Syncona Limited

Approach to Taxation

Introduction

Syncona Limited ("Syncona") is an investment company whose purpose is to invest to extend and enhance human life. It does this by founding and building companies to deliver transformational treatments to patients in areas of high unmet need. Syncona is incorporated as a non-cellular company limited by shares in Guernsey, has operated as an investment company since its listing on the London Stock Exchange in 2012, and is a member of the FTSE 250.

This document, which has been approved by the Syncona Board, sets out Syncona's policy and approach to conducting its tax affairs and dealing with tax risk and applies to Syncona and all of its subsidiaries (other than any portfolio companies).

Syncona's approach to taxation

Syncona's approach to taxation is built on the following principles:

1. Syncona seeks to prevent investors from suffering double taxation on their investment returns, that is to aim that the overall tax position for shareholders is, as far as practically possible, the same as if they had invested directly in the underlying assets themselves ("tax neutral").
2. Where Syncona entities generate fee income from managing or advising on investments that fee income is taxable in the jurisdiction in which the management or advising entity is based. Syncona's subsidiary and investment manager, Syncona Investment Management Limited (SIML), is based in the UK.
3. To act lawfully and with integrity, including complying with all statutory obligations and disclosure requirements, and maintain open and constructive relationships with HMRC and tax authorities worldwide. If Syncona becomes aware of errors in submissions or procedures then these will be disclosed to the relevant tax authority as soon as reasonably practical.
4. Where tax laws require interpretation or where tax regulations or codes are ambiguous or untested, Syncona will take reasonable steps to determine their applicability, including seeking tax advice where necessary. When determining the appropriate course of action, Syncona will have due regard to fair outcomes for its relevant stakeholders.

Attitude towards tax planning and level of acceptable risk

Syncona recognises that it has a responsibility to meet its taxation obligations in each of the jurisdictions in which its entities operate, and the importance of the contribution that business makes to public finances through payment of taxes

Syncona aims to ensure that the Company's shareholders do not suffer double taxation on its investment returns, that is to aim that the overall tax position for shareholders is, as far as practically possible, the same as if they had invested directly in the underlying assets themselves. Syncona does this by maintaining its exempt company status for the purposes of Guernsey taxation (which broadly means it is only liable to tax in Guernsey in respect of income arising in Guernsey, and that there are no withholding or reporting requirements on distributions to non-Guernsey residents) and complying with necessary requirements for it and other Guernsey-incorporated Syncona entities to not be treated as tax resident in any other jurisdiction.

Syncona's approach to tax planning includes:

- Managing and controlling tax within a commercial context, such that all transactions and arrangements are based upon a primary underlying business purpose and commercial rationale beyond the tax benefits.
- Planning and managing its tax affairs to ensure that it makes appropriate claims for reliefs and deductions provided by the law, where it is cost-effective to do so.
- Not seeking to apply an aggressive interpretation of tax legislation outside what is understood to be intended. In doing so it will not undertake any transactions whose sole or main purpose is the creation of a tax benefit greater than that intended by legislation.
- Seeking external tax advice where the application of tax law to a transaction or situation is uncertain, or where specialist knowledge is required. It may also seek external advice for significant or complex transactions and to assist in its understanding of new legislation.

Syncona's appetite for tax risk is considered as part of each business decision, so that risks taken are consistent with the principles set out above.

Tax risk management and governance arrangements

The majority of Syncona's activities are delegated to its subsidiary and investment manager SIML. Within SIML the CFO has primary responsibility for Syncona's tax strategy, control and management of tax risk.

The Syncona Audit Committee receives an annual update from the CFO of SIML as well as ad-hoc updates on legislative and other changes that may impact the business. Every year Syncona's tax approach and principles are reviewed by the Audit Committee in the context of Syncona's wider risk and control framework.

Approach to tax policy in portfolio company investments

Portfolio companies are held as investments and are not within the scope of this policy.

However, Syncona's "found-build-fund" model means it is often actively involved with the initial establishment of new portfolio companies; when Syncona is actively involved in this way it will generally apply its own policies, including its approach to taxation.

As portfolio companies mature, they build out their own governance and management structures and take responsibility for their own affairs, including their own tax affairs. Syncona expects its portfolio companies to comply with their respective statutory obligations and encourages them to continue to act in a way that is aligned to its approach to taxation.

Relationships with relevant tax authorities

A key element of Syncona's approach to tax is to maintain a constructive and transparent relationship with tax authorities in the jurisdictions in which it operates. Syncona, therefore, seeks to maintain professional and constructive relationships with relevant tax authorities and aims to apply its tax policies consistently across jurisdictions where possible.

For material transactions or tax events Syncona may engage on a real-time basis with relevant tax authorities, to agree or clarify the application of tax legislation to the transaction or tax event.

Approved June 2021.