

Innovative technologies for oncology and dermatology

Incanthera plc
Annual Report & Accounts 2021

Registered number: 11026926



incanthera



Incanthera

Incanthera is dedicated to improving treatment options with innovative technologies in oncology and dermatology.

Inspirational therapeutics, combined with uniquely targeted delivery technologies show the potential to transform the future of health care.

Acquire, Prepare, Commercialise

- Better, faster therapies to patients
- Faster, de-risked return to investors

Our current lead product and focus is Sol, an innovative topical product developed for the treatment of solar keratosis and the prevention of skin cancers.

Sol is currently the focus of commercial discussions with Global cosmetics companies, for a potential licensing partnership.

Highlights

Incanthera plc marks first anniversary of admission to Aquis Growth Market (AQSE) with:

- Global commercial discussions for Sol skin cancer technology underway as data surpasses expectations
- Promotion to top Apex sector of AQSE awarded on successful trading and performance criteria
- Technology portfolio fully patent protected for further progression
- £1.14 million further funding through recently oversubscribed Institutional Placing
- Directors' and Management's further investment



Skin Cancer Data:

US\$13.7bn

Sun care industry forecast to be US\$13.7 billion by 2024

Market size estimates sourced from external commercial sector reports.

45%

The deadliest form of skin cancer, melanoma, has soared by over 45% in the last ten years

44 new cases reported every day in the UK (2015-2017)

In contrast to most cancer types, melanoma skin cancer also occurs relatively frequently at younger ages

The sun care market is being driven by increased awareness of sun exposure

No clear evidence that sun creams protect the skin from carcinoma or melanoma

STRATEGIC REPORT

- 1 Highlights
- 2 Incanthera at a Glance
- 4 Chairman's Statement
- 6 Chief Executive Officer's Review
- 8 Strategic Framework
- 12 Strategy in Action
- 16 Financial Review
- 18 Principal Risks and Uncertainties
- 23 Sustainability Statement
- 24 Section 172 Statement

GOVERNANCE REPORT

- 25 Chair's Introduction
- 26 Board of Directors and Senior Management Team
- 28 Corporate Governance Report
- 29 Statement of Directors' Responsibilities
- 30 Directors' Remuneration Report
- 33 Directors' Report

FINANCIAL STATEMENTS

- 35 Independent Auditor's Report
- 40 Consolidated Statement of Comprehensive Income
- 41 Consolidated and Company Statements of Financial Position
- 42 Consolidated Statement of Changes in Equity
- 43 Company Statement of Changes in Equity
- 44 Consolidated and Company Statements of Cash Flows
- 45 Notes to the Financial Statements
- 61 Addresses and Advisers

Incanthera at a Glance

An evolutionary journey

Incanthera's mission has always been quite simple – to bring life-changing treatments to patients. With a unique piece of oncology technology, Incanthera's concept began over ten years ago, with a vision to bring novel cancer technologies to patients and provide commercial opportunities.

Today, with an established oncology pipeline and a successful first year as a publicly listed company, we mark our anniversary with the success of another unique technological approach, our skin cancer formulation, Sol.

Sol combines oncology and dermatology, through the application of modern formulation capabilities and delivery mechanisms that surpass expectations.

Our origins from The Institute of Cancer Therapeutics (ICT) at the University of Bradford has created,

and continues to offer, a rich pipeline of tumour-targeting drug delivery systems and technologies.

Incanthera's portfolio includes technologies from the ICT and from commercial licensing and acquisition partnerships.

Our model is to **acquire** the best technologies, **prepare** them using our expertise, partnerships and relationships and **commercialise** at the earliest opportunity, whilst ultimately delivering enhanced treatment options to patients.

Our partners

The Company will be seeking licensing partners at a point in the development cycle (e.g. Phase I clinical results), which maximises the return on investment to Shareholders, whilst minimising the investment required.

See <http://incanthera.com/partnering/our-partnerships/>

Our history: <http://incanthera.com/about-us/our-history/>



Our Pipeline

The following table represents the current pipeline of drug candidates being developed by the Company and indicates their various current and anticipated stages of development.

| Acquisition | | | | |
|---------------|--------------------------|---|--|---------------|
| Platform | Product | Indication | Preparation for licensing | Licensing |
| Sol | Topical Cream | Actinic Keratosis, melanoma & Sun Care (US\$8bn Sun Care; US\$3.4bn Actinic Keratosis)* | Bioavailability & Superiority | Market launch |
| EP0015 | VDA and Theranostic | Lung, breast, ovarian cancers (\$5.9bn, \$15.3bn, \$1.6bn)* | Pre-clinical | Licensed |
| | Taxane | Ovarian, prostate cancers (\$1.6bn, \$8.6bn)* | Lead | |
| Equin | DT-diaphorase activation | Liver, brain, pancreatic cancers (\$0.5bn, \$0.35bn, \$2bn)* | Pre-clinical | |
| Duo-C | CYP activation | Bladder, colorectal cancers (\$0.36bn, \$8bn)* | Lead | |

* Market size estimates sourced from external commercial sector reports.

Sol

The Company's current lead product and focus is Sol, which the Company acquired in September 2018. Sol is an innovative topical product for the treatment of solar keratosis and the prevention of skin cancers.

In 2020 the Company floated on the AQSE Market, gaining investment to progress Sol towards a commercial licensing opportunity.

In September 2020, Permeation and Sensitisation studies revealed that Incanthera's advanced formulation technology is able to cross the skin barrier and effectively deliver a topical product for the prevention of actinic keratosis and skin cancer, and further confirmed the safety of the formulation, demonstrating Sol's formulation as non-irritant as baby sun care products.

Incanthera began introducing Sol's technology to a number of potential commercial partners in Q4 2020 and has prioritised discussions with two Global cosmetics companies.

EP0015

Despite advances in targeted therapy over recent years, the treatment of most adult solid cancers remains palliative rather than curative and represents a major unmet need.

Solid cancers, particularly aggressively growing ones, are supported by a network of blood vessels. Vascular Disrupting Agents ('VDAs') were specifically designed to destroy the vascular network, depriving the growing tumour of essential nutrients and thereby killing it. However, their inherent cardiac toxicity is an obstacle to their effective use in the clinic. EP0015 seeks to address this by releasing the VDA only at the tumour site. EP0015 was licensed in 2017 and is currently being prepared for Phase 1 clinical trial.

Equin

Equin is a quinone-based prodrug activated by the enzyme DT-diaphorase ('DTD') which itself is over-expressed in many solid tumours including breast, colon, liver, bladder, stomach, the central nervous system ('CNS'), lung tumours and in melanomas.

The expression of DTD is increased up to 80-fold in primary non-small cell lung cancer ('NSCLC') relative to normal lung cells and up to 35-fold in NSCLC relative to small cell lung cancer ('SCLC') cell lines.

Equin has been designed to overcome limitations associated with previously proposed bio-reductive agents including stability, solubility, poor efficacy and unsuitable clinical regimes. Equin is in the pre-clinical stage of development.

Duo-C

Duo-C focuses upon targeting colorectal cancer using duocarmycins, which are recognised for their extreme cytotoxicity, converted to a prodrug and designed to overcome their intrinsic toxicity and make them manageable and potentially useful in the clinical set up.

The prodrug is activated by CYP2W1, a catabolic enzyme over-expressed in colorectal cancer. Results to date show promising prospects for this new class of drug, demonstrating successful delivery of ultra-potent agents with acceptable toxicity profiles. Duo-C is in the late discovery (lead) phase.

Chairman's Statement

An evolutionary year

2020 has been an extraordinary year.

The world has changed considerably, and we begin, as last year, with wishing our Shareholders and families well and saluting the bravery of those whose vocation is to serve in the front line of global healthcare.



Our Business

Health is our focus. It is also Incanthera's mission and purpose; to find innovative treatments and technologies to provide ever better options for more targeted, holistic healthcare.

Incanthera's portfolio of novel cancer medicines utilises targeted technology and delivery systems, addressing the oncology spectrum.

These technologies now show the opportunity to transcend across other treatment areas and the success of this year, under review, is owed to the successful progression of our skin cancer technology Sol, which combines the spheres of oncology and dermatology.

Introduced to our portfolio in 2018, we quickly realised its potential to address an area of unmet medical need in the oncology and dermatology field.



Welcome to Incanthera plc's Annual Report, marking our first anniversary as a public company. It has been an evolutionary year of success and progression for our Company.

Tim McCarthy, Chairman

Progression and Evolution

Sol formed the focus of our flotation on the AQSE Growth Market in 2020 and the enthusiasm and potential we saw in the technology was matched by the support of the investment community, resulting in our successful admission in February 2020.

Despite the immediate global shutdown following our flotation, our team immediately went to work to further develop and refine the Sol formulation which resulted in the very successful study results we reported in September last year.

The study data on Sol's successful permeation across the skin barrier and excellent safety profile on human skin surpassed our expectations, strengthening the technology's commercial potential and valuation, which was further enhanced through the filing of a new patent which will give extended patent protection to Sol to 2040.

With such strong data and enhanced awareness, we have begun to introduce Sol to a number of potential commercial partners and, as advised in a commercial update in February 2021, we have prioritised discussions with two Global cosmetic companies and we look forward to providing further updates when we are able.

It is a reflection of the Global situation in the past 12-18 months that whilst we have been fortunate to progress our technologies towards commercial negotiations, many companies were faced with wide ranging efforts to manage their own businesses and, for that reason, discussions understandably have taken longer than originally anticipated.

In order to continue negotiations confidently and to ensure we fulfilled our responsibilities to secure ongoing financial security for the business, we undertook a fundraising in March.

We were delighted that this resulted in an oversubscribed Placing, raising £1.14 million for the Company, which we announced on 23 March 2021.

These funds provide the security from which to conclude negotiations on Sol in a confident manner and also provide a cash runway into the second half of 2022.

In addition, the Directors and management team demonstrated their ongoing confidence with further share purchases announced on 19 April 2021.

Whilst the focus this year has been on Sol, we continue our work with the ICT at Bradford University to look at exciting and new developments there, and to consistently review and evaluate our portfolio for commercial opportunity and partnerships.

Outlook

It has been an exceptional year for Incanthera, one that was always going to be important in our first full year as a public company.

I would like to pay tribute to the team at Incanthera who have worked harder and more determinedly than ever, in spite of often challenging circumstances in the past year, as they have all juggled working from home, home schooling and wider family commitments and challenges.

I thank them all for their dedication to bring this year to the conclusion we have, and I also extend thanks to our advisers, for their guidance and support.

In concluding I thank you, our Shareholders, existing and new, for your continued belief, ongoing encouragement and investment and support of Incanthera. We are delighted to have delivered solid progress in our first year as a public company and we look forward to the future with anticipation.

Tim McCarthy
Chairman

18 May 2021

Investment case

• Differential business model

Acquire, Prepare, Commercialise

• Near to market asset

Sol being prepared for commercialisation opportunity

• Strategic partners (first commercial deal signed)

Proves business model to commercialise products at earliest stage

• Multi-product portfolio

Minimises risk of single product development

• News flow

Driving shareholder value

Chief Executive Officer's Review

Proof of Sol's capabilities

Incanthera has marked its first year as a public company with the emphasis on operational success.

Our evolutionary technology, Sol, is the subject of ongoing commercial discussions with two Global cosmetics companies.

The Company was founded in 2010, with the aim of bringing innovative novel technologies to patients. It is very pleasing to be in the position of reporting on a year which has seen that vision come closer to fulfilment.

Strategic progress

Incanthera came to the public stage through the flotation on AQSE in February 2020, on the basis of developing the technology behind Sol towards a commercial partnership agreement.

The investment received at the IPO has allowed us to progress the refinement of our Sol formulation to deliver the exceptional permeation and sensitisation study results reported in September 2020.



Operational successes, evolution in our technologies and ongoing commercial discussions encapsulate our first year as a public company.

Simon Ward, Chief Executive Officer

The strength of the data surpassed our expectations, considerably strengthening Sol's commercial value and potential for licensing.

The study results proved beyond doubt that Sol has a unique capability to permeate the skin barrier and deliver effective treatment at the site of pre-cancerous and cancerous conditions in a formulation that is as non-irritant as some currently marketed baby sun protection products.

This is breakthrough news for skin cancer patients, offering a targeted and safe approach and an opportunity to prevent development of skin cancer.

The combined package of proven efficacy and safety delivers an even stronger commercial profile, which has concentrated discussions towards a potential licensing partnership. This is further enhanced by the filing in July 2020 which will protect our Sol technology until 2040.

Commercial discussions with a number of interested potential partners are now active with concentration on two Global cosmetics companies, as announced in March 2021. These discussions continue to progress and the management is pleased with the feedback from both groups. We will look to update the market further as and when we are able.

In Summary

The public listing on AQSE last year provided a platform to engage our long-term Shareholders in opportunities for the future, but also to bring in new investment and new investors.

We are delighted to have delivered the operational successes and to have secured further funding recently, which puts us in an excellent position to conclude the Sol discussions and to continue to look at the promise our technologies and delivery mechanisms can bring to our future commercial success.

Our heritage from the Institute of Cancer Therapeutics (ICT) at the University of Bradford is something we are proud of. We continue to work with the team there, who produce ground-breaking technologies in oncology.

Outlook

Against the backdrop of such an extraordinary time in all of our lives, I am very aware that to progress, and to be in a position to look to the future, is one that is not afforded to every company this year.

I am immensely grateful and proud that our team has shown the talent and ability to produce such successful results whilst protecting our existing assets and financially securing our immediate future.

The continued support of our Shareholders and the new investment in our Company is testament to the achievements and enormous potential we have in our existing portfolio and opportunities for the future. We look forward to continuing to enhance and build our commercial and professional relationships, expertise and ability to bring novel medicines to patients.

Simon Ward
Chief Executive Officer

18 May 2021



Strategic Framework

Delivering Shareholder value

Incanthera's first year as a public listed company has delivered significant added value to Shareholders.

Incanthera's purpose is to deliver innovative technologies in oncology and dermatology, through targeted therapeutics via unique delivery mechanisms.

Our strategy is to **acquire, prepare and commercialise** our portfolio candidates through agreements with established third-party pharmaceutical or other commercial companies, thereby generating early revenue for the Company and ensuring continued development of the technologies, at the partner's cost.

This strategy has been proven to be effective, as evidenced by the Company's commercial agreement for EP0015 in 2017 and the current Global discussions surrounding its skin cancer technology, Sol.

Our model is one that considerably minimises the conventional investment risks in time and investment to aim for commercial success and value to investors.

The company floated on the AQSE Growth Market on 28 February 2020, with an investment proposition to raise funds to progress its near to market skin cancer asset, Sol, towards a potential licensing deal.

In September 2020 Incanthera delivered positive results of studies on Sol's formulation technology, strengthening the technology's commercial valuation and enhancing licensing discussions.

Key objectives and performance

Objective

To ensure the protection of Sol's Intellectual Property



Key progress during the period

July 2020: New Patent Filing:

Filing of a new patent protecting Sol for the prevention and treatment of solar keratoses and related cancers of the skin, which if granted, will further extend the life of the patent family protecting Sol to 2040.

To employ investors' funds to progress Sol's technology to the point of commercial partnering discussions

September 2020: Permeation Study Results:

Studies conducted by the London School of Pharmacy demonstrate unequivocally the efficacy of Sol's formulation in penetrating the skin barrier and reaching the deeper layers where an effective prevention of skin cancer could be achieved.

- A new refined formulation of Sol demonstrates statistically significant greater dermal delivery compared with four known comparator products
- Confirmation of exceeding bioequivalence compared with oral delivery

September 2020: Safety Study Data:

Studies conducted by XCellR8 Ltd, demonstrate Sol formulation found to be 'non-irritant' using ex-vivo human skin.

Sol's 'non-irritancy' was found to be comparable to baby sun protection products tested previously, with Sol scoring better than those products which they would define as 'very mild'.

To commence commercial discussions for potential licensing opportunities for Sol

February 2021: Commercial Update:

Incanthera began introducing Sol's technology to a number of potential commercial partners in Q4 2020 and has prioritised discussions with two Global cosmetic companies. In addition, the Company (in conjunction with key experts in dermatology) is also separately exploring working with a number of potential partners to apply its expertise and technology to develop further targeted products. This, for example, includes a partnership that could provide new sun factor protection technology being used in conjunction with Sol.

To ensure the ongoing financial stability of the Company to conduct its principal purposes of business

March 2021: Placing to Raise £1,144,650:

Gross proceeds of £1,144,650 raised through an oversubscribed placing of 9,538,750 new ordinary shares with existing and new investors at a price of 12 pence per share, extending existing cash runway into the second half of 2022.

Strategic Framework continued

Delivering Shareholder value

Strategic Priorities



Progress to date

Acquire



- Incanthera's specialist oncology portfolio consists of novel technologies, acquired through both our exclusive pipeline deal with the Institute of Cancer Therapeutics and commercial acquisition.
- The acquisition of Sol, our skin cancer technology, in 2018, is the current focus of the Company and our nearest to market asset.

Prepare



- Studies undertaken at London School of Pharmacy in 2020 prove Sol technology's ability to deliver the active into and across the skin barrier, reaching the deeper layers where an effective prevention of skin cancer could be achieved.
 - New refined formulation of Sol demonstrates statistically significant greater dermal delivery compared with four known comparator products
 - Confirmation of exceeding bioequivalence compared with oral delivery
- Sensitivity Study Data by XCellR8 Ltd in 2020 confirms Sol's formulation to be non-irritant to equivalent of currently marketed baby sun protection creams.

Commercialise



- Current commercialisation discussions continue for skin cancer asset Sol, prioritising two Global cosmetics companies. In addition, the Company (in conjunction with key experts in dermatology) is also separately exploring working with a number of potential partners to apply its expertise and technology to develop further targeted products. This, for example, includes a partnership that could provide new sun factor protection technology being used in conjunction with Sol.
- Incanthera began proving its commercial abilities through acquisition of technologies into the portfolio following inception in 2010.
- Our Pipeline consists of technologies at various stages of development.
- Our successful licensing deal in 2017 for asset EP0015 validated the Company's technology, platform and commercialisation abilities, generating revenues for further investment into the Company.
- The Company's ambition is to turn novel technologies into commercial opportunities, deliver shareholder value, and provide a diverse current portfolio and pipeline to new opportunities.

Strategy in Action

Commercialisation Focus – Sol

Sol is a proprietary topical formulation designed to deliver into the skin an active known to treat solar keratosis and prevent the formation of skin cancers.

Incanthera licensed the technology in 2018 and floated on AQSE on 28 February 2020, raising funds to concentrate on the commercialisation of this lead asset.

Data from two studies on Sol's permeation across the skin barrier and safety profile on human skin, both announced in September 2020, surpassed expectations, strengthening the technology's commercial potential and valuation, which was further enhanced through the filing of a new patent which gives extended patent protection to Sol to 2040.

Incanthera began introducing Sol's technology to a number of potential commercial partners in Q4 2020 and it has prioritised discussions with two Global cosmetic companies. These discussions progress positively and the management is pleased with the feedback from both groups.

Skin cancer is now the most common form of cancer in the developed world and deaths arising from invasive melanoma are on the increase. The global market for sun creams alone is expected to reach \$14.2 billion by 2027 and this figure excludes pharmaceutical and treatment products.

Whilst current sun protection products have reduced the incidence of sunburn, they have had limited, if any, impact on the incidence of skin cancer, including melanoma.

A number of clinical studies had previously highlighted the potential benefits of the active ingredient in Sol in preventing progression of common solar keratosis to the more life-threatening melanoma forms of skin cancer.

Evidence also suggests such treatment acts to prevent recurrence of melanoma in previously treated subjects prone to skin cancer development.

However, to date the treatments only exist in oral form. Oral dosing for targeting localised skin disease suffers a number of disadvantages to which the Company is responding by developing Sol as a topical product. The topical formulation offers a number of advantages over oral delivery including:

- the avoidance of possible side effects of oral dosing;
- circumvention of first-pass metabolism and limitations on bioavailability;
- ease of compliance (patient acceptability);
- the direct targeting of sun exposed tissues;
- the opportunity to introduce UV protection through inclusion of SPF agents (sun protection factors) or blocks; and
- the inclusion of effective cosmetic skincare ingredients.

Study data achieved in September 2020 following further refinement of the formulation technology has

now proved what Sol was seeking to tackle.

For the first time in a topical formulation, Sol has achieved:

Sufficient serum and/or local tissue levels of the active comparable to those found with oral dosing via its patented topical delivery system, which is not only capable of highly effective trans-dermal drug delivery but also has aesthetic properties typically associated with high-end topical cosmetic products.

This opens up the possibility of delivering an effective topical product for skin melanoma prevention in subjects suffering from solar keratosis and in preventing recurrence of melanoma in subjects who have previously been treated for such cancers.

Incanthera's advanced formulation technology is able to deliver a topical product for the prevention of actinic keratosis and skin cancer, and sensitivity studies have further confirmed the safety of the formulation, demonstrating Sol's formulation as non-irritant as baby sun care products.

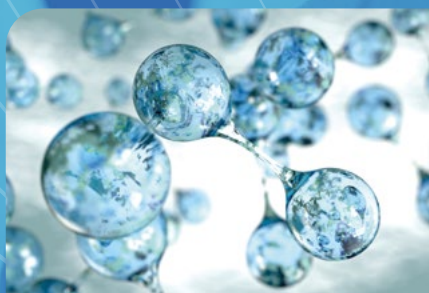
Study data surpassed expectations, strengthening the technology's commercial potential and valuation, which was further enhanced through the filing of a new patent which gives extended patent protection to Sol to 2040.

Incanthera began introducing Sol's technology to a number of potential commercial partners in Q4 2020 and has prioritised discussions with two Global cosmetic companies which are progressing positively and the company will look to update the market further as these progress.

In addition, the Company (in conjunction with key experts in dermatology) is also separately exploring working with a number of potential partners to apply its expertise and technology to develop further targeted products. This, for example, includes a partnership that could provide new sun factor protection technology being used in conjunction with Sol.

Strategy in Action continued

Oncology Pipeline



University of Bradford Pipeline Agreement

Incanthera is a spin-out of the University of Bradford. The Company was established specifically to commercialise certain Intellectual Property ('IP') originating from the Institute of Cancer Therapeutics ('ICT'). Since its establishment, Incanthera has maintained a close working relationship with the ICT, as evidenced by the Pipeline Agreement in place since 2011 and the additional assignments of pipeline IP to the Company.

The ICT has a mission to research and develop new cancer treatments and is one of a handful of academic research facilities in the UK with the resources to enable all the elements of the drug discovery process from conception to clinical evaluation. Working closely with the oncologists and surgeons at the Bradford Royal Infirmary and St James's University Hospital, Leeds, the ICT has already made major contributions to the clinical progression of many cancer medicines. Its focus is to research new cancer medicines to treat very challenging diseases including advanced lung, colon, breast and brain cancers, and the childhood condition, neuroblastoma.

The research encompasses new treatments that either harness the immune system to attack cancer, switch off cancer by blocking gene transcription, or prevent cancer from spreading to other sites. The ICT is also looking to target chemotherapeutic medicines more selectively to address the horrendous side effects of current treatments.

On 19 September 2018, the ICT and the Company put in place a new ten-year Pipeline Agreement that gives the Company the option to access further assignments of pipeline IP and product opportunities.

Platform Programme – ICT00 including EP0015, EP0015-Theranostics and EP0015-Taxane

Originating from the ICT at Bradford University, ICT00 is an example of a prodrug targeted delivery platform. This approach is used to deliver various efficacious 'warheads' to treat solid tumours and has derived from this platform a number of clinical candidates: EP0015; EP0015-Theranostics and EP0015-Taxane.

The ICT00 family of candidates works by targeting the elevated expression of a specific membrane-bound matrix metalloprotease ('MMP') that is over-expressed in solid tumours and delivers a cancer-chemotherapeutic agent ('warhead') or diagnostic.

Solid cancers, particularly aggressively growing ones, are supported by a network of blood vessels. VDAs were specifically designed to destroy the vascular network, depriving the growing tumour of essential nutrients and thereby killing it. However, their inherent cardiac toxicity is an obstacle to their effective use in the clinic. EP0015 seeks to address this by releasing the VDA only at the tumour site.

Competitive advantage

The ability of EP0015 to target solid tumours has many possible, yet currently unproven, benefits which will be assessed as part of clinical trials, including:

- greater efficacy – improved therapeutic index due to targeting and reduced toxicity;
- side effects – enhanced patient comfort;
- reduced frequency of treatment – potential cost savings; and
- improved life expectancy – desired outcome.

EP0015 is close to the First Time in Man ('FTIM' – a clinical Phase 1 design in patients) stage and is the subject of a commercial agreement.

Equin and Duo-C Equin

Equin is a quinone-based prodrug activated by the enzyme DT-diaphorase ('DTD') which itself is over-expressed in many solid tumours including breast, colon, liver, bladder, stomach, the central nervous system ('CNS'), lung tumours and in melanomas. The expression of DTD is increased up to 80-fold in primary non-small cell lung cancer ('NSCLC') relative to normal lung cells and up to 35-fold in NSCLC relative to small cell lung cancer ('SCLC') cell lines.

Equin has been designed to overcome limitations associated with previously proposed bio-reductive agents including stability, solubility, poor efficacy and unsuitable clinical regimes. In preclinical development Equin has showed promising efficacy and an improved pharmacokinetic profile.

Equin is currently undergoing preclinical development and has shown promising efficacy and an improved pharmacokinetic profile.

Duo-C

Duo-C focuses upon targeting colorectal cancer using duocarmycins, which are recognised for their extreme cytotoxicity, converted to a prodrug and designed to overcome their intrinsic toxicity and make them manageable and potentially useful in the clinical set up. The prodrug is activated by CYP2W1, a catabolic enzyme over-expressed in colorectal cancer. Results to date show promising prospects for this new class of drug, demonstrating successful delivery of ultra-potent agents with acceptable toxicity profiles.

Duo-C is in the late discovery (lead) phase.

Financial Review

Meeting Expectations

I am pleased to present our second set of full year results.

Against a backdrop of global uncertainty, we have experienced a positive 12 months. Achieving promotion to the Apex segment of the AQSE Growth Market, whilst improving upon our share price from the IPO, served to validate the progress made over the course of the year.

The financial performance for the year ended 31 March 2021 was in line with expectations.

Losses

The total Group loss for the year was £905,000 (31 March 2020: £1,128,000) including a charge for share-based compensation of £37,000 (2020: £293,000). Operating expenses excluding share-based compensation increased in line with our ambitions for progression of Sol, to £979,000 (2020: £933,000).

Share-based compensation

Accounting standards require a charge to be made against the grant of share options and recognised in the Consolidated Statement of Comprehensive Income. This amounted to £37,000 (2020: £293,000) and has no impact on cash flows.



Our financial year culminated on a high as we completed a successful placing of £1.145 million, bringing further valuable investment to the business and providing financial security for the year ahead.

Laura Brogden, Chief Financial Officer

Headcount

Average headcount of the Group for the year was six (2020: five).

Taxation

The Group has elected to claim research and development tax credits under the small or medium enterprise research and development scheme of £111,000 (2020: £98,000).

Share capital

The balance of funds from the subscription agreements, entered into at the time of last year's IPO were received on 28 September 2020, realising the final £350,000 of investment. The subscription comprised of the issue of 3,684,211 Ordinary Shares of 2p issued at the IPO price of 9.5p.

Whilst the global pandemic has had implications for us all, the impact on the Group and the continued development of Sol has been minimal. However, in one key area the situation has held us back, and that is in the progression towards a license deal. In turn, this delay has led us to raise additional funds in order to provide financial security. The placing was a resounding success, raising £1.145 million, and comprising the issue of 9,538,750 Ordinary Shares of 2p at an issue price of 12p per share.

In conjunction with this placing, on the 4th April 2021, 8,500,000 warrants were issued to participating investors. These warrants were issued at an exercise price of 20p and have an expiry date of 10 years from placing.

Cash flows and financial position

The cash position at 31 March 2021 increased to £957,000 (31 March 2020: £392,000). Expenditure on development of the Sol programme, and recurring general and administrative costs were

offset by the Placing of 28 March (£1,145,000 before expenses) and receipt of the 2020 tax credit (£98,000).

Dividends

No dividend is recommended (2020: nil) due to the early stage of the development of the Group.

Loss per Share

The basic and diluted loss per share was 1.44p (2020: 2.27p).

Key Performance Indicators

Key Performance Indicators include a range of financial and non-financial measures (such as clinical trial progress). Details about the progress of our development programmes (non-financial measures) are included elsewhere in this Strategic Report, and below are the other indicators (financial measures) considered pertinent to the business.

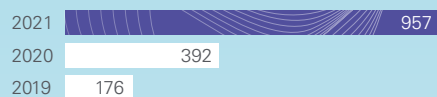
Laura Brodgen
Chief Financial Officer

18 May 2021

Year-end cash and short-term investments, and cash on deposit held:

The increase in year-end cash arises from our fundraise in March 2021 which raised £1,145,000 before expenses.

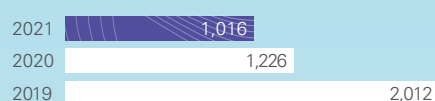
(£'000)



Operating loss:

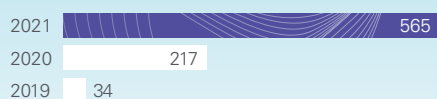
The operating loss reflects progression of our lead programme, Sol, as well as costs associated with our listing on the AQSE Growth Market (formerly NEX).

(£'000)



Net cash inflow (including short-term investments):

(£'000)



Principal Risks and Uncertainties

Fundamental to Incanthera's success

Incanthera operates within a complex business environment and an industry that is fundamentally driven by regulatory processes. A robust understanding of the risks and uncertainties involved in a pharmaceutical drug development business is fundamental to Incanthera's success.

The Board regularly considers these principal risks and uncertainties and reviews its strategies for minimising any adverse impact to the Company or its investors. The principal risks and uncertainties have been grouped into four categories: market, pharmaceutical environment, operational and financial.

Market Risks

Risk

Covid-19

The Global pandemic continues, and whilst vaccination roll-out programmes escalate worldwide, the risk of variants and future restrictions may continue to pose a threat to the continuation of business operations, until the wider picture is more secure.

Continuation of the pandemic for a sustained period of months may affect:

- Our ability to raise further finance as a consequence of a depressed funding environment
- Our ability to conduct and conclude partnering discussions

Mitigating factors

All government guidance is monitored closely and followed immediately by advisory notices to all employees, and provision of the appropriate guidance to advisers and investors, where necessary, via Regulatory announcement.

Pharmaceutical Environment Risks

Risk

Research and Development

The Company is operating in the biopharmaceutical development sector and has a number of drug candidates in various stages of clinical development. In addition, the Company may continue to exploit other opportunities within the sector in order to expand its present development pipeline. The Company and its research partners will therefore continue to be involved in complex scientific research. Industry experience indicates that there may be a very high incidence of delay or failure to produce valuable scientific results. Further to this, the Company may not be successful in developing new products based on the scientific discoveries developed by the Company and its research partners. There is no guarantee that the Company will be able to identify specific market needs that can be addressed by its technology. The ability of the Company to develop new products relies on the recruitment of sufficiently qualified research and development partners with expertise in the biopharmaceutical sector. The Company may not be able to develop its relationships and recruit research partners of a sufficient calibre to satisfy its growth rate and develop future pipeline as planned.

Mitigating factors

Incanthera's management team have many years of experience in research and drug development and a robust understanding of the clinical trial design process. This experience should help ensure that such risks are minimised. In addition, key external advisers support the management team.

Risk

Intellectual Property

The field of pharmaceutical development is highly litigious. The Company's priorities are to protect its IP and seek to avoid infringing other companies' IP. However, no guarantee can be made that infringement proceedings will not be initiated against the Company. A patent is limited territorially to the country or economic area in which it was granted. There are countries in which the Company has not filed patent applications. Some territories have patent applications pending and not all patent applications filed by the Company have gone through the full patent prosecution process.

Mitigating factors

The Company engages reputable legal advisers to mitigate the risk of patent infringement and to assist with the protection of the Company's IP.

Risk

Liability and Insurance

The nature of the Company's business means that the Company may be exposed to potentially substantial liability for damages in the event of product failure or side effects. Any such liability could have a materially adverse effect on the Company's business and financial condition. There can be no assurance that future insurance cover will be available to the Company at an acceptable cost, if at all, nor that in the event of any claim, the level of insurance carried by the Company now or in the future will be adequate or that a product liability or other claim would not materially and adversely affect the business of the Company.

Mitigating factors

The Company factors potential liability risks into decision-making and maintains corporate and clinical trials insurance to mitigate this risk.

Principal Risks and Uncertainties continued

Operational Risks

Risk



Mitigating factors

Legal

Changes in Legislation

The Company is operating in the biopharmaceutical development sector. The field of pharmaceutical development is highly litigious. In order to protect the value of the Company, predominantly valued by its IP, the Company must remain vigilant of current legislation and any changes that may affect the legality surrounding its process of assessing, valuing and protecting the IP.

Changes to industry legislation, if neglected, may impact the Company's valuation and core assets, and/or its ability to commercialise or license technologies, the ability to negotiate new IP into the Company and the Market Abuse Regulations Summary (MARS) rules surrounding its public listing on the AQSE Growth Market.

The Company is monitored and advised by its lawyers and patent attorney on all aspects of IP, corporate and industry law.

Inadequate registration and monitoring of patents

The Company's portfolio is valued through its IP. Failure to register new patents or to remove patents no longer within the Company's IP would breach regulation and governance resulting in a considerable regulatory, reputational and governance risk, resulting in potential devaluation of the business and/or failure of the Company to continue its business.

The Company complies with the strictest operation of patent registration, monitoring, protection and valuation. The Company is advised by its retained patent attorney.



Risk

Mitigating factors

Regulatory Approvals

The Company will need to obtain various regulatory approvals and comply with extensive regulations regarding safety, quality and efficacy standards in order to establish the trials, and ultimately market its products. These regulations vary from country to country and the time required for regulatory review can be lengthy, expensive and uncertain.

The Company's management team have extensive experience in the area of regulatory approvals and, in addition, take advice and guidance from a range of external specialised regulatory advisers to ensure compliance with all regulatory requirements.

Operational Risks

Risk

Dependence on key personnel

The success of the Company, in common with other businesses of a similar size, will be highly dependent on the expertise and experience of the Directors and key senior management. However, the retention of such key personnel cannot be guaranteed. Should key personnel leave, the Company's business, prospects, financial condition or results of operations may be materially adversely affected.

Mitigating factors

The Directors and key senior management are all committed to the future success of the Company and have demonstrated this in their endeavours in establishing the Company, developing it and its product portfolio to achieve a successful public listing in 2020 and further progression and achievements in the year to review. Retention is further enhanced by the fact that each employee is also a shareholder in the Company and incentivised through participation in performance-based share options. This ongoing commitment was underpinned by the Directors' and management team's further investment in the Company in September 2020 and in April 2021.

Risk

Dependence on third parties

The Company outsources certain functions, tests and services to contract research organisations, medical institutions and other specialist providers, and the Company relies on these third parties for clinical and regulatory expertise. There is no assurance that such individuals or organisations will be able to provide the services as agreed upon or in quality fashion and the Company could suffer significant delays in the development of its products.

Mitigating factors

The Company works with respected third-party organisations and regularly monitors their performance.

Risk

Competition

The Company is developing drugs in the intensely competitive market of cancer therapeutics. Currently, as far as the Directors are aware, there is no challenge from direct competitors developing drugs with identical mode of actions. However, outside of these areas there are many other assets in development with identical indications which, if successful, will compete with Incanthera's products from a commercial perspective.

Mitigating factors

The Company remains aware of the continually evolving competitive landscape of the therapeutic areas in which it operates. This awareness is factored into its decision-making for its pipeline programmes.

Principal Risks and Uncertainties continued

Financial Risks

Risk



Mitigating factors

Future funding requirements

The Company may need to raise additional funding to undertake work beyond that being funded by the current cash resources. There is no certainty that this will be possible at all, or on acceptable terms. In addition, the terms of any such financing may be dilutive to, or otherwise adversely affect, Shareholders.

The Company remains focused on delivering the objectives of its business plan in order to add value and to generate opportunities to earn revenue from commercial deals. The intention in the event of any future fundraising is to demonstrate value added progress such that funds may be raised at the most advantageous pricing and minimum dilution to Shareholders, as evidenced in the recent oversubscribed Placing by institutional investors to raise £1.14 million in March 2021.

Risk



Mitigating factors

Share price and liquidity

The trading price of the Ordinary Shares may be subject to wide fluctuations in response to a number of events and factors, such as:

- variations in operating results;
- announcements of innovations or new services by the Company or its competitors;
- changes in financial estimates and recommendations by securities analysts;
- the share price performance of other companies that investors may deem comparable to the Company;
- news reports relating to trends in the Company's markets;
- large purchases or sales of Ordinary Shares;
- liquidity (or absence of liquidity) in the Ordinary Shares;
- currency fluctuations;
- legislative or regulatory changes; and
- general economic conditions.

The Company recognises the potential for share price fluctuation and low liquidity trading in its shares.

To address this, it has a proactive programme of investor relations and is committed to a regular and transparent communications policy with its Shareholders and the investment market generally.

Sustainability Statement

Overview

Incanthera's mission is to provide innovative technologies for oncology and dermatology.

The Company was conceived to identify, acquire and develop quality, groundbreaking medicines to improve the lives of patients.

Incanthera's origin is in cancer therapeutics with recent technology bridging treatment areas of oncology and dermatology.

Cancer is a global disease that requires a united effort to beat it. Incanthera is proud of its oncology portfolio which contains technologies dedicated to enhancing patient outcomes through the identity of more targeted, sophisticated medicines.

We have established a PhD Doctorate Programme with the Institute of Cancer Therapeutics to fund research from new students into fighting the disease and producing more evidence to support new technological innovation in this essential cause.

It is a privilege to work within this field and we continue to seek brilliant advancements in technology to develop into therapeutics and methods that are changing patients' lives.

The progression towards a partnership in our recent work between oncology and dermatology shows further potential opportunity to address novel treatment and methods where effective treatment is as yet unmet.

The global pandemic has shown starkly the proactive responsibility for our own health and the search for the most innovative solutions to modern disease with the most effective and least problematic approach.

The global spotlight on healthcare is here to stay and awareness of the essential and groundbreaking work in research, discovery and development of therapeutic solutions is now an essential part of our everyday conscience.

People

Incanthera's team is dedicated and passionate about the Company we have built and what it stands for.

Each member of our team brings passion, expertise, devotion to the cause and a great sense of social justice to match the corporate outlook. A strong core of like-minded and committed people protects the current and future successes of our Company and the past year's success owes much to their determination and talents that have ensured achievement and delivery of promises to Shareholders, in spite of the challenges faced by everyone.

The Board comprises individuals who all have a background in the healthcare industry, and the Senior Management Team shares the passion and commitment to drive progressive, novel treatments to patients, each bringing unique skillsets to produce a strong, combined team that covers all areas required to make this business a success.

We all stand by the beliefs of diversity, inclusion and well-being as well as a strong work ethic and a commitment to our Shareholders to build on the trust and investment, to ensure the progression and success of this business.

The safety and well-being of our colleagues is the Company's first priority. A workforce that is safe and physically and mentally healthy is the foundation of everything that Incanthera stands for.

In order to reward and thank the loyalty of our team, we have put in place the provision for effective reward and benefits' programmes that will also in future attract, motivate and retain the best talent in our field. Well-structured benefits' packages support colleagues to meet their current and future financial needs.

Colleague opinion and input is sought to support and inform our decision-making, increase engagement and drive innovation.

Environmental Responsibility

Within the overriding ambition of the Company, is the desire to look to the future of our planet.

Throughout the identification, development and progression of our technologies is the consideration of the impact upon our climate and environment, and our aim is to mitigate those in any way we can.

The Company operates virtually, maintaining a registered office address in Manchester, but is proud to promote a lean, skilled team, each working from home, unless group meetings are required, thus ensuring travel, fossil fuel emissions and carbon footprint are mindfully observed. We seek partners who can take our new medicines to market without the need for duplication of resources, manufacturing and other strains on our environment.

Shareholder Responsibility

We have worked hard in our first year as a public listed company to ensure the investment of our Shareholders has been deployed to our best abilities, to progress, and deliver successful returns.

We continue to look to future opportunities, whilst committing to maintain costs conservatively, sustain the value and investment we have built this year, and build on the successes so far.

A business should meet the needs of multiple stakeholders, not just Shareholders. Colleague opinion and input is sought to support and inform our decision-making, increase engagement and drive innovation.

Summary

Our Company takes seriously our responsibilities towards patients, clients, employees, stakeholders and the economy, but also to the wider picture, considering our obligations of sustainability, ethical and social care of our planet.

Section 172 Statement

Incanthera plc is compliant with Section 172 of the Companies Act, understanding its duty to promote the success of the Company.

The Directors and the Senior Management Team have been fully briefed by our Nominated Adviser, in accordance with the Company's listing on the Aquis Growth Market and agree to act in the way we consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members, considering:

- the likely consequences of any decision in the long term;
- the interests of the Company's employees;
- the need to foster the Company's business relationships with suppliers, customers and others;
- the impact of the Company's operations on the community and the environment;
- the desirability of the Company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the Company.

Board Responsibilities

The Board undertakes and agrees to take decisions and opportunities in the day-to-day management and leadership of the Company for the benefit of all members and the value for Shareholders. The Board is briefed on responsibilities and will practise them in running the business. The Board will consider the welfare and benefits of its employees in all daily conduct and decisions.

Engaging with Stakeholders

Incanthera is proud to be a public listed company and understands that this is achieved through the support and belief of existing and newly invested Shareholders.

The success of our business is dependent not only on the decisions and management of the Board and the team, but on the support of all our stakeholders. Building positive relationships with stakeholders that share our values is important to us, and working together towards defined goals assists us in delivering long-term success.

As a company, we have an open and transparent communications policy, seeking opportunities to engage and communicate with our Shareholders wherever possible.

We seek opportunities to discuss our progress, ambitions and financial results, whilst always reporting timely announcement of corporate news, meeting our financial calendar obligations and with a clearly defined communications strategy and timetable to ensure compliance.

The Company's comprehensive communications planning incorporates management, Board and advisory meetings, Chairman's communication with Shareholders, regulatory announcements, and is proactively supported by an investor relations programme in conjunction with our brokers to potentially attract new investment and opportunities for the Company.

We believe a policy that incorporates essential team contact, advisory input and engages and involves Shareholders at each stage of our journey, encompasses the ambitions and culture set out on admission to the public market, ensuring inclusive involvement in the Company's evolution.

Corporate Relationships

We are proud of the strong relationships we have built since inception.

The collaborative working relationship with the Institute of Cancer Therapeutics, involves Professors, Directors and scientists, to encourage and promote successes in new and innovative research and progressive medicine. Through our exclusive pipeline deal with the Institute, we have access to future intellectual property, and we are proud of the two-way stream of information, development and promotion. We are committed to supporting this essential relationship.

We also have a long-standing relationship with our commercial partner, following the first deal struck for our pipeline technology product in 2017. We continue to work actively in the progression of this technology.

Our professional and commercial relationships continue to grow as an essential part of the Company's evolution.

Community

The Directors and team have a background within the industry, and the progressive and collegiate nature of relationships within that industry are paramount to the future of medicines and healthcare in this country. We are proud of our place in this industry and will ensure that all team members conduct their relationships within the community with dignity and respect, for the benefits of all.

Advisory Relationships

A public listed company requires much guidance and advice. The teams we have built long-standing and productive relationships with have shared the Company's journey to this stage and are essential to our successes to date.

We are indebted to their support and evolutionary thinking to help us realise our ambitions and we look forward to building on the successful good nature, guidance and respect we have built with these teams as we progress.

People

Incanthera is proud of every member of our team, and we congratulate and applaud the dedication, hard work and personal commitment required to be at this stage of the Company's development. We will continue to ensure the welfare and well-being of every member is considered across our operations, and to respect their ambitions, involvement and essential role as part of our Company.

Chair's Introduction

Incanthera's Board and management team possess a broad range of commercial, scientific and public company experience.

The Board comprises individuals who have all held long and distinguished positions within the healthcare industry.

Our CEO, Dr Simon Ward's oncology, dermatology and scientific educational background, along with commercial experience, has driven his vision to transform the method and quality of technologies from laboratory to patient that is the heart of Incanthera's business.

My position as Chairman is supported by over 35 years' experience within biotechnology and healthcare companies and international corporate roles. It is a pleasure to work with such a determined and talented team.

We are fortunate to have had the long-term support of Dr Alan Warrander, as Independent Non-Executive Director, whose large Pharma and cross-section of company experience, provides an invaluable sounding board of perception and wise counsel.

Our Key Senior Management team is diverse and skilled, and their commitment and dedication has paid off this year, proving their skillsets and transforming their own and Incanthera's journey. Their individual qualities have shown resilience, determination and the experience to fulfil our ambitions.

Pawel Zolnierczyk, our COO, provides exceptional management of our IP and commercial partnership activities and overseeing of our portfolio, alongside essential team initiatives and dedication.

Laura Brogden, CFO, ensures our financial and compliance obligations are fully met with a steady hand that has proved critical to protecting us against this year's backdrop.

Suzanne Brocks, Head of Communications and Company Secretary, oversees City, Company and public facing communications, ensuring both internally, and to the public, that we are delivering our message and maximising our opportunities, and liaising with our advisers, the AQSE Exchange and engaging in shareholder communications. In her role as Company Secretary she ensures the Company meets all its regulatory and reporting requirements as a public company.

We have a 360 degree approach that transcends the ever-increasing requirements of a successful, growing public company.

With the evolution of the Company in the last year and the accompanying pandemic, the whole team has stepped up to the challenges and stood us in great stead. Opportunity and evolution remain at the forefront of what propels us forward. We achieved much this year, and there is so much more to look forward to.

My confidence and respect for the Incanthera team's performance and passion, leaves no doubt about their abilities to achieve and serve our Shareholders.

Advisers to the Company

For the lead development programme, Sol, the Company is working closely with the following individuals:

Professor Adrian Davis

Professor Davis is a physical pharmaceutical chemist, who joined GlaxoSmithKline (GSK) as a skincare formulation specialist in 1971, retiring in 2004 as Director of Dermatological New Product Research. He provides expert advice on skincare product formulation. He is an adviser to many of the world's leading Pharma companies. Professor Davis is the author of over 20 patents, the majority of which are in the area of dermatological drug delivery, his specialist area for the last 20 years. He has published both original research and review chapters in the area of dermatological drug delivery and is a reviewer for several international journals. His particular interest is in rational drug dosage and drug delivery to optimise therapeutic potential. Professor Davis lectures internationally and is an honorary Professor at the UCL School of Pharmacy, London. He is a founder member and past Chairman of Skin Forum, a multidisciplinary group whose aim is to promote dermatological research and improve patient therapy.

Dr Kevin Hammond

Dr Hammond has over 30 years' experience working with some of the world's leading Pharmaceutical, FMCG and Healthcare companies, where he has held responsibilities in directing new product innovation, partnering, licensing, and technology acquisition for companies such as Reckitt Benckiser, Unilever, PZ Cussons, CB Fleet (US) and GSK. His experience includes operations in Europe, Latin America, North America, South East and Central Asia.

In 2010, Dr Hammond set up his own consultancy aimed at advising and working with SMEs and University spin-out companies seeking to commercialise their technologies in the Pharmaceutical, Healthcare and FMCG markets. Since this time, he has secured significant returns for clients through facilitating 'entry' into potential customer companies, partnering contracts, technology sales, and licensing and royalty agreements, including deals with companies such as P&G, GSK and Coty.

Board of Directors and Senior Management Team

Experienced Leadership



Tim McCarthy
Executive Chairman

Tim has more than 35 years' international senior level business experience in the Healthcare, Biotech and Technology sectors.

He is also the Non-Executive Chairman of ImmuPharma plc, an AIM-quoted specialist drug discovery and development company, and Executive Chairman of 4basebio UK Societas, an AIM quoted company developing next generation gene therapy technologies and solutions.

Tim is a former CEO and Finance Director of a number of public and private companies, including Alizyme plc and Peptide Therapeutics Group plc. He has also co-founded a number of healthcare and biotechnology companies. A Fellow of the Association of Chartered Certified Accountants, he also has an MBA from Cranfield School of Management.



Dr Simon Ward
Chief Executive Officer

Simon is a co-founder of Incanthera and has more than 30 years' senior experience in academia and business.

He was a founder and CEO of Molecular SkinCare Limited, a pioneer and developer of novel dermatology products for the prevention and management of skin diseases. As CSO of York Pharma plc, he was responsible for bringing innovative dermatology product through to market. Simon also served as Chairman of South Yorkshire Bioscience Enterprise Network (SYBEN) and Deputy Chairman of Medipex, a healthcare innovation hub for NHS organisations across industry and academia internationally.

Simon graduated from the University of London's School of Pharmacy (UK) with a Joint Honours Degree in Pharmacology and Toxicology and was awarded a DPhil in the Department of Human Anatomy, Oxford University under a Glaxo Group Research Studentship.



Dr Alan Warrander
Independent Non-Executive Director

Alan is an expert in partnering and licensing with significant experience of global pharma drug discovery and drug development processes having more than 30 years' experience in the pharmaceutical industry, including 21 years with AstraZeneca, holding many positions including Director of Global Licensing.

He has a BSc in Chemistry and Biochemistry and a PhD in Biochemistry.



Pawel Zolnierczyk
Chief Operating Officer

Pawel has over ten years' experience in research commercialisation in the life sciences sector, successfully managing IP exploitation projects toward licences and spin-offs.

He was the founder and Managing Director of Onco-NX (acquired by Incanthera in 2014) and CEO of iTech Innovations Ltd. Formerly, as IP Manager for the University of Salford, Pawel successfully negotiated deals with corporate partners including Reckitt Benckiser plc and Novartis AG.

Pawel is a graduate of Gdansk University of Technology.



Laura Brogden
Chief Financial Officer

Laura Brogden has over 14 years' experience heading up the finance function for SMEs across a diverse range of industries.

She is also a Partner in Fact3 which provides accounting, HR and IT support for SMEs.

Laura is an Associate of the Chartered Institute of Management Accountants.



Suzanne Brooks
Head of Communications & Company Secretary

Suzanne has over 30 years' City experience.

She was a Senior Director in Financial and Corporate Communications with Buchanan Communications, advising on IPOs and mergers and acquisitions, in addition to general financial public relations consultancy and strategic direction for a wide range of public companies. Previously Suzanne was a Relationship Manager in private banking with Hill Samuel advising clients in London and the Far East.

Corporate Governance Report

The Directors recognise the importance of sound corporate governance. The Company has adopted the QCA code and appropriate disclosures are made on the Company's website and within this Annual Report and Accounts as specified by the QCA code.

Board of Directors

The Board comprises of three Directors, of which two are executive and one is independent and non-executive, reflecting a blend of different experiences and backgrounds.

Performance Evaluation

The Directors are responsible for formulating, reviewing and approving the Company's strategy, budget and major items of capital expenditure. The Board meets on a monthly basis to review, formulate and approve the Company's strategy, budgets and corporate actions and oversee the Company's progress towards its goals.

Risk Management and Internal Communications

The Board is also responsible for monitoring the Company's risks as well as for implementing other systems of control which are deemed necessary.

Board Committees

The Directors have established an Audit Committee and a Remuneration Committee, each with formally delegated rules and responsibilities. These Committees meet at least twice yearly.

Audit Committee Report

The Audit Committee determines and examines matters relating to the financial affairs of the Company, including the terms of engagement of the Company's auditor and, in consultation with the auditors, the scope of the audit. It receives and reviews reports from management and the Company's auditors relating to the half-yearly and annual accounts and systems of accounting and internal control in use throughout the Company.

Remuneration Committee

The Remuneration Committee reviews and makes recommendations in respect of the Directors' remuneration and benefits packages and that of senior employees, including share options and the terms of their appointment. The Remuneration Committee also makes recommendations to the Board concerning the allocation of share options to employees.

Share Dealing Code

Incanthera plc has adopted and operates a share dealing code governing the share dealings of the Directors of the Company and applicable employees with a view to ensuring compliance with the AQSE Growth Market Rules.

Investor Relations

The Company adopts an open and transparent communications policy, seeking opportunities to engage and update Shareholders. Following the Company's listing on the AQSE Growth Market, the Annual General Meeting will form the principal forum for dialogue with shareholders. Updates on the progress of the business are regularly published on the Group's website. The Company also has a dedicated

electronic communication line via its website at www.incanthera.com specifically for shareholders' enquiries and a Twitter feed at @incantherapl.

Corporate and Social Responsibility

The Company understands that its impact reaches beyond that of its core business and into the environment and society in which it operates. With integrity at the heart of our corporate social goals our aim is to make a lasting positive contribution to all our stakeholders.

The Company seeks to protect the interests of stakeholders in the Company through its policies, combined with ethical and transparent business operations.

Environment

Incanthera plc is sensitive to the environment in which it operates and seeks to ensure environmental standards are complied with.

Human Rights

Incanthera plc is committed to social and morally responsible research, development and manufacturing processes for the benefit of all stakeholders. The activities of the Company are in line with applicable laws on human rights.

Tax Evasion

Incanthera plc adopts a policy of ensuring that all associated persons, including employees and those acting on the Company's behalf, do not facilitate tax evasion.

Employees

Our employees are key to achieving the business objectives of the Company. The Company has established policies for recruitment, diversity and equal opportunities, training and development.

Our priority is to provide a working environment in which our employees can develop to achieve their full potential and have opportunities for both professional and personal development. We aim to invest time and resource to support, engage and motivate our employees to feel valued, to be able to develop rewarding careers and to want to stay with us. The Company embraces employee participation in issue raising and resolution through regular update sessions that value contributions from all levels regardless of position in the business.

Shareholders

The Board of Directors actively encourage communication with shareholders and they seek to protect the interests of shareholders at all times. The Company updates shareholders regularly through regulatory news and financial reports. The Company will also engage directly with shareholders at our Annual General Meeting.

Health and safety

Company activities are carried out in accordance with its Health and Safety Policy which adheres to all applicable laws.

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with company law. Company law requires the directors to prepare group and parent company financial statements for each financial year. Under that law the Directors have elected to prepare the Group consolidated financial statements in accordance with UK International Financial Reporting Standards (IFRSs) and elected to prepare the parent company financial statements under United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws 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 and of the profit or loss of the Group and the parent company for that period.

In preparing each of the Group and parent company financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgments and estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with IFRSs as adopted by the UK or UK Accounting Standards have been followed, subject to any material departures disclosed and explained; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also generally responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Information published on the website is accessible in many countries and legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position and performance, business model and strategy. Each of the Directors confirms that, to the best of their knowledge.

The Group financial statements, which have been prepared in accordance with IFRSs as adopted by the UK, give a true and fair view of the assets, liabilities, financial position and profit of the Group; and the Annual Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.

By order of the Board

Suzanne Brocks
Company Secretary

18 May 2021

Directors' Remuneration Report

The Remuneration Committee reviews and makes recommendations in respect of the Directors' remuneration and benefits packages and that of senior employees, including share options and the terms of their appointment. The Remuneration Committee also makes recommendations to the Board concerning the allocation of share options to employees.

Remuneration Committee Report

The sole member of the Remuneration Committee is Alan Warrander as the single independent Non-Executive Director.

The responsibilities of the Committee include the following:

- Determining and agreeing with the Board the remuneration policy for all Directors and the Senior Management Team.
- Within the terms of the agreed policy, determining the total individual remuneration package for Executive Directors and the Senior Management Team.
- Overseeing the evaluation of Executive Officers.

Our aim is to deliver a remuneration programme that rewards both achievement of short-term goals and fulfilment of our longer-term objectives in realising the potential of our portfolio.

The remuneration policy is the responsibility of the Remuneration Committee, a sub-committee of the Board. Details of the remit of the Committee is provided in the Corporate Governance section. The Executive Directors attend meetings by invitation but no Director is involved in discussions relating to their own remuneration.

We recognise the need to retain and motivate our Executive Directors and Senior Management Team and the need to avoid making remuneration decisions solely based on shorter-term volatility whilst making good use of the Group's resources. Accordingly, we include two performance-based elements in our remuneration programme; a shorter-term annual bonus programme, with payment amounts based on the previous year's achievement against preset personal and corporate goals for that year; and a longer-term equity-based programme of share options, vesting over three years and directed towards the achievement of substantial, longer-term strategic objectives.

Remuneration Policy for Executive Directors

The Remuneration Committee sets a remuneration policy that aims to align Executive Directors' remuneration with shareholders' interests, and attract and retain the best talent for the benefit of the Group. The Company seeks to strike an appropriate balance between fixed and performance related reward, forming a clear link between pay and performance.

The remuneration of the Executive Directors during the year ended 31 March 2021 is set out below:

Basic salary

Basic salaries are reviewed annually. The purpose of the base salary is to:

- reflect market rates to support the recruitment and retention of key individuals;
- reflect the individual's experience, role and contribution with the Company; and
- ensure that the Executive Directors are fairly rewarded for carrying out their duties.

It is recognised that the above criteria is not currently being met whilst resources are limited.

Bonuses

Executive Directors and the Senior Management Team participate in a bonus plan under which they are entitled to an annual bonus up to 50% of annual salary. Annual bonus entitlements are based on the achievement of preset Group corporate, financial and personal performance targets as well as considering the availability of funds.

Benefits

Benefits in the form of private medical insurance and death in service insurance are provided to Executive Directors and the Senior Management Team.

Pension

The Group pays pension contributions for Executive Directors and employees into personal pension schemes.

Executive Directors' service contracts and termination provisions

The service contracts of Executive Directors are approved by the Board. The service contracts may be terminated by either party giving 12 months' notice to the other. The details of the Directors' service contracts are summarised below:

| | Date of contract | Notice period | Annual salary |
|------------------|------------------|---------------|---------------|
| Timothy McCarthy | 1 April 2014 | 12 months | £40,000 |
| Simon Ward | 1 October 2012 | 12 months | £40,000 |

Non-Executive Directors

The Non-Executive Director has entered into a letter of appointment with the Company, with the Board determining the fees paid, with regard to market comparatives and similar businesses. The appointment is terminable on six months' notice by either party.

The Non-Executive Director does not receive any pension, bonus, benefits or share options from the Company. The contractual terms of the Non-Executive Director is reviewed by the Board annually. His current contract is set out below:

| | Date of contract |
|-----------------------|------------------|
| Alan Warrander | 30 December 2019 |

Non-Executive Directors are typically expected to serve two three-year terms but may be invited by the Board to serve for an additional period.

Directors' remuneration during the year ended 31 March 2021

The Directors received the following remuneration during the year:

| | Salaries and fees £ | Taxable benefits £ | Bonuses £ | Pension £ | Total year to 31 March 2021 £ | Total year to 31 March 2020 £ |
|----------------------|------------------------|-----------------------|---------------|--------------|----------------------------------|----------------------------------|
| Executive | | | | | | |
| Timothy McCarthy | 39,998 | 3,783 | 20,000 | 4,000 | 67,782 | 22,038 |
| Simon Ward | 39,998 | 1,545 | 20,000 | 3,998 | 65,541 | 20,247 |
| Non-Executive | | | | | | |
| Alan Warrander | 8,333 | n/a | n/a | n/a | 8,333 | nil |
| Total | 88,329 | 5,328 | 40,000 | 7,998 | 141,656 | 42,285 |

Benefits/Pensions

Details of payments in respect of benefits and pensions arrangements for the Executive Directors are set out in the table above.

Long-term Incentives

Following admission the Company adopted the LTIP which allows for share awards to be made in the form of options, at costs to be determined at the time of the award and in line with the current share price. The Company believes that the LTIP aligns the interest of Executive Directors and the Senior Management Team with those of shareholders and on an ongoing basis will form a significant part of their performance-related pay.

For the purposes of the Schemes, a maximum of 10 per cent. of the Company's issued share capital in aggregate, from time to time, may be issued without the prior approval of shareholders of the Company.

Vesting criteria for options granted under the Schemes are subject to time and performance conditions as follows:

| Amount Vesting | Time Condition |
|--------------------------------|--|
| 36 per cent. ('Tranche One') | On the first anniversary of the date of the grant |
| 32 per cent. ('Tranche two') | On the second anniversary of the date of the grant |
| 32 per cent. ('Tranche three') | On the third anniversary of the date of the grant |

Performance Condition: Entering into a commercial agreement relating to its intellectual property.

The Schemes provide for good/bad leaver provisions and other standard terms normally associated with such schemes.

Directors' Remuneration Report continued

Directors' shareholdings

The Directors who served during the year, together with their beneficial interest in the shares of the Company are as follows:

| Ordinary Shares of 2p each | At 31 March 2021 | At 31 March 2020 |
|----------------------------|------------------------|------------------------|
| Executive | | |
| Timothy McCarthy | 3,882,264 ¹ | 3,566,474 ¹ |
| Simon Ward | 2,652,606 ² | 2,168,397 ² |
| Non-Executive | | |
| Alan Warrander | 104,320 | 83,267 |

1 Of the total shares attributable to Timothy McCarthy, 2,030,264 are held by Unnamed Ltd, a company owned and controlled by Timothy McCarthy, and 524,382 are held in a SIPP belonging to Timothy McCarthy.

2 Of the total shares attributable to Simon Ward, 724,399 are held in a SIPP belonging to Simon Ward.

Bonus

Executive Directors and the Senior Management Team participate in a bonus plan under which they are entitled to a maximum annual bonus of 50% of salary. Annual bonus entitlements are based on the achievement of pre-set Group corporate, financial and personal performance targets.

The performance targets for the financial year ending 31 March 2021 have been set by the Remuneration Committee and include Group corporate, financial and personal performance targets.

The Remuneration Committee considers that the targets will support the business strategy, and that bonus arrangements represent an important element of the performance-related pay for the Executive Directors and the Senior Management Team.

In order to align executives' interests with those of shareholders and manage cash costs, a proportion of the bonus payable to the Executives may be paid in cash and a proportion may be paid in shares through the Deferred Bonus Plan which was adopted by the Company on Admission. The Committee will determine on an annual basis the level of deferral of the bonus payment into Company share awards in the form of nil cost options up to a maximum of 50% of the bonus earned. DBP awards will vest at the end of a three-year period from the relevant date of grant.

The full bonus available was awarded and paid during the year to 31 March 2021: £70,000 (31 March 2020: £nil).

Directors' and Senior Management Team Share Options

In July 2020 the first grant of options was made to the Directors and members of the Senior Management Team as part of both an approved and unapproved scheme. These options are set out below and are subject to the performance conditions as described above.

The Company has granted the following options under the Scheme:

| Option holder | Scheme | Date of grant | At 1 April 2020 | Granted during the period | At 31 March 2021 | Price per share (pence) | Date from which exercisable | Expiry Date |
|-------------------|------------|---------------|-----------------|---------------------------|------------------|-------------------------|-----------------------------|-------------|
| Tim McCarthy | Approved | 4 July 2020 | – | 1,100,000 | 1,100,000 | 9.5p | 4 July 2023 | 4 July 2031 |
| Simon Ward | Approved | 4 July 2020 | – | 1,100,000 | 1,100,000 | 9.5p | 4 July 2023 | 4 July 2031 |
| Pawel Zolnierczyk | Approved | 4 July 2020 | – | 1,100,000 | 1,100,000 | 9.5p | 4 July 2023 | 4 July 2031 |
| Suzanne Brocks | Approved | 4 July 2020 | – | 1,100,000 | 1,100,000 | 9.5p | 4 July 2023 | 4 July 2031 |
| Laura Brogden | Unapproved | 4 July 2020 | – | 1,100,000 | 1,100,000 | 9.5p | 4 July 2023 | 4 July 2031 |
| Total | | | – | 5,500,000 | 5,500,000 | | | |

Alan Warrander
 Remuneration Committee Chair

18 May 2021

Directors' Report

For the year ended 31 March 2021

Financial Statements

The Directors of Incanthera PLC (registered in England and Wales: 11026926) present their report together with the audited consolidated financial statements and the Company financial statements for the year ended 31 March 2021.

In accordance with section 414C (11) of the Companies Act 2006, the directors have chosen to include particulars of important events affecting the Group that have occurred since the end of 31 March 2021 and an indication of likely future developments in the Group's business in the Chief Executive Officer's Review, Operations Report and Strategic (pages 6 to 22).

Directors

The Directors of the Company who served during the year and up to the date of this report, unless otherwise indicated, are as follows:

| | Capacity | |
|----------------|---|----------------------------|
| Tim McCarthy | Chairman | Appointed 23 October 2017 |
| Simon Ward | Chief Executive Officer | Appointed 23 October 2017 |
| Alan Warrander | Non-Executive and Senior Independent Director | Appointed 26 February 2020 |

Biographical details of Incanthera Directors are shown on page 26.

The Group maintained Directors' and Officers' liability insurance cover throughout the year.

Principal activities of the Group

Details of current and future trading as well as the principal risks and uncertainties are included in the Strategic Report.

Business Review and Key Performance Indicators

The review of the business, future trading and Key Performance Indicators are covered in the Strategic and Financial Reports.

Financial results and dividends

The Group's results for the year ended 31 March 2021 are presented on page 40. The Group's net loss after tax for the year was £905,000 (2020: £1,128,000).

Directors' interests in share options

Details of Directors' interests in shares, share options and service contracts are shown in the Directors' Remuneration Report.

Research and Development

The Group is continuing to research products in its chosen area.

Employee involvement

Employee involvement in the overall performance of the Group is encouraged through both formal and informal meetings which deal with a range of matters including the Group's financial performance, development progress and health and safety. Copies of the Annual Report and Interim Report are made available to all employees.

Financial Risk Management

Details of financial risk management are provided in Note 2 to the accounts.

Political and charitable donations

The Group made no political donations in the current or prior year.

Directors' Report continued

Substantial shareholdings

At 4 May 2021, the Company had received notification from the following financial institutions of their and their clients' interest in the following disclosable holdings, which represent 3% or more of the voting rights of the issued share capital of the Company:

| Shareholders having a major interest | Number of shares held | % of issued share capital |
|--------------------------------------|-----------------------|---------------------------|
| North West Funds (Biomedical) LP | 16,164,540 | 21.8% |
| ImmuPharma plc | 9,903,349 | 13.4% |
| University of Bradford | 7,492,040 | 10.1% |
| JIM Nominees Limited | 7,184,670 | 9.7% |
| Tyndall Investment Management | 5,076,322 | 6.85% |
| Pershing Nominees Limited | 4,636,156 | 6.3% |
| Timothy McCarthy | 3,931,646 | 5.3% |
| Simon Ward | 2,704,199 | 3.7% |
| Gateley plc | 2,239,295 | 3.0% |

Going concern

At 31 March 2021, the Group had cash and cash equivalents, including short-term investments and cash on deposit, of £957,000 (2020: £392,000).

The Directors have prepared detailed financial forecasts and cash flows looking beyond 12 months from the date of the approval of these financial statements. In developing these forecasts, the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

The Directors estimate that the cash held by the Group together with known receivables will be sufficient to support the current level of activities.

Disclosure of information to 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 (as defined in the Companies Act 2006) of which the Company's auditor is unaware; and
- each of the Directors has taken all 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.

Independent Auditor

Jeffreys Henry have expressed their willingness to continue in office as auditor for the year. A resolution to reappoint them will be presented at the forthcoming AGM.

Annual General Meeting

The Notice convening and giving details of the 2021 AGM of the Company to be held at 11:00 a.m. on Wednesday, 23 June 2021 at the offices of Gateley Plc, Ship Canal House, 98 King Street, Manchester, M2 4WU has been sent to Shareholders with accompanying Form of Proxy. These documents are also available, in electronic form, for download on the Company's website: www.incanthera.com

Legislation and government guidance in the United Kingdom relating to COVID-19 continues to place restrictions on public gatherings, so shareholders are not encouraged to attend the meeting in person. The Meeting will be held with the minimum attendance necessary to form a quorum (which will be facilitated by the Company). The Company will provide access online through the Investor Meet Company platform. However, shareholders will not be able to vote online during the Meeting and are therefore urged to submit their votes via proxy as early as possible. Shareholders who wish to attend the AGM online should register for the event in advance via the following link: <https://www.investormeetcompany.com/incanthera-plc/register-investor>

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

Tim McCarthy
Chairman

18 May 2021

Incanthera plc
76 King Street
Manchester
M2 4NH

Company registration number: 11026926

Independent Auditor's Report to the Members of Incanthera plc

For the year ended 31 March 2021

Independent auditor's report to the members of Incanthera PLC

We have audited the financial statements of Incanthera PLC (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2021 which comprise the consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, company statement of changes in equity, company statement of financial position, consolidated statement of cash flows, company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK International Financial Reporting Standards (IFRSs). The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and UK International Financial Reporting Standards (IFRSs), as applied in accordance with the provision of the Companies House Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2021 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with "UK IFRSs" and not IFRS as adopted by UK;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the United Kingdom as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements 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 as applied to listed entities, 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 director's 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 entity's ability to continue to adopt the going concern basis of accounting included a detailed review of the Group's forecasts in comparison to available management accounts at the date of these financials to assess the reasonability of the estimates made. We have further performed a sensitivity analysis to conclude on the degree to which current cash reserves will be able to sustain the Group for at least a further twelve months from the date of these financials.

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 Group'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.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

- Impairment of parent company investments in subsidiary and recoverability of intercompany loan.
- Carrying value of intangible assets.

Independent Auditor's Report to the Members of Incanthera plc

For the year ended 31 March 2021 continued

These are explained in more detail below:

| Key audit matter | How our audit addressed the key audit matter |
|---|--|
| <p>Impairment of parent company investments in subsidiary and recoverability of intercompany loan – parent company financial statements only.</p> <p>The Company had investments of £4,613,616 at the year ended 31 March 2021.</p> <p>The Directors have confirmed all investments, including additions were correctly calculated and being held at cost.</p> <p>The amounts due from subsidiaries amounts to £1,156,137 at the year ended 31 March 2021.</p> | <p>We have performed the following audit procedures:</p> <ul style="list-style-type: none"> • Reviewed management's assessment of future operating cashflows and indicators of impairment; • Assessed the methodology used by management to estimate the future profitability of Incanthera Research and Development Limited and recoverable value of the investment, in conjunction with any intra-group balances, to ensure that the method used is appropriate; • Assessed the reasonableness of the key assumptions used in management's estimates of recoverable value, in line with economic and industry statistics relevant to the business; • Challenged cash inflows from revenue generating activities and the key assumptions applied in arriving at these, including the royalty rates, licensing revenue, and fixed costs. Assessed the reasonability of cash outflows, included contracted spend and research and capital spend; • Assessed the appropriateness and applicability of discount rate applied to the current business performance; • Confirmed that any adverse change in key assumptions would not create an impairment loss; and • Ensured that disclosures of the key judgements and assumptions was appropriately disclosed. <p>Based on the audit work performed, we are satisfied that management have performed the impairment review appropriately and in accordance with accounting standards.</p> |
| <p>Carrying value of intangible assets – Group financial statements.</p> <p>The Group intangibles balance amounted to £655,000 at the year ended 31 March 2021 (31 March 2020: £787,000).</p> <p>The Directors have confirmed all intangibles were correctly recognised.</p> | <p>We have performed the following audit procedures:</p> <ul style="list-style-type: none"> • Obtained management's forecast for future value in use of the intangible assets; • Assessed the reliability of forecasts by agreeing to historical inputs; • Reviewed management and challenged management on their judgements of the forecasted sales and estimates useful life of the intangible assets; • Assessed the ongoing projects viability and ensured they met the criteria defined in the accounting standards for intangibles; and • Tested the clerical accuracy of management's forecast. <p>As all the capitalised intangibles relate to products that Incanthera Research and Development Limited are using to enhance its product, no impairment is required. We are satisfied that although there are uncertainties associated with the useful life of the intangibles, the company's revenue pipeline and forecasts support the carrying value.</p> |

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

| | Group financial statements | Company financial statements |
|---------------------------------|---|--|
| Overall materiality | £46,000 (31 March 2021) | £46,000 (31 March 2021) |
| How we determined it | Based on 5% of net loss. | Based on 1.5% of gross assets. |
| Rationale for benchmark applied | We believe that net loss is a primary measure used by shareholders in assessing the performance of the Group. | We believe that gross assets are a primary measure used by shareholders in assessing the performance of the Company. |

For each component in the scope of our Group audit, we allocated a materiality that is less than our overall Group materiality. The range of materiality allocated across components is ranged from £24,000 and £46,000.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £2,300 (Group audit) and £2,300 (Company audit) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Company, the accounting processes and controls, and the industry in which they operate.

The Group financial statements are a consolidation of 2 reporting units, comprising the Group's operating businesses and holding companies.

We performed audits of the complete financial information of Incanthera Plc and Incanthera Research and Development Limited reporting units, which were individually financially significant and accounted for 100% of the Group's revenue and 100% of the Group's absolute profit before tax (i.e. the sum of the numerical values without regard to whether they were profits or losses for the relevant reporting units). We also performed specified audit procedures over goodwill and other intangible assets, as well as certain account balances and transaction classes that we regarded as material to the Group at the 2 reporting units.

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. 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 this regard.

Independent Auditor's Report to the Members of Incanthera plc

For the year ended 31 March 2021 continued

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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have 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 group and parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement set out on page 29, 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 group's and parent 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 group or the parent 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

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

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the company through discussions with directors and other management.
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including taxation legislation, data protection, anti-bribery, employment, environmental, health and safety legislation and anti-money laundering regulations.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence.
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit; and
- we assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:
 - making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
 - considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in note 2 of the Group financial statements were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.
- In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:
 - agreeing financial statement disclosures to underlying supporting documentation;
 - reading the minutes of meetings of those charged with governance;
 - enquiring of management as to actual and potential litigation and claims;
 - reviewing correspondence with HMRC and the group's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of noncompliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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.

Other matters which we are required to address

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group or the parent Company and we remain independent of the group and the parent company in conducting our audit. Our audit opinion is consistent with the additional report to the audit committee.

Use of this report

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Sanjay Parmar Senior Statutory Auditor

For and on behalf of
Jeffreys Henry LLP (Statutory Auditors)
Finsgate
5-7 Cranwood Street
London EC1V 9EE
18 May 2021

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2021

| | Notes | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
|---|-------|---|---|
| Direct costs | | — | — |
| Operating expenses | | | |
| Operating expenses | 3 | (979) | (933) |
| Share based compensation | 15 | (37) | (293) |
| Total operating expenses | 3 | (1,016) | (1,226) |
| Operating loss | 3 | (1,016) | (1,226) |
| Loss on ordinary activities before taxation | | (1,016) | (1,226) |
| Taxation | 6 | 111 | 98 |
| Loss and total comprehensive expense attributable to equity holders of the parent for the year | | (905) | (1,128) |
| Loss per share attributable to equity holders of the parent (pence) | 7 | | |
| Basic loss per share (pence) | | (1.44) | (2.27) |
| Diluted loss per share (pence) | | (1.44) | (2.27) |

Consolidated and Company Statements of Financial Position

As at 31 March 2021

| | Notes | Group | | Company | |
|--|-------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | | As at 31 March 2021 £'000 | As at 31 March 2020 £'000 | As at 31 March 2021 £'000 | As at 31 March 2020 £'000 |
| | | | | | |
| Assets | | | | | |
| Non-current assets | | | | | |
| Property, plant and equipment | 8 | – | 3 | – | – |
| Intangible assets | 9 | 655 | 787 | – | – |
| Intercompany loan | | | | 1,156 | 685 |
| Investments in subsidiary undertaking | 10 | – | – | 4,614 | 4,614 |
| Total non-current assets | | 655 | 790 | 5,770 | 5,299 |
| Current assets | | | | | |
| Trade and other receivables | 11 | 136 | 114 | 34 | – |
| Current tax receivable | | 108 | 95 | – | – |
| Cash and cash equivalents | 12 | 957 | 392 | 910 | 346 |
| Total current assets | | 1,201 | 601 | 944 | 346 |
| Total assets | | 1,856 | 1,391 | 6,714 | 5,645 |
| Liabilities and equity | | | | | |
| Current liabilities | | | | | |
| Trade and other payables | 13 | 165 | 177 | 60 | 4 |
| Total current liabilities | | 165 | 177 | 60 | 4 |
| Equity | | | | | |
| Ordinary Shares | 14 | 1,482 | 1,217 | 1,482 | 1,217 |
| Share premium | 14 | 5,055 | 4,443 | 5,055 | 4,443 |
| Reorganisation reserve | 14 | 2,715 | 2,715 | – | – |
| Warrant reserve | 14 | 1,054 | – | 468 | – |
| Share based compensation | 14 | 37 | 586 | 37 | – |
| Retained (deficit)/profit | 14 | (8,651) | (7,747) | (388) | (19) |
| Total equity attributable to equity holders of the parent | | 1,691 | 1,214 | 6,654 | 5,641 |
| Total liabilities and equity | | 1,856 | 1,391 | 6,714 | 5,645 |

No Statement of Comprehensive Income is presented in these financial statements for the parent company as provided by Section 408 of the Companies Act 2006. The loss for the financial year dealt with in the financial statements of the parent company was £369,000 (2020: £19,000).

The financial statements on pages 35 to 60 were approved by the Board of Directors and authorised for issue on 18 May 2021 and were signed on its behalf by:

Dr Simon Ward
Chief Executive Officer

18 May 2021
Incanthera plc
Registered number: 11026926

Consolidated Statement of Changes in Equity

For the year ended 31 March 2021

| | Ordinary shares £'000 | Share premium £'000 | Reorganisation reserve £'000 | Warrant reserve £'000 | Share based compensation £'000 | Retained deficit £'000 | Total £'000 |
|---|-----------------------------|---------------------------|------------------------------------|-----------------------------|--------------------------------------|------------------------------|----------------|
| Balance at 31 March 2019 | 25 | 7,305 | – | – | 401 | (6,727) | 1,004 |
| Total comprehensive expense for the period | – | – | – | – | – | (1,128) | (1,128) |
| Transactions with owners | | | | | | | |
| Share issue – acquisition of Incanthera R&D Limited | 946 | (3,663) | 2,715 | – | – | – | – |
| Share issue – cash | 180 | 554 | – | – | – | – | 734 |
| Share issue – creditor swap | 66 | 247 | – | – | – | – | 313 |
| Share based compensation – share options | – | – | – | – | 293 | – | 293 |
| Share based compensation – lapsed options | – | – | – | – | (108) | 108 | – |
| Total transactions with owners | 1,192 | (2,862) | 2,715 | – | 185 | 108 | 1,339 |
| Balance at 31 March 2020 | 1,217 | 4,443 | 2,715 | – | 586 | (7,747) | 1,214 |
| Total comprehensive expense for the period | – | – | – | – | – | (905) | (905) |
| Transactions with owners | | | | | | | |
| Warrant reclassification | – | – | – | 586 | (586) | – | – |
| Share issue – cash | 264 | 612 | – | 468 | – | – | 1,344 |
| Share based compensation – share options | – | – | – | – | 37 | – | 37 |
| Total transactions with owners | 264 | 612 | – | 1,054 | (549) | – | 1,381 |
| Balance at 31 March 2021 | 1,482 | 5,055 | 2,715 | 1,054 | 37 | (8,651) | 1,691 |

Company Statement of Changes in Equity

For the year ended 31 March 2021

| | Attributable to equity holders of the parent | | | | | Total £'000 |
|---|--|---------------------------|-----------------------------|--------------------------------------|------------------------------|----------------|
| | Ordinary shares £'000 | Share premium £'000 | Warrant reserve £'000 | Share based compensation £'000 | Retained deficit £'000 | |
| Balance at 31 March 2019 | – | – | – | – | – | – |
| Total comprehensive expense for the period | – | – | – | – | (19) | (19) |
| Transactions with owners | | | | | | |
| Share issue – acquisition of Incanthera R&D Limited | 971 | 3,642 | – | – | – | 4,613 |
| Share issue – cash | 180 | 554 | – | – | – | 734 |
| Share issue – creditor swap | 66 | 247 | – | – | – | 313 |
| Share based compensation – share options | – | – | – | – | – | – |
| Total transactions with owners | 1,217 | 4,443 | – | – | – | 5,660 |
| Balance at 31 March 2020 | 1,217 | 4,443 | – | – | (19) | 5,641 |
| Total comprehensive expense for the period | – | – | – | – | (369) | (369) |
| Transactions with owners | | | | | | |
| Share issue – cash | 264 | 612 | 468 | – | – | 1,344 |
| Share based compensation – share options | – | – | – | 37 | – | 37 |
| Total transactions with owners | 264 | 612 | 468 | 37 | – | 1,381 |
| Balance at 31 March 2021 | 1,482 | 5,055 | 468 | 37 | (388) | 6,654 |

Consolidated and Company Statements of Cash Flows

For the year ended 31 March 2021

| | Group | | Company | |
|---|---|---|---|---|
| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
| Cash flows from operating activities | | | | |
| Loss before taxation | (1,016) | (1,226) | (369) | (19) |
| Depreciation and amortisation | 135 | 135 | – | – |
| Share based compensation | 37 | 293 | 37 | – |
| | (844) | (798) | (332) | (19) |
| Changes in working capital | | | | |
| (Increase)/decrease in trade and other receivables | (21) | (14) | (504) | (686) |
| Increase/(decrease) in trade and other payables | (12) | (46) | 56 | 4 |
| Creditor swap | – | 313 | – | 313 |
| Cash used in operations | (34) | 253 | (448) | (369) |
| Taxation received | 98 | 27 | – | – |
| Net cash used in operating activities | (779) | (518) | (780) | (388) |
| Cash flows from financing activities | | | | |
| Proceeds from issue of shares | 1,495 | 855 | 1,495 | 855 |
| Issue costs | (151) | (121) | (151) | (121) |
| Net cash generated from financing activities | 1,344 | 734 | 1,344 | 734 |
| Movements in cash and cash equivalents in the period | 565 | 216 | 564 | 346 |
| Cash and cash equivalents at start of period | 392 | 176 | 346 | – |
| Cash and cash equivalents at end of period | 957 | 392 | 910 | 346 |

Notes to the Financial Statements

1. General Information

Incanthera plc ('the Company') is a public limited company incorporated in England and Wales and was admitted to trading on the AQSE Growth Market of the AQSE Growth Market (formerly NEX), under the symbol INC on 28 February 2020. The address of its registered office is 76 King Street, Manchester, England, M2 4NH and the registered company number is 11026926. The principal activity of the Company is clinical stage drug development.

2. Significant Accounting Policies and Basis of Preparation

Basis of preparation

The consolidated financial statements have been prepared in accordance with United Kingdom International Financial Reporting Standards ('IFRS'), IFRIC interpretations and the Companies Act 2006 applicable to companies operating under IFRS.

The consolidated financial statements are presented in Sterling (£) and rounded to the nearest £000. This is the predominant functional currency of the Group and is the currency of the primary economic environment in which it operates. Foreign transactions are accounted in accordance with the policies set out below.

Basis of consolidation

The financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved when the Company has the power over the investee; is exposed, or has rights, to variable return from its involvement with the investee; and, has the ability to use its power to affect its returns. The Company reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the period are included in the Consolidated Statement of Comprehensive Income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies.

All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Going concern

As part of their going concern review the Directors have followed the guidelines published by the Financial Reporting Council entitled 'Guidance on Risk Management and Internal Control and Related Financial and Business Reporting'. The Directors have prepared detailed financial forecasts and cash flows looking beyond 12 months from the date of the approval of these financial statements. In developing these forecasts, the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

Any future fundraising will be undertaken to support the expansion of the activities either through its product offering or global expansion.

Whilst the impact of Covid-19 has been substantial globally, the impact of the Group is not considered to be substantial since the forecasts were not dependent on significant revenues but focused on controlled, considered spend to meet its development and commercial objectives.

The forecast contains certain assumptions about the performance of the business including the growth model and the cost model.

The Directors are aware of the risks and uncertainties facing the business but the assumptions used are the Directors' best estimate of the future development of the business.

After considering the forecasts and risks, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing the annual financial statements. The financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

At 31 March 2021, the Group had cash and cash equivalents, including short-term investments and cash on deposit, of £957,000.

Notes to the Financial Statements continued

2. Significant Accounting Policies and Basis of Preparation continued

The Directors estimate that the cash held by the Group together with known receivables will be sufficient to support the current level of activities.

Currencies

Functional and presentational currency

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or at an average rate for a period if the rates do not fluctuate significantly. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Intangible assets

Intangible assets with finite useful lives that are acquired externally are carried at cost less accumulated amortisation and impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives as below. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Licences – 10–20 years

An impairment review is performed annually.

Intangible assets acquired either as part of a business combination or from contractual or other legal rights are recognised separately from goodwill provided they are separable and their fair value can be measured reliably. This includes the costs associated with acquiring and registering patents in respect of intellectual property rights.

Where intangible assets recognised have finite lives, after initial recognition their carrying value is amortised on a straight-line basis over those lives. The nature of those intangibles recognised and their estimated useful lives are as follows:

Patents – straight line over remaining useful life, up to 20 years

IP assets – straight line over remaining useful life, up to 20 years

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Office equipment – 33% straight line

Furniture, fixtures and fittings – 33% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Consolidated Statement of Comprehensive Income.

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Research and development expenditure

Careful judgement by the Directors is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain until such time as technical viability has been proven and commercial supply agreements are likely to be achieved. Judgements are based on the information available at each reporting date which includes the progress with testing and certification and progress on, for example, establishment of commercial arrangements with third parties. In addition, all internal activities related to research and development of new products are continuously monitored by the Directors.

Income tax

The tax expense or credit represents the sum of the tax currently payable or recoverable and the movement in deferred tax assets and liabilities.

(a) Current income tax

Current tax, including R&D tax credits, is based on taxable income for the period and any adjustment to tax from previous periods. Taxable income differs from net income in the Consolidated Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other periods or that are never taxable or deductible. The calculation uses the latest tax rates for the period that have been enacted or substantively enacted by the dates of the Consolidated Statement of Financial Position.

(b) Deferred tax

Deferred tax is calculated at the latest tax rates that have been substantially enacted by the reporting date that are expected to apply when settled. It is charged or credited in the Consolidated Statement of Comprehensive Income, except when it relates to items credited or charged directly to equity, in which case it is also dealt with in equity.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable income, and is accounted for using the 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 income will be available against which the asset can be utilised. Such assets are reduced to the extent that it is no longer probable that the asset can be utilised.

Deferred tax assets and liabilities are offset when there is a legal right to offset current tax assets and liabilities, and when the deferred tax assets and liabilities relate to taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Deferred tax assets are not recognised due to uncertainty concerning crystallisation.

Payroll expense and related contributions

Wages, salaries, payroll tax, paid annual leave and sick leave, bonuses, and non-monetary benefits are accrued in the period in which the associated services are rendered.

Pension costs

The Group makes contributions to the private pension schemes of Directors and employees.

Share-based compensation

The Group issues share based payments to certain employees and Directors and warrants have been issued to certain suppliers. Equity-settled share-based payments are measured at fair value at the date of grant and expensed on a straight-line basis over the vesting period, along with a corresponding increase in equity.

At each reporting date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market based vesting conditions. The impact of any revision is recognised in the Consolidated Statement of Comprehensive Income, with a corresponding adjustment to equity reserves.

The fair value of share options and warrants are determined using a Black-Scholes model, taking into consideration the best estimate of the expected life of the option or warrant and the estimated number of shares that will eventually vest.

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is responsible for allocating resources and assessing performance of operating segments.

The Directors consider that there are no identifiable business segments that are subject to risks and returns different to the core business. The information reported to the Directors, for the purposes of resource allocation and assessment of performance is based wholly on the overall activities of the Group. The Group has therefore determined that it has only one reportable segment under IFRS 8.

The results and assets for this segment can be determined by reference to the Consolidated Statement of Comprehensive Income and Consolidated Statement of Financial Position.

Group reorganisation accounting

The Company acquired its 100% interest in Incanthera Research and Development Limited ('Incanthera') by way of a share for share exchange. This is a business combination involving entities under common control and the consolidated financial statements are issued in the name of the Group but they are a continuance of those of Incanthera. Therefore the assets and liabilities of Incanthera have been recognised and measured in these consolidated financial statements at their pre-combination carrying values. The retained earnings and other equity balances recognised in these consolidated financial statements are the retained earnings and other equity balances of the Company and Incanthera. The equity structure appearing in these consolidated financial statements (the number and the type of equity instruments issued) reflect the equity structure of the Company including equity instruments issued by the Company to effect the consolidation.

The difference between consideration given and net assets of Incanthera at the date of acquisition is included in a Group reorganisation reserve. The comparatives included are for Incanthera prior to the Group reorganisation.

Notes to the Financial Statements continued

2. Significant Accounting Policies and Basis of Preparation continued

Investment in subsidiaries

Investment in subsidiaries are shown in the Company balance sheet at cost and are reviewed annually for impairment.

Financial instruments

Financial assets and financial liabilities are recognised in the Group's Consolidated Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

Trade and other receivables

Trade and other receivables that do not contain a significant financing component are initially recognised at fair value and subsequently held at amortised cost less provision for impairment.

IFRS 9 introduces an impairment model. Under IAS 39, an entity only considers those impairments that arise as a result of incurred loss events. The effects of possible future loss events cannot be considered, even when they are expected. IFRS 9 introduces an expected credit loss model which 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 could result in the earlier recognition of impairments.

Cash, cash equivalents and short-term investments

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

Trade and other payables

Trade and other payables are not interest-bearing and are stated at nominal value.

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the Group are recognised as the proceeds received, net of direct issue costs.

Financial risk management

Financial risk factors

The Group's activities expose it to certain financial risks: market risk, credit risk and liquidity risk. The overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the Directors, who identify and evaluate financial risks in close co-operation with key staff.

(a) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as competitor pricing, interest rates, foreign exchange rates (see Note 17).

(b) Credit risk

Credit risk is the financial loss to the Group if a customer or counterparty to financial instruments fails to meet its contractual obligation. Credit risk arises from the Group's cash and cash equivalents, and receivables balances.

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. This risk relates to the Group's prudent liquidity risk management and implies maintaining sufficient cash. The Directors monitor rolling forecasts of the Group's liquidity, and cash and cash equivalents based on expected cash flow.

Capital risk management

The Group has been funded by equity. The components of shareholders' equity are:

- (a) The share capital and share premium account arising on the issue of shares.
- (b) Merger reserve, which was created as a result of the acquisition by the Company of the entire issued share capital of Incanthera Research and Development Limited on 26 February 2020. This reserve is not considered to be distributable.
- (c) The share based compensation reserve results from the Group's grant of equity-settled share options to selected employees and Directors.
- (d) The retained deficit reflecting comprehensive loss to date.

The Group's objective when managing capital is to maintain adequate financial flexibility to preserve its ability to meet financial obligations, both current and long term. The capital structure of the Group is managed and adjusted to reflect changes in economic conditions. The Group funds its expenditures on commitments from existing cash and cash equivalent balances, primarily received from issuances of shareholders' equity. There are no externally imposed capital requirements. Financing decisions are made based on forecasts of the expected timing and level of capital and operating expenditure required to meet the Group's commitments and development plans.

Fair value estimation

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values because of the short-term nature of such assets and the effect of discounting liabilities is negligible.

Significant management judgement in applying accounting policies and estimation uncertainty

When preparing the financial statements, the Directors make estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Estimation uncertainty

Receivables from the subsidiary represents interest free amounts advanced to Group companies with no fixed repayment dates, being amounts due from Incanthera plc advanced to support the Group's research expenditure. 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.

Intangible Assets

The assessment of the future economic benefits generated by these separately identifiable intangible assets and the determination of its amortisation profile involve a significant degree of judgement based on management estimation of future potential revenue and profit and the useful life of the assets. Reviews are performed regularly to ensure the recoverability of these intangible assets.

Taxation

In recognising income tax assets and liabilities, management makes estimates of the likely outcome of decisions by tax authorities on transactions and events whose treatment for tax purposes is uncertain. Where the final outcome of such matters is different, or expected to be different, from previous assessments made by management, a change to the carrying value of income tax assets and liabilities will be recorded in the period in which such a determination is made. The carrying values of current tax are disclosed separately in the Consolidated Statement of Financial Position.

Share based payment charge

Historically, the Group issued a number of share options to certain employees. A Black-Scholes model was used to calculate the appropriate charge for these periods. The use of this model to calculate a charge involves using a number of estimates and judgements to establish the appropriate inputs to be entered into the model, covering areas such as the use of an appropriate interest rate and dividend rate, exercise restrictions and behavioural considerations. A significant element of judgement is therefore involved in the calculation of the charge. The total charge recognised in the year to 31 March 2021 was £57,000 (year to 31 March 2020: £293,000).

Accounting developments

New standards, amendments and interpretations

The following new standards have been adopted and where required the prior year's figures have been restated.

- IFRS 16 Leases (effective date 1 January 2019)

IFRS 16 'Leases' is effective for periods beginning on or after 1 January 2019. Under IFRS 16, a contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The new standard eliminates the classification of leases by lessees as either finance leases or operating leases and instead introduces an integrated lessee accounting model. Applying this model, lessees are required to recognise a lease liability reflecting the obligation to make future lease payments and a 'right-of-use' asset for virtually all lease contracts. IFRS 16 includes an optional exemption for certain short-term leases and leases of low-value assets. The Group has assessed the impact of the new standard which is not material to the Group's operations.

Standards in issue not yet effective

There are a number of standards, amendments to standards, and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

Notes to the Financial Statements continued

2. Significant Accounting Policies and Basis of Preparation continued

| Ref | Title | Summary | Application date of standards (periods commencing) |
|------------------------|--|---|--|
| IAS1 | Presentation of Financial Statements | Amendments regarding the classification of liabilities | 1 January 2023 |
| | | Amendments to defer effective date of the January 2020 amendments | 1 January 2023 |
| IFRS9, IAS39 and IFRS7 | Interest Rate Benchmark Reform Phase 2 | Amendments regarding measurements and classification | 1 January 2021 |

Amendments to IAS 1 and IAS 8 Definition of Material

The amendments are intended to make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRS Standards. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition. The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'.

The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of material or refer to the term 'material' to ensure consistency. The amendments are applied prospectively for annual periods beginning on or after 1 January 2020, with earlier application permitted. Amendments to References to the Conceptual Framework in IFRS Standards.

Together with the revised Conceptual Framework, which became effective upon publication on 29 March 2018, the IASB has also issued Amendments to References to the Conceptual Framework in IFRS Standards. The document contains amendments to IFRS 2, IFRS 3, IFRS 6, IFRS 14, IAS 1, IAS 8, IAS 34, IAS 37, IAS 38, IFRIC 12, IFRIC 19, IFRIC 20, IFRIC 22, and SIC-32.

Not all amendments, however, update those pronouncements with regard to references to and quotes from the framework so that they refer to the revised Conceptual Framework. Some pronouncements are only updated to indicate which version of the Framework they are referencing to (the IASC Framework adopted by the IASB in 2001, the IASB Framework of 2010, or the new revised Framework of 2018) or to indicate that definitions in the Standard have not been updated with the new definitions developed in the revised Conceptual Framework.

The amendments, where they actually are updates, are effective for annual periods beginning on or after 1 January 2020, with early application permitted.

3. Operating Loss

An analysis of the Group's operating loss has been arrived at after charging/(crediting):

| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
|---|---|---|
| Operating expenses: | | |
| Research and development | 345 | 280 |
| Staff costs (including share based compensation) – Note 5 | 54 | 26 |
| Establishment and general: | | |
| Staff costs (including share based compensation) – Note 5 | 249 | 54 |
| Depreciation of property, plant and equipment | 3 | 3 |
| Amortisation of Intangible Assets | 132 | 132 |
| Operating lease cost – land and buildings | – | 12 |
| Other administrative expenses | 234 | 719 |
| Total operating expenses | 1,016 | 1,226 |

The Group has one reportable segment, namely the development of pharmaceutical products all within the United Kingdom.

4. Auditor's Remuneration

The analysis of the auditor's remuneration is as follows:

| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
|--|---|---|
| Fees payable to the Group's auditors for the audit of: | | |
| The consolidated and Company annual accounts | 12 | 11 |
| The subsidiary's annual accounts | – | – |
| Total audit fees | 12 | 11 |
| Audit related services | – | – |
| Total audit related fees | – | – |
| Other services | – | 37 |
| Total non-audit fees | – | 37 |

5. Employees and Directors

The average monthly number of persons (including Executive Directors) employed by the Group was:

| | Group | | Company | |
|---------------------------------------|--|--|--|--|
| | Year ended 31 March 2021 Number | Year ended 31 March 2020 Number | Year ended 31 March 2021 Number | Year ended 31 March 2020 Number |
| Directors | 2 | 2 | 2 | – |
| Management Team | 3 | 3 | 3 | – |
| Non-Executive | 1 | – | 1 | – |
| Average total persons employed | 6 | 5 | 6 | – |

As at 31 March 2021 the Group had six employees (31 March 2020: five).

Staff costs in respect of these employees were:

| | Group | | Company | |
|-------------------------------|---|---|---|---|
| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
| Wages and salaries | 234 | 71 | 234 | 14 |
| Employer's National Insurance | 19 | 7 | 19 | – |
| Employers pension costs | 15 | 2 | 15 | – |
| Share-based payments | 35 | – | 35 | – |
| Total employee costs | 303 | 80 | 303 | 14 |

The Group makes contributions to the private pension schemes of Directors and employees.

The total remuneration of the highest paid Director excluding grants of share options was £73,132 (31 March 2020: £23,377).

The Directors have the authority and responsibility for planning, directing and controlling, directly or indirectly, the activities of the Group and they therefore comprise key management personnel as defined by IAS 24.

Notes to the Financial Statements continued

5. Employees and Directors continued

Aggregate emoluments of 3 Directors of Incanthera Plc:

| | Group and Company | |
|--|---|---|
| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
| Salaries and other short-term employee benefits | 120 | 36 |
| Employer's National Insurance | 10 | 3 |
| Pension contributions | 8 | 1 |
| Options vesting under share option schemes | — | — |
| Total remuneration including vesting of share options | 138 | 41 |
| Aggregate emoluments of 5 Directors within the Group: | | |
| Salaries and other short-term employee benefits | 189 | 57 |
| Employer's National Insurance | 15 | 5 |
| Pension contributions | 12 | 1 |
| Options vesting under share option schemes | — | — |
| Total remuneration including vesting of share options | 216 | 63 |

Directors emoluments include amounts payable to third parties as described in Note 18.

6. Taxation

| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
|---|---|---|
| Current tax | | |
| Current period – UK corporation tax | — | — |
| R&D tax credit | 111 | 98 |
| Adjustments in respect of prior periods | — | (3) |
| Net tax credit | 111 | 95 |

The tax credit for each period can be reconciled to the loss per Consolidated Statement of Comprehensive Income as follows:

| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
|---|---|---|
| Loss on ordinary activities before taxation | (1,016) | (1,226) |
| Loss before tax at the effective rate of corporation tax in the United Kingdom of 19% (2020: 19%) | (193) | (233) |
| Effects of: | | |
| Losses not recognised | 82 | 136 |
| R&D tax credit | (111) | (98) |
| Tax credit for the year | (111) | (98) |

The Incanthera Group also has a deferred tax liability being accelerated capital allowances, for which the tax, measured at a standard rate of 19% in all periods is 31 March 2021: £60,000 (2020: £62,000).

The Incanthera Group has a deferred tax asset for share-based payments, for which the tax, measured at a standard rate of 19% in all periods is 31 March 2021: £130,000 (2020: £124,000).

The net deferred tax asset of £70,000 (2020: £62,000) has not been recognised as it is covered by accumulated tax losses in all periods.

7. Loss per Share

Basic loss per share is calculated by dividing the loss for the period attributable to equity holders by the weighted average number of Ordinary Shares outstanding during the year.

For diluted loss per share, the loss for the year attributable to equity holders and the weighted average number of Ordinary Shares outstanding during the year is adjusted to assume conversion of all dilutive potential Ordinary Shares.

As at 31 March 2021, the Group had 15,359,417 (2020: 13,268,628) share options, warrants and subscriptions outstanding which are potentially dilutive.

The calculation of the Group's basic and diluted loss per share is based on the following data:

| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
|--|---|---|
| Loss for the year attributable to equity holders for basic loss and adjusted for the effects of dilution | (905) | (1,128) |

| | Year ended 31 March 2021 Number | Year ended 31 March 2020 Number |
|--|--|--|
| Weighted average number of Ordinary Shares for basic loss per share | 62,926,224 | 49,642,344 |
| Effects of dilution: | | |
| Share options | — | — |
| Weighted average number of Ordinary Shares adjusted for the effects of dilution | 62,926,224 | 49,642,344 |

| | Year ended 31 March 2021 Pence | Year ended 31 March 2020 Pence |
|------------------------------------|---|---|
| Loss per share – basic and diluted | (1.44) | (2.27) |

The loss and the weighted average number of Ordinary Shares for the years ended 31 March 2020 and 2021 used for calculating the diluted loss per share are identical to those for the basic loss per share. This is because the outstanding share options would have the effect of reducing the loss per Ordinary Share and would therefore not be dilutive under the terms of International Accounting Standard ('IAS') No 33.

8. Property, Plant and Equipment

| | Office equipment, fixtures and fittings £'000 |
|--|--|
| Group | |
| Cost | |
| At 31 March 2019, 2020 and 2021 | 47 |
| Accumulated Depreciation | |
| At 31 March 2019 | 42 |
| Charge for the period | 3 |
| At 31 March 2020 | 45 |
| Charge for the period | 3 |
| At 31 March 2021 | 47 |
| Net Book Value | |
| At 31 March 2019 | 6 |
| At 31 March 2020 | 3 |
| At 31 March 2021 | — |

Depreciation is charged to operating expenses.

Notes to the Financial Statements continued

9. Intangible Assets

| Group | Patents £'000 | IP Assets £'000 | Total £'000 |
|--|------------------|--------------------|----------------|
| Cost | | | |
| At 31 March 2019, 2020 and 2021 | 988 | 475 | 1,463 |
| Amortisation | | | |
| At 31 March 2019 | 299 | 245 | 544 |
| Charge for the period | 76 | 55 | 132 |
| At 31 March 2020 | 375 | 300 | 676 |
| Charge for the period | 76 | 55 | 132 |
| At 31 March 2021 | 452 | 356 | 807 |
| Net Book Value | | | |
| At 31 March 2019 | 689 | 230 | 919 |
| At 31 March 2020 | 613 | 174 | 787 |
| At 31 March 2021 | 536 | 119 | 655 |

Patents are amortised on a straight-line basis over 20 years. Amortisation provided during the period is recognised in administrative expenses. The Incanthera Group does not believe that any of its patents in isolation are material to the business.

New IP assets are amortised on a straight-line basis over the estimated economic life of the underlying assets, based on the life span of applicable patents. Amortisation provided during the period is recognised in administrative expenses. The time remaining life ranges from one to 18 years.

The Group reviewed the amortisation period and the amortisation method for the intangible assets at the end of the reporting period and considered them appropriate.

The Group continually monitors events and changes in circumstances that could indicate that the intangible assets may be impaired. As at 31 March 2021, the Company had no impairment of intangible assets (31 March 2020: £nil).

10. Investments in Subsidiary Undertakings

The consolidated financial statements of the Group as at 31 March 2021 include:

| Name of subsidiary | Class of share | Place of incorporation | Principal activities | Proportion of ownership interest | Proportion of voting rights held |
|---|----------------|------------------------|--------------------------|----------------------------------|----------------------------------|
| Incanthera Research and Development Limited | Ordinary | United Kingdom | Research and development | 100% | 100% |
| Incanthera Oncology Limited* | Ordinary | United Kingdom | Research and development | 100% | 100% |
| Incanthera Therapeutics Limited* | Ordinary | United Kingdom | Research and development | 100% | 100% |

* now dormant.

| | Group | | Company | |
|--------------------------------------|---------------|---------------|---------------|---------------|
| | 2021 £'000 | 2020 £'000 | 2021 £'000 | 2020 £'000 |
| Cost at 1 April | — | — | 4,614 | — |
| Acquisition during the year | — | — | — | 4,614 |
| Cost at 31 March | — | — | 4,614 | 4,614 |
| Carrying Value as at 31 March | — | — | 4,614 | 4,614 |

Breakdown of carrying value of investment:

| | Group | | Company | |
|---|---------------|---------------|---------------|---------------|
| | 2021 £'000 | 2020 £'000 | 2021 £'000 | 2020 £'000 |
| Incanthera Research and Development Limited | — | — | 4,614 | 4,614 |

Investments are tested for impairment at the balance sheet date. The recoverable amount of the investment in Incanthera Research and Development Limited at 31 March 2021 was assessed on the basis of Net Present Value (NPV). As this exceeded carrying value no impairment loss was recognised.

The key assumptions in the calculation to assess NPV are the future revenues and the ability to generate future cash flows. The future predictions have focused on the lead and most advanced programme, Sol. Due to the nature of the development of Sol, and the time between development expenditure and future incomes, the management have looked ahead to the next six years and beyond. The projected results were discounted at a rate which is a prudent evaluation of the pre-tax rate that reflects current market assessments at the time value of money and the risks specific to the cash generating unit.

The key assumptions used for the NPV calculation in 2021 were as follows:

| | % |
|----------------------|-------------|
| Discount rate | 13.8 |

The Directors have made significant estimates on the future revenues based around a typical partnering with a large FMCG or Pharma partner. Assumptions have been made based upon on the size of the potential market for Sol as well as the expected royalty percentage across the lifetime of the patent.

The Directors have performed a sensitivity analysis to assess the impact of downside risk of the key assumptions underpinning the projected results of the Group. The projection used is sensitive to the projected royalty assumptions that have been applied.

11. Trade and Other Receivables

| | Group | | Company | |
|---|---|---|---|---|
| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
| Amounts receivable within one year | | | | |
| Other receivables | 4 | 4 | — | — |
| Other taxation and social security | 18 | 20 | — | — |
| Prepayments | 114 | 90 | — | — |
| Trade and other receivables | 136 | 114 | — | — |

The Directors believe that the carrying value of trade and other receivables represents their fair value. In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the receivable from the date credit was granted up to the reporting date. In addition, an expected credit losses model is used which broadens the information that an entity is required to consider when determining its expectations of impairment. Under this model, expectations from future events are taken into account which could result in the earlier recognition of impairments. Details on the Group's credit risk management policies are shown in Note 17. The Group does not hold any collateral as security for its trade and other receivables.

12. Cash, Cash Equivalents and Short-Term Investments

| | Group | | Company | |
|---------------------------------|---|---|---|---|
| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
| Cash at bank and in hand | 957 | 392 | 910 | 346 |

At 31 March 2021 the Group and Company had no deposits with original maturity of 12 months or less (2020: £nil).

Notes to the Financial Statements continued

13. Trade and Other Payables

| | Group | | Company | |
|--|---|---|---|---|
| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
| Amounts falling due within one year | | | | |
| Trade payables | 118 | 47 | – | – |
| Other taxation and social security | 29 | (4) | 49 | 2 |
| Accrued expenses | 29 | 139 | 10 | 2 |
| Other payables | (11) | (5) | – | – |
| Trade and other payables | 165 | 177 | 59 | 4 |

Trade and other payables principally consist of amounts outstanding for trade purchases and ongoing costs. They are non-interest bearing and are normally settled on 30 to 45 day terms. The Directors consider that the carrying value of trade and other payables approximates to their fair value. All trade and other payables are denominated in Sterling. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe and no interest has been charged by any suppliers as a result of late payment of invoices during the period.

The fair value of trade and other payables approximates to their current book values.

14. Issued Capital and Reserves

Ordinary shares

| Ordinary shares of 2p each: | Company | |
|-----------------------------|-------------------|------------------------|
| | Number | Share Capital £'000 |
| At 31 March 2020 | 60,859,910 | 1,217 |
| Issued on Placing | 13,222,961 | 264 |
| At 31 March 2021 | 74,082,871 | 1,482 |

On 28 September 2020, 3,684,211 Ordinary Shares of 2p were issued at a price of 9.5p per share in relation to the IPO subscription agreement, generating proceeds of £350,000.

On 23 March 2021, 9,538,750 Ordinary Shares of 2p were issued at a price of 12p per share in relation to the IPO subscription agreement, generating proceeds of £1,144,650. Costs of £150,621 were incurred and these have been deducted from the share premium.

The Ordinary Shares rank pari passu in all respects in relation to dividends and repayment of capital, and have equal voting rights with one vote per share. There are no restrictions on the transferability of the shares.

Other reserves

The share premium reserve represents the difference between the net proceeds of equity issues and the nominal share capital of the shares issued.

The Group reorganisation reserves at 31 March 2020 arose from the acquisition of Incanthera Research and Development Limited on 26 February 2020, which is accounted for using the merger method of accounting.

The warrant reserve reflects the aggregate fair value of warrants issued to investors and commercial advisors.

The share based compensation reserve reflects the aggregate fair value of equity-settled share based payment transactions.

Reserves classified as retained deficit represent accumulated losses. None of the reserves are distributable.

15. Share-based Payments

Certain Directors and employees of the Group hold options to subscribe for shares in the Group under share option schemes. The number of shares subject to options, the periods in which they were granted and the period in which they may be exercised are given below.

The Group operates one share option scheme (31 March 2020: nil), and in addition share options have been granted under standalone unapproved share option agreements. Options are currently granted for £nil consideration and are exercisable at a price determined on the date of the grant.

At 31 March 2021 the Company had 5,775,000 (2020: nil) unissued Ordinary Shares of 2p under the Company's share option schemes, details of which are as follows:

Movements on share options during the year were as follows:

| Exercise price | At 1 April 2020 | Granted | Lapsed/Cancelled | At 31 March 2021 | Date from which exercisable | Expiry date |
|----------------|-----------------|------------------|------------------|------------------|-----------------------------|-------------|
| 0.095 | – | 5,775,000 | – | 5,775,000 | 4 July 2023 | 4 July 2030 |
| | – | 5,775,000 | – | 5,775,000 | | |

As at the year end, the reconciliation of share option scheme movements is as follows:

| | As at 31 March 2021 | | As at 31 March 2020 | |
|-----------------------------------|---------------------|---------------------------------------|---------------------|---------------------------------------|
| | Number | Weighted average exercise price Pence | Number | Weighted average exercise price Pence |
| Outstanding at start of the year | – | – | 579,997 | 409.10 |
| Granted | 5,775,000 | 9.50 | | |
| Lapsed/cancelled | – | – | (579,997) | 409.10 |
| Exchanged | – | – | 7,272,740 | 2750 |
| Outstanding at end of year | 5,775,000 | 9.50 | 7,272,740 | 2750 |
| Exercisable at end of year | – | – | 7,272,740 | 2750 |

All previously outstanding options which were not exercised or exchanged on listing have lapsed.

Warrants

On 26 February 2020 the Company issued warrants to subscribe for a total of 7,272,740 Ordinary Shares at a price of 9.5p per Ordinary Share to ImmuPharma pursuant to the ImmuPharma Warrant. These warrants lapsed on 13 November 2020.

On Placing on 28 February 2020, the Company issued warrants to subscribe for a total of 2,311,677 new Ordinary Shares at the Placing price of 9.5p pursuant to the Cairn Warrant, the Pharmhall Warrant and the Broker Warrant.

16. Operating Lease Arrangements

| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
|--|---|---|
| Minimum lease payments under operating leases recognised as an expense in the period | – | 12 |

As at the year end, the Group has future aggregate minimum lease payments under non-cancellable operating leases, which fall due as follows:

| | Group | | Company | |
|-----------------|---|---|---|---|
| | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 | Year ended 31 March 2021 £'000 | Year ended 31 March 2020 £'000 |
| Within one year | – | 1 | – | – |

Operating lease payments represent rentals payable by the Group for its serviced office space; this service was reduced to a virtual offering during FY20.

17. Financial Risk Management

The main risks arising from the Group's financial instruments are cash flow and liquidity and credit risk. The Group's financial instruments comprise cash and various items such as trade receivables and trade payables, which arise directly from its operations.

Notes to the Financial Statements continued

17. Financial Risk Management continued

Cash flow and liquidity risk

Management monitors the level of cash on a regular basis to ensure that the Group has sufficient funds to meet its commitments where due. The table below analyses the Group and Company's financial assets and liabilities by category:

| | Group | | Company | |
|---|--|--|--|--|
| | Year ended 31 March 2021 | Year ended 31 March 2020 | Year ended 31 March 2021 | Year ended 31 March 2020 |
| | Financial assets at amortised cost £'000 | Financial assets at amortised cost £'000 | Financial assets at amortised cost £'000 | Financial assets at amortised cost £'000 |
| Assets as per Consolidated Statement of Financial Position | | | | |
| Other receivables | 136 | 114 | 34 | – |
| Cash and cash equivalents | 957 | 392 | 910 | 346 |
| | 1,093 | 506 | 944 | 346 |

| | Group | | Company | |
|--|---|---|---|---|
| | Year ended 31 March 2021 | Year ended 31 March 2020 | Year ended 31 March 2021 | Year ended 31 March 2020 |
| | Financial liabilities at amortised cost £'000 | Financial liabilities at amortised cost £'000 | Financial liabilities at amortised cost £'000 | Financial liabilities at amortised cost £'000 |
| Liabilities as per Consolidated Statement of Financial Position | | | | |
| Trade payables | 118 | 47 | – | – |
| Other creditors and accruals | 47 | 130 | 59 | 4 |
| | 165 | 177 | 59 | 4 |

Credit risk

The Group gives careful consideration to which organisations it uses for banking in order to minimise credit risk. The Group holds cash with two large banks in the UK. The amounts of cash held with these banks at the reporting date can be seen in the financial assets table above. All of the cash and equivalents were denominated in UK Sterling.

There was no significant concentration of credit risk at the reporting date.

The carrying amount of financial assets recorded in the Consolidated Statement of Financial Position, net of any allowances for losses, represents the Group's maximum exposure to credit risk without taking account of the value of any collateral obtained.

No allowance has been made for impairment losses. In the Directors' opinion, there has been no impairment of financial assets during the period.

An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The Directors consider the above measures to be sufficient to control the credit risk exposure. No collateral is held by the Group as security in relation to its financial assets.

Foreign currency risk

The Group's exposure to the risk of changes in foreign exchange rates relates solely to the Group's use of suppliers operating overseas, primarily denominated in Euros and US Dollars. The Group's use of foreign suppliers is minimal and as such exposure to foreign currency changes is not material.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the year end were nil (2020: nil).

At present the Group does not make use of financial instruments to minimise any foreign exchange gains or losses so any fluctuations in foreign exchange movements may have a material adverse impact on the results from operating activities.

Fair value of financial assets and liabilities

There is no material difference between the fair value and the carrying values of the financial instruments because of the short maturity period of these financial instruments and their intrinsic size and risk.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's financial assets are cash and cash equivalents and trade and other receivables. The carrying value of these assets represent the Group's maximum exposure to credit risk in relation to financial assets.

The Group's policy is to minimise the risks associated with cash and cash equivalents by placing these deposits with institutions with a recognised high credit rating.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables, estimated by the Group's management based on prior experience and their assessment of the current economic environment. An allowance for impairment is made where there is an identified loss event, which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The Group continually reviews customer credit limits based on market conditions and historical experience.

Capital risk management

The Group considers capital to be shareholders' equity as shown in the Consolidated Statement of Financial Position, as the Group is primarily funded by equity finance. The Group is not yet in a position to pay a dividend.

The objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and for other stakeholders. In order to maintain or adjust the capital structure the Group may return capital to shareholders and issue new shares.

18. Related Party Transactions

Group

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Key management compensation is disclosed in Note 5 of the consolidated financial statements. Directors' emoluments are disclosed in the Remuneration Committee Report.

During the year ended 31 March 2021, the Group reimbursed expenses totalling £nil (year ended 31 March 2020: £13,100) to Timothy McCarthy via his service company, Unnamed Limited. The amount owed to Unnamed Limited at 31 March 2021 was £nil (31 March 2020: £2,035).

During the year ended 31 March 2021, the Group purchased accountancy and HR services totalling £45,788 (year ended 31 March 2020: £35,360) from summ.it assist LLP t/as Fact3, a company which Laura Brogden is a member. The amount owed to summ.it assist LLP t/as Fact3 at 31 March 2021 was £3,385 (31 March 2020: £35,174).

During the year ended 31 March 2021, the Group was charged monitoring fees totalling £nil relating to Marc d'Abbadie's services (year ended 31 March 2020: £35,000) by SPARK Impact Limited, manager of North West Fund for Biomedical, a shareholder. The amount owed to SPARK Impact, manager of North West Fund for Biomedical at 31 March 2021 was £nil (31 March 2020: £nil).

At the 31 March 2021, Dr Simon Ward, had a Director's loan account balance outstanding due to Incanthera Research and Development Limited of £1,811 (31 March 2020: £1,811).

At the 31 March 2021, Tim McCarthy, had a Director's loan account balance outstanding due to Incanthera Research and Development Limited of £1,811 (31 March 2020: £1,811).

Company

The Company is responsible for financing and setting Group strategy. The Company's subsidiary carried out the Group's development strategy and managed the Group's intellectual property. The Company provides funding to its subsidiary in the form of a loan. This loan is classified as non-current to reflect the likely repayment schedule of the loan. Interest is accrued at a rate of 4.5% per annum which is considered to be a market rate. Balance outstanding, including accrued interest, at the 31 March 2021 was £1,156,000 (31 March 2020: £685,000).

19. Contingent Liabilities

The Group has no contingent liabilities at 31 March 2021 (31 March 2020: nil).

20. Lease and Capital commitments

The Group has no lease or capital commitments at 31 March 2021 (31 March 2020: nil).

Notes to the Financial Statements continued

21. Events after the Reporting Date

On the 4th April 2021, 8,500,000 warrants were issued to investors participating in the 23rd March share issue. These warrants were issued at an exercise price of 20p and have an expiry date of 10 years from placing.

On the 4th April 2021, 667,963 warrants were issued to our broker, Stanford Capital, These warrants were issued at an exercise price of 20p and have an expiry date of 10 years from placing.

On the 16th April 2021 a further grant of options was made to the Directors and members of the Senior Management Team as part of both an approved and un-approved scheme. A total of 1,575,000 additional options were issued at an exercise price of 20p and are subject to the performance conditions as described in the Director's Remuneration report on page 30.

22. Ultimate Controlling Party

There is no ultimate controlling party of the Group.

Addresses and Advisers

Incanthera plc

Registered office:
76 King Street
Manchester
England
M2 4NH

Website: www.incanthera.com
Registered number: 11026926
Domiciled in the United Kingdom
Registered in England and Wales

Financial advisers

Cairn Financial Advisers LLP
Cheyne House
62–63 Cheapside
London
EC2M 1JJ

Broker to the Company

Stanford Capital Partners Limited
5–7 Cranwood Street
London
EC1V 9EE

Legal advisers

Gateley Plc
Ship Canal House
98 King Street
Manchester
M2 4WU

Statutory auditors

Jeffreys Henry LLP
5–7 Cranwood Street
London
EC1V 9EE

Registrar

Neville Registrars Ltd
Neville House
Steelpark Road
Halesowen
B62 8HD

Notes



incanthera

76 King Street
Manchester
England
M2 4NH

www.incanthera.com

