
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2023

(Commission File No. 001-38215)

NUCANA PLC

(Translation of registrant's name into English)

**3 Lochside Way
Edinburgh EH12 9DT
United Kingdom**
(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7):

Other Events

On November 16, 2023, NuCana plc (the “Company”) issued a press release announcing its third quarter 2023 financial results. The Company’s unaudited condensed consolidated financial statements as of September 30, 2023 are attached as Exhibit 99.1 and are incorporated by reference herein. The Company’s Management’s Discussion and Analysis of Financial Condition and Results of Operations and Supplemental Risk Factors are attached hereto as Exhibit 99.2 and Exhibit 99.3, respectively, and are incorporated by reference herein. The press release is attached as Exhibit 99.4 hereto and is incorporated by reference herein.

The information in the attached Exhibits 99.1, 99.2 and 99.3 shall be deemed to be incorporated by reference into the registration statements on Form F-3 (File Number 333-258941) and Form S-8 (File Number 333-223476 and File Number 333-248135), and related prospectuses, as such registration statements and prospectuses may be amended from time to time, and to be a part thereof from the date on which this report is filed, to the extent not superseded by documents or reports subsequently filed or furnished.

The information in the attached Exhibit 99.4 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise set forth herein or as shall be expressly set forth by specific reference in such a filing.

Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	<u>Unaudited Condensed Consolidated Financial Statements as of September 30, 2023 and for the Three and Nine Months Ended September 30, 2023 and 2022</u>
99.2	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations for the Three and Nine Months Ended September 30, 2023 and 2022</u>
99.3	<u>Supplemental Risk Factors</u>
99.4	<u>Press Release Dated November 16, 2023</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

NuCana plc

By: /s/ Donald Munoz

Name: Donald Munoz

Title: Chief Financial Officer

Date: November 16, 2023

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Notes	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
		2023	2022	2023	2022
		(in thousands, except per share data)			
		£	£	£	£
Research and development expenses		(7,439)	(7,386)	(18,203)	(23,238)
Administrative expenses		(1,375)	(1,715)	(4,777)	(5,756)
Net foreign exchange gains (losses)		562	2,912	(697)	7,120
Operating loss		(8,252)	(6,189)	(23,677)	(21,874)
Finance income		152	216	617	380
Loss before tax		(8,100)	(5,973)	(23,060)	(21,494)
Income tax credit	3	1,404	1,445	3,083	4,672
Loss for the period attributable to equity holders of the Company		(6,696)	(4,528)	(19,977)	(16,822)
Basic and diluted loss per share	4	(0.13)	(0.09)	(0.38)	(0.32)

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
	(in thousands)			
	£	£	£	£
Loss for the period	(6,696)	(4,528)	(19,977)	(16,822)
Other comprehensive income (expense):				
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of foreign operations	30	52	(8)	108
Other comprehensive income (expense) for the period	30	52	(8)	108
Total comprehensive loss for the period	(6,666)	(4,476)	(19,985)	(16,714)
Attributable to:				
Equity holders of the Company	(6,666)	(4,476)	(19,985)	(16,714)

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT

		September 30, 2023	December 31, 2022
	Notes	(in thousands)	
		£	£
Assets			
Non-current assets			
Intangible assets	5	2,583	2,365
Property, plant and equipment		612	866
Deferred tax asset	3	127	103
		<u>3,322</u>	<u>3,334</u>
Current assets			
Prepayments, accrued income and other receivables		3,414	3,957
Current income tax receivable	3	9,428	6,367
Other assets	6	—	2,684
Cash and cash equivalents	7	17,803	41,912
		<u>30,645</u>	<u>54,920</u>
Total assets		<u>33,967</u>	<u>58,254</u>
Equity and liabilities			
Capital and reserves			
Share capital and share premium	9	143,400	143,203
Other reserves		78,430	75,872
Accumulated deficit		(200,056)	(180,573)
Total equity attributable to equity holders of the Company		<u>21,774</u>	<u>38,502</u>
Non-current liabilities			
Provisions	10	58	46
Lease liabilities		222	396
		<u>280</u>	<u>442</u>
Current liabilities			
Trade payables		5,174	4,803
Payroll taxes and social security		165	162
Accrued expenditure		6,344	10,002
Lease liabilities		230	243
Provisions	10	—	4,100
		<u>11,913</u>	<u>19,310</u>
Total liabilities		<u>12,193</u>	<u>19,752</u>
Total equity and liabilities		<u>33,967</u>	<u>58,254</u>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	For the Nine Months Ended September 30,							Total equity attributable to equity holders
	Share capital	Share premium	Own share reserve	Share option reserve	Foreign currency translation reserve	Capital reserve	Accumulated deficit	
	£	£	£	£	(in thousands) £	£	£	£
Balance at January 1, 2022	2,087	141,050	(339)	30,027	(17)	42,466	(149,726)	65,548
Loss for the period	—	—	—	—	—	—	(16,822)	(16,822)
Other comprehensive income for the period	—	—	—	—	108	—	—	108
Total comprehensive loss for the period	—	—	—	—	108	—	(16,822)	(16,714)
Share-based payments	—	—	—	3,900	—	—	—	3,900
Exercise of share options	1	—	—	(362)	—	—	320	(41)
Lapse of share options	—	—	—	(715)	—	—	715	—
Balance at September 30, 2022	2,088	141,050	(339)	32,850	91	42,466	(165,513)	52,693
Balance at January 1, 2023	2,095	141,108	(339)	33,701	44	42,466	(180,573)	38,502
Loss for the period	—	—	—	—	—	—	(19,977)	(19,977)
Other comprehensive expense for the period	—	—	—	—	(8)	—	—	(8)
Total comprehensive loss for the period	—	—	—	—	(8)	—	(19,977)	(19,985)
Share-based payments	—	—	—	3,073	—	—	—	3,073
Exercise of share options	2	1	—	(269)	—	—	256	(10)
Lapse of share options	—	—	—	(238)	—	—	238	—
Issue of share capital	14	210	—	—	—	—	—	224
Share issue expenses	—	(30)	—	—	—	—	—	(30)
Balance at September 30, 2023	2,111	141,289	(339)	36,267	36	42,466	(200,056)	21,774

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NUCANA PLC

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended	
	September 30,	
	2023	2022
	(in thousands)	
	£	£
Cash flows from operating activities		
Loss for the period	(19,977)	(16,822)
Adjustments for:		
Income tax credit	(3,083)	(4,672)
Amortization, depreciation and loss on disposal	434	676
Movement in provisions	(4,109)	—
Finance income	(617)	(380)
Interest expense on lease liabilities	23	11
Share-based payments	3,073	3,900
Net foreign exchange losses (gains)	661	(7,233)
	<u>(23,595)</u>	<u>(24,520)</u>
Movements in working capital:		
Decrease (increase) in prepayments, accrued income and other receivables	531	(2,758)
Increase in trade payables	371	3,785
Decrease in payroll taxes, social security and accrued expenditure	(3,667)	(101)
Movements in working capital	<u>(2,765)</u>	<u>926</u>
Cash used in operations	<u>(26,360)</u>	<u>(23,594)</u>
Net income tax (paid) received	(2)	7,220
Net cash used in operating activities	<u>(26,362)</u>	<u>(16,374)</u>
Cash flows from investing activities		
Interest received	620	368
Payments for property, plant and equipment	(4)	(12)
Payments for intangible assets	(377)	(396)
Repayment of other current assets	2,596	—
Net cash from (used in) investing activities	<u>2,835</u>	<u>(40)</u>
Cash flows from financing activities		
Payments for lease liabilities	(207)	(189)
Proceeds from issue of share capital – exercise of share options	3	1
Proceeds from issue of share capital	224	—
Share issue expense	(30)	—
Net cash used in financing activities	<u>(10)</u>	<u>(188)</u>
Net decrease in cash and cash equivalents	(23,537)	(16,602)
Cash and cash equivalents at beginning of period	<u>41,912</u>	<u>60,264</u>
Effect of exchange rate changes on cash and cash equivalents	(572)	7,090
Cash and cash equivalents at end of period	<u>17,803</u>	<u>50,752</u>

The accompanying notes form an integral part of these unaudited condensed consolidated financial statements.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. General information

NuCana plc (“NuCana” or the “Company”) is a clinical-stage biopharmaceutical company developing a portfolio of new medicines to treat patients with cancer. NuCana is harnessing the power of phosphoramidate chemistry to generate new medicines called ProTides. These compounds have the potential to improve cancer treatment by enhancing the efficacy and safety of several current standards of care.

The Company has had American Depositary Shares (“ADSs”) registered with the US Securities and Exchange Commission (“SEC”) and has been listed on The Nasdaq Global Select Market (“Nasdaq”) since October 2, 2017. From November 9, 2023 the Company transferred its listing to The Nasdaq Capital Market. The Company is incorporated in England and Wales and domiciled in the United Kingdom. The Company’s registered office is located at 77/78 Cannon Street, London EC4N 6AF, United Kingdom and its principal place of business is located at 3 Lochside Way, Edinburgh, EH12 9DT, United Kingdom.

The Company has three wholly owned subsidiaries, NuCana, Inc., NuCana Limited and NuCana BioMed Trustee Company Limited (together referred to as the “Group”).

The financial information presented in these unaudited condensed consolidated financial statements does not constitute the Group’s statutory accounts within the meaning of section 434 of the U.K. Companies Act 2006.

The Group’s statutory accounts for the year ended December 31, 2022 have been reported on by the Company’s auditor, and delivered to the Registrar of Companies. The report of the auditor was (i) unqualified and (ii) did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report.

2. Material accounting policies***Basis of preparation***

The unaudited condensed consolidated financial statements (the “financial statements”) for the three months and nine months ended September 30, 2023 have been prepared in accordance with International Accounting Standard 34, “*Interim Financial Reporting*” (“IAS 34”). The material accounting policies and methods of computation applied in the preparation of the financial statements are consistent with those applied in the Company’s annual financial statements for the year ended December 31, 2022. No new standards, amendments or interpretations have had an impact on the financial statements for the three months and nine months ended September 30, 2023. The financial statements comprise the financial statements of the Group at September 30, 2023. The financial statements are presented in pounds sterling, which is also the Company’s functional currency. All values are rounded to the nearest thousand, except where otherwise indicated.

The financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company’s annual financial statements for the year ended December 31, 2022.

In the opinion of management, these unaudited condensed consolidated financial statements include all normal recurring adjustments necessary for a fair statement of the results of operations, financial position and cash flows. The results of operations for the three months and nine months ended September 30, 2023 are not necessarily indicative of the results that can be expected for the Company’s fiscal year ending December 31, 2023.

Going concern

In common with many companies in the biopharmaceutical sector, the Company incurs significant expenditure in its early years as it researches and develops its potential products for market.

Therefore, the Company has incurred recurring losses, has an accumulated deficit totaling £200.1 million and negative cash flows used in operating activities of £26.4 million as of and for the nine months ended September 30, 2023. The Company also had £17.8 million of cash on hand and cash equivalents at September 30, 2023.

In reviewing the going concern assessment the Company’s board of directors have considered the period to December 31, 2024. The Company plans to fund its cash flow needs through current cash on hand together with the receipt of research and development tax credits relating to the year ended December 31, 2023 from HMRC, the timing of which is outside of management’s control. In assessing the requirements necessary to continue progressing the Company’s research and development activities as currently contemplated and considering the material uncertainty regarding the timing of future cash inflows from research and development tax credits relating to the year ended December 31, 2023, there will be a requirement to seek additional capital within the going concern period to fund operations, which the Company may obtain from additional equity financings, debt financings, research funding, collaborations, contract and grant revenue or other sources. If the Company is unable to obtain additional capital, the Company may be required to delay or reduce its research and development programs, which could adversely affect its future business prospects and its ability to continue as a going concern.

As a result of these matters, there is material uncertainty related to the ability of the Company to raise sufficient additional capital within the going concern period prior to its current liquidity being exhausted, which liquidity includes the cash inflows relating to research and development tax credits for the year ended December 31, 2023, which is outside of management's control. These events or conditions may cast significant doubt (or raise substantial doubt as contemplated by Public Company Accounting Oversight Board ("PCAOB") standards) on the Company's ability to continue as a going concern and, therefore, that the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The consolidated interim financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Judgements and estimates

The accounting estimates and judgements made by management in applying the Group's accounting policies that have the most significant effect on the amounts included within these financial statements were the same as those that applied to the annual financial statements for the year ended December 31, 2022.

3. Income tax

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
	(in thousands)			
	£	£	£	£
Current tax:				
In respect of current period U.K.	1,396	1,404	3,266	4,619
In respect of prior period U.K.	—	35	(206)	35
In respect of current period U.S.	—	—	(1)	(1)
	<u>1,396</u>	<u>1,439</u>	<u>3,059</u>	<u>4,653</u>
Deferred tax:				
In respect of current period U.S.	8	6	25	19
In respect of prior period U.S.	—	—	(1)	—
Income tax credit	<u>1,404</u>	<u>1,445</u>	<u>3,083</u>	<u>4,672</u>

The income tax credit recognized primarily represents the U.K. research and development tax credit. In the United Kingdom, the Company is able to surrender some of its losses for a cash rebate of up to 26.97% of expenditure related to eligible research and development projects incurred on or after April 1, 2023 (33.35% prior to April 1, 2023).

	September 30, 2023	December 31, 2022
	(in thousands)	
	£	£
Current income tax receivable		
U.K. tax	9,426	6,366
U.S. tax	<u>2</u>	<u>1</u>
	<u>9,428</u>	<u>6,367</u>
Deferred tax asset		
U.S. deferred tax asset	<u>127</u>	<u>103</u>

4. Basic and diluted loss per share

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
	(in thousands, except per share data)			
	£	£	£	£
Loss for the period	<u>(6,696)</u>	<u>(4,528)</u>	<u>(19,977)</u>	<u>(16,822)</u>
Basic and diluted weighted average number of shares	52,670	52,196	52,480	52,192
Basic and diluted loss per share	<u>(0.13)</u>	<u>(0.09)</u>	<u>(0.38)</u>	<u>(0.32)</u>

Basic loss per share is calculated by dividing the loss for the period attributable to the equity holders of the Company by the weighted average number of shares outstanding during the period.

The potential shares issued through equity settled transactions were considered to be anti-dilutive as they would have decreased the loss per share and were therefore excluded from the calculation of diluted loss per share.

5. Intangible assets

Intangible assets comprise patents with a carrying value of £2.6 million as of September 30, 2023 (as of December 31, 2022: £2.4 million).

During the nine months ended September 30, 2023, the Company acquired intangible assets with a cost of £0.4 million in relation to patents.

6. Other assets

	September 30, 2023	December 31, 2022
	(in thousands)	
	£	£
Other assets	—	2,684

In April 2021, the Company initiated legal proceedings against Gilead Sciences Ireland UC and Gilead Sciences GmbH in the German Regional Court of Dusseldorf (“RC Dusseldorf”) for patent infringement for the sale of Sovaldi as well as its combination products Harvoni, Vosevi and Eplclusa in Germany. Later in 2021, the Company provided a security of €3.0 million by depositing funds with RC Dusseldorf to cover the legal costs of Gilead Sciences Ireland UC and Gilead Sciences GmbH in the event that the Company was unsuccessful in the final outcome of the patent infringement litigation in Germany.

In May 2023, the Company abandoned all proceedings in Germany and reached a settlement agreement with Gilead Sciences Ireland UC and Gilead Sciences GmbH, and as a result, the security deposit was repaid in full in July 2023.

7. Cash and cash equivalents

	September 30, 2023	December 31, 2022
	(in thousands)	
	£	£
Cash and cash equivalents	17,803	41,912

Cash and cash equivalents comprise cash at banks with deposit maturity terms of three months or less. Cash at banks earns interest at fixed or variable rates based on the terms agreed for each account.

8. Share-based payments

The Company has six share-based payment plans for employees, directors and consultants. The share options granted will be settled in equity. If the Company determines, and at its discretion, an arrangement may be made under the 2020 Long-Term Incentive Plan to substitute the right to acquire shares with a cash alternative of equivalent value. Options granted under each of the six plans have a maximum life of 10 years.

As detailed in the table below, during the nine months ended September 30, 2023, 2,733,139 share options were granted under the 2020 Long-Term Incentive Plan (nine months ended September 30, 2022: 1,497,013 share options granted). Options granted under this plan will vest if the option holder remains under respective contract of employment or contract of service for the agreed vesting period. The share options granted in the period will vest over a period of up to four years.

The fair values of options granted were determined using the Black-Scholes model that takes into account factors specific to the share incentive plan such as the assumption that the options are exercised at a point in time of up to two years after vesting. This has been incorporated into the measurement by means of actuarial modelling. As NuCana plc was unlisted until October 2, 2017, it is not possible to derive historical volatility from the Company’s ADSs prior to October 2017. For options with an estimated life of greater than five years, the underlying expected volatility was determined by using the average of the historical volatility of similar listed entities as a proxy. Options granted with an estimated life of five years or less, have been valued using the Company’s own historical volatility rates.

9. Share capital and share premium

	September 30, 2023	December 31, 2022
	(in thousands)	
	£	£
Share capital	2,111	2,095
Share premium	141,289	141,108
	143,400	143,203

	Number (in thousands)	
Issued share capital comprises:		
Ordinary shares of £0.04 each	52,793	52,373

	Number of shares	Share capital (in thousands) £	Share premium £
Fully paid shares:			
Balance at December 31, 2022	52,373	2,095	141,108
Issue of shares on exercise of options	55	2	1
Issue of shares	365	14	180
Balance at September 30, 2023	52,793	2,111	141,289

10. Provisions

	Legal proceedings	Dilapidations (in thousands)	Total
	£	£	£
Balance at December 31, 2022	4,100	46	4,146
Additions	—	21	21
Reverse unused	(46)	—	(46)
Utilized	(3,801)	(9)	(3,810)
Transfer from prepayments, accrued income and other receivables	(247)	—	(247)
Effect of foreign currency exchange differences	(6)	—	(6)
Balance at September 30, 2023	—	58	58
<i>Classified as:</i>			
Non-current	—	58	58
	—	58	58

All obligations arising from the patent infringement litigation in the U.K. and Germany, reflected within legal proceedings, have been settled as at September 30, 2023.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of financial condition and results of operations together with the unaudited condensed consolidated financial statements and the related notes to those statements included as Exhibit 99.1 to this Report on Form 6-K submitted to the Securities and Exchange Commission, or the SEC, on November 16, 2023. We also recommend that you read our discussion and analysis of financial condition and results of operations together with our audited financial statements and the notes thereto, and the section entitled “Risk Factors”, each of which appear in our Annual Report on Form 20-F for the year ended December 31, 2022 filed with the SEC on April 4, 2023 (the “Annual Report”).

We present our unaudited condensed consolidated financial statements in pounds sterling and in accordance with International Accounting Standard 34, “Interim Financial Reporting,” or IAS 34, which may differ in material respects from generally accepted accounting principles in other jurisdictions, including generally accepted accounting principles in the United States, or U.S. GAAP.

Unless otherwise indicated or the context otherwise requires, all references to “NuCana,” the “Company,” “we,” “our,” “us” or similar terms refer to NuCana plc and its consolidated subsidiaries.

The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements are forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties set forth in the “Risk Factors” section of our Annual Report and any subsequent reports that we file with the SEC.

Company Overview

We are a clinical-stage biopharmaceutical company focused on significantly improving treatment outcomes for patients with cancer by applying our ProTide technology to transform some of the most widely prescribed chemotherapy agents, nucleoside analogs, into more effective and safer medicines. While these conventional agents remain part of the standard of care for the treatment of many solid and hematological tumors, they have significant shortcomings that limit their efficacy and they are often poorly tolerated. Utilizing our proprietary technology, we are developing new medicines, ProTides, designed to overcome the key limitations of nucleoside analogs and generate much higher concentrations of anti-cancer metabolites in cancer cells. NuCana’s pipeline includes NUC-3373 and NUC-7738. NUC-3373 is a new chemical entity derived from the nucleoside analog 5-fluorouracil, a widely used chemotherapy agent. NUC-3373 is currently being evaluated in three ongoing clinical trials: a Phase 1b/2 trial (NuTide:302) in combination with leucovorin, irinotecan or oxaliplatin, and bevacizumab in patients with metastatic colorectal cancer; a randomized Phase 2 trial (NuTide:323) in combination with leucovorin, irinotecan, and bevacizumab for the second-line treatment of patients with advanced colorectal cancer; and a Phase 1b/2 modular trial (NuTide:303) in combination with the PD-1 inhibitor pembrolizumab for patients with advanced solid tumors and in combination with docetaxel for patients with lung cancer. NUC-7738 is a transformation of 3’-deoxyadenosine, a novel anti-cancer nucleoside analog, which is in the Phase 2 part of a Phase 1/2 trial in patients with advanced solid tumors which is evaluating NUC-7738 as a monotherapy and in combination with pembrolizumab.

Financial Operations Overview**Revenues**

We do not have any approved products. Accordingly, we have not generated any revenue, and we do not expect to generate any revenue from the sale of any products unless and until we obtain regulatory approvals for, and commercialize any of, our product candidates. In the future, we will seek to generate revenue primarily from product sales and, potentially, regional or global collaborations with strategic partners.

Operating Expenses

We classify our operating expenses into two categories: research and development expenses and administrative expenses. Personnel costs, including salaries, benefits, bonuses and share-based payment expense, comprise a component of each of these expense categories. We allocate expenses associated with personnel costs based on the function performed by the respective employees.

Research and Development Expenses

The largest component of our total operating expenses since our inception has been costs related to our research and development activities, including the preclinical and clinical development of our product candidates.

Research and development costs are expensed as incurred. Our research and development expense primarily consists of:

- costs incurred under agreements with contract research organizations, or CROs, and investigative sites that conduct preclinical studies and clinical trials;
- costs related to manufacturing active pharmaceutical ingredients and drug products for preclinical studies and clinical trials;
- salaries and personnel-related costs, including bonuses, benefits and any share-based payment expense, for our personnel performing research and development activities or managing those activities that have been out-sourced;
- fees paid to consultants and other third parties who support our product candidate development;
- costs of maintaining and defending patents;
- other costs incurred in seeking regulatory approval for our product candidates; and
- payments under our license agreements.

The successful development of our ProTides is highly uncertain. Product candidates in later stages of clinical development generally have higher development costs than those in earlier stages of clinical development, primarily due to the increased size and duration of later stage clinical trials. However, we do not believe that it is possible at this time to accurately project total program specific expenses through commercialization. We are also unable to predict when, if ever, material net cash inflows will commence from our product candidates to offset these expenses. Our expenditures on current and future preclinical and clinical development programs are subject to numerous uncertainties in timing and cost to completion.

The duration, costs and timing of clinical trials and development of our product candidates will depend on a variety of factors including:

- the scope, rate of progress, results and expenses of our ongoing and future clinical trials, preclinical studies and research and development activities;
- the potential need for additional clinical trials or preclinical studies requested by regulatory agencies;
- potential uncertainties in clinical trial enrollment rates or drop-out or discontinuation rates of patients;
- competition with other drug development companies in, and the related expense of, identifying and enrolling patients in our clinical trials and contracting with third-party manufacturers for the production of the drug product needed for our clinical trials;
- the achievement of milestones requiring payments under in-licensing agreements;
- any significant changes in government regulation;
- the terms and timing of any regulatory approvals;
- the expense of filing, prosecuting, defending and enforcing patent claims and other intellectual property rights; and
- the ability to market, commercialize and achieve market acceptance for any of our product candidates, if approved.

We track research and development expenses on a program-by-program basis for both clinical-stage and preclinical product candidates. Where appropriate, manufacturing and non-clinical research and development expenses are assigned or allocated to individual product candidates.

Administrative Expenses

Administrative expenses consist of personnel costs, depreciation, amortization and other expenses for outside professional services, including legal, audit and accounting services. Personnel costs consist of salaries, bonuses, benefits and share-based payment expense. Other administrative expenses include office related costs, professional fees and costs of our information systems. We anticipate that our administrative expenses will continue to increase in the future as we increase our headcount to support our continued research and development and potential commercialization of our product candidates. We also incur expenses as a public company, including expenses related to compliance with the rules and regulations of the SEC and Nasdaq, additional insurance expenses, and expenses related to investor relations and other administrative and professional services.

Net Foreign Exchange Gains (Losses)

Net foreign exchange gains (losses) primarily relates to cash held in U.S. dollars.

Finance Income

Finance income relates to interest earned on our cash and cash equivalents.

Income Tax Credit

We are subject to corporate taxation in the United Kingdom and our wholly owned U.S. subsidiary, NuCana, Inc., is subject to corporate taxation in the United States. Due to the nature of our business, we have generated losses in the United Kingdom since our inception. Our income tax credit recognized represents the sum of the research and development tax credits recoverable in the United Kingdom and in the United States, and income tax payable in the United States.

As a company that carries out extensive research and development activities, we benefit from the U.K. and U.S. research and development tax credit regimes. In the United Kingdom, we are able to surrender some of our losses for a cash rebate of up to 26.97% of eligible expenditures on qualifying research and development projects incurred on or after April 1, 2023 (33.35% prior to April 1, 2023). In the United States, we are able to offset the research and development credits against corporation tax payable. Our qualifying expenditures in the United Kingdom largely comprise clinical trial and manufacturing costs, employment costs for relevant staff and consumables incurred as part of research and development projects. In the United Kingdom, where we receive the larger proportion of the research and development credit, certain subcontracted qualifying research and development expenditures are eligible for a cash rebate of up to 17.53% from April 1, 2023 (21.68% prior to April 1, 2023). These rates are subject to the introduction of a territoriality restriction which may restrict our ability to claim relief in respect of research and development activity taking place outside the United Kingdom, which will apply to accounting periods beginning after April 1, 2024. A large portion of costs relating to our research and development, clinical trials and manufacturing activities are eligible for inclusion within these tax credit cash rebate claims.

We may not be able to continue to claim research and development tax credits in the United Kingdom in the future under the current research and development tax credit scheme because we may no longer qualify as a small or medium-sized company. However, in that scenario, we may be able to claim tax credits under a large company scheme.

Results of Operations

Comparison of the Three Months Ended September 30, 2023 and September 30, 2022

The following table summarizes the results of our operations for the three months ended September 30, 2023 and 2022.

	For the Three Months Ended September 30,	
	2023	2022
	(unaudited) (in thousands)	
	£	£
Research and development expenses	(7,439)	(7,386)
Administrative expenses	(1,375)	(1,715)
Net foreign exchange gains	562	2,912
Operating loss	(8,252)	(6,189)
Finance income	152	216
Loss before tax	(8,100)	(5,973)
Income tax credit	1,404	1,445
Loss for the period	(6,696)	(4,528)
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	30	52
Total comprehensive loss for the period	(6,666)	(4,476)

Research and Development Expenses

Research and development expenses were £7.4 million for the three months ended September 30, 2023 as compared to £7.4 million for the three months ended September 30, 2022. Clinical trial expenses increased by £1.4 million in the three months ended September 30, 2023 compared with the three months ended September 30, 2022. Patent costs decreased by £0.6 million in the three months ended September 30, 2023 compared with the three months ended September 30, 2022, mainly due to lower patent defense activity. Manufacturing costs were £39,000 for the three months ended September 30, 2023, compared with £0.6 million for the three months ended September 30, 2022, a decrease of £0.6 million. Other research and development costs decreased by £0.2 million in the three months ended September 30, 2023 compared with the three months ended September 30, 2022, primarily due to lower personnel costs and share-based payment expenses.

The following table gives a breakdown of the research and development costs incurred by product candidate for the three months ended September 30, 2023 and 2022:

	For the Three Months Ended September 30,	
	2023	2022
	(in thousands)	
	£	£
NUC-3373	5,721	3,344
NUC-7738	1,005	830
Acelarin	289	2,931
Other	424	281
	<u>7,439</u>	<u>7,386</u>

Administrative Expenses

Administrative expenses were £1.4 million for the three months ended September 30, 2023 as compared to £1.7 million for the three months ended September 30, 2022. The decrease was principally related to lower share-based payment expenses and insurance costs.

Net Foreign Exchange Gains

For the three months ended September 30, 2023, we reported a net foreign exchange gain of £0.6 million as compared to a net foreign exchange gain of £2.9 million for the three months ended September 30, 2022. In the three months ended September 30, 2023, the U.S. dollar appreciated less, relative to U.K. pound sterling, and on a lower U.S. dollar cash balance compared with the three months ended September 30, 2022.

Finance Income

Finance income represents bank interest and was £0.2 million for the three months ended September 30, 2023 and £0.2 million for the three months ended September 30, 2022.

Income Tax Credit

The income tax credit for the three months ended September 30, 2023, which is largely comprised of U.K. research and development tax credits, amounted to £1.4 million as compared to £1.4 million for the three months ended September 30, 2022.

Results of Operations

Comparison of the Nine Months Ended September 30, 2023 and September 30, 2022

The following table summarizes the results of our operations for the nine months ended September 30, 2023 and 2022.

	For the Nine Months Ended September 30,	
	2023	2022
	(unaudited) (in thousands)	
	£	£
Research and development expenses	(18,203)	(23,238)
Administrative expenses	(4,777)	(5,756)
Net foreign exchange (losses) gains	(697)	7,120
Operating loss	(23,677)	(21,874)
Finance income	617	380
Loss before tax	(23,060)	(21,494)
Income tax credit	3,083	4,672
Loss for the period	(19,977)	(16,822)
Other comprehensive (expense) income:		
Items that may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	(8)	108
Total comprehensive loss for the period	(19,985)	(16,714)

Research and Development Expenses

Research and development expenses were £18.2 million for the nine months ended September 30, 2023 as compared to £23.2 million for the nine months ended September 30, 2022, reflecting a decrease of £5.0 million. The decrease resulted primarily from lower expenses incurred in relation to clinical trials of £8.7 million in the nine months ended September 30, 2023, compared with £11.6 million in the nine months ended September 30, 2022, largely due to the discontinuation of the Phase 3 clinical trial of Acelarin in March 2022. Manufacturing costs were £0.2 million in the nine months ended September 30, 2023 compared with £2.2 million for the nine months ended September 30, 2022, a decrease of £2.0 million primarily due to phasing of NUC-3373 manufacturing activity. Patent costs increased by £0.7 million in the nine months ended September 30, 2023 compared with the nine months ended September 30, 2022 mainly due to higher patent defense activity in the first quarter of 2023. Other research and development costs decreased by £0.8 million in the nine months ended September 30, 2023 compared with the nine months ended September 30, 2022, principally due to lower personnel costs and share-based payment expenses.

The following table gives a breakdown of the research and development costs incurred by product candidate for the nine months ended September 30, 2023 and 2022:

	For the Nine Months Ended September 30,	
	2023	2022
	(in thousands)	
	£	£
NUC-3373	12,473	8,826
NUC-7738	2,630	2,809
Acelarin	1,933	10,709
Other	1,167	894
	18,203	23,238

Administrative Expenses

Administrative expenses were £4.8 million for the nine months ended September 30, 2023 as compared to £5.8 million for the nine months ended September 30, 2022, reflecting a decrease of £1.0 million. The decrease was primarily related to lower share-based payment expenses, insurance costs and professional fees.

Net Foreign Exchange (Losses) Gains

For the nine months ended September 30, 2023, we reported a net foreign exchange loss of £0.7 million as compared to a net foreign exchange gain of £7.1 million for the nine months ended September 30, 2022. In the nine months ended September 30, 2023, the loss arose from cash balances held in U.S. dollars and the U.S. dollar depreciating relative to the U.K. pound sterling. Conversely in the nine months ended September 30, 2022, the gain arose from cash balances held in U.S. dollars and the U.S. dollar appreciating relative to the U.K. pound sterling.

Finance Income

Finance income represents bank interest and was £0.6 million for the nine months ended September 30, 2023 and £0.4 million for the nine months ended September 30, 2022. The increase in bank interest resulted from higher rates of interest being earned on cash deposits.

Income Tax Credit

The income tax credit for the nine months ended September 30, 2023, which is largely composed of U.K. research and development tax credits, amounted to £3.1 million as compared to £4.7 million for the nine months ended September 30, 2022. The decrease in the income tax credit was primarily attributable to a decrease in our eligible research and development expenses, a decrease in the tax credit rate and an adjustment relating to prior periods of £0.2 million.

Liquidity and Capital Resources

Overview

Since our inception, we have incurred significant operating losses and negative cash flows. We anticipate that we will continue to incur losses for at least the next several years. As a result, we will need additional capital to fund our operations, which we may obtain from additional equity financings, debt financings, research funding, collaborations, contract and grant revenue or other sources.

As of September 30, 2023 and December 31, 2022, we had cash and cash equivalents of £17.8 million and £41.9 million, respectively. We do not currently have any approved products and have never generated any revenue from product sales. To date we have financed our operations primarily through the issuances of our equity securities.

In August 2021, we entered into an “at-the-market” (ATM) sales agreement with Jefferies LLC, or Jefferies, pursuant to which we may periodically sell ADSs having an aggregate offering price of up to \$100.0 million through Jefferies acting as our agent. Sales of our ADSs pursuant to this ATM program are subject to certain conditions specified in the sales agreement. Sales under the ATM program are registered on a shelf registration statement on Form F-3 that we filed with the SEC in August 2021, and which permits the offering, issuance and sale by us of up to a maximum aggregate offering price of \$400.0 million of our securities, inclusive of our ADSs sold under the ATM program. During the three months ended September 30, 2023, we sold and issued 349,732 ADSs, representing 349,732 ordinary shares, under the ATM program, raising gross proceeds of £0.2 million. During the nine months ended September 30, 2023, we sold and issued 365,570 ADSs, representing 365,570 ordinary shares, under the ATM program, raising gross proceeds of £0.2 million.

Cash Flows

Comparison of the Nine Months Ended September 30, 2023 and September 30, 2022

The following table summarizes the results of our cash flows for the nine months ended September 30, 2023 and 2022.

	For the Nine Months Ended September 30,	
	2023	2022
	(unaudited)	
	(in thousands)	
	£	£
Net cash used in operating activities	(26,362)	(16,374)
Net cash from (used in) investing activities	2,835	(40)
Net cash used in financing activities	(10)	(188)
Net decrease in cash and cash equivalents	(23,537)	(16,602)

Operating Activities

Net cash used in operating activities was £26.4 million for the nine months ended September 30, 2023 as compared to £16.4 million for the nine months ended September 30, 2022, a net increase in cash outflows of £10.0 million. Operating loss cash outflows were lower by £1.0 million for the nine months ended September 30, 2023, primarily reflecting lower research and development costs partly offset by movement in provisions. Tax of £2,000 was paid in the nine months ended September 30, 2023 compared to a refund received of £7.2 million in the nine months ended September 30, 2022. In addition, working capital outflows were £2.8 million in the nine months ended September 30, 2023 as compared to working capital inflows of £0.9 million in the nine months ended September 30, 2022. The working capital outflows in the nine months ended September 30, 2023 included the payment of accruals for clinical trial expenses relating to the Phase 3 clinical trial of Acelarin.

Investing Activities

Net cash from investing activities was £2.8 million for the nine months ended September 30, 2023 as compared with net cash used in investing activities of £40,000 for the nine months ended September 30, 2022. Repayment of other current assets totaled £2.6 million in the nine months ended September 30, 2023 and interest received for the nine months ended September 30, 2023 was £0.6 million compared with £0.4 million for the nine months ended September 30, 2022.

Financing Activities

Net cash used in financing activities was £10,000 for the nine months ended September 30, 2023 as compared to £0.2 million for the nine months ended September 30, 2022 reflecting an increase in the proceeds from the issue of share capital.

Operating and Capital Expenditure Requirements

We have not achieved profitability on an annual basis since our inception, and we expect to incur net losses in the future.

We plan to fund our cash flow needs through current cash on hand together with the receipt of research and development tax credits from HMRC, the timing of which is outside of our control. In assessing the requirements necessary to continue progressing our research and development activities as currently anticipated and considering the material uncertainty regarding the timing of future cash inflows from research and development tax credits relating to the year ended December 31, 2023, there will be a requirement to seek additional capital to fund operations. If we are unable to obtain additional capital, we may be required to delay or reduce our research and development programs, which could adversely affect our future business prospects and our ability to continue as a going concern.

As a result of these matters, there is material uncertainty related to our ability to raise sufficient additional capital prior to our current liquidity being exhausted, which liquidity includes the cash inflows relating to research and development tax credits for the year ended December 31, 2023. These events or conditions may cast significant doubt on our ability to continue as a going concern and, therefore, that we may be unable to realize our assets and discharge our liabilities in the normal course of business. The consolidated interim financial statements do not include any adjustments that might result from the outcome of this uncertainty.

However, we carefully manage our capital resources and have controllable mitigating actions identified to manage our expenditure, including management of third-party expenses and internal resource costs, as well as prioritization of development programs. Also, we expect our cash spend run-rate to decrease over the next 12 months when compared to the nine months ended September 30, 2023, as our cash outflows in the period to September 30, 2023 have been impacted by the payment of accruals for clinical trial expenses relating to the Phase 3 clinical trial of Acelarin and the settlement of obligations arising from the patent infringement litigation in the U.K. and Germany.

However, our future funding requirements will depend on many factors, including but not limited to:

- the scope, rate of progress and cost of our clinical trials, preclinical programs and other related activities;
- the extent of success in our early preclinical and clinical stage research programs, which will determine the amount of funding required to further the development of our product candidates;
- the progress that we make in developing new product candidates based on our proprietary ProTide technology;
- the cost of manufacturing clinical supplies and establishing commercial supplies of our product candidates and any products that we may develop;
- the costs involved in filing and prosecuting patent applications and enforcing and defending potential patent claims;
- the timing of receipt of our U.K. research and development tax credit cash rebates;
- the outcome, timing and cost of regulatory approvals of our ProTide product candidates;
- the cost and timing of establishing sales, marketing and distribution capabilities; and
- the costs of hiring additional skilled employees to support our continued growth and the related costs of leasing additional office space.

Legal Proceedings

From time to time, we may be party to litigation that arises in the ordinary course of our business. Other than as discussed below, we do not have any pending litigation that, separately or in the aggregate, would, in the opinion of management, have a material adverse effect on our results of operations, financial condition or cash flows.

In 2018, we were granted a European patent from the European Patent Office, or EPO, EP 2955190, or EP 190, that covered the composition of matter of a genus of phosphoramidate nucleotide compounds that includes sofosbuvir, sold under the brand name Sovaldi, a leading drug for the treatment of hepatitis C sold by Gilead Sciences, Inc. Later in 2018, Gilead filed an Opposition to our patent at the EPO in an attempt to revoke it. In February 2021, the EPO Opposition Division disagreed with Gilead and upheld amended patent claims that cover sofosbuvir. However, Gilead appealed this decision and, on March 24, 2023, the EPO Technical Board of Appeal issued an oral decision revoking EP 190. This decision is final and has retroactive effect.

Subsequent to the decision of the EPO Opposition Division, but also in February 2021, Gilead Sciences, Inc. and Gilead Sciences Limited filed a lawsuit against us in the Patents Court of the High Court of Justice of England and Wales requesting revocation of the U.K. part of EP 190. In March 2021, we filed a counterclaim against Gilead Sciences, Inc. and Gilead Sciences Limited alleging infringement of our patent resulting from acts including the sale of Sovaldi, as well as its combination products Harvoni, Vosevi and Epclusa, in the U.K. In 2022, we were granted a further European patent from the EPO, EP 3904365, or EP 365, that covered the composition of matter of a smaller genus of phosphoramidate nucleotide compounds that includes sofosbuvir. Gilead Sciences, Inc. and Gilead Sciences Limited subsequently amended their claim to request revocation of the U.K. part of EP 365 and we counterclaimed for infringement. The U.K. Patents Court trial for this case took place between January 20, 2023 and February 3, 2023 and a judgment was handed down by the court on March 21, 2023. In its judgment, the High Court deemed that EP 190 and EP 365 were invalid in the U.K. As a result of this decision, we were liable to pay a proportion of Gilead's legal fees for these legal proceedings in the U.K.

Additionally, in April 2021, we initiated legal proceedings against Gilead Sciences Ireland UC and Gilead Sciences GmbH in the German Regional Court of Dusseldorf for patent infringement for the sale of Sovaldi as well as its combination products Harvoni, Vosevi and Epclusa in Germany. However, as a result of the decision in March 2023 by the EPO Technical Board of Appeal, we abandoned all proceedings in Germany in May 2023 and, as a result, we were liable to pay a proportion of Gilead's legal fees for these legal proceedings in Germany.

All obligations arising from the patent infringement litigation in the U.K. and Germany have been settled as at September 30, 2023.

The litigation described above has, and any future litigation regarding our intellectual property could, subject us to significant legal expense. See "*Risk Factors - Intellectual property litigation could cause us to spend substantial resources and distract our personnel from their normal responsibilities.*" in our Annual Report on Form 20-F for the year ended December 31, 2022.

The litigation described above does not affect the patent protection on any of our product candidates, which are covered by separate patents that were not involved in this litigation.

Supplemental Risk Factors

Our business has significant risks. You should carefully consider the following risk factors and all other information contained in our Annual Report on Form 20-F for the year ended December 31, 2022 (our “Annual Report”) and in subsequent reports filed on Form 6-K, including our consolidated financial statements and the related notes. The risks and uncertainties described therein and below are those significant risk factors, currently known and specific to us, that we believe are relevant to our business, results of operations and financial condition. If any of these risks materialize, our business, results of operations or financial condition could suffer and the price of the ADSs could decline. Additional risks and uncertainties not currently known to us or that we now deem immaterial may also harm us and adversely affect our business, results of operations and financial condition.

We have identified conditions and events that raise substantial doubt about our ability to continue as a going concern, which may hinder our ability to obtain future financing.

The development of pharmaceutical drugs is capital-intensive. We have incurred recurring losses from our operations, have an accumulated deficit totaling £200.1 million and negative cash flows used in operating activities of £26.4 million as of and for the nine months ended September 30, 2023. We had cash and cash equivalents of £17.8 million at September 30, 2023. We expect our expenses to increase with our ongoing activities, particularly as we conduct larger-scale clinical trials of, and seek marketing approval for, our product candidates. In addition, if we obtain marketing approval for any of our product candidates, we expect to incur significant commercialization expenses related to product sales, marketing, manufacturing and distribution. We may also need to raise additional funds sooner if we choose to pursue additional indications or geographies for our product candidates or otherwise expand more rapidly than we presently anticipate. Furthermore, we will continue to incur costs associated with operating as a public company. Accordingly, we will need to obtain substantial additional funding in connection with our continuing operations. Because of these funding needs and related risks, there is material uncertainty related to our ability to raise sufficient additional capital before the end of 2024 and prior to our current liquidity being exhausted, which liquidity includes the cash inflows relating to research and development tax credits for the year ended December 31, 2023, the receipt of which is outside of our control. These events or conditions may raise substantial doubt, as contemplated by the standards of the Public Company Accounting Oversight Board, on our ability to continue as a going concern and, therefore, that we may be unable to realize our assets and discharge our liabilities in the normal course of business. If we are unable to obtain funding on a timely basis, we may be required to significantly curtail, delay or discontinue one or more of our research or development programs or the commercialization of any product candidate or be unable to expand our operations or otherwise capitalize on our business opportunities.

NuCana Reports Third Quarter 2023 Financial Results and Provides Business Update
Announced Encouraging Updates from NUC-3373 and NUC-7738 Demonstrating Promising Efficacy and Safety Data
Pipeline Continues to Advance with Data Updates Expected for all Programs in 2024
Well Capitalized with Anticipated Cash Runway into 2025

Edinburgh, United Kingdom, November 16, 2023 (GLOBE NEWSWIRE) – NuCana plc (NASDAQ: NCNA) announced financial results for the third quarter ended September 30, 2023 and provided an update on its broad clinical development program with its transformative ProTide therapeutics.

As of September 30, 2023, NuCana had cash and cash equivalents of £17.8 million compared to £24.6 million at June 30, 2023 and £41.9 million at December 31, 2022. NuCana continues to advance its various clinical programs and reported a net loss of £6.7 million for the quarter ended September 30, 2023, as compared to a net loss of £4.5 million for the quarter ended September 30, 2022. Basic and diluted loss per share was £0.13 for the quarter ended September 30, 2023, as compared to £0.09 per share for the comparable quarter ended September 30, 2022.

“We were excited to have recently presented promising clinical data for both NUC-3373 and NUC-7738 that continue to support the potential of our ProTides to transform the treatment of patients with cancer.” said Hugh S. Griffith, NuCana’s Founder and Chief Executive Officer. “For NUC-3373, we presented the first data in second-line patients with colorectal cancer from Part 3 of the NuTide:302 study. These data supported NUC-3373’s favorable safety profile and demonstrated encouraging signs of efficacy, including tumor volume reductions in patients who have failed prior fluoropyrimidine treatment. The data also showed that most patients dosed with NUC-3373 in combination with irinotecan, leucovorin and bevacizumab (NUFIRI-bev) achieved a longer progression free survival compared to their first-line treatment with a 5-FU-based therapy. We were also pleased to report that NuTide:323, our randomized Phase 2 study of NUFIRI-bev compared to the standard of care FOLFIRI-bev in second-line patients with colorectal cancer remains on track to reach full enrollment in the coming months and that no new safety signals have been observed.”

Mr. Griffith continued: “We also presented data from the Phase 2 part of the NuTide:701 study evaluating NUC-7738 both as a monotherapy in patients with solid tumors and in combination with the anti-PD-1 therapy pembrolizumab in patients with metastatic melanoma who had exhausted standard therapies. The data showed NUC-7738 to be well tolerated with promising signs of efficacy, including tumor volume reductions and prolonged time on treatment. Importantly, these data indicated that NUC-7738 may potentiate the activity of anti-PD-1 agents in patients who were refractory to or progressed on prior immunotherapy, including anti-PD-1 therapy. We look forward to sharing additional updates as these data continue to mature.”

Mr. Griffith concluded, “We have executed on all of our goals this year and we look forward to providing numerous data updates throughout 2024, including additional data from the NuTide:323 study. With a cash runway that is expected to extend into 2025, we are excited as we continue towards our goal of improving treatment outcomes for patients with cancer.”

2024 Anticipated Milestones

- NUC-3373 (*a ProTide transformation of 5-FU*)

In 2024, NuCana expects to:

- Announce data from the randomized Phase 2 (NuTide:323) study of NUFIRI-bev compared to the standard of care FOLFIRI-bev for the second-line treatment of patients with colorectal cancer;
- Announce data from the Phase 2 (NuTide:302) study of NUC-3373 in combination with irinotecan, leucovorin and bevacizumab (NUFIRI-bev) and in combination with oxaliplatin, leucovorin and bevacizumab (NUFOX-bev) for the second-line treatment of patients with colorectal cancer; and
- Announce data from the Phase 1b (NuTide:303) modular study of NUC-3373 in combination with pembrolizumab in patients with solid tumors and in combination with docetaxel in patients with lung cancer to identify additional indications for development.

- NUC-7738 (*a ProTide transformation of 3'-deoxyadenosine*)

In 2024, NuCana expects to:

- Announce data from the Phase 2 part of the NuTide:701 study of NUC-7738 in combination with pembrolizumab in patients with melanoma.

About NuCana

NuCana is a clinical-stage biopharmaceutical company focused on significantly improving treatment outcomes for patients with cancer by applying our ProTide technology to transform some of the most widely prescribed chemotherapy agents, nucleoside analogs, into more effective and safer medicines. While these conventional agents remain part of the standard of care for the treatment of many solid and hematological tumors, they have significant shortcomings that limit their efficacy and they are often poorly tolerated. Utilizing our proprietary technology, we are developing new medicines, ProTides, designed to overcome the key limitations of nucleoside analogs and generate much higher concentrations of anti-cancer metabolites in cancer cells. NuCana's pipeline includes NUC-3373 and NUC-7738. NUC-3373 is a new chemical entity derived from the nucleoside analog 5-fluorouracil, a widely used chemotherapy agent. NUC-3373 is currently being evaluated in three ongoing clinical studies: a Phase 1b/2 study (NuTide:302) in combination with leucovorin, irinotecan or oxaliplatin, and bevacizumab in patients with metastatic colorectal cancer; a randomized Phase 2 study (NuTide:323) in combination with leucovorin, irinotecan, and bevacizumab for the second-line treatment of patients with advanced colorectal cancer; and a Phase 1b/2 modular study (NuTide:303) of NUC-3373 in combination with the PD-1 inhibitor pembrolizumab for patients with advanced solid tumors and in combination with docetaxel for patients with lung cancer. NUC-7738 is a transformation of 3'-deoxyadenosine, a novel anti-cancer nucleoside analog. NUC-7738 is in the Phase 2 part of a Phase 1/2 study in patients with advanced solid tumors which is evaluating NUC-7738 as a monotherapy and in combination with pembrolizumab.

Forward-Looking Statements

This press release may contain “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on the beliefs and assumptions and on information currently available to management of NuCana plc (the “Company”). All statements other than statements of historical fact contained in this press release are forward-looking statements, including statements concerning the Company’s planned and ongoing clinical studies for the Company’s product candidates and the potential advantages of those product candidates, including NUC-3373 and NUC-7738; the initiation, enrollment, timing, progress, release of data from and results of those planned and ongoing clinical studies; the Company’s goals with respect to the development, regulatory pathway and potential use, if approved, of each of its product candidates; the utility of prior non-clinical and clinical data in determining future clinical results; and the sufficiency of the Company’s current cash, cash equivalents and marketable securities to fund its planned operations into 2025. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these terms or other comparable terminology. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the risks and uncertainties set forth in the “Risk Factors” section of the Company’s Annual Report on Form 20-F for the year ended December 31, 2022 filed with the Securities and Exchange Commission (“SEC”) on April 4, 2023, and subsequent reports that the Company files with the SEC. Forward-looking statements represent the Company’s beliefs and assumptions only as of the date of this press release. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, the Company assumes no obligation to publicly update any forward-looking statements for any reason after the date of this press release to conform any of the forward-looking statements to actual results or to changes in its expectations.

Unaudited Condensed Consolidated Statements of Operations

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2023	2022	2023	2022
	(in thousands, except per share data)			
	£	£	£	£
Research and development expenses	(7,439)	(7,386)	(18,203)	(23,238)
Administrative expenses	(1,375)	(1,715)	(4,777)	(5,756)
Net foreign exchange gains (losses)	562	2,912	(697)	7,120
Operating loss	(8,252)	(6,189)	(23,677)	(21,874)
Finance income	152	216	617	380
Loss before tax	(8,100)	(5,973)	(23,060)	(21,494)
Income tax credit	1,404	1,445	3,083	4,672
Loss for the period attributable to equity holders of the Company	(6,696)	(4,528)	(19,977)	(16,822)
Basic and diluted loss per share	(0.13)	(0.09)	(0.38)	(0.32)

Unaudited Condensed Consolidated Statements of Financial Position as at

	September 30, 2023	December 31, 2022
	(in thousands)	
	£	£
Assets		
Non-current assets		
Intangible assets	2,583	2,365
Property, plant and equipment	612	866
Deferred tax asset	127	103
	<u>3,322</u>	<u>3,334</u>
Current assets		
Prepayments, accrued income and other receivables	3,414	3,957
Current income tax receivable	9,428	6,367
Other assets	—	2,684
Cash and cash equivalents	17,803	41,912
	<u>30,645</u>	<u>54,920</u>
Total assets	<u><u>33,967</u></u>	<u><u>58,254</u></u>
Equity and liabilities		
Capital and reserves		
Share capital and share premium	143,400	143,203
Other reserves	78,430	75,872
Accumulated deficit	(200,056)	(180,573)
Total equity attributable to equity holders of the Company	<u>21,774</u>	<u>38,502</u>
Non-current liabilities		
Provisions	58	46
Lease liabilities	222	396
	<u>280</u>	<u>442</u>
Current liabilities		
Trade payables	5,174	4,803
Payroll taxes and social security	165	162
Accrued expenditure	6,344	10,002
Lease liabilities	230	243
Provisions	—	4,100
	<u>11,913</u>	<u>19,310</u>
Total liabilities	<u>12,193</u>	<u>19,752</u>
Total equity and liabilities	<u><u>33,967</u></u>	<u><u>58,254</u></u>

Unaudited Condensed Consolidated Statements of Cash Flows

	For the Nine Months Ended	
	September 30,	
	2023	2022
	(in thousands)	
	£	£
Cash flows from operating activities		
Loss for the period	(19,977)	(16,822)
Adjustments for:		
Income tax credit	(3,083)	(4,672)
Amortization, depreciation and loss on disposal	434	676
Movement in provisions	(4,109)	—
Finance income	(617)	(380)
Interest expense on lease liabilities	23	11
Share-based payments	3,073	3,900
Net foreign exchange losses (gains)	661	(7,233)
	<u>(23,595)</u>	<u>(24,520)</u>
Movements in working capital:		
Decrease (increase) in prepayments, accrued income and other receivables	531	(2,758)
Increase in trade payables	371	3,785
Decrease in payroll taxes, social security and accrued expenditure	(3,667)	(101)
Movements in working capital	<u>(2,765)</u>	<u>926</u>
Cash used in operations	<u>(26,360)</u>	<u>(23,594)</u>
Net income tax (paid) received	(2)	7,220
Net cash used in operating activities	<u>(26,362)</u>	<u>(16,374)</u>
Cash flows from investing activities		
Interest received	620	368
Payments for property, plant and equipment	(4)	(12)
Payments for intangible assets	(377)	(396)
Repayment of other current assets	2,596	—
Net cash from (used in) investing activities	<u>2,835</u>	<u>(40)</u>
Cash flows from financing activities		
Payments for lease liabilities	(207)	(189)
Proceeds from issue of share capital – exercise of share options	3	1
Proceeds from issue of share capital	224	—
Share issue expense	(30)	—
Net cash used in financing activities	<u>(10)</u>	<u>(188)</u>
Net decrease in cash and cash equivalents	(23,537)	(16,602)
Cash and cash equivalents at beginning of period	<u>41,912</u>	<u>60,264</u>
Effect of exchange rate changes on cash and cash equivalents	(572)	7,090
Cash and cash equivalents at end of period	<u>17,803</u>	<u>50,752</u>

For more information, please contact:

NuCana plc
Hugh S. Griffith
Chief Executive Officer
+44 131-357-1111
info@nucana.com

ICR Westwicke
Chris Brinzey
+1 339-970-2843
chris.brinzey@westwicke.com