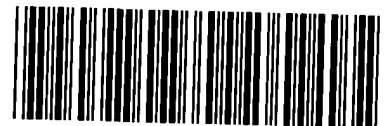


COMPANY REGISTRATION NUMBER: 04129500

Asterion Limited
Financial Statements
31 December 2017

TUESDAY



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30/10/2018
COMPANIES HOUSE

Asterion Limited
Financial Statements
Year ended 31 December 2017

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Asterion Limited

Directors' Report

Year ended 31 December 2017

The directors present their report and the financial statements of the company for the year ended 31 December 2017.

Principal activities

The Company is principally engaged in the research and development into and the marketing of biotechnology including collaborative research and development with third parties.

Results and Dividends

The loss for the year amounted to £135,743 (2016: £147,175). The directors have not recommended a dividend (2016: £nil).

Political Contributions

The company made no political contributions during the period (2016: £nil).

Directors

The directors who served the company during the year were as follows:

R Ross
P Grant
IP2IPO Services Limited

Auditor

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

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

The auditor KPMG LLP is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 26 October 2018 and signed on behalf of the board by:



P Grant
Director

Registered office:
The Innovation Centre
217 Portobello
Sheffield
S1 4DP

Asterion Limited
Directors' Responsibilities Statement
Year ended 31 December 2017

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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 judgements and estimates that are reasonable and prudent;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities. The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Asterion Limited

Independent Auditor's Report to the Members of Asterion Limited

Year ended 31 December 2017

Opinion

We have audited the financial statements of Asterion Limited ("the company") for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, Statement of Financial Position and Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial period is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you 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; and
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Director's responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

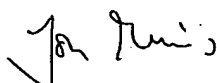
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Jonathan Mills (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

26/10/2018.

Asterion Limited
Statement of Income and Retained Earnings
Year ended 31 December 2017

	Note	2017 £	2016 £
Administrative expenses		<u>(81,161)</u>	<u>(108,437)</u>
Operating loss		<u>(81,161)</u>	<u>(108,437)</u>
Other interest receivable and similar income	3	26	25
Interest payable and similar expenses	4	<u>(54,608)</u>	<u>(38,763)</u>
Loss before taxation		<u>(135,743)</u>	<u>(147,175)</u>
Tax on loss		—	—
Loss for the financial year and total comprehensive income		<u>(135,743)</u>	<u>(147,175)</u>
Retained losses at the start of the year		<u>(1,779,009)</u>	<u>(1,631,834)</u>
Retained losses at the end of the year		<u>(1,914,752)</u>	<u>(1,779,009)</u>

All the activities of the company are from continuing operations.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 8 to 10 form part of these financial statements.

Asterion Limited
Statement of Financial Position
31 December 2017

	Note	2017 £	2016 £
Current assets			
Debtors	6	1,292	3,007
Cash at bank and in hand		<u>139,346</u>	<u>211,311</u>
		140,638	214,318
Creditors: amounts falling due within one year	7	<u>(10,918)</u>	<u>(3,462)</u>
Net current assets		129,720	210,856
Total assets less current liabilities		129,720	210,856
Creditors: amounts falling due after more than one year	8	<u>(1,489,350)</u>	<u>(1,434,743)</u>
Net liabilities		<u>(1,359,630)</u>	<u>(1,223,887)</u>
Capital and reserves			
Called up share capital	9	11,074	11,074
Share premium account		544,048	544,048
Profit and loss account		<u>(1,914,752)</u>	<u>(1,779,009)</u>
Shareholders deficit		<u>(1,359,630)</u>	<u>(1,223,887)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 101 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on

26 October 2018, and are signed on behalf of the board by:



P Grant
Director

Company registration number: 04129500

The notes on pages 8 to 10 form part of these financial statements.

Asterion Limited
Changes in Statement of Equity
Year ended 31 December 2017

	Called up share capital £	Share premium account £	Profit and loss account £	Total £
At 1 January 2016	11,074	544,048	(1,631,834)	(1,076,712)
Loss for the year			(147,175)	(147,175)
Total comprehensive income for the year	11,074	544,048	(1,779,009)	(1,223,887)
At 31 December 2016	11,074	544,048	(1,779,009)	(1,223,887)
Loss for the year			(135,743)	(135,743)
Total comprehensive income for the year	11,074	544,048	(1,914,752)	(1,359,630)
At 31 December 2017	<u>11,074</u>	<u>544,048</u>	<u>(1,914,752)</u>	<u>(1,359,630)</u>

The notes on pages 8 to 10 form part of these financial statements.

Asterion Limited
Notes to the Financial Statements
Year ended 31 December 2017

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is The Innovation Centre, 217 Portobello, Sheffield, S1 4DP.

2. Accounting policies

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied. In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In the transition to FRS101, the Company has applied IFRS1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. In the transition to FRS 101 from UK GAAP, the company has made no measurement and recognition adjustments.

In these financial statement, the company has applied the exemption available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below, have, unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing an opening FRS 101 balance sheet for the purposes of the transition to FRS 101.

Going concern

The financial statements are prepared on a going concern basis which the directors believe to be appropriate for the following reasons.

The company is engaged in the commercialisation of intellectual property and is currently in the research and development stage of its activities. At 31 December 2017 the company had £139,346 in the bank and had reduced its ongoing cost base accordingly.

After making enquiries and considering the uncertainties associated with undertaking research and development activities, the directors have a reasonable expectation that the company will have adequate resources to continue in operation and existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis in preparing the financial statements and the financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Asterion Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2017

3. Other interest receivable and similar income

	2017	2016
	£	£
Interest on cash and cash equivalents	<u>26</u>	<u>25</u>

4. Employee numbers

The average number of persons employed by the company during the year amounted to Nil (2016: Nil).

5. Interest payable and similar expenses

	2017	2016
	£	£
Other interest payable and similar charges	<u>54,608</u>	<u>38,763</u>

6. Debtors

	2017	2016
	£	£
Other debtors	<u>1,292</u>	<u>3,007</u>

7. Creditors: amounts falling due within one year

	2017	2016
	£	£
Trade creditors	2,196	2,462
Other creditors	<u>8,722</u>	<u>1,000</u>
	<u>10,918</u>	<u>3,462</u>

8. Creditors: amounts falling due after more than one year

	2017	2016
	£	£
Amounts owed to group undertakings and undertakings in which the company has a participating interest	<u>1,489,350</u>	<u>1,434,743</u>

9. Called up share capital

Issued, called up and fully paid

	2017		2016	
	No.	£	No.	£
Ordinary shares of £0.10 each	<u>110,741</u>	<u>11,074</u>	<u>110,741</u>	<u>11,074</u>

10. Related party transactions

At 31 December 2017 the company owed Fusion IP Sheffield Limited, a 67% stakeholder in Asterion Limited, £1,489,350 (2016: £1,434,743).

Asterion Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2017

11. Controlling party

The Company is a subsidiary undertaking of Fusion IP Sheffield Limited, which is 100% owned by IP Group Plc. The largest group in which the results of the Company are consolidated is that headed by IP Group Plc incorporated in the United Kingdom. No other group financial statements include the results of the Company. The consolidated financial statements of IP Group Plc are available to the public and may be obtained from IP Group Plc, The Walbrook Building, London, EC4N 8AF.