

Quantum Pharma 2014 Limited

Unaudited Annual Report and Financial Statements

for the year ended 30 June 2021

Company registered number 9269809

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Directors and other information

Directors

RJ Paling
DJ Bryant

Company secretary

A Miller

Registered office

25 Bedford Square
Bloomsbury
London
WC1B 3HH

Registered number

9269809

Strategic report

The directors present their Strategic report for the year ended 30 June 2021.

Principal activity

The principal activity of the Company is to act as an intermediate holding company.

Review of the business and future developments

The Company's results for the year are set out on page 5. The Company's loss for the year was £50,518,000 (2020: £669,000) which was after an exceptional charge of £49,691,000 related to the full impairment of the Company's investment in Quantum Pharma Group Limited following a group restructure.

Going forward the directors intend for the Company to continue acting as an intermediate holding company.

Key performance indicators

As the Company acts as an intermediate holding company with no trading activities of its own, the directors do not believe that analysis using key performance indicators is necessary or appropriate for understanding its development, performance or position. Information on the Clinigen Group's key performance indicators is provided in its Annual Report.

Principal risks and uncertainties

The principal operational risks and uncertainties facing the wider Clinigen Group, together with the means by which they are managed or mitigated are set out in the Clinigen Group plc Annual Report.

On behalf of the Board



RJ Paling

Director

17 March 2022

Directors' report

The directors present their report and unaudited financial statements for the year ended 30 June 2021. Quantum Pharma 2014 Limited ('the Company') is a private company limited by shares, incorporated and domiciled in the United Kingdom. Its company number is 9269809.

Going concern

The Company has net current liabilities of £31,597,000 and is therefore reliant on continued support from its parent company, Clinigen Group plc, to ensure that it can pay its debts as they fall due. Clinigen Group plc has confirmed that it will continue to support the Company for the next 12 months following approval of these financial statements and for the foreseeable future, to allow the Company to meet its liabilities as they fall due and will not seek repayment of amounts currently made available to the Company by Group undertakings.

On the basis of their assessment of the Company's financial position, including the expected cash flows, the Company's directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis of accounting in preparing its financial statements.

Directors

The directors who held office during the year and up to the date of signing the financial statements were:

RJ Paling
DJ Bryant

Directors' indemnity insurance

During the year and up to the date of signing of this report, the Company, through the Group, maintained liability insurance and third party indemnification provisions for its directors and the company secretary.

Dividend


The directors do not propose a dividend for the current financial year (2020: none).

Audit exemption

For the year ended 30 June 2021, the Company was entitled to exemption from audit under s479A of the Companies Act 2006 relating to subsidiary companies.

In respect of this exemption, the directors confirm that the members have not required the Company to obtain an audit of its accounts in accordance with s476 of the Companies Act 2006.

On behalf of the board



RJ Paling
Director

17 March 2022

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Standard applicable in the UK and Republic of Ireland', and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements 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.

The directors 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.

Quantum Pharma 2014 Limited

Profit and loss account for the year ended 30 June 2021

	Notes	2021 £000	2020 £000
Administrative expenses	4	(49,691)	(2)
Operating loss			(297)
Interest payable	5	(840)	(840)
Interest receivable	6	13	13
Loss before taxation		(50,518)	(829)
Tax on loss for the financial year	7	–	160
Loss for the financial year		(50,518)	(669)

There were no items relating to components of other comprehensive income.

All amounts arise from continuing operations.

Balance sheet

as at 30 June 2021

	Notes	2021 £000	2020 £000
Assets			
Fixed assets			
Investments	8	–	49,691
Current assets			
Debtors	9	610	597
Total assets		<u>610</u>	<u>50,288</u>
Current liabilities			
Creditors – amounts falling due within one year	10	(32,207)	(31,367)
Net current liabilities		<u>(31,597)</u>	<u>(30,770)</u>
Net (liabilities) / assets		<u>(31,597)</u>	<u>18,921</u>
Capital and reserves			
Called up share capital	11	6	6
Profit and loss account		(31,603)	18,915
Total shareholders' funds		<u>(31,597)</u>	<u>18,921</u>

Company number: 9269809

The notes on pages 8 to 15 form an integral part of these financial statements.

Audit exemption

For the year ended 30 June 2021, the Company was entitled to exemption from audit under s479A of the Companies Act 2006 relating to subsidiary companies.

In respect of this exemption, the directors confirm that the members have not required the Company to obtain an audit of its accounts in accordance with s476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

These financial statements were approved and authorised for issue by the Board of Directors on 17 March 2022 and were signed on its behalf by:

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RJ Paling
Director

Statement of changes in equity for the year ended 30 June 2021

	Called up share capital (note 11) £000	Profit and loss account £000	Total shareholders' funds £000
At 1 July 2019	6	19,584	19,590
Profit for the year	—	(669)	(669)
At 30 June 2020	6	18,915	18,921
Profit for the year	—	(50,518)	(50,518)
At 30 June 2021	6	(31,603)	(31,597)

Notes to the financial statements

for the year ended 30 June 2021

1. Company information

Quantum Pharma 2014 Limited is a private company incorporated, domiciled and registered in England in the UK. The registered number is 9269809 and the registered address is 25 Bedford Square, Bloomsbury, London, WC1B 3HH.

The Company is a subsidiary undertaking of Quantum Pharma Holdings Limited, incorporated and domiciled in the United Kingdom. Clinigen Group plc is the ultimate parent company and controlling party.

The principal accounting policies adopted by the Company are set out in note 2.

2. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, except financial instruments that are measured at revalued amounts or fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. The financial statements are presented in sterling (£) except when otherwise stated.

The Company is a wholly owned subsidiary of Clinigen Group plc and is included in its consolidated group financial statements which are publicly available. The Company is therefore exempt from the requirement to prepare consolidated financial statements under the Companies Act 2006. Accordingly, these financial statements present information about the Company as an individual undertaking and not about its group.

The Company meets the definition of a qualifying entity under Financial Reporting Standard ('FRS') 100 'Application of financial reporting requirements' issued by the Financial Reporting Council, and the directors have opted to prepare these financial statements in accordance with FRS 101 'Reduced disclosure framework'.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the 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;
- (b) Comparative period reconciliations for share capital and fixed assets;
- (c) Disclosures in respect of transactions with wholly owned subsidiaries of the group;
- (d) Disclosures in respect of capital management; and
- (e) The effects of new but not yet effective IFRSs.

As the consolidated financial statements of Clinigen Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- (a) Certain disclosures required by IAS 36 'Impairment of assets' in respect of the impairment of goodwill and indefinite life intangible assets;
- (b) Certain disclosures required by IFRS 3 'Business combinations' in respect of business combinations undertaken by the Company in the current and prior periods including the comparative period reconciliation for goodwill; and
- (c) The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of a trading portfolio or derivatives.

Notes to the financial statements (continued)

for the year ended 30 June 2021

2. Accounting policies (continued)

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report within the financial statements of the ultimate parent company, Clinigen Group plc. The financial position of the Group is also described in the financial review in those financial statements. In addition, note 21 to the Group financial statements includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and its exposure to credit risk and liquidity risk.

Following the shareholder vote on 8 February 2022 to approve the Scheme of Arrangement for the all-cash acquisition of the Company's ultimate parent undertaking Clinigen Group plc by Trilex Bidco Limited, the Directors have considered the impact on their assessment of going concern. The Directors recognise that unavoidable uncertainties exist regarding the future plans and funding requirements for the business under the new ownership and board of directors, given the timing of the completion of the acquisition for the going concern assessment.

The existence of this scenario is considered to qualify as a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. However, notwithstanding any uncertainty regarding post completion activities, the Directors have a reasonable expectation that the Company can continue in operation and meet its liabilities as they fall due, for a period of no less than 12 months from the date of approval of these financial statements and are therefore satisfied that the going concern basis remains appropriate for the preparation of the financial statements. These financial statements do not include the adjustments that would result if the Group was no longer to be considered a going concern.

Foreign currency translation

The Company's functional currency and presentation currency is sterling. Transactions in foreign currencies are initially recorded in the functional currency by applying the spot exchange rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are recognised in the profit and loss account within interest payable and similar charges.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The Company does not apply hedge accounting of foreign exchange risks in its company financial statements.

Valuation of investments

Investments held as fixed assets are stated at cost less any provision for impairment. Investments held as current assets are stated at the lower of cost and net realisable value.

Intangible assets

Separately acquired trademarks and licences are initially recorded at cost, being the purchase price of the asset, which comprises the purchase price and any directly attributable cost of preparing the asset for its intended use, including the assignment of trademarks in different territories.

Notes to the financial statements (continued)

for the year ended 30 June 2021

2. Accounting policies (continued)

Intangible assets (continued)

The carrying value of trademarks and licences is calculated as cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of the trademarks and licences over their estimated useful lives of between seven and fifteen years. The amortisation expense is recognised within administrative expenses in the profit and loss account.

The residual value and useful life of each intangible asset is reviewed at each financial year end and, if expectations differ from previous estimates, the changes are accounted for prospectively in the profit and loss account in the year of the change and future years. An increase in the residual value of an asset will decrease the amortisation charge for the year and future years and vice versa.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing the proceeds less cost of sale with the carrying amount and are recognised in the profit and loss account.

Intangible assets are derecognised upon disposal or when no future economic benefits are expected from their use or disposal.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or company of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses on continuing operations are recognised in the profit and loss account in those expense categories consistent with the function of the impaired asset.

For assets where an impairment loss subsequently reverses (excluding goodwill), the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined, net of amortisation, had no impairment losses been recognised for the asset or cash generating unit in prior years. A reversal of impairment loss is recognised immediately in the profit and loss account.

Financial instruments

a. Financial assets

Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, where they are recognised at fair value. The Company holds trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The expected loss rates are based on payment profiles and historic credit losses. The historic loss rates are adjusted to reflect current and forward-looking information on macro-economic factors to the extent they are relevant to the customers' ability to settle. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the movement in the provision being recognised within administrative expenses in the income statement. The gross carrying value of the asset is written off against the associated provision when the Company's right to the cash flows expires.

Notes to the financial statements (continued)

for the year ended 30 June 2021

2. Accounting policies (continued)

Financial instruments (continued)

b. Financial liabilities

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method.

c. Fair values

The Company measures non-financial assets, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The fair value of financial instruments that are traded in active markets at the reporting date is determined by reference to quoted market prices or dealer price quotations, without any deduction for transaction costs. For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques.

External valuers are involved for valuation of significant assets, such as licences. Involvement of external valuers is decided upon annually by the management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Notes to the financial statements (continued)

for the year ended 30 June 2021

2. Accounting policies (continued)

d. Derecognition of financial instruments

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or it expires.

A financial asset is derecognised when the rights to receive cash flows from the asset have expired.

Taxes

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax related to items recognised directly in other comprehensive income or equity is recognised in other comprehensive income or equity not in the profit or loss account.

Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements in conformity with FRS 101 requires management to make judgements, estimates and assumptions at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

In particular the Company has identified the following areas where significant judgement, estimates and assumptions are required.

a. Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

Carrying value of investments

The carrying value of investments is at cost less any impairment. Annual impairment trigger reviews are undertaken at the end of the financial year or more frequently if events or changes in circumstances indicate a potential impairment. Investments are not traded in an active market, hence the fair value of the asset is determined using discounted cash flows which requires the Company to use judgement and assumptions.

b. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Fair value measurement

The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value.

Notes to the financial statements (continued)

for the year ended 30 June 2021

3. Staff cost and directors remuneration

The Company had no employees during the year (2020: nil) and accordingly no employee costs are included in these financial statements. Directors remuneration is borne by the parent company, Clinigen Group plc.

4. Administrative expense

The Company incurred exceptional administrative expenses of £49,691,000 (2020: nil). The expense occurred due to the full impairment of the Company's investment in Quantum Pharma Group Limited, following a group restructuring.

5. Interest payable

	2021 £000	2020 £000
Interest payable to Group undertakings	840	840

6. Interest receivable

	2021 £000	2020 £000
Interest receivable from Group undertakings	13	13

7. Tax on loss for the financial year

(a) Tax credited in the profit and loss account

The tax credit on the loss for the financial year was £nil (2020: £160,000).

(b) Reconciliation of the total tax credit

The reconciliation between the tax credit and the accounting loss multiplied by the UK standard rate of corporation tax is as follows:

	2021 £000	2020 £000
Loss for the year before taxation	(50,518)	(829)
Tax calculated at UK standard rate of corporation tax of 19.0% (2020: 19.0%)	(9,598)	(158)
Effects of:		
Non-deductible expenses	9,438	(2)
Group relief not paid for	160	
Total tax credit reported in the profit and loss account	–	(160)

Notes to the financial statements (continued)

for the year ended 30 June 2021

8. Investments

	2021 £000	2020 £000
At 1 July	49,691	49,691
Impairment	(49,691)	–
At 30 June	–	49,691

The Company's sole subsidiary undertaking is Quantum Pharma Group Limited, a company incorporated and registered in England and Wales with the registered office address 25 Bedford Square, Bloomsbury, London, WC1B 3HH. The Company directly owns 100% of their ordinary share capital.

The investment has been fully impaired in the year, following a restructure of this part of the group, and is shown in the profit and loss account as an exceptional administrative expense (see note 4).

9. Debtors

	2021 £000	2020 £000
Amounts owed by Group undertakings	610	597

The amounts owed by Group undertakings are non-interest bearing and receivable on demand.

10. Creditors – amounts due within one year

	2021 £000	2020 £000
Amounts owed to Group undertakings	32,207	31,367

Included within the amounts owed to Group undertakings is a loan from Quantum Pharma Holdings Limited of £21,000,000. The loan is payable on demand and is subject to interest at 4% per annum.

The other amounts owed to Group undertakings are non-interest bearing and payable on demand.

11. Called up share capital

	2021 No.	2020 No.	2021 £000	2020 £000
Issued and fully paid				
Ordinary shares of 10p each	618,100,374	618,100,374	6	6

The balance classified as equity share capital includes the total net proceeds (nominal value) on issue of the Company's equity share capital. The holders of each class of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. The shares are not redeemable.

Notes to the financial statements (continued)

for the year ended 30 June 2021

12. Capital commitments and contingent liabilities

The Company guarantees the borrowing facilities of its ultimate parent company Clinigen Group plc. The balance of the facilities at 30 June 2021 was £397.5m (2020: £433.8m). The Company had no capital commitments at 30 June 2021 (2020: none).

13. Ultimate parent undertaking and controlling party

The Company is a wholly owned subsidiary undertaking of Quantum Pharma Holdings Limited. The Company's ultimate parent undertaking and controlling party is Clinigen Group plc, a company registered in England and Wales.

Clinigen Group plc is the parent undertaking of the smallest and largest group of which the Company is a member. The consolidated financial statements of this group may be obtained from Pitcairn House, Crown Square, Centrum 100, Burton-on-Trent, Staffordshire, DE14 2WW.

14. Post balance sheet events

On 8 December 2021, Clinigen announced an agreement on the terms of a recommended all-cash offer by Triley Bidco Limited (a company indirectly owned by Triton Investment Management Limited) for the entire issued and to be issued share capital of Clinigen. Under the terms of the original offer Clinigen Shareholders would have been entitled to receive 883 pence for each Clinigen share, to be effected by means of a Scheme of Arrangement.

On 17 January 2022 the terms of an increased and final recommended all-cash offer were announced at an increased value of 925 pence for each Clinigen share. On the 8 February 2022 at the Court Meeting and General Meeting shareholders voted in favour to approve the resolutions in connection to the increased and final all-cash acquisition of Clinigen by Triley Bidco Limited.

Completion of the Acquisition remains subject to the satisfaction or, where applicable, waiver of the remaining Conditions set out in the Scheme Document, the sanction of the Scheme by the Court at the Scheme Court Hearing and the delivery of a copy of the Court Order to the Registrar of Companies. It is anticipated the deal will close in accordance with the updated timetable published on 16 February 2022 with the effective date of the Scheme expected to be 4 April 2022.