TISSUE REGENIX HOLDINGS LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2022

Registered Number: 10718340

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TISSUE REGENIX HOLDINGS LIMITED ADVISORS AND OFFICERS FOR THE YEAR ENDED 31 DECEMBER 2022

DIRECTORS

J Glenn

D Lee

D Cocke

COMPANY SECRETARY

K Lund

COMPANY NUMBER

10718340 (England & Wales)

REGISTERED OFFICE

Unit 3 Phoenix Court Lotherton Way Garforth Leeds LS25 2GY

AUDITOR

RSM UK Audit LLP Central Square 5th Floor 29 Wellington Street Leeds LS1 4DL

TISSUE REGENIX HOLDINGS LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors submit their report and the financial statements of Tissue Regenix Holdings Limited for the year ended 31 December 2022.

PRINCIPAL ACTIVITY

The principal activity of the Company was that of an intermediate holding company. The Company is incorporated and domiciled in England and Wales.

RESULTS AND DIVIDENDS

The profit incurred for the year ended 31 December 2022 was \$21k (profit generated in 2021: \$9,250k).

The Directors do not recommend the payment of a dividend (2021: \$nil).

DIRECTORS

The following Directors held office during the year:

D Lee

J Glenn

D Cocke

GOING CONCERN

The Company is a wholly owned subsidiary of Tissue Regenix Group plc and treasury matters are managed and controlled on a Group-wide basis. The Directors have considered their obligations, in relation to their assessment of the going concern of the Group and each statutory entity within it and have reviewed the current budget cash forecasts and assumptions as well as the main risk factors facing the Group. In addition, Tissue Regenix Group plc has confirmed that it will continue to provide financial support to the company for at least 12 months from the date of approval of these financial statements. As at 31 December 2022, the Group had \$5.9m of cash and cash equivalents available to it.

The Directors are satisfied that Tissue Regenix Group plc is capable of providing the necessary financial support and, therefore, that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

DIRECTORS INDEMNITY

There are no third-party indemnity provisions for directors.

TISSUE REGENIX HOLDINGS LIMITED DIRECTORS' REPORT (Continued) FOR THE YEAR ENDED 31 DECEMBER 2022

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have 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 those financial statements, the Directors are required to:

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

The Directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the company's auditor is unaware. Each of the Directors have confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

AUDITOR

RSM UK Audit LLP have indicated willingness to continue in office and a resolution to reappoint them as the Company's Auditor will be proposed at the Annual General Meeting.

The Company has taken the small companies exemption in preparing the report.

On behalf of the Board

D Lee Director

Date: 20 March 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TISSUE REGENIX HOLDINGS LIMITED FOR THE YEAR ENDED 31 DECEMBER 2022

Opinion

We have audited the financial statements of Tissue Regenix Holdings Limited (the 'company') for the year ended 31 December 2022 which comprise the statement of comprehensive income, statement of changes in equity, statement of financial position 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" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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. Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included reviewing and evaluating management's latest forecasts and plans, considering the appropriateness and sensitivity of the key assumptions and reviewing the key terms of debt facilities. These forecasts are prepared in respect of the period to 31 December 2024 for both the Company and the Group of which it forms part. The Group has significant cash reserves at 31 December 2022 of US\$5.9m following the fundraising in June 2020 and even in downside scenarios which take account of slower than forecast sales growth, management's forecasts indicate significant cash at the end of the forecast period.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TISSUE REGENIX HOLDINGS LIMITED (Continued)

FOR THE YEAR ENDED 31 DECEMBER 2022

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 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.

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 in relation to which 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;
- 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 exemption from the requirement to prepare a strategic report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TISSUE REGENIX HOLDINGS LIMITED (Continued)

FOR THE YEAR ENDED 31 DECEMBER 2022

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk 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 and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the company operates in and how the company is complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud; and

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TISSUE REGENIX HOLDINGS LIMITED (Continued)

FOR THE YEAR ENDED 31 DECEMBER 2022

discussed matters about non-compliance with laws and regulations and how fraud might occur
including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 101, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from external tax advisors.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://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.

Andrew Allchin

ANDREW ALLCHIN FCA (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor Chartered Accountants Central Square Fifth Floor 29 Wellington Street Leeds LS1 4DL

Date: 20 March 2023

TISSUE REGENIX HOLDINGS LIMITED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes		
		2022	. 2021
		\$000	\$000
Finance income	4	1,341	1,123
Impairment (charge)/reversal		(1,320)	8,127
Profit before taxation	3	21	9,250
Taxation	5	`	
Total comprehensive profit for the year		21	9,250
Attributable to:			
Owners of the Company		21	9,250

The profit for each period arises from the Company's continuing operations. No other comprehensive income was received in either of the periods other than that recognised within the statement of comprehensive income.

TISSUE REGENIX HOLDINGS LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Share Capital \$000	Share Premium \$000	Retained Profit \$000	Total Equity \$000
As at 31 December 2020	1	26,026	(27,953)	(1,926)
Profit for the period	-	-	9,250	9,250
As at 31 December 2021	1	26,026	(18,703)	7,324
Profit for the period	-	•	21	21
As at 31 December 2022	1	26,026	(18,682)	7,345

TISSUE REGENIX HOLDINGS LIMITED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

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	Notes	2022	2021
		\$000	\$000
Assets			
Non-current assets			
Investments	6	7,500	7,500
Other receivables	7	37,924	36,758
Total non-current assets		45,424	44,258
Total Assets		45,424	44,258
Liabilities			
Current liabilities		*	
Amounts owed to parent undertaking		(38,079)	(36,934)
Total liabilities		(38,079)	(36,934)
Net Assets		7,345	7,324
Equity			
Attributable to owners of the Company			
Share capital	8	1	1
Share premium	9	26,026	26,026
Retained earnings	9	(18,682)	(18,703)
Total Equity		7,345	7,324

Approved by the Board and authorised for issue on 20 March 2023

D Lee Director

Company number: 10718340

1) ACCOUNTING POLICIES

GENERAL INFORMATION

The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. Its registered number is 10718340. The address of the registered office is Unit 3 Phoenix Court, Lotherton Way, Garforth, Leeds LS25 2GY. The Company was incorporated on 10 April 2017. The principal activity is that of an intermediate holding company.

BASIS OF ACCOUNTING

These financial statements were prepared in accordance with Financial Reporting Standard 101: Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements, the Company applies the recognition and measurement requirements of UK adopted International accounting standards, amended where necessary to comply with the Companies Act 2006.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash flow statement and related notes;
- Disclosure in respect of transactions with wholly-owned subsidiaries;
- Disclosure in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of key management personnel; and
- Certain disclosures required by IFRS 13 Fair value measurement and the disclosures required by IFRS 7 Financial instrument disclosures.

The financial statements have been prepared on the historical basis. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The functional and presentational currency of the Company is US Dollar (\$).

Judgements made by the Directors in the application of these accounting policies that have significant effect on the financial statement and estimates with a significant risk of material adjustment in the next year are discussed in Note 2.

GOING CONCERN

The Company is a wholly owned subsidiary of Tissue Regenix Group plc and treasury matters are managed and controlled on a Group-wide basis. The Directors have considered their obligations, in relation to their assessment of the going concern of the Group and each statutory entity within it and have reviewed the current budget cash forecasts and assumptions as well as the main risk factors facing the Group. In addition, Tissue Regenix Group plc has confirmed that it will continue to provide financial support to the company for at least 12 months from the date of approval of these financial statements. As at 31 December 2022, the Group had \$5.9m of cash and cash equivalents available to it. Notwithstanding the fact the Company made a profit for the year and ended the year with net assets, it is dependent on the continued ability of fellow group companies to generate positive cashflow to meet expenses as they fall due.

The Directors are satisfied that Tissue Regenix Group plc is capable of providing the necessary support and, therefore, that the company has adequate resources to continue in operational existence for the

foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

FOREIGN CURRENCIES

Transactions in foreign currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Gains and losses arising on retranslation are charged to profit or loss as they are incurred.

INVESTMENTS

Fixed asset investments, including investments in subsidiaries, are stated at cost and reviewed for impairment if there are any indications that the carrying value may not be recoverable.

FINANCIAL ASSETS AND LIABILITIES

Trade and other receivables

Trade and other receivables do carry interest and are initially recognised at fair value. They are subsequently measured at amortised cost using the effective interest rate method, less any provision for impairment.

An expected credit loss ('ECL') model, as introduced under IFRS 9, broadens the information that an entity is required to consider when determining its expectations of impairment. Under this model, expectations of future events must be taken into account and this will result in the earlier recognition of larger impairments against trade and other receivables.

In applying the ECL model the company considered the probability of a default occurring over the contractual life of its trade and other receivables balances on initial recognition of those assets. The company has no trade receivables in the reported year.

2) CRITICAL ACCOUNTING ESTIMATES AND AREAS OF JUDGEMENT

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and assumptions that have the most significant effects on the carrying amounts of the assets and liabilities in the financial information are discussed below:

Recoverability of receivables from Group undertakings

Receivables from subsidiaries represent a 5 year loan with interest rates ranging from 6.25% to 7.25% linked to the Bank of England base rate, and interest free amounts advanced to group companies that are repayable on demand. In accordance with IFRS 9 'Financial Instruments', where the counterparty would not be able to repay the loan if demanded at the reporting date, the company has made an assessment of expected credit losses.

The assessment made by the Directors stems from analysis performed at group level. The Directors have concluded that the expected credit losses applicable to the loans made by the company to Group undertakings are consistent with those assessed in detail for the parent company. The Directors have considered multiple scenarios on the manner, timing, quantum, and probability of recovery on the

receivables, and determined the assessment of lifetime expected credit loss was \$25,052k at 31 December 2022 (2021: \$23,732k), resulting in an impairment charge of \$1,320k for the year. A reversal of impairment charge was recognised in 2021.

The calculation of the allowance for lifetime expected credit losses requires a significant degree of estimation and judgement, in particular determining the probability weighted likely outcome for each scenario considered and in using a range of market capitalisations to determine the amount recovered in each scenario. Whilst the Directors considered future cash flows over time, the ECL calculation was based on a sale of the group in the event that repayment of the loans was demanded.

3) PROFIT FROM OPERATIONS

	2022 \$000	2021 \$000
Profit from operations is stated after charging/(crediting) to administrative expenses:		
Charge/(Reversal) of impairment Auditor's remuneration:	1,320	(8,126)
Fees payable to the Company's auditor for the audit of the Company's accounts	<u>-</u>	·

The company had no staff (2022: nil) and no associated staff costs (2022: \$nil).

None of the Directors were entitled to emoluments in respect of services provided to this company and are remunerated directly by the parent company. Details concerning their emoluments are disclosed in the consolidated financial statements of the Group.

The audit fees of the Company are settled by another Group company.

4) FINANCE INCOME

	2022	2021
	\$000	\$000
Loan interest receivable	1,341	1,123

5) TAXATION

The charge for the periods can be reconciled to the profit before tax per the Statement of Comprehensive Income excluding impairment as follows:

	2022	2021
	\$000	\$000
The tax assessed for the period varies from the standard rate of corporation tax as explained below:		
Profit before taxation	21	9,250
Tax at the standard rate of corporation tax 19% (2021: 19%)	4	1,758
Effects of:		
Group relief claimed	(4)	(1,758)
Unutilised tax losses not recognised	-	-
Tax charge for the period	-	

	2022 \$000	2021 \$000
Tax losses		
Losses available to carry forward against future trading profits	(5,007)	(5,028)
Deferred tax asset – unrecognised at 25% (2021: 19%)*	(1,252)	(1,257)

^{*} The enacted UK corporation tax rate of 25% forms the basis for the UK element of the deferred tax calculation, following the UK budget in 2022 when the chancellor announced an increase to the main rate of corporation tax in the UK to 25% from April 2023. The Company has not recognised a deferred tax asset relating to these losses as their recoverability is uncertain.

6) INVESTMENTS IN SUBSIDIARIES

	2022	2021
	\$000	\$000
Investment cost	7,500	7,500

At 31 December 2022, the Company held the following investments in subsidiaries:

Share of issued capital and voting rights

Undertaking	Sector	2022	2021
Tissue Regenix Holdings Inc	Holding company	100%	100%
CellRight Technologies LLC~	Regenerative medicine	100%	100%

[&]quot;Held indirectly through Tissue Regenix Holdings Inc

Registered Address for both entities:

7) TRADE AND OTHER RECEIVABLES

2022 \$000	2021 \$000
37,924	36,758
-	
37,924	36,758
	\$000 37,924

^{*}Other receivables represent the amounts due from other companies in the Group (2021: same).

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value. There is \$5,446k (2021: \$5,446k) included in Other Receivables that is receivable in 2024 and is subject to interest.

After management's review of different scenarios, an impairment provision of \$25,052k is held against the subsidiary loan in relation to its recoverability (2021: \$23,732k).

¹⁸⁰⁸ Universal City Boulevard, Universal City, Texas, 78148.

8) SHARE CAPITAL

	Number	\$000
Authorised, allotted and paid up ordinary shares of £1p each:		
31 December 2020, 31 December 2021 and 31 December 2022	1,001	1

As permitted by the provisions of the Companies Act 2006, the company does not have an upper limit to its authorised share capital. All shares are ordinary shares which are fully paid and entitle the holder to full voting rights, to full participation or distribution of dividends.

9) RESERVES

Reserves of the company represent the following:

Share premium

Consideration received for shares issued above their nominal value net of transaction costs

Retained Earnings

Cumulative profit and loss net of distributions to owners.

10) RELATED PARTY TRANSACTIONS

Trading transactions

As a wholly-owned member of the Group, the Company has applied the exemption available under FRS 101 not to disclose transactions with wholly-owned subsidiaries.

11) ULTIMATE CONTROLLING PARTY

Tissue Regenix Limited is the immediate parent company.

At 31 December 2022 Tissue Regenix Group plc is considered to be the Company's ultimate parent undertaking. Tissue Regenix Group plc is the largest and smallest Group that Tissue Regenix Holdings Limited are consolidated into. Tissue Regenix Group plc's Annual Report can be obtained from www.tissueregenix.com. Tissue Regenix Group plc (company number 05969271) is incorporated in England and Wales.