



# Oncimmune Holdings Plc

## Annual Report

For the year ended 31 May 2016

oncimmune<sup>®</sup>  


Leading early  
cancer detection

# Contents

## Strategic Report

- 02 Highlights
- 04 Business Overview
- 09 Our Market
- 10 Board of Directors
- 14 Chairman and Chief Executive's Review
- 17 Chief Financial Officer's Review
- 18 Principal Risks And Uncertainties



## Directors' Report

- 20 Directors' Report
- 23 Statement of Directors' Responsibilities



## Financial Statements

- 25 Independent Auditor's Report
- 26 Consolidated Financial Statements
- 30 Notes to the Consolidated Financial Statements
- 55 Independent Auditor's Report on Parent Company Financial Statements
- 56 Parent Company Financial Statements
- 58 Notes to the Parent Company Financial Statements
- 64 Company Information



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## Highlights

### Financial highlights

**£12.2m**

raised by the issue of equity in the year

Revenues for the year

**£0.4m**

(2015: £1.4m)

Cash balance at the year end

**£10.2m**

(2015: £1.3m)

**£4.2m**

of convertible loan notes were converted

Operating costs before share based charges

**£3.8m**

(2015: £2.7m)

## Corporate and operational highlights

### Corporate progress

- In May 2016, AIM IPO raising gross proceeds of £11.0 million
- In September 2015, acquisition of dedicated commercial testing facility for **EarlyCDT®-Lung** from Health Diagnostic Laboratory, Inc, with a net cash benefit of £1.56m

### Developing the Board and Senior Management

- In November 2015, appointment of Dr Jim Jett as Chief Medical Officer
- In September 2015, appointment of Meinhard Schmidt as Non-Executive Chairman

### EarlyCDT® platform progress

- In September 2015, encouraging early interim results based on 9,654 patients out of the 12,000 patient NHS Lung Cancer Screening Trial using **EarlyCDT®-Lung** test
- In May 2016, successful patent claim covering Oncimmune's "panel assay" method for detection of cancer-related autoantibodies; portfolio consists of 275 patents in eight patent families

### EarlyCDT®-Lung distributor agreements covering majority of US market

- Distributors increased from three to eight in the period and subsequently this has increased to 14

## Post-period highlights

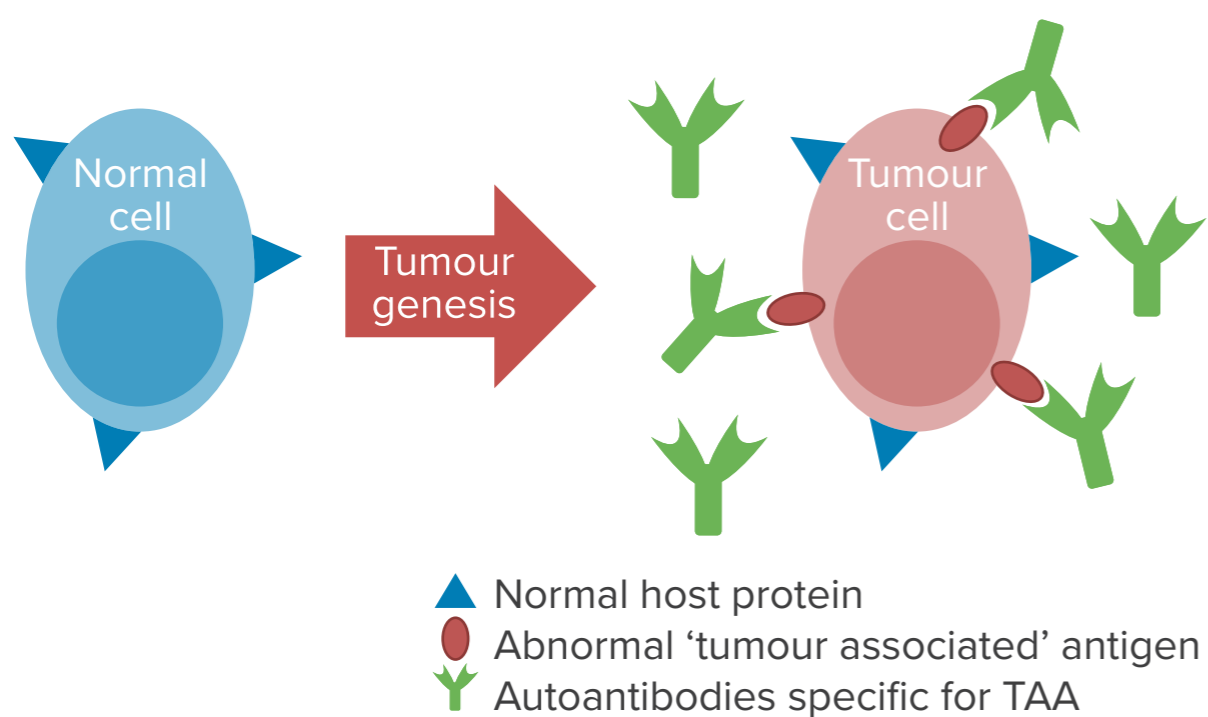
- In July 2016, research agreements were signed with Egybiotech and Aarhus University Hospital in ovarian and liver cancer to validate panels of autoantibodies as diagnostic tests
- In July 2016, CE mark for the reagents used in **EarlyCDT®-Lung** was obtained
- In August 2016, following the death of Robert (Bob) Page, Andrew Millet was appointed as an Executive Director and Chief Financial Officer
- In September 2016, new data was published in the Journal of Thoracic Oncology on the effectiveness of the **EarlyCDT®-Lung** test distinguishing between malignant and benign lung nodules
- In June 2016, appointment of Julian Hirst as Non-Executive Director
- In September 2016, appointment of Maarten Brusse as Chief Commercial Officer, Asia Pacific
- In October 2016, appointment of Carsten Schroeder as Non-Executive Director

## Business Overview

### Core Scientific Principle

Early cancer detection based on autoantibodies

- Produced early in tumour genesis – years ahead of clinical symptoms
- Absent or low concentrations in healthy & benign cohorts
- One abnormal (cancer) antigen will lead to many 1,000's of autoantibodies = early measurable signal



### Pioneering Proprietary Platform

Proprietary approach: autoantibodies = early cancer detection

- Detect cancers up to four years earlier than other methods
- First cancer blood test based on a panel of autoantibodies
- Simple blood test – high detection rates for early stage cancers
- Complementary to other technologies (CT scan, therapeutics)

#### Extensively validated, highly regarded science

- 90%+ accuracy with high specificity at 93%
- Substantial history of academic collaboration and peer-reviewed publication

#### Strong IP position

- 8 patent families, 275 patents, 22 pending
- 15 territories (minimum coverage - USA and Europe)

## Lead Product - *EarlyCDT*<sup>®</sup>-Lung

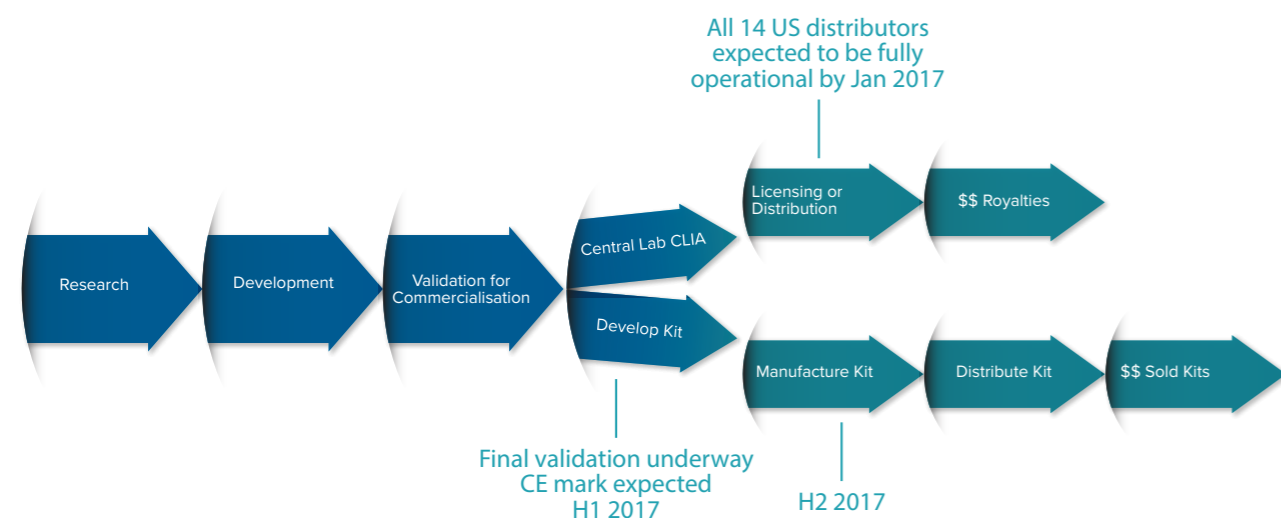
- First product from Oncimmune platform
- 120,000 patient samples run before commercial launch
- Largest ever randomised NHS trial (12,000 patients) – ECLS study
  - Early detection of lung cancer using biomarkers
  - Strong results: 50% greater early detection
  - Improving survival and reducing healthcare costs
- Commercialised laboratory test
- Over 145,000 tests sold in the USA and UK

## Growth - Broad Development Pipeline

Portfolio highlights		
<i>EarlyCDT</i> <sup>®</sup> – Current	Lung Test	<ul style="list-style-type: none"> <li>• Additional opportunities include                             <ul style="list-style-type: none"> <li>• USA and WW post-nodule</li> <li>• Screening sales in the EU and the USA</li> </ul> </li> </ul>
	*kit in final stages of development	
<i>EarlyCDT</i> <sup>®</sup> – Proof of concept completed	HCC (Liver)	<ul style="list-style-type: none"> <li>• Clear clinical need for this test</li> <li>• Highly cost effective screening tool, complements AFP</li> </ul>
	Ovarian	<ul style="list-style-type: none"> <li>• Clear clinical need for this test</li> <li>• Highly cost effective screening tool, complements CA125</li> </ul>
	Breast	<ul style="list-style-type: none"> <li>• Addresses key challenges of mammographic screening</li> </ul>
	Prostate	<ul style="list-style-type: none"> <li>• Will be able to identify aggressive rather than benign cancers</li> </ul>
	Colon, stomach, Esophagus	<ul style="list-style-type: none"> <li>• Currently no cost effective screening tools available</li> </ul>
Future opportunities	Personalised Medicine – ‘Fingerprinting’	<ul style="list-style-type: none"> <li>• Process of personalised autoantibody detection – “fingerprint”</li> <li>• Greater overall accuracy (&gt;99%)</li> <li>• Earlier detection</li> </ul>
	Companion Diagnostics	<ul style="list-style-type: none"> <li>• Opportunity to use Oncimmune’s blood tests for directed therapeutic initiatives</li> <li>• Development partners can explore therapeutic applications to the fingerprinting technology</li> </ul>

## Development and commercial plan

Focusing on developing sales channels via distributors, licence agreements and the sale of kits across the range of cancer diagnostic tools that we have and that we are developing.



## Scientific, operational and commercial KPIs

### Scientific

- Maintain scientific leadership in early cancer detection
- Demonstrate ongoing clinical validation of the *EarlyCDT* platform

### Operational

- Progress the *EarlyCDT*-Lung test from a central lab test to a “kit”
- Develop platform to allow move into new indications and personalised medicine
- Extend footprint and skills in Asia Pacific

### Commercial

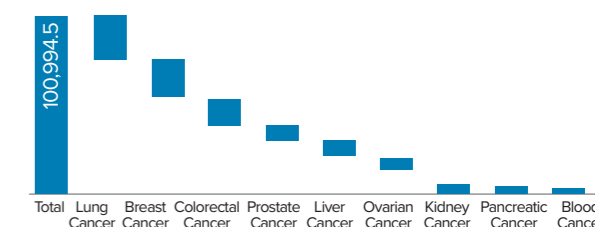
- Continue to maximise value of our extensive IP
- Introduce *EarlyCDT*-Lung test into new markets through distribution partners
- Demonstrate sales traction of *EarlyCDT*-Lung test in the US
- Work with partners to build commercial case for companion diagnostics

## Our Market

### Global cancer diagnostics market

- A large, rapidly growing and high value market
- WHO estimates 8.2m cancer deaths in 2012 and 14m new cases registered
- Over \$100bn in 2013 expected to reach c.\$170bn by 2020
- Growing at CAGR of 7.6% from 2014 - 2020
- North America & Europe represent ~70% of global market
- Growth drivers:
  - Early detection, better outcomes
  - Technology – ‘omics’, PoC
  - Companion diagnostics
  - Cost-effective care
  - Personalised medicine

Global Cancer Diagnostics Market Revenue, by Applications, 2013 (USD Million)

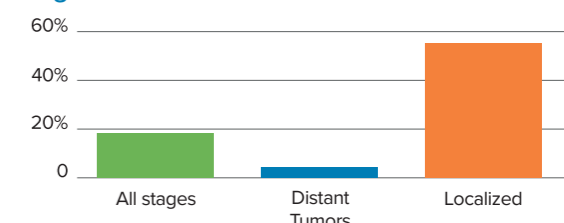


Source: KOL Opinions, Company Annual Reports, Expert Interviews, Investing Publications, Press Releases & TMR Analysis

### Early cancer diagnostics

- Lung cancer generally detected late - 5-year survival rate is only 17.7%
  - almost 80% of lung cancer is diagnosed after spread to other organs
  - when found early, while still localised, the 5-year survival rate for lung cancer more than triples to 55%
- Breast cancer generally detected early – 5 year survival >80%
- Colorectal cancer – when detected early 5 year survival >90%

Lung Cancer 5-Year Survival Rates<sup>1</sup>



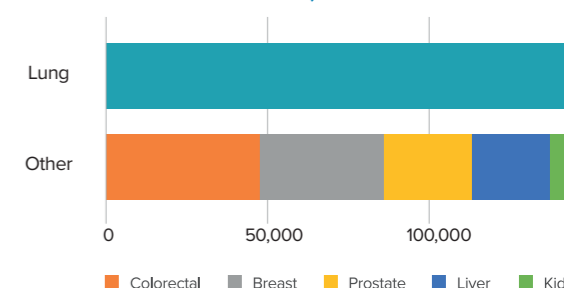
<sup>1</sup> Howlader N, Noone AM, Krapcho M et al. SEER Cancer Statistics Review, 1975-2013, National Cancer Institute, Bethesda, MD, <http://seer.cancer.gov/statfacts/html/lungb.html> based on November 2015 SEER data submission, posted to the SEER web site, April 2016.

### Lung Cancer #1 cancer diagnostics need

*EarlyCDT*-Lung – addresses the #1 need for cancer detection

- Lung cancer remains the #1 killer in the USA
- Over 220,000 new cases of lung cancer diagnosed annually
- Approximately 42 million smokers in the USA
- The only well-validated blood test available – *EarlyCDT*-Lung

Estimated Deaths in USA, 2015



## Board of Directors



### MEINHARD SCHMIDT

#### Non-Executive Chairman

Meinhard is a MedTech industry executive and entrepreneur with more than 20 years broad international experience in the healthcare, diagnostics and medical devices industries. He is currently active as the founder at Austin Life Science Partners AG, an established Swiss-based company providing business and financial services to the Diagnostics and Life Sciences industry. Prior to this, for more than ten years Meinhard was at Roche Diagnostics where he held various global senior leadership roles in Diabetes Care, Decentralized Solutions and was global Senior VP at Lab Diagnostics, which achieved the leading global position in the laboratory industry. He has also held executive positions with Philips (NL) and Institute Straumann (CH). Meinhard has strong board-level experience, he has worked across M&A, global operations, sales and marketing, innovation management, and he has held executive management positions in Germany, The Netherlands, USA, Canada, Sweden, UK and Switzerland. He currently serves as Board Director at several healthcare/diagnostics companies in UK, USA and Switzerland.



### GEOFFREY HAMILTON-FAIRLEY

#### Chief Executive Officer

Geoffrey has an entrepreneurial career that started in 1982 when he founded a number of companies in the media sector backed by The Abingdon Management Company Limited (Abingdon) which he became sole owner of having acquired the Company from its institutional shareholders. Abingdon had a number of quoted and unquoted investments including Fortronic, which developed the first magnetic strip plastic card swipe technology. In 1998 he launched Premium TV (PTV) securing a contractual joint venture with Eurosport to create "British Eurosport". PTV was acquired by NTL (now Virgin Media). Over the past ten years Geoffrey has increasingly focused his time and energies on the health sector and has dedicated almost all of his time in the past 8 years to the development of Oncimmune Limited, serving as its Executive Chairman and now CEO. Geoffrey is also a senior research fellow at the International Prevention Research Institute. His personal commitment to cancer detection can be traced to his father, the first medical oncologist in the UK.



### ANDREW MILLET

#### Chief Financial Officer

Andrew is a Chartered Accountant and registered auditor. Andrew qualified as a chartered accountant with Stoy Hayward (now BDO), following which he gained an MBA from Henley Management College. Andrew has spent many years at executive level involved with the growth and success of early stage technology businesses. Andrew is a director of Wisteria Chartered Accountants, a firm he founded in 2002 and he has, since 2003, been involved in a variety of capacities with Oncimmune including as accountant, company secretary, shareholder and now CFO.



### TIM BUNTING

#### Deputy Chairman & Non-Executive Director

Tim is general partner at Balderton Capital (UK) LLP which he joined in 2007. Balderton Capital (UK) LLP is the investment advisor to Balderton Capital Partners III, L.P. He was previously a partner of Goldman Sachs where he spent 18 years. At Goldman, Tim held various roles including Global Head of Equity Capital Markets (2002 to 2005) and Vice-Chairman of Goldman Sachs International (2005 to 2006). Tim is also a Governor of Wellington College and the Wellington Academy; a Trustee of the Rainbow Trust Children's Charity and the Paul Hamlyn Foundation. Tim is a graduate of the University of Cambridge.



### JULIAN HIRST

#### Non-Executive Director

Julian is a seasoned finance executive with experience across a broad range of corporate finance transactions including equity private placements, initial public offerings, public debt and equity issues, mergers and acquisitions, trade sales, strategic partnerships and restructurings. Julian is currently Corporate Finance Director of Immunocore Limited, a leading UK biotechnology company specialising in immune-oncology. On a part-time basis, he also runs a single family office which represents a high profile hedge fund manager and is the Joint Head of Technikos, a partnership which manages stakes in spin-out companies from Oxford University's Institute on Bio-Medical Engineering. Prior to this, Julian held senior positions at several of the leading global investment banks including Panmure Gordon, UBS Warburg, Morgan Stanley and Lehman Brothers.



### CARSTEN SCHROEDER

#### Non-Executive Director

Carsten has over 20 years of senior leadership experience in the medical diagnostics sector. Since 2014 he has been President of the Diagnostic Division at Grifols, S.A. where he is responsible for global commercial operations and overall strategy, including leading its growth and innovation in Transfusion Medicine and Specialty Diagnostics. Prior to that, and before its acquisition by Grifols, Carsten was President of Novartis Diagnostics. Carsten joined Novartis Diagnostics in 2010 as Vice President of Commercial Operations for the EMEA region where he oversaw expansion into new markets. During his time at Novartis he was a member of the Vaccines & Diagnostic Division Executive Committee and served as Site Head for its Emeryville campus in California. Carsten has also held executive positions with Boston Scientific, Mallinckrodt (now Covidien) and Boehringer Ingelheim. Mr. Schroeder holds an MBA from the European School of Management in Paris (ESCP) and a Bachelor of Arts in Economics from the University of Cologne in Germany.

## Board of Directors (continued)



**RICHARD SHARP**

Non-Executive Director

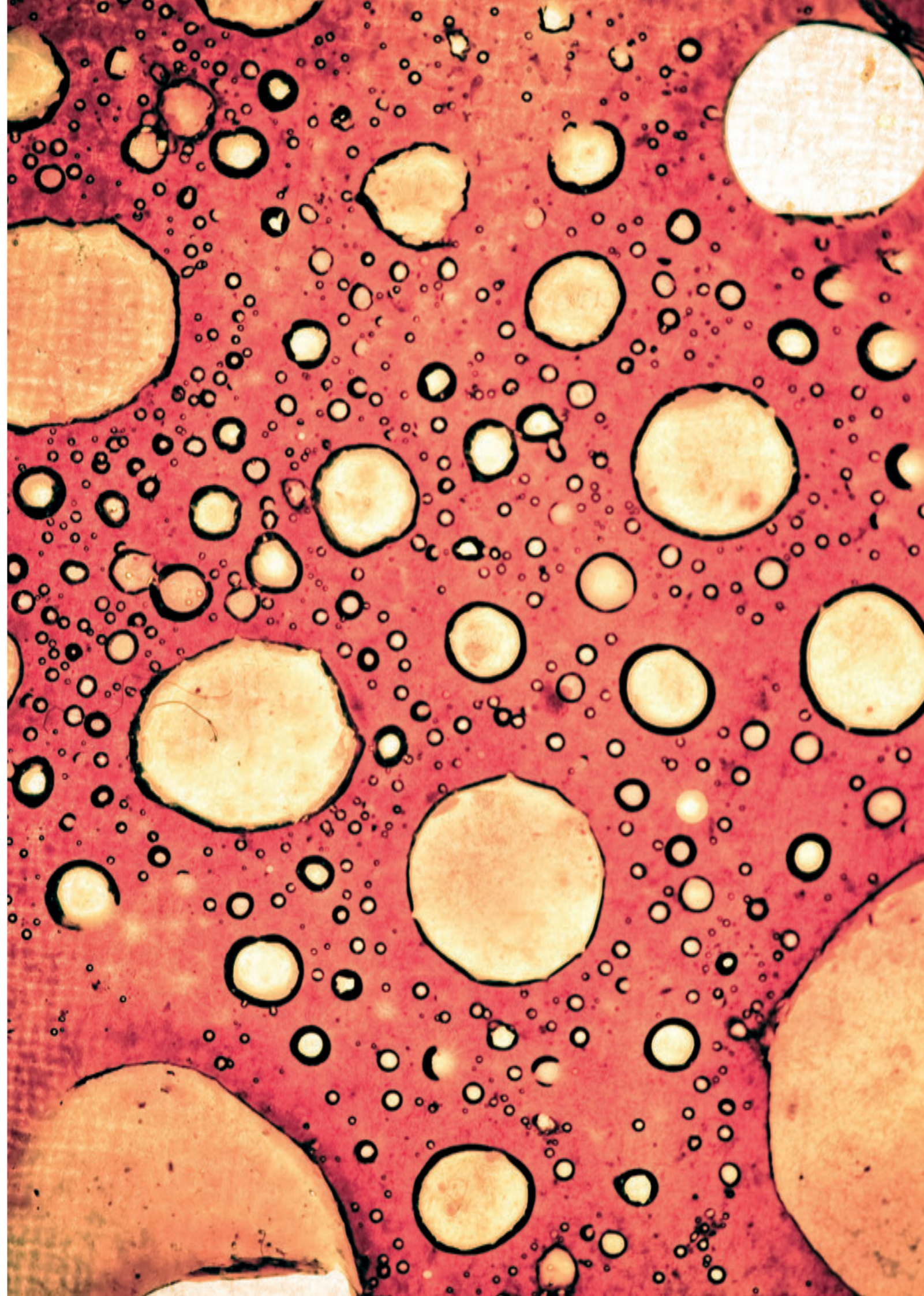
Richard graduated from Oxford University and began his professional career in 1978 working for JPMorgan in UK Banking, then in Investment Banking and Derivatives. In 1985, Richard joined Goldman Sachs in London and variously served as Head of Capital Markets, Head of UK investment Banking and Head of European Private Equity and Mezzanine Investing. Richard left Goldman in 2007 to found and run DII Capital LLP. Richard has been separately a trustee of the Royal Marsden Capital Fund and a trustee of the Institute of Cancer Research. In the summer of 2013, Richard became an External Appointee of HM Treasury on the Financial Policy Committee of the Bank of England which is responsible for Macro-Prudential Supervision in the UK.



**ANDREW UNITT**

Non-Executive Director

Andrew was Chief Financial Officer at the University of Nottingham, a major shareholder in Oncimmune, until July 2016. Prior to working in higher education at the university, Andrew was a finance director for 20 years in a wide range of industries. His more recent background includes 11 years at Boots plc, where he was Finance Director for 4 years of Boots Healthcare International, its over the counter medicines business. He has also held a number of non executive directorships in the NHS and private sector.





## Chairman and Chief Executive's Review

Oncimmune's goal is to be a leader in early cancer detection and the financial year to 2016 was an exceptional year for the Company in moving towards this goal. Despite what continued to be challenging macroeconomic conditions around the world, we delivered on our strategy and we successfully completed an IPO on AIM in May this year. On behalf of the Board of Oncimmune Holdings plc, we are pleased to present the inaugural Annual Report & Accounts for year ended 31 May 2016 and provide an update on progress since the Company's IPO.

Overall, our performance in the year to 31 May was heavily influenced by our focus on completing our fundraising and IPO just before year end. Having successfully raised our target funds, we were able to accelerate the plans which are progressing well.

Notwithstanding the timing of the fundraising, on the operational side we made significant progress in meeting both our near and longer term strategic goals over the year and have continued post IPO.

In the US, following the loss of our exclusive distributor HDL, due to their financial situation, we set about appointing new distributors. Using our existing commercial relationships and previous experience of commercialising the *EarlyCDT®-Lung* test in the US, we are pleased to say that we now have 14 distributors in place, with all 14 expected to be fully operational by January 2017, covering practically all areas of the US market. We are in the process of training the distributors' sales teams and we aim to see sales build in the next half year. In the US, with regard to price strategies and insurance, we have made every effort to protect ourselves by having fixed price contracts with each distributor on a per test basis. This leaves the distributors to collect the insurance payments, saving us considerable overhead. We believe we have pitched this at a level where there is sufficient margin for the distributor whilst still producing a good margin per test for Oncimmune.

At the IPO, we stated that a key priority was to build our commercial capabilities, particularly in Asia, in order to implement a commercial strategy in the region for the Company. We recently announced that Maarten Brusse will take on the role of Chief Commercial Officer, Asia Pacific. He has extensive previous experience in the territory having led sales programmes for Abbott Molecular and distribution for Luminex in Asia Pacific.

Key to this expansion into Asia is the transformation of the test from a central lab test (CLIA in the US) to a "kit" which can be run on-site, in nearly all hospital labs around the world and on machines that are already installed. We are pleased to report that the kit development is progressing well and we have just commenced the final validation programme that will meet regulatory requirements. In July 2016, we announced the receipt of a CE marking, in the EU, for the reagents of the *EarlyCDT®-Lung* test, which complements our ISO 13485 registration which we achieved in August 2015. These accreditations should both be readily transferable to the "kit". We anticipate CE mark for the kit programme to be received in the first half of 2017 with manufacturing commencing in the second half of the year.

At IPO, we also highlighted development of the liver and ovarian cancer tests as a key priority, providing further market opportunities. We have recently announced a large prospective blood sample collection agreement. This will give us sufficient samples to finalise the validation of our commercial panel for the *EarlyCDT®-Liver* test, which we have targeted to be completed in the second half of 2017. Our work on an ovarian cancer test, *EarlyCDT®-Ovarian*, continues and we also anticipate validation of the second

generation test (the autoantibody "fingerprint") later in 2017. This test has the potential to be highly accurate as it enables each person to act as their own control and thus bring personalised medicine to the field of early diagnostics. Furthermore, we are expecting to announce the addition of several markers to the current *EarlyCDT®-Lung* test that will further enhance its sensitivity (detection rate) whilst maintaining our excellent specificity (low false positive rate) by the first quarter of 2017. Introducing tests of increasing performance over time adds further commercial protection beyond our extensive existing IP, should any significant competitor appear.

*EarlyCDT®-Lung* is being used in the world's largest randomised trial for the early detection of lung cancer using biomarkers ever conducted, the National Health Service (NHS) Scotland ECLS study of 12,000 high-risk smokers. The trial will report further interim results in December at the World Conference for Lung Cancer (WCLC) in Vienna in addition to the interim results announced at the WCLC last year in Denver. The health economics for using the test as an initial screening tool for high-risk patients are compelling and should the study complete as we hope after two years' follow-up on the last patient in June 2018, our aim will be to commence screening high-risk lung cancer patients in new international markets.

Finally, and of note, Oncimmune is conducting a number of "companion diagnostic" studies which are aimed at determining whether certain autoantibodies can help triage cohorts of patients who will react positively (or not) to the treatment being trialed. Having a simple tailor-made autoantibody test that is already commercial and can be run in a hospital lab at relatively negligible cost will be attractive. We believe, from the data we have already, that this will be a significant commercial opportunity for the Company.

### Organisational Review

Since becoming a public company, we have instigated a review of our processes in order to ensure they continue to be of the highest standard. The board commissioned two specific pieces of work; an independent HR review and an independent review of our US operations. Both of these reported favourably and endorsed the current modus operandi, whilst at the same time contributing some interesting new ideas and suggestions, which are being acted upon. Concurrently, we have instigated a number of changes in our operating and reporting procedures.

On the corporate governance side, we are pleased to announce that we have extended the Board by two new appointments of non-executive Directors. In June this year, Julian Hurst, who brings with him a wealth of corporate finance experience in the sector, joined the Board. Carsten Schroeder, who joined in October, has held senior positions in some of the largest diagnostic companies. With these appointments we believe the Board is now well balanced and their active support is greatly appreciated.

As reported at the time, CFO Robert (Bob) Page died suddenly in June. Bob had dedicated himself to Oncimmune with gusto and expertise for many years and we miss him and his wise counsel. Andrew Millet has taken over the role of CFO and it is a testament to Bob's professionalism that this has been a seamless process. We would like to record here, as we did at the time of his death, the Company's unreserved gratitude for all his work and our sincerest sympathies for his family.

The team of people working at Oncimmune is one of the keys to our success. A great number of the team have been working with us for over 10 years and many under the leadership of our Chief Operational Scientist, Andrea Murray, to whom we owe continued thanks. The passion and dedication that our personnel show is truly exceptional, and without their outstanding efforts over such a long period of time it would not have been possible to achieve what we have to date. They are vital to making the future plans a reality and the Board is immensely grateful to them. In recognition of this, it is our intention that every employee in the Company has share options, giving them real ownership.

#### Strategic overview & Outlook

The Company's strategy is to maximise the value of its extensive IP and its in-house know-how in the field of cancer specific autoantibody detection. Ultimately, licensing products on a worldwide basis as they are developed represents an ideal business model for Oncimmune. However, the commercial reality is that one often has to first establish the commercial and clinical bona fides of a product in order to secure a licence of sufficient value. That said, we expect that as we build partnerships in various territories, we will be able to partner new tests earlier thereby reducing the time expense to the Company of establishing them and accelerating each test's penetration of the market. As indicated at the IPO, we continue to explore areas of potential long term strategic cooperation with larger multinationals.

The outlook for Oncimmune is very promising; we have a number of products in a growing multibillion dollar market and we have established performance, clinical need and commercialisation. The Company's clear objective is to grow its presence in these markets over the next few years. We are well positioned in the US market, having widened our distributor base for our commercial *EarlyCDT<sup>®</sup>-Lung* test. The development of the kit version of our *EarlyCDT<sup>®</sup>* tests is important for our ability to expand our geographical reach and we expect to make significant progress on this in the coming period. Finally, we also plan to expand *EarlyCDT<sup>®</sup>* to other cancer types and into personalised medicine.

With cancer being an ever increasing focus for mankind and the early detection of cancer being a key element of reducing mortality and cost, we believe we are well positioned to generate significant value.

**Meinhard Schmidt**

**Non Executive Chairman**

4 November 2016

**Geoffrey Hamilton-Fairley**

**Chief Executive Officer**

## Chief Financial Officer's Review

Revenue in the year ended 31 May 2016 was £430,000 (2015: £1.36m). In the current year this revenue represented the sale of commercial tests that were performed from our own laboratory in Kansas, USA. In the previous year the revenue was largely derived from USA licence fees for *EarlyCDT<sup>®</sup>-Lung* test, however, as result of Health Diagnostics Laboratory, Inc, then the Company's exclusive distributor, filing for Chapter 11 in June 2015, revenues in the year to 31 May 2016 fell while new distribution deals were being secured. We expect all 14 distributors that we now have agreements with to be fully operational by January 2017.

Operating expenses before share based charges and exceptional items in the year ended 31 May 2016 were £3.83m (2015: £2.7m). The increase of costs reflects the additional running cost of operating the commercial laboratory in Kansas, USA.

Net loss for the year was £4.6m (2015: £1.9m) before any exceptional items.

Exceptional items that were known and disclosed in the Admission Document relate to:

- During the year the Company took the cost of £4.1m to the profit and loss account, representing the difference of the fair value of an embedded derivative relating to the conversion option of the convertible loan notes at the time of conversion compared to the fair value at the time of inception. This is an IFRS requirement that has no impact on cash or net assets.
- During the year the Company benefited from the waiver of a loan from Health Diagnostics Laboratory, Inc to the value of £1.56m.
- During the year the Company incurred £1.2m relating to IPO associated costs.

After the above exceptional items the Company incurred a net loss of £8.4m (2015: £1.9m).

£108,000 of research and development costs have been capitalised in the year (2015: £35,000). The decision to capitalise these costs was made on the basis that these were the direct costs relating to the work that went in to the application of the CE Mark that was successfully obtained immediately following the year end.

The Company raised £1.2m in January 2016 issuing 1.3 million shares, and the successful IPO in May 2016, raised £11m (£9.8m net of expenses), the Company issuing 8.4 million shares at a price of £1.30. The cash balance at the end of the year was £10.2m (2015: £1.3m).

As part of the IPO restructuring in May 2016, the Company issued 34 million shares in exchange for 100% of Oncimmune Ltd, and, in addition, the Company converted the convertible loans and accrued interest to 6.4 million shares, extinguishing £4.2m of liability.

#### Financial Outlook

The Company's cash position was £10.2m at year end and the cash burn since has been managed carefully whilst implementing our growth plans. As such the management are confident that its cash resources are sufficient for the foreseeable future.

**Andrew Millet**

**Chief Financial Officer**

4 November 2016

## Principal Risks and Uncertainties

### Reliance on the retention of key employees

The future success of the business is dependent on its senior management and key personnel and there is always a challenge to maintain back-up support in respect of key roles or replace key staff should they leave our organisation. The Group seeks to provide a positive work environment with opportunities for career growth coupled with appropriate remuneration and share option incentives.

### Risks from competitors

The Group operates in a competitive market and faces competitors who may develop more advanced or alternative tests for early detection of cancer. The group mitigates this through investing significantly heavily in research and development.

### Legislation and Regulatory Change

Any change in legislation, and in particular the regulations relating to the testing of human blood or serum as part of a diagnostic test of disease, may have an adverse effect on the Group's operations and the returns available on an investment in the Group. The Group mitigates this as far as possible by ensuring a continuous awareness of the legislative environment.

### Foreign exchange

The Group conducts its operations principally in US Dollars and Sterling and is consequently subject to currency risk due to fluctuations in exchange rates. As well as direct risk arising from transaction or translation risks, foreign exchange movements may make products or materials more expensive which may adversely affect the Group's revenues and expenditure and as a result could have a material adverse effect on the Group's business, results of operations and financial condition. The Group continues to monitor potential foreign exchange exposure.

### KEY PERFORMANCE INDICATORS

The Group measures its performance according to a wide range of key performance indicators. The main key performance indicators for the Group are as follows and the Group's performance against these indicators have been discussed in the Chairman and Chief Executive's report and the Chief Financial Officer's report:

- Development milestones
- Revenue and profit indicators
- Management of cash resources

Andrew Millet  
Chief Financial Officer

4 November 2016



## Directors' Report

The Directors present their report and audited consolidated financial statements for the year ended 31 May 2016.

### Results and dividends

The consolidated statement of comprehensive income is set out on page 26 and shows the loss for the year. The loss for the year ended 31 May 2016 was £8.4m (2015: loss of £2.0m). No dividend will be paid in respect of the year.

### Corporate governance

Being AIM quoted, the Company is not required to and does not fully comply with the UK Corporate Governance Code. However, drawing upon best practice, the Directors have established an Audit Committee, Remuneration Committee and AIM Compliance Committee with formally delegated duties and responsibilities.

The Audit Committee is comprised of Julian Hirst, Tim Bunting and chaired by Andrew Unitt. The Audit Committee determine and examine matters relating to the financial affairs of the Company including the terms of engagement of the Company's auditors 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 (if subject to audit) and annual accounts and the accounting and internal control systems in use throughout the Company. The Audit Committee meet at least twice a year.

The Remuneration Committee is comprised of Andrew Unitt, Meinhard Schmidt, Carsten Schroeder and chaired by Tim Bunting. The Remuneration Committee review and make recommendations in respect of the Directors' remuneration and benefits packages, including share options and the terms of their appointment. The remuneration committee also make recommendations to the Board concerning the allocation of share options to employees. The Remuneration Committee meet at least once a year and otherwise as and when necessary.

The AIM Compliance Committee comprise of Meinhard Schmidt, Andrew Unitt and chaired by Richard Sharp. The AIM Compliance Committee ensures, inter alia, that procedures, resources and controls are in place to ensure AIM Rules for Companies compliance within the Company are operating effectively from time to time. The AIM Compliance Committee meet at least twice a year and at such other times as the members of the committee shall agree.

### Directors

The Directors of the Company who served during the year and up to the date of this report were:

#### Meinhard Folkert Schmidt

**Non-Executive Chairman**  
(appointed 9 October 2015)

#### Geoffrey Neil Hamilton-Fairley

**Chief Executive Officer**  
(appointed 9 October 2015)

#### Andrew Millet

**Chief Financial Officer**  
(appointed 26 August 2016)

#### Timothy Brian Bunting

**Non-Executive Director** (Deputy Chairman)  
(appointed 9 October 2015)

#### Richard Simon Sharp

**Non-Executive Director**  
(appointed 9 October 2015)

#### Andrew Vaughan Unitt

**Non-Executive Director**  
(appointed 9 October 2015)

#### Julian Clement Hirst

**Non-Executive Director**  
(appointed 23 June 2016)

#### Carsten Schroeder

**Non-Executive Director**  
(appointed 11 October 2016)

The directors note with regard the passing away of Robert Page on 3 June 2016 who was appointed on 9 October 2015.

### Directors' interests

At 31 May 2016, the Directors and family had the following interests in the Company's ordinary shares and options to subscribe for shares:

	31 May 2016	
	Shares	Options
Meinhard Folkert Schmidt	-	-
Geoffrey Neil Hamilton-Fairley	3,238,070	150,000
Andrew Millet	109,954	-
Timothy Brian Bunting	2,806,717	-
Richard Simon Sharp	3,746,072	-
Andrew Vaughan Unitt	-	-
Julian Clement Hirst	-	-
Carsten Schroeder	-	-

The company also issued warrants on 26 November 2015 to Geoffrey Hamilton-Fairley to subscribe for 762,500 Ordinary Shares at a subscription price of 1p per Ordinary Share and to Meinhard Schmidt to subscribe for 226,250 Ordinary Shares at 1p. These warrants had not been exercised at the year end.

### Directors' remuneration

The remuneration paid to or receivable by each person from who served as a Director during the year to 31 May 2016 was as follows:

	Salary/ fees	*Other	Bonus	Pension	Benefits	31 May 2016 Total
	£'000	£'000	£'000	£'000	£'000	£'000
Meinhard Folkert Schmidt	29	-	-	-	-	29
Geoffrey Neil Hamilton-Fairley	200	398	-	-	-	598
Robert Page	43	-	-	-	-	43
Andrew Millet	-	-	-	-	-	-
Timothy Brian Bunting	-	-	-	-	-	-
Richard Simon Sharp	-	-	-	-	-	-
Andrew Vaughan Unitt	-	-	-	-	-	-
Julian Clement Hirst	-	-	-	-	-	-
Carsten Schroeder	-	-	-	-	-	-
<b>Total</b>	<b>272</b>	<b>398</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>670</b>

\* Geoffrey Neil Hamilton-Fairley's other remuneration above reflects £398,200 in respect of a company waiver of an outstanding amount on 11,000 partly paid shares and Mr Hamilton-Fairley undertook to settle any tax payable as set out in the Admission Document.

### Significant shareholdings

As at the 27 October 2016, the Company has been notified (or is otherwise aware) of the following interests in 3% or more of the issued Ordinary Share capital of the Company:

	No. of Ordinary Shares	Percentage of share capital
Balderton Capital III, LP	6,813,196	13.35
University of Nottingham	6,561,814	12.86
Richard Sharp	4,515,302	8.85
Geoffrey Neil Hamilton-Fairley	3,238,070	6.35
Timothy Brian Bunting	2,806,717	5.50
Professor John Robertson	2,675,086	5.24
Andrew Black	2,379,310	4.66
Aviva Investors Global Services Limited	2,307,692	4.52
Employee Benefit Trust	1,912,400	3.75
David Royds	1,895,637	3.72
Andrew Scott	1,750,001	3.43

### Going concern

Having regard to the available cash resources, tight financial control, budgets and forecasts for 2017 and beyond, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Group financial statements.

### Risk management

Details of the Group's financial risk management objectives and policies, and exposure to price risk, credit risk and liquidity risk are set out in Note 26.

## Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable IFRSs 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 steps as are reasonably open to them to (i) safeguard the assets of the Group and (ii) 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.

### Provision of information to the auditor

The Directors confirm that:

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

### Auditor

The auditor, Grant Thornton UK LLP, has expressed willingness to continue in office. In accordance with section 489(4) of the Companies Act 2006, a resolution to reappoint Grant Thornton UK LLP will be proposed at the Annual General Meeting.

On behalf of the Board

**Andrew Millet**  
Director

4 November 2016

Company registration number:  
09818395 (England and Wales)



## Independent Auditor's Report

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ONCIMMUNE HOLDINGS PLC

We have audited the consolidated financial statements of Oncimmune Holdings Plc for the year ended 31 May 2016 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cashflows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the consolidated financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the consolidated financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### Opinion on financial statements

In our opinion the consolidated financial statements:

- give a true and fair view of the state of the Group's affairs as at 31 May 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

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

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

We have nothing to report in respect of the following:

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- 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.

#### Other matter

We have reported separately on the parent company financial statements of Oncimmune Holdings Plc for the year ended 31 May 2016.

#### Giles Mullins

**Senior Statutory Auditor**  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Milton Keynes

4 November 2016

## Consolidated Statement of Comprehensive Income

	Notes	Year to 31 May 2016			Year to
		£'000	£'000	£'000	31 May 2015
		Before exceptional items	Exceptional items (note 5)	Total	£'000
<b>Revenue</b>		430	-	430	1,345
Cost of sales		(147)	-	(147)	(3)
<b>Gross profit</b>		283	-	283	1,342
Administrative expenses	5	(3,043)	(1,226)	(4,269)	(2,082)
Research and development expenses		(789)	-	(789)	(616)
Share based payment charges		(939)	-	(939)	(25)
		(4,771)	(1,226)	(5,997)	(2,723)
<b>Operating loss</b>		(4,488)	(1,226)	(5,714)	(1,381)
Gain arising on debt settlement	5	-	1,564	1,564	-
Finance costs on derivative liabilities	5	-	(4,126)	(4,126)	-
Finance income	9	5	-	5	15
Finance expense	9	(737)	-	(737)	(646)
<b>Loss before income tax</b>		(5,220)	(3,788)	(9,008)	(2,012)
Income tax	10	566	-	566	-
<b>Loss for the financial year</b>		(4,654)	(3,788)	(8,442)	(2,012)
<b>Other comprehensive income</b>					
<b>Items that may be subsequently reclassified to profit or loss, net of tax</b>					
Currency translation differences		24	-	24	46
<b>Loss after tax and total comprehensive income for the year attributable to equity holders</b>		(4,630)	(3,788)	(8,418)	(1,966)
<b>Basic and diluted loss per share</b>	25	(12.97p)		(23.54p)	(8.67p)

The accompanying notes form an integral part of these consolidated financial statements.

## Consolidated Statement of Financial Position

		31 May 2016	31 May 2015
	Notes	£'000	£'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	12	131	30
Property, plant and equipment	11	253	48
		384	78
<b>Current assets</b>			
Inventories	14	188	-
Trade and other receivables	13	339	528
Current tax assets		100	-
Cash and cash equivalents	15	10,197	1,344
		10,824	1,872
<b>Total assets</b>		11,208	1,950
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
<b>Capital and reserves attributable to the equity holders</b>			
Share capital	19	510	7
Share premium		16,273	30,729
Merger reserve		30,787	-
Other reserves		2,113	1,103
Own shares		(1,926)	(1,926)
Foreign currency translation reserve		(53)	(77)
Retained earnings		(37,973)	(33,656)
<b>Total equity</b>		9,731	(3,820)
<b>Non-current liabilities</b>			
Derivative financial instruments		-	71
Convertible Loans	17	-	1,828
Other Loans	17	395	2,230
		395	4,129
<b>Current liabilities</b>			
Trade and other payables	16	529	1,079
Current tax liabilities		57	-
Other loans	17	496	562
		1,082	1,641
<b>Total liabilities</b>		1,477	5,770
<b>Total equity and liabilities</b>		11,208	1,950

The accompanying notes form an integral part of the consolidated financial statements.

The financial statements were approved by the board on 4 November 2016.

Andrew Millet  
Director

## Consolidated Statement of Changes in Equity

	Share capital	Share premium	Other reserves	Merger reserve	Foreign currency translation reserve	Own Shares	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
<b>As at 1 June 2014</b>	<b>7</b>	<b>30,729</b>	<b>1,077</b>	<b>-</b>	<b>(123)</b>	<b>(1,926)</b>	<b>(31,644)</b>	<b>(1,880)</b>
Loss for the year	-	-	-	-	-	-	(2,012)	(2,012)
Other comprehensive income:								
Currency translation differences	-	-	-	-	46	-	-	46
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>46</b>	<b>-</b>	<b>(2,012)</b>	<b>(1,966)</b>
Transactions with owners:								
Share option charge	-	-	26	-	-	-	-	26
<b>Total transactions with owners</b>	<b>-</b>	<b>-</b>	<b>26</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26</b>
<b>As at 31 May 2015</b>	<b>7</b>	<b>30,729</b>	<b>1,103</b>	<b>-</b>	<b>(77)</b>	<b>(1,926)</b>	<b>(33,656)</b>	<b>(3,820)</b>
Loss for the year	-	-	-	-	-	-	(8,442)	(8,442)
Other comprehensive income:								
Currency translation differences	-	-	-	-	24	-	-	24
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24</b>	<b>-</b>	<b>(8,442)</b>	<b>(8,418)</b>
Transactions with owners:								
Shares issued in group reconstruction	348	(348)	-	-	-	-	-	-
Reorganisation of share capital	(7)	7	-	-	-	-	-	-
Creation of merger reserve	-	(30,787)	-	30,787	-	-	-	-
Issue of equity shares	162	20,798	-	-	-	-	-	20,959
Share option charge	-	-	939	-	-	-	-	939
Exercise of conversion option	-	(4,126)	71	-	-	-	4,126	71
<b>Total transactions with owners</b>	<b>503</b>	<b>(14,456)</b>	<b>1,010</b>	<b>30,787</b>	<b>-</b>	<b>-</b>	<b>4,126</b>	<b>21,969</b>
<b>As at 31 May 2016</b>	<b>510</b>	<b>16,273</b>	<b>2,113</b>	<b>30,787</b>	<b>(53)</b>	<b>(1,926)</b>	<b>(37,973)</b>	<b>9,731</b>

The accompanying notes form an integral part of the consolidated financial statements.

## Consolidated Statement of Cash Flows

	Notes	Year to 31 May 2016	Year to 31 May 2015
		£'000	£'000
<b>Cash flows from operating activities</b>			
Loss after income tax		(8,442)	(2,012)
Adjusted by:			
Depreciation and amortisation		78	37
Share based payment charge		939	26
Gain arising on debt settlement		(1,564)	-
Loss on derivative financial instrument		4,126	-
Settlement of costs via equity shares		1,142	-
Interest received		(5)	(15)
Interest expense		737	646
Inventory		(8)	-
Trade and other receivables		(304)	320
Trade and other payables		133	(358)
Taxes received		(566)	-
Exchange movement		(11)	(40)
Cash generated from operations		(3,745)	(1,396)
Interest paid		-	(124)
Income tax received		566	-
<b>Net cash generated from operating activities</b>		<b>(3,179)</b>	<b>(1,520)</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(64)	(17)
Development expenditure capitalised		(108)	(35)
Interest received		5	15
<b>Net cash used in investing activities</b>		<b>(167)</b>	<b>(37)</b>
<b>Cash flows from financing activities</b>			
Proceeds from share issue		11,448	-
Repayment of long term borrowings		(423)	(203)
New other loans		1,250	1,449
<b>Net cash(used in)/generated from financing activities</b>		<b>12,275</b>	<b>1,246</b>
Movement in cash attributable to foreign exchange		(76)	87
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>8,929</b>	<b>(224)</b>
Cash and cash equivalents at the beginning of the year		1,344	1,568
<b>Cash and cash equivalents at the end of the year</b>	15	<b>10,197</b>	<b>1,344</b>

The accompanying notes form an integral part of the consolidated financial statements.



# Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

## 1. General information

Oncimmune Holdings Plc (the 'Company') is a limited company incorporated and domiciled in England and Wales. The registered office of the company is Clinical Sciences Building, City Hospital, Hucknall Road, Nottingham, NG5 1PB. The registered company number is 09818395.

The Group's principal activity is that of cancer diagnosis.

The Directors of Oncimmune Holdings Plc are responsible for the financial information and contents of the financial information. This is the first financial statements to be prepared by the Group under International Financial Reporting Standards.

## 2. Accounting policies

The principal accounting policies applied in the preparation of the consolidated financial information are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

### Basis of preparation

The Group has prepared its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted in the European Union, IFRIC Interpretations and the Companies Act 2006 applicable to companies reporting under IFRS.

The Company was incorporated on 9 October 2015 and was re-registered as a public limited company on 14 December 2015. On 23 November 2015, a group re-organisation was completed, by means of a share for share exchange, as result of which the newly incorporated company, Oncimmune Holdings Plc, became the parent company of the Group.

The companies involved in the above share for share exchange have not previously been presented in the consolidated financial statements of a single legal entity. However, the underlying business was ultimately controlled and managed by the same parties before and after the share for share exchange and that control was not transitory. The transactions outlined above, therefore, meet the definition of a common control transaction in accordance with IFRS 3 Business Combinations.

IFRS does not provide any specific guidance on accounting for common control transactions and IFRS 3 excludes common control transactions from its scope; therefore the Directors have selected an accounting policy in accordance with paragraphs 10-12 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. The consolidated entity meets the definition of a group reconstruction under FRS 102 19.27 and has therefore been accounted for under the principals of merger accounting as outlined in FRS 102, paragraphs 19.29 – 19.33, merger accounting. The consolidated financial statements have therefore been prepared as if Oncimmune Limited and its subsidiaries had been held by Oncimmune Holdings Plc from inception and therefore the results and position of Oncimmune Limited have been reflected in the comparatives.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 3.

The consolidated financial statements have been prepared on a going concern basis and under the historical cost convention. The consolidated financial statements presented in sterling and has been rounded to the nearest thousand (£'000).

## Standards, amendments and interpretations to existing standards

Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group in these financial statements.

At the date of authorisation of the financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective. The Group has not early adopted any of these pronouncements. The new standards, amendments and interpretations that are expected to be relevant to the Group's financial statements in the future are as follows:

Standard/interpretation	Content	Applicable for financial years beginning on/after
IFRS 9	Financial Instruments	1 January 2018*
IFRS 15	Revenue from Contracts with Customers	1 January 2018*
IAS 16 and IAS 38 (amendment)	Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016
IFRS 10 and IAS 28 (amendment)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2016
All	Annual improvements to IFRS 2012-2014 Cycle	1 January 2016
IAS 1	Disclosure Initiative: Amendments to IAS 1 Presentation to Financial Statements	1 January 2016
IFRS 16	Leases	1 January 2019*

\*Not yet adopted by the EU.

The effective dates stated above are those given in the original IASB/IFRIC standards and interpretations. As the Group prepares its financial statements in accordance with IFRS as adopted by the European Union (EU), the application of new standards and interpretations will be subject to their having been endorsed for use in the EU via the EU endorsement mechanism.

The Directors do not expect the adoption of these standards and interpretations to have a material impact on the consolidated financial statements in the period of initial adoption.

### Revenue

The amount shown as revenue in the statement of comprehensive income comprises royalties received and receivable and, in addition, amounts received and receivable in respect of the provision of medical testing services, in the USA and other markets, including the UK.

Revenue is recognised at the fair value of the consideration received or receivable and excludes intra-group sales, value added tax and trade discounts.

Revenue is recognised when the amount can be reliably measured and it is probably that future economic benefits associated with the transaction will flow to the entity.

Royalty income is recognised when the tests to which the royalty licences relate are completed by third parties. Amounts receivable in respect of the provision of medical testing services are recognised when these services are delivered.

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### Research and development

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Development expenditure, where it meets certain criteria (given below), is capitalised and amortised on a straight-line basis over its useful life. Asset lives are subject to regular review and an impairment exercise carried out at least once a year. Where no internally-generated intangible asset can be recognised, development expenditure is written-off in the period in which it is incurred.

An asset is recognised only if all of the following conditions are met:

- the product is technically feasible and marketable;
- the Company has adequate resources to complete the development of the product;
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be allocated and measured reliably

The Group has reviewed research and development expenditure, to determine whether any of that spend could qualify as development expenditure which satisfies the requirements for capitalisation set out above. As a result, £108,000 (2015: £35,000) of development expenditure has been capitalised.

### Property, plant and equipment

Property, plant and equipment is stated at historic cost, including expenditure that is directly attributable to the acquired item, less accumulated depreciation and impairment losses.

Depreciation is calculated on a straight line basis over the deemed useful life of an asset and is applied to the cost less any residual value. The asset classes are depreciated on a straight line basis over the following periods:

Laboratory equipment	3 - 7 years
Office equipment	3 - 7 years
Computer equipment	3 - 4 years

The carrying value of the property, plant and equipment is compared to the higher of value in use and the fair value less costs to sell. If the carrying value exceeds the higher of the value in use and fair value less the costs to sell the asset then the asset is impaired and its value reduced by recognising an impairment in profit or loss.

### Impairment testing of non-current assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Those intangible assets not yet available for use and goodwill are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow evaluation. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

### Inventories

Inventory is carried at the lower of cost or net realisable value after making due allowance for obsolete and slow moving stock.

Net realisable value is calculated based on the revenue from sale in the normal course of business less any costs to sell.

### Leased assets

In accordance with IAS 17 Leases, the economic ownership of a leased asset is transferred to the lessee if the lessee bears substantially all the risks and rewards related to the ownership of the leased asset. The related asset is then recognised at the inception of the lease at the fair value of the leased asset or, if lower, the present value of the minimum lease payments plus incidental payments, if any.

All other leases are treated as operating leases. Payments on operating lease agreements are recognised as an expense on a straight-line basis. Associated costs, such as maintenance and insurance, are expensed as incurred. Lease incentives received are recognised in the consolidated statement of comprehensive income on a straight-line basis over the lease term.

### Taxation

Income tax on the profit or loss for the year comprises current and deferred tax.

Current tax is the expected tax payable on the taxable income for the year, using current rates, and any adjustments to the tax payable in respect of previous years. In so far as group companies are entitled to UK tax credits on qualifying research and development expenditure, such amounts are recognised when received.

Deferred taxation is provided on all temporary differences between the carrying amount of the assets and liabilities in the financial statements and the tax base. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets and liabilities are not discounted. Deferred tax is determined using the tax rates that have been enacted or substantially enacted by the balance sheet date, and are expected to apply when the deferred tax liability is settled or the deferred tax asset is realised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Tax is recognised in profit or loss, except where it relates to items recognised directly in equity, in which case it is recognised in equity.

### Share based compensation

Equity-settled share-based payments are recognised as an expense in profit or loss, based on the fair value of the option at the date of grant. Such costs are spread over the vesting period, adjusted for the best available estimate of the number of share options expected to vest, with a corresponding credit to equity, net of deferred tax where applicable. Such adjustments are only made in respect of non-market performance vesting conditions. No adjustment is made to the expense recognised in prior periods if fewer share options ultimately are exercised than originally estimated. Vesting conditions relate to continuing employment.

Where the granting of share options has coincided with the issue of shares, for cash, to third party investors, the fair value of such options is based on the issue price for those shares which is considered to be an arm's length value.

# Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

## Employee benefit trust

Assets, other than shares, held by the Oncimmune Limited's Employee Benefit Trust (EBT) are included in the group's balance sheet under the appropriate heading. Shares in the company held by the EBT are disclosed as a deduction from shareholder's funds and dividend income is excluded in arriving at profit before tax and deducted from aggregate dividends paid and proposed. Reflecting the substance of these arrangements any amounts which the trustees of the EBT may resolve, pursuant to their discretionary powers, to pay to any beneficiaries of the EBT are charged to the profit or loss account only when paid, subject to statutory deductions.

## Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the main decision-making body of the Group, which collectively comprises the Executive Directors. The Executive Directors are responsible for allocating the resources and assessing the performance of the operating segments.

## Exceptional items

Exceptional items are treated as such if the matters are non-recurring, material and fall outside of the operating activities of the Group.

## Government grants

Government grants receivable are recognised on receipts of cash. Related expenditure is recognised as it occurs.

## Financial instruments

Financial instruments are assigned to their different categories by management on initial recognition, depending on the contractual arrangements.

## Financial assets

The Group's financial assets fall within the heading of 'Loans and receivables'. Loans and receivables comprise trade and certain other receivables as well as cash and cash equivalents.

Loan and receivables are recognised when the Group becomes a party to the contractual provisions of the instrument and are recognised at fair value and subsequently measured at amortised cost using the effective interest method less any provision for impairment, based on the receivable ageing, previous experience with the debtor and known market intelligence. Any change in their value is recognised in the income statement.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at each balance sheet date whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

## Financial liabilities

The Group's financial liabilities comprise borrowings, a convertible loan and trade and other payables.

Financial liabilities are initially recognised at the fair value of the consideration received net of issue costs. After initial recognition borrowings are measured at amortised cost using the effective interest method. All interest-related charges are included in the income statement line item "finance expense". Financial liabilities are derecognised when the obligation to settle the amount is removed.

## Convertible loan notes

Convertible loan notes where the conversion option does not meet the definition of equity are accounted for as financial liabilities. The instruments are split between:

- the "host" debt instrument being a non-convertible debt. The host contract is recognised at fair value and subsequently measured at amortised cost using the effective interest rate;
- an embedded derivative representing the conversion feature.

The valuation of the embedded derivative is performed at inception of the loan and at the end of each reporting period. The residual value is then allocated to the host debt instrument.

## Warrants to purchase shares

Warrants to purchase shares that do not meet the definition of equity instruments are accounted for as derivative liabilities. The valuation is performed at inception and at each subsequent reporting with movements recognised in profit or loss.

## Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held on call, together with other short term highly liquid investments which are not subject to significant changes in value and have original maturities of less than three months.

## Equity

Equity comprises the following:

- Share capital: the nominal value of equity shares.
- Share premium: includes any premium received on the sale of shares. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any income tax benefits.
- Own shares and other reserves
- Profit and loss account: retained profits
- Foreign currency translation reserve: differences arising from translation of investments in overseas subsidiaries
- Merger reserve: The merger reserve represents the difference between the parent company's cost of investment and a subsidiary's share capital and share premium. The merger reserve in these accounts has arisen from a group reconstruction upon the incorporation and listing of the parent company that was accounted for as a common control transaction. Common control transactions are accounted for using merger accounting rather than the acquisition method.

## Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

The financial statements of foreign subsidiaries are translated at the rate of exchange ruling at the statement of financial position date. The exchange differences arising from the retranslation of the opening net investment in subsidiaries are taken directly to reserves. Where exchange differences result from the translation of foreign currency borrowings raised to acquire foreign assets (including equity investments) they are taken to reserves and offset against differences arising from the translation of those assets. All other exchange differences are dealt with through the statement of comprehensive income.

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### 3. Accounting estimates and judgements

The preparation of financial statements under IFRS requires the Group to make estimates and judgements that affect the application of policies and reported amounts. Estimates and judgements are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and judgements which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are discussed below:

- **Useful lives of depreciable assets**

Management reviews the useful lives of depreciable assets at each reporting date. At the reporting date management assesses that the useful lives represent the expected utility of the assets to the Group. Actual results, however, may vary due to unforeseen events.

- **Inventory provision**

Inventory provisions are based on an estimate of the realisable value of the inventory items.

- **Impairment**

An impairment loss is recognised for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

- **Capitalisation of development costs**

Development expenditure, where it meets certain criteria (given below), is capitalised and amortised on a straight-line basis over its useful life. Asset lives are subject to regular review and an impairment exercise carried out at least once a year. Where no internally-generated intangible asset can be recognised, development expenditure is written-off in the period in which it is incurred. Development expenditure is only recognised when all of the criteria set out in IAS 38 are met. Management applies judgement in making this assessment and in determining attributable costs for each project.

- **Measurement of derivative liabilities carried at fair value through profit and loss**

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may differ from the actual prices that would be achieved in an arm's length transaction at the reporting date. See notes 23 and 24.

### 4. Segmental information

Management has determined the operating segments based on the reports reviewed by the strategic decision maker comprising the Board of Executive Directors. The segmental information is split on the basis of geographical analysis however, management report only the contents of the income statement and therefore no statement of financial position information is provided on a segmental basis in the following tables:

	31 May 2016	31 May 2015
	£'000	£'000
<b>Revenue</b>		
<b>Class of business</b>		
Distribution of testing products	262	77
Royalties	168	1,268
<b>Total revenues</b>	<b>430</b>	<b>1,345</b>
<b>Geographical analysis by destination</b>		
United Kingdom	133	76
North America	294	1,268
Rest of the world	3	1
<b>Total revenues</b>	<b>430</b>	<b>1,345</b>
<b>Geographical analysis by origin</b>		
United Kingdom	-	-
North America	427	1,344
Rest of the world	3	1
<b>Total revenues</b>	<b>430</b>	<b>1,345</b>

STRATEGIC REPORT

DIRECTORS' REPORT

FINANCIAL STATEMENTS

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### Operating segments

As at 31 May 2016

	UK	USA	Holdings	Consolidated
	£'000	£'000	£'000	£'000
<b>Revenue</b>	304	126	-	430
Cost of sales	-	(147)	-	(147)
Gross margin	304	(21)	-	283
<b>Operating loss</b>	(2,748)	(801)	(2,165)	(5,714)
Net finance and other costs				(3,294)
<b>Loss before tax</b>				(9,008)
Taxation				566
				(8,442)

As at 31 May 2015

	UK	USA	Consolidated
	£'000	£'000	£'000
<b>Revenue</b>	1,344	1	1,345
Cost of sales	-	(3)	(3)
Gross margin	1,344	(2)	1,342
<b>Operating loss</b>	(1,277)	(104)	(1,381)
Net finance costs			(631)
<b>Loss before tax</b>			(2,012)
Taxation			-
			(2,012)

Assets are not reported by business segment to the Chief Operating Decision Maker.

#### Information about major customers

In the year to 31 May 2016, the group had three customers who contributed more than 10% of group revenue individually. These three customers contributed approximately 80% of group revenue.

In the year to 31 May 2015, the group had one customer who contributed more than 10% of group revenue. That customer contributed more than 90% of group revenue.

### 5. Exceptional items

	May 2016	May 2015
	£'000	£'000
Exceptional items in the year comprise the following:		
Costs associated with the IPO		
Charged in profit or loss	1,226	-
Charged directly to equity	8	-
Gain on debt waiver (Note 16)	(1,564)	-
Fair value loss on derivatives (Note 24)	4,126	-

Costs directly attributable to the issuing of shares are charged to the share premium account.

### 6. Loss before income tax

	May 2016	May 2015
	£'000	£'000
Loss before taxation has been arrived at after charging:		
Depreciation of owned property, plant and equipment	71	34
Amortisation of intangible assets	7	3
Research and development	789	615
Share based payments expense	939	25
Employee costs (Note 8)	2,828	925
Operating lease rentals		
- Other operating leases	51	-
- Plant and machinery	-	-
Audit and non-audit services:		
Fee payable to the company's auditor:		
Fee for the audit of the parent company		
Fees payable to the company's auditor and its associates for other services:	15	-
The audit of the company's subsidiaries pursuant to legislation	23	17
Tax compliance services	6	3
Tax advisory services	22	-
Fees for other assurance services – accounting	17	-
Fees for other assurance services – reporting accountant	150	-

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### 7. Remuneration of key personnel

The Group consider that the Directors are the key personnel;

	May 2016	May 2015
	£'000	£'000
Share based payments expense	850	-
Salary, fees, bonuses and other short term emoluments	670	226
Social security costs	87	29
	<u>1,607</u>	<u>255</u>

### 8. Employees

The average number of employees (including Directors) during the period was as follows:

	May 2016	May 2015
	£'000	£'000
	33	19

The cost of employees (including directors) during the period was made up as follows:

	May 2016	May 2015
	£'000	£'000
Wages and salaries	1,739	823
Social security costs	150	76
Pension cost	-	-
Share based payments	939	26
	<u>2,828</u>	<u>925</u>

### 9. Net finance costs

	May 2016	May 2015
	£'000	£'000
Finance revenue	5	15
Fair value loss on embedded derivatives (note 24)	(4,126)	-
Finance costs (convertible loan and other loans)	(737)	(646)
	<u>(4,858)</u>	<u>(631)</u>

### 10. Income tax credit

	May 2016	May 2015
	£'000	£'000
Current tax:		
UK corporation tax credit at rates: 2016 – 20% 2015 -20.83%	(566)	-
Prior period adjustment	-	-
	<u>(566)</u>	<u>-</u>
Tax recoverable for the period	(566)	-

Factors affecting current tax charge:

The tax assessed on the profit for the period is different to the standard rate of corporation tax in the UK. The differences are explained below:

	May 2016	May 2015
	£'000	£'000
Loss before income tax	(9,008)	(2,012)
Loss for the year multiplied by the standard rate of corporation tax	(1,801)	(426)
Expenses not deductible for tax purposes	1,414	25
Adjustment in respect of prior periods	(1)	-
Income not assessable for tax	(313)	-
Tax uplift in R&D expenditure	(281)	(231)
Losses surrendered for R&D claims	136	-
Losses carried forward	280	632
	<u>(566)</u>	<u>-</u>

The group has unrelieved UK tax losses of £11,280,000 (2015: £9,688,000) and unrelieved overseas tax losses of £14,007,000 (2015: £13,836,000). Deferred tax of £5,057,000 has not been provided given the uncertainty over the timing of a future reversal.

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### 11. Property, plant and equipment

	Laboratory Equipment	Computer Equipment	Office Equipment	Total
	£'000	£'000	£'000	£'000
<b>Cost</b>				
At 31 May 2015	704	18	30	752
Additions	276	-	-	276
At 31 May 2016	980	18	30	1,028
<b>Depreciation</b>				
At 31 May 2015	659	15	30	704
Charge for the year	70	1	-	71
At 31 May 2016	729	16	30	775
<b>Net book values</b>				
At 31 May 2016	251	2	0	253
At 31 May 2015	45	3	0	48

There were no assets held under finance leases during 2015 or 2016. The amount of depreciation expense charged to the income statement in respect of such assets was £nil in 2015 and 2016.

### 12. Intangible Assets

	Intangible Assets
	£'000
<b>Cost</b>	
At 31 May 2015	35
Additions	108
Disposals	-
At 31 May 2016	143
<b>Depreciation</b>	
At 31 May 2015	5
Charge for the year	7
At 31 May 2016	12
<b>Net book values</b>	
At 31 May 2016	131
At 31 May 2015	30

### 13. Trade and other receivables

	May 2016	May 2015
	£'000	£'000
Trade receivables	116	265
Other debtors	142	152
Prepayments and accrued income	81	111
	339	528

At 31 May 2016 trade receivables were stated net of provisions of £nil (2015 - £305,000). The remaining balances were considered recoverable on normal trade terms. There is no material difference between the fair value and the varying value of these assets. The maximum credit risk exposure at the reporting date equated to the fair value of trade receivables as stated net of provisions. Standard payment terms are 30 days net.

### 14. Inventories

	May 2016	May 2015
	£'000	£'000
Diagnostic testing materials	188	-
	188	-

Inventory is stated net of a £509,000 provision (2015: £nil).

### 15. Cash and cash equivalents

Cash balances at the end of each year are as follows:

	May 2016	May 2015
	£'000	£'000
Cash and cash equivalents per statement of financial position	10,197	1,344
Cash per statement of cash flows	10,197	1,344

### 16. Trade and other payables

	May 2016	May 2015
	£'000	£'000
Trade payables	379	200
Other taxation and social security	-	18
Other creditors	69	22
Accruals and deferred income	81	839
	529	1,079

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

Other loans at 31 May 2015 included £140,349 being the portion of the loan formerly provided to Oncimmune (USA) LLC by the Kansas Biotechnology Authority of which £140,349 was due within one year and £1,423,810 was due after one year. As part of the transaction with Health Diagnostic Laboratory (HDL) in the year to 31 May 2014, that liability had been assumed by HDL and the company assumed an equal liability to HDL. In September 2015, Oncimmune Limited reached agreement with Health Diagnostic Laboratory Inc for the reacquisition of the Kansas Laboratory assets from HDL. As part of the transaction, Oncimmune Limited gave up claims to unpaid royalties (including £225,00 accrued receivable at 31 May 2015) and future guaranteed royalties from HDL, in exchange for the release of the outstanding element of the loan previously made to Oncimmune Limited by HDL of £1,564,000 in aggregate (of which £140,000 was a current liability at 31 May 2015) and the reacquisition of the assets of the Kansas Laboratory assets having a fair value of £393,000 including £213,000 of fixed assets and £180,000 of inventory. The gain on the extinguishment of the loan has been presented as an exceptional item.

Other loans at 31 May 2016 also include a venture loan facility originally of €1,862,649 (approximately £1.5m), from Harbert European Speciality Lending Company Limited ('Harbert'), repayable in equal instalment over the period to 31 January 2018 at an interest rate of 10%, plus a further 3% to be paid with the final instalment. As part of this arrangement, Harbert receive a warrant entitling them to subscribe for shares, likely to represent less than 1% of the company's expanded capital at the date of issue, at a subscription price linked to the price achieved on immediate past or immediate future investment. The facility is secured by a fixed and floating charge over the company's assets and undertaking. As at the year end £495,920 was falling due within one year and £394,882 was falling due after one year (2015: £421,249 and £806,456 respectively).

### 17. Borrowing

The Group uses bank overdrafts, bank and other loans to finance acquisitions; the following balances remain outstanding as shown:

	May 2016	May 2015
	£'000	£'000
<b>Non-current</b>		
Convertible loans	-	1,899
Other loans	395	2,230
	<u>395</u>	<u>4,129</u>
<b>Current</b>		
Other loans	496	562
	<u>496</u>	<u>562</u>

At 31 May 2015 convertible loan notes due after more than one year totalled £1,899,000, comprising both principal amounts and accrued interest. In October 2015, the Group obtained a further £1,250,000 of funding in the form of convertible loan notes. Upon successful completion of the IPO, these loan notes converted to equity shares at 0.66p per share. Refer to note 24 for further details.

### 18. Lease commitments

At the end of each period the Group had total minimum annual payment commitments under non-cancellable operating lease agreements as set out below:

	May 2016	May 2015
	£'000	£'000
Land and buildings		
Operating leases which expire:		
Within one year	51	-
In two to five years	21	-
In over five years	-	-
	<u>72</u>	<u>-</u>

### 19. Share capital

	May 2016		May 2015	
	Shares	£	Shares	£
Authorised:				
Ordinary shares of £0.01 each	57,115,594	571,155	648,000	6,480
Preference shares of £0.01 each	-	-	257,000	2,570
A Preference shares of £0.01 each	-	-	95,000	950
		<u>571,155</u>	<u>1,000,000</u>	<u>10,000</u>
Allotted, called up and fully paid:				
Ordinary shares of £0.01 each	51,024,404	510,244	464,072	4,641
Preference shares of £0.01 each	-	-	231,714	2,317
	<u>51,024,404</u>	<u>510,244</u>	<u>695,786</u>	<u>6,958</u>

During the period, the company undertook the following transactions:

- 34,789,300 shares were issued at par value of £0.01 in a share for share exchange to obtain control of Oncimmune Limited as part of a group reconstruction.
- In January 2016, the company issued 1,379,310 Ordinary shares of £0.01 for a consideration of £0.87 per share.
- In May 2016, 6,394,255 Ordinary shares were issued under the terms of the conversion option in respect of loan liabilities and accrued interest of £4,243,739 at £0.66 per share.
- On listing, 8,461,539 shares of £0.01 were issued at £1.30 per share.



## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### 20. Share based payments

The Group has granted options to certain directors and employees in respect of Ordinary shares.

The Group has the following share options schemes in place:

#### The 2005 Share Option Scheme

The 2005 Share Option Scheme has the following principal terms:

- the scheme is limited to eligible persons, being employees, officers, SAB members and consultants of the Group;
- the scheme provides for options to be granted to eligible persons to subscribe for ordinary shares of 0.01p each in the capital of Oncimmune Holdings Plc;
- the scheme was limited to options over 14,500 ordinary shares in Oncimmune Limited (now 725,000 options over Ordinary shares of Oncimmune Holdings Plc), all of which have been granted and options may be issued under the Enterprise Management Incentive (EMI) rules or as unapproved options;
- no option may be exercised later than the tenth anniversary of the date of grant, extended to 20 years for certain option holders;
- each option issued under the scheme had a vesting period commencing for employees, officers and consultants on the first anniversary of the date of the grant and expiring on the fourth anniversary of the date of grant and for SAB members commencing on the second anniversary and expiring on the fourth anniversary of the date of grant;
- options issued under the scheme are non-transferable;
- vested options must be exercised (i) within 24 months of an option holder's death; (ii) within 3 months of an option holder ceasing to hold office for reasons of disability, redundancy or retirement (unless otherwise agreed by the Directors); and (iii) within 6 months of an option holder's resignation (if an employee, officer or consultant of the Operating Group) and within 24 months of an option holder's resignation (if an SAB member), or in each case the options shall lapse
- if an option holder shall leave the Operating Group for any reason, options granted to that option holder shall only be exercisable in the Directors' discretion;
- on 'takeover' of Oncimmune Holdings Plc where a general offer is made to acquire the whole of the issued share capital of Oncimmune Holdings Plc (or any class of share capital of Oncimmune Holdings Plc), the acquiring company may make a 'rollover' offer to the option holders, which the option holders shall be deemed to accept, such that their options shall rollover into options in the acquiring company upon the same terms; and
- Oncimmune Holdings Plc may at any time add to or vary the scheme rules provided that this does not affect the liabilities of any option holder.

#### The 2007 Share Option Scheme

The 2007 Share Option Scheme is on the same principal terms as the 2005 Share Option Scheme save that:

- the scheme was limited to an additional 25,029 (increased to 68,056 options over ordinary shares in Oncimmune Limited and which rolled over 3,402,800 options over Ordinary Shares), of which 23,511 options over ordinary shares in Oncimmune Limited (rolled over into 1,175,550 options over Ordinary Shares of Oncimmune Holdings Plc) have been granted;
- the vesting period for all options issued under the scheme commenced on the first anniversary of the date of grant and expired on the third anniversary of the date of grant, and;
- vested options must be exercised (i) within 12 months of an option holders death; (ii) within 3 months of an option holder ceasing to hold office for reasons of disability, redundancy or retirement (unless otherwise agreed by the Directors) and (iii) on or before an option holders resignation, or in each case the options shall lapse.

In November 2015, the two existing option schemes were rolled over into the 2015 Oncimmune Holdings Scheme on the terms set out above.

	May 2016	May 2015
	Number of options	Number of options*
Options in grant	1,825,550	36,511
Weighted average exercise price	£0.83	£37
Weighted average life remaining in years	3.0	7.30

\*Share options issued by Oncimmune Limited

The fair value of options granted by the Company has been arrived at using the Black-Scholes model. The assumptions inherent in the use of this model are as follows:

	May 2016	May 2015
Deemed market value at date of grant	£0.87	£41.48
Option exercise price	£0.82	£41.48
Expected life of options		3
Volatility	12%	45%
Dividend yield	0%	0%
Risk free rate	1%	3%
Discount factors	0%	0%

2015 comparatives relate to options granted by Oncimmune Limited prior to the transfer of options to Oncimmune Holdings Plc.

- The option life is assumed to be at the end of the allowed period.
- Historical staff turnover is taken into account when determining the proportion of granted options that are likely to vest by the end of the period.
- Following the application of the vesting probability assumptions, there are no further vesting conditions other than remaining in employment with the Company during the vesting period.
- No variables change during the life of the option (e.g. dividend yield).
- Volatility has been estimated as there is no history of the Company's share price.

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

At the period end each year the Group had the following options at the weighted average exercise prices (WAEP) shown:

	WAEP	May 2016	WAEP	May 2015
<b>Expiry date</b>		<b>Number</b>		<b>Number</b>
Outstanding at 1 June	37.00	36,511	36.00	34,511
Granted	-	-	41.48	2,000
Lapsed			-	-
Modified	(36.17)	1,789,039		
Exercised			-	-
Outstanding at 31 May	0.83	1,825,550	37.00	36,511
Weighted average remaining contractual life in years		3.0		7.30

The options are generally exercisable in the event of either a listing or sale of the Company's shares. In the absence of such an exercise, the options will lapse at the end of their weighted average life.

The Group recognised total expenses in respect of the option schemes above of £89,000 (2015: £25,000) related to equity-settled share based payment transactions during the year. The Group issued warrants on 26 November 2015 to directors of the company: Geoffrey Hamilton-Fairley to subscribe for 762,500 Ordinary Shares at a subscription price of 1p per Ordinary Share and to Meinhard Schmidt to subscribe for 226,250 Ordinary Shares at 1p. A share based payment charge of £850,000 has been recognised in respect of these warrants.

### 21. Related party transactions

During the year, the University of Nottingham, a significant shareholder, provided support and facilities to the group to enable it to undertake research:

	May 2016	May 2015
	£'000	£'000
Costs incurred	138	165
Accrued at year end	20	10

### 22. Categories of financial instruments

	May 2016	May 2015
	£'000	£'000
Current financial assets		
Loans and receivables	258	418
Loans and receivables - cash and cash equivalents	10,197	1,344
<b>Total financial assets</b>	<b>10,445</b>	<b>1,762</b>
Non-financial assets	81	110
<b>Total</b>	<b>10,536</b>	<b>1,872</b>
Non-current financial liabilities		
At amortised cost - borrowings	395	4,129
Current financial liabilities		
At amortised cost - borrowings	496	562
At amortised cost - payables	529	222
<b>Total current financial liabilities</b>	<b>1,025</b>	<b>784</b>
Non financial liabilities	57	857
<b>Total current liabilities</b>	<b>1,082</b>	<b>1,641</b>

STRATEGIC REPORT

DIRECTORS' REPORT

FINANCIAL STATEMENTS

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### 23. Fair Value Measurement

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of fair value hierarchy. This grouping is determined based on the lowest level of significant inputs used in fair value measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

	May 2016	May 2015
	£'000	£'000
Embedded derivatives	-	71

### 24. Convertible loan note

In October 2013, Oncimmune Ltd received a £1.8 million loan from under the terms of a convertible loan note, which accrues interest at rates of 25%. Monthly repayments of capital plus accrued interest over a 24 month period commence on 1 May 2014 or earlier under specified circumstances, albeit subordinated to the Harbert loan (note 15 above).

The terms of the loan include the following conversion options:

- on a relevant fund raising the holder may convert at, a price per share being a 20% discount to the price per share of the class of share being issued and paid by investors on that relevant fund raising;
- on a change of control, a price per share being a 20% discount to the price per A Preference share received in connection with the acquisition of shares on the change of control;
- on a voluntary conversion at the voluntary conversion price.

Management have carried out an assessment of the terms of the loan and have judged that the instrument consists of two components:

- a host instrument, held at amortised cost;
- a single compound embedded derivative that comprises multiple embedded derivatives (comprising the various prepayment options and the conversion option) that expose Oncimmune Ltd to inter-related risks. The compound embedded derivative has been recognised separately as a derivative financial instrument at fair value through profit and loss.

A fair value exercise to determine the value of the components was performed at inception of the loan (October 2013). The valuation takes into account the share price of the issuer and the time value of the option.

The embedded derivative is defined as the value of the derivative liability comprising the various prepayment options and the conversion option. The valuation takes into account the share price of the issuer and the time value of the option.

Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximising the use of market based information. The valuation technique for the single compound embedded derivative, which is a level 3 item, is as follows:

The fair value of the compound embedded derivative recognised separately from the host convertible loan is estimated using a present value technique. The fair value at each date is estimated by probability weighting the prepayment feature, adjusting for risk and discounting at 20 per cent, based upon commercially applicable rates, and by reference to the value of the equity instruments associated with the conversion feature.

The valuation of the compound embedded derivative is performed at the inception of the loan (October 2013) and at each reporting date thereafter. During the period to 31 May 2016, finance costs in respect of the fair value movement of £4,125,703 were recognised. The fair value of the instrument on extinguishment was £4,196,678.

	May 2016	May 2015
	£'000	£'000
<b>Fair value of net proceeds</b>		
Net proceeds	-	1,824
Embedded derivative	-	71
Liability component	-	1,753
	-	1,824
Liability component	-	1,753
Interest charge for the year	402	285
	402	2,038

### 25. Loss per share

The basic per share is calculated by dividing the loss attributable to the owners of Oncimmune Holdings Plc by the weighted average number of ordinary shares in issue during the year. Diluted earnings per share has not been calculated as the entity is loss making.

	May 2016	May 2015
<b>Earnings</b>		
Loss on ordinary activities for the purposes of basic and fully diluted loss per share (£'000)	(8,442)	(2,012)
Loss on ordinary activities for the purposes of basic and fully diluted loss per share (£'000) (before highlighted items)	(4,654)	(2,012)
<b>Number of shares</b>		
Weighted average number of shares for calculating basic and fully diluted earnings per share	35,866,356	23,203,600
<b>Loss per share</b>		
Basic and fully diluted loss per share	23.54p	8.67p
Basic and fully diluted loss per share (before exceptional items)	12.97p	8.67p

## Notes to the Consolidated Financial Statements

for the Year Ended 31 May 2016

### 26. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (interest rate risk), credit risk and liquidity risk.

#### Market risk - Foreign exchange risk

As disclosed in note 4 in the years to 31 May 2016 and 31 May 2015 over 60% of the Group's income by destination was into the North American market and denominated in US dollars. The Group's income stream is exposed to fluctuations in the US dollar exchange rate against Sterling.

#### Market risk - Interest rate risk

The Group carries significant borrowings used to finance acquisitions in the form of bank and other loans as all borrowings are on fixed interest terms, the Directors consider that no risk arises in respect of future cash flows.

#### Market risk - Price risk

The Group is not exposed to either commodity or equity securities price 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. In order to minimise this risk the Group endeavours only to deal with companies which are demonstrably creditworthy. In addition, a significant proportion of revenue results from cash transactions. The aggregate financial exposure is continuously monitored. The maximum exposure to credit risk is the value of the outstanding amount of trade receivables. The management do not consider that there is any concentration of risk within either trade or other receivables.

#### Liquidity risk

The Group currently holds cash balances to provide funding for normal trading activity. The Group also has access to both short term and long term borrowings. Trade and other payables are monitored as part of normal management routine.

Borrowings and other liabilities mature according to the following schedule:

2016	Within 1 year	One to five years
	£'000	£'000
Trade payables	496	-
Other taxation and social security	57	-
Other creditors	69	-
Accruals and deferred income	81	-
Convertible loans	-	-
Other loans	496	395

2015	Within 1 year	One to five years
	£'000	£'000
Trade payables	562	-
Accruals	200	-
Other taxation and social security	18	-
Other creditors	22	-
Accruals and deferred income	839	-
Convertible loans	-	1,899
Other loans	-	2,230

### Capital risk management

The Group's capital management objectives are:

- to ensure the Group's ability to continue as a going concern; and
- to provide an adequate return to shareholders

by pricing products and services commensurate with the level of risk.

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of the statement of financial position.

	May 2016	May 2015
	£'000	£'000
Total equity	9,731	(3,818)
Cash and cash equivalents	10,197	1,344
Capital	19,928	(2,474)
Total financing		
Borrowings	891	4,620
Overall financing	891	4,620
Capital to overall financing ratio	2236.6%	(53.5%)

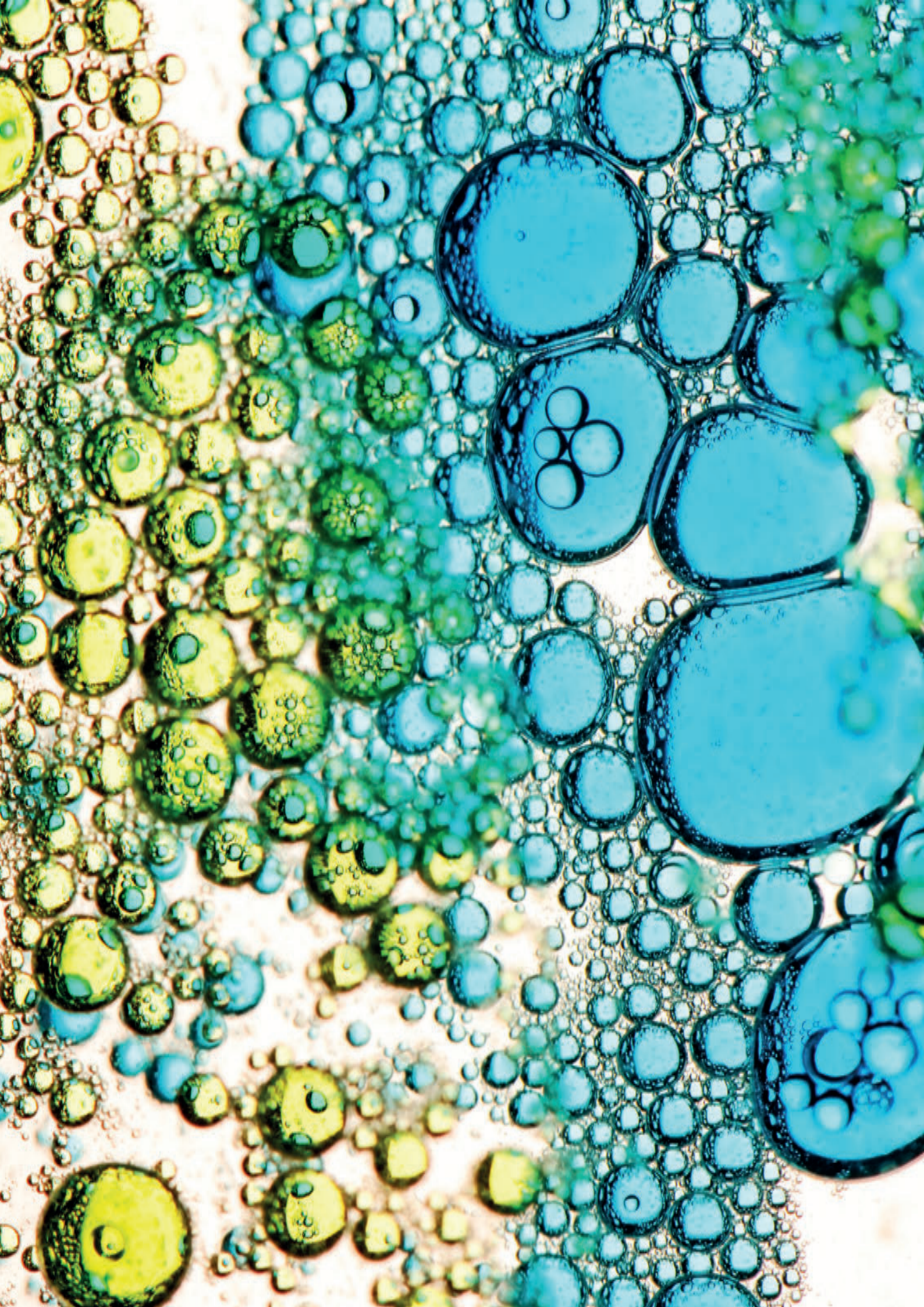
### 27. Events after the balance sheet date

In July 2016 the Company obtained the CE mark for the reagents used in *EarlyCDT-Lung*, an autoantibody blood test that can detect cancer up to four years earlier than other methods.

### 28. Subsidiaries consolidated

The subsidiaries included in the consolidated financial statements of the Group are detailed below. No subsidiary undertakings have been excluded from the consolidation.

Company	Holding			
	Country of incorporation	Class of share capital held	Direct %	Indirect %
Oncimmune Limited	United Kingdom	Ordinary	100	
Oncimmune (USA) LLC	United States of America	Ordinary		100



## Independent Auditor's Report

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ONCIMMUNE HOLDINGS PLC

We have audited the parent company financial statements of Oncimmune Holdings Plc for the period ended 31 May 2016, which comprise the balance sheet, statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the parent company financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the parent company financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

#### Opinion on financial statements

In our opinion the parent company financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2016;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

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

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

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

- adequate accounting records have not been kept 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.

#### Other matter

We have reported separately on the consolidated financial statements of Oncimmune Holdings Plc for the year ended 31 May 2016.

#### Giles Mullins

##### Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Milton Keynes

4 November 2016

## Company Statement of Financial Position for the Period Ended 31 May 2016

		31 May 2016
		£'000
	Notes	
<b>Fixed Assets</b>		
Investment	3	348
<b>Current assets</b>		
Debtors	4	14,947
Creditors: amounts falling due within one year	5	59
Net current assets		14,888
<b>Total assets less current liabilities</b>		<b>15,236</b>
<b>Capital and reserves</b>		
Called up share capital		510
Share premium account		16,273
Profit and loss reserve		(2,486)
Other reserves		939
<b>Shareholders' funds</b>		<b>15,236</b>

In accordance with the exemptions permitted by section 408 of the Companies Act 2006, the profit and loss account of the parent company has not been presented.

The accompanying notes form an integral part of the company financial statements.

The parent company financial statements were approved by the board on 4 November 2016.

**Andrew Millet**  
Director

## Company Statement of Changes in Equity for the Period Ended 31 May 2016

	Share capital	Share premium	Other reserves	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000
Loss for the year	-	-	-	(6,612)	(6,612)
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(6,612)</b>	<b>(6,612)</b>
Transactions with owners:					
Issue of equity shares	510	20,399	-	-	20,909
Exercise of conversion option	-	(4,126)	-	4,126	-
Share option charge	-	-	939	-	939
<b>Total transactions with owners</b>	<b>510</b>	<b>16,273</b>	<b>939</b>	<b>4,126</b>	<b>21,848</b>
<b>As at 31 May 2016</b>	<b>510</b>	<b>16,273</b>	<b>939</b>	<b>(2,486)</b>	<b>15,236</b>

The accompanying notes form an integral part of the company financial statements.

# Notes to the Financial Statements of the Company

for the Year Ended 31 May 2016

## 1. Accounting policies

The principal accounting policies applied in the preparation of the Company's financial statements are set out below.

### Statement of compliance

The separate financial statements of the Company are presented in accordance with Financial Reporting Standard 101 – 'The Reduced Disclosure Framework'. They have been prepared under the historical cost convention. The principal accounting policies of adopted in the preparation of these financial statements are set out below. These policies have been applied consistently throughout the year.

### Adoption of FRS 101

This Company is included in the consolidated financial statements of Oncimmune Holdings Plc for the year ended 31 May 2016. These accounts are available from the registered office address of the Company.

### Disclosure exemptions adopted

In preparing these financial statements the Company has taken advantage of all disclosure exemptions available under FRS 101. Therefore these financial statements do not include:

- A statement of cash flows and related notes.
- The requirements of IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more wholly owned members of the group.
- Disclosure of key management personnel compensation.
- Capital management disclosures.
- Presentation of comparative reconciliation of the number of shares outstanding at the beginning and at the end of the period.
- The effect of future accounting standards not adopted.
- Disclosures in respect of financial instruments and fair value measurement.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a high degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 3.

The financial statements of the Company have been prepared on a going concern basis and under the historical cost convention. The financial statements are presented in sterling and have been rounded to the nearest thousand (£'000).

### Investments

Investments in subsidiaries are valued at cost less impairment.

### Impairment testing of non-current assets

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow evaluation. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

### Taxation

Income tax on the profit or loss for the year comprises current and deferred tax.

Current tax is the expected tax payable on the taxable income for the year, using current rates, and any adjustments to the tax payable in respect of previous years. In so far as group companies are entitled to UK tax credits on qualifying research and development expenditure, such amounts are recognised when received.

Deferred taxation is provided on all temporary differences between the carrying amount of the assets and liabilities in the financial statements and the tax base. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets and liabilities are not discounted. Deferred tax is determined using the tax rates that have been enacted or substantially enacted by the balance sheet date, and are expected to apply when the deferred tax liability is settled or the deferred tax asset is realised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Tax is recognised in the income statement, except where it relates to items recognised directly in equity, in which case it is recognised in equity.

### Share based compensation

Equity-settled share-based payments are recognised as an expense in profit or loss, based on the fair value of the option at the date of grant. Such costs are spread over the vesting period, adjusted for the best available estimate of the number of share options expected to vest, with a corresponding credit to equity, net of deferred tax where applicable. Such adjustments are only made in respect of non-market performance vesting conditions. No adjustment is made to the expense recognised in prior periods if fewer share options ultimately are exercised than originally estimated. Vesting conditions relate to continuing employment.

Where the granting of share options has coincided with the issue of shares, for cash, to third party investors, the fair value of such options is based on the issue price for those shares which is considered to be an arm's length value.

### Financial instruments

Financial instruments are assigned to their different categories by management on initial recognition, depending on the contractual arrangements.

### Financial assets

The Company's financial assets fall within the heading of 'Loans and receivables'. Loans and receivables comprise trade and certain other receivables as well as cash and cash equivalents.

Loan and receivables are recognised when the Group becomes a party to the contractual provisions of the instrument and are recognised at fair value and subsequently measured at amortised cost using the effective interest method less any provision for impairment, based on the receivable ageing, previous experience with the debtor and known market intelligence. Any change in their value is recognised in the income statement.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred. An assessment for impairment is undertaken at least at each balance sheet date whether or not there is objective evidence that a financial asset or a group of financial assets is impaired.

## Notes to the Financial Statements of the Company

for the Year Ended 31 May 2016

### Financial liabilities

The Company's financial liabilities comprise borrowings, a convertible loan and trade and other payables.

Financial liabilities are initially recognised at the fair value of the consideration received net of issue costs. After initial recognition borrowings are measured at amortised cost using the effective interest method. All interest-related charges are included in the income statement line item "finance expense". Financial liabilities are derecognised when the obligation to settle the amount is removed.

### Convertible loan notes

Convertible loan notes where the conversion option does not meet the definition of equity are accounted for as financial liabilities. The instruments are split between:

- the "host" debt instrument being a non-convertible debt. The host contract is recognised at fair value and subsequently measured at amortised cost using the effective interest rate;
- an embedded derivative representing the conversion feature.

The valuation of the embedded derivative is performed at inception of the loan and at the end of each reporting period. The residual value is then allocated to the host debt instrument.

### Warrants to purchase shares

Warrants to purchase shares that do not meet the definition of equity instruments are accounted for as derivative liabilities. The valuation is performed at inception and at each subsequent reporting with movements recognised in profit or loss.

### Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held on call, together with other short term highly liquid investments which are not subject to significant changes in value and have original maturities of less than three months.

### Equity

Equity comprises the following:

- Share capital: the nominal value of equity shares.
- Share premium: includes any premium received on the sale of shares. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any income tax benefits.
- Other reserves – accumulated share based payment expense.
- Profit and loss account: retained profits.
- The company has applied S612 merger relief by treating the cost of investment arising from the reorganisation as equal to the nominal value of shares issued (thus disregarding any premium arising).

## 2. Accounting estimates and judgements

The preparation of financial statements under IFRS requires the Company to make estimates and judgements that affect the application of policies and reported amounts. Estimates and judgements are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and judgements which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are discussed below:

- Impairment**  
An impairment loss is recognised for the amount by which the asset's or cash generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.
- Measurement of derivative liabilities carried at fair value through profit and loss**  
Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may differ from the actual prices that would be achieved in an arm's length transaction at the reporting date.

## 3. Investments

	Investments in subsidiary
	£'000
<b>Cost</b>	
Additions	348
At 31 May 2016	348

Details of subsidiary undertakings as at 31 May 2016 are as follows:

Company	Holding			
	Country of incorporation	Class of share capital held	Direct %	Indirect %
Oncimmune Limited	United Kingdom	Ordinary	100	
Oncimmune (USA) LLC	United States of America	Ordinary		100



## Notes to the Financial Statements of the Company

for the Year Ended 31 May 2016

### 4. Trade and other receivables

	May 2016
	£'000
Loan to subsidiary undertakings	14,944
Other debtors	3
	<u>14,947</u>

At 31 May 2016 receivables were stated net of provisions of £nil. There is no material difference between the fair value and the varying value of these assets. The maximum credit risk exposure at the reporting date equated to the fair value of trade receivables as stated net of provisions.

### 5. Trade and other payables

	May 2016
	£'000
Current tax	<u>59</u>

### 6. Share capital

	May 2016	
	Shares	£
Authorised:		
Ordinary shares of £0.01 each	57,115,594	571,115
Preference shares of £0.01 each	-	-
A Preference shares of £0.01 each	-	-
	<u>57,115,594</u>	<u>571,115</u>
Allotted, called up and fully paid:		
Ordinary shares of £0.01 each	51,024,404	510,244
Preference shares of £0.01 each	-	-
	<u>51,024,404</u>	<u>510,244</u>

During the period, the company undertook the following transactions:

- 34,789,300 shares were issued at par value of £0.01 in a share for share exchange to obtain control of Oncimmune Limited as part of a group reconstruction.
- in January 2016, the company issued 1,379,310 Ordinary shares of £0.01 for a consideration of £0.87 per share.
- In May 2016, 6,394,255 Ordinary shares were issued under the terms of the conversion option in respect of loan liabilities and accrued interest of £4,243,739 at £0.66 per share.
- On listing, 8,461,539 shares of £0.01 were issued at £1.30 per share.

## Company Information

**Company registration number**  
09818395.

**Registered office**  
Clinical Sciences Building  
City Hospital  
Hucknall Road  
Nottingham  
NG5 1PB

**Website**  
[www.oncimmune.co.uk](http://www.oncimmune.co.uk)

**Directors**  
[Meinhard Folkert Schmidt](#)  
Non-Executive Chairman

[Geoffrey Neil Hamilton-Fairley](#)  
Chief Executive Officer

[Andrew Millet](#)  
Chief Financial Officer

[Timothy Brian Bunting](#)  
Non-Executive Director (Deputy Chairman)

[Richard Simon Sharp](#)  
Non-Executive Director

[Andrew Vaughan Unitt](#)  
Non-Executive Director

[Julian Clement Hirst](#)  
Non-Executive Director

[Carsten Schroeder](#)  
Non-Executive Director

**Secretary**  
[Andrew Millet](#)

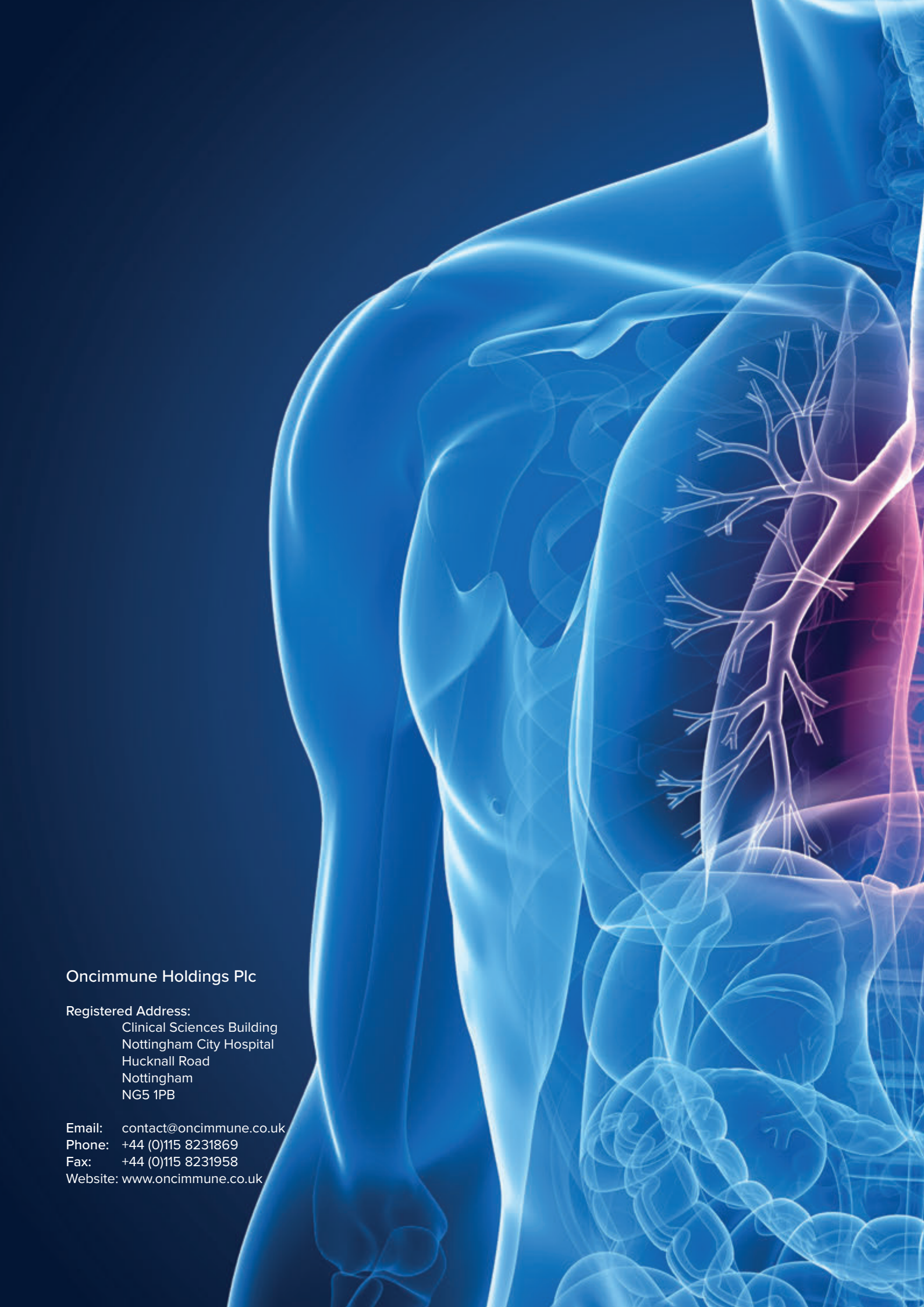
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