

Company Registration No. SC312191

Abingworth Bioventures V GP Limited

Report and Financial Statements

30 June 2010



Abingworth Bioventures V GP Limited

Report and financial statements 2010

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Abingworth Bioventures V GP Limited

Report and financial statements 2010

Officers and professional advisers

Directors

S W Bunting
J F Abell
D F J Leathers

Secretary

J G Heard

Registered office

50 Lothian Road
Festival Square
Edinburgh
Midlothian
EH3 9WJ

Bankers

Barclays Bank PLC
Pall Mall Corporate Group
London
SW1A 1QB

Auditors

Deloitte LLP
London

Tax Consultants

BDO Stoy Hayward LLP
Chartered Accountants
London & New York

Abingworth Bioventures V GP Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2010. This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Principal activities

Abingworth Bioventures V GP Limited (the "Company") acts as the general partner of a Scottish limited partnership, Abingworth Bioventures V GP LP.

Business review

The Company made a profit after taxation for the year of £194,546 (2009 - £74,165). 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 of the Company have acknowledged the latest guidance on going concern. While the current volatility in financial and world markets has created general uncertainty, the directors consider the Company's financial position to be sound. The directors have a reasonable expectation 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.

Further details regarding the adoption of the going concern can be found in the statement of accounting policies in the financial statements.

Financial risk management

The Company does not use any derivative financial instruments or debt finance and as the Company continues to act as the general partner of Abingworth Bioventures V GP L.P. and receives a profit share in advance to cover its expenses, there are minimal cash flow risk and liquidity risk.

Dividends

The directors have paid an interim dividend for 2010 of £100,000 (2009 - £100,000). There was no final dividend payment (2009 – 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 will continue to act as the general partner of Abingworth Bioventures V GP LP.

Directors

The directors of Abingworth Bioventures V GP Limited who served during the year and to the date of this report are:

S W Bunting
J F Abell
D F J Leathers

Abingworth Bioventures V GP Limited

Directors' report (continued)

Disclosure of information to auditors

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 auditors are unaware; and
2. the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

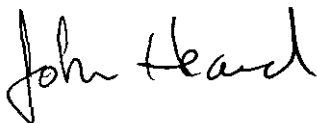
This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditors

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

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

J G Heard
Secretary



14 October 2010

Abingworth Bioventures V 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; 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 auditors' report to the members of Abingworth

Bioventures V GP Limited

We have audited the financial statements of Abingworth Bioventures V GP Limited for the year ended 30 June 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. 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 auditors' 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 auditors

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 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 (APB'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.

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 2010 of its profit 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.

Independent auditors' report to the members of

Abingworth Bioventures V GP Limited (continued)

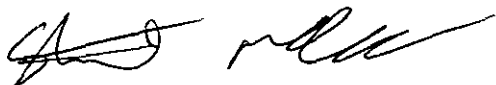
Opinion on other matter prescribed by the Companies Act 2006

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.

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; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report.



Stuart McLaren (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, United Kingdom

14 October 2010

Abingworth Bioventures V GP Limited

Profit and loss account For the year ended 30 June 2010

	Notes	2010 £	2009 £
Turnover	2	7,108,094	6,885,063
Administrative expenses		(6,976,511)	(6,781,750)
Operating profit	3	131,583	103,313
Interest income	1	252	3,842
Profit on ordinary activities before taxation		131,835	107,155
Taxation	4	62,711	(32,990)
Profit on ordinary activities after taxation	10, 11	194,546	74,165

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 gains and losses is given.

The notes 1 to 14 form an integral part of the accounts.

Abingworth Bioventures V GP Limited

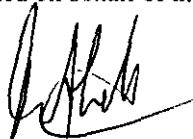
Balance sheet 30 June 2010

	Notes	2010 £	2009 £
Current assets			
Debtors	5	-	833
Cash at bank and in hand		171,642	144,540
		<u>171,642</u>	<u>145,373</u>
Creditors: amounts falling due within one year			
Other creditors	6	(14,434)	(20,000)
Net current assets		<u>157,208</u>	<u>125,373</u>
Total assets less current liabilities		<u>157,208</u>	<u>125,373</u>
Provision for liabilities and charges	7	37,573	(25,138)
Net assets		<u>194,781</u>	<u>100,235</u>
Capital and reserves			
Called up share capital	9	1	1
Profit and loss account	10	194,780	100,234
Total equity shareholders' funds	11	<u>194,781</u>	<u>100,235</u>

The notes 1 to 14 form an integral part of the accounts.

These financial statements (company registration number SC312191) were approved by the Board of Directors and authorised for issue on 14 October 2010.

Signed on behalf of the Board of Directors



J F Abell
Director

Abingworth Bioventures V GP Limited

Notes to the accounts Year ended 30 June 2010

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. The Company is also part of the Abingworth Management Holding group which has considerable financial flexibility and access to additional sources of finance. As a consequence, the directors consider that the Company is well placed to manage its business activities despite the current uncertain economic outlook and the accounts are thus prepared on the going concern basis.

Turnover

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

The Company is the general partner of Abingworth Bioventures V GP LP, which is in turn the general partner of two investment partnerships, Abingworth Bioventures V LP ("ABV V") and Abingworth Bioventures V Co-Invest Growth Equity Fund LP ("AGE") (together the "Funds"). Under the Funds' limited partnership agreements, Abingworth Bioventures V GP LP is entitled to receive a "General Partner's Share" which is passed on to the Company and is used to meet the payment of the Funds' investment management fee to Abingworth LLP. The General Partner's Share comprises the first charge on net income and capital gains of the Funds. In ABV V's case this is an annual profit share equivalent to 2.35% of ABV V's committed capital and in AGE's case this is an annual profit share equivalent to 2.5% of capital invested and reasonably reserved for follow-on investments. If net income and capital gains less capital losses in any accounting period are less than the General Partner's Share, the deficiency is paid as an interest free loan, which is recoverable only against future allocations of net income and capital gains. The Company is entitled to this share quarterly in advance. As these advances are not repayable under the terms of the limited partnership agreements, the advances are recognised as turnover as they are earned.

Cash flow statement

Under the provision of Financial Reporting Standard No. 1 (Revised), Cash Flow Statements, the Company has not presented a cash flow statement, as its cash flow has been included in the consolidated cash flow statements of Abingworth LLP, a limited liability partnership registered in England and Wales.

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 period.

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 V GP Limited

Notes to the accounts Year ended 30 June 2010

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 treatment 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's 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. Operating profit

	2010 £	2009 £
Operating profit is stated after charging:		
Auditors' remuneration - audit fee for the audit fee of the Company	<u>6,000</u>	<u>15,032</u>

The 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 V GP LP for £4,057 for the year ended 31 December 2009 (31 December 2008: £4,408).

4. Tax (charge)/credit on profit on ordinary activities

	2010 £	2009 £
The tax (charge)/credit comprises		
Current tax:		
UK corporation tax - group relief	<u>-</u>	<u>-</u>
	-	-
Deferred taxation		
Timing differences, origination and reversal	62,711	(34,909)
Adjustment in respect of prior years	<u>-</u>	<u>1,919</u>
	<u>62,711</u>	<u>(32,990)</u>

Abingworth Bioventures V GP Limited

Notes to the accounts Year ended 30 June 2010

4. Tax (charge)/credit on profit on ordinary activities (continued)

Factors affecting current tax charge

The tax for the current year is assessed at the standard rate of corporation tax in the UK of 28% (2009- 28%).

The differences are explained below:

	2010 £	2009 £
Profit on ordinary activities before tax	<u>131,835</u>	<u>107,155</u>
Tax at 28% (2009: 28%) thereon:	(36,914)	(30,003)
Effects of:		
Expenses not deductible for tax purposes	-	(4,906)
Movement in short-term timing differences - advance on profit share	1,990,266	1,796,051
Tax losses carried forward not available for group relief	(907,074)	(1,761,142)
Capital gains allocation	<u>(1,046,278)</u>	<u>-</u>
	<u>-</u>	<u>-</u>

5. Debtors

	2010 £	2009 £
Other debtors	<u>-</u>	<u>833</u>
	<u>-</u>	<u>833</u>

6. Other Creditors

	2010 £	2009 £
Other creditors	<u>14,434</u>	<u>20,000</u>
	<u>14,434</u>	<u>20,000</u>

7. Provision for liabilities and charges

	2010 £	2009 £
Deferred taxation (note 8)	<u>(37,573)</u>	<u>25,138</u>

Abingworth Bioventures V GP Limited

Notes to the accounts Year ended 30 June 2010

8. Deferred taxation

Movement on deferred taxation balance in the year	2010 £	2009 £
Opening balance	(25,138)	7,852
Timing differences, origination and reversal	62,711	(34,909)
Adjustment in respect of prior years	-	1,919
	<u>37,573</u>	<u>(25,138)</u>
 Analysis of deferred tax balance	 2010 £	 2009 £
Deferred tax on future profit share	(4,981,003)	(4,136,639)
Losses	5,018,576	4,111,501
	<u>37,573</u>	<u>(25,138)</u>

Deferred taxes are calculated on all timing differences using an effective rate of 28% (2009 - 28%).

9. Called up share capital

	2010 £	2009 £
Allotted, called up and fully paid:		
1 ordinary share of £1	<u>1</u>	<u>1</u>

10. Reserves

	Profit and loss account £
Opening balance 1 July 2009	100,234
Transfer from profit and loss account for the year	194,546
Dividends	<u>(100,000)</u>
At 30 June 2010	<u>194,780</u>

Abingworth Bioventures V GP Limited

Notes to the accounts Year ended 30 June 2010

11. Reconciliation of movement in equity shareholder's funds

	2010 £	2009 £
Profit for the financial year	194,546	74,165
Dividends paid on equity shares	(100,000)	(100,000)
Net increase/ (decrease) in shareholders' funds	94,546	(25,835)
Opening equity shareholders' funds	100,235	126,070
Closing equity shareholders' funds	194,781	100,235

12. Dividends

The directors have paid an interim dividend for 2010 of £100,000 (2009 - £100,000). There was no final dividend payment (2009 – nil).

13. Ultimate parent company

All of the share capital is owned by Abingworth LLP, a limited liability partnership incorporated in Great Britain and registered in England and Wales. Abingworth Management Holdings Limited is the ultimate controlling party of the Company. The smallest and largest group that prepare group accounts in which the results of the Company are included are those of Abingworth LLP and Abingworth Management Holdings Limited respectively.

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

14. Related party disclosures

The Company acts as general partner to Abingworth Bioventures V GP LP (GPLP). During the year income of £7,108,094 (2009 - £6,885,063) was credited on account of the GPLP's entitlement to receive a share of the net income and capital gains from Abingworth Bioventures V LP and Abingworth Bioventures V Co-Invest Growth Equity Fund 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 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 LLP, not to disclose related party transactions with group entities which are also 100% owned. There are no other related party transactions requiring disclosure.