

**Silence Therapeutics (London) Limited**  
(Registered Number: 2757200)

**Annual Report  
for the year ended  
31 December 2022**



## **Silence Therapeutics (London) Limited**

### **Annual report for the year ended 31 December 2022**

	Page(s)
Director and advisors	3
Strategic report	4
Director's report	5 - 6
Statement of comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 - 14

## **Silence Therapeutics (London) Limited**

### **Directors**

Giles Campion (resigned 1 July 2023)

Mark Rothera (resigned 22 February 2022)

Craig Tooman (appointed 22 February 2022)

### **Registered office**

27 Eastcastle Street

London

W1W 8DH

## **Silence Therapeutics (London) Limited**

### **Strategic report**

The directors present their strategic report for the year ended 31 December 2022.

#### **Principal activities**

The principal activity of Silence Therapeutics (London) Limited was to research and develop pharmaceutical products. These activities ceased on 16 July 2018. The company continues as a going concern and is expected to be made dormant in due course.

#### **Review of the business**

During the year the company made a profit/(loss) for the financial year of (£2,456) (2021: profit of £3,137). The results of the company for the year are set out in the Statement of comprehensive income on page 7. The profit or loss for the financial year is considered the only key performance indicator for the company.

The company had net liabilities at 31 December 2022 of £22,493,938 (2021: £22,491,482). The position of the company at the year-end is set out in the Balance Sheet on page 8.

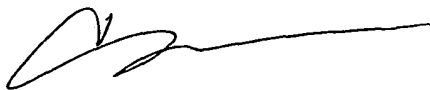
#### **Principal risks and uncertainties**

The company is exposed to liquidity risk. The Company's parent, Silence Therapeutics plc, provides liquidity and has confirmed its intention to continue to provide financial support to the company for a period of at least twelve months from the date of signing these financial statements.

#### **Key performance indicators**

The directors of the Silence Therapeutics plc group manage the group's operations on a total basis and monitor performance at a consolidated level. For this reason, the directors of the company believe that an analysis using key performance indicators for the company is not necessary nor appropriate for an understanding of the development, performance and position of the company. The development, performance and position of the Silence Therapeutics group, which includes the company, is discussed in the Silence Therapeutics group Annual Report and Accounts, which can be obtained from the following link at the company website: <https://silence-therapeutics.com/investors/financials/annual-reports>

The Strategic report has been approved and is signed by order of the board by:



Craig Tooman  
Director  
31 August 2023

# **Silence Therapeutics (London) Limited**

## **Director's report**

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2022.

## **Future developments**

The company continues as a going concern and was dormant during the year.

## **Dividends**

The directors do not recommend the payment of a dividend (2021: none).

## **Political donations and political expenditure**

The company did not make any political donations or expenditure during the year (2021: none).

## **Financial risk management**

The company is exposed to liquidity risk. Silence Therapeutics plc provides liquidity and has agreed to provide continued financial support to enable the company to meet its obligations. The company's activities do not expose it to market risk, credit risk, price risk, or interest rate cash flow risk.

## **Directors**

The directors of the company during the year and up to the date of signing the financial statements was:

Giles Campion – Director (resigned 1 July 2023)  
Mark Rothera – Director (resigned 22 February 2022)  
Craig Tooman – Director (appointed 22 February 2022)  
Barbara Ruskin – Company Secretary

During the year, no director (2021: none) had a material interest in any contract that was significant in relation to the company's business.

## **Indemnification of directors**

Qualifying third party indemnity provisions (as defined by the Companies Act 2006) are in force for the benefit of the director and former director who held office during 2022 and up to the signing date of the annual report.

## **Research and development**

In 2022, the company did not have any expenditure on research and development (2021: £0).

## **Going concern**

Silence Therapeutics plc has confirmed its intention to continue to provide financial support to the company for a period of at least twelve months from the date of signing these financial statements. Therefore, the financial statements have been prepared on the going concern basis, as explained in note 2.1.1 on page 11.

# **Silence Therapeutics (London) Limited**

## **Director's report (continued)**

### **Post balance sheet events**

There were no reportable post balance sheet events.

### **Employees**

The company had no employees at any point during the year (2021: none).

### **Statement of director's responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the director 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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.

The directors 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.

### **Small Company Exemption**

For the financial year in question the company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies. The sole member has not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006. The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

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

### **By order of the board**



Craig Tooman  
Director  
31 August 2023

## Silence Therapeutics (London) Limited

### Statement of comprehensive income for the year ended 31 December 2022

		2022	2021
	Note	£	£
Operating loss		-	-
Net foreign exchange (loss)/gain		(2,456)	3,137
Income tax expense	5	-	-
<b>(Loss)/Profit for the financial year and total comprehensive expense</b>		<b>(2,456)</b>	<b>3,137</b>

The notes on pages 10 to 15 form an integral part of these financial statements. All operations are continuing.

## Silence Therapeutics (London) Limited

### Balance sheet as at 31 December 2022

	Note	2022 £	2021 £
<b>Non- current liabilities</b>			
Borrowings	7	(22,493,938)	(22,491,482)
<b>Net liabilities</b>		<u>(22,493,938)</u>	<u>(22,491,482)</u>
Called up share capital	8	140,000	140,000
Share premium account		596,887	596,887
Retained loss		<u>(23,230,825)</u>	<u>(23,228,369)</u>
<b>Total equity</b>		<u>(22,493,938)</u>	<u>(22,491,482)</u>

For the financial year in question the company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies. The sole member has not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006. The director acknowledges their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

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

The financial statements on pages 7 to 15 were approved by the Board of Directors and were signed on its behalf by:



Craig Tooman  
Director  
Silence Therapeutics (London) Limited  
Registered number 2757200  
31 August 2023



## Silence Therapeutics (London) Limited

### Statement of changes in equity for the year ended 31 December 2022

	Called up share capital £	Share premium account £	Retained loss £	Total equity £
<b>Balance as at 1 January 2021</b>	<b>140,000</b>	<b>596,887</b>	<b>(23,231,506)</b>	<b>(22,494,619)</b>
Gain/(Loss) for the financial year and total comprehensive expense	-	-	3,137	3,137
<b>Balance as at 31 December 2021 and at 1 January 2022</b>	<b>140,000</b>	<b>596,887</b>	<b>(23,228,369)</b>	<b>(22,491,482)</b>
Gain/(Loss) for the financial year and total comprehensive expense	-	-	(2,456)	(2,456)
<b>Balance as at 31 December 2022</b>	<b>140,000</b>	<b>596,887</b>	<b>(23,230,825)</b>	<b>(22,493,938)</b>

The share capital consists of 14,000,000 ordinary shares of 1p each. The share premium account is additional paid-up capital (not distributable).

# Silence Therapeutics (London) Limited

## Notes to the financial statements for the year ended 31 December 2022

### 1. General information

The principal activity of Silence Therapeutics (London) Limited was to research and develop pharmaceutical products. These activities ceased on 16 July 2018. The company continues as a going concern and was dormant during the year.

The company is a private company, limited by its share capital, and is incorporated and domiciled in England.

### 2. Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented.

#### 2.1 Basis of preparation

The financial statements of Silence Therapeutics (London) Limited have been prepared in accordance with Financial Reporting Standard 101, "Reduced Disclosure Framework" (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The Company has presented its results under Financial Reporting Standard 101, "Reduced Disclosure Framework" (FRS 101). The last financial statements under FRS 101 were for the year ended 31 December 2022.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The following paragraphs of IAS 1 *Presentation of financial statements*:
  - 10(d), (statement of cash flows for the period)
  - 16 (statement of compliance with all IFRS),
  - 38A-B (detail in respect of minimum comparative information)
  - 38C-D (additional comparative information)
  - Paragraph 79(a)(iv) – (A reconciliation of the number of shares outstanding at the beginning and end of the period for each class of shares need not be presented for prior periods)
  - 111 (cash flow statement information)
  - 134 – 136 (information on an entity's objectives, policies and processes for managing capital (qualitative and quantitative))
- IFRS 7 *Financial instruments: Disclosures*
- IAS 7 *Statement of cash flows*
- Paragraphs 30 and 31 of IAS 8 *Accounting policies, changes in accounting estimates and errors*
- Paragraphs 17 and 18A of IAS 24 *Related party disclosures* and the requirements therein to disclose related party transactions entered into between two or more members of a group.

## **Silence Therapeutics (London) Limited**

### **2.1.1 Going concern**

These financial statements have been prepared on a going concern basis, which the director deem appropriate in light of the immediate and ultimate parent (Silence Therapeutics plc) indicating its willingness to provide support for the company to meet its liabilities as they fall due, should this be required. Silence Therapeutics plc has confirmed its intention to continue to provide such support for a period of at least twelve months from the date of signing these financial statements.

### **2.1.2 New standards, amendments and IFRIC interpretations**

No new accounting standards, or amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022, have had a material impact on the company.

## **2.2 Foreign currency translation**

### *(a) Functional and presentation currency*

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates ("the functional currency"). The financial statements are presented in Sterling, which is also the company's functional currency.

### *(b) Transactions and balances*

There were no foreign currency transactions during the years presented.

## **2.3 Research and development**

Expenditure on research and development activities is recognised in the income statement as an expense as incurred. To date, no development costs have been capitalised as they have not met the recognition criteria for capitalisation.

## **2.4 Trade and other receivables**

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

## **2.5 Trade payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## **2.6 Borrowings**

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost.

## **Silence Therapeutics (London) Limited**

### **2.7 Income tax**

The tax expense for the period comprises current and deferred tax. The current tax charge is recognised on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the United Kingdom. Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the date of the balance sheet and are expected to apply when the deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

### **3. Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

There are no critical accounting estimates or judgements that impact these financial statements.

### **4. Employees and directors**

The company had no employees at any point during the year (2021: none).

The directors received no emoluments in respect of his service to Silence Therapeutics (London) Limited (2021: nil).

## Silence Therapeutics (London) Limited

### 4. Employees and directors (continued)

The directors of the company were remunerated by Silence Therapeutics plc for their service to Silence Therapeutics plc as follows:

Directors' remuneration – financial year ended 31 December 2022

	Year	Basic Salary <sup>a</sup> £000s	Benefits <sup>b</sup> £000s	Bonus <sup>c</sup> £000s	LTIP <sup>d</sup> £000s	Pension <sup>e</sup> £000s	Total remuneration £000s	Total fixed remuneration £000s	Total variable remuneration £000s
<b>Executive Directors</b>									
Craig Tooman (f)	2022	408	12	222	5,290	1	5,910	421	5,489
Mark Rothera (g)	2021	426	153	204	375	54	1,212	633	579
	2022	554	47	167	3,254	15	4,037	616	3,421
Giles Campion	2021	321	-	129	975	32	1,457	353	1,104
	2022	350	9	158	1017	35	1,569	394	1,175

#### Notes to the Remuneration Table

- (a) This is the amount earned in respect of the financial period.
- (b) This is the taxable value of benefits paid or payable in respect of the financial period. For Non-Executive Directors, the taxable benefits comprise travel costs (and the gross-up for associated income tax and employees' National Insurance Contributions which will be settled on behalf of the Non-Executive Directors) for attendance at Board meetings.
- (c) For 2022, this is the total bonus earned under the annual bonus scheme in respect of the financial year (despite being paid in the following financial year, following determination of final outcomes).
- (d) For 2022, the amount shown represents the aggregate grant date fair value of option awards granted in 2022 measured using the Black Scholes model. For a description of the assumptions used in valuing these awards, see note 24 to our Annual Consolidated Financial Statements included elsewhere in this Annual Report. For 2021, the amount shown relates to the market value of the LTIP awards vesting during the year using the Company's Nasdaq closing price at the end of the quarter in which the award vested less associated exercise price. Total option award compensation expense for the year ended December 31, 2022 for all key management personnel including the former CEO and non-executive directors was £3.5 million.
- (e) The amount shown relates to company contributions to the defined contribution scheme, plus any cash in lieu.
- (f) Mr. Tooman served as our Chief Financial Officer during 2021 and became our President and Chief Executive Officer on February 21, 2022. His compensation including, salary, bonus, pension and benefits, is prorated from the time of his appointment to Chief Executive Officer.
- (g) Mark Rothera, our former President and Chief Executive Officer, stepped down on February 21, 2022. His salary is inclusive of severance payments, paid in instalments from his separation date for an additional 12 months in line with his severance agreement and his bonus payment was prorated from the start of the year until six months after his separation date in line with his severance agreement.

No remuneration borne by Silence Therapeutics plc has been apportioned to the company. Given the remuneration figures presented above have not been apportioned to the company, they have been stated in thousands of Pounds (as presented in the Annual Report and Accounts for Silence Therapeutics plc).

### 5. Income tax

There was no tax payable in the year (2021: nil).

As the activities of the company ceased in 2018, no tax losses are available for relief against future profits.

The total income tax expense is reconciled to the loss before tax at the standard rate of UK corporation tax below:

2022                      2021

## Silence Therapeutics (London) Limited

	£	£
Profit (Loss) before tax	(2,456)	3,137
Tax credit at the standard rate of UK corporation tax of 19% (2021: 19.00%)	467	(596)
Impact of unrelieved tax losses not recognised	(467)	596
Income tax expense	-	-

### 7. Borrowings

Borrowings represents a loan payable to Silence Therapeutics plc, the parent company. No interest is charged on this loan. The loan is presented as current as it is repayable on demand.

### 8. Called up share capital

	2022 £	2021 £
Authorised 100,000,000 (2021: 100,000,000) ordinary shares of 1p each	1,000,000	1,000,000
Allotted and fully paid 14,000,000 (2021: 14,000,000) ordinary shares of 1p each at 31 December	140,000	140,000

### 9. Capital and other commitments

There were no capital or other commitments contracted for but not provided for as at 31 December 2022 (2021: none).

### 10. Contingent liabilities

There were no contingent liabilities as at 31 December 2022 (2021: none).

### 11. Related party transactions

The director considers that there are no (2021: none) key managers, whose roles and activities within the company define them as related parties in accordance with IAS 24, outside of the Board of Directors. No director of the company received any remuneration for the year (2021: none).

### 12. Ultimate controlling party

The immediate and ultimate parent undertaking is Silence Therapeutics plc, a company registered in England. There are no intermediary holding companies and as such both the largest and smallest group of companies the company is consolidated into is under Silence Therapeutics plc. Copies of the Silence Therapeutics plc consolidated financial statements can be obtained from the Company Secretary at Silence Therapeutics plc, 72 Hammersmith Road, London, W14 8TH.