties

ImmuPharma relies heavily upon other parties (including contract research organisations) for many important stages of its drug development programs, including execution of some Pre-Clinical studies and later-stage development for its compounds and drug candidates, management of its clinical trials, including medical monitoring and data management, management of its regulatory function, and manufacturing, sales, marketing and distribution of its drug candidates.

Development risk

If the clinical trials of any of ImmuPharma's drug candidates fail, that drug candidate will not be marketed, which would result in a complete absence of revenue from the failed product. The drug development process and achievement of regulatory approvals is complex and uncertain. Because of the cost and duration of clinical trials, the Directors may decide to discontinue development of drug candidates that are either unlikely to show good results in the trials or unlikely to help advance a product to the point of a meaningful collaboration. Positive results from pre-clinical studies and early clinical trials do not ensure positive results in clinical trials designed to permit application for regulatory approval.

Risk Factors (continued)

Competition
ImmuPharma's competitors include amongst others, major pharmaceutical, biotechnology and healthcare companies with substantially greater resources than those of the Group. The areas in which ImmuPharma has chosen to conduct its research and development are very attractive areas to all its competitors. There is no assurance that competitors will not succeed in developing products that are more effective or economical than those being developed by ImmuPharma or which would render its products obsolete and/or otherwise uncompetitive.

Furthermore, there is no guarantee that the drug candidates being developed by ImmuPharma have either a better safety profile, dosing profile and/or efficacy profile than products that are already marketed by its competitors and this may adversely affect the sales of any new products.

Health authorities
The ability of ImmuPharma and any of its licensees or collaborators to commercialise its products also depends on the extent to which reimbursement for the cost of such products and related treatments will be available from government health administration authorities, private health providers and other organisations. There is uncertainty as to the reimbursement status of newly approved healthcare products, and there is no assurance that adequate, or indeed any, health administration or third party coverage will be available to ImmuPharma or its partners to obtain satisfactory price levels.

Patents
The commercial success of ImmuPharma depends to a great extent upon its ability to obtain patent protection for its products in Europe, the US and other countries and to preserve the confidentiality of its know-how. The successful commercialisation of its products, whether by itself or by third parties, as licensees or collaborators, is largely dependent on the extent of the intellectual property protection obtained. No assurance is given that ImmuPharma will develop products that are patentable, or that patents will be sufficiently broad in their scope to provide protection for ImmuPharma's intellectual property rights and exclude competitors with similar technology. The commercial success of ImmuPharma is dependent, in part, on non-infringement of patents granted to third parties. Competitors or potential competitors may have filed applications, or may have been granted or may obtain patents that may relate to products competitive with those of ImmuPharma. If this is the case then ImmuPharma may have to obtain appropriate licences under these patents or cease and/or alter certain activities or processes, or develop or obtain alternative technology. There can be no assurance that, if any licences are required, ImmuPharma will be able to obtain any such licences on commercially favourable terms, if at all.

Liability risks
ImmuPharma's business exposes it to potential liability risks, which are inherent in research and development, manufacturing, marketing and use of human therapeutic products. There can be no assurance that future necessary insurance cover will be available to ImmuPharma at an acceptable cost, if at all, or that, in the event of any claim, the level of insurance carried by ImmuPharma now or in the future will be adequate or that a liability or other claim would not materially and adversely affect the business.

Reliance on personnel
ImmuPharma is dependent on the principal members of its management and scientific staff. Recruiting and retaining qualified personnel, consultants and advisers will be important to its success. There can be no assurance that ImmuPharma will be able to recruit the new staff required in its business plan and retain its personnel on acceptable terms given the competition for such personnel from competing businesses. The loss of service of any of ImmuPharma's personnel could impede the achievement of its objectives.

Environmental hazards
ImmuPharma and its third party contractors are subject to laws, regulations and policies relating to environmental protection, disposal of hazardous or potentially hazardous substances, healthy and safe working conditions, manufacturing practices and fire hazard control. There can be no assurance that ImmuPharma or its collaborators will not be required to incur significant costs to comply with future laws, regulations and policies relating to these or similar matters. The risk of accidental contamination or injury from certain materials cannot be eliminated. In the event of such an accident, ImmuPharma could be held liable for any damage that results and any such liability could exceed its resources.

Regulation
Changes in government regulations or enforcement policies could impose more stringent requirements on ImmuPharma, compliance with which could adversely affect its business. Failure to comply with applicable regulatory requirements could result in enforcement action, including withdrawal of marketing authorisation, injunction, seizure of products and liability for civil and/or criminal penalties.

Risk Factors (continued)

Share price and liquidity

The share price of publicly traded biotechnology and emerging pharmaceutical companies can be highly volatile. The price at which the Company's shares will be quoted and the price which investors may realise for their shares will be influenced by a large number of factors, which could include the performance of both ImmuPharma's and its competitor's research and development programs, large purchases or sales of the Company's shares, legislative changes in the healthcare environment and general economic conditions. The volume of share trading on the Alternative Investment Market can be limited and this may restrict the ability of shareholders to dispose of their shareholding at any particular time.

Investment in shares traded on AIM is perceived to involve a higher degree of risk and be less liquid than investment in companies the shares of which are listed on the Official List. An investment in the Company's Shares may be difficult to realise. Prospective investors should be aware that the value of an investment in the Company may go down as well as up and that the market price of the Company's shares may not reflect the underlying value of the Company. Investors may therefore realise less than, or lose all of, their investment.

Forward looking statements

This document contains certain statements that are not historical facts and may be forward-looking statements that are subject to a variety of risks and uncertainties. There are a number of important factors that could cause actual results to differ materially from those projected or suggested in any forward-looking statement made herein.

These factors include, but are not limited to: (i) ImmuPharma's and/or ImmuPharma's partners' ability to successfully complete product research and development, including pre-clinical and clinical studies and commercialisation; (ii) ImmuPharma's and/or ImmuPharma's partners' ability to obtain required governmental approvals, including product and patent approvals, the impact of pharmaceutical industry regulation, the difficulty of predicting FDA and other regulatory authority approvals, the regulatory environment and changes in the health policies and structure of various countries; (iii) the acceptance and demand for new pharmaceutical products and new discovery-enabling technologies such as the use of cells and (iv) ImmuPharma's ability to attract and/or maintain manufacturing, sales, distribution and marketing partners; and (v) ImmuPharma's and/or ImmuPharma's partners' ability to develop and commercialise products before its competitors and the impact of competitive products and pricing, the availability and pricing of ingredients used in the manufacture of products, uncertainties regarding market acceptance of innovative products newly launched, currently being sold or in development. In addition, significant fluctuations in financial results may occur as a result of the timing of milestone payments and the timing of costs and expenses related to ImmuPharma 's research and development program.

Without limiting the generality of the foregoing, no assurance is given as to when ImmuPharma's products will be launched or licensed, or whether that launch or licensing will be commercially successful, and words such as "may," will," to," expect," plan," believe," anticipate," intend," could," would," estimate," or "continue" or the negative or other variations thereof or comparable terminology is intended to identify forward-looking statements.

If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Group's actual results 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.

Neither the Directors nor the Company undertake any obligation to update forward-looking statements or risk factors other than as required by the AIM Rules or by applicable law, whether as a result of new information, future events or otherwise.

Glossary of Technical Terms

'ADME'	absorption, distribution, metabolism and excretion
'Big Pharma'	one or more of the major pharmaceutical companies or, as the context requires, the pharmaceutical sector comprising these major companies
'biomarkers'	measurable biological responses used as predictors of clinical effects
'Biotech'	the biotechnology industry, often used to describe the sector of small to medium, innovative, R&D-based pharmaceutical companies
'CRO'	contract research organisation
'drug-like'	having the potential to become a drug product candidate due to its physical and chemical characteristics
'i.v.'	intravenous
'in vitro'	experiments conducted in an artificial environment outside the living organism
'in vivo'	experiments conducted in the living organism
'Lupus'	an autoimmune inflammatory disease of unknown etiology
'MRSA'	methicillin-resistant staphylococcus aureus, a drug resistant bacteria
'OD'	once-a-day
'parenteral'	administered by injection
'PDCT'	peptide to drug converting technology
'peptide'	a molecule comprised of a series of amino acids (or a small subpart of a protein)
'Pharma'	abbreviation for "Pharmaceutical"; sometimes in the industry "pharma" also denotes a pharmaceutical company
'Phase 0'	the stage of development of a drug candidate before the first administration to man, during which all mandatory data required by regulatory bodies such as the FDA or the EMEA is generated and filed
'Phase I'	the stage of development of a drug candidate during which it is administered to man (usually healthy volunteers) for the first time. Phase I studies are designed to assess primarily the safety and tolerability of the drug candidate and gather information on its ADME. This phase is also used whenever possible to evaluate surrogate markers which are indicative of the clinical efficacy of the drug candidate
'Phase II'	the stage of development of a drug candidate during which therapeutic studies are conducted in limited numbers of patients using data generated in Phase I studies to determine dose regimen and primary efficacy, and to examine therapeutic outcomes and monitor safety in patients
'Phase III'	the stage of development of a drug candidate during which it is tested in large scale pivotal trials on, typically, between 200 to 4000 patients to demonstrate overall efficacy, tolerability and safety with a dose regimen as determined in Phase II. The drug candidate must generally prove to be statistically better than placebo or the current best therapy in terms of efficacy, safety or quality of life

Notice of the 2013 Annual General Meeting of ImmuPharma plc

(The "Company")

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting of the Company will be held at the offices of Bircham Dyson Bell LLP, 50 Broadway, London, SW1H 0BL on 23 May 2013 at 11am for the transaction of the following business:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the accounts of the Company for the year ended 31 December 2012 together with the reports thereon of the directors and auditors of the Company.
2. To reappoint Mr Richard Warr as a director of the Company.
3. To reappoint Dr Franco di Muzio as a director of the Company.
4. To reappoint Nexia Smith & Williamson Audit Limited as the auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, of which Resolution 5 will be proposed as an ordinary resolution and Resolution 6 will be proposed as a special resolution:

5. That the directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £2,717,749 of the unissued ordinary share capital provided that this authority shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution except that the Company may before the expiry of such period make an offer or agreement which would, or might, require shares to be allotted after the expiry of such period and the directors may allot shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority is in substitution for any existing like authority which is hereby revoked with immediate effect.
6. That the directors be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 5 above as if section 561 of the Act did not apply to any such allotment provided that such power shall be limited to the allotment of equity securities:

    a. In connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

    b. Otherwise than pursuant to sub-paragraph (a), equity securities up to an aggregate nominal amount of £815,325.

    and shall expire on the conclusion of the next Annual General Meeting of the Company unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this resolution, make an offer or agreement which would, or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2)(b) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 5 above" were omitted.

Date: 8 April 2013
Registered Office: 50 Broadway
London
SW1H 0RG

BY ORDER OF THE BOARD

Tracy Weimar
Secretary

Notice of the 2013 Annual General Meeting of ImmuPharma plc (continued)

(The "Company")

NOTES:

Entitlement to vote

1. Only those members registered on the Company's register of members at 6.00 pm on the day falling two days prior to the date of the Meeting (or if this Meeting is adjourned, at 6.00 pm on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the Meeting. You should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0870 707 1014 or (from overseas) +44 (0) 870 703 6101 or you may photocopy the proxy you received. Please mark (and initial) each proxy form clearly with the number of Ordinary Shares held by you in relation to which each proxy is appointed.

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the 'Discretionary' option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form and any authority under which it is executed (or a duly certified copy of such authority) must be:

   - completed and signed;
   - deposited at the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
   - received by Computershare Investor Services plc no later than 48 hours before the time fixed for the Meeting (or any adjourned meeting as the case may be).

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

   If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform Computershare Investor Services plc by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by Computershare Investor Services plc no later than 48 hours before the time fixed for the Meeting (or any adjourned meeting as the case may be).

   If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

   Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Notice of the 2013 Annual General Meeting of ImmuPharma plc (continued)

(The "Company")

Corporate representatives

10. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:

    (i) if a corporate member has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the Meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and

    (ii) if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

    Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in (i) above.

Issued share capital and voting rights

11. On 8 April 2013, the Company's authorised issued share capital comprised 81,532,463 ordinary shares of 10p each. Each ordinary share carries the right to one vote at the AGM and, therefore, the total number of voting rights in the Company on 8 April 2013 is 81,532,463.

Documents on display

12. The following documents will be available for inspection at 50 Broadway, Westminster, London SW1H 0BL from the date of this Notice until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:

    (i) copies of the service contracts of executive directors of the Company; and

    (ii) copies of the letters of appointment of the non-executive directors of the Company.

Electronic communication

13. You may not use any electronic address provided either in this notice of AGM or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated. If you have any general queries about the AGM please send all communications by post to the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY and no other methods of communication will be accepted.

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ImmuPharma plc
50 Broadway
Westminster
London SW1H 0RG
UK

Tel: +44 20 7152 4080
Fax: +44 20 7152 4001
info@immupharma.com
www.immupharma.com