

Case Study: Midatech Pharma PLC

Full Power of Brown Rudnick's Global Life Sciences Team Encapsulated in Story of Midatech Pharma PLC Representation

Recently, we have advised Midatech on a number of public and private equity offerings in the United States and the United Kingdom, including sales of an aggregate of (i) \$6.0 million of its American Depositary Shares in offerings registered with the Securities and Exchange Commission and concurrent private placements of warrants to purchase its American Depositary Shares, as well as assistance with subsequent warrant exercises of approximately \$1.0 million, and (ii) £6.8 million of its ordinary shares in placings to investors in the United Kingdom.

In March 2020, Midatech announced that it would begin a strategic review of its operations in order to extract value from its technologies. In connection therewith, Midatech initiated a formal sales process. Brown Rudnick advised Midatech on all aspects of the formal sales process until its conclusion in July 2020.

In February 2019, we advised on Midatech's sale of Units to raise aggregate gross proceeds of £12.7 million (the "Capital Raising"). Brown Rudnick negotiated on behalf of Midatech with China Medical Systems Holdings Limited ("CMS") complex IP license agreements for the development and commercialization of the Midatech pipeline of products into Greater China and South East Asia. CMS acquired in excess of 30% of the issued share capital of Midatech and therefore a whitewash was required with consent from the U.K. Takeover Panel and Midatech's shareholders.

In connection therewith, Brown Rudnick advised on the Takeover Code and drafted the Circular. Timing was critical, as Midatech was running out of cash and without shareholder approval to the Capital Raising, Midatech would not have been able to continue as a going concern.

In October 2018, Brown Rudnick acted for Midatech with respect to the sale of Midatech Pharma U.S. Inc. to Kanwa Holdings, LP for initial consideration of \$13.0 million, and up to \$6.0 million of contingent consideration. We advised on all aspects of the transaction, from working with them during the auction process, negotiating the purchase agreement, and dealing with closing matters. This transaction is another excellent example of Brown Rudnick LLP's market leading cross-border transactional capability, with Midatech headquartered in the United Kingdom but, at the time, with significant operations in the United States and the purchaser located in the United States.

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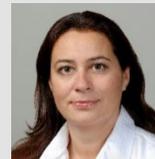


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Case Study: Midatech Pharma PLC (Continued)

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Midatech initially entered the United States by acquiring DARA BioSciences, Inc., a U.S. public company listed on Nasdaq, with Midatech ordinary shares offered through an ADR facility. The practical effect of this deal was an acquisition of DARA and an IPO of Midatech on Nasdaq. Brown Rudnick advised Midatech on all aspects of the transaction, including negotiation of the merger agreement, the preparation and filing of a registration statement with the SEC, and the closing of both the merger and the NASDAQ listing.

The Midatech story encapsulates the full power of our Global Life Sciences team. We helped Midatech with its acquisitions and dispositions and licensing and collaboration strategies on three continents – and with its public and private capital raising transaction in public and private markets in the U.S. and the U.K.

Our cross-border life sciences practice ranges from start-ups to established, multi-national public companies. Many of our lawyers were formerly executives and in-house counsel in life sciences and technology companies and have significant first-hand experience with the business and legal issues facing clients in these sectors.