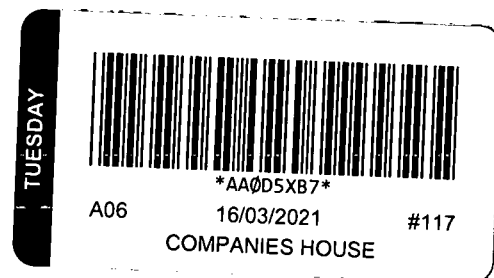


**DBW INVESTMENTS (9) LIMITED**

**Annual Report and Financial Statements**

**For the year ended 31 March 2020**



**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31  
MARCH 2020**

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**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

G Thorley  
M Owen  
D Staziker  
R Hunter (appointed 21 August 2019)  
N Maguinness (appointed 21 August 2019)

**SECRETARY**

J Oates

**REGISTERED OFFICE**

Unit J  
Yale Business Village  
Ellice Way  
Wrexham  
LL13 7YL

**BANKERS**

Barclays Bank Plc  
PO Box 69  
Queen Street  
Cardiff  
CF10 1SG

**AUDITOR**

Deloitte LLP  
Statutory Auditor  
Cardiff  
United Kingdom

## **DIRECTORS' REPORT**

The directors present their Annual Report and the audited Financial Statements for the year ended 31 March 2020.

This directors' report has been prepared in accordance with the provisions applicable to small companies entitled to the small companies' exemption.

### **BUSINESS REVIEW AND PRINCIPAL ACTIVITIES**

The principal activity of the Company is the holding of a fund to provide investment into Life Sciences businesses.

The fund will eventually comprise £100 million consisting of a mixture of both public and private funding. Current funding in the sum of £50 million (2019 - £50 million) has been raised from the Welsh Government.

Following a competitive procurement exercise, Arthurian Life Sciences Limited was appointed as fund manager. A limited partnership, the Wales Life Sciences Investment Fund LP, was set up to house fund's investments. DBW Investments (9) Limited holds 80% of the share capital in the limited partnership. Further details can be seen in note 8.

During the year, the Fund Manager, Arix Capital Management Ltd (which changed name from Arthurian Life Sciences Limited on 20 June 2019), made no equity investments (2019 – no equity investments).

The directors expect the general level of activity to remain consistent with 2020 in the forthcoming year.

### **GOING CONCERN**

The Directors have made an assessment of going concern, taking into account both current performance and the Company's outlook which considered the impact of the Covid-19 pandemic (see below for details) and the Brexit process. As part of the assessment of going concern the Directors made enquiries and reviewed forecasts for the Company including considering the recoverability of the outstanding loan investments and investment repayments made, and the Directors believe there are no material uncertainties that lead to significant doubt on the Company's ability to continue in business over the next 12 months.

The Directors concluded that they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the 12 month period from the date of signing this report. Accordingly they continue to adopt the going concern basis of preparing the financial statements.

### **COVID-19**

Prior to the year end in March 2020 significant economic and social disruption has arisen from the Covid-19 pandemic.

The Company has invoked business continuity plans whilst it seeks to serve and support its managed funds throughout the pandemic while maintaining the safety and well-being of staff. Staff are working from home whilst the UK Government has introduced lockdown measures.

During late March, early April, unprecedented levels of business support packages were also unveiled. The UK Government set up £330bn of funding for businesses across the UK including such things as the Coronavirus Business Interruption Loan Scheme (CBILS), the Bounce Back Loan Scheme and a furlough scheme to contribute to employee pay. The UK Government is continuing to support business by extending the furlough scheme to 31 March 2021 to help businesses weather the Covid-19 lockdown. In addition, the Welsh Government announced its setting up of a £500m economic resilience fund in late March.

The Company continues to work with its stakeholders in order to minimise any economic disruption that Covid-19 might occasion. The Company believes that its activities are secure and it is not anticipated that the impact of the pandemic is likely to be significant or materially increase during the next 12 months.

## **DIRECTORS' REPORT**

### **BREXIT**

On the 31 January 2020 the UK ceased to be a member of the EU and entered into an 11 month transition period with the EU while the future trading relationship is negotiated. As a result there remains uncertainty in the UK and Europe in relation to Brexit.

The Company continues to work with its stakeholders in order to minimise any economic disruption that the process might occasion. The Company believes that its activities are secure and it is not anticipated that the impact of Brexit is likely to be significant or materially increase during the next 12 months.

### **DIRECTORS**

The directors of the Company, who served throughout the financial year and to the date of this report, unless stated otherwise, are as shown on page 1.

### **DIRECTORS' INDEMNITIES**

The company has made qualifying third party indemnity provisions for the benefit of all directors. These were in force during the financial year and remained in force at the date of approval of the financial statements.

### **POLITICAL DONATIONS**

The company made no political donations during 2020 (2019: nil).

### **SUBSEQUENT EVENTS**

There were no subsequent events to report.

### **AUDITOR**

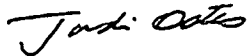
In the case of each of the persons who are directors of the Company at the date when this report is approved:

- so far as each of the directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the directors have taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

The Group has a policy of tendering the external audit every five years. The last time the audit was tendered was in 2016 when the incumbents Deloitte LLP were reappointed. As a result of the ongoing Covid-19 pandemic, the Group has taken the decision to extend the current external audit contract for a further year.

Approved by the Board of Directors  
and signed on behalf of the Board



J Oates  
Company Secretary

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Annual Report and 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), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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. 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
DBW INVESTMENTS (9) LIMITED**

**REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

**Opinion**

In our opinion the financial statements of DBW Investments (9) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

**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 Financial Reporting Council's (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**

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

**Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
DBW INVESTMENTS (9) LIMITED**

**Other information (continued)**

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in respect of these matters.

**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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the 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 has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the directors' report.

**Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters 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; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

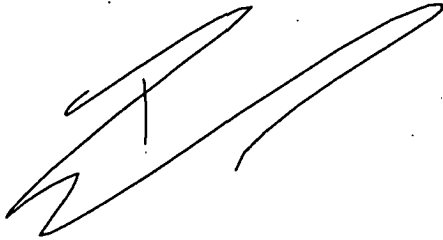
We have nothing to report in respect of these matters.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
DBW INVESTMENTS (9) LIMITED**

**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.

A handwritten signature in black ink, appearing to be 'D Rozier', written over a horizontal line.

David Rozier (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Cardiff, United Kingdom

22 December 2020

**PROFIT AND LOSS ACCOUNT**  
**For the year ended 31 March 2020**

	Note	2020 £	2019 £
<b>Administrative Expenses:</b>			
Other administrative expenses	3	(58,788)	(16,017)
<b>Other operating income:</b>			
Fair value loss on financial assets	5	(5,374,676)	(14,785,538)
<b>LOSS BEFORE FINANCE INCOME</b>		<u>(5,433,464)</u>	<u>(14,801,555)</u>
Interest receivable and similar income	6	<u>123,983</u>	<u>17</u>
<b>LOSS BEFORE TAXATION</b>		<u>(5,309,481)</u>	<u>(14,801,538)</u>
Tax on loss	7	-	-
<b>LOSS FOR THE FINANCIAL YEAR ATTRIBUTABLE TO THE OWNERS OF THE COMPANY</b>		<u><u>(5,309,481)</u></u>	<u><u>(14,801,538)</u></u>

All activities derive from continuing operations.

There have been no recognised gains and losses for the current or prior financial year other than as stated in the profit and loss account. Accordingly, no separate Statement of Comprehensive Income is presented.

**BALANCE SHEET**  
**As at 31 March 2020**

	Note	2020 £	2019 £
<b>NON CURRENT ASSETS</b>			
Financial assets at fair value	8	11,211,003	16,585,679
		<u>11,211,003</u>	<u>16,585,679</u>
<b>CURRENT ASSETS</b>			
Cash at bank and in hand		20,347,350	20,279,384
		<u>20,347,350</u>	<u>20,279,384</u>
<b>TOTAL ASSETS</b>		<u>31,558,353</u>	<u>36,865,063</u>
<b>CURRENT LIABILITIES</b>	9	<u>(8,759)</u>	<u>(5,988)</u>
<b>NET CURRENT ASSETS</b>		<u>20,338,591</u>	<u>20,273,396</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>31,549,594</u>	<u>36,859,075</u>
<b>NON CURRENT LIABILITIES</b>	9	<u>(42,400,000)</u>	<u>(42,400,000)</u>
<b>NET LIABILITIES</b>		<u>(10,850,406)</u>	<u>(5,540,925)</u>
<b>CAPITAL AND RESERVES</b>			
Public equity		7,600,000	7,600,000
Called up share capital	11	1	1
Profit and loss account		<u>(18,450,407)</u>	<u>(13,140,926)</u>
<b>TOTAL SHAREHOLDER'S FUNDS</b>		<u>(10,850,406)</u>	<u>(5,540,925)</u>

The financial statements of DBW Investments (9) Limited, registered number 07986371, were approved by the Board of Directors and authorised for issue on 22 December 2020.

Signed on its behalf by



D Staziker  
Director

**STATEMENT OF CHANGES IN EQUITY**  
**For the year ended 31 March 2020**

	Public equity £	Called up share capital £	Profit and loss account £	Total £
<b>Balance at 1 April 2018</b>	7,600,000	1	1,660,612	9,260,613
Total comprehensive loss for the year	-	-	(14,801,538)	(14,801,538)
<b>Balance at 31 March 2019</b>	<u>7,600,000</u>	<u>1</u>	<u>(13,140,926)</u>	<u>(5,540,925)</u>
Total comprehensive loss for the year	-	-	(5,309,481)	(5,309,481)
<b>Balance at 31 March 2020</b>	<u>7,600,000</u>	<u>1</u>	<u>(18,450,407)</u>	<u>(10,850,406)</u>

**NOTES TO THE FINANCIAL STATEMENTS****For the year ended 31 March 2020****1. ACCOUNTING POLICIES**

The principal accounting policies are summarised below. They have been applied consistently throughout the current and prior financial year.

**Basis of accounting**

DBW Investments (9) Limited is a company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private company limited by shares and is registered in England & Wales. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' Report on page 2.

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. These financial statements were prepared in accordance with FRS 101 (Financial Reporting Standard 101) '*Reduced Disclosure Framework*' as issued by the Financial Reporting Council.

The financial statements have been prepared on the historical cost basis and on a going concern basis as discussed in the Director's report on page 2. The financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments that are measured at revalued amounts or fair values 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 principal accounting policies adopted are set out below.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement purposes in these financial statements is determined on such a basis. In addition, for financial reporting purposes fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to business combinations, presentation of a statement of cash flows, standards not yet effective, revenue disclosures and related party transactions. Where required, equivalent disclosures are given in the Group financial statements of Development Bank of Wales plc. The Group financial statements of Development Bank Wales plc are available to the public and can be obtained as set out in note 12.

**Amendments to IFRSs and the new interpretation that are mandatorily effective for the current year**

In the current year, the Company has applied a number of amendments to IFRS Standards and Interpretations issued by the International Accounting Standards Board (IASB) that are effective for an annual period that begins on or after 1 January 2019.

**IFRS 16 : Leases**

The adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS****For the year ended 31 March 2020****1. ACCOUNTING POLICIES (continued)****Taxation*****Current tax***

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

***Deferred tax***

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

***Current tax and deferred tax for the year***

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**Foreign currency**

The financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 1. ACCOUNTING POLICIES (continued)

**Financial Instruments**

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets are derecognised when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when the obligation is extinguished.

**Financial Assets**

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss ('FVTPL'), which are initially measured at fair value. Transaction costs directly attributable to the acquisition of financial assets classified as FVTPL are recognised immediately in profit or loss.

All recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Specifically:

- debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI), are subsequently measured at amortised cost;
- all equity investments are subsequently measured at FVTPL.

**Loans and advances to customers**

The Company assesses the classification and measurement of a financial asset based on the contractual cash flow characteristics of the asset and the Company's business model for managing the asset.

For an asset to be classified and measured at amortised cost, its contractual terms should give rise to cash flows that are solely payments of principal and interest on the principal outstanding (SPPI).

For the purpose of the SPPI test, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Contractual cash flows that are SPPI are consistent with basic lending arrangements.

An assessment of business models for managing financial assets is fundamental to the classification of a financial asset.

Interest income is calculated by applying the effective interest rate to the gross cost of the asset. Interest recognised is taken as the calculated amount except for those assets for which specific provisions for impairment are recognised. In the case of these assets interest recognised is reduced to the amount which would be calculated by applying the effective interest rate to the amortised cost of the asset, the reduction being applied to the impairment account.

**Loan Commitments**

The Company has no loan commitments as at the balance sheet date. Initial loans and follow-on loans are granted based on conditions at the point of drawdown. The Company will always reserve the right not to invest if agreed conditions are not met.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 1. ACCOUNTING POLICIES (continued)

**Financial Instruments (continued)***Effective Interest Method*

Interest income in relation to customer loans and advances is calculated using the effective interest rate method (EIR). The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount of the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

*Financial Assets at FVTPL*

Financial assets at FVTPL are:

- assets with contractual cash flows that are not solely payments of principal and interest;
- assets that are held in a business model other than held to collect contractual cash flows or held to collect and sell; or
- assets designated as FVTPL using the fair value option.

These assets are measured at fair value, with any gains / losses arising on re-measurement recognised in profit or loss. Fair value is determined in the manner described in note 10.

*Reclassifications*

If the business model under which the Company holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that results in reclassifying the Company's financial assets. During the current financial year and previous accounting period there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made.

*Modification and De-recognition of a Financial Asset*

Modification of a financial asset is considered to have occurred under IFRS 9 if the contractual cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of a financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The change to the original contractual terms must be legally binding and enforceable by law.

Additionally, an assessment needs to be made at the time of modification as to whether the modification warrants the financial asset being de-recognised and a new financial asset originated. The Company makes this assessment either on the basis of:

- The extinguishing of the contractual rights to the cash flows from the assets; or
- By a substantial change to the contractual terms of the assets.

*Modification*

The Company renegotiates and reschedules loans to customers for a number of reasons. The most common reason is to assist customers in financial difficulty in order to maximise our collections and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most cases include an extension of the maturity of the loan or changes to the timing of the cash flows of the loan (principal and interest repayment).



**NOTES TO THE FINANCIAL STATEMENTS****For the year ended 31 March 2020****1. ACCOUNTING POLICIES (continued)****Financial Instruments (continued)*****Modification (continued)***

In practice, the Company deems a financial asset to have been modified if the net present value (NPV) of the rescheduled asset has changed by more than 10%. The NPV of the modified loan is calculated using the EIR of the pre-modified loan. However, because, under normal circumstances, when rescheduling the interest rate remains unchanged and interest continues to accrue on a daily basis, the NPV of the asset will be substantially unchanged and so not deemed to have been modified under IFRS 9.

Where the movement in NPV is >10% it will be deemed to have been modified and in such cases a gain or loss will be recognised in profit and loss.

***De-recognition***

The Company would de-recognise a financial asset where the modification of that financial asset would lead to any of the following scenarios:

- the extinguishing of the contractual rights to the cash flows from the assets; or
- the transfer the financial asset and substantially all the risks and rewards of ownership of the asset to another entity; or
- a substantial change to the contractual terms of the assets.

A change is deemed to be substantial if the movement in NPV due to modification is >10%. In these cases the original financial asset will be de-recognised and, where appropriate, a new financial asset originated at the date of modification. The assessment of the credit risk of the new financial asset will start again and the ECL will initially be calculated on a 12 month basis.

Where a loan is de-recognised and a new loan originated, a gain or loss being the difference between the fair value of the new loan recognised and the carrying amount of the original loan de-recognised (including the cumulative loss allowance) will be recognised in profit and loss.

***Write-off***

Loans and equity investments are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of payment that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities will result in impairment gains.

**Related party transactions**

In accordance with the exemption conferred by paragraph 8 (j) of FRS 101 "Reduced Disclosure Framework" the Company has not disclosed transactions with other Group companies, where 100% of the voting rights are controlled by the Group.

**Public equity**

The Welsh Ministers, acting through the Welsh Government, have from time to time provided funds for investment purposes. Some of this Welsh Government funding was originally made as Public Dividend Capital (PDC) whilst the remainder is classified as Grant in Aid or Core Funding for Investment purposes.

The funding is to invest in the long-term sustainability of Development Bank of Wales and within the Welsh Government's own accounting arrangements the funds are regarded as being an investment.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2020

**2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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**Critical judgements in applying the Company's accounting policies**

The directors do not consider there to be any critical accounting judgements that could cause a material difference compared to the figures as disclosed in the Annual Report and Financial Statements.

**Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet 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 discussed below.

***Fair value of the investment in the Wales Life Science Investment Fund ("WLSIF")***

In estimating the fair value of a financial asset or liability, the company uses market-observable data to the extent that it is available. Where such level 1 inputs are not available the Company uses valuation models including discounted cash flow analysis and valuation models to determine the fair value of its financial instruments. The valuation techniques for level 3 financial instruments involve management assessment and estimates the extent of which depends on the complexity of the instrument.

The fair value of the Company's investment in the WLSIF as at 31 March 2020 is £11.2m (2019: £16.6m). Fair value is derived from the amounts entitled to the Company from the WLSIF based on its Net Asset Value and can change rapidly as its portfolio of early stage companies reach or miss milestone deadlines.

Further details of the valuation techniques used are set out in note 10.

**3. OPERATING EXPENSES**

	2020	2019
	£	£
Other operating expenses include:		
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	6,000	3,310
<b>Other services</b>		
Tax compliance	2,758	2,678

**4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

None of the directors received any emoluments from the Company in the current or prior financial year. It is not practicable to allocate their remuneration between their services as directors of this Company and other Group companies. Further details of directors' remuneration are presented in the financial statements of Development Bank of Wales Plc and DBW FM Limited.

The directors were the only employees of the Company during the current and prior financial year.

**NOTES TO THE FINANCIAL STATEMENTS**  
**For the year ended 31 March 2020**

**5. OTHER OPERATING INCOME**

	2020 £	2019 £
Fair value loss on financial assets	(5,374,676)	(14,785,538)
	<u>(5,374,676)</u>	<u>(14,785,538)</u>

The fair value loss in the year relates to movements in the value of the Company's investment in the Wales Life Science Fund, for further details see note 10.

**6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2020 £	2019 £
Interest receivable:		
- Bank deposits	123,983	17
	<u>123,983</u>	<u>17</u>

**7. TAX ON LOSS**

	2020 £	2019 £
<b>Current taxation</b>		
UK corporation tax charge for the year	-	-
	<u>-</u>	<u>-</u>
The charge for the year can be reconciled to the loss in the profit and loss account as follows:		
	£	£
Loss before tax	(5,309,481)	(14,801,538)
	<u>(5,309,481)</u>	<u>(14,801,538)</u>
Tax on loss at standard UK corporation tax rate of 19% (2019: 19%)	(1,008,801)	(2,812,292)
<b>Effects of:</b>		
Expenses not deductible	-	2,809,252
Deferred tax not recognised	1,008,801	3,040
	<u>1,008,801</u>	<u>3,040</u>
<b>Tax charge for the period</b>	<u>-</u>	<u>-</u>

A net deferred tax liability of £3,500,766 (2019 : £62,628) has not been recognised in respect of unused tax losses and potential gains on available for sale assets.

From 1 April 2017, the main rate of corporation tax reduced to 19%. In March 2016, the government announced further reductions in the main rate of corporation tax to 17% from 1 April 2020. These changes were substantively enacted in September 2016. This reduction was reversed, and the reversal substantively enacted in March of 2020 such that the main rate of corporation tax remains at 19%.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 8. FINANCIAL ASSETS AT FAIR VALUE

	2020 £	2019 £
Investment in The Wales Life Sciences Investment fund	11,211,003	16,585,679

Although the company holds more than 20% of the equity of The Wales Life Sciences Investment fund (as in set out in the table below) the directors consider that, in view of the company having no significant influence over the day-to-day operations of the fund, it would not be appropriate to treat the holdings as an investment in an associated undertaking.

Name	Place of incorporation (or registration) and operation	Proportion of ownership interest %	Proportion of voting power held %
Wales Life Sciences Investment Fund LP	UK	80	80

The registered office of Wales Life Sciences Investment Fund LP is Life Sciences Hub Wales, 3 Assembly Square, Britannia Quay, Cardiff, CF10 4PL.

See note 10 for information in respect of the valuation method.

## 9. FINANCIAL LIABILITIES

	2020 £	2019 £
<b>Current liabilities</b>		
Accruals	8,759	5,988
	8,759	5,988
<b>Non current liabilities</b>		
Amounts owed to parent company	42,400,000	42,200,000
	42,400,000	42,400,000

The Company's financial liabilities are carried at amortised cost. The directors consider that the carrying amount of trade creditors approximates their fair value. There are no trade creditors past due and the trade creditors and other creditors will be settled within the credit period offered by the counterparty.

Amounts owed to parent company relates to amounts due to Development Bank of Wales plc in relation to Financial Transaction Reserve money received from the Welsh Government. No formal repayment terms are in place with the Welsh Government at present however there is no expectation that this will be repaid within the next 25 years. These amounts are not interest bearing.

## 10. FINANCIAL INSTRUMENTS

**Significant accounting policies**

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1 to the financial statements.

**Capital risk management**

The capital structure of the Company consists of cash and cash equivalents and equity, comprising issued capital, public equity, reserves and retained earnings as disclosed in the statement of changes in equity.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 10. FINANCIAL INSTRUMENTS (continued)

## Categories of financial instruments

The Company's financial instruments comprise investments in SMEs in the form of either loans or equity and trade receivables and payables arising from its operations. The purpose of the instruments is to raise finance for the Company, and to invest in SMEs in Wales.

The accounting policy note describes how the classes of financial instrument are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the financial assets and liabilities in the balance sheet by class of financial instrument to which they are assigned and by the measurement basis.

Carrying value as at 31 March 2020 £	Note	Financial assets and liabilities at amortised cost	Financial assets and liabilities at FVTPL	Total
<b>Assets</b>				
Cash and cash equivalents		20,347,350	-	20,347,350
Other investments measured at fair value using other methods	i	-	11,211,003	11,211,003
<b>Total financial assets</b>		<u>20,347,350</u>	<u>11,211,003</u>	<u>31,558,353</u>
Non-financial assets				
<b>Total assets</b>				<u>31,558,353</u>
<b>Liabilities</b>				
Amounts due to parent	ii	42,400,000	-	42,400,000
Trade and other payables	ii	8,759	-	8,759
<b>Total financial liabilities</b>		<u>42,408,759</u>	<u>-</u>	<u>42,408,759</u>
Reserves				(10,850,406)
<b>Total reserves and liabilities</b>				<u>31,558,353</u>

Carrying value as at 31 March 2019 £	Note	Financial assets and liabilities at amortised cost	Financial assets and liabilities at FVTPL	Total
<b>Assets</b>				
Cash and cash equivalents		20,279,384	-	20,279,384
Other investments measured at fair value using other methods	i	-	16,585,679	16,585,679
<b>Total financial assets</b>		<u>20,279,384</u>	<u>16,585,679</u>	<u>36,865,063</u>
Non-financial assets				-
<b>Total assets</b>				<u>36,865,063</u>
<b>Liabilities</b>				
Amounts due to parent	ii	42,400,000	-	42,400,000
Trade and other payables	ii	5,988	-	5,988
<b>Total financial liabilities</b>		<u>42,405,988</u>	<u>-</u>	<u>42,405,988</u>
Reserves				(5,540,925)
<b>Total reserves and liabilities</b>				<u>36,865,063</u>

**NOTES TO THE FINANCIAL STATEMENTS****For the year ended 31 March 2020****10. FINANCIAL INSTRUMENTS (continued)**

The carrying value of the Company's financial instruments is considered to approximate fair value and hence a separate disclosure of carrying value versus fair value is not presented.

The following methods and assumptions have been applied in determining fair values.

Note:

- i. This fair value is derived from the amounts entitled to the Company from the WLSIF based on its Net Asset Value (level 3 hierarchy as defined below).

A valuation of the WLSIF's underlying portfolio companies has been provided by ACM, WLSIF's fund manager, within the WLSIF financial statements showing a fair value at 31 December 2019 of £15.0m (31 March 2019: £17.5m). The year on year movement has resulted from reductions in the fair value of the underlying portfolio companies. These companies are at an early stage of their lives and their valuation generally changes as milestones are reached. This makes the valuation sensitive to performance against milestone targets as illustrated by the change in fair value noted above.

The WLSIF Limited Partnership financial statements note that the portfolio valuation was calculated by ACM as follows:

- updating the share price for the three listed securities;
- reflecting anticipated deferred proceeds relating to the disposal made in the prior year;
- all the remaining investments are unlisted shares. The fair value of investments have been valued using the mid-point from a range of values per an expert's valuation report.

The independent auditors' report to the partners of the Wales Life Science Investment Fund Limited Partnership confirmed that they had audited the financial statements and concluded that in their opinion the financial statements give a true and fair view of the statement of the qualifying partnership's affairs as at 31 December 2019 and of its loss and cash flows for the year then ended.

Adjustments have been made to the 31 December 2019 valuations as follows:

- updating the share price for the three listed securities;
- adjusting the valuation of unlisted shares in line with observable valuation movements in an appropriate sector.

As result of the review of the disclosures made in the WLSIF Limited Partnership's annual report and audited financial statements, the review of the expert's valuation report and the review of subsequent amendments the directors conclude that the fair value of the Company's investment in the WLSIF as at 31 March 2020 is £11.2m (2019: £16.6m). The directors note that the fair value of the WLSIF can change rapidly as its portfolio of early stage companies reach or miss milestone deadlines. The fair value of amounts owed to our ultimate parent, other third parties, share capital and public equity are assumed to approximate to their carrying amount at the balance sheet date.

The Company hierarchy for measuring at fair value disclosures is as follows:

Level      Hierarchy for fair value disclosures

1. Quoted prices (unadjusted) in active markets for identical assets or liabilities.
2. Inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly or indirectly.
3. Inputs for the asset or liability that are not based on observable market data. For investments in non-quoted securities, the observable inputs are derived from recent transactional events, where these are considered reliable. These methods include using a recent valuation of the business for a funding round, or using a recent offer from a prospective purchaser.

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2020

## 10. FINANCIAL INSTRUMENTS (continued)

## Reconciliation of Level 3 measurements of financial assets

	2020	2019
	£	£
Balance 1 April	16,585,679	5,000
Additions	-	-
Disposals	-	(19,902,153)
Revaluations	(5,374,676)	(14,785,538)
Transfers	-	51,268,370
	<hr/>	<hr/>
Balance 31 March	11,211,003	16,585,679
	<hr/>	<hr/>

## Other price risks

The Company is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

## Market risk

The Company's activities expose it primarily to the financial risks of changes in interest rates, and credit risks.

## Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The majority of financial liabilities are amounts owed to parent company and relate to amounts due to Development Bank of Wales plc in relation to Financial Transaction Reserve money received from the Welsh Government. No formal repayment terms are in place with the Welsh Government at present, however there is no expectation that this will be repaid within the next 25 years.

## 11. CALLED UP SHARE CAPITAL

	2020	2019
	£	£
<b>Authorised and allotted</b>		
1,000 ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<b>Allotted, called up and fully paid</b>		
1 ordinary share of £1	1	1
	<hr/>	<hr/>

The Company has one class of ordinary shares which carry no right to fixed income.

## 12. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The Company's immediate parent undertaking is DBW Holdings Limited, a company incorporated in the United Kingdom. Development Bank of Wales plc is the smallest group within which the Company is a member and for which consolidated financial statements are prepared. Welsh Ministers is the largest group within which the Group results are consolidated. The registered office address of Development Bank of Wales plc is Unit J, Yale Business Village, Ellice Way, Wrexham, LL13 7YL. Copies of the Group financial statements of Development Bank of Wales plc are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ. The consolidated financial statements of Welsh Ministers may be obtained from its registered address, Cathays Park, Cardiff, CF10 3NQ.

Development Bank of Wales plc regards the Welsh Ministers, acting through the Welsh Government, as the ultimate parent company and ultimate controlling party.