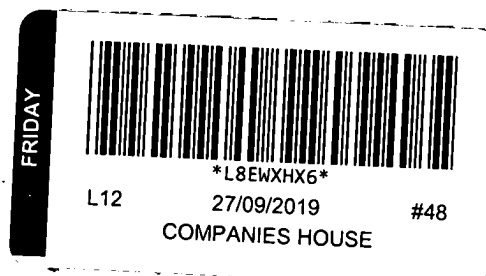


REGISTERED NUMBER: 05852196 (England and Wales)

**Strategic Report, Report of the Directors and
Financial Statements for the Year Ended 31 December 2018
for
IP Venture Fund (GP) Limited**



**Contents of the Financial Statements
for the Year Ended 31 December 2018**

	Page
Company Information	1
Strategic Report	2
Report of the Directors	3
Report of the Independent Auditors	5
Statement of Comprehensive Income	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10

IP Venture Fund (GP) Limited

**Company Information
for the Year Ended 31 December 2018**

DIRECTORS:

A J Aubrey
G Smith
M C N Townend
D G Baynes

SECRETARY:

IP2IPO Services Limited

REGISTERED OFFICE:

The Walbrook Building
25 Walbrook
London
EC4N 8AF

REGISTERED NUMBER:

05852196 (England and Wales)

AUDITORS:

KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

IP Venture Fund (GP) Limited (Registered number: 05852196)

**Strategic Report
for the Year Ended 31 December 2018**

The directors present their strategic report for the year ended 31 December 2018.

IP Venture Fund (GP) Limited's (the "Company") principal activity is the management of the IP Venture Fund ("IPVF"), a venture capital limited partnership. The Company has assigned the management of IPVF to its parent company, Top Technology Ventures Limited.

RESULTS AND PERFORMANCE

Revenues in the year to 31 December 2018 reflect the General Partner's Share receivable by the Company, as a first charge on net income and net capital gains, in respect of its role as general partner to IPVF. Costs in the year reflect the equivalent management fee charged to the Company by Top Technology Ventures Limited and other administrative costs.

The results for the year are set out on page 7. The Company's loss for the period was £4,208 (period ended 31 December 2017: £4,588). The directors do not propose a final dividend for the year ended 31 December 2018 (period ended 31 December 2017: £nil).

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is exposed to a variety of financial and operational risks that arise in the course of its business. These risks include regulatory risk, non-compliance with the limited partnership agreement with IPVF and liquidity risk. The principal risks and uncertainties are integrated with the principal risks and uncertainties of the larger group and are not managed separately. For more details on these risks and how they are managed please refer to pages 44 to 55 of IP Group plc's annual report and financial statements.

STRATEGY

The Company's business plan is to continue to act as the general partner to the IPVF.

KEY PERFORMANCE INDICATORS

Given the nature of the business, the Company's directors are of the opinion that analysis using financial or other KPIs is not necessary for an understanding of the development, performance or position of the business.

FUTURE OUTLOOK

The directors believe that the Company will operate satisfactorily for the foreseeable future.

ON BEHALF OF THE BOARD:



.....
G Smith - Director

Date: 26/09/19

**Report of the Directors
for the Year Ended 31 December 2018**

The directors present their report with the financial statements of the company for the year ended 31 December 2018.

The Directors' Report should be read in conjunction with the Strategic Report on page 2 (which is incorporated in this Directors' Report by reference) which, together, include information about the Company's business, its financial performance during the year, and likely developments in the future.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2018.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

A J Aubrey
G Smith
M C N Townend
D G Baynes

CHARITABLE AND POLITICAL CONTRIBUTIONS

During the year the Company made no charitable or political contributions (2017: £nil).

GOING CONCERN

The Company has adequate financial resources and as a consequence, the Directors believe that the Company is well placed to manage its business risks successfully and to meet its liabilities as they fall due for at least twelve months from the date of approval of these financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

IP Venture Fund (GP) Limited (Registered number: 05852196)

**Report of the Directors
for the Year Ended 31 December 2018**

AUDITORS

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

ON BEHALF OF THE BOARD:



.....
G Smith - Director

Date: 26/09/19

Report of the Independent Auditors to the Members of IP Venture Fund (GP) Limited

Opinion

We have audited the financial statements of IP Venture Fund (GP) Limited ("the company") for the year ended 31 December 2018 which comprise the Statement of Comprehensive Income, Balance Sheet, 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 2018 and of its loss for the year 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.

The impact of uncertainties due to Britain exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknown factors or all possible future implications for a company or partnership and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

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 a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and 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 strategic report and 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 strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year 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.

We have nothing to report in these respects.

**Report of the Independent Auditors to the Members of
IP Venture Fund (GP) Limited**

Directors' responsibilities

As explained more fully in their statement set out on page 3, 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.

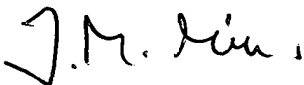
Auditors' responsibilities

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

Date: 26 SEPTEMBER 2019

IP Venture Fund (GP) Limited (Registered number: 05852196)

**Statement of Comprehensive Income
for the Year Ended 31 December 2018**

	Notes	2018 £	2017 £
TURNOVER		130,000	320,578
Administrative expenses		<u>(134,208)</u>	<u>(325,166)</u>
OPERATING LOSS and LOSS BEFORE TAXATION	4	(4,208)	(4,588)
Tax on loss	5	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR		(4,208)	(4,588)
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>(4,208)</u>	<u>(4,588)</u>

IP Venture Fund (GP) Limited (Registered number: 05852196)

Balance Sheet
31 December 2018

	Notes	£	2018 £	£	2017 £
CURRENT ASSETS					
Debtors: amounts falling due within one year	6		660,976		530,976
Debtors: amounts falling due after more than one year	6		<u>695,348</u>		<u>695,348</u>
			1,356,324		1,226,324
CREDITORS					
Amounts falling due within one year	7		<u>6,908</u>		<u>4,588</u>
NET CURRENT ASSETS			<u>1,349,416</u>		<u>1,221,736</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			1,349,416		1,221,736
CREDITORS					
Amounts falling due after more than one year	8		<u>409,685</u>		<u>277,797</u>
NET ASSETS			<u>939,731</u>		<u>943,939</u>
CAPITAL AND RESERVES					
Called up share capital	9		1		1
Retained earnings	10		<u>939,730</u>		<u>943,938</u>
SHAREHOLDERS' FUNDS			<u>939,731</u>		<u>943,939</u>

The financial statements were approved by the Board of Directors on 26/09/19 and were signed on its behalf by:



G Smith - Director

IP Venture Fund (GP) Limited (Registered number: 05852196)

**Statement of Changes in Equity
for the Year Ended 31 December 2018**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 January 2017	1	948,526	948,527
Changes in equity			
Total comprehensive income	<u>-</u>	<u>(4,588)</u>	<u>(4,588)</u>
Balance at 31 December 2017	<u>1</u>	<u>943,938</u>	<u>943,939</u>
Changes in equity			
Total comprehensive income	<u>-</u>	<u>(4,208)</u>	<u>(4,208)</u>
Balance at 31 December 2018	<u><u>1</u></u>	<u><u>939,730</u></u>	<u><u>939,731</u></u>

Notes to the Financial Statements
for the Year Ended 31 December 2018

1. **STATUTORY INFORMATION**

IP Venture Fund (GP) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. **ACCOUNTING POLICIES**

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

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 these financial statements, the Company has applied the exemptions 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; 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.

Turnover

Turnover reflects the General Partner's Share received by the Company, as a first charge on partnership profits, in respect of its role as general partner to the IP Venture Fund limited partnership.

Deferred taxation

Provision is made in full for deferred tax liabilities that arise from timing differences where transactions or events, that result in an obligation to pay more tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised to the extent that it is considered more likely than not that they will be recoverable. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets and liabilities are not discounted.

Related party transactions

In accordance with IAS 24 "Related Parties Disclosures", the Company discloses details of material transactions between the reporting entity and related parties. However, transactions between the Company and other Group companies have not been disclosed in accordance with the exemption in IAS 24 paragraph 16.

Going concern

The directors have assessed that the going concern status of the Company is still appropriate and, as such, the financial statements have been prepared on this basis.

3. **EMPLOYEES AND DIRECTORS**

During the year the Company had no employees (2017: none). The directors were remunerated for their services to other group companies within the group headed by the Company's ultimate parent, IP Group plc. The directors of the company chose to waive any remuneration during the year ended 31 December 2018, for their services to this entity.

4. **LOSS BEFORE TAXATION**

The loss before taxation is stated after charging:

	2018	2017
	£	£
Auditors' remuneration	<u>1,933</u>	<u>1,888</u>

5. **TAXATION**

Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 December 2018 nor for the year ended 31 December 2017.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2018

5. TAXATION - continued

Factors affecting the tax expense

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2018 £	2017 £
Loss before income tax	<u>(4,208)</u>	<u>(4,588)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2017 - 19.250%)	(800)	(883)
Effects of:		
Deferred tax not recognised	1,868	2,566
Amounts transferred from LP	<u>(1,068)</u>	<u>(1,683)</u>
Tax expense	<u>-</u>	<u>-</u>

There is a potential deferred tax asset at 31 December 2018 of £182,927 (2017: £172,935), relating to losses of £1,084,757 (2017: £2,027,296) and short term timing differences of £8,717 (2017: £1,010,329). This asset has not been recognised in the financial statements due to current uncertainties surrounding the reversal of the underlying timing differences.

The deferred tax asset would be recovered if there were future taxable profits from which the reversal of the underlying timing differences could be deducted.

6. DEBTORS

	2018 £	2017 £
Amounts falling due within one year:		
Other debtors	<u>660,976</u>	<u>530,976</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	<u>695,348</u>	<u>695,348</u>
Aggregate amounts	<u>1,356,324</u>	<u>1,226,324</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 £	2017 £
Accruals and deferred income	<u>6,908</u>	<u>4,588</u>

8. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2018 £	2017 £
Amounts owed to group undertakings	<u>409,685</u>	<u>277,797</u>

9. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2018 £	2017 £
1	Ordinary	1	<u>1</u>	<u>1</u>

**Notes to the Financial Statements - continued
for the Year Ended 31 December 2018**

10. RESERVES

	Retained earnings £
At 1 January 2018	943,938
Deficit for the year	<u>(4,208)</u>
At 31 December 2018	<u>939,730</u>

11. RELATED PARTY DISCLOSURES

The IP Venture Fund limited partnership agreement provides that the Company shall act as General Partner of the partnership and is entitled to General Partner's Share payments as described in note 2 above.

During the year ended 31 December 2018, £130,000 (2017: £320,578) was receivable from IPVF in the form of General Partner's Share. As at December 2018, £660,976 was outstanding due from IP Venture Fund (2017: £530,976).

12. SUBSEQUENT EVENTS

There have been no significant events subsequent to the period end.

13. IMMEDIATE AND ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The immediate parent company is Top Technology Ventures Limited and the ultimate controlling party is considered to be IP Group plc. The immediate and ultimate parent companies were incorporated in the United Kingdom. The results of the company are consolidated in the group accounts of the ultimate parent company's financial statements. Copies of the ultimate parent company's financial statements may be obtained from the Secretary of IP Group plc, The Walbrook Building, 25 Walbrook, London, EC4N 8AF.