

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice as soon as possible from your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 (as amended) (“**FSMA**”) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. This document comprises a supplementary prospectus (the “**Supplementary Prospectus**”) relating to InnovaDerma PLC (“**InnovaDerma**” or the “**Company**”) prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “**FCA**”) made under section 73A of FSMA. This Supplementary Prospectus has been approved by the FCA in accordance with section 87G of FSMA, filed with the FCA and made available to the public in accordance with section 3.2 of the Prospectus Rules.

This Supplementary Prospectus is supplementary to, and must be read in conjunction with, the Prospectus published by the Company on 25 July 2016 in relation to its applications for admission to the standard listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange’s main market for listed securities (the “**Original Prospectus**”).

Since the publication of the Original Prospectus, there have been, relevant matters relating to the information contained in the Original Prospectus that require amendments:

- 1) The nominal value of the shares was incorrectly stated as £0.05 pence. The nominal value of the shares is **€0.10** not £0.05 pence;
- 2) The total number of existing shares which the Company seeks to have Admitted and the entire issued capital of the Company is **10,318,535** not 10,238,970;
- 3) The estimated market capitalisation of the existing shares based on the minimum Offer Price is **£15,477,802.50**, not £15,358,455;
- 4) The estimated market capitalisation of the existing shares based on the maximum Offer Price is **£46,433,407.50**, not £46,075,365;
- 5) Expected market capitalisation of the Company at the Offer Price is expected to be between **£18,477,802.50** and **£49,433,409** not £18,358,455 and £49,075,367 and will be determined once the Offer Price is set;
- 6) If the Offer Price is set at a minimum share price of 150 pence, then the Offer Size will be set at 2,000,000, and the deemed market capitalisation of the Company will be **£18,477,802.50** not £18,358,455;
- 7) If the Offer Price is set at the maximum share price of 450 pence, then the Offer Size will be set at 666,667 Shares, and the deemed market capitalisation of the Company will be **£49,433,409** not £49,075,367.

As a result of the delay in Admission the Expected Timetable of Principal Events is now also incorrect and is corrected on page 5 of this Supplementary Prospectus.

The shareholding percentages and dilution tables, in the Prospectus are not affected by these changes and remain the same. Applications will be made to the UK Listing Authority and to the London Stock Exchange for the InnovaDerma Shares to be admitted to listing on the standard listing segment of the Official List maintained by the FCA and to trading on the main market for listed securities of the London Stock Exchange, respectively (the “**LSE Admission**”). Capitalised terms

contained in this Supplementary Prospectus shall have the meanings given to such terms in the Original Prospectus (as supplemented by this, the First Supplementary Prospectus) unless otherwise defined herein.

The Company, and the InnovaDerma Directors, whose names appear on page 7 of this Supplementary Prospectus, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Company, and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and contains no omission likely to affect the import of such information. Investors should only rely on the information contained in the Original Prospectus and this Supplementary Prospectus, and any documents (or parts thereof) incorporated therein and herein by reference. No person has been authorised to give any information or make any representations other than those contained therein and herein. The Company will comply with its obligation to publish a supplementary prospectus containing further updated information required by law or any regulatory authority but assumes no further obligation to publish additional information. Investors should read this Supplementary Prospectus, and the Original Prospectus as a whole (including all information incorporated therein and herein by reference).

In particular, investors are advised to examine all the risks that might be relevant in connection with an investment in the InnovaDerma Shares and your attention is drawn to the “Risk Factors” of the Original Prospectus for a discussion of certain risks and other factors that should be considered prior to any investment in the InnovaDerma Shares.

InnovaDerma PLC Prospectus Supplement dated 26 August 2016

INNOVADERMA PLC

(Incorporated in England and Wales with registered number 9226823 and registered as a public limited company under the Companies Act 2006)

Offer for Subscription of up to 2,000,000 Ordinary Shares of €0.10 each at an Offer Price expected to be between 150 pence and 450 pence per Ordinary Share,

and

Admission of up to 2,000,000 Ordinary Shares to the Official List by way of Standard Listing under Chapter 14 of the Listing Rules, and to trading on the London Stock Exchange Main Market for listed securities,

and

Admission of 10,318,535 Ordinary Shares to the Official List by way of Standard Listing under Chapter 14 of the Listing Rules, and to trading on the London Stock Exchange Main Market for listed securities

Events arising since publication of the Prospectus

1. Purpose of Supplementary Prospectus

This document constitutes a Supplementary Prospectus required under Prospectus Rule 3.4.1 and is being published to amend errors relating to the information included in the Prospectus. On 25 July 2016 the Company published Prospectus. The following matters have been amended:

- 1) The nominal value of the shares was incorrectly stated as £0.05 pence. The nominal value of the shares is **€0.10** not £0.05 pence;
- 2) The total number of existing shares which the Company seeks to have Admitted and the entire issued capital of the Company is **10,318,535** not 10,238,970;
- 3) The estimated market capitalisation of the existing shares based on the minimum Offer Price is **£15,477,802.50**, not £15,358,455;
- 4) The estimated market capitalisation of the existing shares based on the maximum Offer Price is **£46,433,407.50**, not £46,075,365;
- 5) Expected market capitalisation of the Company at the Offer Price is expected to be between **£18,477,802.50** and **£49,433,409** not £18,358,455 and £49,075,367 and will be determined once the Offer Price is set;
- 6) If the Offer Price is set at a minimum share price of 150 pence, then the Offer Size will be set at 2,000,000, and the deemed market capitalisation of the Company will be **£18,477,802.50** not £18,358,455;
- 7) If the Offer Price is set at the maximum share price of 450 pence, then the Offer Size will be set at 666,667 Shares, and the deemed market capitalisation of the Company will be **£49,433,409** not £49,075,367.

As a result of the delay in Admission the Expected Timetable of Principal Events is now also incorrect and is corrected on page 5 of this Supplementary Prospectus.

The shareholding percentages and dilution tables, in the Prospectus are not affected by these changes and remain the same.

Information required by the Prospectus Regulation	Document/Location
The nominal value of the shares is referred to in the prospectus in the following areas:	
Title	Page 4;
Section C3 of the Summary	Page 24;
Section 5.1.3.3	Page 60;
Section 5.2.10	Page 68;
Section 13	Pages 144, 157 and 158;
Section 13.4	Pages 219 and 233; and
Section 16.1	Page 246.

Information required by the Prospectus Regulation	Document/Location
The total number of existing shares which the Issuer seeks to have Admitted to the Official List by way of Standard Listing under Chapter 14 of the Listing Rules, and to trading on the London Stock Exchange Main Market for listed securities is referred to in the following areas of the prospectus:	
Title	Page 4;
Section C3 of the Summary	Page 24;
Section E3 of the Summary	Page 28;
Section 4.1	Page 44;
Section 4.2	Page 45;
Section 5.1.1	Page 51;
Section 5.1.2.1	Page 52;
Section 5.5.1	Page 72;
Section 13.4	Page 232; and
Section 16.1	Page 244.

The amended, Expected Timetable of Principal Events is below.

Event	Date
Publication of the Prospectus	25 July 2016
Admission of 10,318,535 Existing Shares, commencement of dealings in ordinary shares.	8.00 a.m. on 5 September 2016
Offer open date	2 August 2016.
Announcement of the Offer Price and Offer Size, publication of dealings in ordinary shares.	7 a.m. on 3 October 2016
Offer close date and notification of allocations of Ordinary Shares	14 November 2016
CREST members' accounts credited in respect of Ordinary Shares	8.a.m. on 5 December 2016
Admission of up to 2,000,000 Subscription Shares, commencement of dealings in ordinary shares	8.a.m. on 5 December 2016
Share certificates dispatched	12 December 2016

2. Significant Changes

There have been no significant changes in the financial condition of the Company from 25 July 2016 to the approval date of this supplementary prospectus.

3. Documents available for inspection

Copies of the Prospectus, this Supplementary Prospectus and Original Prospectus will be available for inspection during normal business hours on any day (except Saturdays, Sundays, bank and public holidays) free of charge to the public at the registered office of the Company and while the Prospectus remains valid.

4. Investor Withdrawal Rights

In accordance with section 87Q(4) FSMA, investors who have already submitted applications for New Shares which have been received on behalf of the Company, and who have not yet received delivery of New Shares with regard to such applications, may withdraw such applications with respect to the Offer, with the Company accepting withdrawals of such applications until 5.30 p.m. on 2 September 2016.

Such investors should contact SLC Registrars, 42-50 Hersham Road, Walton on Thames, Surrey KT12 1RZ or the platform through which they have made their purchase of New Shares should they wish to exercise their right of withdrawal. If you have any queries regarding the procedure for withdrawal, please call SLC Registrars on 01372 467 308. Calls are charged at the standard geographic rate and will vary by provider. Calls outside of the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday excluding public holidays in England and Wales. Please note that SLC Registrars cannot provide financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Any supplementary prospectus will be published in accordance with the Prospectus Rules of the UK Listing Authority (and notification thereof will be made to a Regulatory Information Service) but will not be distributed to prospective investors individually. Any such supplementary prospectus will be available in printed form free of charge at the registered office of the Company until 14 days after Admission.

Signed by

Haris Chaudhry
Executive Chairman

Joe Bayer
Executive Director

Garry Lemair
Executive Director

Rodney Turner
Executive Director

Clifford Giles
Non-Executive Director