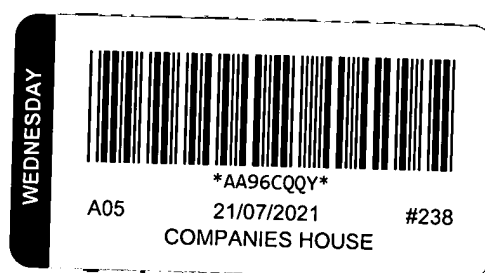


**Company Registration No. 02832020**

**MICROGEN BIOPRODUCTS LIMITED**

**Annual Report and Financial Statements**

**31 December 2020**



# **MICROGEN BIOPRODUCTS LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020**

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# **MICROGEN BIOPRODUCTS LIMITED**

## **FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

A W Dyer (resigned 5 January 2021)  
G D Mullis  
J M McCarthy (appointed 5 January 2021)

#### **SECRETARY**

N R C Plummer (appointed 1 April 2021)

#### **REGISTERED OFFICE**

Unit 1 Watchmoor Point  
Watchmoor Road  
Camberley  
GU15 3AD  
United Kingdom

#### **BANKERS**

Barclays Business Banking  
Guildford Team, PO Box 673  
Town Gate House  
Church Street East  
Woking  
BX3 2BB

#### **AUDITOR**

Constantin  
Statutory Auditor  
25 Hosier Lane  
London  
EC1A 9LQ  
United Kingdom

# **MICROGEN BIOPRODUCTS LIMITED**

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 December 2020.

The directors have taken the small companies exemption contained in s414B of the Companies Act 2006 from the requirement to prepare a strategic report.

The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. All applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

### **PRINCIPAL ACTIVITY**

The principal activity of the company is that of the development, manufacture and sale of clinical diagnostic kits and products for the detection of food and environmental pathogens and contaminants.

### **RESULTS AND DIVIDENDS**

As shown in the company's Statement of Comprehensive Income on page 8, the company's revenue amounted to £4,174k (2019 - £2,620k), whilst the company incurred a profit before tax of £309k (2019 - £467k loss) for the year.

As shown in the company's Statement of Financial Position on page 9, net assets amounted to £248k (2019 - £23k net liabilities).

The directors do not recommend payment of a dividend (2019 - £nil).

### **FUTURE DEVELOPMENTS**

The company will continue to manufacture diagnostic reagents which are sold to other diagnostic companies, to be included in their own range of related products as bulk reagents or in kit format.

### **RESEARCH AND DEVELOPMENT**

The company undertook research and development in a number of product areas, including continued improvements to existing products and new research, within its principal activity.

### **FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company's activities expose it to a number of financial risks including cash flow risk, credit risk and liquidity risk. The use of financial derivatives is governed by the Company's policies approved by the board of directors, which provide written principles on the use of financial derivatives to manage these risks. The Company does not use derivative financial instruments for speculative purposes.

#### ***Cash flow risk***

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. The Company does not hedge against this exposure.

#### ***Credit risk***

The Company's principal financial assets are bank balances and cash and trade and other receivables.

The Company's credit risk is primarily attributable to its trade and intercompany receivables. The amounts presented in the statement of financial position are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

#### ***Liquidity risk***

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses intercompany finance.

# **MICROGEN BIOPRODUCTS LIMITED**

## **DIRECTORS' REPORT**

### **GOING CONCERN**

The company is financed by Novacyt SA, its parent company (together with its subsidiaries "the Group").

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they adopt the going concern basis of accounting in preparing the financial statements.

The going concern model covers the period up to and including July 2022. In making this assessment the Directors have considered the following elements:

- the working capital requirements of the business; and
- Letter of Comfort from Novacyt S.A. to the company.

In the event the current dispute, as documented in the Group accounts in note 50, is fully settled in favour of the counterparty, the forecast prepared by the company shows that it is able to cover its cash needs during the financial year 2021 and until July 2022 without the raising of any banking or other financing facility.

### **SUBSEQUENT EVENTS**

There are no subsequent events.

### **DIRECTORS**

The directors who served during the year and to the date of approval of this report were as follows:

G D Mullis

A W Dyer (resigned 5 January 2021)

J M McCarthy (appointed 5 January 2021)

### **DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

# **MICROGEN BIOPRODUCTS LIMITED**

## **DIRECTORS' REPORT**

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

### **AUDITOR**

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

Constantin were appointed as auditor in the period and have expressed their willingness to continue in office as auditor. A resolution to reappoint them as auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on its behalf



J M McCarthy

Director

Date: 12 July 2021

# **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MICROGEN BIOPRODUCTS LIMITED**

## **Report on the audit of the financial statements**

### **Opinion**

In our opinion the financial statements of Microgen Bioproducts Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Statement of Comprehensive Income;
- the Statement of Financial Position;
- the Statement of Changes in Equity; and
- the Related Notes 1 to 20.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MICROGEN BIOPRODUCTS LIMITED (continued)**

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit for the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included Medicines and Health products Regulatory Agency regulations and Health and Safety regulations.

We discussed among the audit engagement team including tax specialist regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MICROGEN BIOPRODUCTS LIMITED (continued)**

### **Report on other legal and regulatory requirements**

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

#### **Matters on which we are required to report by exception**

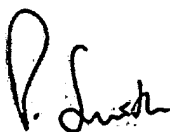
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report or from the requirement to prepare a Strategic Report.

We have nothing to report in respect of these matters.

#### **Use of our report**

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



**Peter Smith (Senior Statutory Auditor)**  
**For and on behalf of Constantin**  
Statutory Auditor  
25 Hosier Lane, London, EC1A 9LQ, United Kingdom  
Date: 12 July 2021

# MICROGEN BIOPRODUCTS LIMITED

## STATEMENT OF COMPREHENSIVE INCOME Year ended 31 Deember 2020

	Note	2020 £'000	2019 £'000
<b>Continuing Operations</b>			
<b>REVENUE</b>	3	4,174	2,620
Cost of sales		(1,449)	(1,150)
<b>GROSS PROFIT</b>		2,725	1,470
Administrative expenses		(2,243)	(1,765)
Exceptional income/costs	5	4	(60)
Other operating income		1	-
<b>OPERATING PROFIT/LOSS</b>		487	(355)
Finance cost	8	(217)	(130)
Finance income	8	39	18
<b>PROFIT/LOSS BEFORE TAX</b>	4	309	(467)
Tax on profit/loss	9	(38)	-
<b>TOTAL COMPREHENSIVE INCOME/EXPENSE FOR THE FINANCIAL YEAR ATTRIBUTABLE TO THE COMPANY</b>		271	(467)

There were no other items of comprehensive income in either the current year or preceding year.

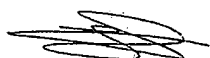
# MICROGEN BIOPRODUCTS LIMITED

## STATEMENT OF FINANCIAL POSITION As at 31 December 2020

	Note	2020 £'000	2019 £'000
<b>NON-CURRENT ASSETS</b>			
Other intangible assets	10	22	86
Property, plant and equipment	11	1,639	1,747
Other receivables	14	95	95
		<u>1,756</u>	<u>1,928</u>
<b>CURRENT ASSETS</b>			
Inventory	13	1,167	523
Trade and other receivables	14	4,148	1,331
Cash at bank and in hand		677	270
		<u>5,992</u>	<u>2,124</u>
<b>TOTAL ASSETS</b>		<u>7,748</u>	<u>4,052</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	15	(6,100)	(2,648)
Obligations under leases	16	(77)	(72)
		<u>(6,177)</u>	<u>(2,720)</u>
<b>NON-CURRENT LIABILITIES</b>			
Obligations under leases	16	(1,152)	(1,229)
Provisions	17	(133)	(126)
Deferred tax liability	12	(38)	-
		<u>(7,500)</u>	<u>(4,075)</u>
<b>TOTAL LIABILITIES</b>		<u>(7,500)</u>	<u>(4,075)</u>
<b>NET ASSETS/(LIABILITIES)</b>		<u>248</u>	<u>(23)</u>
<b>EQUITY</b>			
Called up share capital	18	211	211
Share premium account		77	77
Other reserves		110	110
Retained earnings		(150)	(421)
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		<u>248</u>	<u>(23)</u>

The financial statements of Microgen Bioproducts Limited, registered number 02832020, were approved by the Board of Directors and authorised for issue on 12 July 2021.

Signed on behalf of the Board of Directors



J M McCarthy

Director

# MICROGEN BIOPRODUCTS LIMITED

## STATEMENT OF CHANGES IN EQUITY As at 31 December 2020

	Called up share capital £'000	Share premium account £'000	Other reserves £'000	Retained earnings £'000	Total £'000
<b>Balance at 1 January 2019</b>	211	77	110	46	444
Loss for the year	-	-	-	(467)	(467)
<b>Total comprehensive expense for the year</b>	-	-	-	(467)	(467)
<b>Balance at 31 December 2019</b>	211	77	110	(421)	(23)
Profit for the year	-	-	-	271	271
<b>Total comprehensive expense for the year</b>	-	-	-	271	271
<b>Balance at 31 December 2020</b>	211	77	110	(150)	248

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

### 1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### **General information and basis of accounting**

Microgen Bioproducts Limited is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the registered office is given on page 1.

The principal activity of the company and the nature of its operations are set out in the Directors' Report on page 2.

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. These financial statements were prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. The principal accounting policies adopted are set out below.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, share-based payment, non-current assets held for sale, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures are given in the group accounts of Novacyt SA. The group accounts of Novacyt SA are available to the public and can be obtained as set out in note 21.

#### **Going concern**

The company is financed by Novacyt SA, its parent company (together with its subsidiaries "the Group").

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they adopt the going concern basis of accounting in preparing the financial statements.

The going concern model covers the period up to and including July 2022. In making this assessment the Directors have considered the following elements:

- the working capital requirements of the business; and
- Letter of Comfort from Novacyt S.A. to the company

In the event the current dispute, as documented in the Group Accounts in note 50, is fully settled in favour of the counterparty, the forecast prepared by the company shows that it is able to cover its cash needs during the financial year 2021 and until July 2022 without the raising of any banking or other financing facility.

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

### 1. ACCOUNTING POLICIES (continued)

#### Foreign currency

The financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are reported at the rates of exchange prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise.

#### Revenue

The Company recognises revenue from the sale of clinical diagnostic kits and products for the detection of food and environmental pathogens and contaminants.

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognises revenue when it transfers control of a product or service to a customer.

#### *Contracted research and testing services*

The company provides research and testing services to its customers in exchange for a fee which is generally dependent on the resource dedicated to the project. Revenue on such contracts is recognised when the services are rendered.

#### *Product sales*

The company recognises the revenue attributable to product sales upon shipment of the product, when there are no specific vendor obligations remaining.

The amount, if any, by which the amount invoiced exceeds recorded revenue is shown within liabilities as deferred income. The amount, if any, by which recorded revenue is in excess of amounts invoiced is shown within receivables as accrued income.

#### Pension costs

For defined contribution schemes the amount charged to the statement of comprehensive income in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the statement of financial position.

#### Exceptional items

Exceptional items are those costs or incomes that, in the view of the Board of Directors, require separate disclosure by virtue of their size or incidence, and are charged/credited in arriving at the operating profit in the historical financial information.

#### Leases

Leases are accounted for under IFRS 16, which requires a lessee to recognise a right-of-use asset and a lease liability at lease commencement for all leases, except for short-term leases and leases of low value assets.

- The right-of-use asset is initially measured at cost and subsequently measured at cost less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability.
- The lease liability is initially measured at the present value of the future lease payments discounted using the discount rate implicit in the lease (or if that rate cannot be readily determined, the lessee's incremental borrowing rate). Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others.

When measuring lease liabilities, the company discounted the lease payments using the group's borrowing rate at 1 January 2019. The rate applied is 7.5%.

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

### 1. ACCOUNTING POLICIES (continued)

#### Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the statement of financial position date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### Current tax and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### **Internally-generated intangible assets – research and development expenditure**

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from the company's development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible assets so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible assets; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

### 1. ACCOUNTING POLICIES (continued)

#### Internally-generated intangible assets – research and development expenditure (continued)

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the profit and loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

#### Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. The amortisation period for each class of intangible asset is as follows:

Computer software	33% straight line
-------------------	-------------------

#### Intellectual property

Intellectual property is measured initially at purchase cost and is amortised on a straight-line basis over its estimated useful life.

#### Property, plant and equipment

Fixtures and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.

Depreciation is provided on all property, plant and equipment, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Leasehold improvements and ROU assets	Period of lease
Plant and machinery	Straight line over 3 to 6 years
Fixtures, fittings and furniture	Straight line over 3 to 6 years
Computer equipment	Straight line over 3 years
Office equipment	Straight line over 2 years

Useful lives and residual values are reviewed at the end of every reporting period.

#### Impairment of property, plant and equipment

At each statement of financial position date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs. An intangible asset with an indefinite useful life is tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

#### Inventory

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first in, first out basis. Net realisable value is based on estimated selling price. Provision is made for obsolete, slow-moving or defective inventory where appropriate.

#### Other operating income

Other operating income includes any research and development tax credit where an actual cash income has been or is expected to be received.



# **MICROGEN BIOPRODUCTS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2020**

### **1. ACCOUNTING POLICIES (continued)**

#### **Financial assets**

Trade and other receivables are classified as loans and receivables, these are initially recognised at fair value. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. Any change in their value through impairment or reversal of impairment is recognised in profit and loss.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an expected credit loss allowance account. When a trade receivable is considered uncollectable, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

#### **Financial liabilities**

Financial liabilities are obligations to pay cash or other financial assets and are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are recorded initially at fair value and subsequently at amortised cost using the effective interest method, with interest-related charges recognised as an expense in finance costs in the profit and loss.

A financial liability is derecognised only when the obligation is extinguished.

#### **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### **Equity**

Equity comprises the following:

- "Share capital" represents the nominal value of equity shares
- "Share premium" represents the consideration over the nominal value received on issue of shares, net of expenses
- "Other reserves" represent a capital redemption reserve being the nominal value of shares cancelled by the company
- "Retained earnings" represents retained profits or losses.

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

### 2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Critical judgements in applying the Company's accounting policies

Other than those involving estimations (which are dealt with separately below), the directors have not made any critical judgements in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

#### Key sources of estimation uncertainty

The directors do not consider that there are any key sources of estimation uncertainty at the statement of financial position date, that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year.

### 3. REVENUE

All of the company's revenue, in both the current year and the prior year, was derived from the Company's principal activity.

Furthermore, all revenue was derived from the provision of services and goods and was recognised at a point in time.

An analysis of the Company's turnover by geographical market is set out below.

	2020 £'000	2019 £'000
<b>Revenue:</b>		
Geographical market Africa	8	18
Geographical market Europe	3,338	1,737
Geographical market Asia-Pacific	489	484
Geographical market America	209	252
Geographical market Middle East	130	129
	<u>4,174</u>	<u>2,620</u>

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2020

### 4. PROFIT/(LOSS) BEFORE TAX

	2020 £'000	2019 £'000
<b>Profit/(loss) before tax is after charging (crediting):</b>		
Depreciation of property, plant and equipment	204	238
Amortisation of other intangible fixed assets	33	45
Cost of inventories recognised as an expense	733	715
Net loss/(gain) on foreign currency translation	15	4
Research and development costs	2	1
	<u>2</u>	<u>1</u>

The analysis of auditor's remuneration is as follows:

	2020 £'000	2019 £'000
<b>Fees payable to the Company's auditor for the audit of the Company's annual accounts</b>	<u>15</u>	<u>19</u>

No amounts were payable in respect of non-audit fees.

### 5. EXCEPTIONAL INCOME/(COSTS)

	2020 £'000	2019 £'000
Restructuring	-	25
Other	(4)	35
	<u>(4)</u>	<u>60</u>

The exceptional costs in 'other' include fees incurred in refinancing the business.

# **MICROGEN BIOPRODUCTS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** **Year ended 31 December 2020**

### **6. EMPLOYEE REMUNERATION**

	<b>2020</b> <b>£'000</b>	<b>2019</b> <b>£'000</b>
<b>The aggregate staff costs were as follows:</b>		
Wages and salaries	1,169	870
Social security costs	124	90
Other pension costs	28	35
Other benefits	11	21
	<u>1,332</u>	<u>1,016</u>
	<b>No.</b>	<b>No.</b>
<b>The average monthly number of employees during the year was as follows:</b>		
Production	14	14
Administration	8	3
Sales and marketing	8	9
	<u>30</u>	<u>26</u>

### **7. DIRECTORS' REMUNERATION**

	<b>2020</b> <b>£'000</b>	<b>2019</b> <b>£'000</b>
Emoluments	-	70
Company contributions to money purchase schemes	-	3
	<u>-</u>	<u>73</u>
	<b>No.</b>	<b>No.</b>
Number of directors accruing retirement benefits under the money purchase pension scheme	<u>-</u>	<u>1</u>

During the year none of the directors or key management personnel received any emoluments from the company. The directors and key management personnel are remunerated through the parent company and details of their emoluments as directors of the group are shown in the accounts of that company.

No director received shares for qualifying services or exercised any share options in either the current or prior year.

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

### 8. FINANCE COST AND FINANCE INCOME

	2020 £'000	2019 £'000
<i>Interest payable and similar charges</i>		
Intercompany interest	(98)	(23)
Lease interest	(119)	(107)
	<u>(217)</u>	<u>(130)</u>
<i>Investment income</i>		
Intercompany interest	<u>39</u>	<u>18</u>

### 9. TAX ON PROFIT/( LOSS )

	2020 £'000	2019 £'000
<b>Deferred taxation</b>		
United Kingdom corporation tax at the blended standard rate of 19% (2019 - 19%)	<u>38</u>	<u>-</u>

#### Factors affecting the tax charge for the year

The tax assessed on the loss for the year differs from the blended standard rate of corporation tax in the UK. The differences are explained below:

	2020 £'000	2019 £'000
Profit/(loss) before taxation	<u>309</u>	<u>(467)</u>
Profit/(loss) multiplied by the blended standard rate of corporation tax in the UK of 19% (2019 - 19%)	59	(89)
Effect of:		
Adjustments in respect of prior year years (deferred tax)	(106)	-
Group relief	85	-
Capital allowances in excess of depreciation		9
Other timing differences		(1)
Unrelieved tax losses		81
Tax charge for the year	<u>38</u>	<u>-</u>

Finance Act 2020, which was substantively enacted on 17 March 2020 and gained Royal Assent on 22 July 2020, repealed legislation introduced in Finance (No2) Act 2015 that was to reduce the rate of UK Corporation Tax from 19% to 17% effective from 1 April 2020. The closing deferred tax assets and liabilities have been calculated at 19% on the basis that this is the rate at which those assets and liabilities are expected to unwind.

An increase in the UK corporation tax rate was announced in the 2021 Budget which would increase the rate to 25% from 1 April 2023. Existing temporary differences on which deferred tax has been provided may therefore unwind in future periods subject to this increased rate. The rate change has been included in Finance Bill 2021 but as this had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

# MICROGEN BIOPRODUCTS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2020

### 10. INTANGIBLE FIXED ASSETS

	Computer software £'000	Development costs £'000	Intellectual Property £'000	Total £'000
<b>Cost</b>				
At 1 January 2020	36	213	4	253
Disposals	-	(133)	(2)	(135)
At 31 December 2020	36	80	2	118
<b>Amortisation</b>				
At 1 January 2020	36	131	-	167
Charge for the year	-	33	-	33
Disposals	-	(104)	-	(104)
At 31 December 2020	36	60	-	96
<b>Net book value</b>				
At 31 December 2020	-	20	2	22
At 31 December 2019	-	82	4	86

### 11. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improve- ments £'000	Plant and machinery £'000	Right-of- Use assets £'000	Computer and office equipment £'000	Total £'000
<b>Cost</b>					
At 1 January 2020	509	342	1,372	222	2,445
Additions	11	15	41	30	97
Transfers	37	-	(41)	-	(4)
Disposals	-	-	-	(2)	(2)
At 31 December 2020	557	357	1,372	250	2,536
<b>Depreciation</b>					
At 1 January 2020	92	324	107	175	698
Charge for the year	36	17	112	39	204
Transfers	-	-	(4)	-	(4)
Disposals	-	-	-	(1)	(1)
At 31 December 2020	128	341	215	213	897
<b>Net book value</b>					
At 31 December 2020	429	16	1,157	37	1,639
At 31 December 2019	417	18	1,265	47	1,747

# **MICROGEN BIOPRODUCTS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2020**

### **12. DEFERRED TAX LIABILITY/(ASSET)**

The amounts of deferred tax are as follows:

	<b>2020</b> <b>£'000</b>
Accelerated/(Decelerated) capital allowances	38
Tax losses	-
	<u>38</u>

### **13. INVENTORY**

	<b>2020</b> <b>£'000</b>	<b>2019</b> <b>£'000</b>
Raw materials	188	182
Work in progress	61	83
Finished goods	918	258
	<u>1,167</u>	<u>523</u>

There is a provision against inventory of £32k (2019 - £nil). The cost of inventories recognised as an expense and included in "cost of sales" amounted to £733k (2019 - £715k).

### **14. TRADE AND OTHER RECEIVABLES**

	<b>2020</b> <b>£'000</b>	<b>2019</b> <b>£'000</b>
<b>Current</b>		
Trade receivables, gross	429	326
Provision for doubtful debts	(12)	-
	<u>417</u>	<u>326</u>
Trade receivables	417	326
Amounts due from group undertakings	3,664	904
VAT recoverable	-	18
Prepayments	67	83
	<u>4,148</u>	<u>1,331</u>
<b>Non-current</b>		
Other receivables – rent deposit	95	95
	<u>95</u>	<u>95</u>

## MICROGEN BIOPRODUCTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

#### 14. TRADE AND OTHER RECEIVABLES (continued)

All trade and other receivables have been reviewed for impairment.

The carrying value of trade receivables is considered a reasonable approximation of fair value. In 2020 the Company has applied the Expected Credit Loss (ECL) model under IFRS 9 Financial Instruments using the simplified approach. The Company has recognised a provision for doubtful debts of 100% against all receivables over 90 days due.

Under a Management Services Agreement, the companies within the Novacyt group provide services, which are recharged across the group, plus the group operates a cash pooling function across all its companies. Interest on any group undertaking balances is charged at 3% above the Bank of England base rate. Any balance is payable on demand. No security is held.

In addition, some of the unimpaired trade receivables are past due as at the reporting date. The age of financial assets past due but not impaired is as follows:

	2020 £'000	2019 £'000
Not more than 3 months	120	96
More than 1 year	-	2
	<u>120</u>	<u>98</u>

#### 15. TRADE AND OTHER PAYABLES

	2020 £'000	2019 £'000
<b>Current</b>		
Trade payables	117	213
Amounts due to group undertakings	5,035	2,149
Bank loans and overdrafts	-	183
VAT payable	326	-
Social security and other taxes	106	23
Other payables	16	11
Accruals	500	69
	<u>6,100</u>	<u>2,648</u>

The carrying amount of trade and other payables is considered to approximate to fair value.

Under a Management Services Agreement, the companies within the Novacyt group provide services, which are recharged across the group, plus the group operates a cash pooling function across all its companies. Interest on any group undertaking balances is charged at 3% above the Bank of England base rate. Any balance is payable on demand. No security is held.

As at 31 December 2020 the Company's financial liabilities all have contractual maturities due within 6 months.



## MICROGEN BIOPRODUCTS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

#### 16. OBLIGATION UNDER LEASES

	2020 £'000	2019 £'000
Current	77	72
Non-current	1,152	1,229
	<u>1,229</u>	<u>1,301</u>

#### 17. PROVISIONS

	Dilapidations £'000
At 1 January 2020	126
Created	7
	<u>133</u>
At 31 December 2020	<u>133</u>

The dilapidations provision relates to obligations to make good dilapidations existing at 31 December 2020. The related cash outflows for £45k, relating to the old site, are expected to be incurred within one year of the balance sheet date.

#### 18. CALLED UP SHARE CAPITAL

	2020 £'000	2019 £'000
Called up, authorised, allotted and fully paid 210,500 ordinary shares of £1 each	<u>211</u>	<u>211</u>

#### 19. RELATED PARTY TRANSACTIONS

##### Remuneration of key management personnel

The directors and key management personnel are remunerated through the parent company and details of their emoluments as directors of the group are shown in the accounts of that company.

#### 20. ULTIMATE PARENT COMPANY

The company is a subsidiary undertaking of Novacyt UK Holdings Limited, whose registered office is Unit 1, Watchmoor Point, Watchmoor Road, Camberley, GU13 3AD, United Kingdom.

The largest and smallest group in which the results of the company are consolidated, for the year ended 31 December 2020, was that headed by Novacyt SA. The consolidated accounts of Novacyt SA are available to the public and may be obtained from Immeuble le Nungesser, 13 Avenue Morane Saulnier, 78140, Velizy-Villacoublay, France.

The ultimate parent company and controlling party at the date of approval of these financial statements was Novacyt SA.