THE SYNCONA FOUNDATION

England & Wales · Charity number 1149202

Details

Other names	THE BACIT FOUNDATION
Status	Registered
Legal form	Charitable company
Company number	08073905
Registered	2012-10-03
Register	View on the Charity Commission register

Contact

Address	c/o Couch Bright King & Co 2 Tolherst Court Turkey Mill Ashford Road Maidstone Kent
Phone	0207 387 4264
Email	TH@BACIT.CO
Website	https://www.synconaltd.com/charities/

Activities

Objects: The charitable objects (“the Objects”) of the Charity are:2.1 to support the prevention, treatment, cure and ultimately the eradication of cancer in all of its forms and any allied diseases;2.2 to promote and assist:2.2.1 the study of and research into the nature, causes, diagnosis and pathology of cancer and any allied diseases;2.2.2 the development and provision of all forms of preventive, curative, management and palliative treatment of cancer and any allied diseases;2.2.3 education and training in subjects relevant to the study of cancer and any allied diseases;2.3 to co-operate with, and to promote and assist the work of, the Institute of Cancer Research and, or alternatively, such other charitable organisations whose objects include any of those specified in Articles 2.1 and 2.2 as the Charity may determine in addition to or in substitution for the Institute of Cancer Research; and2.4 to promote and assist such other charitable objects and charitable organisations as the Charity may from time to time consider desirable.

Activities: The Syncona Foundation ("Foundation") receives an annual donation from Syncona Limited. The Foundation grants those funds to charities selected by its Trustees in furtherance of the Foundation's charitable objects.

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Classification

- **How:** Makes Grants To Organisations
- **What:** General Charitable Purposes, The Advancement Of Health Or Saving Of Lives
- **Who:** Other Charities Or Voluntary Bodies, The General Public/mankind

Geography

- Throughout England And Wales

Finances

Period end	Income	Expenditure	Assets	Employees
2025-03-31	£4,040,140	£4,243,517	£3,908,210	0
2024-03-31	£4,407,220	£4,446,287	£4,111,587	0
2023-03-31	£4,671,193	£2,542,171	£4,377,654	0
2022-03-31	£2,490,138	£2,883,258	£2,248,632	0
2021-03-31	£2,818,405	£497,743	£2,641,752	0

Trustees

Name	Role	Appointed
THOMAS ALEXANDER GAVIN HENDERSON	Chair	2012-08-20
James Maltin		2020-10-01
Lucie Annabel Kitchener		2021-12-16
NIGEL KEEN		2018-04-01
Rupert Christian Rigbye Adams		2016-10-17

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THE SYNCONA FOUNDATION

England & Wales - Charity number 1149202

Accounts

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

Company number: 08073905 (England and Wales)

Limited by Guarantee

Charity number: 1149202

THE SYNCONA FOUNDATION

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THE SYNCONA FOUNDATION

Company Information

Board of Trustees:	Thomas Henderson (Chairman) Rupert Adams Nigel Keen Lucie Kitchener James Maltin
Company number:	08073905 (England & Wales)
Charity registration number:	1149202
Registered Office:	2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Auditor:	Couch Bright King & Co 2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Bankers:	Weatherbys Private Bank 22 Sackville Street London W1S 3DN

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2025

The Trustees, who are also the directors of the charitable company, present their report and the audited financial statements of the charity for the year ended 31 March 2025. The Trustees have adopted the provisions of the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities" in preparing the annual report and financial statements of the charity.

The financial statements have been prepared in accordance with the accounting policies set out in notes to the accounts on pages 18 to 20 and comply with the charity's governing document, the Charities Act 2011 and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland published in October 2019.

Our Purposes and Activities

The Syncona Foundation (the "Foundation") was incorporated in England and Wales on 17 May 2012 as a private company limited by guarantee. The Foundation was registered as a charity on 3 October 2012.

The charitable objects of the Foundation are to:

"(a) support the prevention, treatment, cure and ultimately the eradication of cancer in all of its forms and any allied diseases;
(b) promote and assist:
  (i) the study of and research into the nature, causes, diagnosis and pathology of cancer and any allied diseases;
  (ii) the development and provision of all forms of preventive, curative, management and palliative treatment of cancer and any allied diseases;
  (iii) education and training in subjects relevant to the study of cancer and any allied diseases;
(c) co-operate with, and to promote and assist the work of, The Institute of Cancer Research ("the ICR") and, or alternatively, such other charitable organisations whose objects include any of those specified in (a) and (b) above as the Foundation may determine in addition to or in substitution for the ICR; and
(d) promote and assist such other charitable objects and charitable organisations as the Foundation may from time to time consider desirable."

In shaping our objectives for the year and planning our activities, the Trustees have considered the Charity Commission's guidance on public benefit.

Syncona Limited ("Syncona") is a registered closed-ended collective investment scheme incorporated as a non-cellular company limited by shares under the laws of Guernsey with registered number 55514. Syncona's shares were admitted to trading on the main market of the London Stock Exchange on 26 October 2012 ("Admission"). On 16 April 2020, the Foundation signed an amended and restated agreement with Syncona ("Syncona Agreement"). Under this agreement:

(i) Syncona agreed to make an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's Net Asset Value ("NAV") for each month during the year (the "Annual Charitable Contribution"), for each financial year beginning from the year ending 31 March 2020, to be shared between the ICR and the Foundation as described in (ii) and (iii) below;
(ii) until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year will be donated to the ICR;
(iii) the Foundation has agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR;
(iv) for any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year;

(v) From 1 April 2026, Syncona has agreed to donate 0.25% of NAV (calculated on a monthly basis) for the next three financial years.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2025 (continued)

(vi) in each year Syncona intends to indicate to the Foundation whether it intends to continue this arrangement for at least three financial years. and

(vii) either party may terminate the agreement on six months' written notice to the other.

On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution would continue at 0.35 per cent of Syncona's NAV for the year ending 31 March 2023 and the full amount would be paid to the Foundation. On 13 March 2023 it was confirmed that this arrangement would continue for the year ending 31 March 2024, on 17 March 2024 it was confirmed that this arrangement would continue for the year ended 31 March 2025 and on 13 March 2025 it was confirmed that this arrangement would continue for the year ending 31 March 2026. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year. From 1 April 2026, Syncona has agreed to donate 0.25% of NAV (calculated on a monthly basis) for the next three financial years.

The Foundation continues to make donations to charities in line with its objectives.

The list of core charities to which donations were paid during the year ended 31 March 2025, or to which donations have been made since 31 March 2025 in respect of the year ended 31 March 2025, is:

- *Alzheimer's Research UK* is the UK's leading dementia research charity, dedicated to causes, diagnosis, prevention, treatment and cure. (*www.alzheimersresearchuk.org*)
- *Alzheimer's Society* is the UK's leading dementia charity. They campaign for change, fund research to find a cure and support people living with dementia today. *(www.alzheimers.org.uk)*
- *Anthony Nolan* is the charity which makes lifesaving connections between people with blood cancer and blood disorders, and people who are ready to donate their stem cells. (*www.anthonynolan.org*)
- *Auditory Verbal UK* is the leading provider of auditory verbal therapy in the UK. The charity wants all deaf children to have the same opportunities in life as their hearing peers. (*www.avuk.org*)
- *The Brain Tumour Charity* is at the forefront of the fight to defeat brain tumours, making a difference every day to the lives of people with a brain tumour and their families, by investing in forward-thinking research and specialist support services and passionately lobbying for urgent change. (*www.thebraintumourcharity.org*)
- *Brainwaves* is a major response to a growing number of young people experiencing mental health concerns. They provide a platform for scientific studies to build on the evidence base and develop educational material for the classroom, to equip schools with the resources and tools to effectively nurture mental wellbeing amongst young pupils. (*www.brainwaveshub.org*)
- *Breakthrough T1D* (formerly known as JDRF) is the leading global type 1 diabetes (T1D) research and advocacy charity. Their mission is to help make everyday life better while driving towards cures. They connect the brightest minds and invest in the most promising research, campaigning for access, and supporting the T1D community. (*www.breakthrought1d.org.uk*)
- *Breast Cancer Now* is a UK charity providing world-class research and life-changing care for people affected by breast cancer. (*www.breastcancernow.org*)
- *Business Beats Cancer Guernsey* is the fund-raising subcommittee of Cancer Research UK Guernsey Branch, which aims to bring the business community of Guernsey together to beat cancer sooner. (*www.cancerresearchuk.org*)
- *Butterfly Thyroid Cancer Trust* is the first national supporter of patients with thyroid cancer. By liaising with the medical profession they aim to promote a wider knowledge of the disease, to assist the improvement of the patient's experience with thyroid cancer. (*www.butterfly.org.uk*)

- *Child Bereavement UK* helps children, parents and families to rebuild their lives when a child grieves or when a child dies. They support children and young people up to the age of 25 who are facing bereavement, and anyone affected by the death of a child of any age. (*www.childbereavementuk.org*)
- *Cure Leukaemia* is one of the leading centres in the world for the development of new drug and transplant treatments for patients with blood cancers. (*www.cureleukaemia.co.uk*)
- *The David Nott Foundation* was established with the mission to provide the surgeons and medical professionals working in the most hostile environments with the skills and confidence to save more lives. (*www.davidnottfoundation.com*)
- *Downs Syndrome Diamond Foundation* supports other charities that take the lead in delivering early intervention psychological, pedagogical and social services to children with Down syndrome in Russia.
- *The Egmont Trust* works to improve the lives of children and families living with HIV and AIDS in sub-Saharan Africa by supporting local, dedicated organisations driving local, cost-effective solutions. *(www.egmonttrust.org*)
- *The Ella Project* aims to establish a global centre of excellence for research into adenoid cystic carcinoma (ACC), a rare head and neck cancer that primarily affects the salivary glands. The project is managed by The Christie, where the UK's leading specialist in ACC is based. (*www.christie.nhs.uk*)
- *Fight for Sight* is the UK's largest charity that funds pioneering eye research. With programmes at leading universities and hospitals the charity aims to prevent, treat and reverse the sight loss caused by a wide range of different diseases and conditions. (*www.fightforsight.org.uk*)
- *Generating Genius* has been working for 15 years to ensure that talented and able students from disadvantaged backgrounds are positioned to excel in STEM (Science, Technology, Engineering and Maths) careers. (www.*generatinggenius.org.uk*)
- *Heritage of London Trust* is an independent London heritage charity, set up in 1980 by the Greater London Council to rescue historic buildings and monuments. They work in every London borough, supporting communities who most need their help, and all their projects involve young people. (*www.heritageoflondon.org*)
- *The ICR* is a world-leading cancer research institute, with an outstanding record of achievement dating back more than 100 years. They have discovered many cancer-related genes, including BRCA2, and revolutionised radiotherapy to make it more targeted, with fewer side effects. They discover more new cancer drugs than any other academic centre in the world. (*www.icr.ac.uk*)
- *James' Place* offers free, life-saving treatment to suicidal men at their centres in Liverpool, London and Newcastle. They work with health partners to deliver a service to men whose needs have not been met by traditional services. (*www.jamesplace.org.uk*)
- *Lady Garden Foundation* is a national women's health charity, raising awareness and funding for the five gynaecological cancers. (*www.ladygardenfoundation.com*)
- *The Listening Place* is a team of trained volunteers who offer free, confidential and ongoing face-to-face support, so that people can talk openly about their suicidal feelings. (*www.listeningplace.org.uk*)
- *The Louis Dundas Centre for Palliative Care at GOSH* is a specialist palliative care team at Great Ormond Street Hospital. They care for children and families from diagnosis or recognition of a life-threatening or life-shortening illness, bringing together clinical expertise, psychosocial support and academic research to ensure the highest standard of care. *(*www.gosh.nhs.uk*)*
- *Macular Society* works to beat the fear and isolation of macular disease with world-class research and the best advice and support (*www.macularsociety.org*)

- *Maggie's* provides free cancer support and information in centres across the UK and online. They are there for anyone with cancer and their family and friends, whatever kind of cancer and whatever stage they are at. *(www.maggies.org)*
- *Marie Curie* is the UK's leading end of life charity. They help people living with a terminal illness, and their families, make the most of the time they have together by delivering expert care, emotional support, research and guidance. *(www.mariecurie.org.uk)*
- *Matt Hampson Foundation* inspires and supports young people seriously injured through sport. Through expert physiotherapy, specialist personal training, support, mentoring and advice, they help people with life-changing injuries to get busy living again. (*www.matthampsonfoundation.org*)
- *New Model Institute for Technology and Engineering* is a new kind of higher education institution and a new way of learning, focused on human-centred engineering. (*www.nmite.ac.uk*)
- *NSPCC* is the leading children's charity in the UK, specialising in child protection and dedicated to protecting children today to prevent abuse tomorrow. *(www.nspcc.org.uk)*
- *Place2Be* is a children's mental health charity with over 30 years' experience working with pupils, families and staff in UK schools. They provide mental health support in schools through one-to-one and group counselling using tried and tested methods backed by research. (*www.place2be.org.uk*)
- *The Royal Marsden Cancer Charity* raises money to support The Royal Marsden, a world-leading cancer centre which offers patients world-leading treatment and care, supports life-saving research, invests in state-of-the-art equipment and funds modern patient environments. *(www.royalmarsden.org)*
- *The Shanty Trust* raises funds to alleviate poverty in marginalised communities in Kolkata, India. Founded in 2020, it works with a local partner organisation, Tiljala SHED, to deliver aid and implement its programmes.
- *SSAFA* is one of the UK's leading armed forces charities. It provides practical, financial and emotional support to anyone who is currently serving or has served in the Army, Navy or RAF, and their families, and has been running for over 125 years. *(www.ssafa.org.uk)*
- *Supporting Wounded Veterans* is a UK-based charity which focuses on rehabilitation through sport, mentoring, pain management and employment support, to help veterans to transition to civilian life. (www.supportingwoundedveterans.com)
- *UCL Childhood Blood Disorders Biobank and Research Platform* comprises samples from patients with confirmed or suspected neuromuscular disorders, which are used to allow researchers to better understand diseases and develop new diagnostic tests and drugs. (*www.ucl.ac.uk*)

As a result of the Foundation's donations to the charities listed above, activities funded by the Foundation to date have included:

- Ground-breaking research programmes that have enabled important discoveries towards finding a cure, treatment for or alleviation of suffering from different forms of cancer, as well as neuro-degenerative diseases such as Alzheimer's and rare and inherited eye diseases;
- The provision of a wide range of cutting-edge services aimed at providing care, support and advice for people living with cancer, dementia, HIV and other diseases, both physical and mental;
- The provision of support and therapy, including for young people experiencing abuse, children experiencing bereavement and people at risk of suicide;

- International development interventions, including helping to alleviate poverty and improve the lives of people living with HIV and AIDS in Sub-Saharan Africa and helping marginalised communities in India.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2025 (continued)

Grant-making policy

The Foundation has a strong track record of relationship-based grant making and it values its current blend of long-term support for valued grantees, as well as a degree of flexibility with which to explore new opportunities and maintain an entrepreneurial approach. The Foundation's policy is to support excellent charities which are meeting pressing needs within society, particularly those that are related to healthcare systems.

How our activities deliver public benefit

The Foundation's activities benefit the public by providing donations to the charities noted above.

Financial review, Reserves and Risk Management

Financial review

The Foundation has received the following payments from Syncona and paid them as charitable donations:

In respect of year ended:	Received (£)	Date of receipt	Donations paid (£)
31 March 2013	492,829	27 Sep 2013	492,029
31 March 2014	1,593,867	5 Sep 2014	1,592,474
31 March 2015	2,209,638	17 Sep 2015	2,209,000
31 March 2016	2,375,804	15 Sep 2016	2,371,000
31 March 2017	2,375,804	21 Sep 2017	2,385,804
31 March 2018	2,375,804	16 Aug 2018	2,514,070
31 March 2019	2,375,804	20 Sep 2019	2,463,797
31 March 2020	2,632,809	19 Jun 2020	3,070,000
31 March 2021	2,691,553	30 Jun 2021	380,500
31 March 2022	2,428,478	30 June 2022	2,713,197
31 March 2023	4,621,843	28 June 2023	2,190,000
31 March 2024	4,356,122	28 June 2024	4,305,000
31 March 2025	3,986,756	27 June 2025	4,192,000

The Foundation has also made other charitable donations totalling £25,000 during the year ended 31 March 2025 (£85,000 during the year ended 31 March 2024), as set out in Note 4. One of the charities to which a future commitment of £30,000 had been made during the year ended 31 March 2024 ceased to operate during the year ended 31 March 2025, resulting in a reduction of £30,000 in other charitable donations recorded for the year ended 31 March 2025.

At 31 March 2025, the Foundation had total funds of £3,908,210 (31 March 2024: £4,111,587).

Reserves policy

The Foundation's policy is to disburse substantially all funds received from Syncona, retaining only sufficient funds to cover the Foundation's running costs (excluding the costs of the administrative support provided by Syncona) which are represented by the Governance costs in note 6. The year-end reserves balance of £3,908,210 represents the receivable Syncona donation for the year ended 31 March 2025. The Trustees are satisfied that the reserves carried forward are considered sufficient to the size and nature of the Foundation.

As at 31 March 2025, all funds held are unrestricted.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2025 (continued)

Risk management

The Board of Trustees confirms that it has considered major risks to which the Foundation is exposed and has listed these as follows:

- *Investment risks:* The Foundation is exposed to the effects on Syncona's investment portfolio (the "Portfolio"), as this drives the level of donations paid. This includes the effects of market price risk, foreign currency risk, liquidity risk and interest rate risk. The value of the Portfolio can go down as well as up. This risk is mitigated because it is also a principal risk for Syncona and so there is regular monitoring of the constituents of the Portfolio and the Portfolio's performance by Syncona Investment Management Limited and the Syncona Board.
- *Credit risks:* The Foundation is exposed to the risk that a counterparty may be unable to meet a commitment that it has entered with the Foundation, the only material example of which is under the agreement with Syncona documented in Note 2 to the financial statements. This is mitigated through monitoring of the investment performance noted above, which would impact the ability of Syncona to pay the donation.
- *Operational risks:* The Foundation has no employees and is reliant on the availability and willingness of the Trustees and other personnel to work for the Foundation in order to fulfil its charitable purpose. The Board seeks to mitigate this risk by ongoing communication and sharing of responsibilities, as well as to ensure full Board oversight of donations paid to charities as the main expenditure of the Foundation.

Future developments

The Trustees expect the general level of activity to remain consistent with the year ended 31 March 2025 over the forthcoming year. The level of donations from Syncona for the year ending 31 March 2025 is expected, depending on Syncona's NAV, to be similar to the level of donations in the year ended 31 March 2025 and the overall charitable activities are anticipated to remain unchanged.

Structure, Governance and Management

Company and Charitable status

The Foundation is limited by guarantee (company registration number 08073905), governed by its memorandum and articles of association. It is a charity registered with the Charity Commission, with charity number 1149202.

Governance

The Board of Trustees is responsible for setting strategies and policies for the Foundation and ensuring that these are implemented.

Management and staffing

The Foundation has no employees. Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2025 (continued)

Induction and training

In view of the size of the Foundation, there are currently no formal procedures in place for the induction and training of Trustees. However, existing Trustees will ensure that new Trustees are fully briefed on the activities of the Foundation and Charities Law.

In accordance with the Articles of Association of the Foundation, the other Trustees and Members of the Foundation may appoint Trustees to the board, subject to them being aged over 16 and not being disqualified from trusteeship or directorship. The Trustees have concluded that a fixed process for the approval and appointment of new Trustees is not required given the small size and lack of complexity of the Foundation.

Fundraising activities

The Foundation does not carry out any fundraising activities.

Board of Trustees

The members of the Board of Trustees perform the role of directors in company law and trustees in charity law. Those who served during the period, and to the date of the signing of this report, were:

Rupert Adams
Thomas Henderson (Chairman)
Nigel Keen
Lucie Kitchener
James Maltin

Statement of the Board of Trustees' responsibilities

The Trustees (who are also directors of the Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the consolidated financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP 2019 (FRS 102);
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Events since the end of the year

In relation to the donation received from Syncona on 27 June 2025, £3,884,000 has been paid by way of donations since 31 March 2025.

Otherwise, in the opinion of the Board of Trustees, no event since the balance sheet date significantly affects the Foundation's current financial position. From 1 April 2026, Syncona has agreed to donate 0.25% of NAV (calculated on a monthly basis) for the next three financial years.

Auditor

Couch Bright King & Co continues as the Foundation's auditor.

Small company exemptions

The report of the Board of Trustees has been prepared taking advantage of the small companies exemption of section 415A of the Companies Act 2006.

This report was approved by the Board of Trustees on 4 December 2025 and signed on its behalf by:



Thomas Henderson

Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION

Report on the audit of the financial statements

Opinion

We have audited the financial statements of The Syncona Foundation (the "charitable company") which comprise:

- the statement of financial activities (Incorporating an income and expenditure account);
- the balance sheet;
- the cash flow statement; and
- the related Notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 of The Syncona Foundation (the "charitable company"):

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2025 and of the charitable company's incoming resources and application of resources, including the charitable company's income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 charitable 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

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Foundation's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Trustees' report, other than the financial statements and our auditor's report thereon. 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 respect of these matters.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report, which includes the strategic report and the directors' report prepared for the purposes of company law for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within the Trustees' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report included within the Trustees' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on pages 9 and 10, the Trustees (who are also the directors of the charitable company for the purpose of company law) 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 Trustees 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 Trustees are responsible for assessing the charitable 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 Trustees either intend to liquidate the charitable 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

We have;

- Obtained an understanding of the legal and regulatory framework applicable to the Foundation and how the Foundation is complying with that framework;
- Obtained an understanding of the Foundation's policies and procedures on compliance with laws and regulations, including documentation of any instances of non-compliance;
- Identified the laws and regulations that have significance in the context of the Foundation;
- Obtained an understanding of the Foundation's risk assessment process, including the risk of fraud;
- Assessed and evaluated the susceptibility of the Foundation's financial statements to material misstatement, through error and fraud;
- Evaluated the assumptions and judgements used by management within significant accounting estimates and assessed if these indicate evidence of management bias;
- Implemented procedures to enable the identification and testing of unusual or unexpected journal entries;
- Tested significant transactions, in particular the evaluation of the business rationale for any which appear unusual or outside the company's normal course of business;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

- Reviewed the financial statements and tested the disclosures against supporting documentation;
- Communicated relevant matters (including those above) to all members of the audit team to ensure they understood the risks specific to the Foundation and the audit procedures planned to mitigate these.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Couch Bright King & Co

Ms Tarwa Mohammed (Senior Statutory Auditor)
For and on behalf of Couch Bright King & Co
Chartered Accountants & Statutory Auditors
2 Tolherst Court
Turkey Mill Business Park
Ashford Road
Maidstone
Kent ME14 5SF

Date: 11th December 2025

THE SYNCONA FOUNDATION

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT)

For the year ended 31 March 2025

	Note	Year ended 31 March 2025 Restricted Funds £	Year ended 31 March 2025 Unrestricted Funds £	Year ended 31 March 2025 Total Funds £	Year ended 31 March 2024 Total Funds £
Income from:					
Donations	2	-	4,036,776	4,036,776	4,406,142
Investment Income	3	-	3,364	3,364	1,078
Total Income		**-**	**4,040,140**	**4,040,140**	**4,407,220**
Expenditure on:					
Charitable activities	4, 5	-	4,243,517	4,243,517	4,446,287
Total expenditure		**-**	**4,243,517**	**4,243,517**	**4,446,287**
Net (expenditure)/income		**-**	**(203,377)**	**(203,377)**	**(39,067)**
Reconciliation of funds:					
Total funds brought forward at start of year	15, 17	-	4,111,587	4,111,587	4,150,654
Total funds carried forward at end of year	15, 17	**-**	**3,908,210**	**3,908,210**	**4,111,587**

The statement of financial activities incorporates an income and expenditure account. All income and expenditure derive from continuing operations.

There were no recognised gains or losses other than those listed above and the net income for the year.

THE SYNCONA FOUNDATION

BALANCE SHEET

As at 31 March 2025

	Note	As at 31 March 2025 Total Funds £	As at 31 March 2024 Total Funds £
Fixed Assets			
Investment	9	-	-
Current Assets			
Debtors	10	3,987,067	4,356,468
Cash at bank and in hand		26,813	42,519
Total Current Assets		4,013,880	4,398,987
Creditors: amounts falling due within one year	11	(55,670)	(157,400)
Net Current Assets		3,958,210	4,241,587
Creditors: amounts falling due after more than one year	11	(50,000)	(130,000)
Total Assets less Current Liabilities		**3,908,210**	**4,111,587**
The funds of the charity:			
Restricted income funds		-	-
Unrestricted income funds	15, 17	3,908,210	4,111,587
Total Funds		**3,908,210**	**4,111,587**

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements for The Syncona Foundation (company number 08073905; charity number 1149202) were approved by the board of directors and authorised for issue on 4 December 2025. They were signed on its behalf by:



Thomas Henderson, Trustee

THE SYNCONA FOUNDATION

CASH FLOW STATEMENT

For the year ended 31 March 2025

	Note	2025 £	2024 £
Net cash flows from operating activities	13	**(15,706)**	**4,126**
Net (decrease)/increase in cash and cash equivalents		**(15,706)**	**4,126**
Cash and cash equivalents at beginning of year		42,519	38,393
Cash and cash equivalents at the end of the year		**26,813**	**42,519**

Cash and cash equivalents comprise cash at bank and in hand.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

1. Accounting Policies
A summary of the principal accounting policies is set out below. All of these have been applied consistently throughout the year and the preceding year.

Company and charitable status
The Syncona Foundation, a public benefit entity, is incorporated in England and Wales as a company limited by guarantee not having a share capital. There are currently five Trustees who are also the members of the Company. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity. The charity is a registered charity. The registered office is given on page 2.

Basis of accounting
The financial statements have been prepared under the historical cost convention and in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP 2019) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities Act 2011, the Companies Act 2006 and UK Generally Accepted Accounting Practice.

The Foundation constitutes a public benefit entity as defined by FRS 102.

Presentation Currency
The financial statements are presented in sterling which is the functional currency of the charity.

Going concern
The Foundation's charitable activities, together with the factors likely to affect its future development, performance and position are set out in the Trustees' Report. The Trustees' Report also describes the financial position of the Foundation; its cash flows and liquidity position; and the Foundation's objectives, policies and processes for managing its funds.

The Foundation is limited by guarantee and is party to a contract with Syncona in relation to the annual charitable donation received from Syncona GP on behalf of Syncona. This is described further in Note 2. Under this agreement, there are a number of conditions under which the agreement could be terminated, including on six months' written notice. Were this to occur, this would impede the ability of the Foundation to undertake its charitable activities. Notice has not been provided under the terms of this agreement and the Trustees are not aware of any event that has occurred that could result in termination of the agreement such that the Foundation would not continue to receive the annual charitable donation.

The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements and confirm that there are no material uncertainties about the charity's ability to continue as a going concern.

Fund accounting
Unrestricted funds are those which are spent or applied at the discretion of the trustees to further any of the charity's purposes. Restricted income funds are to be spent or applied within a reasonable period from their receipt to further a specific purpose of the charity, which is to further one or more but not all of the charity's purposes. They can only be used in accordance with the donor's wish.

Unrestricted funds are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

1. Accounting Policies (continued)

Income
Income is a transaction or other event which results in an increase in assets or a reduction in liabilities. This is recognised in the Statement of Financial Activities when the Foundation gains control over the rights to an economic benefit that has passed to it, it is probable that the Foundation will receive this income, and the monetary value of that income, the costs incurred for the transaction, and the costs to complete the transaction can be measured reliably.

Such income is only deferred when:
- The donor specifies that the grant or donation must only be used in future accounting periods; or
- The donor has imposed conditions which must be met before the charity has unconditional entitlement.

On receipt, donated professional services are recognised on the basis of the value of the gift to the Foundation which is the amount the Foundation would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

Expenditure
Expenditure is incurred in carrying out the activities of the Foundation resulting in a decrease in the Foundation's assets or an increase in its liabilities. Expenditure is recognised in the Statement of Financial Activities when a present legal or constructive obligation exists at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefits will be required in settlement, and the amount of the obligation can be measured or estimated reliably.

Grants payable are accounted for when the Trustees have accepted a legal or constructive obligation to make the grant.

Costs are allocated to activities within the Statement of Financial Activities as required by the Charities SORP and are allocated directly to the appropriate activity.

Financial Instruments
Financial assets and financial liabilities are recognised when the Foundation becomes a party to the contractual provisions of the instrument. These are classified according to the substance of the contractual arrangements entered into.

The investment by the Foundation in a deferred share in Syncona, is an unlisted equity investment. The deferred share in Syncona is recognised at cost, as the share has no rights to assets or dividends besides its nominal value on the liquidation of Syncona. The investment is assessed for impairment at each balance sheet date.

Debtors and creditors are carried in the Balance Sheet at the consideration expected to be received or paid in their settlement. Their carrying values are considered to be equivalent to their fair values.

Taxation
The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

1. Accounting Policies (continued)

Critical accounting judgements and key sources of estimation uncertainty
In the application of the Foundation's accounting policies, the Trustees are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Trustees do not consider there are any critical judgements or sources of estimation uncertainty requiring disclosure beyond the accounting policies listed above.

Debtors and creditors receivable/payable within one year
Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in expenditure.

Cash at bank and in hand
Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

2. Donation from Syncona

The Foundation is party to an agreement dated 16 April 2020 ("the Syncona Agreement"), which sets out the terms on which Syncona makes an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year, to be shared between the ICR and the Foundation. Until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year was donated to the ICR; the Foundation agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR. From 1 April 2026, Syncona has agreed to donate 0.25% of NAV (calculated on a monthly basis) for the next three financial years.

On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution would continue at the aggregate of one-twelfth of 0.35 per cent of Syncona's NAV for each month during the year ending 31 March 2023 and the full amount would be paid to the Foundation. On 13 March 2023 it was confirmed that this arrangement would continue for the year ending 31 March 2024 and on 17 March 2024 it was confirmed that this arrangement would continue for the year ending 31 March 2025. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one-twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year. From 1 April 2026, Syncona has agreed to donate 0.25% of NAV (calculated on a monthly basis) for the next three financial years.

Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

2. Donation from Syncona (continued)

Either party may terminate this agreement on six months' written notice to the other. Either party may terminate this agreement immediately on written notice to the other at any time in the event that:

(a) a change of control of Syncona occurs;
(b) the Foundation ceases to be a charitable organisation;
(c) the other party breaches any material provision of this agreement and such breach either is incapable of remedy or has not been remedied to the reasonable satisfaction of the terminating party within 30 days of the other party receiving notice to do the same from the terminating party;
(d) the other party does (or omits to do) anything which, in the reasonable opinion of the terminating party, is knowingly calculated to, or which may reasonably be expected to, bring the terminating party into disrepute;
(e) the other party has passed any resolution for, or made any filing in respect of, its liquidation, receivership or reorganisation under any insolvency laws or has taken (or there has been taken against it by any third party) any similar action; or
(f) the performance by the first party of any of its obligations under this agreement is or becomes illegal or unlawful under the laws of any relevant jurisdiction.

In addition, the Foundation may terminate the agreement immediately on written notice if Syncona does (or omits to do) anything which, in the reasonable opinion of the Foundation, is knowingly calculated to, or which may reasonably be expected to, be detrimental to the Foundation carrying on its charitable purposes. The agreement is governed by English law.

For the year ending 31 March 2025, as per the above agreement, the Foundation received the following;

(i) A donation of £3,986,756 (31 March 2024: £4,356,122) was received on 27 June 2025.
(ii) Donated services to the value of £50,020 (calculated on an accruals basis) in respect of the provision of administrative support and other support such as evaluation or strategy preparation.

3. Investment Income

Investment income can be analysed as follows:

	2025 £	2024 £
Bank interest received	3,364	1,078
Total	**3,364**	**1,078**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

4. Charitable activities

For the year ended 31 March 2025, Syncona agreed to make an aggregate donation to the Foundation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year (the "Annual Charitable Contribution"). On 13 March 2025, it was agreed between Syncona and the Foundation that for any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year. From 1 April 2026, Syncona has agreed to donate 0.25% of NAV (calculated on a monthly basis) for the next three financial years.

The Foundation makes donations to charities in line with the Foundation's objectives. The Trustees have reviewed the Foundation's strategy, with a view to maximising the impact from the grants the Foundation makes, and they anticipate that future potential grantees will be assessed based on the strength of their management, impact, ability to grow, focus on areas of high unmet need and ability to communicate with the Foundation about their work.

An analysis of annual charitable donations is shown below:

Charitable activities:	**2025 Donations to institutions** £	**2025 Donations to individuals** £	**2024 Donations to institutions** £	**2024 Donations to individuals** £
Charitable organisations	4,187,000	-	4,390,000	-
Total	**4,187,000**	**-**	**4,390,000**	**-**

Allocation of institutional donations payable	**2025** **£**	**2024** **£**
Donations to core charities		
- Restricted	-	-
- Unrestricted	4,192,000	4,305,000
Donations to other charities:		
Bowel Research UK	-	25,000
Nurse Lifeline	(30,000)	60,000
Evie's Night Owls	25,000	-
Total charitable donation for year	**4,187,000**	**4,390,000**

Nurse Lifeline, to which a future commitment of £30,000 had been made during the year ended 31 March 2024 ceased to operate during the year ended 31 March 2025, resulting in a reduction of £30,000 in other charitable donations recorded for the year ended 31 March 2025.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

5. Allocation of Costs by Activity

In accordance with FRS 102, support costs are required to be allocated to the significant activities of the charitable organisation. All governance costs borne by the Foundation are allocated to charitable activities as they are attributable directly to that purpose.

The allocation of these support costs is shown in the table below:

Year ended 31 March 2025	**Charitable Activities**	**Other Expenditure**	**Total**
	£	**£**	**£**
Support and Other Costs:			
Governance (see Note 6)	56,517	-	56,517
Total Support and Other Expenditure	**56,517**	**-**	**56,517**
Institutional Donations Payable (see Note 4)	4,187,000	-	4,187,000
Total Expenses	**4,243,517**	**-**	**4,243,517**

Year ended 31 March 2024	**Charitable Activities**	**Other Expenditure**	**Total**
	£	**£**	**£**
Support and Other Costs:			
Governance (see Note 6)	56,287	-	56,287
Total Support and Other Expenditure	**56,287**	**-**	**56,287**
Institutional Donations Payable (see Note 4)	4,390,000	-	4,390,000
Total Expenses	**4,446,287**	**-**	**4,446,287**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

6. Governance costs

An analysis of governance costs is as follows:

	2025	2024
	£	£
Statutory Audit fee	5,670	5,400
Insurance costs	707	722
Other professional fees	120	120
Administrative support provided by Syncona (see Note 2)	50,020	50,020
Bank charges	-	25
	56,517	**56,287**

7. Trustees and staff numbers

No member of the Board of Trustees received any emoluments and there were no employees.

8. Taxation on profit on ordinary activities

The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. No tax charges have arisen in the Foundation.

9. Investment

On 28 September 2012, the sole subscriber share issued by Syncona on incorporation was re-designated (by special resolution of the founder Shareholder dated 28 September 2012) as a Deferred Share and transferred to the Foundation. The Foundation holds this share at nil value. This non-participating non-redeemable Deferred Share has no other rights to assets or dividends, except to payment of £1 on the liquidation of Syncona and carries a right to vote only if there are no other classes of voting share of Syncona in issue.

10. Debtors

	2025	2024
	£	£
Due within one year		
Receivable from Syncona GP (see Note 2)	3,986,756	4,356,122
Other debtors	-	-
Prepayments	311	346
	3,987,067	**4,356,468**

As explained in Note 2, the amount receivable from Syncona GP has been received after the year end.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

11. Creditors

	2025 £	2024 £
Due within one year:		
Charity donations payable (see Note 12)	50,000	152,000
Trade and other creditors		
Statutory Audit fee	5,670	5,400
	56,670	**157,400**
Due after more than one year:		
Charity donations payable (see Note 12)	50,000	130,000
	50,000	**130,000**

12. Funding commitments

At 31 March 2025, the Foundation had committed to make the following donations, which are considered a liability:

	2025 £	2024 £
Due within one year:		
Heritage of London Trust	-	30,000
Matt Hampson Foundation	-	30,000
Royal Marsden Cancer Charity	50,000	50,000
Business Beats Cancer Guernsey	-	17,000
Nurse Lifeline	-	15,000
The Shanty Trust	-	10,000
	50,000	**152,000**
Due after more than one year		
Royal Marsden Cancer Charity	50,000	100,000
Nurse Lifeline	-	30,000
	50,000	**130,000**

These payments are included in the Creditors balances above.

Nurse Lifeline, to which a future commitment of £30,000 had been made during the year ended 31 March 2024 ceased to operate during the year ended 31 March 2025, resulting in a reduction of £30,000 in other charitable donations recorded for the year ended 31 March 2025.

At the end of the current and preceding year there were no other funding or capital commitments, contingent liabilities or other financial commitments for which full provision has not been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2025

13. Reconciliation of net movement in funds to net cashflow from operating activities

	2025 £	2024 £
Net expenditure for the year	(203,377)	(39,067)
Net expenditure before movement in working capital	(203,377)	(39,067)
Decrease in debtors	369,401	265,693
Decrease in creditors	(181,730)	(222,500)
Net cash flows from operating activities	**(15,706)**	**4,126**

14. Related parties

The Trustees have not received any remuneration and no travel or meeting expenses were reimbursed to trustees during the year (31 March 2024: £nil).

15. Analysis of charitable funds

Year ended 31 March 2025

Analysis of Fund movements	Fund brought forward at 1 April 2024 £	Income £	Expenditure (including taxation) £	Fund carried forward at 31 March 2025 £
(a) Restricted Funds	-	-	-	-
(b) Unrestricted Funds	4,111,587	4,040,140	(4,243,517)	3,908,210
	4,111,587	**4,040,140**	**(4,243,517)**	**3,908,210**

Year ended 31 March 2024

Analysis of Fund movements	Fund brought forward at 1 April 2023 £	Income £	Expenditure (including taxation) £	Fund carried forward at 31 March 2024 £
(a) Restricted Funds	-	-	-	-
(b) Unrestricted Funds	4,150,654	4,407,220	(4,446,287)	4,111,587
	4,150,654	**4,407,220**	**(4,446,287)**	**4,111,587**

All the Foundation's funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

16. Allocation of Net Assets between funds

All net assets as at 31 March 2025 are unrestricted.

THE SYNCONA FOUNDATION

England & Wales - Charity number 1149202

Accounts

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

Company number: 08073905 (England and Wales)

Limited by Guarantee

Charity number: 1149202

THE SYNCONA FOUNDATION

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THE SYNCONA FOUNDATION

Company Information

Board of Trustees:	Thomas Henderson (Chairman) Rupert Adams Nigel Keen Lucie Kitchener James Maltin
Company number:	08073905 (England & Wales)
Charity registration number:	1149202
Registered Office:	2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Auditor:	Couch Bright King & Co 2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Bankers:	Weatherbys Private Bank 22 Sackville Street London W1S 3DN

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024

The Trustees, who are also the directors of the charitable company, present their report and the audited financial statements of the charity for the year ended 31 March 2024. The Trustees have adopted the provisions of the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities" in preparing the annual report and financial statements of the charity.

The financial statements have been prepared in accordance with the accounting policies set out in notes to the accounts on pages 19 to 21 and comply with the charity's governing document, the Charities Act 2011 and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland published in October 2019.

Our Purposes and Activities

The Syncona Foundation (the "Foundation") was incorporated in England and Wales on 17 May 2012 as a private company limited by guarantee. The Foundation was registered as a charity on 3 October 2012.

The charitable objects of the Foundation are to:

"(a) support the prevention, treatment, cure and ultimately the eradication of cancer in all of its forms and any allied diseases;

(b) promote and assist:

  (i) the study of and research into the nature, causes, diagnosis and pathology of cancer and any allied diseases;

  (ii) the development and provision of all forms of preventive, curative, management and palliative treatment of cancer and any allied diseases;

  (iii) education and training in subjects relevant to the study of cancer and any allied diseases;

(c) co-operate with, and to promote and assist the work of, The Institute of Cancer Research ("the ICR") and, or alternatively, such other charitable organisations whose objects include any of those specified in (a) and (b) above as the Foundation may determine in addition to or in substitution for the ICR; and

(d) promote and assist such other charitable objects and charitable organisations as the Foundation may from time to time consider desirable."

In shaping our objectives for the year and planning our activities, the Trustees have considered the Charity Commission's guidance on public benefit.

Syncona Limited ("Syncona") is a registered closed-ended collective investment scheme incorporated as a non-cellular company limited by shares under the laws of Guernsey with registered number 55514. Syncona's shares were admitted to trading on the main market of the London Stock Exchange on 26 October 2012 ("Admission"). On 16 April 2020, the Foundation signed an amended and restated agreement with Syncona ("Syncona Agreement"). Under this agreement:

(i) Syncona agreed to make an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's Net Asset Value ("NAV") for each month during the year (the "Annual Charitable Contribution"), for each financial year beginning from the year ending 31 March 2020, to be shared between the ICR and the Foundation as described in (ii) and (iii) below;

(ii) until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year will be donated to the ICR;

(iii) the Foundation has agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR;

(iv) for any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year;

(v) in each year Syncona intends to indicate to the Foundation whether it intends to continue this arrangement for at least three financial years. and

(vi) either party may terminate the agreement on six months' written notice to the other.

On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution would continue at 0.35 per cent of Syncona's NAV for the year ending 31 March 2023 and the full amount would be paid to the Foundation. On 13 March 2023 it was confirmed that this arrangement would continue for the year ending 31 March 2024 and on 17 March 2024 it was confirmed that this arrangement would continue for the year ending 31 March 2025. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

The Foundation continues to make donations to charities in line with its objectives.

The list of core charities to which donations were paid during the year ended 31 March 2024, or to which donations have been made since 31 March 2024 in respect of the year ended 31 March 2024, is:

- *Alzheimer's Research UK* is the UK's leading dementia research charity, dedicated to causes, diagnosis, prevention, treatment and cure. (*www.alzheimersresearchuk.org*)
- *The Alzheimer's Society* is the UK's leading dementia charity. They campaign for change, fund research to find a cure and support people living with dementia today. *(www.alzheimers.org.uk)*
- *Anthony Nolan* is the charity which makes lifesaving connections between people with blood cancer and blood disorders, and people who are ready to donate their stem cells. (*www.anthonynolan.org*)
- *Auditory Verbal UK* is the leading provider of auditory verbal therapy in the UK. The charity wants all deaf babies and children to have the opportunity to listen and speak as equals alongside their hearing peers. (*www.avuk.org*)
- *The Brain Tumour Charity* is at the forefront of the fight to defeat brain tumours, making a difference every day to the lives of people with a brain tumour and their families, by investing in forward-thinking research and specialist support services and passionately lobbying for urgent change. (*www.thebraintumourcharity.org*)
- *Breast Cancer Now* is a UK charity providing world-class research and life-changing care for people affected by breast cancer. (*www.breastcancernow.org*)
- *Butterfly Thyroid Cancer Trust* is the first national supporter of patients with thyroid cancer. By liaising with the medical profession they aim to promote a wider knowledge of the disease, to assist the improvement of the patient's experience with thyroid cancer. (*www.butterfly.org.uk*)
- *Child Bereavement UK* helps children, parents and families to rebuild their lives when a child grieves or when a child dies. They support children and young people up to the age of 25 who are facing bereavement, and anyone affected by the death of a child of any age. (*www.childbereavement.org.uk*)
- *Cure Leukaemia* is one of the leading centres in the world for the development of new drug and transplant treatments for patients with blood cancers. (*www.cureleukaemia.co.uk*)

- *The David Nott Foundation* was established with the mission to provide the surgeons and medical professionals working in the most hostile environments with the skills and confidence to save more lives. (*www.davidnottfoundation.com*)
- *Downs Syndrome Diamond Foundation* supports other charities that take the lead in delivering early intervention psychological, pedagogical and social services to children with Down syndrome in Russia.
- *The Egmont Trust* works to improve the lives of children and families living with HIV and AIDS in sub-Saharan Africa by supporting local, dedicated organisations driving local, cost-effective solutions. *(www.egmonttrust.org)*
- *The Ella Project* supports two interrelated studies (ELLA01 and ELLA02) aiming to comprehensively characterise the genomic landscape (ELLA01) and the immune landscape (ELLA02) of adenoid cystic carcinoma. This will form a globally unique resource to better understand adenoid cystic carcinoma which is a rare and lethal disease with no effective drug therapies. The results of these studies will enable a new method of classification of adenoid cystic carcinoma and underpin the development of new treatment approaches which are urgently needed in this disease.
- *Fight for Sight* is the UK's largest charity funding pioneering eye research. With programmes at leading universities and hospitals the charity aims to prevent, treat and reverse the sight loss caused by a wide range of different diseases and conditions. (*www.fightforsight.org.uk*)
- *Generating Genius* has been working for 15 years to ensure that talented and able students from disadvantaged backgrounds are positioned to excel in STEM (Science, Technology, Engineering and Maths) careers. (*www.generatinggenius.org.uk*)
- *The ICR* is one of the world's most influential cancer research organisations, with an outstanding record of achievement dating back more than 100 years. Today, the ICR is ranked as the UK's leading academic research centre and leads the world in isolating cancer-related genes and discovering new targeted drugs for personalised cancer treatment. Since 2005 the ICR has discovered 20 cancer drug candidates, progressed 10 drugs into clinic trials and had a pioneering prostate cancer drug approved by NICE for use in the NHS. (*www.icr.ac.uk*)
- *James' Place* wants to make sure that help is available for every man facing a suicidal crisis and support them to find hope for the future. They work with health partners to deliver a service to men whose needs have not been met by traditional services. (*www.jamesplace.org.uk*)
- *JDRF (*formerly known as the Juvenile Diabetes Research Foundation) is a charitable organisation committed to eradicating type 1 diabetes. They fund world-class research to cure, treat and prevent the chronic condition while giving support and a voice to people with type 1 and their families. (*www.jdrf.org.uk*)
- *Lady Garden Foundation* is a national women's health charity, raising awareness and funding for gynaecological health. (*www.ladygardenfoundation.com*)
- *The Listening Place* is a team of volunteers who offer free, confidential and ongoing face-to-face listening, by appointment, to people who feel that life is no longer worth living. (*www.listeningplace.org.uk*)
- *The Louis Dundas Centre for Children's Palliative Care* is a world-class centre of research, teaching and clinical practice in palliative care for children and young people. *(www.gosh.org/louis-dundas-centre)*
- *Macular Society* works to beat the fear and isolation of macular disease with world-class research and the best advice and support (*www.macularsociety.org*)

- *Maggie's* provides free cancer support and information in centres across the UK and online. They are there for anyone with cancer and their family and friends, whatever kind of cancer and whatever stage they are at. *(www.maggiescentres.org)*
- *Marie Curie* helps people living with a terminal illness, and their families, make the most of the time they have together by delivering expert care, emotional support, research and guidance. *(www.mariecurie.org.uk)*
- *New Model Institute for Technology and Engineering* is a new kind of higher education institution and a new way of learning, focused on human-centred engineering. (*www.nmite.ac.uk*)
- *NSPCC* is the leading children's charity in the UK, specialising in child protection and dedicated to protecting children today to prevent abuse tomorrow. *(www.nspcc.org.uk)*
- *Oxford University Brainwaves Programme* is a major response to a growing youth mental health crisis. The programme's mission is to build the evidence base and resources to power new research and ensure schools become more effective environments for developing wellbeing in young people. (*www.brainwaveshub.org*)
- *Place2Be* is a children and young people's mental health charity with almost 30 years' experience working with pupils, families and staff in UK schools. They provide mental health support in schools through one-to-one and group counselling using tried and tested methods backed by research. (*www.place2be.org.uk*)
- *The Royal Marsden Cancer Charity* raises money solely to support The Royal Marsden, a world-leading cancer centre which offers patients world-leading treatment and care, supports life-saving research, invests in state-of-the-art equipment and funds modern patient environments. *(www.royalmarsden.org)*
- *SSAFA* is one of the UK's leading armed forces charities. It provides practical, financial and emotional support to anyone who is currently serving or has served in the Army, Navy or RAF, and their families, and has been running for over 125 years. *(www.ssafa.org.uk)*
- *Supporting Wounded Veterans'* aim is autonomy and independence, employment and meaningful occupation, for wounded, mainly ex Iraq and Afghanistan, campaign veterans, via "skihabilitation", mentoring, a specific pain management programme in partnership with King Edward VII hospital in London, and with support into employment. (*www.supportingwoundedveterans.com*)
- *UCL Childhood Blood Disorders Biobank and Research Platform* comprises samples from patients with confirmed or suspected neuromuscular disorders, which are used to allow researchers to better understand diseases and develop new diagnostic tests and drugs. (*www.ucl.ac.uk*)

As a result of the Foundation's donations to the charities listed above, activities funded by the Foundation to date have included:

- Ground-breaking research programmes that have enabled important discoveries towards finding a cure, treatment for or alleviation of suffering from different forms of cancer, as well as neuro-degenerative diseases such as Alzheimers and rare and inherited eye diseases;
- The provision of a wide range of cutting-edge services aimed at providing care, support and advice for people living with cancer, dementia, HIV and other diseases, both physical and mental;
- The provision of support and therapy, including for young people experiencing abuse, children experiencing bereavement and people at risk of suicide;

- International development interventions, including helping to alleviate poverty and improve the lives of people living with HIV and AIDS in Sub-Saharan Africa and helping women in countries affected by conflict and war.

Grant-making policy

The Foundation has a strong track record of relationship-based grant making and it values its current blend of long-term support for valued grantees, as well as a degree of flexibility with which to explore new opportunities and maintain an entrepreneurial approach. The Foundation's policy is to support excellent charities which are meeting pressing needs within society, particularly those that are related to healthcare systems.

How our activities deliver public benefit

The Foundation's activities benefit the public by providing donations to the charities noted above.

Financial review, Reserves and Risk Management

Financial review

The Foundation has received the following payments from Syncona and paid them as charitable donations:

In respect of year ended:	Received (£)	Date of receipt	Donations paid (£)
31 March 2013	492,829	27 Sep 2013	492,029
31 March 2014	1,593,867	5 Sep 2014	1,592,474
31 March 2015	2,209,638	17 Sep 2015	2,209,000
31 March 2016	2,375,804	15 Sep 2016	2,371,000
31 March 2017	2,375,804	21 Sep 2017	2,385,804
31 March 2018	2,375,804	16 Aug 2018	2,514,070
31 March 2019	2,375,804	20 Sep 2019	2,463,797
31 March 2020	2,632,809	19 Jun 2020	3,070,000
31 March 2021	2,691,553	30 Jun 2021	380,500
31 March 2022	2,428,478	30 June 2022	2,713,197
31 March 2023	4,621,843	28 June 2023	2,190,000
31 March 2024	4,356,122	28 June 2024	4,230,000

The Foundation has also made other charitable donations totalling £160,000 during the year ended 31 March 2024 (£70,000 during the year ended 31 March 2023), as set out in Note 4.

At 31 March 2024, the Foundation had total funds of £4,111,587 (31 March 2023: £4,150,654 as restated).

Reserves policy

The Foundation's policy is to disburse substantially all funds received from Syncona, retaining only sufficient funds to cover the Foundation's running costs (excluding the costs of the administrative support provided by Syncona) which are represented by the Governance costs in note 6. The year-end reserves balance of £4,111,587 represents the receivable Syncona donation for the year ended 31 March 2024. The Trustees are satisfied that the reserves carried forward are considered sufficient to the size and nature of the Foundation.

As at 31 March 2024, all funds held are unrestricted.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024 (continued)

Risk management

The Board of Trustees confirms that it has considered major risks to which the Foundation is exposed and has listed these as follows:

- *Investment risks:* The Foundation is exposed to the effects on Syncona's investment portfolio (the "Portfolio"), as this drives the level of donations paid. This includes the effects of market price risk, foreign currency risk, liquidity risk and interest rate risk. The value of the Portfolio can go down as well as up. This risk is mitigated because it is also a principal risk for Syncona and so there is regular monitoring of the constituents of the Portfolio and the Portfolio's performance by Syncona Investment Management Limited and the Syncona Board.
- *Credit risks:* The Foundation is exposed to the risk that a counterparty may be unable to meet a commitment that it has entered with the Foundation, the only material example of which is under the agreement with Syncona documented in Note 2 to the financial statements. This is mitigated through monitoring of the investment performance noted above, which would impact the ability of Syncona to pay the donation.
- *Operational risks:* The Foundation has no employees and is reliant on the availability and willingness of the Trustees and other personnel to work for the Foundation in order to fulfil its charitable purpose. The Board seeks to mitigate this risk by ongoing communication and sharing of responsibilities, as well as to ensure full Board oversight of donations paid to charities as the main expenditure of the Foundation.

Future developments

The Trustees expect the general level of activity to remain consistent with the year ended 31 March 2024 over the forthcoming year. The level of donations from Syncona for the year ending 31 March 2025 is expected, depending on Syncona's NAV, to be similar to the level of donations in the year ended 31 March 2024 and the overall charitable activities are anticipated to remain unchanged.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024 (continued)

Structure, Governance and Management

Company and Charitable status

The Foundation is limited by guarantee (company registration number 08073905), governed by its memorandum and articles of association. It is a charity registered with the Charity Commission, with charity number 1149202.

Governance

The Board of Trustees is responsible for setting strategies and policies for the Foundation and ensuring that these are implemented.

Management and staffing

The Foundation has no employees. Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

Induction and training

In view of the size of the Foundation, there are currently no formal procedures in place for the induction and training of Trustees. However, existing Trustees will ensure that new Trustees are fully briefed on the activities of the Foundation and Charities Law.

In accordance with the Articles of Association of the Foundation, the other Trustees and Members of the Foundation may appoint Trustees to the board, subject to them being aged over 16 and not being disqualified from trusteeship or directorship. The Trustees have concluded that a fixed process for the approval and appointment of new Trustees is not required given the small size and lack of complexity of the Foundation.

Fundraising activities

The Foundation does not carry out any fundraising activities.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024 (continued)

Board of Trustees

The members of the Board of Trustees perform the role of directors in company law and trustees in charity law. Those who served during the period, and to the date of the signing of this report, were:

Rupert Adams
Thomas Henderson (Chairman)
Nigel Keen
Lucie Kitchener
James Maltin

Statement of the Board of Trustees' responsibilities

The Trustees (who are also directors of the Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the consolidated financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP 2019 (FRS 102);
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2024 (continued)

Events since the end of the year

In relation to the donation received from Syncona on 28 June 2024, £4,192,000 has been paid by way of donations since 31 March 2024.

Otherwise, in the opinion of the Board of Trustees, no event since the balance sheet date significantly affects the Foundation's financial position.

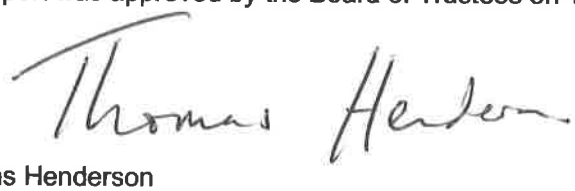
Auditor

Couch Bright King & Co continues as the Foundation's auditor.

Small company exemptions

The report of the Board of Trustees has been prepared taking advantage of the small companies exemption of section 415A of the Companies Act 2006.

This report was approved by the Board of Trustees on 10 December 2024 and signed on its behalf by:



Thomas Henderson

Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION

Report on the audit of the financial statements

Opinion

We have audited the financial statements of The Syncona Foundation (the "charitable company") which comprise:

- the statement of financial activities (Incorporating an income and expenditure account);
- the balance sheet;
- the cash flow statement; and
- the related Notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 of The Syncona Foundation (the "charitable company"):

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2024 and of the charitable company's incoming resources and application of resources, including the charitable company's income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 charitable 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

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Foundation's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Trustees' report, other than the financial statements and our auditor's report thereon. 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 respect of these matters.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report, which includes the strategic report and the directors' report prepared for the purposes of company law for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within the Trustees' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report included within the Trustees' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on page 10, the Trustees (who are also the directors of the charitable company for the purpose of company law) 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 Trustees 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 Trustees are responsible for assessing the charitable 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 Trustees either intend to liquidate the charitable 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

We have;

- Obtained an understanding of the legal and regulatory framework applicable to the Foundation and how the Foundation is complying with that framework;
- Obtained an understanding of the Foundation's policies and procedures on compliance with laws and regulations, including documentation of any instances of non-compliance;
- Identified the laws and regulations that have significance in the context of the Foundation;
- Obtained an understanding of the Foundation's risk assessment process, including the risk of fraud;
- Assessed and evaluated the susceptibility of the Foundation's financial statements to material misstatement, through error and fraud;
- Evaluated the assumptions and judgements used by management within significant accounting estimates and assessed if these indicate evidence of management bias;
- Implemented procedures to enable the identification and testing of unusual or unexpected journal entries;
- Tested significant transactions, in particular the evaluation of the business rationale for any which appear unusual or outside the company's normal course of business;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

- Reviewed the financial statements and tested the disclosures against supporting documentation;

- Communicated relevant matters (including those above) to all members of the audit team to ensure they understood the risks specific to the Foundation and the audit procedures planned to mitigate these.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Couch Bright King & Co

Ms Tarwa Mohammed (Senior Statutory Auditor)
For and on behalf of Couch Bright King & Co
Chartered Accountants & Statutory Auditors
2 Tolherst Court
Turkey Mill Business Park
Ashford Road
Maidstone
Kent ME14 5SF

Date: 17 December 2024

THE SYNCONA FOUNDATION

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT)

For the year ended 31 March 2024

	Note	Year ended 31 March 2024 Restricted Funds £	Year ended 31 March 2024 Unrestricted Funds £	Year ended 31 March 2024 Total Funds £	Year ended 31 March 2023 Total Funds (as restated) £
Income from:					
Donations	2	-	4,406,142	4,406,142	4,670,993
Investment Income	3	-	1,078	1,078	200
Total Income		-	**4,407,220**	**4,407,220**	**4,671,193**
Expenditure on:					
Charitable activities	4, 5	-	4,446,287	4,446,287	2,314,671
Total expenditure		-	**4,446,287**	**4,446,287**	**2,314,671**
Net (expenditure)/Income		-	**(39,067)**	**(39,067)**	**2,356,522**
Reconciliation of funds:					
Total funds brought forward at start of year	15, 17	-	4,150,654	4,150,654	1,794,132
Total funds carried forward at end of year	15, 17	-	**4,111,587**	**4,111,587**	**4,150,654**

The statement of financial activities incorporates an income and expenditure account. All income and expenditure derive from continuing operations.

There were no recognised gains or losses other than those listed above and the net income for the year.

THE SYNCONA FOUNDATION

BALANCE SHEET

As at 31 March 2024

	Note	As at 31 March 2024 Total Funds £	As at 31 March 2023 Total Funds (as restated) £
Fixed Assets			
Investment	9	-	-
Current Assets			
Debtors	10	4,356,468	4,622,161
Cash at bank and in hand		42,519	38,393
Total Current Assets		4,398,987	4,660,554
Creditors: amounts falling due within one year	11	(157,400)	(282,900)
Net Current Assets		4,241,587	4,377,654
Creditors: amounts falling due after more than one year	11	(130,000)	(227,000)
Total Assets less Current Liabilities		**4,111,587**	**4,150,654**
The funds of the charity:			
Restricted income funds		-	-
Unrestricted income funds	15, 17	4,111,587	4,150,654
Total Funds		**4,111,587**	**4,150,654**

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements for The Syncona Foundation (company number 08073905; charity number 1149202) were approved by the board of directors and authorised for issue on 10 December 2024. They were signed on its behalf by:



Thomas Henderson, Trustee

THE SYNCONA FOUNDATION

CASH FLOW STATEMENT

For the year ended 31 March 2024

	Note	2024 £	2023 £
Net cash flows from operating activities	13	**4,126**	**(14,580)**
Net increase/(decrease) in cash and cash equivalents		**4,126**	**(14,580)**
Cash and cash equivalents at beginning of year		38,393	52,973
Cash and cash equivalents at the end of the year		**42,519**	**38,393**

Cash and cash equivalents comprise cash at bank and in hand.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

1. Accounting Policies
A summary of the principal accounting policies is set out below. All of these have been applied consistently throughout the year and the preceding year.

Company and charitable status
The Syncona Foundation, a public benefit entity, is incorporated in England and Wales as a company limited by guarantee not having a share capital. There are currently five Trustees who are also the members of the Company. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity The charity is a registered charity. The registered office is given on page 2.

Basis of accounting
The financial statements have been prepared under the historical cost convention and in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP 2019) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities Act 2011, the Companies Act 2006 and UK Generally Accepted Accounting Practice.

The Foundation constitutes a public benefit entity as defined by FRS 102.

Presentation Currency
The financial statements are presented in sterling which is the functional currency of the charity.

Going concern
The Foundation's charitable activities, together with the factors likely to affect its future development, performance and position are set out in the Trustees' Report. The Trustees' Report also describes the financial position of the Foundation; its cash flows and liquidity position; and the Foundation's objectives, policies and processes for managing its funds.

The Foundation is limited by guarantee and is party to a contract with Syncona in relation to the annual charitable donation received from Syncona GP on behalf of Syncona. This is described further in Note 2. Under this agreement, there are a number of conditions under which the agreement could be terminated, including on six months' written notice. Were this to occur, this would impede the ability of the Foundation to undertake its charitable activities. Notice has not been provided under the terms of this agreement and the Trustees are not aware of any event that has occurred that could result in termination of the agreement such that the Foundation would not continue to receive the annual charitable donation.

The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements and confirm that there are no material uncertainties about the charity's ability to continue as a going concern.

Fund accounting
Unrestricted funds are those which are spent or applied at the discretion of the trustees to further any of the charity's purposes. Restricted income funds are to be spent or applied within a reasonable period from their receipt to further a specific purpose of the charity, which is to further one or more but not all of the charity's purposes. They can only be used in accordance with the donor's wish.

Unrestricted funds are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

1. Accounting Policies (continued)

Income
Income is a transaction or other event which results in an increase in assets or a reduction in liabilities. This is recognised in the Statement of Financial Activities when the Foundation gains control over the rights to an economic benefit that has passed to it, it is probable that the Foundation will receive this income, and the monetary value of that income, the costs incurred for the transaction, and the costs to complete the transaction can be measured reliably.

Such income is only deferred when:

- The donor specifies that the grant or donation must only be used in future accounting periods; or
- The donor has imposed conditions which must be met before the charity has unconditional entitlement.

On receipt, donated professional services are recognised on the basis of the value of the gift to the Foundation which is the amount the Foundation would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

Expenditure
Expenditure is incurred in carrying out the activities of the Foundation resulting in a decrease in the Foundation's assets or an increase in its liabilities. Expenditure is recognised in the Statement of Financial Activities when a present legal or constructive obligation exists at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefits will be required in settlement, and the amount of the obligation can be measured or estimated reliably.

Grants payable are accounted for when the Trustees have accepted a legal or constructive obligation to make the grant.

Costs are allocated to activities within the Statement of Financial Activities as required by the Charities SORP and are allocated directly to the appropriate activity.

Financial Instruments
Financial assets and financial liabilities are recognised when the Foundation becomes a party to the contractual provisions of the instrument. These are classified according to the substance of the contractual arrangements entered into.

The investment by the Foundation in a deferred share in Syncona, is an unlisted equity investment. The deferred share in Syncona is recognised at cost, as the share has no rights to assets or dividends besides its nominal value on the liquidation of Syncona. The investment is assessed for impairment at each balance sheet date.

Debtors and creditors are carried in the Balance Sheet at the consideration expected to be received or paid in their settlement. Their carrying values are considered to be equivalent to their fair values.

Taxation
The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

1. Accounting Policies (continued)

Critical accounting judgements and key sources of estimation uncertainty
In the application of the Foundation's accounting policies, the Trustees are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Trustees do not consider there are any critical judgements or sources of estimation uncertainty requiring disclosure beyond the accounting policies listed above.

Debtors and creditors receivable/payable within one year
Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in expenditure.

Cash at bank and in hand
Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

2. Donation from Syncona

The Foundation is party to an agreement dated 16 April 2020 ("the Syncona Agreement"), which sets out the terms on which Syncona makes an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year, to be shared between the ICR and the Foundation. Until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year was donated to the ICR; the Foundation agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR.

On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution would continue at the aggregate of one-twelfth of 0.35 per cent of Syncona's NAV for each month during the year ending 31 March 2023 and the full amount would be paid to the Foundation. On 13 March 2023 it was confirmed that this arrangement would continue for the year ending 31 March 2024 and on 17 March 2024 it was confirmed that this arrangement would continue for the year ending 31 March 2025. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one-twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

2. Donation from Syncona (continued)

Either party may terminate this agreement on six months' written notice to the other. Either party may terminate this agreement immediately on written notice to the other at any time in the event that:

(a) a change of control of Syncona occurs;
(b) the Foundation ceases to be a charitable organisation;
(c) the other party breaches any material provision of this agreement and such breach either is incapable of remedy or has not been remedied to the reasonable satisfaction of the terminating party within 30 days of the other party receiving notice to do the same from the terminating party;
(d) the other party does (or omits to do) anything which, in the reasonable opinion of the terminating party, is knowingly calculated to, or which may reasonably be expected to, bring the terminating party into disrepute;
(e) the other party has passed any resolution for, or made any filing in respect of, its liquidation, receivership or reorganisation under any insolvency laws or has taken (or there has been taken against it by any third party) any similar action; or
(f) the performance by the first party of any of its obligations under this agreement is or becomes illegal or unlawful under the laws of any relevant jurisdiction.

In addition, the Foundation may terminate the agreement immediately on written notice if Syncona does (or omits to do) anything which, in the reasonable opinion of the Foundation, is knowingly calculated to, or which may reasonably be expected to, be detrimental to the Foundation carrying on its charitable purposes. The agreement is governed by English law.

For the year ending 31 March 2024, as per the above agreement, the Foundation received the following;

(i) A donation of £4,356,122 (31 March 2023: £4,621,843) was received on 28 June 2024.
(ii) Donated services to the value of £50,020 (calculated on an accruals basis) in respect of the provision of administrative support and other support such as evaluation or strategy preparation.

3. Investment Income

Investment income can be analysed as follows:

	2024 £	2023 £
Bank interest received	1,078	200
Total	**1,078**	**200**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

4. Charitable activities

For the year ended 31 March 2024, Syncona agreed to make an aggregate donation to the Foundation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year (the "Annual Charitable Contribution"). On 17 March 2024, it was agreed between Syncona and the Foundation that for any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

The Foundation makes donations to charities in line with the Foundation's objectives. The Trustees have reviewed the Foundation's strategy, with a view to maximising the impact from the grants the Foundation makes, and they anticipate that future potential grantees will be assessed based on the strength of their management, impact, ability to grow, focus on areas of high unmet need and ability to communicate with the Foundation about their work.

An analysis of annual charitable donations is shown below:

Charitable activities:	**2024 Donations to institutions** £	**2024 Donations to individuals** £	**2023 Donations to institutions** £ (as restated)	**2023 Donations to individuals** £ (as restated)
Charitable organisations	4,390,000	-	2,260,000	-
Total	**4,390,000**	-	**2,260,000**	-

Allocation of institutional donations payable	**2024** **£**	**2023** **£** **(as restated)**
Donations to core charities		
- Restricted	-	-
- Unrestricted	4,230,000	2,190,000
Donations to other charities:		
Bowel Research UK	25,000	-
Heritage of London Trust	30,000	
Komunitni Centrum Kampa	-	10,000
Lady Garden Foundation	-	50,000
Macmillan Cancer Support	-	10,000
Music as Therapy	25,000	-
Nurse Lifeline	60,000	-
The Shanty Trust	20,000	-
Total charitable donation for year	**4,390,000**	**2,260,000**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

5. Allocation of Costs by Activity

In accordance with FRS 102, support costs are required to be allocated to the significant activities of the charitable organisation. All governance costs borne by the Foundation are allocated to charitable activities as they are attributable directly to that purpose.

The allocation of these support costs is shown in the table below:

Year ended 31 March 2024	Charitable Activities	Other Expenditure	Total
	£	£	£
Support and Other Costs:			
Governance (see Note 6)	56,287	-	56,287
Total Support and Other Expenditure	**56,287**	**-**	**56,287**
Institutional Donations Payable (see Note 4)	4,390,000	-	4,390,000
Total Expenses	**4,446,287**	**-**	**4,446,287**

Year ended 31 March 2023	Charitable Activities	Other Expenditure	Total
	£	£	£
	(as restated)		(as restated)
Support and Other Costs:			
Governance (see Note 6)	54,671	-	54,671
Total Support and Other Expenditure	**54,671**	**-**	**54,671**
Institutional Donations Payable (see Note 4)	2,260,000	-	2,260,000
Total Expenses	**2,314,671**	**-**	**2,314,671**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

6. Governance costs

An analysis of governance costs is as follows:

	2024 £	2023 £
Statutory Audit fee	5,400	4,600
Insurance costs	722	771
Other professional fees	120	120
Administrative support provided by Syncona (see Note 2)	50,020	49,150
Bank charges	25	30
	56,287	**54,671**

7. Trustees and staff numbers

No member of the Board of Trustees received any emoluments and there were no employees.

8. Taxation on profit on ordinary activities

The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. No tax charges have arisen in the Foundation.

9. Investment

On 28 September 2012, the sole subscriber share issued by Syncona on incorporation was re-designated (by special resolution of the founder Shareholder dated 28 September 2012) as a Deferred Share and transferred to the Foundation. The Foundation holds this share at nil value. This non-participating non-redeemable Deferred Share has no other rights to assets or dividends, except to payment of £1 on the liquidation of Syncona and carries a right to vote only if there are no other classes of voting share of Syncona in issue.

10. Debtors

	2024 £	2023 £ (as restated)
Due within one year		
Receivable from Syncona GP (see Note 2)	4,356,122	4,621,843
Other debtors	-	-
Prepayments	346	318
	4,356,468	**4,622,161**

As explained in Note 2, the amount receivable from Syncona GP has been received after the year end.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

11. Creditors

	2024 £	2023 £
Due within one year:		
Charity donations payable (see Note 12)	152,000	277,500
Trade and other creditors		-
Statutory Audit fee	5,400	5,400
	157,400	**282,900**
Due after more than one year:		
Charity donations payable (see Note 12)	130,000	227,000
	130,000	**227,000**

12. Funding commitments

At 31 March 2024, the Foundation had committed to make the following donations, which are considered a liability:

	2024 £	2023 £
Due within one year:		
Generating Genius	-	100,500
Heritage of London Trust	30,000	30,000
Lady Garden Foundation	-	50,000
Matt Hampson Foundation	30,000	30,000
Royal Marsden Cancer Charity	50,000	50,000
Business Beats Cancer Guernsey	17,000	17,000
Nurse Lifeline	15,000	-
The Shanty Trust	10,000	-
	152,000	**277,500**
Due after more than one year		
Heritage of London Trust	-	30,000
Matt Hampson Foundation	-	30,000
Royal Marsden Cancer Charity	100,000	150,000
Business Beats Cancer Guernsey	-	17,000
Nurse Lifeline	30,000	-
	130,000	**227,000**

These payments are included in the Creditors balances above.

At the end of the current and preceding year there were no other funding or capital commitments, contingent liabilities or other financial commitments for which full provision has not been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

13. Reconciliation of net movement in funds to net cashflow from operating activities

	2024 £	2023 £ (as restated)
Net (expenditure)/income for the year	(39,067)	2,356,522
Net income/(expenditure) before movement in working capital	(39,067)	2,356,522
Decrease/(increase) in debtors	265,693	(2,193,282)
Decrease in creditors	(222,500)	(177,820)
Net cash flows from operating activities	**4,126**	**(14,580)**

14. Related parties

The Trustees have not received any remuneration and no travel or meeting expenses were reimbursed to trustees during the year (31 March 2023: £nil).

15. Analysis of charitable funds

Year ended 31 March 2024

Analysis of Fund movements	Fund brought forward at 1 April 2023 £ (as restated)	Income £	Expenditure (including taxation) £	Fund carried forward at 31 March 2024 £
(a) Restricted Funds	-	-	-	-
(b) Unrestricted Funds	4,150,654	4,407,220	(4,446,287)	4,111,587
	4,150,654	**4,407,220**	**(4,446,287)**	**4,111,587**

Year ended 31 March 2023

Analysis of Fund movements	Fund brought forward at 1 April 2022 £	Income £	Expenditure (including taxation) £ (as restated)	Fund carried forward at 31 March 2023 £ (as restated)
(a) Restricted Funds	-	-	-	-
(b) Unrestricted Funds	1,794,132	4,671,193	(2,314,671)	4,150,654
	1,794,132	**4,671,493**	**(2,314,671)**	**4,150,654**

All the Foundation's funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

16. Allocation of Net Assets between funds

All net assets as at 31 March 2024 are unrestricted.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2024

17. Prior Year Adjustment

During 2024, the Foundation identified that multi-year grant commitments had been incorrectly disclosed and accounted for due to errors in applying the accounting policies of the Charity SORP 2019. As a consequence, the charitable donations payable have been understated and debtors have been overstated in its financial statements since year ended 31 March 2019 . The errors have been corrected by restating each of the affected financial statement line items for prior periods. The following tables summarise the impacts on the Foundation's financial statements.

Statement of Financial Activities (incorporating an Income and Expenditure Account)
For the year ended 31 March 2024

	2023 As previously Reported £	Adjustment £	2023 As restated £
Expenditure on:			
Charitable activities			
Total donations payable	2,487,500	(227,500)	2,260,000
Governance costs	54,671	-	54,671
Total expenditure	**2,542,1717**	**(227,500)**	**2,314,671**
Net income	**2,129,022**	**227,500**	**2,356,522**
Reconciliation of funds:			
Total funds brought forward at start of year	2,248,632	(454,500)	1,794,132
Total funds carried forward at end of year	**4,377,654**	**(227,000)**	**4,150,654**

Balance Sheet
As at 31 March 2024

Total Current Assets:	4,887,554	(227,000)	4,660,554
Creditors: amounts falling due within one year	(282,900)	-	(282,900)
Net Current Assets	**4,604,654**	**(227,000)**	**4,377,654**
Creditors: amounts falling due after more than one year	(227,000)	-	(227,000)
Total Assets less Current Liabilities	**4,377,654**	**(227,000)**	**4,150,654**
The funds of the charity:			
Total funds	**4,377,654**	**(227,000)**	**4,150,654**

THE SYNCONA FOUNDATION

England & Wales - Charity number 1149202

Accounts

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2023

Company number: 08073905 (England and Wales)

Limited by Guarantee

Charity number: 1149202

THE SYNCONA FOUNDATION

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Company Information

Board of Trustees:	Thomas Henderson (Chairman) Rupert Adams Nigel Keen Lucie Kitchener James Maltin
Company number:	08073905 (England & Wales)
Charity registration number:	1149202
Registered Office:	2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Auditor:	Couch Bright King & Co 2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Bankers:	Weatherbys Private Bank 22 Sackville Street London W1S 3DN

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2023

The Trustees, who are also the directors of the charitable company, present their report and the audited financial statements of the charity for the year ended 31 March 2023. The Trustees have adopted the provisions of the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities" in preparing the annual report and financial statements of the charity.

The financial statements have been prepared in accordance with the accounting policies set out in notes to the accounts on pages 19 to 21 and comply with the charity's governing document, the Charities Act 2011 and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland published in October 2019.

Our Purposes and Activities

The Syncona Foundation (the "Foundation") was incorporated in England and Wales on 17 May 2012 as a private company limited by guarantee. The Foundation was registered as a charity on 3 October 2012.

The charitable objects of the Foundation are to:

"(a) support the prevention, treatment, cure and ultimately the eradication of cancer in all of its forms and any allied diseases;

(b) promote and assist:
  (i) the study of and research into the nature, causes, diagnosis and pathology of cancer and any allied diseases;
  (ii) the development and provision of all forms of preventive, curative, management and palliative treatment of cancer and any allied diseases;
  (iii) education and training in subjects relevant to the study of cancer and any allied diseases;

(c) co-operate with, and to promote and assist the work of, The Institute of Cancer Research ("the ICR") and, or alternatively, such other charitable organisations whose objects include any of those specified in (a) and (b) above as the Foundation may determine in addition to or in substitution for the ICR; and

(d) promote and assist such other charitable objects and charitable organisations as the Foundation may from time to time consider desirable."

In shaping our objectives for the year and planning our activities, the Trustees have considered the Charity Commission's guidance on public benefit.

Syncona Limited ("Syncona") is a registered closed-ended collective investment scheme incorporated as a non-cellular company limited by shares under the laws of Guernsey with registered number 55514. Syncona's shares were admitted to trading on the main market of the London Stock Exchange on 26 October 2012 ("Admission"). On 16 April 2020, the Foundation signed an amended and restated agreement with Syncona ("Syncona Agreement"). Under this agreement:

(i) Syncona agreed to make an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's Net Asset Value ("NAV") for each month during the year (the "Annual Charitable Contribution"), for each financial year beginning from the year ending 31 March 2020, to be shared between the ICR and the Foundation as described in (ii) and (iii) below;

(ii) until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year will be donated to the ICR;

(iii) the Foundation has agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR;

(iv) for any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year;

(v) in each year Syncona intends to indicate to the Foundation whether it intends to continue this arrangement for at least three financial years. and

(vi) either party may terminate the agreement on six months' written notice to the other.

On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution would continue at 0.35 per cent of Syncona's NAV for the year ending 31 March 2023 and the full amount would be paid to the Foundation. On 13 March 2023, it was confirmed that this arrangement would continue for the year ending 31 March 2024. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

The Foundation continues to make donations to charities in line with its objectives.

The list of core charities to which donations were paid during the year ended 31 March 2023, or to which donations have been made since 31 March 2023 in respect of the year ended 31 March 2023, is:

- *Alzheimer's Research UK* is the UK's leading dementia research charity, dedicated to causes, diagnosis, prevention, treatment and cure. (*www.alzheimersresearchuk.org*)
- *The Alzheimer's Society* is the UK's leading dementia charity. They campaign for change, fund research to find a cure and support people living with dementia today. *(www.alzheimers.org.uk)*
- *Auditory Verbal UK* is the leading provider of auditory verbal therapy in the UK. The charity wants all deaf babies and children to have the opportunity to listen and speak as equals alongside their hearing peers. (*www.avuk.org*)
- *Bowel Cancer UK* is the UK's leading bowel cancer charity determined to save lives and improve the quality of life of everyone affected by bowel cancer. *(www.bowelcanceruk.org.uk)*
- *The Brain Tumour Charity* is at the forefront of the fight to defeat brain tumours, making a difference every day to the lives of people with a brain tumour and their families, by investing in forward-thinking research and specialist support services and passionately lobbying for urgent change. (*www.thebraintumourcharity.org*)
- *Butterfly Thyroid Cancer Trust* is the first national supporter of patients with thyroid cancer. By liaising with the medical profession they aim to promote a wider knowledge of the disease, to assist the improvement of the patient's experience with thyroid cancer. (*www.butterfly.org.uk*)
- *Cancer Research UK* is the world's largest cancer charity dedicated to saving lives through research and whose vision is to bring forward the day when all cancers are cured, from the most common types to those that affect just a few people. (*www.cancerresearchuk.org*)
- *Child Bereavement UK* helps children, parents and families to rebuild their lives when a child grieves or when a child dies. They support children and young people up to the age of 25 who are facing bereavement, and anyone affected by the death of a child of any age. (*www.childbereavement.org.uk*)
- *Cure Leukaemia* is one of the leading centres in the world for the development of new drug and transplant treatments for patients with blood cancers. (*www.cureleukaemia.co.uk*)

- *The David Nott Foundation* was established with the mission to provide the surgeons and medical professionals working in the most hostile environments with the skills and confidence to save more lives. (*www.davidnottfoundation.com*)
- *Downs Syndrome Diamond Foundation* supports other charities that take the lead in delivering early intervention psychological, pedagogical and social services to children with Down syndrome in Russia.
- *The Egmont Trust* works to improve the lives of children and families living with HIV and AIDS in sub-Saharan Africa by supporting local, dedicated organisations driving local, cost-effective solutions. *(www.egmonttrust.org)*
- *The Ella Project* supports two interrelated studies (ELLA01 and ELLA02) aiming to comprehensively characterise the genomic landscape (ELLA01) and the immune landscape (ELLA02) of adenoid cystic carcinoma. This will form a globally unique resource to better understand adenoid cystic carcinoma which is a rare and lethal disease with no effective drug therapies. The results of these studies will enable a new method of classification of adenoid cystic carcinoma and underpin the development of new treatment approaches which are urgently needed in this disease.
- *Fight for Sight* is the UK's largest charity funding pioneering eye research. With programmes at leading universities and hospitals the charity aims to prevent, treat and reverse the sight loss caused by a wide range of different diseases and conditions. (*www.fightforsight.org.uk*)
- *Generating Genius* has been working for 15 years to ensure that talented and able students from disadvantaged backgrounds are positioned to excel in STEM (Science, Technology, Engineering and Maths) careers. (www.*generatinggenius.org.uk*)
- *The ICR* is one of the world's most influential cancer research organisations, with an outstanding record of achievement dating back more than 100 years. Today, the ICR is ranked as the UK's leading academic research centre and leads the world in isolating cancer-related genes and discovering new targeted drugs for personalised cancer treatment. Since 2005 the ICR has discovered 20 cancer drug candidates, progressed 10 drugs into clinic trials and had a pioneering prostate cancer drug approved by NICE for use in the NHS. (*www.icr.ac.uk*)
- *James' Place* wants to make sure that help is available for every man facing a suicidal crisis and support them to find hope for the future. They work with health partners to deliver a service to men whose needs have not been met by traditional services. (*www.jamesplace.org.uk*)
- *JDRF (*formerly known as the Juvenile Diabetes Research Foundation) is a charitable organisation committed to eradicating type 1 diabetes. They fund world-class research to cure, treat and prevent the chronic condition while giving support and a voice to people with type 1 and their families. (*www.jdrf.org.uk*)
- *The Listening Place* is a team of volunteers who offer free, confidential and ongoing face-to-face listening, by appointment, to people who feel that life is no longer worth living. (*www.listeningplace.org.uk*)
- *The Louis Dundas Centre for Children's Palliative Care* is a world-class centre of research, teaching and clinical practice in palliative care for children and young people. *(www.gosh.org/louis-dundas-centre)*
- *Macular Society* works to beat the fear and isolation of macular disease with world-class research and the best advice and support (*www.macularsociety.org*)
- *Maggie's* provides free cancer support and information in centres across the UK and online. They are there for anyone with cancer and their family and friends, whatever kind of cancer and whatever stage they are at. *(www.maggiescentres.org)*

- *Marie Curie* helps people living with a terminal illness, and their families, make the most of the time they have together by delivering expert care, emotional support, research and guidance. *(www.mariecurie.org.uk)*
- *NSPCC* is the leading children's charity in the UK, specialising in child protection and dedicated to protecting children today to prevent abuse tomorrow. *(www.nspcc.org.uk)*
- *Oxford University Brainwaves Programme* is a major response to a growing youth mental health crisis. The programme's mission is to build the evidence base and resources to power new research and ensure schools become more effective environments for developing wellbeing in young people. (*www.brainwaveshub.org*)
- *Place2Be* is a children and young people's mental health charity with almost 30 years' experience working with pupils, families and staff in UK schools. They provide mental health support in schools through one-to-one and group counselling using tried and tested methods backed by research. (*www.place2be.org.uk*)
- *The Royal Marsden Cancer Charity* raises money solely to support The Royal Marsden, a world-leading cancer centre which offers patients world-leading treatment and care, supports life-saving research, invests in state-of-the-art equipment and funds modern patient environments. *(www.royalmarsden.org)*
- *SSAFA* is one of the UK's leading armed forces charities. It provides practical, financial and emotional support to anyone who is currently serving or has served in the Army, Navy or RAF, and their families, and has been running for over 125 years. *(www.ssafa.org.uk)*
- *Supporting Wounded Veterans'* aim is autonomy and independence, employment and meaningful occupation, for wounded, mainly ex Iraq and Afghanistan, campaign veterans, via "skihabilitation", mentoring, a specific pain management programme in partnership with King Edward VII hospital in London, and with support into employment. (*www.supportingwoundedveterans.com*)
- *Women for Women International* helps women in countries affected by conflict and war to move from crisis and poverty to stability and economic self-sufficiency. Since 1993, it has supported more than 450,000 women across eight countries to earn and save money, improve health and well-being, influence decisions in their home and community, and connect to networks for support. (*www.womenforwomen.org.uk*)

As a result of the Foundation's donations to the charities listed above, activities funded by the Foundation to date have included:

- Ground-breaking research programmes that have enabled important discoveries towards finding a cure, treatment for or alleviation of suffering from different forms of cancer, as well as neuro-degenerative diseases such as Alzheimers and rare and inherited eye diseases;
- The provision of a wide range of cutting-edge services aimed at providing care, support and advice for people living with cancer, dementia, HIV and other diseases, both physical and mental;
- The provision of support and therapy, including for young people experiencing abuse, children experiencing bereavement and people at risk of suicide;
- International development interventions, including helping to alleviate poverty and improve the lives of people living with HIV and AIDS in Sub-Saharan Africa and helping women in countries affected by conflict and war.

Grant-making policy

The Foundation has a strong track record of relationship-based grant making and it values its current blend of long-term support for valued grantees, as well as a degree of flexibility with which to explore new opportunities and maintain an entrepreneurial approach. The Foundation's policy is to support excellent charities which are meeting pressing needs within society, particularly those that are related to healthcare systems.

How our activities deliver public benefit

The Foundation's activities benefit the public by providing donations to the charities noted above.

Financial review, Reserves and Risk Management

Financial review

The Foundation has received the following payments from Syncona and paid them as charitable donations:

In respect of year ended:	Received (£)	Date of receipt	Donations paid (£)
31 March 2013	492,829	27 Sep 2013	492,029
31 March 2014	1,593,867	5 Sep 2014	1,592,474
31 March 2015	2,209,638	17 Sep 2015	2,209,000
31 March 2016	2,375,804	15 Sep 2016	2,371,000
31 March 2017	2,375,804	21 Sep 2017	2,385,804
31 March 2018	2,375,804	16 Aug 2018	2,514,070
31 March 2019	2,375,804	20 Sep 2019	2,563,797
31 March 2020	2,632,809	19 Jun 2020	2,870,000
31 March 2021	2,691,553	30 Jun 2021	279,500
31 March 2022	2,428,478	30 June 2022	2,613,697
31 March 2023	4,621,843	28 June 2023	2,340,500

The Foundation has also made other charitable donations totalling £147,000 during the year ended 31 March 2023 (£202,000 during the year ended 31 March 2022), as set out in Note 4.

At 31 March 2023, the Foundation had total funds of £4,377,334 (31 March 2022: £2,248,632).

Reserves policy

The Foundation's policy is to disburse substantially all funds received from Syncona, retaining only sufficient funds to cover the Foundation's running costs (excluding the costs of the administrative support provided by Syncona) which are represented by the Governance costs in note 6. The year-end reserves balance of £4,377,334 represents the receivable Syncona donation for the year ended 31 March 2023. The Trustees are satisfied that the reserves carried forward are considered sufficient to the size and nature of the Foundation.

As at 31 March 2023, all funds held are unrestricted.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

Risk management

The Board of Trustees confirms that it has considered major risks to which the Foundation is exposed and has listed these as follows:

- *Investment risks:* The Foundation is exposed to the effects on Syncona's investment portfolio (the "Portfolio"), as this drives the level of donations paid. This includes the effects of market price risk, foreign currency risk, liquidity risk and interest rate risk. The value of the Portfolio can go down as well as up. This risk is mitigated because it is also a principal risk for Syncona and so there is regular monitoring of the constituents of the Portfolio and the Portfolio's performance by Syncona Investment Management Limited and the Syncona Board.
- *Credit risks:* The Foundation is exposed to the risk that a counterparty may be unable to meet a commitment that it has entered with the Foundation, the only material example of which is under the agreement with Syncona documented in Note 2 to the financial statements. This is mitigated through monitoring of the investment performance noted above, which would impact the ability of Syncona to pay the donation.
- *Operational risks:* The Foundation has no employees and is reliant on the availability and willingness of the Trustees and other personnel to work for the Foundation in order to fulfil its charitable purpose. The Board seeks to mitigate this risk by ongoing communication and sharing of responsibilities, as well as to ensure full Board oversight of donations paid to charities as the main expenditure of the Foundation.

Future developments

The Trustees expect the general level of activity to remain consistent with the year ended 31 March 2023 over the forthcoming year. The level of donations from Syncona for the year ending 31 March 2024 is expected, depending on Syncona's NAV, to be similar to the level of donations in the year ended 31 March 2023 and the overall charitable activities are anticipated to remain unchanged.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

Structure, Governance and Management

Company and Charitable status

The Foundation is limited by guarantee (company registration number 08073905), governed by its memorandum and articles of association. It is a charity registered with the Charity Commission, with charity number 1149202.

Governance

The Board of Trustees is responsible for setting strategies and policies for the Foundation and ensuring that these are implemented.

Management and staffing

The Foundation has no employees. Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

Induction and training

In view of the size of the Foundation, there are currently no formal procedures in place for the induction and training of Trustees. However, existing Trustees will ensure that new Trustees are fully briefed on the activities of the Foundation and Charities Law.

In accordance with the Articles of Association of the Foundation, the other Trustees and Members of the Foundation may appoint Trustees to the board, subject to them being aged over 16 and not being disqualified from trusteeship or directorship. The Trustees have concluded that a fixed process for the approval and appointment of new Trustees is not required given the small size and lack of complexity of the Foundation.

Fundraising activities

The Foundation does not carry out any fundraising activities.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

Board of Trustees

The members of the Board of Trustees perform the role of directors in company law and trustees in charity law. Those who served during the period, and to the date of the signing of this report, were:

Rupert Adams
Thomas Henderson (Chairman)
Nigel Keen
Lucie Kitchener
James Maltin

Statement of the Board of Trustees' responsibilities

The Trustees (who are also directors of the Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the consolidated financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP 2019 (FRS 102);
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2023 (continued)

Events since the end of the year

In relation to the donation received from Syncona on 28 June 2023, £4,517,500 has been paid by way of donations since 31 March 2023.

Otherwise, in the opinion of the Board of Trustees, no event since the balance sheet date significantly affects the Foundation's financial position.

Auditor

Couch Bright King & Co continues as the Foundation's auditor.

Small company exemptions

The report of the Board of Trustees has been prepared taking advantage of the small companies exemption of section 415A of the Companies Act 2006.

This report was approved by the Board of Trustees on 11 December 2023 and signed on its behalf by:



Thomas Henderson

Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION

Report on the audit of the financial statements

Opinion

We have audited the financial statements of The Syncona Foundation (the "charitable company") which comprise:

- the statement of financial activities (Incorporating an income and expenditure account);
- the balance sheet;
- the cash flow statement; and
- the related Notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 of The Syncona Foundation (the "charitable company"):

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2023 and of the charitable company's incoming resources and application of resources, including the charitable company's income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 charitable 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

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Foundation's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Trustees' report, other than the financial statements and our auditor's report thereon. 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 respect of these matters.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report, which includes the strategic report and the directors' report prepared for the purposes of company law for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within the Trustees' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report included within the Trustees' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on page 10, the Trustees (who are also the directors of the charitable company for the purpose of company law) 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 Trustees 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 Trustees are responsible for assessing the charitable 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 Trustees either intend to liquidate the charitable 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

We have;

- Obtained an understanding of the legal and regulatory framework applicable to the Foundation and how the Foundation is complying with that framework;
- Obtained an understanding of the Foundation's policies and procedures on compliance with laws and regulations, including documentation of any instances of non-compliance;
- Identified the laws and regulations that have significance in the context of the Foundation;
- Obtained an understanding of the Foundation's risk assessment process, including the risk of fraud;
- Assessed and evaluated the susceptibility of the Foundation's financial statements to material misstatement, through error and fraud;
- Evaluated the assumptions and judgements used by management within significant accounting estimates and assessed if these indicate evidence of management bias;
- Implemented procedures to enable the identification and testing of unusual or unexpected journal entries;
- Tested significant transactions, in particular the evaluation of the business rationale for any which appear unusual or outside the company's normal course of business;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

- Reviewed the financial statements and tested the disclosures against supporting documentation;
- Communicated relevant matters (including those above) to all members of the audit team to ensure they understood the risks specific to the Foundation and the audit procedures planned to mitigate these.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Shepherd (Senior Statutory Auditor)
For and on behalf of Couch Bright King & Co
Chartered Accountants & Statutory Auditors
2 Tolherst Court
Turkey Mill Business Park
Ashford Road
Maidstone
Kent ME14 5SF

Date: 11th December 2023

THE SYNCONA FOUNDATION

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT)

For the year ended 31 March 2023

	Note	Year ended 31 March 2023 Restricted Funds	Year ended 31 March 2023 Unrestricted Funds	Year ended 31 March 2023 Total Funds	Year ended 31 March 2022 Total Funds
		£	£	£	£
Income from:					
Donations	2	-	4,670,993	4,670,993	2,490,138
Investment Income	3	-	200	200	-
Total Income		-	**4,671,193**	**4,671,193**	**2,490,138**
Expenditure on:					
Charitable activities	4, 5	-	2,542,171	2,542,171	2,883,258
Total expenditure		-	**2,542,171**	**2,542,171**	**2,883,258**
Net income/(expenditure)		-	**2,129,022**	**2,129,022**	**(393,120)**
Reconciliation of funds:					
Total funds brought forward at start of year	15	-	2,248,632	2,248,632	2,641,752
Total funds carried forward at end of year	15	-	**4,377,654**	**4,377,654**	**2,248,632**

The statement of financial activities incorporates an income and expenditure account. All income and expenditure derive from continuing operations.

There were no recognised gains or losses other than those listed above and the net income for the year.

THE SYNCONA FOUNDATION

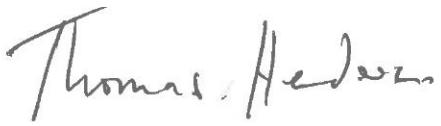
BALANCE SHEET

As at 31 March 2023

	Note	As at 31 March 2023 Total Funds £	As at 31 March 2022 Total Funds £
Fixed Assets			
Investment	9	-	-
Current Assets			
Debtors	10	4,849,161	2,883,379
Cash at bank and in hand		38,393	52,973
Total current assets		4,887,554	2,936,352
Creditors: amounts falling due within one year	11	(282,900)	(233,220)
Net Current Assets		4,604,654	2,703,132
Creditors: amounts falling due after more than one year	11	(227,000)	(454,500)
Total Assets less Current Liabilities		**4,377,654**	**2,248,632**
The funds of the charity:			
Restricted income funds		-	-
Unrestricted income funds		4,377,654	2,248,632
Total Funds		**4,377,654**	**2,248,632**

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements for The Syncona Foundation (company number 08073905; charity number 1149202) were approved by the board of directors and authorised for issue on 11 December 2023. They were signed on its behalf by:



Thomas Henderson, Trustee

THE SYNCONA FOUNDATION

CASH FLOW STATEMENT

For the year ended 31 March 2023

	Note	2023 £	2022 £
Net cash flows from operating activities	13	**(14,580)**	**(103,051)**
Net decrease in cash and cash equivalents		**(14,580)**	**(103,051)**
Cash and cash equivalents at beginning of year		52,973	156,024
Cash and cash equivalents at the end of the year		**38,393**	**52,973**

Cash and cash equivalents comprise cash at bank and in hand.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

1. Accounting Policies
A summary of the principal accounting policies is set out below. All of these have been applied consistently throughout the year and the preceding year.

Company and charitable status
The Syncona Foundation, a public benefit entity, is incorporated in England and Wales as a company limited by guarantee not having a share capital. There are currently five Trustees who are also the members of the Company. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity. The charity is a registered charity. The registered office is given on page 2.

Basis of accounting
The financial statements have been prepared under the historical cost convention and in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP 2019) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities Act 2011, the Companies Act 2006 and UK Generally Accepted Accounting Practice.

The Foundation constitutes a public benefit entity as defined by FRS 102.

Presentation Currency
The financial statements are presented in sterling which is the functional currency of the charity.

Going concern
The Foundation's charitable activities, together with the factors likely to affect its future development, performance and position are set out in the Trustees' Report. The Trustees' Report also describes the financial position of the Foundation; its cash flows and liquidity position; and the Foundation's objectives, policies and processes for managing its funds.

The Foundation is limited by guarantee and is party to a contract with Syncona in relation to the annual charitable donation received from Syncona GP on behalf of Syncona. This is described further in Note 2. Under this agreement, there are a number of conditions under which the agreement could be terminated, including on six months' written notice. Were this to occur, this would impede the ability of the Foundation to undertake its charitable activities. Notice has not been provided under the terms of this agreement and the Trustees are not aware of any event that has occurred that could result in termination of the agreement such that the Foundation would not continue to receive the annual charitable donation.

The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements and confirm that there are no material uncertainties about the charity's ability to continue as a going concern.

Fund accounting
Unrestricted funds are those which are spent or applied at the discretion of the trustees to further any of the charity's purposes. Restricted income funds are to be spent or applied within a reasonable period from their receipt to further a specific purpose of the charity, which is to further one or more but not all of the charity's purposes. They can only be used in accordance with the donor's wish.

Unrestricted funds are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

1. Accounting Policies (continued)

Income
Income is a transaction or other event which results in an increase in assets or a reduction in liabilities. This is recognised in the Statement of Financial Activities when the Foundation gains control over the rights to an economic benefit that has passed to it, it is probable that the Foundation will receive this income, and the monetary value of that income, the costs incurred for the transaction, and the costs to complete the transaction can be measured reliably.

Such income is only deferred when:

- The donor specifies that the grant or donation must only be used in future accounting periods; or
- The donor has imposed conditions which must be met before the charity has unconditional entitlement.

On receipt, donated professional services are recognised on the basis of the value of the gift to the Foundation which is the amount the Foundation would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

Expenditure
Expenditure is incurred in carrying out the activities of the Foundation resulting in a decrease in the Foundation's assets or an increase in its liabilities. Expenditure is recognised in the Statement of Financial Activities when a present legal or constructive obligation exists at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefits will be required in settlement, and the amount of the obligation can be measured or estimated reliably.

Grants payable are accounted for when the Trustees have accepted a legal or constructive obligation to make the grant.

Costs are allocated to activities within the Statement of Financial Activities as required by the Charities SORP and are allocated directly to the appropriate activity.

Financial Instruments
Financial assets and financial liabilities are recognised when the Foundation becomes a party to the contractual provisions of the instrument. These are classified according to the substance of the contractual arrangements entered into.

The investment by the Foundation in a deferred share in Syncona, is an unlisted equity investment. The deferred share in Syncona is recognised at cost, as the share has no rights to assets or dividends besides its nominal value on the liquidation of Syncona. The investment is assessed for impairment at each balance sheet date.

Debtors and creditors are carried in the Balance Sheet at the consideration expected to be received or paid in their settlement. Their carrying values are considered to be equivalent to their fair values.

Taxation
The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

1. Accounting Policies (continued)

Critical accounting judgements and key sources of estimation uncertainty
In the application of the Foundation's accounting policies, the Trustees are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Trustees do not consider there are any critical judgements or sources of estimation uncertainty requiring disclosure beyond the accounting policies listed above.

Debtors and creditors receivable/payable within one year
Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in expenditure.

Cash at bank and in hand
Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

2. Donation from Syncona

The Foundation is party to an agreement dated 16 April 2020 ("the Syncona Agreement"), which sets out the terms on which Syncona makes an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year, to be shared between the ICR and the Foundation. Until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year was donated to the ICR; the Foundation agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR.

On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution would continue at the aggregate of one-twelfth of 0.35 per cent of Syncona's NAV for each month during the year ending 31 March 2023 and the full amount would be paid to the Foundation. On 13 March 2023, it was confirmed that this arrangement would continue for the year ending 31 March 2024. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one-twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

2. Donation from Syncona (continued)

Either party may terminate this agreement on six months' written notice to the other. Either party may terminate this agreement immediately on written notice to the other at any time in the event that:

(a) a change of control of Syncona occurs;
(b) the Foundation ceases to be a charitable organisation;
(c) the other party breaches any material provision of this agreement and such breach either is incapable of remedy or has not been remedied to the reasonable satisfaction of the terminating party within 30 days of the other party receiving notice to do the same from the terminating party;
(d) the other party does (or omits to do) anything which, in the reasonable opinion of the terminating party, is knowingly calculated to, or which may reasonably be expected to, bring the terminating party into disrepute;
(e) the other party has passed any resolution for, or made any filing in respect of, its liquidation, receivership or reorganisation under any insolvency laws or has taken (or there has been taken against it by any third party) any similar action; or
(f) the performance by the first party of any of its obligations under this agreement is or becomes illegal or unlawful under the laws of any relevant jurisdiction.

In addition, the Foundation may terminate the agreement immediately on written notice if Syncona does (or omits to do) anything which, in the reasonable opinion of the Foundation, is knowingly calculated to, or which may reasonably be expected to, be detrimental to the Foundation carrying on its charitable purposes. The agreement is governed by English law.

For the year ending 31 March 2023, as per the above agreement, the Foundation received the following;

(i) A donation of £4,621,843 (31 March 2022: £2,428,478) was received on 28 June 2023.
(ii) Donated services to the value of £49,150 (calculated on an accruals basis) in respect of the provision of administrative support and other support such as evaluation or strategy preparation.

3. Investment Income

Investment income can be analysed as follows:

	2023 £	2022 £
Bank interest received	200	-
Total	**200**	-

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

4. Charitable activities

For the year ended 31 March 2023, Syncona agreed to make an aggregate donation to the Foundation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year (the "Annual Charitable Contribution"). On 13 March 2023, it was agreed between Syncona and the Foundation that for any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

The Foundation makes donations to charities in line with the Foundation's objectives. The Trustees have reviewed the Foundation's strategy, with a view to maximising the impact from the grants the Foundation makes, and they anticipate that future potential grantees will be assessed based on the strength of their management, impact, ability to grow, focus on areas of high unmet need and ability to communicate with the Foundation about their work.

An analysis of annual charitable donations is shown below:

Charitable activities:	**2023 Donations to institutions** £	**2023 Donations to individuals** £	**2022 Donations to institutions** £	**2022 Donations to individuals** £
Charitable organisations	2,487,500	-	2,815,697	-
Total	**2,487,500**	**-**	**2,815,697**	**-**

Allocation of institutional donations payable	**2023** **£**	**2022** **£**
Donations to core charities		
- Restricted	-	-
- Unrestricted	2,340,500	2,613,697
Donations to other charities:		
Business Beats Cancer Guernsey	17,000	17,000
Heritage of London Trust	30,000	60,000
Komunitni Centrum Kampa	10,000	-
Lady Garden Foundation	50,000	-
Macmillan Cancer Support	10,000	-
Matt Hampson Foundation	30,000	60,000
Place2Be	-	60,000
Trinity College, Cambridge	-	5,000
Total charitable donation for year	**2,487,500**	**2,815,697**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

5. Allocation of Costs by Activity

In accordance with FRS 102, support costs are required to be allocated to the significant activities of the charitable organisation. All governance costs borne by the Foundation are allocated to charitable activities as they are attributable directly to that purpose.

The allocation of these support costs is shown in the table below:

Year ended 31 March 2023	Charitable Activities	Other Expenditure	Total
	£	£	£
Support and Other Costs:			
Governance (see Note 6)	54,671	-	54,991
Total Support and Other Expenditure	**54,671**	**-**	**54,991**
Institutional Donations Payable (see Note 4)	2,487,500	-	2,487,500
Total Expenses	**2,542,171**	**-**	**2,542,491**

Year ended 31 March 2022	Charitable Activities	Other Expenditure	Total
	£	£	£
Support and Other Costs:			
Governance (see Note 6)	67,561	-	67,561
Total Support and Other Expenditure	**67,561**	**-**	**67,561**
Institutional Donations Payable (see Note 4)	2,815,697	-	2,815,697
Total Expenses	**2,883,258**	**-**	**2,883,258**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

6. Governance costs

An analysis of governance costs is as follows:

	2023	2022
	£	£
Statutory Audit fee	4,600	4,920
Insurance costs	771	861
Other professional fees	120	120
Administrative support provided by Syncona (see Note 2)	49,150	61,660
Bank charges	30	-
	54,671	**67,561**

7. Trustees and staff numbers

No member of the Board of Trustees received any emoluments and there were no employees.

8. Taxation on profit on ordinary activities

The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. No tax charges have arisen in the Foundation.

9. Investment

On 28 September 2012, the sole subscriber share issued by Syncona on incorporation was re-designated (by special resolution of the founder Shareholder dated 28 September 2012) as a Deferred Share and transferred to the Foundation. The Foundation holds this share at nil value. This non-participating non-redeemable Deferred Share has no other rights to assets or dividends, except to payment of £1 on the liquidation of Syncona and carries a right to vote only if there are no other classes of voting share of Syncona in issue.

10. Debtors

	2023	2022
	£	£
Due within one year		
Receivable from Syncona GP (see Note 2)	4,621,843	2,428,478
Other debtors	227,000	454,500
Prepayments	318	401
	4,849,161	**2,883,379**

As explained in Note 2, the amount receivable from Syncona GP has been received after the year end.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

11. Creditors

	2023 £	2022 £
Due within one year:		
Charity donations payable (see Note 12)	277,500	227,500
Trade and other creditors	-	-
Statutory Audit fee	5,400	5,720
	282,9000	**233,220**
Due after more than one year:		
Charity donations payable (see Note 12)	227,000	454,500
	227,000	**454,500**

12. Funding commitments

At 31 March 2023, the Foundation had committed to make the following donations, which are considered a liability:

	2023 £	2022 £
Due within one year:		
Generating Genius	100,500	100,500
Heritage of London Trust	30,000	30,000
Lady Garden Foundation	50,000	-
Matt Hampson Foundation	30,000	30,000
Royal Marsden Cancer Charity	50,000	50,000
Business Beats Cancer Guernsey	17,000	17,000
	277,500	**227,500**
Due after more than one year		
Generating Genius	-	100,500
Heritage of London Trust	30,000	60,000
Matt Hampson Foundation	30,000	60,000
Royal Marsden Cancer Charity	150,000	200,000
Business Beats Cancer Guernsey	17,000	34,000
	227,000	**454,500**

These payments are included in the Creditors balances above with the corresponding annual charge provisions disclosed in Debtors.

At the end of the current and preceding year there were no other funding or capital commitments, contingent liabilities or other financial commitments for which full provision has not been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2023

13. Reconciliation of net movement in funds to net cashflow from operating activities

	2023 £	2022 £
Net income/(expenditure) for the year	2,129,022	(393,120)
Net income/(expenditure) before movement in working capital	2,129,022	(393,120)
(Increase)/decrease in debtors	(1,965,782)	129,569
(Decrease)/increase in creditors	(177,820)	160,500
Net cash flows from operating activities	**(14,580)**	**(103,051)**

14. Related parties

The Trustees have not received any remuneration and no travel or meeting expenses were reimbursed to trustees during the year (31 March 2022: £nil).

15. Analysis of charitable funds

Year ended 31 March 2023

Analysis of Fund movements	Fund brought forward at 1 April 2022 £	Income £	Expenditure (including taxation) £	Fund carried forward at 31 March 2023 £
(a) Restricted Funds	-	-	-	-
(b) Unrestricted Funds	2,248,632	4,671,193	(2,542,171)	4,377,654
	2,248,632	**4,671,493**	**(2,542,171)**	**4,377,654**

Year ended 31 March 2022

Analysis of Fund movements	Fund brought forward at 1 April 2021 £	Income £	Expenditure (including taxation) £	Fund carried forward at 31 March 2022 £
(a) Restricted Funds	-	-	-	-
(b) Unrestricted Funds	2,641,752	2,490,138	(2,883,258)	2,248,632
	2,641,752	**2,478,478**	**(2,871,598)**	**2,248,632**

All the Foundation's funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

16. Allocation of Net Assets between funds

All net assets as at 31 March 2023 are unrestricted.

THE SYNCONA FOUNDATION

England & Wales - Charity number 1149202

Accounts

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022

Company number: 08073905 (England and Wales)

Limited by Guarantee

Charity number: 1149202

THE SYNCONA FOUNDATION

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THE SYNCONA FOUNDATION

Company Information

Board of Trustees:	Thomas Henderson (Chairman) Rupert Adams Nigel Keen Lucie Kitchener James Maltin
Company number:	08073905 (England & Wales)
Charity registration number:	1149202
Registered Office:	2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Auditor:	Couch Bright King & Co 2 Tolherst Court Turkey Mill Business Park Ashford Road Maidstone Kent ME14 5SF
Bankers:	Weatherbys Private Bank 22 Sackville Street London W1S 3DN

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2022

The Trustees, who are also the directors of the charitable company, present their report and the audited financial statements of the charity for the year ended 31 March 2022. The Trustees have adopted the provisions of the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities" in preparing the annual report and financial statements of the charity.

The financial statements have been prepared in accordance with the accounting policies set out in notes to the accounts on pages 19 to 21 and comply with the charity's governing document, the Charities Act 2011 and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland published in October 2019.

Our Purposes and Activities

The Syncona Foundation (the "Foundation") was incorporated in England and Wales on 17 May 2012 as a private company limited by guarantee. The Foundation was registered as a charity on 3 October 2012.

The charitable objects of the Foundation are to:

"(a) support the prevention, treatment, cure and ultimately the eradication of cancer in all of its forms and any allied diseases;

(b) promote and assist:
  (i) the study of and research into the nature, causes, diagnosis and pathology of cancer and any allied diseases;
  (ii) the development and provision of all forms of preventive, curative, management and palliative treatment of cancer and any allied diseases;
  (iii) education and training in subjects relevant to the study of cancer and any allied diseases;

(c) co-operate with, and to promote and assist the work of, The Institute of Cancer Research ("the ICR") and, or alternatively, such other charitable organisations whose objects include any of those specified in (a) and (b) above as the Foundation may determine in addition to or in substitution for the ICR; and

(d) promote and assist such other charitable objects and charitable organisations as the Foundation may from time to time consider desirable."

In shaping our objectives for the year and planning our activities, the Trustees have considered the Charity Commission's guidance on public benefit.

Syncona Limited ("Syncona") is a registered closed-ended collective investment scheme incorporated as a non-cellular company limited by shares under the laws of Guernsey with registered number 55514. Syncona's shares were admitted to trading on the main market of the London Stock Exchange on 26 October 2012 ("Admission"). On 16 April 2020, the Foundation signed an amended and restated agreement with Syncona ("Syncona Agreement"). Under this agreement:

(i) Syncona agreed to make an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's Net Asset Value ("NAV") for each month during the year (the "Annual Charitable Contribution"), for each financial year beginning from the year ending 31 March 2020, to be shared between the ICR and the Foundation as described in (ii) and (iii) below;

(ii) until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year will be donated to the ICR;

(iii) the Foundation has agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR;

(iv) Syncona and the Foundation currently intend that this arrangement will continue for at least the three financial years ending 31 March 2020, 31 March 2021 and 31 March 2022. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year;

(v) in each year Syncona intends to indicate to the Foundation whether it intends to continue this arrangement for at least three financial years. and
(vi) either party may terminate the agreement on six months' written notice to the other.

On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution will continue at 0.35 per cent of Syncona's NAV for the year ending 31 March 2023 and the full amount will be paid to the Foundation.

The Foundation continues to make donations to charities in line with its objectives.

The list of core charities to which donations were paid during the year ended 31 March 2022, or to which donations have been made since 31 March 2022 in respect of the year ended 31 March 2022, is:

- *Alzheimer's Research UK* is the UK's leading dementia research charity, dedicated to causes, diagnosis, prevention, treatment and cure. (*www.alzheimersresearchuk.org*)
- *The Alzheimer's Society* is the UK's leading dementia charity. They campaign for change, fund research to find a cure and support people living with dementia today. *(www.alzheimers.org.uk)*
- *Auditory Verbal UK* is the leading provider of auditory verbal therapy in the UK. The charity wants all deaf babies and children to have the opportunity to listen and speak as equals alongside their hearing peers. (*www.avuk.org*)
- *Bowel Cancer UK* is the UK's leading bowel cancer charity determined to save lives and improve the quality of life of everyone affected by bowel cancer. *(www.bowelcanceruk.org.uk)*
- *The Brain Tumour Charity* is at the forefront of the fight to defeat brain tumours, making a difference every day to the lives of people with a brain tumour and their families, by investing in forward-thinking research and specialist support services and passionately lobbying for urgent change. (*www.thebraintumourcharity.org*)
- *Butterfly Thyroid Cancer Trust* is the first national supporter of patients with thyroid cancer. By liaising with the medical profession they aim to promote a wider knowledge of the disease, to assist the improvement of the patient's experience with thyroid cancer. (*www.butterfly.org.uk*)
- *Cancer Research UK* is the world's largest cancer charity dedicated to saving lives through research and whose vision is to bring forward the day when all cancers are cured, from the most common types to those that affect just a few people. (*www.cancerresearchuk.org*)
- *Child Bereavement UK* helps children, parents and families to rebuild their lives when a child grieves or when a child dies. They support children and young people up to the age of 25 who are facing bereavement, and anyone affected by the death of a child of any age. (*www.childbereavement.org.uk*)
- *Cure Leukaemia* is one of the leading centres in the world for the development of new drug and transplant treatments for patients with blood cancers. (*www.cureleukaemia.co.uk*)

- *The David Nott Foundation* was established with the mission to provide the surgeons and medical professionals working in the most hostile environments with the skills and confidence to save more lives. (*www.davidnottfoundation.com*)
- *Downs Syndrome Diamond Foundation* supports other charities that take the lead in delivering early intervention psychological, pedagogical and social services to children with Down syndrome in Russia.
- *The Egmont Trust* works to improve the lives of children and families living with HIV and AIDS in sub-Saharan Africa by supporting local, dedicated organisations driving local, cost-effective solutions. *(www.egmonttrust.org)*
- *The Ella Project* supports two interrelated studies (ELLA01 and ELLA02) aiming to comprehensively characterise the genomic landscape (ELLA01) and the immune landscape (ELLA02) of adenoid cystic carcinoma. This will form a globally unique resource to better understand adenoid cystic carcinoma which is a rare and lethal disease with no effective drug therapies. The results of these studies will enable a new method of classification of adenoid cystic carcinoma and underpin the development of new treatment approaches which are urgently needed in this disease.
- *Fight for Sight* is the UK's largest charity funding pioneering eye research. With programmes at leading universities and hospitals the charity aims to prevent, treat and reverse the sight loss caused by a wide range of different diseases and conditions. (*www.fightforsight.org.uk*)
- *Generating Genius* has been working for 15 years to ensure that talented and able students from disadvantaged backgrounds are positioned to excel in STEM (Science, Technology, Engineering and Maths) careers. (www.*generatinggenius.org.uk*)
- *The ICR* is one of the world's most influential cancer research organisations, with an outstanding record of achievement dating back more than 100 years. Today, the ICR is ranked as the UK's leading academic research centre and leads the world in isolating cancer-related genes and discovering new targeted drugs for personalised cancer treatment. Since 2005 the ICR has discovered 20 cancer drug candidates, progressed 10 drugs into clinic trials and had a pioneering prostate cancer drug approved by NICE for use in the NHS. (*www.icr.ac.uk*)
- *James' Place* wants to make sure that help is available for every man facing a suicidal crisis and support them to find hope for the future. They work with health partners to deliver a service to men whose needs have not been met by traditional services. (*www.jamesplace.org.uk*)
- *JDRF (*formerly known as the Juvenile Diabetes Research Foundation) is a charitable organisation committed to eradicating type 1 diabetes. They fund world-class research to cure, treat and prevent the chronic condition while giving support and a voice to people with type 1 and their families. (*www.jdrf.org.uk*)
- *The Louis Dundas Centre for Children's Palliative Care* is a world-class centre of research, teaching and clinical practice in palliative care for children and young people. *(www.gosh.org/louis-dundas-centre)*
- *Macular Society* works to beat the fear and isolation of macular disease with world-class research and the best advice and support (*www.macularsociety.org*)
- *Maggie's* provides free cancer support and information in centres across the UK and online. They are there for anyone with cancer and their family and friends, whatever kind of cancer and whatever stage they are at. *(www.maggiescentres.org)*

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

- *Marie Curie* helps people living with a terminal illness, and their families, make the most of the time they have together by delivering expert care, emotional support, research and guidance. *(www.mariecurie.org.uk)*
- *NSPCC* is the leading children's charity in the UK, specialising in child protection and dedicated to protecting children today to prevent abuse tomorrow. *(www.nspcc.org.uk)*
- *The Royal Marsden Cancer Charity* raises money solely to support The Royal Marsden, a world-leading cancer centre which offers patients world-leading treatment and care, supports life-saving research, invests in state-of-the-art equipment and funds modern patient environments. *(www.royalmarsden.org)*
- *SSAFA* is one of the UK's leading armed forces charities. It provides practical, financial and emotional support to anyone who is currently serving or has served in the Army, Navy or RAF, and their families, and has been running for over 125 years. *(www.ssafa.org.uk)*
- *Supporting Wounded Veterans'* aim is autonomy and independence, employment and meaningful occupation, for wounded, mainly ex Iraq and Afghanistan, campaign veterans, via "skihabilitation", mentoring, a specific pain management programme in partnership with King Edward VII hospital in London, and with support into employment. (*www.supportingwoundedveterans.com*)
- *Women for Women International* helps women in countries affected by conflict and war to move from crisis and poverty to stability and economic self-sufficiency. Since 1993, it has supported more than 450,000 women across eight countries to earn and save money, improve health and well-being, influence decisions in their home and community, and connect to networks for support. (*www.womenforwomen.org.uk*)

As a result of the Foundation's donations to the charities listed above, activities funded by the Foundation to date have included:

- Ground-breaking research programmes that have enabled important discoveries towards finding a cure, treatment for or alleviation of suffering from different forms of cancer, as well as neuro-degenerative diseases such as Alzheimers and rare and inherited eye diseases;
- The provision of a wide range of cutting-edge services aimed at providing care, support and advice for people living with cancer, dementia, HIV and other diseases, both physical and mental;
- The provision of support and therapy, including for young people experiencing abuse, children experiencing bereavement and people at risk of suicide;
- International development interventions, including helping to alleviate poverty and improve the lives of people living with HIV and AIDS in Sub-Saharan Africa and helping women in countries affected by conflict and war.

Grant-making policy

The Foundation has a strong track record of relationship-based grant making and it values its current blend of long-term support for valued grantees, as well as a degree of flexibility with which to explore new opportunities and maintain an entrepreneurial approach. The Foundation's policy is to support excellent charities which are meeting pressing needs within society, particularly those that are related to healthcare systems

How our activities deliver public benefit

The Foundation's activities benefit the public by providing donations to the charities noted above.

Financial review, Reserves and Risk Management

Financial review

The Foundation has received the following payments from Syncona and paid them as charitable donations:

In respect of year ended:	Received (£)	Date of receipt	Donations paid (£)	Date of payment
31 March 2013	492,829	27 Sep 2013	492,029	3 Oct 2013
31 March 2014	1,593,867	5 Sep 2014	1,592,474	9 Sep 2014
31 March 2015	2,209,638	17 Sep 2015	2,209,000	17 Sep 2015
31 March 2016	2,375,804	15 Sep 2016	2,371,000	15 Sep 2016
31 March 2017	2,375,804	21 Sep 2017	2,385,804	27 Sep 2017
31 March 2018	2,375,804	16 Aug 2018	2,514,070	21 Sep 2018
31 March 2019	2,375,804	20 Sep 2019	2,563,797	24 Sep 2019
31 March 2020	2,632,809	19 Jun 2020	2,870,000	1 Jul 2020
31 March 2021	2,691,553	30 Jun 2021	279,500	7 Jul 2021
31 March 2022	2,428,478	30 June 2022	2,613,697	19 July 2022

The Foundation has also made other charitable donations totalling £202,000 during the year ended 31 March 2022 (£163,333 during the year ended 31 March 2021), as set out in Note 4.

In order to retain flexibility of allocation of resources in the circumstances of the Covid-19 pandemic, which meant that some charities were in particular need of one-off donations to replace their usual sources of income, the Trustees decided not to make firm commitments, before 31 March 2021, to the core charities as to the level of donations they would receive during 2021. As this funding commitment did not exist at 31 March 2021, the donations made in July 2021 have been reflected in the donations figure in the financial statements for the year ending 31 March 2022.

At 31 March 2022, the Foundation had total funds of £2,248,632 (31 March 2021: £2,641,752).

Reserves policy

The Foundation's policy is to disburse substantially all funds received from Syncona, retaining only sufficient funds to cover the Foundation's running costs which are represented by the Governance costs in note 6. The year-end reserves balance of £2,248,632 represents the receivable Syncona donation for the year ended 31 March 2022. The Trustees are satisfied that the reserves carried forward are considered sufficient to the size and nature of the Foundation.

As at 31 March 2022, all funds held are unrestricted.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

Risk management

The Board of Trustees confirms that it has considered major risks to which the Foundation is exposed and has listed these as follows:

- *Investment risks:* The Foundation is exposed to the effects on Syncona's investment portfolio (the "Portfolio"), as this drives the level of donations paid. This includes the effects of market price risk, foreign currency risk, liquidity risk and interest rate risk. The value of the Portfolio can go down as well as up. This risk is mitigated because it is also a principal risk for Syncona and so there is regular monitoring of the constituents of the Portfolio and the Portfolio's performance by Syncona Investment Management Limited and the Syncona Board.
- *Credit risks:* The Foundation is exposed to the risk that a counterparty may be unable to meet a commitment that it has entered with the Foundation, the only material example of which is under the agreement with Syncona documented in Note 2 to the financial statements. This is mitigated through monitoring of the investment performance noted above, which would impact the ability of Syncona to pay the donation.
- *Operational risks:* The Foundation has no employees and is reliant on the availability and willingness of the Trustees and other personnel to work for the Foundation in order to fulfil its charitable purpose. The Board seeks to mitigate this risk by ongoing communication and sharing of responsibilities, as well as to ensure full Board oversight of donations paid to charities as the main expenditure of the Foundation.

Future developments

The Trustees expect the general level of activity to remain consistent with the year ended 31 March 2022 over the forthcoming year. The level of donations from Syncona for the year ending 31 March 2023 is expected, depending on Syncona's NAV, to be similar to the level of donations in the year ended 31 March 2022 and the overall charitable activities are anticipated to remain unchanged.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

Structure, Governance and Management

Company and Charitable status

The Foundation is limited by guarantee (company registration number 08073905), governed by its memorandum and articles of association. It is a charity registered with the Charity Commission, with charity number 1149202.

Governance

The Board of Trustees is responsible for setting strategies and policies for the Foundation and ensuring that these are implemented.

Management and staffing

The Foundation has no employees. Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

Induction and training

In view of the size of the Foundation, there are currently no formal procedures in place for the induction and training of Trustees. However, existing Trustees will ensure that new Trustees are fully briefed on the activities of the Foundation and Charities Law.

In accordance with the Articles of Association of the Foundation, the other Trustees and Members of the Foundation may appoint Trustees to the board, subject to them being aged over 16 and not being disqualified from trusteeship or directorship. The Trustees have concluded that a fixed process for the approval and appointment of new Trustees is not required given the small size and lack of complexity of the Foundation.

Fundraising activities

The Foundation does not carry out any fundraising activities.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

Board of Trustees

The members of the Board of Trustees perform the role of directors in company law and trustees in charity law. Those who served during the period, and to the date of the signing of this report, were:

Rupert Adams
Thomas Henderson (Chairman)
Nigel Keen
Lucie Kitchener (appointed 16 December 2021)
James Maltin

Statement of the Board of Trustees' responsibilities

The Trustees (who are also directors of the Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the consolidated financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP 2019 (FRS 102);
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2022 (continued)

Events since the end of the year

As explained under "Financial review" above, £2,307,500 was paid by way of donations after 31 March 2022.

Otherwise, in the opinion of the Board of Trustees, no event since the balance sheet date significantly affects the Foundation's financial position.

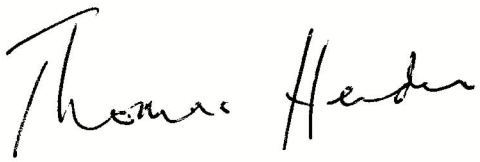
Auditor

Couch Bright King & Co continues as the Foundation's auditor.

Small company exemptions

The report of the Board of Trustees has been prepared taking advantage of the small companies exemption of section 415A of the Companies Act 2006.

This report was approved by the Board of Trustees on 12 December 2022 and signed on its behalf by:



Thomas Henderson

Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION

Report on the audit of the financial statements

Opinion

We have audited the financial statements of The Syncona Foundation (the "charitable company") which comprise:

- the statement of financial activities (Incorporating an income and expenditure account);
- the balance sheet;
- the cash flow statement; and
- the related Notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 of The Syncona Foundation (the "charitable company"):

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2022 and of the charitable company's incoming resources and application of resources, including the charitable company's income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 charitable 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

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Foundation's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Trustees' report, other than the financial statements and our auditor's report thereon. 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 respect of these matters.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report, which includes the strategic report and the directors' report prepared for the purposes of company law for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within the Trustees' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report included within the Trustees' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement, the Trustees (who are also the directors of the charitable company for the purpose of company law) 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 Trustees 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 Trustees are responsible for assessing the charitable 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 Trustees either intend to liquidate the charitable 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

We have;

- Obtained an understanding of the legal and regulatory framework applicable to the Foundation and how the Foundation is complying with that framework;
- Obtained an understanding of the Foundation's policies and procedures on compliance with laws and regulations, including documentation of any instances of non-compliance;
- Identified the laws and regulations that have significance in the context of the Foundation;
- Obtained an understanding of the Foundation's risk assessment process, including the risk of fraud;
- Assessed and evaluated the susceptibility of the Foundation's financial statements to material misstatement, through error and fraud;
- Evaluated the assumptions and judgements used by management within significant accounting estimates and assessed if these indicate evidence of management bias;
- Implemented procedures to enable the identification and testing of unusual or unexpected journal entries;
- Tested significant transactions, in particular the evaluation of the business rationale for any which appear unusual or outside the company's normal course of business;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

- Reviewed the financial statements and tested the disclosures against supporting documentation;

- Communicated relevant matters (including those above) to all members of the audit team to ensure they understood the risks specific to the Foundation and the audit procedures planned to mitigate these.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Shepherd (Senior Statutory Auditor)
For and on behalf of Couch Bright King & Co
Chartered Accountants & Statutory Auditors
First Floor Shropshire House
179 Tottenham Court Road
London W1T 7NZ

12 Dec 2022.

THE SYNCONA FOUNDATION

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT)

For the year ended 31 March 2022

	Note	Year ended 31 March 2022 Restricted Funds	Year ended 31 March 2022 Unrestricted Funds	Year ended 31 March 2022 Total Funds	Year ended 31 March 2021 Total Funds
		£	£	£	£
Income from:					
Donations	2	-	2,490,138	2,490,138	2,818,376
Investment Income	3	-	-	-	29
Total Income		**-**	**2,490,138**	**2,490,138**	**2,818,405**
Expenditure on:					
Charitable activities	4, 5	-	2,883,258	2,883,258	497,743
Total expenditure		**-**	**2,883,258**	**2,883,258**	**497,743**
Net (expenditure)/income		**-**	**(393,120)**	**(393,120)**	**2,320,662**
Net (expenditure)/income for year after tax		**-**	**(393,120)**	**(393,120)**	**2,320,662**
Reconciliation of funds:					
Total funds brought forward at start of year	15	-	2,641,752	2,641,752	321,090
Total funds carried forward at end of year	15	**-**	**2,248,632**	**2,248,632**	**2,641,752**

The statement of financial activities incorporates an income and expenditure account. All income and expenditure derive from continuing operations.

There were no recognised gains or losses other than those listed above and the net income for the year.

THE SYNCONA FOUNDATION

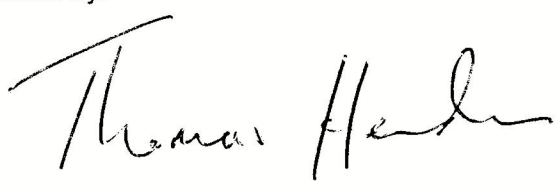
BALANCE SHEET

As at 31 March 2022

	Note	As at 31 March 2022 Total Funds £	As at 31 March 2021 Total Funds £
Fixed Assets			
Investment	9	-	-
Current Assets			
Debtors	10	2,883,379	3,012,948
Cash at bank and in hand		52,973	156,024
Total current assets		2,936,352	3,168,972
Creditors: amounts falling due within one year	11	(233,220)	(326,220)
Net Current Assets		2,703,132	2,842,752
Creditors: amounts falling due after more than one year	11	(454,500)	(201,000)
Total Assets less Current Liabilities		**2,248,632**	**2,641,752**
The funds of the charity:			
Restricted income funds		-	-
Unrestricted income funds		2,248,632	2,641,752
Total Funds		**2,248,632**	**2,641,752**

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements for The Syncona Foundation (company number 08073905; charity number 1149202) were approved by the board of directors and authorised for issue on 12 December 2022. They were signed on its behalf by:



Thomas Henderson, Trustee

THE SYNCONA FOUNDATION

CASH FLOW STATEMENT

For the year ended 31 March 2022

	Note	2022 £	2021 £
Net cash flows from operating activities	13	**(103,051)**	**(57,652)**
Net decrease in cash and cash equivalents		**(103,051)**	**(57,652)**
Cash and cash equivalents at beginning of year		156,024	213,676
Cash and cash equivalents at the end of the year		**52,973**	**156,024**

Cash and cash equivalents comprise cash at bank and in hand.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

1. Accounting Policies
A summary of the principal accounting policies is set out below. All of these have been applied consistently throughout the year and the preceding year.

Company and charitable status
The Syncona Foundation, a public benefit entity, is incorporated in England and Wales as a company limited by guarantee not having a share capital. There are currently four Trustees who are also the members of the Company. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity. The charity is a registered charity. The registered office is given on page 1.

Basis of accounting
The financial statements have been prepared under the historical cost convention and in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP 2019) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities Act 2011, the Companies Act 2006 and UK Generally Accepted Accounting Practice.

The Foundation constitutes a public benefit entity as defined by FRS 102.

Presentation Currency
The financial statements are presented in sterling which is the functional currency of the Charity.

Going concern
The Foundation's charitable activities, together with the factors likely to affect its future development, performance and position are set out in the Trustees' Report. The Trustees' Report also describes the financial position of the Foundation; its cash flows and liquidity position; and the Foundation's objectives, policies and processes for managing its funds.

The Foundation is limited by guarantee and is party to a contract with Syncona in relation to the annual charitable donation received from Syncona GP on behalf of Syncona. This is described further in Note 2. Under this agreement, there are a number of conditions under which the agreement could be terminated, including on six months' written notice. Were this to occur, this would impede the ability of the Foundation to undertake its charitable activities. Notice has not been provided under the terms of this agreement and the Trustees are not aware of any event that has occurred that could result in termination of the agreement such that the Foundation would not continue to receive the annual charitable donation.

The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Fund accounting
Unrestricted funds are those which are spent or applied at the discretion of the trustees to further any of the charity's purposes. Restricted income funds are to be spent or applied within a reasonable period from their receipt to further a specific purpose of the charity, which is to further one or more but not all of the charity's purposes. They can only be used in accordance with the donor's wish.

Unrestricted funds are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

1. Accounting Policies (continued)

Income
Income is a transaction or other event which results in an increase in assets or a reduction in liabilities. This is recognised in the Statement of Financial Activities when the Foundation gains control over the rights to an economic benefit that has passed to it, it is probable that the Foundation will receive this income, and the monetary value of that income, the costs incurred for the transaction, and the costs to complete the transaction can be measured reliably.

Such income is only deferred when:
- The donor specifies that the grant or donation must only be used in future accounting periods; or
- The donor has imposed conditions which must be met before the charity has unconditional entitlement.

On receipt, donated professional services are recognised on the basis of the value of the gift to the Foundation which is the amount the Foundation would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

Expenditure
Expenditure is incurred in carrying out the activities of the Foundation resulting in a decrease in the Foundation's assets or an increase in its liabilities. Expenditure is recognised in the Statement of Financial Activities when a present legal or constructive obligation exists at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefits will be required in settlement, and the amount of the obligation can be measured or estimated reliably.

Grants payable are accounted for when the Trustees have accepted a legal or constructive obligation to make the grant.

Costs are allocated to activities within the Statement of Financial Activities as required by the Charities SORP and are allocated directly to the appropriate activity.

Financial Instruments
Financial assets and financial liabilities are recognised when the Foundation becomes a party to the contractual provisions of the instrument. These are classified according to the substance of the contractual arrangements entered into.

The investment by the Foundation in a deferred share in Syncona, is an unlisted equity investment. The deferred share in Syncona is recognised at cost, as the share has no rights to assets or dividends besides its nominal value on the liquidation of Syncona. The investment is assessed for impairment at each balance sheet date.

Debtors and creditors are carried in the Balance Sheet at the consideration expected to be received or paid in their settlement. Their carrying values are considered to be equivalent to their fair values.

Taxation
The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

1. Accounting Policies (continued)

Critical accounting judgements and key sources of estimation uncertainty
In the application of the Foundation's accounting policies, the Trustees are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Trustees do not consider there are any critical judgements or sources of estimation uncertainty requiring disclosure beyond the accounting policies listed above.

Debtors and creditors receivable/payable within one year
Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in expenditure.

Cash at bank and in hand
Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

2. Donation from Syncona

The Foundation is party to an agreement dated 16 April 2020 ("the Syncona Agreement"), which sets out the terms on which Syncona makes an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year, to be shared between the ICR and the Foundation. Until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year will be donated to the ICR; the Foundation has agreed to be the recipient of the remainder of the Annual Charitable Contribution not donated to the ICR.

Syncona and the Foundation currently intend that this arrangement will continue for at least the three financial years ending 31 March 2020, 31 March 2021 and 31 March 2022. On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution will continue at 0.35 per cent of Syncona's NAV for the year ending 31 March 2023 and the full amount will be paid to the Foundation. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum (calculated on a cash basis), as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

2. Donation from Syncona (continued)

Either party may terminate this agreement on six months' written notice to the other, although at the time of signing the Syncona Agreement both Syncona and the Foundation acknowledged that they at that time intended that the arrangement would continue for at least the three years ending 31 March 2020, 31 March 2021 and 31 March 2022. Either party may terminate this agreement immediately on written notice to the other at any time in the event that:

(a) a change of control of Syncona occurs;
(b) the Foundation ceases to be a charitable organisation;
(c) the other party breaches any material provision of this agreement and such breach either is incapable of remedy or has not been remedied to the reasonable satisfaction of the terminating party within 30 days of the other party receiving notice to do the same from the terminating party;
(d) the other party does (or omits to do) anything which, in the reasonable opinion of the terminating party, is knowingly calculated to, or which may reasonably be expected to, bring the terminating party into disrepute;
(e) the other party has passed any resolution for, or made any filing in respect of, its liquidation, receivership or reorganisation under any insolvency laws or has taken (or there has been taken against it by any third party) any similar action; or
(f) the performance by the first party of any of its obligations under this agreement is or becomes illegal or unlawful under the laws of any relevant jurisdiction.

In addition, the Foundation may terminate the agreement immediately on written notice if Syncona does (or omits to do) anything which, in the reasonable opinion of the Foundation, is knowingly calculated to, or which may reasonably be expected to, be detrimental to the Foundation carrying on its charitable purposes. The agreement is governed by English law.

For the year ending 31 March 2022, as per the above agreement, the Foundation received the following;

(i) A donation of £2,428,478 (31 March 2021: £2,691,553) was received on 30 June 2022.
(ii) Donated services to the value of £61,660 (calculated on an accruals basis) in respect of the provision of administrative support and other support such as evaluation or strategy preparation.

3. Investment Income

Investment income can be analysed as follows:

	2022 £	2021 £
Bank interest received	-	29
Total	**-**	**29**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

4. Charitable activities

Syncona has agreed to make an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year (the "Annual Charitable Contribution"), to be shared between the ICR and the Foundation as set out in Note 2 above. Syncona and the Foundation currently intend that this arrangement will continue for at least the three financial years ending 31 March 2020, 31 March 2021 and 31 March 2022. On 24 June 2022, it was agreed between Syncona and the Foundation that the Annual Charitable Contribution will continue at 0.35 per cent of Syncona's NAV for the year ending 31 March 2023 and the full amount will be paid to the Foundation. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

For the financial years up to and including the year ended 31 March 2019, the Foundation donated those funds (net of its expenses) to charities chosen each year by Syncona shareholders from a list of charities proposed by the trustees of the Foundation annually (which included the ICR). For the year ended 31 March 2020 onwards, the Foundation continues to make donations to charities in line with the Foundation's objectives. The Trustees have reviewed the Foundation's strategy, with a view to maximising the impact from the grants the Foundation makes, and they anticipate that future potential grantees will be assessed based on the strength of their management, impact, ability to grow, focus on areas of high unmet need and ability to communicate with the Foundation about their work.

An analysis of annual charitable donations is shown below:

Charitable activities:	**2022 Donations to institutions** £	**2022 Donations to individuals** £	**2021 Donations to institutions** £	**2021 Donations to individuals** £
Charitable organisations	2,815,697	-	442,833	-
Total	**2,815,697**	**-**	**442,833**	**-**

Allocation of institutional donations payable	**2022 £**	**2021 £**
Donations to core charities		
- Restricted	-	28,988
- Unrestricted	2,613,697	250,512
Donations to other charities:		
The Listening Place	-	33,333
Heritage of London Trust	60,000	30,000
Place2Be	60,000	60,000
Matt Hampson Foundation	60,000	30,000
Trinity College, Cambridge	5,000	10,000
Business Beats Cancer Guernsey	17,000	-
Total charitable donation for year	**2,815,697**	**442,833**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

5. Allocation of Costs by Activity

In accordance with FRS 102 support costs are required to be allocated to the significant activities of the charitable organisation. All governance costs borne by the Foundation are allocated to charitable activities as they are attributable directly to that purpose.

The allocation of these support costs is shown in the table below:

Year ended 31 March 2022	**Charitable Activities**	**Other Expenditure**	**Total**
	£	**£**	**£**
Support and Other Costs:			
Governance (see Note 6)	67,561	-	67,561
Total Support and Other Expenditure	**67,561**	**-**	**67,561**
Institutional Donations Payable (see Note 4)	2,815,697	-	2,815,697
Total Expenses	**2,883,258**	**-**	**2,883,258**

Year ended 31 March 2021	**Charitable Activities**	**Other Expenditure**	**Total**
	£	**£**	**£**
Support and Other Costs:			
Governance (see Note 6)	54,910	-	54,910
Total Support and Other Expenditure	**54,910**	**-**	**54,910**
Institutional Donations Payable (see Note 4)	442,833	-	442,833
Total Expenses	**497,743**	**-**	**497,743**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

6. Governance costs

An analysis of governance costs is as follows:

	2022	2021
	£	£
Statutory Audit fees	4,920	4,920
Legal fees	-	-
Insurance costs	861	784
Other professional fees	120	120
Administrative support provided by Syncona (see Note 7)	61,660	49,086
Trustee expenses	-	-
Bank charges	-	-
	67,561	**54,910**

7. Trustees and staff numbers

No member of the Board of Trustees received any emoluments and there were no employees.

8. Taxation on profit on ordinary activities

The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. No tax charges have arisen in the Foundation.

9. Investment

On 28 September 2012, the sole subscriber share issued by Syncona on incorporation was re-designated (by special resolution of the founder Shareholder dated 28 September 2012) as a Deferred Share and transferred to the Foundation. The Foundation holds this share at nil value. This non-participating non-redeemable Deferred Share has no other rights to assets or dividends, except to payment of £1 on the liquidation of Syncona and carries a right to vote only if there are no other classes of voting share of Syncona in issue.

10. Debtors

	2022	2021
	£	£
Due within one year		
Receivable from Syncona GP (see Note 2)	2,428,478	2,691,552
Other debtors	454,500	321,000
Prepayments	401	396
	2,883,379	**3,012,948**

As explained in Note 2, the amount receivable from Syncona GP has been received after the year end.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

11. Creditors

	2022 £	2021 £
Due within one year:		
Charity donations payable	227,500	320,500
Trade and other creditors	-	-
Audit fee	5,720	5,720
	233,220	**326,220**
Due after more than one year:		
Charity donation payable (see Note 12)	454,500	201,000
	454,500	**201,000**

12. Funding commitments

At 31 March 2022, the Foundation had committed to make the following donations, which are considered a liability:

	2022 £	2021 £
Due within one year:		
Generating Genius	100,500	100,500
The Ella Project	-	100,000
Heritage of London Trust	30,000	30,000
Place2Be	-	60,000
Matt Hampson Foundation	30,000	30,000
Royal Marsden Cancer Charity	50,000	-
Business Beats Cancer Guernsey	17,000	-
	227,500	**320,500**
Due after more than one year		
Generating Genius	100,500	201,000
Heritage of London Trust	60,000	-
Matt Hampson Foundation	60,000	-
Royal Marsden Cancer Charity	200,000	-
Business Beats Cancer Guernsey	34,000	-
	454,500	**201,000**

These payments are included in the Creditors balances above with the corresponding annual charge provisions disclosed in Debtors.

At the end of the current and preceding year there were no other funding or capital commitments, contingent liabilities or other financial commitments for which full provision has not been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2022

13. Reconciliation of net movement in funds to net cashflow from operating activities

	2022 £	2021 £
Net (expenditure)/income for the year	(393,120)	2,320,662
Net (expenditure)/income before movement in working capital	(393,120)	2,320,662
Decrease/(increase) in debtors	129,569	(96,480)
Increase/(decrease) in creditors	160,500	(2,281,833)
Net cash flows from operating activities	**(103,051)**	**(57,652)**

14. Related parties

The Trustees have not received any remuneration and no travel or meeting expenses were reimbursed to trustees during the year (31 March 2021: £nil).

15. Analysis of charitable funds

Analysis of Fund movements	Fund brought forward at 1 April 2021 £	Income £	Expenditure (including taxation) £	Fund carried forward at 31 March 2022 £
(a) Restricted Funds	-	-	-	-
(b) Unrestricted Funds	2,641,752	2,490,138	(2,883,258)	2,248,632
	2,641,752	**2,478,478**	**(2,871,598)**	**2,248,632**

All the Foundation's funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

16. Allocation of Net Assets between funds

All net assets as at 31 March 2022 are unrestricted.

THE SYNCONA FOUNDATION

England & Wales - Charity number 1149202

Accounts

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

Company number: 08073905 (England and Wales)

Limited by Guarantee

Charity number: 1149202

THE SYNCONA FOUNDATION

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THE SYNCONA FOUNDATION

Company Information

Board of Trustees:	Thomas Henderson (Chairman) Rupert Adams Nigel Keen James Maltin
Company number:	08073905 (England & Wales)
Charity registration number:	1149202
Registered Office:	1st Floor Shropshire House 179 Tottenham Court Road London W1T 7NZ
Auditor:	Couch Bright King & Co 1st Floor Shropshire House 179 Tottenham Court Road London W1T 7NZ
Bankers:	Weatherbys Private Bank 22 Sackville Street London W1S 3DN

THE SYNCONA FOUNDATION

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2021

The Trustees, who are also directors of the charitable company, are pleased to present their annual report together with the financial statements of The Syncona Foundation for the year ended 31 March 2021.

The financial statements comply with current statutory requirements, the memorandum and articles of association and the Statement of Recommended Practice "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102").

Our Purposes and Activities

The Syncona Foundation (the "Foundation") was incorporated in England and Wales on 17 May 2012 as a private company limited by guarantee. The Foundation was registered as a charity on 3 October 2012.

The charitable objects of the Foundation are to:

"(a) support the prevention, treatment, cure and ultimately the eradication of cancer in all of its forms and any allied diseases;

(b) promote and assist:
  (i) the study of and research into the nature, causes, diagnosis and pathology of cancer and any allied diseases;
  (ii) the development and provision of all forms of preventive, curative, management and palliative treatment of cancer and any allied diseases;
  (iii) education and training in subjects relevant to the study of cancer and any allied diseases;

(c) co-operate with, and to promote and assist the work of, The Institute of Cancer Research ("the ICR") and, or alternatively, such other charitable organisations whose objects include any of those specified in (a) and (b) above as the Foundation may determine in addition to or in substitution for the ICR; and

(d) promote and assist such other charitable objects and charitable organisations as the Foundation may from time to time consider desirable."

In shaping our objectives for the year and planning our activities, the Trustees have considered the Charity Commission's guidance on public benefit.

Syncona Limited ("Syncona") is a registered closed-ended collective investment scheme incorporated as a non-cellular company limited by shares under the laws of Guernsey with registered number 55514. Syncona's shares were admitted to trading on the main market of the London Stock Exchange on 26 October 2012 ("Admission"). On 16 April 2020, the Foundation signed an amended and restated agreement with Syncona ("Syncona Agreement"). Under this agreement:

(i) Syncona agreed to make an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's Net Asset Value ("NAV") for each month during the year (the "Annual Charitable Donation"), for each financial year beginning from the year ending 31 March 2020, to be shared between the ICR and the Foundation as described in (ii) and (iii) below;

(ii) until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year will be donated to the ICR;

(iii) the Foundation has agreed to be the recipient of the remainder of the Annual Charitable Donation not donated to the ICR;

(iv) Syncona and the Foundation currently intend that this arrangement will continue for at least the three financial years ending 31 March 2020, 31 March 2021 and 31 March 2022. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year;

(v) in each year Syncona intends to indicate to the Foundation whether it intends to continue this arrangement for at least three financial years. and

(vi) either party may terminate the agreement on six months' written notice to the other.

The donation to the Foundation is paid by Syncona GP Limited ("Syncona GP") on behalf of Syncona. For the financial years up to and including the year ended 31 March 2019, the Foundation donated those funds (net of its expenses) to charities chosen each year by Syncona shareholders from a list of charities proposed by the trustees of the Foundation annually (which included the ICR). For the year ended 31 March 2020 onwards, the Foundation is continuing to make donations to charities in line with the Foundation's objectives.

The list of core charities to which donations were paid during the year ended 31 March 2021, or to which donations have been made since 31 March 2021 in respect of the year ended 31 March 2021, is:

- *Alzheimer's Research UK* is the UK's leading dementia research charity, dedicated to causes, diagnosis, prevention, treatment and cure. (*www.alzheimersresearchuk.org*)

- *The Alzheimer's Society* is the UK's leading dementia charity. They campaign for change, fund research to find a cure and support people living with dementia today. *(www.alzheimers.org.uk)*

- *Auditory Verbal UK* is the leading provider of auditory verbal therapy in the UK. The charity wants all deaf babies and children to have the opportunity to listen and speak as equals alongside their hearing peers. (*www.avuk.org*)

- *Bowel Cancer UK* is the UK's leading bowel cancer charity determined to save lives and improve the quality of life of everyone affected by bowel cancer. *(www.bowelcanceruk.org.uk)*

- *The Brain Tumour Charity* is at the forefront of the fight to defeat brain tumours, making a difference every day to the lives of people with a brain tumour and their families, by investing in forward-thinking research and specialist support services and passionately lobbying for urgent change. (*www.thebraintumourcharity.org*)

- *Butterfly Thyroid Cancer Trust* is the first national supporter of patients with thyroid cancer. By liaising with the medical profession they aim to promote a wider knowledge of the disease, to assist the improvement of the patient's experience with thyroid cancer. (*www.butterfly.org.uk*)

- *Cancer Research UK* is the world's largest cancer charity dedicated to saving lives through research and whose vision is to bring forward the day when all cancers are cured, from the most common types to those that affect just a few people. (*www.cancerresearchuk.org*)

- *Child Bereavement UK* helps children, parents and families to rebuild their lives when a child grieves or when a child dies. They support children and young people up to the age of 25 who are facing bereavement, and anyone affected by the death of a child of any age. (*www.childbereavement.org.uk*)

- *Cure Leukaemia* is one of the leading centres in the world for the development of new drug and transplant treatments for patients with blood cancers. (*www.cureleukaemia.co.uk*)

- *The David Nott Foundation* was established with the mission to provide the surgeons and medical professionals working in the most hostile environments with the skills and confidence to save more lives. (*www.davidnottfoundation.com*)

- *Downside Up* takes the lead in delivering early intervention psychological, pedagogical and social services to children with Down syndrome in Russia. *(www.downsideupcharity.org)*

- *The Egmont Trust* works to improve the lives of children and families living with HIV and AIDS in sub-Saharan Africa by supporting local, dedicated organisations driving local, cost-effective solutions. *(www.egmonttrust.org)*

- *The Ella Project* supports two interrelated studies (ELLA01 and ELLA02) aiming to comprehensively characterise the genomic landscape (ELLA01) and the immune landscape (ELLA02) of adenoid cystic carcinoma. This will form a globally unique resource to better understand adenoid cystic carcinoma which is a rare and lethal disease with no effective drug therapies. The results of these studies will enable a new method of classification of adenoid cystic carcinoma and underpin the development of new treatment approaches which are urgently needed in this disease.

- *Fight for Sight* is the UK's largest charity funding pioneering eye research. With programmes at leading universities and hospitals the charity aims to prevent, treat and reverse the sight loss caused by a wide range of different diseases and conditions. (*www.fightforsight.org.uk*)

- *Generating Genius* has been working for 15 years to ensure that talented and able students from disadvantaged backgrounds are positioned to excel in STEM (Science, Technology, Engineering and Maths) careers. (www.*generatinggenius.org.uk*)

- *The ICR* is one of the world's most influential cancer research organisations, with an outstanding record of achievement dating back more than 100 years. Today, the ICR is ranked as the UK's leading academic research centre and leads the world in isolating cancer-related genes and discovering new targeted drugs for personalised cancer treatment. Since 2005 the ICR has discovered 20 cancer drug candidates, progressed 10 drugs into clinic trials and had a pioneering prostate cancer drug approved by NICE for use in the NHS. (*www.icr.ac.uk*)

- *James' Place* wants to make sure that help is available for every man facing a suicidal crisis and support them to find hope for the future. They work with health partners to deliver a service to men whose needs have not been met by traditional services. (*www.jamesplace.org.uk*)

- *JDRF (*formerly known as the Juvenile Diabetes Research Foundation) is a charitable organisation committed to eradicating type 1 diabetes. They fund world-class research to cure, treat and prevent the chronic condition while giving support and a voice to people with type 1 and their families. (*www.jdrf.org.uk*)

- *The Louis Dundas Centre for Children's Palliative Care* is a world-class centre of research, teaching and clinical practice in palliative care for children and young people. *(www.gosh.org/louis-dundas-centre)*

- *Maggie's* provides free cancer support and information in centres across the UK and online. They are there for anyone with cancer and their family and friends, whatever kind of cancer and whatever stage they are at. *(www.maggiescentres.org)*

- *Marie Curie* helps people living with a terminal illness, and their families, make the most of the time they have together by delivering expert care, emotional support, research and guidance. *(www.mariecurie.org.uk)*

- *NSPCC* is the leading children's charity in the UK, specialising in child protection and dedicated to protecting children today to prevent abuse tomorrow. *(www.nspcc.org.uk)*

- *The Royal Marsden Cancer Charity* raises money solely to support The Royal Marsden, a world-leading cancer centre which offers patients world-leading treatment and care, supports life-saving research, invests in state-of-the-art equipment and funds modern patient environments. *(www.royalmarsden.org)*

- *Scope* campaigns for the full inclusion and equal participation of disabled people in society. It also operates support services such as schools, a college, residential care, training, short breaks and a helpline providing information and advice on disability. *(www.scope.org.uk)*

- *SSAFA* is one of the UK's leading armed forces charities. It provides practical, financial and emotional support to anyone who is currently serving or has served in the Army, Navy or RAF, and their families, and has been running for over 125 years. *(www.ssafa.org.uk)*

- *Supporting Wounded Veterans'* aim is autonomy and independence, employment and meaningful occupation, for wounded, mainly ex Iraq and Afghanistan, campaign veterans, via "skihabilitation", mentoring, a specific pain management programme in partnership with King Edward VII hospital in London, and with support into employment. (*www.supportingwoundedveterans.com*)

- *Women for Women International* helps women in countries affected by conflict and war to move from crisis and poverty to stability and economic self-sufficiency. Since 1993, it has supported more than 450,000 women across eight countries to earn and save money, improve health and well-being, influence decisions in their home and community, and connect to networks for support. (*www.womenforwomen.org.uk*)

As a result of the Foundation's donations to the charities listed above, activities funded by the Foundation to date have included:

- Ground-breaking research programmes that have enabled important discoveries towards finding a cure, treatment for or alleviation of suffering from different forms of cancer, as well as neuro-degenerative diseases such as Alzheimers and rare and inherited eye diseases;

- The provision of a wide range of cutting-edge services aimed at providing care, support and advice for people living with cancer, dementia, HIV and other diseases, both physical and mental;

- The provision of support and therapy, including for young people experiencing abuse, children experiencing bereavement and people at risk of suicide;

- International development interventions, including helping to alleviate poverty and improve the lives of people living with HIV and AIDS in Sub-Saharan Africa and helping women in countries affected by conflict and war.

Grant-making policy

The Foundation has a strong track record of relationship-based grant making and it values its current blend of long-term support for valued grantees, as well as a degree of flexibility with which to explore new opportunities and maintain an entrepreneurial approach. The Foundation's policy is to support excellent charities which are meeting pressing needs within society, particularly those that are related to healthcare systems.

How our activities deliver public benefit

The Foundation's activities benefit the public by providing donations to the charities noted above.

Financial review, Reserves and Risk Management

Financial review

The Foundation has received the following payments from Syncona and paid them as charitable donations:

In respect of year ended:	Received (£)	Date of receipt	Donations paid (£)	Date of payment
31 March 2013	492,829	27 Sep 2013	492,029	3 Oct 2013
31 March 2014	1,593,867	5 Sep 2014	1,592,474	9 Sep 2014
31 March 2015	2,209,638	17 Sep 2015	2,209,000	17 Sep 2015
31 March 2016	2,375,804	15 Sep 2016	2,371,000	15 Sep 2016
31 March 2017	2,375,804	21 Sep 2017	2,385,804	27 Sep 2017
31 March 2018	2,375,804	16 Aug 2018	2,514,070	21 Sep 2018
31 March 2019	2,375,804	20 Sep 2019	2,563,797	24 Sep 2019
31 March 2020	2,632,809	19 Jun 2020	2,870,000	1 Jul 2020
31 March 2021	2,691,553	30 Jun 2021	279,500	7 Jul 2021

The Foundation has also received other donations totalling £63,988 plus Gift Aid of £13,750 and made other charitable donations totalling £163,333 during the year ended 31 March 2021 (£163,333 during the year ended 31 March 2020), as set out in Note 4 and has made further phased donations in May 2021 totalling £120,000, as set out in Note 12.

In order to retain flexibility of allocation of resources in the circumstances of the Covid-19 pandemic, which meant that some charities were in particular need of one-off donations to replace their usual sources of income, the Trustees decided not to make firm commitments, before 31 March 2021, to the core charities as to the level of donations they would receive during 2021. As this funding commitment did not exist at 31 March 2021, the donations made in July 2021 will be reflected in the donations figure in the financial statements for the year ending 31 March 2022. These donations, which totalled £2,450,000, are therefore not included in the above table.

At 31 March 2021, the Foundation had total funds of £2,641,752 (31 March 2020: £321,090).

Reserves policy

The Foundation's policy has been to disburse substantially all funds received from Syncona, retaining only sufficient funds to cover the Foundation's running costs, and therefore to hold minimal reserves from this source. As noted above, donations of £2,450,000 which were made in July 2021 will be reflected in the donations figure in the financial statements for the year ending 31 March 2022, so the reserves as at 31 March 2021 were higher than in previous years.

As at 31 March 2021, all funds held are unrestricted.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2021 (continued)

Risk management

The Board of Trustees confirms that it has considered major risks to which the Foundation is exposed and has listed these as follows:

- *Investment risks:* The Foundation is exposed to the effects on Syncona's investment portfolio (the "Portfolio"), as this drives the level of donations paid. This includes the effects of market price risk, foreign currency risk, liquidity risk and interest rate risk. The value of the Portfolio can go down as well as up. This risk is mitigated because it is also a principal risk for Syncona and so there is regular monitoring of the constituents of the Portfolio and the Portfolio's performance by Syncona Investment Management Limited and the Syncona Board.
- *Credit risks:* The Foundation is exposed to the risk that a counterparty may be unable to meet a commitment that it has entered with the Foundation, the only material example of which is under the agreement with Syncona documented in Note 2 to the financial statements. This is mitigated through monitoring of the investment performance noted above, which would impact the ability of Syncona to pay the donation.
- *Operational risks:* The Foundation has no employees and is reliant on the availability and willingness of the Trustees and other personnel to work for the Foundation in order to fulfil its charitable purpose. The Board seeks to mitigate this risk by ongoing communication and sharing of responsibilities, as well as to ensure full Board oversight of donations paid to charities as the main expenditure of the Foundation.

Future developments

The Trustees expect the general level of activity to remain consistent with the year ended 31 March 2021 over the forthcoming year. The level of donations from Syncona for the year ending 31 March 2022 is expected, depending on Syncona's NAV, to be similar to the level of donations in the year ended 31 March 2021 and the overall charitable activities are anticipated to remain unchanged.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2021 (continued)

Structure, Governance and Management

Company and Charitable status

The Foundation is limited by guarantee (company registration number 08073905), governed by its memorandum and articles of association. It is a charity registered with the Charity Commission, with charity number 1149202.

Governance

The Board of Trustees is responsible for setting strategies and policies for the Foundation and ensuring that these are implemented.

Management and staffing

The Foundation has no employees. Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum, as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

Induction and training

In view of the size of the Foundation, there are currently no formal procedures in place for the induction and training of Trustees. However, existing Trustees will ensure that new Trustees are fully briefed on the activities of the Foundation and Charities Law.

In accordance with the Articles of Association of the Foundation, the other Trustees and Members of the Foundation may appoint Trustees to the board, subject to them being aged over 16 and not being disqualified from trusteeship or directorship. The Trustees have concluded that a fixed process for the approval and appointment of new Trustees is not required given the small size and lack of complexity of the Foundation.

Fundraising activities

The Foundation does not carry out any fundraising activities.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2021 (continued)

Board of Trustees

The members of the Board of Trustees perform the role of directors in company law and trustees in charity law. Those who served during the period, and to the date of the signing of this report, were:

Rupert Adams
Thomas Henderson (Chairman)
Nigel Keen
James Maltin (appointed 1 October 2020)

As at 31 March 2021, Thomas Henderson and Nigel Keen were both non-executive directors of Syncona.

Statement of the Board of Trustees' responsibilities

The Trustees (who are also directors of the Foundation for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the consolidated financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP 2019 (FRS 102);
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

BOARD OF TRUSTEES' REPORT FOR THE YEAR ENDED 31 MARCH 2021 (continued)

Implications of COVID-19

Whilst the outbreak of the COVID-19 virus has not had any direct impact on the Foundation, it has impacted the beneficiary charities in several ways. In particular, many of the beneficiary charities have experienced an increase in demand for their services, combined with a significant decline in their income from fundraising activities. The Foundation has sought to respond to these challenges by making one-off donations to those core charities which were considered to have the greatest need.

Events since the end of the year

As explained under "Financial review" above, £442,833 was paid by way of donations after 31 March 2021.

Otherwise, in the opinion of the Board of Trustees, no event since the balance sheet date significantly affects the Foundation's financial position.

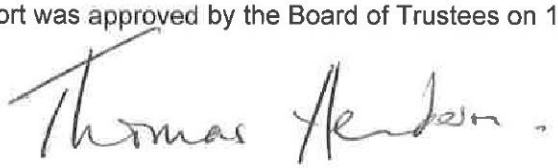
Auditor

Couch Bright King & Co continues as the Foundation's auditor.

Small company exemptions

The report of the Board of Trustees has been prepared taking advantage of the small companies exemption of section 415A of the Companies Act 2006.

This report was approved by the Board of Trustees on 13 December 2021 and signed on its behalf by:



Thomas Henderson

Chairman

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION

Report on the audit of the financial statements

Opinion

We have audited the financial statements of The Syncona Foundation (the "charitable company") which comprise:

- the statement of financial activities (Incorporating an income and expenditure account);
- the balance sheet;
- the cash flow statement; and
- the related Notes 1 to 16.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 of The Syncona Foundation (the "charitable company"):

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2021 and of the charitable company's incoming resources and application of resources, including the charitable company's income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 charitable 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

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Foundation's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Trustees' report, other than the financial statements and our auditor's report thereon. 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 respect of these matters.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' report, which includes the strategic report and the directors' report prepared for the purposes of company law for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report included within the Trustees' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report included within the Trustees' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the charitable company, or returns adequate for our audit have not been received from branches not visited by us; or
- the charitable company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement, the Trustees (who are also the directors of the charitable company for the purpose of company law) 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 Trustees 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 Trustees are responsible for assessing the charitable 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 Trustees either intend to liquidate the charitable 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud is detailed below:

We have;

- Obtained an understanding of the legal and regulatory framework applicable to the Foundation and how the Foundation is complying with that framework;
- Obtained an understanding of the Foundation's policies and procedures on compliance with laws and regulations, including documentation of any instances of non-compliance;
- Identified the laws and regulations that have significance in the context of the Foundation;
- Obtained an understanding of the Foundation's risk assessment process, including the risk of fraud;
- Assessed and evaluated the susceptibility of the Foundation's financial statements to material misstatement, through error and fraud;
- Evaluated the assumptions and judgements used by management within significant accounting estimates and assessed if these indicate evidence of management bias;
- Implemented procedures to enable the identification and testing of unusual or unexpected journal entries;
- Tested significant transactions, in particular the evaluation of the business rationale for any which appear unusual or outside the company's normal course of business;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SYNCONA FOUNDATION (continued)

- Reviewed the financial statements and tested the disclosures against supporting documentation;

- Communicated relevant matters (including those above) to all members of the audit team to ensure they understood the risks specific to the Foundation and the audit procedures planned to mitigate these.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Shepherd (Senior Statutory Auditor)
For and on behalf of Couch Bright King & Co
Chartered Accountants & Statutory Auditors
First Floor Shropshire House
179 Tottenham Court Road
London W1T 7NZ

13th December 2021

THE SYNCONA FOUNDATION

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT)

For the year ended 31 March 2021

	Note	Year ended 31 March 2021 Restricted Funds	Year ended 31 March 2021 Unrestricted Funds	Year ended 31 March 2021 Total Funds	Year ended 31 March 2020 Total Funds
		£	£	£	£
Income from:					
Donations	2	28,988	2,789,388	2,818,376	2,632,809
Investment Income	3	-	29	29	5,748
Total Income		**28,988**	**2,789,417**	**2,818.405**	**2,638,557**
Expenditure on:					
Charitable activities	4, 5	28,988	468,755	497,743	3,040,052
Total expenditure		**28,988**	**468,755**	**497,743**	**3,040,052**
Net income/(expenditure		-	**2,320,662**	**2,320,662**	**(401,495)**
Net income/(expenditure) for year after tax		-	**2,320,662**	**2,320,662**	**(401,495)**
Reconciliation of funds:					
Total funds brought forward at start of year	15	-	321,090	321,090	722,586
Total funds carried forward at end of year	15	-	**2,641,752**	**2,641,752**	**321,090**

The statement of financial activities incorporates an income and expenditure account. All income and expenditure derive from continuing operations.

There were no recognised gains or losses other than those listed above and the net income for the year.

THE SYNCONA FOUNDATION

BALANCE SHEET

As at 31 March 2021

	Note	As at 31 March 2021 Total Funds £	As at 31 March 2020 Total Funds £
Fixed Assets			
Investment	9	-	-
Current Assets			
Debtors	10	3,012,948	2,916,468
Cash at bank and in hand		156,024	213,676
Total current assets		3,168,972	3,130,144
Creditors: amounts falling due within one year	11	(326,220)	(2,689,053)
Net Current Assets		2,842,752	441,090
Creditors: amounts falling due after more than one year	11	(201,000)	(120,000)
Total Assets less Current Liabilities		**2,641,752**	**321,090**
The funds of the charity:			
Restricted income funds		-	-
Unrestricted income funds		2,641,752	321,090
Total Funds		**2,641,752**	**321,090**

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements for The Syncona Foundation (company number 08073905; charity number 1149202) were approved by the board of directors and authorised for issue on 13 December 2021. They were signed on its behalf by:

Thomas Henderson, Trustee

THE SYNCONA FOUNDATION

CASH FLOW STATEMENT

For the year ended 31 March 2021

	Note	2021 £	2020 £
Net cash flows from operating activities	13	**(57,652)**	**(702,212)**
Net decrease in cash and cash equivalents		**(57,652)**	**(702,212)**
Cash and cash equivalents at beginning of year		213,676	915,888
Cash and cash equivalents at the end of the year		**156,024**	**213,676**

Cash and cash equivalents comprise cash at bank and in hand.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

1. Accounting Policies
A summary of the principal accounting policies is set out below. All of these have been applied consistently throughout the year and the preceding year.

Company and charitable status
The Syncona Foundation, a public benefit entity, is incorporated in England and Wales as a company limited by guarantee not having a share capital. There are currently four Trustees who are also the members of the Company. In the event of the charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity. The charity is a registered charity. The registered office is given on page 1.

Basis of accounting
The financial statements have been prepared under the historical cost convention and in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP 2019) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland issued in October 2019, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities Act 2011, the Companies Act 2006 and UK Generally Accepted Accounting Practice.

The Foundation constitutes a public benefit entity as defined by FRS 102.

Presentation Currency
The financial statements are presented in sterling which is the functional currency of the Charity.

Going concern
The Foundation's charitable activities, together with the factors likely to affect its future development, performance and position are set out in the Trustees' Report. The Trustees' Report also describes the financial position of the Foundation; its cash flows and liquidity position; and the Foundation's objectives, policies and processes for managing its funds.

The Foundation is limited by guarantee and is party to a contract with Syncona in relation to the annual charitable donation received from Syncona GP on behalf of Syncona. This is described further in Note 2. Under this agreement, there are a number of conditions under which the agreement could be terminated, including on six months' written notice. Were this to occur, this would impede the ability of the Foundation to undertake its charitable activities. Notice has not been provided under the terms of this agreement and the Trustees are not aware of any event that has occurred that could result in termination of the agreement such that the Foundation would not continue to receive the annual charitable donation.

The Trustees have a reasonable expectation that the Foundation has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Fund accounting
Unrestricted funds are those which are spent or applied at the discretion of the trustees to further any of the charity's purposes. Restricted income funds are to be spent or applied within a reasonable period from their receipt to further a specific purpose of the charity, which is to further one or more but not all of the charity's purposes. They can only be used in accordance with the donor's wish.

Unrestricted funds are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

1. Accounting Policies (continued)

Income
Income is a transaction or other event which results in an increase in assets or a reduction in liabilities. This is recognised in the Statement of Financial Activities when the Foundation gains control over the rights to an economic benefit that has passed to it, it is probable that the Foundation will receive this income, and the monetary value of that income, the costs incurred for the transaction, and the costs to complete the transaction can be measured reliably.

Such income is only deferred when:
- The donor specifies that the grant or donation must only be used in future accounting periods; or
- The donor has imposed conditions which must be met before the charity has unconditional entitlement.

On receipt, donated professional services are recognised on the basis of the value of the gift to the Foundation which is the amount the Foundation would have been willing to pay to obtain services or facilities of equivalent economic benefit on the open market; a corresponding amount is then recognised in expenditure in the period of receipt.

Expenditure
Expenditure is incurred in carrying out the activities of the Foundation resulting in a decrease in the Foundation's assets or an increase in its liabilities. Expenditure is recognised in the Statement of Financial Activities when a present legal or constructive obligation exists at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefits will be required in settlement, and the amount of the obligation can be measured or estimated reliably.

Grants payable are accounted for when the Trustees have accepted a legal or constructive obligation to make the grant.

Costs are allocated to activities within the Statement of Financial Activities as required by the Charities SORP and are allocated directly to the appropriate activity.

Financial Instruments
Financial assets and financial liabilities are recognised when the Foundation becomes a party to the contractual provisions of the instrument. These are classified according to the substance of the contractual arrangements entered into.

The investment by the Foundation in a deferred share in Syncona, is an unlisted equity investment. The deferred share in Syncona is recognised at cost, as the share has no rights to assets or dividends besides its nominal value on the liquidation of Syncona. The investment is assessed for impairment at each balance sheet date.

Debtors and creditors are carried in the Balance Sheet at the consideration expected to be received or paid in their settlement. Their carrying values are considered to be equivalent to their fair values.

Taxation
The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

1. Accounting Policies (continued)

Critical accounting judgements and key sources of estimation uncertainty
In the application of the Foundation's accounting policies, the Trustees are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Trustees do not consider there are any critical judgements or sources of estimation uncertainty requiring disclosure beyond the accounting policies listed above.

Debtors and creditors receivable/payable within one year
Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in expenditure.

Cash at bank and in hand
Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account.

2. Donation from Syncona

The Foundation is party to an agreement dated 16 April 2020 ("the Syncona Agreement"), which sets out the terms on which Syncona makes an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year, to be shared between the ICR and the Foundation. Until the year ending 31 March 2022, an amount equal to one-twelfth of 0.15 per cent of Syncona's NAV as at each month-end during the year will be donated to the ICR; the Foundation has agreed to be the recipient of the remainder of the Annual Charitable Donation not donated to the ICR.

Syncona and the Foundation currently intend that this arrangement will continue for at least the three financial years ending 31 March 2020, 31 March 2021 and 31 March 2022. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

Under the Syncona Agreement, Syncona has agreed to provide administrative support at the Foundation's request up to a maximum cost of £50,000 per annum, as agreed from time to time between Syncona and the Foundation. This support may include the provision of finance manager and trustee administration support and other support such as evaluation or strategy preparation.

2. Donation from Syncona (continued)

Either party may terminate this agreement on six months' written notice to the other, although at the time of signing the Syncona Agreement both Syncona and the Foundation acknowledged that they at that time intended that the arrangement would continue for at least the three years ending 31 March 2020, 31 March 2021 and 31 March 2022. Either party may terminate this agreement immediately on written notice to the other at any time in the event that:

(a) a change of control of Syncona occurs;
(b) the Foundation ceases to be a charitable organisation;
(c) the other party breaches any material provision of this agreement and such breach either is incapable of remedy or has not been remedied to the reasonable satisfaction of the terminating party within 30 days of the other party receiving notice to do the same from the terminating party;
(d) the other party does (or omits to do) anything which, in the reasonable opinion of the terminating party, is knowingly calculated to, or which may reasonably be expected to, bring the terminating party into disrepute;
(e) the other party has passed any resolution for, or made any filing in respect of, its liquidation, receivership or reorganisation under any insolvency laws or has taken (or there has been taken against it by any third party) any similar action; or
(f) the performance by the first party of any of its obligations under this agreement is or becomes illegal or unlawful under the laws of any relevant jurisdiction.

In addition, the Foundation may terminate the agreement immediately on written notice if Syncona does (or omits to do) anything which, in the reasonable opinion of the Foundation, is knowingly calculated to, or which may reasonably be expected to, be detrimental to the Foundation carrying on its charitable purposes. The agreement is governed by English law.

For the year ending 31 March 2021, as per the above agreement, the Foundation received the following;

(i) A donation of £2,691,553 (31 March 2020: £2,632,809) was received on 30 June 2021.
(ii) Donated services to the value of £49,086 in respect of the provision of administrative support and other support such as evaluation or strategy preparation.

3. Investment Income

Investment income can be analysed as follows:

	2021 £	2020 £
Bank interest received	29	5,748
Total	**29**	**5,748**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

4. Charitable activities

Syncona has agreed to make an aggregate annual donation, paid in arrears, of one-twelfth of 0.35 per cent of Syncona's NAV as at each month-end during the year (the "Annual Charitable Donation"), to be shared between the ICR and the Foundation as set out in Note 2 above. Syncona and the Foundation currently intend that this arrangement will continue for at least the three financial years ending 31 March 2020, 31 March 2021 and 31 March 2022. For any subsequent financial years, unless otherwise agreed between Syncona and the Foundation, the Annual Charitable Contribution will be an amount equal to the aggregate of one twelfth of 0.30 per cent of Syncona's NAV for each month during the relevant financial year or part year.

For the financial years up to and including the year ended 31 March 2019, the Foundation donated those funds (net of its expenses) to charities chosen each year by Syncona shareholders from a list of charities proposed by the trustees of the Foundation annually (which included the ICR). For the year ended 31 March 2020 onwards, the Foundation will continue to make donations to charities in line with the Foundation's objectives. The Trustees have reviewed the Foundation's strategy, with a view to maximising the impact from the grants the Foundation makes, and they anticipate that future potential grantees will be assessed based on the strength of their management, impact, ability to grow, focus on areas of high unmet need and ability to communicate with the Foundation about their work.

An analysis of annual charitable donations is shown below:

Charitable activities:	**2021 Donations to institutions** £	**2021 Donations to individuals** £	**2020 Donations to institutions** £	**2020 Donations to individuals** £
Charitable organisations	442,833	-	3,033,333	-
Total	**442,833**	-	**3,033,333**	-

Allocation of institutional donations payable	**2021 £**	**2020 £**
Donations to core charities		
- Restricted	28,988	-
- Unrestricted	250,512	2,870,000
Donations to other charities:		
The Listening Place	33,333	33,333
Heritage of London Trust	30,000	30,000
Place2Be	60,000	60,000
Matt Hampson Foundation	30,000	30,000
Trinity College, Cambridge	10,000	10,000
Total charitable donation for year	**442,833**	**3,033,333**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

5. Allocation of Costs by Activity

In accordance with FRS 102 support costs are required to be allocated to the significant activities of the charitable organisation. All governance costs borne by the Foundation are allocated to charitable activities as they are attributable directly to that purpose.

The allocation of these support costs is shown in the table below:

Year ended 31 March 2021	Charitable Activities	Other Expenditure	Total
	£	£	£
Support and Other Costs:			
Governance (see Note 6)	54,910	-	54,910
Total Support and Other Expenditure	**54,910**	-	**54,910**
Institutional Donations Payable (see Note 4)	442,833	-	442,833
Total Expenses	**497,743**	-	**497,743**

Year ended 31 March 2020	Charitable Activities	Other Expenditure	Total
	£	£	£
Support and Other Costs:			
Governance (see Note 6)	6,719	-	6,719
Total Support and Other Expenditure	**6,719**	-	**6,719**
Institutional Donations Payable (see Note 4)	3,033,333	-	3,033,333
Total Expenses	**3,040,052**	-	**3,040,052**

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

6. Governance costs

An analysis of governance costs is as follows:

	2021	2020
	£	£
Statutory Audit fees	4,920	4,920
Legal fees	-	780
Insurance costs	784	787
Other professional fees	120	120
Administrative support provided by Syncona (see Note 7)	49,086	-
Trustee expenses	-	87
Bank charges	-	25
	54,910	**6,719**

7. Trustees and staff numbers

No member of the Board of Trustees received any emoluments and there were no employees.

8. Taxation on profit on ordinary activities

The Foundation is a charity and is exempt from tax on income and gains falling within Part 11 of the Corporation Tax Act 2010 ("CTA 2010") to the extent that these are applied to its charitable objects. No tax charges have arisen in the Foundation.

9. Investment

On 28 September 2012, the sole subscriber share issued by Syncona on incorporation was re-designated (by special resolution of the founder Shareholder dated 28 September 2012) as a Deferred Share and transferred to the Foundation. The Foundation holds this share at nil value. This non-participating non-redeemable Deferred Share has no other rights to assets or dividends, except to payment of £1 on the liquidation of Syncona and carries a right to vote only if there are no other classes of voting share of Syncona in issue.

10. Debtors

	2021	2020
	£	£
Due within one year		
Receivable from Syncona GP (see Note 2)	2,691,552	2,632,809
Other debtors	321,000	283,333
Prepayments	396	326
	3,012,948	**2,916,468**

As explained in Note 2, the amount receivable from Syncona GP has been received after the year end.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

11. Creditors

	2021 £	2020 £
Due within one year:		
Charity donations payable	320,500	2,683,333
Trade and other creditors	-	-
Audit fee	5,720	5,720
	326,220	**2,689,053**
Due after more than one year:		
Charity donation payable (see Note 12)	201,000	120,000
	201,000	**120,000**

12. Funding commitments

At 31 March 2021, the Foundation had committed to make the following donations, which are considered a liability:

	2021 £	2020 £
Due within one year:		
The Ella Project	100,000	-
Generating Genius	100,500	-
Heritage of London Trust	30,000	30,000
Place2Be	60,000	60,000
Matt Hampson Foundation	30,000	30,000
Trinity College, Cambridge	-	10,000
The Listening Place	-	33,333
	320,500	**163,333**
Due after more than one year		
Heritage of London Trust	-	30,000
Place2Be	-	60,000
Matt Hampson Foundation	-	30,000
Generating Genius	201,000	-
	201,000	**120,000**

These payments are included in the Creditors balances above with the corresponding annual charge provisions disclosed in Debtors.

At the end of the current and preceding year there were no other funding or capital commitments, contingent liabilities or other financial commitments for which full provision has not been made in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2021

13. Reconciliation of net movement in funds to net cashflow from operating activities

	2021 £	2020 £
Net expenditure for the year	2,320,662	(401,495)
Net income before movement in working capital	2,320,662	(401,495)
Decrease/(increase) in debtors	(96,480)	(473,587)
(Decrease)/increase in creditors	(2,281,833)	172,870
Net cash flows from operating activities	**(57,652)**	**(702,212)**

14. Related parties

As at 31 March 2021, Thomas Henderson and Nigel Keen were both directors of Syncona, with which the Foundation has a material agreement and from which the Foundation received £2,691,553 in relation to the year ended 31 March 2021 (31 March 2020: £2,632,809). At 31 March 2021, Syncona owed the Foundation £2,691,553 (31 March 2020: £2,632,809) by way of donations.

The Trustees have not received any remuneration and no travel or meeting expenses were reimbursed to trustees during the year (31 March 2020: £87)

15. Analysis of charitable funds

Analysis of Fund movements	Fund brought forward at 1 April 2020 £	Income £	Expenditure (including taxation) £	Fund carried forward at 31 March 2021 £
(a) Restricted Funds	-	28,988	(28,988)	-
(b) Unrestricted Funds	321,090	2,789,417	(467,755)	2,641,752
	321,090	**2,818,405**	**(496,743)**	**2,641,752**

All the Foundation's funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

16. Allocation of Net Assets between funds

All net assets as at 31 March 2021 are unrestricted.