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Registered number: 06944607

EMESS BIOSCIENCES LIMITED

UNAUDITED

FINANCIAL STATEMENTS

INFORMATION FOR FILING WITH THE REGISTRAR

YEAR ENDED 30 JUNE 2023

RPG CROUCH CHAPMAN LLP
Chartered Accountants
40 Gracechurch Street
London
EC3V 0BT

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EMESS BIOSCIENCES LIMITED

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF EMESS BIOSCIENCES LIMITED FOR THE YEAR ENDED 30 JUNE 2023

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Emess Biosciences Limited for the year ended 30 June 2023 which comprise the Balance Sheet, the Statement of Changes in Equity and the related notes from the Company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at https://www.icaew.com/regulation.

This report is made solely to the Board of Directors of Emess Biosciences Limited, as a body, in accordance with the terms of our engagement letter dated 26th February 2020. Our work has been undertaken solely to prepare for your approval the financial statements of Emess Biosciences Limited and state those matters that we have agreed to state to the Board of Directors of Emess Biosciences Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Emess Biosciences Limited and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that Emess Biosciences Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Emess Biosciences Limited. You consider that Emess Biosciences Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or review of the financial statements of Emess Biosciences Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

RPGCC LLP

RPG Crouch Chapman LLP

Chartered Accountants

40 Gracechurch Street
London
EC3V 0BT
27 March 2024

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EMESS BIOSCIENCES LIMITED
REGISTERED NUMBER:06944607

BALANCE SHEET
AS AT 30 JUNE 2023

	Note		2023 £		2022 £
Fixed assets					
Investments	4		283,067		3,450,383
			283,067		3,450,383
Current assets					
Debtors: amounts falling due within one year	5	-		6	
		-		6	
Creditors: amounts falling due within one year	6	(62,491)		(185,862)	
Net current liabilities			(62,491)		(185,856)
Total assets less current liabilities			220,576		3,264,527
Provisions for liabilities					
Deferred tax	7		(15,766)		(627,303)
Net assets			204,810		2,637,224
Capital and reserves					
Called up share capital	8		6		6
Revaluation reserve			47,300		2,677,295
Profit and loss account			157,504		(40,077)
			204,810		2,637,224

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BALANCE SHEET (CONTINUED)
AS AT 30 JUNE 2023

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 27 March 2024.

M J Sinclair
Director

The notes on pages 5 to 10 form part of these financial statements.

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EMESS BIOSCIENCES LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2023

	Called up share capital	Revaluation reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 July 2021	6	4,100,751	(39,713)	4,061,044
Comprehensive income for the year				
Loss for the year	-	-	(1,423,820)	(1,423,820)
Surplus on revaluation of freehold property	-	-	1,423,456	1,423,456
Deficit on revaluation of other fixed assets	-	(1,423,456)	-	(1,423,456)
Other comprehensive income for the year	-	(1,423,456)	1,423,456	-
Total comprehensive income for the year	-	(1,423,456)	(364)	(1,423,820)
Total transactions with owners	-	-	-	-
At 1 July 2022	6	2,677,295	(40,077)	2,637,224
Comprehensive income for the year				
Loss for the year	-	-	(2,432,414)	(2,432,414)
Surplus on revaluation of freehold property	-	-	2,629,995	2,629,995
Deficit on revaluation of other fixed assets	-	(2,629,995)	-	(2,629,995)
Other comprehensive income for the year	-	(2,629,995)	2,629,995	-
Total comprehensive income for the year	-	(2,629,995)	197,581	(2,432,414)
Total transactions with owners	-	-	-	-
At 30 June 2023	6	47,300	157,504	204,810

The notes on pages 5 to 10 form part of these financial statements.

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1. General information

Emess Biosciences Limited, company number 06944607, is a limited company incorporated in England and Wales. The registered office is Flat 1, 55 Portland Place, London W1B 1QL.

The principal activity of the company is the provision of management consultancy and investment.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland' and the requirements of the Companies Act 2006. The disclosure requirements of Section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The following principal accounting policies have been applied:

2.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue consists of gains made on investment in listed companies shares. Investment income recognised in net income for fair-value investments consists of dividends and realised and unrealised gains or losses on trading investments.

Realised and unrealised gains on investments are recognised in the statement of profit and loss to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

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2. Accounting policies (continued)

2.3 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.4 Valuation of investments

Investments in listed company shares are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

2.5 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.7 Financial instruments

The Company has elected to apply the provisions of Section 11 "Basic Financial Instruments" of FRS 102 to all of its financial instruments.

The Company has elected to apply the recognition and measurement provisions of IFRS 9 Financial Instruments (as adopted by the UK Endorsement Board) with the disclosure requirements of Sections 11 and 12 and the other presentation requirements of FRS 102.

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2. Accounting policies (continued)

2.7 Financial instruments (continued)

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, trade and most other receivables due with the operating cycle fall into this category of financial instruments.

Other financial assets

Other financial assets, which includes investments in equity instruments which are not classified as subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the recognised transaction price. Such assets are subsequently measured at fair value with the changes in fair value being recognised in the profit or loss. Where other financial assets are not publicly traded, hence their fair value cannot be measured reliably, they are measured at cost less impairment.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The impairment reversal is recognised in the profit or loss.

Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instruments any contract that evidences a residual interest in the assets of the Company after the deduction of all its liabilities.

Basic financial liabilities, which include trade and other payables, bank loans and other loans are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

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2. Accounting policies (continued)

2.7 Financial instruments (continued)

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade payables are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

3. Employees

The average monthly number of employees, including directors, during the year was 2 (2022 - 2).

4. Fixed asset investments

	Listed investments £
Cost or valuation	
At 1 July 2022	3,450,383
Disposals	(150,383)
Revaluations	(3,016,933)
At 30 June 2023	283,067

EMESS BIOSCIENCES LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023

5. Debtors

	2023 £	2022 £
Other debtors	-	6

6. Creditors: Amounts falling due within one year

	2023 £	2022 £
Corporation tax	30,000	-
Other creditors	30,891	184,472
Accruals and deferred income	1,600	1,390
	62,491	185,862

Included in other creditors is a loan from a director of £30,891 (2022: £184,472). The loan is interest free and repayable on demand.

7. Deferred taxation

	2023 £
At beginning of year	(627,303)
Charged to profit or loss	611,537
At end of year	(15,766)

The provision for deferred taxation is made up as follows:

	2023 £	2022 £
Tax losses carried forward	-	704
Fair value adjustments	(15,767)	(628,007)
	(15,767)	(627,303)

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8. Share capital

	2023 £	2022 £
Allotted, called up and fully paid		
6 (2022 - 6) Ordinary shares of £1.00 each	6	6

9. Contingent asset

On the 1 March 2023, the company's 10,000 shares held in Opiant Pharmaceuticals Inc were acquired by Indivior Plc as part of their acquisition of Opiant Pharmaceuticals Inc. The consideration comprised of $20 per share, in cash and up to $8 per share in contingent value rights (CVR). The CVR is payable in the event that certain net revenue milestones are achieved during the relevant seven year period by the drug OPNT003 after its approval and launch. Future receipts will be recognised when payments are known.