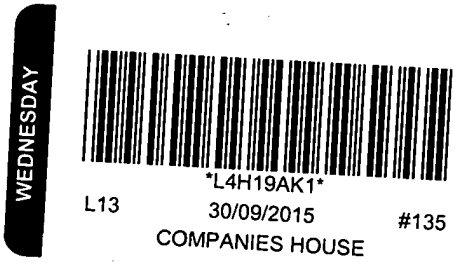
IP Venture Fund II (GP) LLP

Members' report and financial statements

Period from 1 May 2014 to 31 December 2014



Registered number: OC384792

IP Venture Fund II (GP) LLP

Report and financial statements for the period ended 31 December 2014

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Designated members

Greg Smith
Top Technology Ventures Limited

Registered office

24 Cornhill
London
EC3V 3ND

Registered number

OC384792

Independent auditor

KPMG LLP
15 Canada Square
London
E14 5GL

IP Venture Fund II (GP) LLP

Members' report for the period ended 31 December 2014

The members present their report together with the audited financial statements of IP Venture Fund II (GP) LLP for the period ending 31 December 2014.

Principal activities and review of business

IP Venture Fund II (GP) LLP (the "LLP") was incorporated on 30 April 2013. Its principal activity is the management of IP Venture Fund II L.P. ("IPVFII"), a venture capital limited partnership. The LLP has assigned the management of IPVFII to a designated member, Top Technology Ventures Limited ("TTV"). The operations of the LLP and IPVFII are solely based in the United Kingdom.

Designated members

The designated members of the LLP during the period were:

Top Technology Ventures Limited
Greg Smith

Results and allocations to members

The loss for the period of £1,910 is shown in the profit and loss account on page 5.

Accounting reference date

The members have aligned the LLP's accounting reference date with that of TTV and the entity's ultimate parent company, IP Group plc. The accounting reference period for these financial statements is the eight months ended 31 December 2014 and the LLP's accounting reference date is now 31 December each year.

Members' drawing and the subscription and repayment of members' capital

The members may make such capital contribution to the LLP as they agree but are not obliged to and may contribute capital through services or other forms of non-cash contributions. Net Profits and Net Losses shall be allocated and distributed in proportion to each member's economic interest in the LLP which is determined by the designated members. The LLP's drawing policy allows each member to draw upon their profit share subject to the cash requirements of the LLP.

Members' capital is only repaid at the discretion of the designated members and can be withheld indefinitely. In accordance with FRS 25, members' capital is categorised as equity.

Going concern

The immediate parent company, Top Technology Ventures Limited, has confirmed its financial support to the Company by providing funding of no more than £50,000 to enable the company to meet its obligations as they fall due for a period of not less than twelve months from the date of approval of these financial statements. The members have therefore assessed that the going concern status of the LLP is still appropriate and as such, the financial statements have been prepared on this basis.

Charitable and political contributions

During the period the LLP made no charitable or political contributions (period ending 30 April 2014: £nil).

Statement of disclosure of information to auditor

At the date of approving this report, so far as each member is aware, there is no relevant audit information of which the LLP's auditor is unaware. Each member has taken all steps that he ought to have taken in his duty as a member in order to make himself aware of any relevant audit information and to establish that the LLP's auditor is aware of that information.

Members' report for the period ended 31 December 2014

Independent auditor

Following an audit tender process completed during 2014, IP Group plc, the Company's ultimate parent, appointed KPMG LLP as auditor of IP Group plc and its subsidiaries (including IP Venture Fund II (GP) LLP). The tender was carried out after ten years of service by BDO LLP as the Group's auditor in accordance with UK corporate governance requirements.

Statement of members' responsibilities

The members are responsible for preparing the annual report and the financial statements in accordance with applicable laws and regulations.

Company law, as applied to Limited Liability Partnerships, requires the members to prepare financial statements for each financial period. Under that law the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the members must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the limited liability partnership and of the profit or loss of the limited liability partnership for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the entity will continue in business.

The members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that the financial statements comply with the Companies Act 2006 as applied to limited liability partnerships. They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Signed on behalf of the members



Greg Smith
Designated member
30 September 2015

Independent auditor's report to the members of IP Venture Fund II (GP) LLP

We have audited the financial statements of IP Venture Fund II (GP) LLP for the period ended 31 December 2014. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the members of the limited liability partnership (LLP), as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by Regulation 39 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditor

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

Scope of the audit of the financial statements

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.

Opinion on financial statements

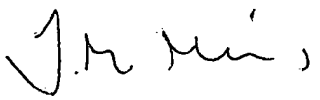
In our opinion the financial statements:

- give a true and fair view, of the state of affairs of the LLP as at 31 December 2014 and of its loss for the period then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

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 as applied to limited liability partnerships requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.



Jonathan Mills (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
30 September 2015

IP Venture Fund II (GP) LLP

Profit and loss account for the period ended 31 December 2014

	Note	**Eight month period ended 31 December 2014** £	Period from incorporation to 30 April 2014 £
Turnover	1	**534,703**	672,831
Administrative expenses		**(536,613)**	(676,421)
Loss for the financial period before members' remuneration and profit shares available for discretionary division among members	2,6,7	(1,910)	(3,590)

All amounts are derived from continuing operations in the period.

There are no recognised gains and losses other than those passing through the profit and loss account and therefore no separate statement of total recognised gains or losses has been presented.

The notes on page 7 to 11 form part of these financial statements.

IP Venture Fund II (GP) LLP
Registered number: OC384792
Balance sheet as at 31 December 2014

	Note	31 December 2014 £	30 April 2014 £
Current assets			
Debtors	4	-	166,767
Cash		-	-
		-	166,767
Creditors: Amounts falling due within one year	5	**(5,400)**	(170,257)
Net current liabilities		**(5,400)**	(3,490)
Net liabilities attributable to members		**(5,400)**	(3,490)
Represented by:			
Members' capital classified as equity	8	**100**	100
Members' other interests – other reserves classified as equity	7	**(5,500)**	(3,590)
		(5,400)	(3,490)
Total members' interests			
Amounts due to members	8	**2,500**	166,567
Members' other interests	8	**(5,400)**	(3,490)
		(2,900)	163,077

The notes on page 7 to 11 form part of these financial statements.

These financial statements were approved by the members and authorised for issue on 30 September 2015 and were signed on its behalf by:

Greg Smith
Designated member

Notes to the financial statements for the period ended 31 December 2014

1. ACCOUNTING POLICIES

Basis of preparation
The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with applicable accounting standards, the Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008, the Large and Medium Sized LLP (Accounts) Regulations 2008 and the Statement of Recommended Practice 'Accounting by Limited Liability Partnerships' ("LLP SORP") issued in March 2010.

Turnover
Turnover reflects the amounts received by the LLP, as a first charge on IPVFII profits, for its services as general partner to IPVFII.

Taxation
No provision has been made for taxation in relation to the LLP's profit or loss in the financial statements. Each member is exclusively liable for any tax liabilities arising out of their interest in the LLP. Tax is assessed on the individual members and not on the LLP.

Cash flow statement
The LLP has taken advantage of the exemption conferred upon it by FRS 1 "Cash Flow Statements" (Revised 1996) not to prepare a cash flow statement whereby the cash flows of the LLP are incorporated into those of the ultimate parent undertaking and these financial statements are publicly available.

Going concern
The designated member, Top Technology Ventures Limited, has confirmed to the LLP that it shall provide up to £50,000 to enable the LLP to meet its obligations as they fall due for a period of not less than twelve months from the date of approval of these financial statements. The members have therefore assessed that the going concern status of the LLP is still appropriate and, as such, the financial statements have been prepared on this basis.

Members' participation rights
Members' participation rights are the rights of a member that arise under the member's agreement.

Members' participation rights in the earnings and assets of the LLP are analysed between those that are, from the LLP's perspective, either a financial liability or equity, in accordance with FRS 25 Financial Instruments Disclosure and Presentation and UITF abstract 39 Members' shares in co-operative entities and similar instruments. A member's participation right results in a liability unless the right of any payment is discretionary on the part of the General Partner.

Amounts subscribed or otherwise contributed by members are classified as equity as any repayment is at the discretion of the designated members.

Profits or losses are divided only after a decision by the designated members and so such profits or losses are classed as an appropriation of equity rather than as an expense. They are therefore shown as a residual amount available for discretionary division among members in the profit and loss account and equity appropriations in the balance sheet.

2. OPERATING LOSS

	Period to 31 December 2014 £	Period from incorporation to 30 April 2014 £
Operating loss is stated after charging:		
Professional services:		
Fees payable to the LLP's auditor for the audit of the financial statements	**1,800**	2,000
Fees payable for non-audit services	**-**	1,590

Auditor's remuneration has been paid by another group company in the period. As noted in the Members' Report the Company's auditor changed during the period from BDO LLP to KPMG LLP. BDO LLP remain engaged as corporate tax advisors. Comparative figures reflect amounts paid to BDO LLP.

3. MEMBERS AND EMPLOYEES

The natural member is remunerated for his services to other group companies within the group headed by the ultimate parent, IP Group plc. Members are not remunerated for their services to the LLP and no amounts were received by them as members of IP Venture Fund II (GP) LLP.

Other than members, the LLP had no staff or employees during the period.

4. DEBTORS

	31 December 2014 £	30 April 2014 £
Amounts due from members	-	100
Amounts due from limited partnerships	-	166,667
	-	166,767

Amounts owed by members are unsecured, interest free and repayable on demand.
Balances due from limited partnerships represent priority profit share unpaid at the balance sheet date.

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2014 £	30 April 2014 £
Accruals	**2,900**	3,590
Amounts due to members	**2,500**	166,667
	5,400	170,257

Amounts due to members reflects amounts due to TTV, a member, for audit and tax fees settled on behalf of the LLP by TTV.

6. MEMBERS' SHARE OF LOSSES

	Period from 1 May 2014 to 31 December 2014 £	Period from incorporation to 30 April 2014 £
Loss for the financial period available for discretionary division among members	**(1,910)**	(3,590)

The average number of members during the eight month period ended 31 December 2015 was 2 (period from incorporation to 30 April 2014 was 2).

7. RESERVES

	Profit and loss account £
At 1 May 2014	(3,590)
Loss for the period available for discretionary division amongst members	(1,910)
At 31 December 2014	**(5,500)**

8. TOTAL MEMBERS' INTERESTS

	Members' capital classified as equity £	Other reserves classified as equity £	Total members' other interests £	Loans and other debts due to/(from) members £	**Total members' interests 31 December 2014 £**
Balance at 1 May 2014	100	(3,590)	(3,490)	166,567	163,077
Loss for the period available for discretionary division	-	(1,910)	(1,910)	-	**(1,910)**
Members' interests after loss for the period	100	(5,500)	(5,400)	166,567	**161,167**
Net other amounts (paid to)/received from members	-	-	-	(166,667)	**(166,667)**
Unpaid capital	-	-	-	-	-
Amounts settled by members on behalf of the Partnership	-	-	-	2,600	**2,600**
Balance at 31 December 2014	**100**	**(5,500)**	**(5,400)**	**2,500**	**(2,900)**

9. RELATED PARTY TRANSACTIONS

IP Venture Fund II (GP) LLP's partnership agreement provides that the LLP shall act as general partner of IPVFII and is entitled to a General Partner's Share as described in Note 1. The LLP has assigned its management of IPVFII to TTV for a fee equal to that of the General Partner's Share receivable from IPVFII.

During the eight-month period ended 31 December 2014, £534,703 (period from 30 April 2013 to 30 April 2014: £672,831) was receivable from IPVFII comprising the General Partner's Share and the same amount was payable to TTV during the period.

TTV, a member, settled prior period audit and tax fees of £2,600 on behalf of the LLP. As at 31 December 2014 £100 remains due from TTV to the LLP for its initial members' capital contribution, the net amount of £2,600 due to members is reflected in note 5.

10. IMMEDIATE AND ULTIMATE PARENT COMPANY

The designated member, Top Technology Ventures Limited, has economic interests amounting to 99.99% of the LLP, and has control of the operations. Consequently TTV is the controlling party. The ultimate parent of both TTV and the LLP is IP Group plc. The results of the LLP are consolidated in the group accounts of both the immediate and ultimate parent company's financial statements. The immediate and ultimate parent companies were incorporated in the United Kingdom. Copies of the immediate and ultimate parent company's financial statements may be obtained from the Secretary of IP Group plc at 24 Cornhill, London, EC3V 3ND.