AMARIN CORP PLC\UK
Form 424B2
March 30, 2006

Prospectus Supplement
(To Prospectus Dated March 1, 2005)

2,387,850 Shares

OFFERING OF ORDINARY SHARES

We are offering 2,387,850 of our ordinary shares to selected investors pursuant to this prospectus supplement and the accompanying prospectus. The ordinary shares will be purchased at the negotiated price of $1.75 per share.

Our American Depositary Shares ("ADSs"), evidenced by American Depositary Receipts ("ADRs"), are traded on the Nasdaq Capital Market, the principal trading market for our securities, under the symbol "AMRN". There is no public trading market for our ordinary shares. On March 28, 2006, the closing sale price for our ADSs, each representing one ordinary share, on the Nasdaq Capital Market was US$3.37.

SEE "RISK FACTORS" ON PAGE 4 OF THIS PROSPECTUS SUPPLEMENT, IN THE REGISTRATION STATEMENT ON FORM F-3 (NO. 333-121760) AND THE DOCUMENTS INCORPORATED BY REFERENCE HEREIN, TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE SECURITIES.

		Per Share	Total (1)
Offering price	$	1.75	4,178,738
Offering Expenses (2)	$	0.04	90,441
Proceeds, after expenses, to us	$	1.71	4,088,297

(1) Assumes that all 2,387,850 ordinary shares offered by this prospectus supplement are sold in this offering. There is no requirement that any minimum number of ordinary shares or dollar amount of ordinary shares be sold in this offering and there can be no assurance that we will sell all or any of the shares being offered.
(2) Offering expenses primarily represent stamp duty payable, finders fees and legal costs.

We have not engaged any placement agent to solicit offers to purchase our ordinary shares in this offering. No placement agent is purchasing or selling any of our ordinary shares or ADSs pursuant to this prospectus supplement or the accompanying core prospectus, nor are we requiring any minimum purchase or sale of any specific number of ordinary shares or ADSs. We expect the total offering expenses to be approximately $90,441. We expect that delivery of the ordinary shares being offered pursuant to this prospectus supplement will be made to investors as soon as practical after March 31, 2006. Unless the purchasers instruct otherwise, the ordinary shares will be delivered in the form of ADSs in book-entry form through The Depository Trust Company, New York, New York.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING CORE PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is March 30, 2006.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of our ordinary shares, and also adds to and updates information contained in or incorporated by reference into the accompanying core prospectus. The second part is the accompanying core prospectus, which gives more information about us and the ordinary shares we may offer from time to time under our shelf registration statement. To the extent there is a conflict between the information contained, or referred to, in this prospectus supplement, on the one hand, and the information contained, or referred to, in the accompanying core prospectus or any document incorporated by reference therein, on the other hand, the information in this prospectus supplement shall control.

We have not authorized any broker, dealer, salesperson or other person to give any information or to make any representation other than those contained or incorporated by reference in this prospectus supplement and the accompanying core prospectus. You must not rely upon any information or representation not contained or incorporated by reference in this prospectus supplement or the accompanying core prospectus. This prospectus supplement and the accompanying core prospectus do not constitute an offer to sell or the solicitation of an offer to buy ordinary shares nor do this prospectus supplement and the accompanying core prospectus constitute an offer to sell or the solicitation of an offer to buy ordinary shares in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement and the accompanying core prospectus is accurate on any date subsequent to the date set forth on the front of the document or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus supplement and any accompanying core prospectus is delivered or ordinary shares are sold on a later date.

It is important for you to read and consider all information contained in this prospectus supplement and the accompanying core prospectus, including the documents we have referenced in the section entitled “Incorporation of Certain Information by Reference” in this prospectus supplement.

In this prospectus supplement and the accompanying core prospectus, “Amarin,” “Company,” “we,” “us” and “our” refer to Amarin Corporation plc and its consolidated subsidiaries. References to “U.S. dollars,” “USD” or “$” are to the lawful currency of the United States and references to “pounds sterling,” “GBP£” or “£” are to the lawful currency of the United Kingdom.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying core prospectus include forward-looking statements. These forward-looking statements relate, among other things, to our future capital needs, our ability to acquire or develop additional marketable products, acceptance of our products by prescribers and end-users, competitive factors, and our marketing and sales plans. In addition, we may make forward-looking statements in future filings with the Securities and Exchange Commission (the "SEC") and in written material, press releases and oral statements issued by or on behalf of us. Forward-looking statements include statements regarding our intent, belief or current expectations or those of our management regarding various matters, including statements that include forward-looking terminology such as "may," "will," "should," "believes," "expects," "anticipates," "estimates," "continues," or similar expressions.

Forward-looking statements are subject to risks and uncertainties, certain of which are beyond our control. Actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the factors described in the Risk Factors section beginning on page 6 of the accompanying core prospectus and in the Risk Factors section of this prospectus supplement, our Annual Report on Form 20-F for the year ended December 31, 2005 (which is incorporated by reference herein). Some, but not all, of these factors are the timing of our future capital needs and our ability to raise additional capital when needed, our ability to obtain regulatory approval for our products, uncertainty of market acceptance of our products, our ability to compete with other pharmaceutical companies, our ability to develop or acquire new products, problems with important third-party manufacturers on whom we rely, our ability to attract and retain key personnel, and implementation and enforcement of government regulations. This list of factors is not exclusive and other risks and uncertainties may cause actual results to differ materially from those in forward-looking statements.

All forward-looking statements in this prospectus supplement and prospectus are based on information available to us on the date hereof. We may not be required to publicly update or revise any forward-looking statements that may be made by us or on our behalf, in this prospectus supplement and prospectus or otherwise, whether as a result of new information, future events or other reasons. Because of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus supplement and prospectus might not transpire.

THE OFFERING

Ordinary shares of 5p offered by us	2,387,850 shares
Ordinary shares to be outstanding after this Offering	79,936,758 shares
Use of proceeds	We estimate that the net proceeds from this offering will be approximately $4.1 million after deducting the fees and expenses of the offering. We intend to use the net proceeds of this offering primarily for general working capital, clinical trials, research and development expenses, administrative expenses and for potential acquisitions of, or investments in, complementary businesses, products and technologies. See “Use of Proceeds” on page S-5.
Nasdaq Capital Market Symbol	AMRN

The information above and elsewhere in this prospectus supplement regarding our outstanding ordinary shares is based on 77,548,908 shares outstanding as of December 31, 2005 and excludes the following:

- 4,821,952 ordinary shares issuable upon the exercise of stock options outstanding as of December 31, 2005 at a weighted-average exercise price of $3.63 per share;

- 500,000 ordinary shares issuable upon the exercise of warrants outstanding as of December 31, 2005 with an exercise price of $1.90 per share, 313,234 ordinary shares issuable upon the exercise of warrants outstanding as of December 31, 2005 with an exercise price of $3.48 per share and 9,135,034 ordinary shares issuable upon the exercise of warrants outstanding as of December 31, 2005 with an exercise price of $1.43 per share.

Amarin Investment Holding Limited (AIHL), an entity controlled by our chairman Mr. Thomas Lynch, has the right to subscribe for $528,798 of ordinary shares, which represents more than 5% of the offering. In addition, Mr. Richard Stewart, a director and Chief Executive Officer of the Company, Mr. Alan Cooke, director and Chief Financial Officer of the Company and Messrs. John Groom, Simon Kukes each of whom is a director of the Company, Sunninghill Limited, an entity controlled by one of our non-executive directors, Dr. John Climax, and Mr. Darren Cunningham, an executive officer of the Company, have the right to subscribe for shares in this offering. Mr. Kukes has the right to subscribe for more than 5% of the offering. The subscriptions by AIHL and such other directors and officers have been reviewed and approved by the independent members of Amarin’s audit committee.

RISK FACTORS

The funds generated from this equity offering may not end our need to find additional capital resources.

Prior to the completion of this offering the Company is forecast to have sufficient cash to fund its group operating activities into the fourth quarter of 2007. In addition, we intend to obtain additional funding through earning license fees from partnering our drug development pipeline and/or completing further equity-based financings such as this offering. There is no assurance, however, that this offering will eliminate the uncertainty as to whether we will be able to fund our operations on an ongoing basis. We will also require further capital investment in the future to implement our long-term growth strategy of acquiring additional development stage and/or marketable products, recruiting clinical, regulatory and sales and marketing personnel, and growing our business. Our ability to execute our business strategy and sustain our infrastructure at our current level will continue to be impacted by our ability to raise additional capital and/or obtain additional funding. Depending on market conditions in the future and our ability to maintain financial stability, we may not have access to additional capital on reasonable terms or at all. Any inability to obtain additional financing when needed would have a material adverse effect on our business and on our ability to operate our business on an ongoing basis.

USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately $4.1 million after deducting the fees and expenses of the offering.

We will retain broad discretion over the use of the net proceeds from the sale of our ordinary shares offered hereby. We currently anticipate using the net proceeds from this offering for:

- general working capital;
- clinical trials, research and development expenses;
- selling, general and administrative expenses; and
- potential acquisitions of, or investments in, complementary businesses, products and technologies.

The amounts and timing of the expenditures may vary significantly depending on numerous factors, including the results of our clinical trials for Miraxion, the timing of completion of the New Drug Application, the timing and costs of regulatory review for Miraxion, progress of our other research and development efforts, technological advances and the competitive environment for our products and technologies.

Pending the use of the net proceeds from this offering, we intend to invest the proceeds in short-term, interest-bearing, money market deposit accounts.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth, on a UK GAAP basis, our capitalization and indebtedness, as of December 31, 2005:

- on an actual basis; and
- on an as-adjusted basis to give effect to the sale of 2,387,850 shares in this offering after deducting the estimated offering expenses payable by us.

This table should be read in conjunction with our consolidated financial statements for the three years ended December 31, 2005 set forth in our Annual Report on Form 20-F for the year ended December 31, 2005, together with our quarterly earning releases and interim financial statements filed under Form 6-K as incorporated herein.

As at December 31, 2005 Amarin Corporation plc held approximately $36.7 million of cash and receivables balances.

	Actual $'000	**As Adjusted**
Shareholders' equity:		
Ordinary share capital	6,778	6,985
Treasury shares	(217)	(217)
Capital redemption reserve	27,633	27,633
Share premium account	124,097	127,978
Profit and loss account — (deficit)	(119,711)	(119,711)
Total shareholders' equity	38,580	42,668
Total capitalization	38,580	42,668

In January 2006, Amarin entered into a definitive purchase agreement with Dr. Tony Ryan for a private equity placement, consisting of ordinary shares ("Shares") and warrants of Amarin Corporation, resulting in gross proceeds of $2.0 million. In accordance with the terms of the investment, Amarin will sell 800,000 Shares at $2.50 per Share and issue warrants to purchase 280,000 Shares at an exercise price of $3.06 per Share. The above table does not reflect this offering.

DILUTION

Under UK GAAP, the net tangible book value of our ordinary shares on December 31, 2005 was $28.95 million, or approximately $0.37 per share, based on 77,548,908 shares outstanding. Net tangible book value represents the amount of our total tangible assets, less our total liabilities, divided by the total number of our ordinary shares outstanding. Dilution in net tangible book value per ordinary share to new investors represents the difference between the amount per share paid by investors in this offering and the net tangible book value per ordinary share immediately afterwards. Without taking into account any other changes in net tangible book value after December 31, 2005, other than to give effect to our receipt of the estimated net proceeds from the sale of the shares issuable in this offering at an offering price of $1.75 per share, less estimated offering expenses, our net tangible book value as of December 31, 2005 after giving effect to the proceeds described above would have been approximately $33.04 million or $0.41 per share. This represents an immediate increase in net tangible book value of $0.04 per share to existing stockholders and an immediate dilution in net tangible book value of $1.34 per share to new investors.

The following table illustrates this per share dilution:

Offering price per share			$	1.75
Net tangible book value per share as of December 31, 2005	$	0.37		
Increase per share attributable to new investors	$	0.04		
As adjusted net tangible book value per share after the offering			$	0.41
Dilution in net tangible book value per share to new investors			$	1.34

Pursuant to stock purchase agreements entered into with each of the investors in the May 24, 2005 offering, we have agreed that if by March 15, 2006 we have not raised gross proceeds of at least $7,219,751 (representing $10 million minus the amount by which the gross proceeds of the May 24, 2005 offering exceeded $15 million) from one, or any combination of, the following sources: (i) revenues from the licensing or partnering of our intellectual property or proprietary information that are receivable prior to March 15, 2006; (ii) the issuance of ordinary shares at a price per ordinary share of at least $2.50; and/or (iii) funds received by us in connection with the exercise of outstanding warrants; then, at any time between March 15, 2006 and March 31, 2006, the investors in the May 24, 2005 offering shall have a pro rata right to make an equity investment (the “Future Investment Right”), at a price per ordinary share equal to the lesser of $1.75 or 84% of the volume weighted average of closing prices of the ADRs on the Nasdaq Capital Market over the thirty trading days ending on March 15, 2006 (the “Purchase Price”), in an amount of up to $7,219,751 less any sums received under such items (i), (ii) and (iii) (the “Future Financing Amount”).

As of March 15, 2006, the Future Financing Amount was equal to $4,178,738 and the Purchase Price was determined to equal $1.75 per ordinary share. Based on the Future Financing Amount and the Purchase Price determined in accordance with the Future Investment Right, 2,387,850 ordinary shares are being offered hereby pursuant to the Future Investment Right.

To the extent that any such investor does not wish to take part in such subsequent financing, the unallocated portion thereof will be allocated on a pro rata basis among those investors who have elected to fully participate in such financing until the entire amount thereof has been allocated to investors that wish to take part in the financing.

PLAN OF DISTRIBUTION

The ordinary shares will be sold at a pre-determined price of $1.75 per share.

The purchasers have no obligation to purchase ordinary shares offered hereunder.

Unless purchasers instruct us otherwise, we will deliver the ordinary shares being issued to the investors to Citibank, N.A. London Branch, the custodian of our ADR depositary bank, Citibank N.A., who will then cause ADRs to be issued to purchasers in book entry form (unless instructed otherwise) upon our receipt of investor funds for the purchase of the ordinary shares offered pursuant to this prospectus and upon delivery of such ordinary shares to Citibank's custodian. We expect to deliver the ordinary shares being offered pursuant to this prospectus as soon as practical after March 31, 2006.

No placement fees shall be payable to any placement agent with respect to the ordinary shares being offered pursuant to this prospectus.

Pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), the maximum commission or discount to be received by any NASD member or independent broker/dealer will not be greater than 8.0% for the sale of any securities pursuant to this registration statement.

NASD RULE ELECTION

Pursuant to NASD Rule 4350(a)(1) for Foreign Private Issuers we have elected to follow the home country practice of the United Kingdom in lieu of the requirements of NASD Rules 4350(i)(D) and 4350(i)(1)(A). Under NASD 4350(i)(D), issuers are required to obtain shareholder approval prior to the issuance of common stock at a price less than the greater of book or market value which together with sales by officers, directors or substantial shareholders of the company that equals 20% or more of the common stock or more of the voting power outstanding. Under NASD 4350(i)(1)(A), issuers are required to obtain shareholder approval prior to when a stock option or purchase plan is established or materially amended or other equity compensation arrangement is made pursuant to which stock may be acquired by officers, directors, employees or consultants of the issuer, subject to certain exceptions. No requirements similar to those described in the preceding two sentences exist under the laws of the England and Wales.

EXPERTS

The consolidated financial statements incorporated in this Prospectus by reference to the Annual Report on Form 20-F for the year ended December 31, 2005 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm , given on the authority of said firm as experts in auditing and accounting.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference documents we file with the SEC, which means that we can disclose information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and certain later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference our Annual Report on Form 20-F for the fiscal year ended December 31, 2005 and any amendments thereto.

All annual reports on Form 20-F that we file with the SEC pursuant to the Securities Exchange Act of 1934 after the date of this prospectus supplement and prior to the termination of the offering shall be deemed to be incorporated by reference into this prospectus and to be part hereof from the date of filing of such documents. We may incorporate by reference any Form 6-K subsequently submitted to the SEC by identifying in such Form that it is being incorporated by reference into this prospectus.

We shall undertake to provide without charge to each person to whom a copy of this prospectus has been delivered, upon the written or oral request of any such person to us, a copy of any or all of the documents referred to above that have been or may be incorporated into this prospectus by reference, including exhibits to such documents, unless such exhibits are specifically incorporated by reference to such documents. Requests for such copies should be directed to Amarin Corporation plc, 7 Curzon Street, London W1J 5HG, England, Attention: Company Secretary, telephone +44-20-7499-9009.

You should rely only on the information incorporated by reference or provided in this prospectus supplement and the accompanying core prospectus. We have not authorized anyone else to provide you with different information. This prospectus is an offer to sell or to buy only the securities referred to in this prospectus, and only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus supplement and the core prospectus is current only as of the date on the front page of those documents. Also, you should not assume that there has been no change in our affairs since the date of this prospectus supplement.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, including annual reports on Form 20-F, and other information with the SEC pursuant to the rules and regulations of the SEC that apply to foreign private issuers. You may read and copy any materials filed with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20459. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The registration

statement of which this prospectus is a part, and other public filings with the SEC, are also available on the website maintained by the SEC at http://www.sec.gov.

We provide Citibank N.A., as depositary under the deposit agreement between us, the depositary and registered holders of the American Depositary Receipts evidencing ADSs, with annual reports, including a review of operations, and annual audited consolidated financial statements prepared in conformity with generally accepted accounting principles in the United Kingdom, or UK GAAP, together with a reconciliation of net income and total stockholders equity to generally accepted accounting principles in the United States, or US GAAP. Upon receipt of these reports, the depositary is obligated to promptly mail them to all record holders of ADSs. We also furnish to the depositary all notices of meetings of holders of ordinary shares and other reports and communications that are made generally available to holders of ordinary shares. The depositary has undertaken in the deposit agreement to mail to all holders of ADSs a notice containing the information contained in any notice of a shareholders' meeting received by the depositary, or a summary of such information. The depositary has also undertaken in the deposit agreement to make available to all holders of ADSs such notices and all other reports and communications received by the depositary in the same manner as we make them available to holders of ordinary shares.

$50,000,000

AMARIN CORPORATION PLC

Ordinary Shares, directly or in the form of
American Depositary Shares

We will provide the specific terms of the securities that we are offering, and the manner in which they are being offered, in one or more supplements to this prospectus. Any supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement, together with the additional information described under the heading "Incorporation of Certain Documents by Reference", before investing in our securities. The total dollar amount of securities covered by this prospectus will not exceed $50,000,000.

Our American Depositary Shares, evidenced by American Depositary Receipts, are traded on the Nasdaq SmallCap Market, the principal trading market for our securities, under the symbol "AMRN". There is no public trading market for our ordinary shares. On December 29, 2004, the closing sale price for our ADSs, each representing one ordinary share, on the Nasdaq SmallCap Market was US$2.30 per ADS.

SEE "RISK FACTORS" BEGINNING ON PAGE 6 TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE SECURITIES.

We cannot sell any of these securities unless this prospectus is accompanied by a prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Amarin Corporation plc
7 Curzon Street
London W1J 5HG
England
+44 (0) 20 7499 9009

The date of this prospectus is March 1, 2005

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission utilizing a "shelf" registration process. Under this shelf process, we may sell any number of ordinary shares, directly or in the form of American Depositary Shares, in one or more offerings up to a total dollar amount of $50,000,000. The terms of the securities will be determined at the time of offering.

This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add to, update or change information contained in this prospectus and, accordingly, to the extent inconsistent, information in this prospectus is superseded by the information in the prospectus supplement. You should read both this prospectus and any prospectus supplement together with the additional information described under the heading "Where You Can Find More Information."

The prospectus supplement to be attached to the front of this prospectus will describe: the terms of the securities offered, the public offering price, the price paid to us for the securities, the net proceeds to us and the other specific terms related to the offering of these securities.

This prospectus does not contain all of the information included in the registration statement and the exhibits thereto. This prospectus includes statements that summarize the contents of contracts and other documents that are filed as exhibits to the registration statement. These statements do not necessarily describe the full contents of such documents, and you should refer to those documents for a complete description of these matters.

In this prospectus, "Amarin," "Company," "we," "us" and "our" refer to Amarin Corporation plc and its consolidated subsidiaries. References to "U.S. dollars," "USD" or "$" are to the lawful currency of the United States and references to "pounds sterling," "GBP£" or "£" are to the lawful currency of the United Kingdom.

PROSPECTUS SUMMARY

This prospectus summary highlights selected information contained elsewhere in this prospectus and the documents incorporated by reference. You should read the following summary together with the more detailed information regarding our Company and the shares being sold in this offering, which information appears elsewhere in this prospectus and in selected portions of our Annual Report on Form 20-F for the year ended December 31, 2003, and other documents filed with the SEC that we have incorporated by reference into this prospectus.

Our Business

Amarin Corporation plc is a neuroscience company focused on the development and commercialization of novel drugs for the treatment of central nervous system disorders. Amarin's immediate focus is on the continued development of Miraxion™ in the U.S., currently in phase III development for Huntington's disease. Miraxion (formerly known as LAX-101) is a proprietary treatment within a defined field of use including Huntington's disease and other central nervous system disorders including treatment unresponsive depression. We have recently consummated the acquisition of the entire issued share capital of Laxdale Limited (now known as Amarin Neuroscience Limited) which owns the rights to, and previously conducted the development of, Miraxion. Prior to such acquisition, we had entered into a license agreement with Laxdale giving us exclusive U.S. rights to market and distribute Miraxion. As a result of the Laxdale acquisition, we now have full rights to Miraxion in the United States, Canada, Japan and the European Union and for all central nervous system indications including Huntington's disease and treatment-unresponsive depression. In addition

the acquisition provides us with other compounds in earlier stages of development and a neuroscience research and development capability.

We intend to concentrate on developing our late-stage development pipeline, initially focusing on Huntington's disease and treatment-unresponsive depression. We intend to directly commercialize our neurology products in the U.S. and out-license or partner our product rights in Europe and Japan. We also intend to out-license or partner our pipeline globally for indications outside neurology, including treatment-unresponsive depression.

Amarin therefore anticipates that future revenues will comprise (i) direct product sales in the U.S. from self-marketed neurology products and (ii) milestones and royalty income from its development and marketing partners for markets outside the U.S. and for indications other than in the field of neurology. Amarin also intends to leverage its development capabilities by supplementing its internal development pipeline through acquiring and/or in-licensing products.

Our principal executive offices are located at 7 Curzon Street, London W1J 5HG, England. Our telephone number is +44-20-7499-9009.

Miraxion for Huntington's disease

Huntington's disease is a genetic neurodegenerative disease characterized by movement disorder, dementia and psychiatric disturbance. It has been diagnosed in approximately 30,000 patients in the U.S. and a similar number in Europe. Additionally, over 200,000 people in the U.S. alone are genetically "at risk" of developing the disease. Onset of symptoms is typically between 30-50 years of age with a typical life expectancy from diagnosis of 10-25 years. Patients with late stage disease require continuous nursing care, often in nursing homes, with an estimated annual cost to the U.S. economy of up to $2.5 billion. Presently, there is no effective treatment or cure. The potential Huntington's disease market in North America and Europe is estimated to be greater than $500 million per year in total.

Following positive results in phase II studies for Miraxion, Laxdale began a 135 patient phase III double-blind placebo-controlled study in 2001. Statistical significance was not achieved in the entire patient population in this study, primarily due to the high number of patients who did not comply with the protocol. However, in those patients that complied with the protocol ("per protocol"), a trend to statistical significance was observed. Additionally, further analysis of the clinical data from the phase III study also identified a group of Huntington's patients that responded to Miraxion with statistical significance. Statistically significant improvement was found in patients whose cytosine, adenosine and guanine (CAG) repeat length was less than 45. Huntington's disease is believed to be caused by a genetic mutation of the CAG repeat. It is believed that there is a direct link between CAG repeat length and age of onset, disease progression and the clinical symptoms of Huntington's disease. CAG repeat length can be measured by a genetic blood test. It is estimated that patients with a CAG repeat length of less than 45 represent over 65% of all Huntington's disease patients. We plan to conduct further phase III studies for Miraxion, utilizing the information obtained from the initial phase III trial, the per protocol analysis, the specific CAG repeat length analysis, recent discussions with the FDA and feedback from the European Medicines Evaluation Agency ("EMEA") to assist in designing the protocol for such studies. It is anticipated that the studies will start in the first half of 2005, subject to finalization of the protocol. Miraxion was submitted for regulatory approval in Europe in June 2003 based on the initial phase III clinical data. Because this was a final submission, we were not able to incorporate the results of any further Phase III studies into this European application and therefore, as reported in our Report on Form 6-K dated February 17, 2005, the Company voluntarily withdrew its application, but will be able to reapply for approval on the basis of the two phase III studies planned to begin in the first half of 2005 should the need arise.

Miraxion has been granted fast track designation by the FDA for Huntington's disease and has received orphan drug designation in the U.S. and Europe for this indication. Fast track status generally

represents the FDA's commitment to provide a six-month review period for a filed New Drug Application (NDA), which is faster than the typical review period for most non-fast track drugs. Fast track status does not however guarantee a specific review time or a pre-determined outcome. Orphan drugs are those that treat rare diseases or conditions, and if approved receive marketing exclusivity of seven years in the U.S. and up to ten years in Europe. However, orphan drug exclusivity does not bar competitors from developing other active molecules. In addition, the same molecule can be separately developed and approved within such special exclusivity period for the same indication if shown to be clinically superior or under other circumstances. Orphan drug status does not confer patent rights upon the holder, nor does it provide an exemption from claims of infringement of patents which may be held by third parties.

Miraxion for treatment unresponsive depression

Clinical depression is one of the most common mental illnesses, affecting more than 19 million people in the U.S. alone each year. In 2003, U.S. sales of antidepressants were approximately $12 billion. However, about one third of patients with depression still fail to respond to standard drugs and another third show only partial response. Miraxion is being developed as an adjunctive therapy to treat those who do not respond to current treatments.

A number of phase II clinical trials have been conducted with Miraxion in treatment-unresponsive depression that concluded with statistical significance that a 1-gram per day dose of Miraxion was effective in treating depression in patients who remained depressed despite receiving standard therapy. The results of two of these trials were published in the Archives of General Psychiatry in October 2002 and the American Journal of Psychiatry in March 2002.

As a result of these encouraging clinical trial results, Amarin intends to further evaluate the clinical benefits of Miraxion in this indication and will seek a development and marketing partner to accelerate this program.

Amarin's short-term objectives

- To commence phase III studies with Miraxion in Huntington's Disease in the first half of 2005
- To commence late-stage clinical studies in 2005 in another indication with a product either from Amarin's internal pipeline or from in-licensing or acquisition activities.

RISK FACTORS

You should carefully consider the risks and the information about our business described below, together with all of the other information included in this prospectus, before buying shares in this offering. You should not interpret the order in which these considerations are presented as an indication of their relative importance to you.

We have a history of losses, and we may continue to generate losses in the foreseeable future.

We have not been profitable in any of the last three fiscal years. For the fiscal years ended December 31, 2001, 2002 and 2003, we reported losses of approximately $5.3 million, $37.0 million and $20.9 million respectively under UK GAAP. Unless and until marketing approval is obtained from the U.S. Food and Drug Administration (FDA) for our principal product, Miraxion, or we are otherwise able to acquire rights to products that have received regulatory approval or are at an advanced stage of development and can be readily commercialized, we may not be able to generate revenues in future periods and we may not be able to return to profitability.

In February 2004, we divested a majority of our assets. Although we acquired Laxdale Limited and its Stirling, Scotland facility on October 8, 2004, we continue to have limited operations, assets and financial resources. As a result, we currently have no marketable products or other source of revenues. All of our current products including Miraxion, our principal product, are in the development stage. The development of pharmaceutical products is a capital intensive business. Therefore, we expect to incur expenses without corresponding revenues at least until we are able to obtain regulatory approval and sell our future products in significant quantities. This may result in net operating losses, which will increase continuously until we can generate an acceptable level of revenues, which we may not ever attain. Further, even if we do achieve operating revenues, there can be no assurance that such revenues will be sufficient to fund continuing operations. Therefore we cannot predict whether we will ever be able to achieve profitability.

Although we intend to acquire rights to additional products, which we anticipate may either be in the development stage or approved products, we may not ever be successful in doing so. There is also a risk that Miraxion or any other development stage products we may acquire will not be approved by the FDA or regulatory authorities in other countries on a timely basis or at all. The inability to obtain such approvals would adversely affect our ability to generate revenues.

The likelihood of success of our business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early stage businesses and the competitive environment in which we operate.

Our historical financial results do not form an accurate basis for assessing our current business.

As a consequence of the divestiture of a majority of our business and assets during 2003 and early 2004, our financial results for 2003 and prior periods do not form an accurate basis upon which investors should base an assessment of our business and prospects. Prior to such divestiture, our revenues were generated primarily from the sale of marketable products in the U.S, the out-licensing of our proprietary technologies, and research and development work performed on a contract basis. All of these lines of business have been sold, and our current focus is on development efforts for Miraxion and targeting new products for potential acquisition. Accordingly, our historical financial results reflect a substantially different business from that currently being conducted.

We may have to issue additional equity leading to shareholder dilution.

We are committed to issue equity to the former shareholders of Laxdale upon the successful achievement of specified milestones for the Miraxion development program (subject to such

shareholders' right to choose cash payment in lieu of equity). See "Recent Developments—Laxdale Acquisition." We have also issued warrants to purchase 500,000 ordinary shares, which were originally acquired by Elan Corporation plc as part of a debt re-negotiation and were subsequently sold by Elan to Amarin Investment Holding Limited, an entity controlled by Thomas G. Lynch, our Chairman. Additionally, in pursuing our growth strategy it is probable that we will either need to issue new equity as consideration for the acquisition of products, or to raise new finance in which case new equity or convertible equity or debt instruments may be issued to new or existing shareholders. The creation of new shares would lead to dilution of the current shareholder base.

If we cannot find additional capital resources, we will have difficulty in operating as a going concern and growing our business.

As of December 8, 2004 and on the basis of forecast cash flows, we have sufficient cash to fund the group's operating activities, including the planned phase III trials for Miraxion in Huntington's disease, through the summer of 2005. We intend to obtain additional funding through earning license fees from partnering our drug development pipeline and/or completing further equity-based financings in the forthcoming year. There is no assurance however that our efforts to raise additional funding will be successful. If efforts are unsuccessful, there is uncertainty as to whether we will be able to fund our operations on an ongoing basis. We may also require further capital investment in the future to implement our long-term growth strategy of acquiring additional development stage and/or marketable products, recruiting clinical, regulatory and sales and marketing personnel, and growing our business. Depending on market conditions and our ability to maintain financial stability, we may not have access to additional capital on reasonable terms or at all. Any inability to obtain additional financing when needed would adversely affect our ability to sustain and to grow our business.

We will be dependent upon the success of a limited range of products.

At present we are substantially reliant upon the success of our principal product, Miraxion. If development efforts for this product are not successful, or if adequate demand for this product is not generated should FDA approval be obtained, our business will be materially and adversely affected. Although we intend to acquire additional products, even if we are successful in doing so the range of products we will be able to commercialize may be limited, given our financial resources. This could restrict our ability to respond to adverse business conditions. If we are not successful in developing Miraxion or any future product, or if there is not adequate demand for any such product or the market for such product develops less rapidly than we anticipate, we may not have the capability to shift our resources to the development of alternative products. As a result, the limited range of products we intend to develop could constrain our ability to generate revenues and achieve profitability.

Our ability to generate revenues depends on obtaining regulatory approvals for Miraxion.

Miraxion, which is in Phase III development for Huntington's disease and Phase II development for treatment-unresponsive depression, is currently our only product in late-stage development. In order to successfully commercialize Miraxion, we will be required to conduct all tests and clinical trials needed in order to meet regulatory requirements, to obtain applicable regulatory approvals, and to prosecute patent applications. The costs of developing and obtaining regulatory approvals for pharmaceutical products can be substantial. It is our intent to conduct a further Phase III program to support a possible new drug application or "NDA" for Miraxion for the treatment of Huntington's disease. This decision is consistent with the approval process of new drug products for neurological diseases, and reflects the fact that statistical significance was not achieved in the entire study patient population in the first Phase III study. Our ability to commercialize Miraxion for this indication is dependent upon the success of these development efforts. If such clinical trials fail to produce satisfactory results, or if we are unable to maintain the financial and operational capability to complete

these development efforts, we may not ever be able to generate revenues from Miraxion. Even if we obtain regulatory approvals, the timing or scope of any approvals may prohibit or reduce our ability to commercialize Miraxion successfully. For example, if the approval process takes too long we may miss market opportunities and give other companies the ability to develop competing products. Additionally, the terms of any approvals may not have the scope or breadth needed for us to commercialize successfully Miraxion.

We may not be successful in developing or marketing future products if we cannot meet extensive regulatory requirements for quality, safety and efficacy promulgated by the FDA and other regulatory agencies.

Our long-term strategy involves the development of products we may acquire from third parties. The success of these efforts is dependent in part upon the ability of the products to meet and to continue to meet regulatory requirements in the jurisdictions where we ultimately intend to sell such products. The development, manufacture and marketing of pharmaceutical products are subject to extensive regulation by governmental authorities in the U.S., the European Union, Japan and elsewhere. In the U.S., the FDA generally requires pre-clinical testing and clinical trials of each drug to establish its safety and efficacy and extensive pharmaceutical development to ensure its quality before its introduction into the market. Regulatory authorities in other jurisdictions impose similar requirements. The process of obtaining regulatory approvals is lengthy and expensive and the issuance of such approvals is uncertain. The commencement and rate of completion of clinical trials may be delayed by many factors, including:

- the inability to manufacture sufficient quantities of qualified materials under current manufacturing practices for use in clinical trials;
- slower than expected rates of patient recruitment;
- the inability to observe patients adequately after treatment;
- changes in regulatory requirements for clinical trials;
- the lack of effectiveness during clinical trials;
- unforeseen safety issues;
- delays, suspension, or termination of a trial due to the institutional review board responsible for overseeing the study at a particular study site; and
- government or regulatory delays or “clinical holds” requiring suspension or termination of a trial.

Even if we obtain positive results from early stage pre-clinical or clinical trials, we may not achieve the same success in future trials. Clinical trials may not demonstrate statistically sufficient safety and effectiveness to obtain the requisite regulatory approvals for product candidates. The failure of clinical trials to demonstrate safety and effectiveness for our desired indications could harm the development of that product candidate as well as other product candidates, and our business and results of operations would suffer.

Any approvals that are obtained may be limited in scope, or may be accompanied by burdensome post-approval study or other requirements. This could adversely affect our ability to receive future royalty payments from the sale of such products. Even in circumstances where products are approved by a regulatory body for sale, the regulatory or legal requirements may change over time, or new safety or efficacy information may be identified concerning a product, which may lead to the withdrawal of a product from the market. Additionally, even after approval, a marketed drug and its manufacturer are subject to continual review. The discovery of previously unknown problems with a product or

manufacturer may result in restrictions on such product or manufacturer, including withdrawal of the product from the market, which would have a negative impact on our potential revenue stream.

After approval, our products will be subject to extensive government regulation.

Once a product is approved, numerous post-approval requirements apply. Among other things, the holder of an approved NDA or other license is subject to periodic and other monitoring and reporting obligations of the FDA and other regulatory bodies, including obligations to monitor and report adverse events and instances of the failure of a product to meet the specifications in the approved application. Application holders must also submit advertising and other promotional material to regulatory authorities and report on ongoing clinical trials.

Advertising and promotional materials must comply with FDA rules in addition to other potentially applicable federal and local laws in the U.S. and in other countries. In the U.S., the distribution of product samples to physicians must comply with the requirements of the U.S. Prescription Drug Marketing Act. Manufacturing facilities remain subject to FDA inspection and must continue to adhere to the FDA's current good manufacturing practice requirements. Application holders must obtain FDA approval for product and manufacturing changes, depending on the nature of the change. Sales, marketing, and scientific/educational grant programs must comply with the U.S. Medicare-Medicaid Anti-Fraud and Abuse Act, as amended, the U.S. False Claims Act, as amended, and similar state laws. Pricing and rebate programs must comply with the U.S. Medicaid rebate requirements of the Omnibus Budget Reconciliation Act of 1990, as amended. If products are made available to authorized users of the U.S. Federal Supply Schedule of the General Services Administration, additional laws and requirements apply. All of these activities are also potentially subject to U.S. federal and state consumer protection and unfair competition laws. Similar requirements exist in all of these areas in other countries.

Depending on the circumstances, failure to meet these post-approval requirements can result in criminal prosecution, fines or other penalties, injunctions, recall or seizure of products, total or partial suspension of production, denial or withdrawal of pre-marketing product approvals, or refusal to allow us to enter into supply contracts, including government contracts. In addition, even if we comply with FDA and other requirements, new information regarding the safety or effectiveness of a product could lead the FDA to modify or withdraw a product approval.

Adverse regulatory action, whether pre- or post-approval, can potentially lead to product liability claims and increase our product liability exposure.

Our future products may not be able to compete effectively against those of our competitors.

Competition in the pharmaceutical industry is intense and is expected to increase. If we are successful in completing the development of Miraxion, we may face competition to the extent other pharmaceutical companies are able to develop products for the treatment of Huntington's disease. Potential competitors in this market may include companies with greater resources and name recognition than us. Furthermore, to the extent we are able to acquire or develop additional marketable products in the future, such products will compete with a variety of other products within the U.S., possibly including established drugs and major brand names. Competitive factors, including generic competition, could force us to lower prices or could result in reduced sales. In addition, new products developed by others could emerge as competitors to our future products. Products based on new technologies or new drugs could render our products obsolete or uneconomical.

Our potential competitors both in the U.S. and Europe may include large, well-established pharmaceutical companies, specialty pharmaceutical sales and marketing companies, and specialized neurology companies. In addition, we may compete with universities and other institutions involved in the development of technologies and products that may be competitive with ours. Many of our

competitors will likely have greater resources than us, including financial, product development, marketing, personnel and other resources. Should a competitive product obtain marketing approval prior to Miraxion, this would significantly erode the projected revenue streams and anticipated first-to-market advantage for such product.

The success of our future products will also depend in large part on the willingness of physicians to prescribe these products to their patients. Our future products may compete against products that have achieved broad recognition and acceptance among medical professionals. In order to achieve an acceptable level of subscriptions for our future products, we must be able to meet the needs of both the medical community and end users with respect to cost, efficacy and other factors.

Our supply of future products could be dependent upon relationships with manufacturers and key suppliers.

We have no in-house manufacturing capacity and, to the extent we are successful in completing the development of Miraxion and/or acquiring or developing marketable products in the future, we will be obliged to rely upon contract manufacturers to produce our products. We may not be able to enter into manufacturing arrangements on terms that are favorable to us. Moreover, if any future manufacturers should cease doing business with us or experience delays, shortages of supply or excessive demands on their capacity, we may not be able to obtain adequate quantities of product in a timely manner, or at all. Manufacturers are required to comply with current Good Manufacturing Practices regulations promulgated by the FDA. The failure by a future manufacturer to comply with these regulations could affect its ability to provide us with product. Any manufacturing problem or the loss of a contract manufacturer could be disruptive to our operations and result in lost sales.

Additionally, we will be reliant on third parties to supply the raw materials needed to manufacture Miraxion and other potential products. Any reliance on suppliers may involve several risks, including a potential inability to obtain critical materials and reduced control over production costs, delivery schedules, reliability and quality. Any unanticipated disruption to future contract manufacture caused by problems at suppliers could delay shipment of products, increase our cost of goods sold and result in lost sales.

We may not be able to grow our business unless we can acquire and market or in-license new products.

We are pursuing a strategy of product acquisitions and in-licensing in order to generate growth. Although we intend to engage in proprietary research and development of new compounds, our capability to conduct these activities is limited. We must therefore rely on our ability to identify other companies that are willing to sell or license product lines to us. We will be competing for these products with other parties, many of whom have substantially greater financial, marketing and sales resources. Even if suitable products are available, depending on competitive conditions we may not be able to acquire rights to additional products on acceptable terms, or at all. Our inability to acquire additional products or successfully introduce new products could have a material adverse effect on our business.

In order to commercialize our future products, we will need to establish a sales and marketing capability.

At present we do not have any sales or marketing capability, since all of our products are currently in the development stage. However if we are successful in obtaining regulatory approval for Miraxion, we intend to directly commercialize this product in the U.S. market. Similarly, to the extent we execute our long term strategy of expanding our portfolio by developing or acquiring additional marketable products, we intend to directly sell our neurology products in the U.S. In order to market Miraxion and

any other new products, we will need to add marketing and sales personnel who have expertise in the pharmaceuticals business. We must also develop the necessary supporting distribution channels. Although we believe we can build the required infrastructure, we may not be successful in doing so if we cannot attract personnel or generate sufficient capital to fund these efforts. Failure to establish a sales force and distribution network in the United States would have a material adverse effect on our ability to grow our business.

The planned expansion of our business may strain our resources.

Our strategy for growth includes potential acquisitions of new products for development and the introduction of these products to the market. Since we currently operate with limited resources, the addition of such new products could require a significant expansion of our operations, including the recruitment, hiring and training of additional personnel, particularly those with a clinical or regulatory background. Any failure to recruit necessary personnel could have a material adverse effect on our business. Additionally, the expansion of our operations and work force could create a strain on our financial and management resources.

We may incur potential liabilities relating to discontinued operations or products.

In October 2003 we sold Gacell Holdings AB, the Swedish holding company of Amarin Development AB (ADAB), our Swedish drug development subsidiary, to Watson Pharmaceuticals, Inc. In February 2004 we sold our U.S. subsidiary, Amarin Pharmaceuticals Inc., and certain assets to Valeant Pharmaceuticals International. In connection with these transactions, we provided a number of representations and warranties to Valeant and Watson regarding the respective businesses sold to them, and other matters, and we undertook to indemnify Valeant and Watson under certain circumstances for breaches of such representations and warranties. We are not aware of any circumstances which could reasonably be expected to give rise to an indemnification obligation under our agreements with either Valeant or Watson. However, we cannot predict whether matters may arise in the future which were not known to us and which, under the terms of the relevant agreements, could give rise to a claim against us.

We will be dependent on patents, proprietary rights and confidentiality.

Because of the significant time and expense involved in developing new products and obtaining regulatory approvals, it is very important to obtain patent and trade secret protection for new technologies, products and processes. Our ability to successfully implement our business plan will depend in large part on our ability to:

- acquire patented or patentable products and technologies;
- obtain and maintain patent protection for our current and acquired products;
- preserve any trade secrets relating to our current and future products; and
- operate without infringing the proprietary rights of third parties.

Although we intend to make reasonable efforts to protect our current and any future intellectual property rights and to ensure that any proprietary technology we acquire does not infringe the rights of other parties, we may not be able to ascertain the existence of all potentially conflicting claims. Therefore, there is a risk that third parties may make claims of infringement against our current or future products or technologies. In addition, third parties may be able to obtain patents that prevent the sale of our current or future products or require us to obtain a license and pay significant fees or royalties in order to continue selling such products.

We may in the future discover the existence of products that infringe upon patents that we own or that have been licensed to us. Although we intend to protect our trade secrets and proprietary know-how through confidentiality agreements with our manufacturers, employees and consultants, we may not be able to prevent our competitors from breaching these agreements or independently developing or learning of our trade secrets.

We anticipate that competitors may from time to time oppose our efforts to obtain patent protection for new technologies or to submit patented technologies for regulatory approvals. Competitors may seek to challenge patent applications or existing patents to delay the approval process, even if the challenge has little or no merit. Patent challenges are generally highly technical, time consuming and expensive to pursue. Were we to be subject to one or more patent challenges, that effort could consume substantial time and resources, with no assurances of success, even when holding an issued patent.

The loss of any key management or qualified personnel could disrupt our business.

We are highly dependent upon the efforts of our senior management. The loss of the services of one or more members of senior management could have a material adverse effect on us. As a small company with a streamlined management structure, the departure of any key person could have a significant impact and would be potentially disruptive to our business. Furthermore, because of the specialized nature of our business, as our business plan progresses we will be highly dependent upon our ability to attract and retain qualified scientific, technical and key management personnel. There is intense competition for qualified personnel in the areas of our activities. In this environment we may not be able to attract and retain the personnel necessary for the development of our business, particularly if we do not achieve profitability. The failure to recruit key scientific and technical personnel would be detrimental to our ability to implement our business plan.

We have entered into an employment agreement with our chief executive officer. The term of this agreement continues in full force and effect, subject to each party’s right to terminate upon twelve months’ notice. Our officers and key employees, other than our chief executive officer, are not employed for any specified period and are not restricted from seeking employment elsewhere, subject only to giving appropriate notice to us.

We are subject to continuing potential product liability.

Although we disposed of the majority of our former products during 2003 and 2004, we remain subject to the potential risk of product liability claims relating to the manufacturing and marketing of our former products during the period prior to their divestiture. Any person who is injured as a result of using one of our former products during our period of ownership may have a product liability claim against us without having to prove that we were at fault. The potential for liability exists despite the fact that our former subsidiary, Amarin Pharmaceuticals Inc. (API), conducted all sales and marketing activities with respect to such product. Although we have not retained any liabilities of API in this regard, as the prior holder of ownership rights to such former products we could be subject to potential claims on a theory of strict liability. Since we distributed and sold our products to a wide number of end users, the risk of such claims could be material. Product liability claims could also be brought by persons who took part in clinical trials involving our former development stage products. A successful claim brought against us could have a material adverse effect on our business. We do not at present carry product liability insurance to cover any such risks.

If we were to seek insurance coverage, we may not be able to maintain product liability coverage on acceptable terms if our claims experience results in high rates, or if product liability insurance otherwise becomes costlier or unavailable because of general economic, market or industry conditions.

If we add significant products to our portfolio, we will require product liability coverage and may not be able to secure such coverage at reasonable rates or at all.

The price of our ADSs may be volatile.

The stock market has from time to time experienced significant price and volume fluctuations that may be unrelated to the operating performance of particular companies. In addition, the market prices of the securities of many pharmaceutical and medical technology companies have been especially volatile in the past, and this trend is expected to continue in the future. Our ADSs may also be subject to volatility as a result of their limited trading market. We currently have approximately 37.1 million ADSs outstanding, creating a risk that there may not be sufficient liquidity in the market to accommodate significant increases in selling activity or the sale of a large block of securities. The outstanding ADS amount includes approximately 10 million ADSs currently subject to lockup agreements, including 7,371,210 ADSs held by Amarin Investment Holding Limited (an entity controlled by our Chairman, Mr. Thomas G. Lynch) which are subject to a lockup agreement pursuant to which they may not be sold for a period of six months from October 8, 2004. This will further restrict liquidity in the short term. Pursuant to a registration statement which became effective in January 2005, we registered 25,747,024 additional ordinary shares, of which 6,054,688 are contingent shares issuable only upon the occurrence of certain milestones, and the balance of approximately 19.7 million shares are currently issued and outstanding. Of these 19.7 million shares, approximately 14.4 million are eligible for sale and the balance of approximately 5.3 million are subject to restrictions on transfer pursuant to lockup agreements. Specifically 2,717,391 shares recently issued to Amarin Investment Holding Limited (which shares are included in the 7,371,210 ADSs held by it as discussed above) may not be sold for a period of six months from October 8, 2004, and 2,572,000 shares issued to Belsay Limited (in connection with the acquisition of Laxdale) can only be sold within certain limitations for a period of up to 360 days from October 8, 2004. For further details regarding the limitations applicable to Belsay see “Recent Developments—Laxdale Acquisition.” Accordingly, the trading market for our ADSs may remain illiquid until such lockup periods expire. In addition, our ADSs have historically had limited trading volume, which may also result in volatility. During the twelve-month period from February 26, 2004 through February 25, 2005, the average daily trading volume for our ADSs has been approximately 77,314 shares. During the period from October 8, 2004 (being the date that we closed the Laxdale acquisition) through February 25, 2005, however, the average daily trading volume for our ADSs has been approximately 120,352 shares. Nevertheless, if our public float and the level of trading remain at limited levels over the long term, this could result in volatility and increase the risk that the market price of our ADSs may be affected by factors such as:

- the announcement of new products or technologies;
- innovation by us or our future competitors;
- developments or disputes concerning any future patent or proprietary rights;
- actual or potential medical results relating to our products or our competitors’ products;
- interim failures or setbacks in product development;
- regulatory developments in the U.S., the European Union or other countries;
- currency exchange rate fluctuations; and
- period-to-period variations in our results of operations.

The rights of our shareholders may differ from the rights typically afforded to shareholders of a U.S. corporation.

We are incorporated under English law. The rights of holders of Ordinary Shares and, therefore, certain of the rights of holders of ADSs, are governed by English law, including the Companies Act 1985, (as amended), and by our memorandum and articles of association. These rights differ in certain respects from the rights of shareholders in typical U.S. corporations. See "Description of Ordinary Shares." The principal differences include the following:

- Under English law, each shareholder present at a meeting has only one vote unless a valid demand is made for a vote on a poll, in which each holder gets one vote per share owned. Under U.S. law, each shareholder typically is entitled to one vote per share at all meetings. Under English law, it is only on a poll that the number of shares determines the number of votes a holder may cast. You should be aware, however, that the voting rights of ADSs are also governed by the provisions of a deposit agreement with our depositary bank. See "Description of American Depositary Shares—Voting Rights."

- Under English law, each shareholder generally has pre-emptive rights to subscribe on a proportionate basis to any issuance of shares. Under U.S. law shareholders generally do not have pre-emptive rights unless specifically granted in the certificate of incorporation or otherwise. See "Description of Ordinary Shares—Pre-emptive Rights."

- Under English law, certain matters require the approval of 75% of the shareholders, including amendments to the memorandum and articles of association. This may make it more difficult for us to complete corporate transactions deemed advisable by the board of directors. Under U.S. law, generally only majority shareholder approval is required to amend the certificate of incorporation or to approve other significant transactions. See "Description of Ordinary Shares—Voting Rights."

- Under English law, shareholders may be required to disclose information regarding their equity interests upon our request, and the failure to provide the required information could result in the loss or restriction of rights attaching to the shares including prohibitions on the transfer of the shares as well as restrictions on dividends and other payments. Comparable provisions generally do not exist under U.S. law. See "Description of Ordinary Shares—Disclosure of Interests."

- The quorum requirements for a shareholders' meeting is a minimum of two persons present in person or by proxy. Under U.S. law, a majority of the shares eligible to vote must generally be present (in person or by proxy) at a shareholders' meeting in order to constitute a quorum. The minimum number of shares required for a quorum can be reduced pursuant to a provision in a company's certificate of incorporation or bylaws, but typically not below one-third of the shares entitled to vote at the meeting.

U.S. shareholders may not be able to enforce civil liabilities against us.

A number of our directors and executive officers are non-residents of the U.S., and all or a substantial portion of the assets of such persons are located outside the U.S. As a result, it may not be possible for investors to effect service of process within the U.S. upon such persons or to enforce against them judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal securities laws of the U.S. We have been advised by our English solicitors that there is doubt as to the enforceability in England in original actions, or in actions for enforcement of judgments of U.S. courts, of civil liabilities to the extent predicated upon the federal securities laws of the U.S.

Foreign currency fluctuations may affect our future financial results or cause us to incur losses.

We record our transactions and prepare our financial statements in U.S. dollars. See Item 3A of our Annual Report on Form 20-F for the year ended December 31, 2003—"Selected Financial Data—General—Exchange Rates." Since our strategy involves the development of products for the U.S. market, we anticipate that the majority of our revenues and expenditures will be denominated in U.S. dollars. However, certain of our costs are denominated in pounds sterling and in euro as a result of our having operations based in the United Kingdom and the European Union. As a consequence, the results reported in our financial statements are potentially subject to the impact of currency fluctuations between the U.S. dollar on the one hand, and pounds sterling and euro on the other hand. We believe this risk is not currently material since we are focused on development activities and do not anticipate generating revenues in the short-term future. Accordingly, we do not engage in currency hedging activities in order to restrict the risk of exchange rate fluctuations. However, if we should commence commercializing any products in the U.S., changes in the relation of the U.S. dollar to the pound sterling and/or the euro may affect our revenues and operating margins. In general, we could incur losses if the U.S. dollar should become devalued relative to the pound sterling and/or the euro.

Holders of our Ordinary Shares or ADSs who are U.S. residents may face adverse tax consequences.

There is a risk that we will be classified as a passive foreign investment company, or PFIC. Our treatment as a PFIC could result in a reduction in the after-tax return to the holders of our Ordinary Shares or ADSs and would likely cause a reduction in the value of such shares. For U.S. federal income tax purposes, we will be classified as a PFIC for any taxable year in which (i) 75% or more of our gross income is passive income or (ii) at least 50% of the average value of all of our assets for the taxable year produce or are held for the production of passive income. For this purpose, passive income includes dividends, interest, royalties, rents, annuities and the excess of gains over losses from the disposition of assets which produce passive income. Because we may receive interest income and royalties, there is a risk that we will be declared a PFIC under the income test described above. In addition, as a result of our cash position, there is a risk under the asset test described above that we will be declared a PFIC in the event the price of our Ordinary Shares declines substantially. If we were determined to be a PFIC for U.S. federal income tax purposes, highly complex rules would apply to U.S. Holders owning Ordinary Shares. Accordingly, you are urged to consult your tax advisors regarding the applic