Registration number: 09061413

Aptamer Group Limited

Annual Report and Unaudited Financial Statements

for the Period from 1 April 2020 to 30 June 2021

Aptamer Group Limited

Contents

Aptamer Group Limited

Company Information

Directors	Dr A C Tolley Dr D H J Bunka Mr S Hull Mr A J Skinn Prof P Townsend Dr Ing F van Dalen Mrs E Courtman-Stock Dr J D Richards
Registered office	2nd Floor Biocentre Innovation Way Heslington York YO10 5NY
Accountants	Murray Harcourt Partners LLP 6 Queen Street Leeds West Yorkshire LS1 2TW

Aptamer Group Limited

(Registration number: 09061413)
Balance Sheet as at 30 June 2021

	Note	2021 £	2020 £
Fixed assets			
Intangible assets	5	106,226	-
Tangible assets	6	89,132	36,651
Investments	7	418,011	418,011
		613,369	454,662
Current assets			
Debtors	8	3,142,321	1,783,391
Cash at bank and in hand		141,922	64,186
		3,284,243	1,847,577
Creditors: Amounts falling due within one year	9	(924,138)	(220,897)
Net current assets		2,360,105	1,626,680
Total assets less current liabilities		2,973,474	2,081,342
Creditors: Amounts falling due after more than one year	9	(39,253)	(1,044)
Net assets		2,934,221	2,080,298
Capital and reserves			
Called up and fully paid share capital		29,854	28,152
Share premium reserve		5,203,442	3,088,923
Other reserves		83,247	44,288
Profit and loss account		(2,382,322)	(1,081,065)
Total equity		2,934,221	2,080,298

For the financial period ending 30 June 2021 the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Aptamer Group Limited

(Registration number: 09061413)
Balance Sheet as at 30 June 2021

These financial statements have been delivered in accordance with the provisions applicable to companies *subject to the small companies regime and the option not to file the profit and loss account has been taken.*

Approved and authorised by the Board on 30/11/21 and signed on its behalf by:

....
Dr A C Tolley
Director

Aptamer Group Limited

Statement of Changes in Equity for the Period from 1 April 2020 to 30 June 2021

	Share capital £	Share premium £	Non-distributable reserve £	Profit and loss account £	Total £
At 1 April 2020	28,152	3,088,923	44,288	(1,081,065)	2,080,298
Total comprehensive income	-	-	38,959	(1,301,257)	(1,262,298)
New share capital subscribed	1,702	2,114,519	-	-	2,116,221
At 30 June 2021	29,854	5,203,442	83,247	(2,382,322)	2,934,221

	Share capital £	Share premium £	Non-distributable reserve £	Profit and loss account £	Total £
At 1 April 2019	28,152	3,088,923	-	(988,612)	2,128,463
Loss for the period	-	-	-	(92,453)	(92,453)
Other comprehensive income	-	-	44,288	-	44,288
Total comprehensive income	-	-	44,288	(92,453)	(48,165)
At 31 March 2020	28,152	3,088,923	44,288	(1,081,065)	2,080,298

The non-distributable reserve relates to cumulative share-based payment charges recorded by the company.

1 General information

The Company is a private company limited by share capital incorporated in England and Wales. Details of the registered office are shown on page 1.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates
The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation
These financial statements have been prepared on a going concern basis, using the historical cost convention and in accordance with FRS 102 Section 1A 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Going concern
The COVID-19 pandemic has not adversely impacted the Group's operations. The Group has prepared detailed financial forecasts up to 2024, including cash flow projections. These projections assume increased activity and revenues which are based on known project development. The forecasts also assume cash inflows from new fundraising rounds and the Directors consider that it is reasonable to assume that these will be successful.

Having reviewed the forecast information and current trading levels the Directors are confident that the business can pay its debts as they fall due over the next 12 months. Accordingly, the Directors have concluded that no material uncertainty in relation to going concern exists and have prepared the financial statements on a going concern basis.

Revenue recognition
Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Company's activities. Turnover is shown net of value added tax, returns, rebates and discounts and is recognised when the amount of revenue can be reliably measured, and it is probable that future economic benefits will flow to the entity.

Government grants
Government grants in relation to revenue expenditure that has already been incurred for the purpose of giving immediate financial support to the entity with no future related costs shall be recognised in income in th period in which they become receivable.

Foreign currency transactions and balances
Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate on the date when the fair value is re-measured.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

2 Accounting policies (continued)

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Current income tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised on timing differences between taxable profits and profits reported in the financial statements. Deferred tax is recognised on all timing differences at the reporting date and is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Furniture, fittings and equipment	16.67% straight line
Other property, plant and equipment	16.67% straight line

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Intangible assets

Separately acquired trademarks and licences are shown at historical cost.

Trademarks, licences (including software) and customer-related intangible assets acquired in a business combination are recognised at fair value at the acquisition date.

Trademarks, licences and customer-related intangible assets have a finite useful life and are carried at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Trademarks, patents and licenses	16.67% straight line

2 Accounting policies (continued)

Investments
Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Cash and cash equivalents
Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors
Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors
Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings
Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to profit or loss over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

2 Accounting policies (continued)

Leases
Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance costs in profit or loss and reduction of the lease obligation so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Share capital
Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments.

Dividends
Dividend distribution to the Company's shareholders is recognised in the financial statements in the reporting period in which the dividends are paid.

Defined contribution pension obligation
A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the Company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Share based payments
The company operates a number of equity-settled, share based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The Company recognises the impact of the revision to original estimates, if any, in the profit and loss account, with a corresponding adjustment to equity.

Financial instruments
Financial instruments are classified and accounted for as financial assets, financial liabilities or equity instruments, according to the substance of the contractual arrangement. Equity instruments are those that entitle the holder to a residual interest in the Company's assets after deducting all of its liabilities.

Basic financial instruments are recognised at amortised cost, except for investments in non-convertible preference and non-puttable ordinary and preference shares, which are measured at fair value provided that this can be measured reliably. Derivative financial instruments are initially recorded at cost and thereafter at fair value with changes recognised in profit or loss.

3 Staff numbers

The average number of persons employed by the company (including directors) in the period, was 31 (2020 - 26).

4 Prior period restatement

During the year the Directors reviewed the classification of certain costs within the Statements of Income and Retained Earnings. As a result of the review certain costs have been reclassified. Costs of £368,059 in the prior year, previously classified as Cost of Sales have been reclassified as Administrative Expenses.

5 Intangible assets

	Trademarks, patents and licenses £	Total £
Cost		
Additions acquired separately	119,504	119,504
At 30 June 2021	119,504	119,504
Amortisation		
Amortisation charge	13,278	13,278
At 30 June 2021	13,278	13,278
Carrying amount		
At 30 June 2021	106,226	106,226

The aggregate amount of research and development expenditure recognised as an expense during the period is £21,274 (2020 - £Nil).

6 Tangible assets

	Furniture, fittings and equipment £	Other property, plant and equipment £	Total £
Cost			
At 1 April 2020	7,594	59,000	66,594
Additions	10,151	64,954	75,105
Disposals	-	(9,700)	(9,700)
At 30 June 2021	17,745	114,254	131,999
Depreciation			
At 1 April 2020	1,714	28,229	29,943
Charge for the period	3,523	15,462	18,985
Eliminated on disposal	-	(6,061)	(6,061)
At 30 June 2021	5,237	37,630	42,867
Carrying amount			
At 30 June 2021	12,508	76,624	89,132
At 31 March 2020	5,880	30,771	36,651

7 Investments

	2021 £	2020 £
Investments in subsidiaries	418,011	418,011

Subsidiaries	£
Cost or valuation	
At 1 April 2020	418,011
Provision	
Carrying amount	
At 30 June 2021	418,011
At 31 March 2020	418,011

7 Investments (continued)

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held 2021	2020
Subsidiary undertakings				
Aptamer Solutions Limited	Second Floor, Bio Centre, Innovation Way, Heslington, York, YO10 5NY	Ordinary	100%	100%
Aptamer Diagnostics Limited	Second Floor, Bio Centre, Innovation Way, Heslington, York, YO10 5NY	Ordinary	100%	100%
Aptamer Therapeutics Limited	Second Floor, Bio Centre, Innovation Way, Heslington, York, YO10 5NY	Ordinary	100%	100%
Aptasort Limited	Second Floor, Bio Centre, Innovation Way, Heslington, York, YO10 5NY	Ordinary	100%	100%

8 Debtors

	2021 £	2020 £
Trade debtors	2,000	-
Amounts owed by group undertakings	2,990,943	1,753,346
Other debtors	140,308	20,950
Prepayments	9,070	9,095
	3,142,321	1,783,391

9 Creditors

	Note	2021 £	2020 £
Due within one year			
Loans and borrowings	12	10,610	1,582
Trade creditors		266,268	56,464
Taxation and social security		74,653	116,591
Other creditors		15,406	6,792
Accruals and deferred income		557,201	39,468
		924,138	220,897
Due after one year			
Loans and borrowings	12	39,167	1,044
Other non-current financial liabilities		86	-
		39,253	1,044

10 Share capital

Allotted, called up and fully paid shares

	2021		2020	
	No.	£	No.	£
Ordinary shares of £0.10 each	-	-	281,519	28,151.90
Ordinary shares of £0.00 each	298,540,000	29,854.00	-	-
	298,540,000	29,854	281,519	28,152

11 Operating lease commitments

Operating leases

The total of future minimum lease payments is as follows:

	2021 £	2020 £
Not later than one year	123,144	89,519
Later than one year and not later than five years	-	4,740
	123,144	94,259

The amount of non-cancellable operating lease payments recognised as an expense during the period was £201,686 (2020 - £143,172).

12 Loans and borrowings

	2021 £	2020 £
Current loans and borrowings		
Bank borrowings	10,000	-
Finance lease liabilities	610	1,582
	10,610	1,582

	2021 £	2020 £
Non-current loans and borrowings		
Bank borrowings	39,167	-
Finance lease liabilities	-	1,044
	39,167	1,044

13 Related party transactions

The Company has taken the exemption set out in FRS 102 from disclosing transactions with wholly owned group members.

Summary of transactions with subsidiaries

Aptamer Solutions Limited

The balance due from Aptamer Solutions Limited at the balance sheet date is £1,981,444 (2020: £1,306,972).

Aptamer Diagnostics Limited

The balance due from Aptamer Diagnostics Limited at the balance sheet date is £700,088 (2020: £328,275).

Aptamer Therapeutics Limited

The balance due from Aptamer Therapeutics Limited at the balance sheet date is £234,481 (2020: £46,040).

Aptasort Limited

The balance due from Aptasort Limited at the balance sheet date is £74,930 (2020: £72,059).

The loans are interest free and repayable on demand.