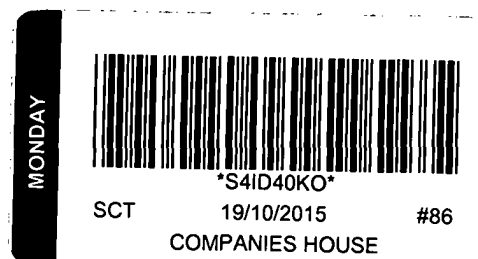


Company Registration No. SC245910

Abingworth Bioventures IV GP Limited

Annual Report and Financial Statements

For the year ended 30 June 2015



Abingworth Bioventures IV GP Limited

Annual Report and financial statements for the year ended 30 June 2015

Contents	Page
Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	4
Independent auditor's report	5
Profit and loss account	7
Balance sheet	8
Notes to the financial statements	9

Abingworth Bioventures IV GP Limited

Annual Report and financial statements for the year ended 30 June 2015

Officers and professional advisers

Directors

S W Bunting
J F Abell
D F J Leathers

Company Secretary

J G Heard

Registered office

50 Lothian Road
Festival Square
Edinburgh
Midlothian
EH3 9BY

Bankers

Barclays Bank PLC
Pall Mall Corporate Group
London

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
London

Tax advisers

BDO Stoy Hayward
Chartered Accountants
London

Abingworth Bioventures IV GP Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2015. This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Principal activities

Abingworth Bioventures IV GP Limited (the "Company") is the Managing Member of Abingworth General Partner IV LLP ("the LLP"). The LLP acts as the general partner of a Scottish limited partnership, Abingworth Bioventures IV GP LP, which in turn acts as the general partner of the English limited partnerships Abingworth Bioventures IV LP and Abingworth Bioventures IV Executives LP., (together the "Fund") which is an investment fund specialising in life sciences and healthcare investments.

Business review

The Company made a loss after taxation for the year of £349,889 (2014: profit £359,788) after paying a fee of £500,000 to its associated company, Abingworth Management Ltd. for investment management services provided during the run-off of the Fund. The directors do not consider there to be any major changes within the Company which may materially affect the business activities.

Going concern

The directors expect that both the Fund and the Company will cease to operate in the next financial year. As required by FRS 18 Accounting Policies, the directors have prepared the financial statements on a basis other than that of a going concern. This did not result in any material adjustments within the financial statements.

Financial risk management

The Company does not use any derivative financial instruments or debt finance and its expenses represent a small proportion of its reserves, therefore there is minimal cash flow risk and liquidity risk.

Dividends

The directors did not recommend a dividend payment (2014: £nil).

Indemnity

The directors have been covered by liability insurance throughout the year and the policy of insurance remains in force.

Future prospects

The Company transferred its interest as the general partner of Abingworth Bioventures IV GP LP to Abingworth General Partner IV LLP, with effect from 1 July 2014. The Company holds 90% of the equity of Abingworth General Partner IV LLP and will continue to act as its Managing Member.

Directors

The directors of Abingworth Bioventures IV GP Limited who served during the year and to the date of this report were as follows:

J F Abell
S W Bunting
D F J Leathers

Abingworth Bioventures IV GP Limited

Directors' report (continued)

Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

1. so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
2. the director has taken all the steps that he ought to have taken as a director in order to make himself 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 s418 of the Companies Act 2006.

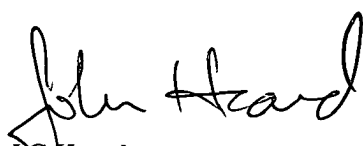
Auditor

A resolution to re-appoint Deloitte LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting.

Small companies exemption

The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. This is in accordance with Part 15 of the Companies Act 2006. The Company has taken advantage of the exemption from the requirement to disclose an enhanced business review and prepare a strategic report on the grounds that it is a small company.

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



J G Heard
Company Secretary

15 October 2015

Abingworth Bioventures IV GP Limited

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 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 to 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 Abingworth Bioventures IV GP Limited

We have audited the financial statements of Abingworth Bioventures IV GP Limited for the year ended 30 June 2015 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Abingworth Bioventures IV GP Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report.



Garrath Marshall (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

15 October 2015

Abingworth Bioventures IV GP Limited

Profit and loss account For the year ended 30 June 2015

	Notes	2015 £	2014 £
Turnover	2	-	1,755,544
Administrative expenses		(507,231)	(1,759,738)
Operating loss		(507,231)	(4,194)
Interest income		253	682
Loss on ordinary activities before taxation	3	(506,978)	(3,512)
Tax credit on loss on ordinary activities.	4	157,080	363,300
(Loss)/Profit on ordinary activities after taxation	11, 12	(349,898)	359,788

All results relate to continuing operations. There have been no recognised gains or losses other than as stated in the profit and loss account for the current or prior year. Accordingly, no statement of total recognised gains or losses is given.

The notes 1 to 15 form an integral part of the financial statements.

Abingworth Bioventures IV GP Limited

Balance Sheet As at 30 June 2015

	Notes	2015 £	2014 £
Current assets			
Debtors	5	142,232	641,482
Investments	6	90	90
Cash at bank and in hand		189,456	195,993
		<u>331,778</u>	<u>837,565</u>
Creditors: amounts falling due within one year			
Other creditors	7	(13,775)	(12,584)
Net current assets		<u>318,003</u>	<u>824,981</u>
Total assets less current liabilities		<u>318,003</u>	<u>824,981</u>
Provision for liabilities and charges	8	-	(157,080)
Net assets		<u><u>318,003</u></u>	<u><u>667,901</u></u>
Capital and reserves			
Called up share capital	10	1	1
Profit and loss account	11	318,002	667,900
Total shareholders' funds	12	<u><u>318,003</u></u>	<u><u>667,901</u></u>

The notes 1 to 15 form an integral part of the financial statements.

These financial statements (company registration number SC245910) were approved by the Board of Directors and authorised for issue on 15 October 2015.

Signed on behalf of the Board of Directors



J F Abell

Director

Abingworth Bioventures IV GP Limited

Notes to the financial statements For the year ended 30 June 2015

1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies adopted are described below and have been consistently adopted in the current and prior years.

Accounting convention

The financial statements are prepared under the historical cost convention.

Going concern

The Company's business, together with the factors likely to affect the future development, performance and position are set out on page 2 of the Directors' Report. As stated in the Directors' report, the directors expect that both the Fund and the Company will cease to operate in the next 12 months. No material adjustments arise as a result of preparing the financial statements on a basis other than that of a going concern.

Turnover

Turnover comprises the Company's share of profits made by Abingworth IV GP LP.

The Company is the managing member of Abingworth General Partner IV LLP which is the general partner of Abingworth Bioventures IV GPLP, which is in turn the general partner of two partnerships comprising the investment fund Abingworth Bioventures IV (the "Fund"). Under the Fund's limited partnership agreements, Abingworth Bioventures IV GP LP was entitled to receive a "General Partner's Share" which was passed on to the Company and was used to meet the payment of the Fund's investment management fee to Abingworth Management Limited. The General Partner's Share comprised the first charge on net income and capital gains of the Fund, an annual profit share equivalent to 2.5% of the Fund's committed capital, for the first five years, which stepped down to 2.0% of committed capital from 17 November 2008. With effect from 17 November 2013 the Company waived entitlement to receive further General Partner's Share. The balance of General Partner's Share, held as an interest free loan, is recoverable only against future allocations of net income and capital gains.

Cash flow statement

The Company has taken advantage of the exemption granted within Financial Reporting Standard 1 (Revised) Cash Flow Statements not to prepare a cash flow statement as its ultimate parent company produces consolidated financial statements, which include a cash flow statement, which are publicly available, and into which the Company's results are fully consolidated.

Fixed asset investments

The Company's membership interest in Abingworth General Partner IV LLP is valued at cost.

Foreign exchange

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions or at a contracted rate, if appropriate.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. All translation differences are recognised in the profit and loss account for the year.

Interest

Interest income is recognised on the accruals basis and relates to bank interest received and receivable.

Dividends

Dividends are recognised as an appropriation of profit in the year in which they are approved by shareholders or, for interim dividends declared by the Directors, when paid.

Abingworth Bioventures IV GP Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

1. Accounting policies (continued)

Taxation

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

Current tax is provided at amounts expected to be paid (or received) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. Turnover

In the opinion of the directors the Company activities, as described in the Directors' Report can be regarded as a single business segment.

In addition, the Company operated in the United Kingdom, which in the opinion of the directors can be regarded as a single geographical market.

3. Loss on ordinary activities before taxation

	2015 £	2014 £
Loss on ordinary activities is stated after charging:		
Auditor's remuneration (including reversal of accrual) – audit fee for the audit of the Company	7,000	7,000

The three directors did not receive any remuneration for services to the Company during the current or prior year. The Company did not employ any staff in the current or prior year. The Company meets the audit fee for Abingworth Bioventures IV GP LP of £1,542 for year ended 31 December 2014. (31 Dec 2013: £3,102)

Abingworth Bioventures IV GP Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

4. Tax credit on profit on ordinary activities

	2015 £	2014 £
The tax credit comprises		
Current tax credit:		
UK corporation tax credit on loss for the year	-	-
Adjustment in respect of prior years	-	-
	<u>-</u>	<u>-</u>
Deferred taxation:		
Timing differences, origination and reversal	157,080	363,262
Adjustment in respect of prior years	-	38
	<u>157,080</u>	<u>363,300</u>

Factors affecting current tax credit

The tax assessed for the year is different to that resulting from applying the rate of 20.75% (2014: 22.5%).
The differences are explained below:

	2015 £	2014 £
Loss on ordinary activities before tax	<u>(506,978)</u>	<u>(3,512)</u>
Tax at 20.75% thereon (2014: 22.5%)	105,201	790
Utilisation of losses brought forward	1,699,153	-
Current year tax losses not utilised	(105,201)	-
Non taxable income	-	394,998
Capital gains allocation	(1,699,153)	(186,448)
Losses carried forward	<u>-</u>	<u>(209,340)</u>
	<u>-</u>	<u>-</u>

The tax charge in future periods will be impacted by the change in the UK corporation tax rate to 20% with effect from 1 April 2015.

Abingworth Bioventures IV GP Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

5. Debtors

	2015 £	2014 £
Amounts due from group undertakings	142,232	641,482
Other debtors	-	-
	<u>142,232</u>	<u>641,482</u>

6. Current asset investments

	2015 £	2014 £
Membership interest in Abingworth General Partner IV LLP representing 90% of the capital	90	90
	<u>90</u>	<u>90</u>

7. Creditors

	2015 £	2014 £
Amounts due to group undertakings	2,275	32
Other creditors	11,500	12,552
	<u>13,775</u>	<u>12,584</u>

8. Provision for liabilities and charges

	2015 £	2014 £
Deferred taxation	-	(157,080)
	<u>-</u>	<u>(157,080)</u>

9. Deferred taxation

	2015 £	2014 £
Movement on deferred taxation balance in the year		
Opening balance	157,080	520,380
Charge to profit and loss account	(157,080)	(363,300)
	<u>-</u>	<u>157,080</u>

Abingworth Bioventures IV GP Limited

Notes to the financial statements (continued) For the year ended 30 June 2015

9. Deferred taxation (continued)	2015 £	2014 £
Analysis of Deferred Tax Balance		
Deferred tax on future known profit share	-	157,080
Losses	-	-
	<u>-</u>	<u>157,080</u>
	<u>-</u>	<u>157,080</u>
Deferred taxes are calculated on all timing differences using an effective rate of 20% (2014: 21%).		
10. Called up share capital	2015 £	2014 £
Allotted, called up and fully paid:		
1 ordinary share of £1	1	1
	<u>1</u>	<u>1</u>
11. Reserves	Profit and loss account £	
At 30 June 2014:	667,900	
Transfer to profit and loss account for the year	(349,898)	
	<u>318,002</u>	
At 30 June 2014	<u>318,002</u>	
12.. Reconciliation of movement in shareholder's funds	2015 £	2014 £
Profit for the financial year	(349,898)	359,788
Dividends paid on equity shares	-	-
	<u>(349,898)</u>	<u>359,788</u>
Net increase in shareholder's funds	(349,898)	359,788
Opening shareholder's funds	667,901	308,113
Closing shareholder's funds	<u>318,003</u>	<u>667,901</u>

Abingworth Bioventures IV GP Limited

Notes to the financial statements (continued) **For the year ended 30 June 2015**

13. Dividends

The directors have not paid an interim dividend for 2015 (2014: £nil). There was no final dividend payment (2014: £nil).

14. Ultimate parent company

All of the share capital is owned by Abingworth Management Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales. Abingworth Management Holdings Limited represents the immediate and ultimate parent company and ultimate controlling party of the Company. The smallest and largest group that prepares group financial statements in which the results of the Company are included is that of Abingworth Management Holdings Limited.

Copies of the group financial statements are available from the parent company's registered office at 38 Jermyn Street, London SW1Y 6DN.

15. Related party disclosures

The Company acts as general partner to Abingworth Bioventures IV GP LP ("GPLP"). During the year no income (2014: £1,755,544) was credited on account of the GPLP's entitlement to receive a share of net income and capital gains from Abingworth Bioventures IV LP and Abingworth Bioventures IV Executives LP.

Dr Bunting, Mr Abell and Mr Leathers, directors of the Company, have made investments in, and are entitled to participate in, the carried interest from GPLP.

The Company is the Managing Member of Abingworth General Partner IV LLP "the LLP". During the year the LLP was formed but remained dormant.

The Company has taken advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8, Related Party Disclosures, as a wholly-owned subsidiary of Abingworth Management Holdings Limited, not to disclose related party transactions with group entities that are also 100% owned.

At year end there is an amount due to Abingworth LLP of £2,275 (2014: £1,059) for recharged expenses.