

Registered Number: SC357621 (Scotland)

**Directors' Report and
Financial Statements for the Year Ended 31 March 2019
for
Wormvax Limited**




Moredun

Wormvax Limited

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For the year ended 31 March 2019**

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Wormvax Limited

**Company information
For the year ended 31 March 2019**

Directors: Professor J L Fitzpatrick
Mr C N Burnett
Dr A J Nisbet
Dr W D Smith

Secretary: Mr C N Burnett

Registered office address: Pentlands Science Park
Bush Loan
Penicuik
Midlothian
EH26 0PZ

Registered number: SC357621 (Scotland)

Auditor: MHA Henderson Loggie
11-15 Thistle Street
Edinburgh
EH2 1DF

Wormvax Limited
Directors' report
For the year ended 31 March 2019

The directors present their annual report together with the audited financial statements for the year ended 31 March 2019.

Principal activity

The principal activity of Wormvax Limited is to hold the equity of Wormvax Australia Pty Ltd, a company registered in Australia ACN 162 279 987. Wormvax Limited has not traded during the financial year.

Results and financial review of the business

There were no transactions during the year. The only transaction during the previous year was a revaluation loss in the value of the equity holding in Wormvax Australia Pty Ltd. This loss amounted to £6.

Principal risks and uncertainties

The company did not trade during the year and as it only holds the equity in an Australian subsidiary its only risk is that of currency fluctuations when considering the value of the equity holding.

Future business developments

The Board do not anticipate any material changes to the trading position of the company in the foreseeable future.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, forecasts and projections are prepared and performance is monitored against these. They therefore continue to adopt the going concern basis in preparing the annual financial statements.

Directors

The directors shown below have held office during the whole of the period from 1 April 2018 to the date of this report:

Professor J L Fitzpatrick
Mr C N Burnett
Professor J Matthews (*Resigned 28 August 2018*)
Dr A J Nisbet (*Appointed 28 August 2018*)
Dr W D Smith

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Wormvax Limited

**Director's report (continued)
For the year ended 31 March 2019**

Statement as to disclosure of information to auditor

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

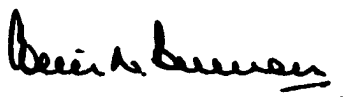
Auditor

MHA Henderson Loggie have expressed their willingness to continue in office. A resolution to re-appoint them will be proposed at the Annual General Meeting.

Small company exemption

In preparing this directors' report advantage has been taken of the small companies exemption.

On behalf of the board:



Mr C N Burnett
Secretary

5 September 2019

**Report of the independent auditor to the members of
Wormvax Limited**

Opinion

We have audited the financial statements of Wormvax Limited (the 'company') for the year ended 31 March 2019 which comprise the profit and loss accounts, the balance sheet and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its results for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Report of the independent auditor to the member of
Wormvax Limited**

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.



**James Davidson (Senior Statutory Auditor)
for and on behalf of MHA Henderson Loggie
Chartered Accountants
Statutory Auditor**

12 September 2019

11-15 Thistle Street
Edinburgh
EH2 1DF

MHA Henderson Loggie is a trading name of Henderson Loggie LLP

Wormvax Limited
Income statement
For the year ended 31 March 2019

	Note	2019 £	2018 £
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		-	(6)
Other operating income		-	-
Operating profit/(loss) and profit/(loss) on ordinary activities before taxation	2	-	(6)
Taxation on profit/(loss) on ordinary activities		-	-
Profit /(loss) for the financial year		-	(6)

Other comprehensive income
For the year ended 31 March 2019

	Note	2019 £	2018 £
Profit /(loss) for the financial year		-	(6)
Other comprehensive income		-	-
Total comprehensive income for the year		-	(6)

The notes on pages 9 to 11 form part of these financial statements

Wormvax Limited (Registered Number: SC357621)

**Statement of financial position
31 March 2019**

		2019		2018	
	Note	£	£	£	£
Fixed assets					
Investments	4		55		55
Current assets					
Cash in hand		10		10	
		10		10	
Creditors: amounts falling due within one year	5	(65)		(65)	
Net current liabilities			(55)		(55)
Net assets			-		-
Capital and reserves					
Called up share capital	6		10		10
Retained earnings			(10)		(10)
Equity shareholders' funds			-		-

The accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 5 September 2019.


Professor J L Fitzpatrick
 Director

The notes on pages 9 to 11 form part of these financial statements

Wormvax Limited

**Statement of changes in equity
For the year ended 31 March 2019**

	Called up share capital	Retained earnings	Total equity
	£	£	£
Balance at 1 April 2017	10	(4)	6
Changes in equity			
Total comprehensive income	-	(6)	(6)
Balance at 31 March 2018	10	(10)	-
Changes in equity			
Total comprehensive income	-	-	-
Balance at 31 March 2019	10	(10)	-

The notes on pages 9 to 11 form part of these financial statements

Wormvax Limited

Notes to the financial statements For the year ended 31 March 2019

1. Accounting policies

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", Section 1A Small Entities and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Wormvax Limited is a private limited company, limited by shares, incorporated under the Companies act in Scotland, with company number SC357621. The address of the registered office is given on page 1 and the nature of the company's operations and its principal activities are set out on in the directors' report.

The company's functional and presentational currency is GBP. No level of rounding has been applied to these financial statements.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, forecasts and projections are prepared and performance is monitored against these. They therefore continue to adopt the going concern basis in preparing the annual financial statements.

Preparation of consolidated financial statements

The financial statements contain information about Wormvax Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its ultimate parent, the Moredun Foundation, a company registered in Scotland.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Deferred tax balances are not discounted.

Critical accounting judgements and estimation uncertainty

The company did not trade during the year, therefore there were no judgements in applying accounting policies or key sources of estimation uncertainty in preparing the financial statements.

2. Operating profit/ (loss)

	2019 £	2018 £
The operating profit /(loss) is stated after (debiting)/crediting the following:		
Foreign exchange differences	-	(6)

3. Taxation

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 March 2019 nor for the year ended 31 March 2018.

Wormvax Limited

Notes to the financial statements (continued)
For the year ended 31 March 2019

4. Fixed asset investments

	Shares in group undertakings £
Cost	
At 1 April 2018	55
Exchange differences	-
At 31 March 2019	55
Net book values	
At 31 March 2019	55
At 31 March 2018	55

The company's investment at the year-end in the share capital of companies include the following:

Subsidiary name Australian company number	Shares held by Wormvax Limited	Principal activity
Wormvax Australia Pty Ltd ACN 162 279 987	100% issued ordinary shares held by Wormvax Ltd	Manufacturing company for vaccines

Financial data relating to the above equity investment is as follows:

	2019 £	2018 £
Aggregate capital and reserves	268,571	220,371
Profit for the year	58,895	121,073

5. Creditors

Creditors comprised:	2019	2018
Amounts falling due within one year:	£	£
Amounts due to group undertakings	65	65

Amounts owed to group undertakings are unsecured.

6. Called up share capital

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2019	2018
			£	£
10	Ordinary	£1	10	10

7. Related party disclosures

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", not to disclose related party transactions with wholly owned subsidiaries within the group.

Wormvax Limited

Notes to the financial statements (continued)
For the year ended 31 March 2019

8. Ultimate controlling party

The Moredun Foundation is regarded by the directors as being the company's ultimate parent company.

The company is a wholly owned subsidiary of, and is controlled by, Moredun Research Institute, a company limited by guarantee, registered in Scotland No: 149440, which in itself is a wholly owned subsidiary of The Moredun Foundation, a company limited by guarantee, registered in Scotland No: 151865. The annual reports of Moredun Research Institute and The Moredun Foundation are available for inspection at Companies House. In accordance with Section 400 of the Companies Act 2006, the company is not required to produce, and has not published, consolidated accounts.

9. Non-audit services

In common with many other companies of a similar size, the company's auditor assists with the preparation and submission of returns to the tax authorities.