

Company Registration No. 09427409

AMENDED

Sensyne Health Holdings Limited

Director's Report and Financial Statements

Year ended 30 April 2020

FRIDAY



ABCNQ094

A20

16/09/2022

#42

COMPANIES HOUSE

Sensyne Health Holdings Limited

Annual Report and Financial Statements for the year ended 30 April 2020

Officers and professional advisers	1
Director's Report	2
Independent Auditors' Report	4
Statement of Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Notes to the Financial Statements	10

Sensyne Health Holdings Limited

Annual Report and Financial Statements for the year ended 30 April 2020

Amended financial statements

1. These amended financial statements of Sensyne Health Holdings Limited replaced the financial statements registered at Companies House on 11 December 2020.
2. These amended financial statements of Sensyne Health Holdings Limited are now the statutory accounts of Sensyne Health Holdings Limited for the year ended 30 April 2020.
3. These amended financial statements of Sensyne Health Holdings Limited are prepared as they were at the date of the financial statements of Sensyne Health Holdings Limited registered at Companies House on 11 December 2020.

Sensyne Health Holdings Limited

Director's Report and Financial Statements for the year ended 30 April 2020

Officers and professional advisers

Director

Lord PR Drayson

Registered Office

Schrödinger Building
Heatley Road
Oxford Science Park
Oxford
England
OX4 4GE

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH
United Kingdom

Sensyne Health Holdings Limited

Director's Report

The Director presents their Report and the audited Financial Statements of Sensyne Health Holdings Limited (the "Company") for the year ended 30 April 2020. The Company is part of the Sensyne Health plc group (the "Group"). The Group's Annual Report includes the Group's consolidated Financial Statements, Strategic and Corporate Governance Reports', and contains relevant matters on the Company.

The Company is incorporated and domiciled in the United Kingdom.

Directors

Lord PR Drayson
L Headley (resigned 2 March 2020)

Director's indemnities

The Company has qualifying third party indemnity provisions for the benefit of its Directors which remained in force throughout the period and at the date of this report.

Results

The overall result for the Company is a loss for the financial year of £22,819,000 (2019: £1,863,000). Net assets at the year-end were £61,413,000 (30 April 2019: £84,231,000).

Going concern

The Company is dependent on support from other Group companies, namely the parent Company. The Director has received assurances from the parent company, Sensyne Health plc, that funding will be provided to settle any liabilities as and when they fall due for a period of not less than 12 months from the date of signing of these Financial Statements. The Director has therefore determined that the Company has adequate resources to continue in business for a period not less than 12 months from the date of approval of these Financial Statements and that it is therefore appropriate to adopt the going concern basis in preparing these Financial Statements.

The Company's ability to rely on the support from the parent Company relies on the ability of the parent Company and Group to continue as a going concern. For further detail please see note 1 to the financial statements of Sensyne Health Plc Annual Report, which can be found on the website: www.sensynehealth.com.

As highlighted in the Sensyne Health Plc's Annual Report, the Group is still largely reliant on its cash balances to fund ongoing operations. In order for the Group to be in a position to provide support to the Company, it would be required to raise additional funding or embark on a programme of significant mitigating cost reductions and cash protection actions (including actions that would directly impact the Company).

After due consideration, the Director has concluded that there is a reasonable expectation that the Company has adequate resources to meet its liabilities as they fall due for at least 12 months from the date of this report.

Statement of Director's responsibilities in respect of the Financial Statements

The directors are responsible for preparing the Director's Report and the Financial Statements in accordance with applicable law and regulation.

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 101 "Reduced Disclosure Framework", 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 101, 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.

Sensyne Health Holdings Limited

Director's Report (continued)

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.

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.

Director's confirmations

In the case of each director in office at the date the Director's Report is approved:

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

Small companies note

In preparing this report, the Director has taken advantage of the small companies' exemptions provisioned by section 415A of the Companies Act 2006. They have also taken advantage of the exemptions provided by section 414B of the Companies Act 2006 in not preparing a Strategic Report.

This report was approved by the Board on 1 October 2020 and signed on its behalf by (as amended on 2 September 2022):



Dr Richard Pye
Director

Sensyne Health Holdings Limited

Independent auditors' report to the members of Sensyne Health Holdings Limited (continued)

Report on the audit of the financial statements

Opinion

In our opinion, Sensyne Health Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Directors' Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 30 April 2020; the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency

Sensyne Health Holdings Limited

Independent auditors' report to the members of Sensyne Health Holdings Limited (continued)

or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 30 April 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

Auditors' 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 auditors' 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 of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Sensyne Health Holdings Limited

Independent auditors' report to the members of Sensyne Health Holdings Limited (continued)

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Mark Jordan (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
1 October 2020

Sensyne Health Holdings Limited

Statement of Comprehensive Income Year ended 30 April 2020

	Note	Year ended 30 April 2020 £'000	Year ended 30 April 2019 £'000
Research and development expenses		(1,000)	(1,033)
Other general and administration (expense)/income		(21,819)	22
Other general and administration expenses – exceptional items	5	-	(852)
Operating loss	4	(22,819)	(1,863)
Loss before taxation		(22,819)	(1,863)
Tax on loss		-	-
Loss and total comprehensive expense for the financial year		(22,819)	(1,863)

All results are derived from continuing operations.

The notes on pages 10 to 19 are an integral part of these Financial Statements.

Sensyne Health Holdings Limited

Statement of Financial Position As at 30 April 2020

	Note	30 April 2020 £'000	30 April 2019 £'000
Non-current assets			
Investments	9	59,345	74,759
Intangible assets	10	2,083	3,083
Trade and other receivables	11	-	-
		61,428	77,842
Current assets			
Trade and other receivables	11	-	6,389
Current liabilities			
Trade and other payables	12	(15)	-
Net current assets		(15)	6,389
Net assets		61,413	84,231
Equity			
Share capital	13	23	23
Share premium		44,785	44,785
Retained earnings		16,605	39,423
Total equity		61,413	84,231

The notes on pages 10 to 19 are an integral part of these Financial Statements.

These Financial Statements of Sensyne Health Holdings Limited, registered number 09427409, on pages 7 to 19, were approved by the Board of Directors and authorised for issue on 1 October 2020.

Signed on behalf of the Board of Directors (as amended on 2 September 2022).



Dr Richard Pye
Director

Sensyne Health Holdings Limited

Statement of Changes in Equity Year ended 30 April 2020

	Note	Called up Share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
At 1 May 2018		19	40,034	41,286	81,339
Loss and total comprehensive expense for the year		-	-	(1,863)	(1,863)
Shares issued	13	4	4,751	-	4,755
Balance as at 30 April 2019		23	44,785	39,423	84,231
Loss and total comprehensive expense for the year	13	-	-	(22,818)	(22,818)
Balance as at 30 April 2020		23	44,785	16,605	61,413

Ordinary shares represent the amount subscribed for share capital.

Share premium represents the excess of the issue price over the par value on shares issued less transaction costs arising on issue.

Retained earnings represents all other net gains and losses and transactions with owners not recognised elsewhere.

Sensyne Health Holdings Limited

Notes to the Financial Statements Year ended 30 April 2020

1. General Information

The Company is a private Company limited by shares and is incorporated and domiciled in the United Kingdom and registered in England and Wales.

The address of its registered office is Schrödinger Building, Heatley Road, Oxford Science Park, Oxford, England, OX4 4GE.

The principal activities of the Company are those of an intermediate holding company.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been applied consistently to the periods presented, unless otherwise stated.

Basis of preparation

The Financial Statements of Sensyne Health Holdings Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The Financial Statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006 as applicable to companies using FRS 101. These Financial Statements have been prepared in UK Sterling, which is the Company's functional currency and under the historical cost accounting rules.

The preparation of Financial Statements in conformity with FRS 101 requires the use of certain critical estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Statements are disclosed in Note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these Financial Statements, in accordance with FRS 101:

- 101p8(a) & Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment' (details of the number and weighted average exercise prices of share options, and how the fair value of goods or services received was determined).
- 101p8(d) & IFRS 7, 'Financial instruments: Disclosures'.
- 101p8(e) & Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- 101p8(f) & Paragraph 38 of IAS 1, 'Presentation of Financial Statements' – comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16, 'Property, plant and equipment'; and
 - (iii) paragraph 118(e) of IAS 38, 'Intangible assets' (reconciliations between the carrying amount at the beginning and end of the period).
- 101p8(g) & The following paragraphs of IAS 1, 'Presentation of Financial Statements':
 - 10(d) (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirement for minimum of two primary statements, including cash flow statements);
 - 38B–D (additional comparative information);
 - 111 (cash flow statement information); and
 - 134–136 (capital management disclosures).
- 101p8(h) & IAS 7, 'Statement of cash flows'.
- 101p8(i) & Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- 101p8(j) & Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation).
- 101p8(k) & The requirements in IAS 24, 'Related party disclosures', to disclose related party transactions entered into between two or more members of a group.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

2. Summary of significant accounting policies (continued)

Going concern

The Company is dependent on support from other Group companies, namely the parent Company. The Director has received assurances from the parent company, Sensyne Health plc, that funding will be provided to settle any liabilities as and when they fall due for a period of not less than 12 months from the date of signing of these Financial Statements. The Director has therefore determined that the Company has adequate resources to continue in business for a period not less than 12 months from the date of approval of these Financial Statements and that it is therefore appropriate to adopt the going concern basis in preparing these Financial Statements.

The Company's ability to rely on the support from the parent Company relies on the ability of the parent Company and Group to continue as a going concern. For further detail please see note 1 to the financial statements of Sensyne Health Plc Annual Report, which can be found on the website: www.sensynehealth.com.

As highlighted in the Sensyne Health Plc's Annual Report, the Group is still largely reliant on its cash balances to fund ongoing operations. In order for the Group to be in a position to provide support to the Company, it would be required to raise additional funding or embark on a programme of significant mitigating cost reductions and cash protection actions (including actions that would directly impact the Company).

After due consideration, the Director has concluded that there is a reasonable expectation that the Company has adequate resources to meet its liabilities as they fall due for at least 12 months from the date of this report.

Consolidation

The Company is a wholly owned subsidiary of its ultimate parent Sensyne Health plc. It is included in the consolidated Financial Statements of Sensyne Health plc, which are publicly available. Therefore, the Company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated Financial Statements. The address of the ultimate parent's registered office is Schrödinger Building, Heatley Road, Oxford Science Park, Oxford, England, OX4 4GE. The Sensyne Health plc consolidated Financial Statements are prepared under the International Financial Reporting Standards.

These Financial Statements are separate financial statements.

Investments

Investments held as fixed assets are stated at historical cost less provision for impairment. The Company assesses these investments for impairment wherever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of the recoverable amount. If the recoverable amount is less than the value of the investment, the investment is considered to be impaired and is written down to its recoverable amount. An impairment loss is recognised immediately in other general and administrative expenses in the Statement of Comprehensive Income.

Other intangible assets

Intangible assets are amortised on a straight-line basis over their expected useful life over 5 years once fully completed and the amortisation is classified within research and development or general and administrative expenses in the Statement of Comprehensive Income.

a) Other licences

Other licences comprise Strategic Research Agreements with certain NHS Trusts with a five year term that provide the Company with the option to license the further development of intellectual property and products in the field of digital health, and also access to specific patient data sets derived by these NHS Trusts.

These licences have a finite useful life equal to the term of the contract and are amortised over this term accordingly on a straight-line basis.

Amortisation charges are classified within research and development expenses in the Statement of Comprehensive Income.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

2. Summary of significant accounting policies (continued)

Intangible assets (continued)

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

b) Trademarks and patents

Trademarks and patents have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of intellectual property over their estimated useful lives, subject to any additional impairment that might arise and is classified within research and development in the Statement of Comprehensive Income. The estimated useful lives are as follows:

Patents - five years on a straight-line basis

Trademarks - five years on a straight-line basis

Until an item of intellectual property is granted and registered, costs are capitalised and are not amortised until the assets has been fully developed and are operational.

Financial instruments

a) Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into.

b) Trade payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Financial risk management

The Company experiences minimal activity in the year and therefore has limited exposure to financial risks.

The wider Group's simple structure and the lack of external debt financing reduces the range of financial risks to which it is exposed.

Monitoring of financial risk is part of the Board's ongoing risk management, the effectiveness of which is reviewed annually.

The Group's overall risk management strategy is located in Sensyne Health Plc's Annual Report for the year which can be found on the website www.sensynehealth.com.

Share capital

Ordinary shares are classified as equity, only to the extent that they do not meet the definition of a financial liability. Incremental costs directly attributable to the issue of new ordinary shares options are shown in equity as a deduction, net of tax, from the proceeds.

Exceptional items

The Company considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Company's financial performance. Please see note 5 for further information.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

3. Critical accounting judgements and sources of estimation uncertainty

The preparation of these Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions being revised. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Sources of estimation uncertainty

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below.

a) Investments impairment review

When a review for impairment is conducted the recoverable amount of an asset is determined based on the higher of market value or value-in-use calculations prepared on the basis of management's assumptions and estimates.

Investment impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Judgements and estimates are made in respect of the carrying value of the cash generating units (CGUs) containing the investment.

If there is a significant impairment of a particular CGU or if the Group's market capitalisation remains below the carrying value of Sensyne Health plc's aggregate investment in subsidiaries, this could result in an impairment of the investment. Please see note 9 for further information regarding the impairment of investment in subsidiary.

b) Impairment of other non-financial assets

The Company conducts annual impairment reviews of assets, such as intangible assets, when events or changes in circumstances indicate that their carrying amounts may not be recoverable, or in accordance with the relevant accounting standards. An impairment loss is recognised when the carrying amount of an asset is higher than the greater of its fair value less costs to sell or the value in use. In determining the value in use, management assesses the present value of the estimated future cash flows expected to arise from the continuing use of the asset (as in the condition at the reporting date) and from its disposal at the end of its useful life. Estimates and judgements are applied in determining these future cash flows and the discount rate. These assumptions relate to future events and circumstances. The actual results may vary and may cause adjustments to the Company's assets in future financial years. The Director considered that no impairment was necessary in respect of non-financial assets recognised in the financial periods to 30 April 2020 and 2019.

Significant judgements

Judgements made in applying the Company's accounting policies that have the most significant impact on the amounts recognised in the Financial Statements are:

a) Valuation of Strategic Research Agreements as included in intangible assets

The basis of valuation is on the basis that each party willingly enters into the terms of the contract which is in exchange for Equity in the Company.

b) Recoverable amount of intercompany receivables

In line with IFRS 9, the carrying value of intercompany receivable balances owed to Sensyne Health Group Limited by its subsidiaries is assessed using the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables. Judgements and estimates are made in respect of the recoverable amount of each subsidiary.

If the recoverable amount of a subsidiary is below the carrying value of intercompany receivable, this could result in an impairment of the receivable. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

4. Operating loss

Operating loss is stated after charging/(crediting):

	Year ended 30 April 2020 £'000	Year ended 30 April 2019 £'000
Amortisation and impairment of intangible assets	1,000	1,033
Auditors' fees - fees payable to Company's auditors for the audit of the Company's annual Financial Statements	10	-
Professional fees	6	(22)
Exceptional costs (note 5)	-	852
Impairment in Sensyne Health Group Limited (note 9)	15,414	-
Impairment for receivable from group undertakings	6,389	-
Total	22,819	1,863

Audit fees of £5,000 for the Company for the year ended 30 April 2019 were borne by a fellow group company and not recharged to the Company. There were no non-audit fees payable to the Company's auditor by the Company in either year.

5. Exceptional costs

	Year ended 30 April 2020 £'000	Year ended 30 April 2019 £'000
IPO transaction costs	-	852
	-	852

IPO transaction costs relate to professional fees incurred as part of the preparation for the initial public offering of the Company's immediate parent company in August 2018.

6. Employees and staff costs

The Company has no employees in either the current or previous year.

7. Director's remuneration

The Director does not receive any remuneration for their services as a Director to the Company, and no amounts are recharged to the Company. Details of the total remuneration payable to the Director for their services to the wider group of which the Company is a member can be found in the Financial Statements of Sensyne Health plc. This was also the case for the prior financial year.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

8. Tax on loss

Tax expense included in profit or loss:

	Year ended 30 April 2020 £'000	Year ended 30 April 2019 £'000
Current tax	-	-
Total tax credit	-	-

Factors affecting the tax credit for the year:

	Year ended 30 April 2020 £'000	Year ended 30 April 2019 £'000
Loss before taxation	(22,819)	(1,863)
Loss before taxation at the UK rate of corporation tax 19% (2019: 19%)	(4,336)	(354)
Expenses not deductible for tax purposes	4,143	161
Deferred tax not recognised	193	193
Total tax credit	-	-

At the year-end date the Company has unused United Kingdom tax losses available for offset against suitable future profits in the United Kingdom. A deferred tax asset has not been recognised in respect of such losses due to uncertainty of future profit streams. The Company continues to monitor the progress of tax legislation through the UK Parliament.

The deferred tax asset at 19% (2019: 17%) is estimated to be £570,000 (2019: £338,000).

At 30 April 2020, the Company had tax losses to be carried forward of approximately £3,002,000 (2019: £1,987,000).

At the 2020 Budget, the Government reversed the reduction of the UK corporation tax rate to 17%. At the balance sheet date the 19% rate has been substantively enacted.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

9. Investments

The movements on investments in subsidiaries is as follows: £'000

At 1 May 2018	42,502
Capital contribution to Drayson Technologies (Europe) Limited	32,197
Additional investment in Sensyne Health Group Limited	2,546
Transfer of subsidiary to fellow group company	(2,486)
	<hr/>
At 30 April 2019	74,759
Impairment of investment in Sensyne Health Group Limited	(15,414)
	<hr/>
At 30 April 2020	59,345

At 30 April 2020, the Company performed an impairment review on the investment in Sensyne Health Group Limited. The investment was impaired to fair value less cost of sale; being the higher compared to value-in-use. The best estimate for fair value was deemed to be the market capitalisation calculated using the quoted price for assets in an active market. This was therefore calculated using the quoted share price on the AIM London Stock Exchange for Sensyne Health Plc at 30 April 2020, being the active market for the Company. Sensyne Health Group Limited has little value outside of the wider Group and as such should be considered the same value as the Company.

At 30 April 2020, the Company had the following direct subsidiaries:

Name	Country of incorporation	% of shares owned by Company	Registered office
Sensyne Health Group Limited	UK	100%	Schrödinger Building Heatley Road, Oxford Science Park, Oxford, England, OX4 4GE
Drayson Technologies Inc	USA	100%	3500 South Dupont Highway, City of Dover, County of Kent, 19901, USA
Drayson Technologies Mexico S.A de C.V	Mexico	100%	29, floor 10-B, Colonia Polanco V Seccion, C.P. 11560, Mexico City
Drayson Technologies (Services) Mexico S.A de C.V	Mexico	100%	29, floor 10-B, Colonia Polanco V Seccion, C.P. 11560, Mexico City

All subsidiaries are trading companies involved in the ordinary activities of the wider group.

The Director considers the value of the investments to be supported by their underlying assets.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

10. Intangible assets

	Trademarks & patents £'000	Other Licences £'000	Total £'000
Cost			
At 1 May 2018	33	5,000	5,033
Additions	-	-	-
At 30 April 2019	33	5,000	5,033
Additions	-	-	-
At 30 April 2020	33	5,000	5,033
Accumulated amortisation and impairment			
At 1 May 2018	-	(917)	(917)
Amortisation charge	-	(1,000)	(1,000)
Impairment charge	(33)	-	(33)
At 30 April 2019	(33)	(1,917)	(1,950)
Amortisation charge	-	(1,000)	(1,000)
At 30 April 2020	(33)	(2,917)	(2,950)
Net book value			
At 30 April 2020	-	2,083	2,083
At 30 April 2019	-	3,083	3,083

Other licences are capitalised Strategic Research Agreements (SRAs). The SRA has a remaining useful life of 2 years and 1 month at the year end.

Patents and trademarks are capitalised legal and application costs for various registrations that the business obtains to protect its intellectual property. Amortisation is charged once the application is granted and secured.

As part of the restructure of the wider group the Company identified that the capitalised Trademarks and Patents would no longer provide a future economic benefit to the Company and fully impaired the items. At 30 April 2020 and 30 April 2019, the Company identified no evidence that indicated any other intangible assets may be impaired, other than in relation to specific patents and trademarks as described above.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) Year ended 30 April 2020

11. Trade and other receivables

	30 April 2020 £'000	30 April 2019 £'000
Amounts falling due within one year:		
Amounts due from group undertakings and related parties	-	6,389
Amounts falling due after one year:		
Amounts due from group undertakings and related parties	-	-

The amounts due from subsidiary undertakings include £6,389,000 (2019: £6,389,000) that accrue no interest and are repayable on demand.

At 30 April 2020, a provision of £6,389,000 (2019: nil) was held in respect of the recoverability of amounts due from subsidiary undertakings assessed in accordance with IFRS 9.

12. Trade and other payables

	30 April 2020 £'000	30 April 2019 £'000
Amounts falling due within one year:		
Accruals and contract liabilities	15	-

13. Called up Share capital

	At 30 April 2020 and 2019	
	Number of shares '000	Nominal value £'000
Authorised, allotted and fully paid		
Ordinary shares of £0.01 each	2,302	23
Preferred "A" shares of £0.01 each	-	-
Preferred "B" shares of £0.01 each	-	-
Preferred "C" shares of £0.01 each	-	-
	2,302	23

Preferred "A" shares have full rights but in the case of capital distributions will rank ahead of Ordinary shares and behind Preferred "B" shares (including on winding up, on sale of the Company and on the public flotation of the Company). Preferred "B" shares have full rights but in the case of capital distributions will rank ahead of Ordinary shares and ahead of Preferred "A" shares (including on winding up, on sale of the Company and on the public flotation of the Company). Preferred "C" shares have full rights but in the case of capital distributions will rank ahead of Ordinary shares, Preferred "A" shares and Preferred "B" shares (including on winding up, on sale of the Company and on the public flotation of the Company).

During the previous year, the Company issued 327,734 £0.01 Ordinary shares at £0.01 per share for a total cash consideration of £314,000. The Company also issued 64,748 £0.01 Preferred "C" shares at £73.77 per share for a total cash consideration of £4,776,000. Transaction costs of £25,000 have been offset against the Share Premium account in accordance with IAS 32 'Financial instruments: Presentation'.

Sensyne Health Holdings Limited

Notes to the Financial Statements (continued) **Year ended 30 April 2020**

13. Called up Share capital (continued)

On 17 August 2018, one of the Company's Group companies underwent an IPO, as each such term is defined in the Company's articles of association in force at the time. Therefore, on 17 August 2018, pursuant to article 16.2 of the company's articles of association in force at the time, all of the Preferred shares in the company automatically converted to Ordinary shares, at the conversion rate of one Ordinary share for each Preferred share. Effective as of 17 August 2018, the company only has Ordinary shares of £0.01 each in issue.

14. Related party transactions

Balances and transactions between the Company and other members of the same group, which are related parties, have not been disclosed.

The Company had no outstanding balances with related companies at the Balance Sheet date (2019: nil).

During the year, there were no trading transactions with related companies (2019: nil).

All Directors are paid by other group companies for services to the Group. Full disclosure of the Director's remuneration is included in the Sensyne Health plc Annual Report.

15. Financial commitments and contingent liabilities

Annual funding is available through a funding request application to Oxford University Hospitals NHS Foundation Trust; under the research sponsorship funding agreement, £250,000 is available each year for five years beginning June 2017.

There are no capital commitments or contingent liabilities as at 30 April 2020 and 30 April 2019.

16. Controlling parties

The Company's immediate parent and controlling party is Sensyne Health plc, a public company registered in England and Wales.

The largest and smallest group of which this company is a member of and for which group Financial Statements are prepared is Sensyne Health plc. Copies of the consolidated Financial Statements may be obtained from its registered office at the Schrödinger Building, Heatley Road, Oxford Science Park, Oxford, England, OX4 4GE.

17. Post balance sheet events

There were no post balance sheet events.