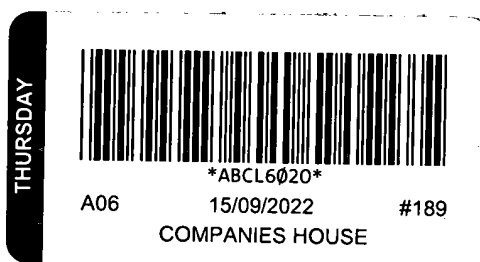


REGISTERED NUMBER: 10360684 (England and Wales)

**Report of the Directors and
Financial Statements for the Year Ended 31 December 2021
for
IP2IPO Portfolio (GP) Limited**



IP2IPO Portfolio (GP) Limited

**Contents of the Financial Statements
for the Year Ended 31 December 2021**

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IP2IPO Portfolio (GP) Limited

**Company Information
for the Year Ended 31 December 2021**

DIRECTORS:

D G Baynes
G Smith
C E Glasson
A Leach

SECRETARY:

IP2IPO Services Limited

REGISTERED OFFICE:

2nd Floor
3 Pancras Square,
Kings Cross,
London
N1C 4AG

REGISTERED NUMBER:

10360684 (England and Wales)

AUDITORS:

Moore NHC Audit Limited
Nicholas House
River Front
Enfield
Middlesex
EN1 3FG

IP2IPO Portfolio (GP) Limited

Report of the Directors for the Year Ended 31 December 2021

The directors present their report with the financial statements of the Company for the year ended 31 December 2021.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2021 (year ended 31 December 2020: £nil).

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2021 to the date of this report.

D G Baynes
G Smith
C E Glasson

Other changes in directors holding office are as follows:

A J Aubrey - resigned 9 November 2021
M C N Townend - resigned 8 November 2021
A Leach - appointed 8 November 2021

POLITICAL DONATIONS AND EXPENDITURE

During the year ended 31 December 2021, the Company made no political or charitable donations (year ended 31 December 2020: £nil).

GOING CONCERN

Notwithstanding net current liabilities, excluding debtors more than one year, of £8,525 as at 31 December 2021, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

After reviewing the cash flow forecasts for a period of at least 12 months, the directors are satisfied that taking account of reasonably possible downsides, the Company will have sufficient funds to meet its liabilities as they fall due for that period. For this reason, the directors consider it appropriate to adopt the going concern basis in preparing these financial statements.

The directors have considered the impact of the emergence and spread of COVID-19 and potential implications on future operations. Whilst there are significant wider market uncertainties which may impact the Company, the directors do not believe this will impact the ability of the Company to continue as a going concern for at least the next 12 months.

Those forecasts are dependent on Top Technology Ventures Limited not seeking repayment of the amounts currently due to the Company, which at 31 December 2021 amounted to £8,525. Top Technology Ventures Limited has indicated via a letter of support that it does not intend to seek repayment of these amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

FUTURE OUTLOOK

The directors believes that the Company will continue to operate satisfactorily for the foreseeable future.

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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.


IP2IPO Portfolio (GP) Limited

**Report of the Directors
for the Year Ended 31 December 2021**

AUDITORS

The auditor Moore NHC Audit Limited, is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

ON BEHALF OF THE BOARD:


Chris Glasson (Sep 8, 2022 12:17 GMT+1)
C E Glasson - Director

Date: **Sep 8, 2022**

IP2IPO Portfolio (GP) Limited

Statement of Directors' Responsibilities for the Year Ended 31 December 2021

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Report of the Independent Auditors to the Members of IP2IPO Portfolio (GP) Limited

Opinion

We have audited the financial statements of IP2IPO Portfolio (GP) Limited (the 'company') for the year ended 31 December 2021 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosure Framework'.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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.

**Report of the Independent Auditors to the Members of
IP2IPO Portfolio (GP) Limited**

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

The objectives of our audit in respect of fraud, are to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are the Companies Act 2006, UK financial reporting standards as issued by the Financial Reporting Council, and UK taxation legislation.
- We obtained an understanding of how the company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.

Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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



Francis Corbishley (Senior Statutory Auditor)
for and on behalf of Moore NHC Audit Limited
Nicholas House
River Front
Enfield
Middlesex
EN1 3FG

09/09/2022

Date:

IP2IPO Portfolio (GP) Limited**Statement of Comprehensive Income
for the Year Ended 31 December 2021**

	Notes	2021 £	2020 £
TURNOVER		<u>10,000</u>	<u>10,000</u>
OPERATING PROFIT and PROFIT BEFORE TAXATION	4	10,000	10,000
Tax on profit	6	<u>(39,410)</u>	<u>1,907</u>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(29,410)	11,907
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>(29,410)</u>	<u>11,907</u>

The notes form part of these financial statements


IP2IPO Portfolio (GP) Limited (Registered number: 10360684)

**Balance Sheet
31 December 2021**

	Notes	£	2021 £	£	2020 £
CURRENT ASSETS					
Debtors	7		53,334		43,334
CREDITORS					
Amounts falling due within one year	8		<u>8,525</u>		<u>8,525</u>
NET CURRENT ASSETS			<u>44,809</u>		<u>34,809</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			44,809		34,809
CREDITORS					
Amounts falling due after more than one year	9		<u>39,552</u>		<u>142</u>
NET ASSETS			<u>5,257</u>		<u>34,667</u>
CAPITAL AND RESERVES					
Called up share capital	10		1		1
Retained earnings			<u>5,256</u>		<u>34,666</u>
SHAREHOLDERS' FUNDS			<u>5,257</u>		<u>34,667</u>

Sep 8, 2022

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


 Chris Glasson (Sep 8, 2022 12:17 GMT+1)

 C E Glasson - Director

IP2IPO Portfolio (GP) Limited

**Statement of Changes in Equity
for the Year Ended 31 December 2021**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 January 2020	1	22,759	22,760
Changes in equity			
Total comprehensive income	-	11,907	11,907
Balance at 31 December 2020	<u>1</u>	<u>34,666</u>	<u>34,667</u>
Changes in equity			
Total comprehensive income	-	(29,410)	(29,410)
Balance at 31 December 2021	<u>1</u>	<u>5,256</u>	<u>5,257</u>

The notes form part of these financial statements

IP2IPO Portfolio (GP) Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

1. STATUTORY INFORMATION

IP2IPO Portfolio (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.

The principal activity of IP2IPO Portfolio (GP) Limited (the "Company") during the year was the management of IP2IPO Portfolio L.P. (the "Partnership"), a limited partnership which funds the formation, building and development of spin-out companies specialising in the commercialisation of scientific innovations developed at leading universities and research institutions in the UK with a view to making a profit. The Company has assigned its parent company, Top Technology Ventures Limited to act as "Operator" and has appointed IP Group plc to advise on and manage the investments of the Partnership.

2. ACCOUNTING POLICIES

Basis of preparation

The Financial Statements of IP2IPO Portfolio (GP) Limited (the "Company") are for the year ended 31 December 2021. The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated. These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

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 transactions with wholly owned subsidiaries; disclosures in respect of capital management; and disclosures of transactions with a management entity that provides key management personnel services to the Company. The Company has also applied the exemption from the requirements of IFRS 7 Financial Instruments: Disclosures, the equivalent disclosures are included in the IP Group plc consolidated financial statements.

Changes in accounting policies

(i) New standards, interpretations and amendments effective from 1 January 2021

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2021 that have had a material impact on the Company's financial statements.

(ii) New standards, interpretations and amendments not yet effective

No new standards, interpretations and amendments not yet effective are expected to have a material effect on the Company's future financial statements.

GOING CONCERN

Notwithstanding net current liabilities, excluding debtors more than one year, of £8,525 as at 31 December 2021, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

After reviewing the cash flow forecasts for a period of at least 12 months, the directors are satisfied that taking account of reasonably possible downsides, the Company will have sufficient funds to meet its liabilities as they fall due for that period. For this reason, the directors consider it appropriate to adopt the going concern basis in preparing these financial statements.

The directors have considered the impact of the emergence and spread of COVID-19 and potential implications on future operations. Whilst there are significant wider market uncertainties which may impact the Company, the directors do not believe this will impact the ability of the Company to continue as a going concern for at least the next 12 months.

Those forecasts are dependent on Top Technology Ventures Limited not seeking repayment of the amounts currently due to the Company, which at 31 December 2021 amounted to £8,525. Top Technology Ventures Limited has indicated via a letter of support that it does not intend to seek repayment of these amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Fund management services

Fund management fees include fiduciary fund management fees which are generally earned as a fixed fee and are recognised as the related services are provided.

IP2IPO Portfolio (GP) Limited

Notes to the Financial Statements - continued for the Year Ended 31 December 2021

2. ACCOUNTING POLICIES - continued

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

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.

3. EMPLOYEES AND DIRECTORS

During the year the Company had no employees (2020: 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 2021, for their services to this entity.

4. PROFIT BEFORE TAXATION

The profit before taxation is stated after charging/(crediting):

	2021 £	2020 £
Management fee	<u>(10,000)</u>	<u>(10,000)</u>

5. AUDITORS' REMUNERATION

	2021 £	2020 £
Fee payable to the Company's auditors for the audit of the Company's financial statements	<u>2,500</u>	<u>2,000</u>

The above fee was paid by Top Technology Ventures Limited on behalf of the Company.

6. TAXATION

Analysis of tax expense/(income)

	2021 £	2020 £
Deferred tax	<u>39,410</u>	<u>(1,907)</u>
Total tax expense/(income) in statement of comprehensive income	<u>39,410</u>	<u>(1,907)</u>

Factors affecting the tax expense

The tax assessed for the year is higher (2020 - lower) than the standard rate of corporation tax in the UK. The difference is explained below:

	2021 £	2020 £
Profit before income tax	<u>10,000</u>	<u>10,000</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2020 - 19%)	1,900	1,900
Effects of:		
Income not taxable for tax purposes	(1,900)	(1,900)
Adjustment to tax charge in respect of previous periods - deferred tax	36,145	(2,664)
Deferred tax rate movement	9,493	(72)
Income and expenses transferred from IP2IPO Portfolio LP	<u>(6,228)</u>	<u>829</u>
Tax expense/(income)	<u>39,410</u>	<u>(1,907)</u>

IP2IPO Portfolio (GP) Limited

**Notes to the Financial Statements - continued
for the Year Ended 31 December 2021**

7. DEBTORS

	2021 £	2020 £
Amounts falling due within one year:		
Called up share capital not paid	<u>1</u>	<u>1</u>
Amounts falling due after more than one year:		
Amounts owed by group undertakings	<u>53,333</u>	<u>43,333</u>
Aggregate amounts	<u>53,334</u>	<u>43,334</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021 £	2020 £
Amounts owed to group undertakings	<u>8,525</u>	<u>8,525</u>

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

	2021 £	2020 £
Deferred tax liability	<u>39,552</u>	<u>142</u>

	2021		2020	
	Amount £m	Deferred tax £m	Amount £m	Deferred tax £m
Short term timing difference	175,705	43,926	30,530	5,801
Losses & other deduction	<u>(17,497)</u>	<u>(4,374)</u>	<u>(29,781)</u>	<u>(5,659)</u>
	<u>158,208</u>	<u>39,552</u>	<u>749</u>	<u>142</u>

10. CALLED UP SHARE CAPITAL

Allotted and issued:				
Number:	Class:	Nominal value:	2021 £	2020 £
1	Share capital 1	1	<u>1</u>	<u>1</u>

11. RELATED PARTY DISCLOSURES

As the Company is a wholly owned subsidiary of IP Group plc, the Company has taken advantage of the exemption contained in IAS24 and has therefore not disclosed transactions or balances with entities which form part of the IP Group plc group.

12. 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. Copies of the ultimate parent company's financial statements may be obtained from the secretary of IP Group plc, 3 Pancras Square, Kings Cross, London, England, N1C 4AG.

13. EVENTS AFTER THE REPORTING PERIOD

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