Registered number: 08964733

IVXS UK LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

COMPANY INFORMATION

Directors	T B Bunting C K Delingpole C C Pilling J Hammer M Fanari (appointed 16 July 2020) S Narasimha (appointed 10 August 2020)
Registered number	08964733
Registered office	86-90 Paul Street London United Kingdom EC2A 4NE
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 30 Finsbury Square London EC2A 1AG
Bankers	Barclays Bank Plc. 2 Triton Square Churchill Place Leicestershire LE87 2BB

CONTENTS

GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 MARCH 2021

Introduction

The Directors present the Group Strategic Report and the financial statements for IVXS UK Limited ("the Company") and its subsidiary (together "the Group") for the year ended March 31, 2021.

Business review

It is estimated that trillions of dollars are laundered annually funding financial crime and yet less than three percent is ever caught. ComplyAdvantage's vision is to take on and neutralize the risk of money laundering, terrorist financing, corruption and all other global financial crimes by providing the world's only dynamic global risk database of people and companies. Powering a suite of configurable cloud services, ComplyAdvantage integrates seamlessly to help automate and reduce the frustration of complying with Sanctions, AML, and CFT regulations. Founded in 2014, ComplyAdvantage works with over 500 enterprise clients across 75 countries. Backed by Balderton Capital, Index Ventures and Ontario Teachers Pension Plan (OTPP), ComplyAdvantage has four global hubs in London, New York, Cluj-Napoca and Singapore.

Over the period the group continued to grow rapidly with an increase in revenue of 43% to £15.1m *(2020: £10.6m)*. The loss for the year was £15.9m *(2020: £14.0m)* this is in line with expectations of a fast-growing venture backed technology company.

As at March 31, 2021 the Group had a cash balance of £31.9m *(2020: £6.2m)*.

2020-2021 Highlights

During fiscal year 2021 IVXS UK Limited have hit several major milestones including:

- First POC of new Corporate focused product;
- Launch of their new payment screening product;
- Roll out their first proof of concepts on their cutting edge Knowledge Graph technology.

During 20-2021 ComplyAdvantage have been recognised for excellence and achievement through awards from industry experts. These include:

- Named a Technology Pioneer by World Economic Forum in 2020,
- Ranked 87th on Financial Times list of Europe's 1000 fastest growing companies.

Over the last year the company invested in product and technology and made some significant improvements. In addition to those listed above the team have tripled the number of external data sets monitored and made good progress in their search and matching technology milestones.

The Groups management and Board of Directors are focused on continuing to grow the revenues and further developing the product over the next financial year.

Principal risks and uncertainties

The Group faces risks and challenges similar to other fast growing early-stage technology companies

- Scaling of the product to deliver customer requirements
- Expand from their initial heartland of AML information to broader risk information use cases
- Recruit and retain talented employee base
- Increased competition within the market

As with the rest of the economy, the Group is exposed to uncertainty in the global economy post COVID-19. The economy's ability to bounce back may impact the high growth rates the Group has provided in prior periods. To date the Group has taken the necessary actions to mitigate uncertainties faced by COVID-19 and continue to monitor the situation closely. In July 2020, the company raised $50m in equity funding led by the Teachers' Innovation Platform (TIP), the venture arm of Ontario Teachers' Pension Plan (OTPP), to ensure the Group has sufficient reserves to operate for the foreseeable future.

Financial Risk Management policies and Objectives

Key financial risks to the group are managed as follows:

Credit risk: Trade debtors is the larger risk to the group. To manage the risk the Group actively manages customer relationships to seek low default risk.

Liquidity risk: Cash Flows are forecasted and reviewed on a regular basis to ensure sufficient cash reserves to meet foreseeable future.

Foreign Currency and Exchange rate risk: The Groups main investing activities are predominantly in GBP and USD, between which exchange rates have been volatile over the recent years, driven by the UKs decision to leave the EU (Brexit) and COVID-19. The Group holds majority of his cash reserves in USD and hedges the cash balances into GBP to ensure capacity to meet the forecasted requirements.

Going Concern

The company's financial statements have been prepared on a going concern basis.

The directors have considered the consequences of COVID-19 alongside other events, namely Brexit and have determined these do not create material uncertainty or cast doubt upon the entity's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

The extension to our Series C fundraising in May 2021 further demonstrates our ability to continue raising sufficient capital required for customary operations and the foreseeable future.

In assessing the going concern the directors have produced cash flow forecasts taking into account the likely future developments of the company and have a reasonable expectation that the company will have adequate resources to meet its obligations as they fall due for a minimum of 12 months from the date of approval of these financial statements.

This report was approved by the board on November 17, 2021 and signed on its behalf.

DocuSigned by:
Charles Delingpole
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C K Delingpole
Director

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2021

The directors present their report and the financial statements for the year ended 31 March 2021.

Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company and the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

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

Principal activity

The principal activity of the company continued to be that of the provision of IT services.

Results and dividends

The loss for the year, after taxation, amounted to £15,867,932 *(2020: loss £14,017,924).*

The directors do not recommend the payment of dividends.

Directors

The directors who served during the year were:

T B Bunting
C K Delingpole
C C Pilling
J Hammer
M Fanari (appointed 16 July 2020)
S Narasimha (appointed 10 August 2020)

Disclosure of information to auditor

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.

Engagement with employees

The company communicates on a regular basis with its employees through company wide meetings, management briefings and other adhoc meetings. In addition, regular written updates on company developments are provided to all employees.

Qualifying third party indemnity provisions

The company has made qualifying party indemnity provisions for the benefit of its directors which were made during the year and remain in force at date of this report.

Post balance sheet events

In May 2021, the Group entered into a subscription agreement which provided $19,999,934 in exchange for the allotment and issuance of preference shares.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

DocuSigned by:
Charles Delingpole
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C K Delingpole
Director

Date: 09 December 2021

Grant Thornton

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IVXS UK LIMITED

Opinion

We have audited the financial statements of IVXS UK Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2021, which comprise the Consolidated Statement of comprehensive income, the Consolidated and Company Statements of financial position, the Consolidated Statement of cash flows, the Consolidated and Company Statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 March 2021 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 Group and the parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and of the parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Group and the parent Company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the Group's and of the parent Company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the Group's and of the parent Company's financial resources or ability to continue operations over the going concern period.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IVXS UK LIMITED (CONTINUED)

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 Group's and of the parent Company'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.

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

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual 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 this regard.

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 Group strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IVXS UK LIMITED (CONTINUED)

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group strategic report or the Directors' report.

Matters on which we are required to report by exception

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the Directors and management. We also discussed the policies and procedures regarding compliance with laws and regulations with the Directors and management.
- The entity is subject to laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements. We identified the following laws and regulations as the most likely to have a material effect if non-compliance were to occur; financial reporting legislation, tax legislation and employment law.
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members, including internal specialists, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.
- We assessed the susceptibility of IVXS Limited's Financial Statements to material misstatement, including how fraud might occur, by making enquires of management and those charged with governance. We utilised internal and external information to corroborate these enquiries and to perform a fraud risk assessment for the entity and its subsidiaries. We considered the risk of fraud to be higher through the potential for management override of controls.
- Audit procedures performed by the engagement team included:

    - evaluation of the programmes and controls established to address the risks related to irregularities and fraud;
    - testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions;
    - sample testing of revenue transactions within the group, with particular attention paid to amounts that should be deferred to future periods;
    - challenging significant judgements and estimates made within the group, including those surrounding one-off transactions;
    - identifying and testing related party transactions

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IVXS UK LIMITED (CONTINUED)

- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement teams:

  - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation
  - knowledge of the industry in which the client operates
  - understanding of the legal and regulatory requirements specific to the entity/regulated entity including:
    - the provisions of the applicable legislation
    - the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules
    - the applicable statutory provisions

- There were no instances non-compliance with laws and regulations and fraud that were communicated with the engagement team.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:
Grant Thornton UK LLP
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Anthony Thomas FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
Date: 09 December 2021

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2021

	Note	2021 £	*2020 £*
Turnover	4	**15,054,107**	*10,550,653*
Cost of sales		**(1,934,033)**	*(1,514,917)*
Gross profit		**13,120,074**	*9,035,736*
Administrative expenses		**(32,164,974)**	*(25,601,576)*
Operating loss	5	**(19,044,900)**	*(16,565,840)*
Interest receivable and similar income	9	**-**	*4,969*
Interest payable	10	**(50,140)**	*(178,355)*
Loss before taxation		**(19,095,040)**	*(16,739,226)*
Tax on loss	11	**3,227,108**	*2,721,302*
Loss for the financial year		**(15,867,932)**	*(14,017,924)*
Total comprehensive income for the year		**(15,867,932)**	*(14,017,924)*

The notes on pages 18 to 36 form part of these financial statements.

IVXS UK LIMITED
REGISTERED NUMBER:08964733

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2021

	Note		2021 £		2020 £
Fixed assets					
Tangible assets	12		**476,781**		*671,956*
			476,781		*671,956*
Current assets					
Debtors	14	**12,404,874**		*8,618,236*	
Cash at bank and in hand	15	**31,872,780**		*6,230,635*	
		44,277,654		*14,848,871*	
Creditors: amounts falling due within one year	16	**(11,964,675)**		*(9,744,843)*	
Net current assets			**32,312,979**		*5,104,028*
Total assets less current liabilities			**32,789,760**		*5,775,984*
Creditors: amounts falling due after more than one year	17		**(140,146)**		*(1,010,043)*
Net assets			**32,649,614**		*4,765,941*
Capital and reserves					
Called up share capital	19		**4**		*4*
Share premium account	20		**71,039,246**		*28,673,932*
Foreign exchange reserve	20		**26,237**		*(52,570)*
Other reserves	20		**3,350,302**		*2,042,818*
Profit and loss account	20		**(41,766,175)**		*(25,898,243)*
Shareholders' funds			**32,649,614**		*4,765,941*

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:
Charles Delingpole
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C K Delingpole
Director

Date: 09 December 2021

The notes on pages 18 to 36 form part of these financial statements.

IVXS UK LIMITED
REGISTERED NUMBER:08964733

COMPANY STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2021

	Note		2021 £		2020 £
Fixed assets					
Tangible assets	12		227,440		571,998
Investments	13		35		35
			227,475		572,033
Current assets					
Debtors	14	13,756,727		10,534,678	
Cash at bank and in hand	15	30,740,848		5,348,209	
		44,497,575		15,882,887	
Creditors: amounts falling due within one year	16	(8,714,053)		(7,077,306)	
Net current assets			35,783,522		8,805,581
Total assets less current liabilities			36,010,997		9,377,614
Creditors: amounts falling due after more than one year	17		(140,146)		(1,010,043)
Net assets excluding pension asset			35,870,851		8,367,571
Net assets			35,870,851		8,367,571
Capital and reserves					
Called up share capital	19		4		4
Share premium account	20		71,039,246		28,673,932
Other reserves	20		3,350,302		2,042,818
Profit and loss account	20		(38,518,701)		(22,349,183)
			35,870,851		8,367,571

The company has not presented its own statement of comprehensive income in these financial statements. The loss after tax of the parent company for the year was £16,169,518 *(2020: £11,629,294)*.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

DocuSigned by:
Charles Delingpole
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C K Delingpole
Director
Date: 09 December 2021

The notes on pages 18 to 36 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2021

	Called up share capital	Share premium account	Foreign exchange reserve	Share option reserve	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 April 2020	**4**	**28,673,932**	**(52,570)**	**2,042,818**	**(25,898,243)**	**4,765,941**
Comprehensive income for the year						
Loss for the year	-	-	-	-	(15,867,932)	(15,867,932)
Total comprehensive income for the year	-	-	-	-	(15,867,932)	(15,867,932)
Share issuance	-	42,365,314	-	-	-	42,365,314
Share based payments	-	-	-	1,307,484	-	1,307,484
Foreign exchange reserve movement	-	-	78,807	-	-	78,807
Total transactions with owners	-	42,365,314	78,807	1,307,484	-	43,751,605
At 31 March 2021	4	71,039,246	26,237	3,350,302	(41,766,175)	32,649,614

The notes on pages 18 to 36 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020

	Called up share capital	Share premium account	Foreign exchange reserve	Share option reserve	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 April 2019	4	27,578,144	(7,753)	1,424,992	(11,880,319)	17,115,068
Comprehensive income for the year						
Loss for the year	-	-	-	-	(14,017,924)	(14,017,924)
Total comprehensive income for the year	-	-	-	-	(14,017,924)	(14,017,924)
Shares issued during the year	-	1,095,788	-	-	-	1,095,788
Share based payments	-	-	-	617,826	-	617,826
Foreign exchange reserve movement	-	-	(44,817)	-	-	(44,817)
Total transactions with owners	-	1,095,788	(44,817)	617,826	-	1,668,797
At 31 March 2020	4	28,673,932	(52,570)	2,042,818	(25,898,243)	4,765,941

The notes on pages 18 to 36 form part of these financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2021

	Called up share capital	Share premium account	Share option reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 April 2020	4	28,673,932	2,042,818	(22,349,183)	8,367,571
Comprehensive income for the year					
Loss for the year	-	-	-	(16,169,518)	(16,169,518)
Total comprehensive income for the year	-	-	-	(16,169,518)	(16,169,518)
Contributions by and distributions to owners					
Shares issued during the year	-	42,365,314	-	-	42,365,314
Other movement	-	-	1,307,484	-	1,307,484
At 31 March 2021	4	71,039,246	3,350,302	(38,518,701)	35,870,851

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020

	Called up share capital	Share premium account	Share option reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 April 2019	4	27,578,144	1,424,992	(10,491,221)	18,511,919
Comprehensive income for the year					
Loss for the year	-	-	-	(11,857,962)	(11,857,962)
Contributions by and distributions to owners					
Shares issued during the year	-	1,095,788	-	-	1,095,788
Other movement	-	-	617,826	-	617,826
At 31 March 2020	4	28,673,932	2,042,818	(22,349,183)	8,367,571

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2021

	2021 £	*2020* *£*
Cash flows from operating activities		
Loss for the financial year	**(15,867,932)**	*(14,017,924)*
Adjustments for:		
Depreciation of tangible assets	**453,787**	*524,486*
Interest paid	**41,526**	*173,355*
Interest received	**(41,287)**	*(4,969)*
Taxation charge	**(3,227,108)**	*(2,721,302)*
Increase in debtors	**(3,269,479)**	*(2,196,474)*
Increase in creditors	**2,170,972**	*4,079,963*
Corporation tax received	**2,749,103**	*2,009,932*
Foreign exchange movement	**91,807**	*1,853*
Share option charge	**1,309,595**	*617,826*
Net cash generated from operating activities	**(15,589,016)**	*(11,533,254)*
Cash flows from investing activities		
Purchase of tangible fixed assets	**(264,018)**	*(863,867)*
Interest received	**41,287**	*4,969*
Net cash from investing activities	**(222,731)**	*(858,898)*

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021

	2021 £	2020 £
Cash flows from financing activities		
Issue of ordinary shares	**2,027,453**	*2,349*
Repayment of secured loans	**(869,895)**	*(214,483)*
Interest paid	**(41,526)**	*(173,355)*
Issue of preference shares	**40,337,860**	-
Net cash used in financing activities	**41,453,892**	*(385,489)*
Net increase/(decrease) in cash and cash equivalents	**25,642,145**	*(12,777,641)*
Cash and cash equivalents at beginning of year	**6,230,635**	*19,008,276*
Cash and cash equivalents at the end of year	**31,872,780**	*6,230,635*
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	**31,872,780**	*6,230,635*

The notes on pages 18 to 36 form part of these financial statements.

1. General information

IVXS UK Limited is a private company, limited by shares, incorporated in England and Wales. Registered number 08964733. The address of the registered office is given on the company information page and the principal activity is set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

2.3 Going concern

The company's financial statements have been prepared on a going concern basis. The directors are confident that the funding received in May 2021 and the debt facilities available to the company will be sufficient in enabling the company to continue in operational existence for the foreseeable future. In assessing the going concern the directors have produced cashflow forecasts taking into account the likely future developments of the company and have a reasonable expectation that the company will have adequate resources to meet its obligations as they fall due for a minimum of 12 months from the date of approval of these financial statements.

2. Accounting policies (continued)

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.5 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Group and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.6 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

2. Accounting policies (continued)

2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

2.10 Current and deferred taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2. Accounting policies (continued)

2.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Group adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Group. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Office equipment	-	25%
Computer equipment	-	33%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.12 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.13 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.14 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2. Accounting policies (continued)

2.15 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.16 Holiday pay accrual

A liability is recognised to the extent of any unused holiday pay entitlement which is accrued at the reporting date and carried forward to future periods. This is measured at the undiscounted salary cost of the future holiday entitlement so accrued at the reporting date.

2.17 Preference shares

Preference shares are classified as equity, based on the rights attached to the shares. They are recognised at fair value less any incidental costs of issue. Amounts paid in excess of the nominal value of preference shares have been recognised in share premium.

2.18 Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each Statement of financial position date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

2. Accounting policies (continued)

2.19 Financial instruments

The Company has derivative and non-derivative financial instruments, which comprise receivables, cash, loan and borrowings, and trade payables.

Financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit and loss, and directly attributable transaction costs.

A financial instrument is recognised if the Company becomes a party to the contractual provisions of the instrument. Financial assets are de-recognised if the contractual rights to the cash flows from the financial assets expire or if the Company transfers the financial asset to another party without retaining control of substantially all risks and rewards of the asset. Financial liabilities are derecognised if the Company's obligations specified in the contract expire or are discharged or cancelled.

Derivative financial instruments – warrants

The Company has provided to its lender the right to purchase a specified amount of ordinary shares. The warrants are measured at fair value and any movement in fair value is recognised in the income statement.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are carried at amortised cost using the effective interest method, less any impairment losses. Accounts receivable are recorded initially at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment due to bad and doubtful accounts. The provision for doubtful debts is based on management's assessment of amounts considered uncollectable for specific customers or Company's of customers based on age of debt, history of payments, account activity, economic factors and other relevant information. The amount of the provision is the difference between the asset's unamortised cost and the present value of estimated future cash flows, discounted at an effective interest rate. The provision expense is recognised in the income statement.

Bad debts are written off against the provision for doubtful debts in the period in which it is determined that the debts are uncollectable. If those debts are subsequently collected then a gain is recognised in the income statement.

Impairment of financial assets

Financial assets, other than those at fair value through profit and loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have had to make the following judgements:

- Determine whether there are indicators of impairment of the group's tangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.
- Deferred tax
  No deferred tax asset has been recognised in respect of accumulated trading losses as there is insufficient certainty over timing of future taxable profits.

Other key sources of estimation uncertainty

- Tangible fixed assets (see note 12)
  Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on the number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

- Provision of doubtful accounts
  The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the ageing profile of debtors and historical experience. See note 14 for the net carrying amount of the debtors and associated impairment provision.

- Share based payments
  Certain employees of the Company receive remuneration in the form of share based payments whereby employees render services as consideration for equity instruments. The fair value is determined using an appropriate pricing model that utilise assumptions on volatility, interest rates and life of the options.

4. Turnover

Analysis of turnover by country of destination:

	2021 £	*2020 £*
United Kingdom	**10,404,424**	*7,448,924*
Rest of the world	**4,649,683**	*3,101,729*
	15,054,107	*10,550,653*

5. Operating loss

The operating loss is stated after charging:

	2021 £	*2020 £*
Depreciation of owned tangible fixed assets	**453,787**	*524,486*
Exchange differences	**19,016**	*13,527*
Operating lease rentals	**2,014,520**	*2,280,514*
Share based payment	**1,309,595**	*617,826*

6. Auditor's remuneration

	2021 £	*2020 £*
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	**39,000**	*34,100*

Fees payable to the company's auditor for non-audit services:

Accounts preparation	**3,000**	*3,500*
Taxation services	**17,950**	*17,950*

7. Employees

Staff costs were as follows:

	Group 2021 £	*Group 2020 £*	Company 2021 £	*Company 2020 £*
Wages and salaries	**16,744,366**	*14,323,218*	**10,791,924**	*9,354,324*
Social security costs	**1,617,086**	*1,524,258*	**1,383,069**	*1,136,632*
Cost of defined contribution scheme	**314,025**	*272,303*	**314,025**	*272,303*
	18,675,477	*16,119,779*	**12,489,018**	*10,763,259*

The average monthly number of employees, including the directors, during the year was as follows:

	2021 No.	*2020 No.*
	235	*235*

The Company has no employees other than the directors, who did not receive any remuneration *(2020: £Nil)*.

8. Directors' remuneration

	2021 £	*2020 £*
Directors' emoluments	**353,864**	*74,583*
Company contributions to defined contribution pension schemes	**18,617**	*1,500*
	372,481	*76,083*

During the year retirement benefits were accruing to 2 directors *(2020: 1)* in respect of defined contribution pension schemes.

The highest paid director received remuneration of £287,609 *(2020: £51,500)*.

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £17,117 *(2020: £1,500)*.

9. Interest receivable

	2021 £	*2020 £*
Other interest receivable	**-**	*4,969*

10. Interest payable and similar expenses

	2021	*2020*
	£	*£*
Bank interest payable	**50,140**	*178,355*

11. Taxation

	2021	*2020*
	£	*£*
Corporation tax		
Current tax on profits for the year	**(3,266,173)**	*(2,748,666)*
Foreign tax		
Foreign tax on income for the year	**39,065**	*27,364*
Total current tax	**(3,227,108)**	*(2,721,302)*

Factors affecting tax charge for the year

The tax assessed for the year is higher than *(2020: higher than)* the standard rate of corporation tax in the UK of 19% *(2020: 19%)*. The differences are explained below:

	2021	*2020*
	£	*£*
Loss on ordinary activities before tax	**(19,095,040)**	*(16,739,226)*
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	**(3,628,058)**	*(3,180,453)*
Effects of:		
Expenses not deductible for tax purposes	**475,213**	*199,272*
Additional deduction for R&D expenditure	**(2,419,024)**	*(2,036,001)*
Surrender of tax losses for R&D tax credit refund	**1,013,639**	*853,142*
Adjustments to tax charge in respect of prior periods	**-**	*347*
Deferred tax not recognised	**2,322,596**	*1,510,825*
Remeasurement of deferred tax for changes in tax rates	**-**	*(68,434)*
Other permanent differences	**(991,474)**	*-*
Total tax charge for the year	**(3,227,108)**	*(2,721,302)*

11. Taxation (continued)

Factors that may affect future tax charges

The Group contains entities with tax losses and deductible temporary difference. The Group has unrecognised losses and other temporary differences at 31 March 2021 of £4,038,047 *(2020: £1,715,451)* that may be utilised against future taxable income. UK losses and other temporary differences may be carried forward indefinitely to UK losses and other temporary differences may be carried forward indefinitely to reduce taxable income in the future.

Deferred tax assets and liabilities are measured at the tax rate that is expected to apply to the period when the asset is realised or the liability is settled, based on the rates that have been enacted or substantively enacted at the balance sheet date.

On 3 March 2021, it was announced that the standard rate of corporation tax will increase from 19% to 25% from 1 April 2023 on profits in excess of £250,000. A small profits rate of 19% will apply to profits of £50,000 or less. Companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective corporation tax rate. Since these changes are not enacted until 1 April 2023, therefore the budget announcement is a non-adjusting event.

12. Tangible fixed assets

Group

	Office equipment £	Computer equipment £	Total £
Cost or valuation			
At 1 April 2020	710,775	625,028	1,335,803
Additions	200,015	64,003	264,018
Disposals	(3,410)	(5,263)	(8,673)
At 31 March 2021	907,380	683,768	1,591,148
Depreciation			
At 1 April 2020	403,219	260,628	663,847
Charge for the year	271,331	182,456	453,787
Disposals	(939)	(2,328)	(3,267)
At 31 March 2021	673,611	440,756	1,114,367
Net book value			
At 31 March 2021	233,769	243,012	476,781
At 31 March 2020	*307,556*	*364,400*	*671,956*

12. Tangible fixed assets (continued)

Company

	Office equipment £	Computer equipment £	Total £
Cost or valuation			
At 1 April 2020	**644,252**	**502,120**	**1,146,372**
Additions	**-**	**19,252**	**19,252**
At 31 March 2021	**644,252**	**521,372**	**1,165,624**
Depreciation			
At 1 April 2020	**385,145**	**189,229**	**574,374**
Charge for the year	**215,305**	**148,505**	**363,810**
At 31 March 2021	**600,450**	**337,734**	**938,184**
Net book value			
At 31 March 2021	**43,802**	**183,638**	**227,440**
At 31 March 2020	*259,107*	*312,891*	*571,998*

13. Fixed asset investments

Company

	Investments in subsidiary companies £
Cost	
At 1 April 2020	35
At 31 March 2021	35
Net book value	
At 31 March 2021	35
At 31 March 2020	*35*

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
IVXS Technology Romania Sarl	Cluj-Napoca 400145, Romania	Provision of IT services	Ordinary	100%
IVXS Technology USA Inc	1460 Broadway, Suite 8000, New York, NY 10036	Sales and marketing	Ordinary	100%
IVXS Technology SG Pte Ltd	26 China Street, #02-01, Singapore 049568	Sales and marketing	Ordinary	100%

The aggregate of the share capital and reserves as at 31 March 2021 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(Loss) £
IVXS Technology Romania Sarl	188,597	155,220
IVXS Technology USA Inc	(2,521,956)	116,492
IVXS Technology SG Pte Ltd	(1,073,951)	(28,768)

14. Debtors

	Group 2021 £	*Group 2020 £*	Company 2021 £	*Company 2020 £*
Due after more than one year				
Amounts owed by group undertakings	-	-	2,989,497	*3,279,404*
Promissory note	3,074,508	*1,098,409*	3,074,508	*1,098,409*
	3,074,508	*1,098,409*	6,064,005	*4,377,813*
Due within one year				
Trade debtors	4,808,592	*3,200,983*	3,483,845	*2,200,691*
Other debtors	89,153	*437,722*	2,853	*383,377*
Prepayments and accrued income	1,166,449	*1,132,109*	939,852	*823,784*
Tax recoverable	3,266,172	*2,749,013*	3,266,172	*2,749,013*
	12,404,874	*8,618,236*	13,756,727	*10,534,678*

The Group entered into a promissory note agreement in the amount of £1,093,440 with an employee in January 2020. The note accrues interest at a rate of 0.62% compounded semi-annually and matures in January 2029. During the year, the Group also entered into three promissory note agreements in the amount of £2,026,085 with three employees in March 2021. These notes accrue interest at a rate of 0.62% compounded semi-annually and mature in March 2030.

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

15. Cash and cash equivalents

	Group 2021 £	*Group 2020 £*	Company 2021 £	*Company 2020 £*
Cash at bank and in hand	31,872,780	*6,230,635*	30,740,848	*5,348,209*

16. Creditors: Amounts falling due within one year

	Group 2021 £	*Group 2020 £*	**Company 2021 £**	*Company 2020 £*
Trade creditors	**1,351,414**	*1,294,883*	**1,424,025**	*1,428,160*
Amounts owed to group undertakings	**-**	*-*	**49,814**	*-*
Corporation tax	**23,617**	*7,094*	**-**	*-*
Other taxation and social security	**539,931**	*441,671*	**421,633**	*349,409*
Other creditors	**265,868**	*334,630*	**35,466**	*65,557*
Accruals and deferred income	**9,783,845**	*7,666,565*	**6,783,115**	*5,234,180*
	11,964,675	*9,744,843*	**8,714,053**	*7,077,306*

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

17. Creditors: Amounts falling due after more than one year

	Group 2021 £	*Group 2020 £*	**Company 2021 £**	*Company 2020 £*
Bank loans	**-**	*669,845*	**-**	*669,845*
Warrant liabilities	**140,146**	*340,198*	**140,146**	*340,198*
	140,146	*1,010,043*	**140,146**	*1,010,043*

On 29 November 2018, the company drew £1,000,000 on a pre-agreed debt facility. The debt facility is repayable in monthly installments of principal and interest which commences in November 2019. Interest accrues at a rate of the Bank of England rate plus 9.75%. During the year, the debt facility was settled.

In consideration of the facility being made available, the Company issued warrant over ordinary shares, to a value of £250,000. The warrants are treated as a cost of debt issuance, accordingly the balance is incorporated into the amortised cost of the loan and recognised within effective interest over the term of the loan.

The Company recorded £32,570 of amortisation expense in the period, which is included in interest expense *(2020: £83,333)*.

18. Financial instruments

	Group 2021 £	*Group 2020 £*	**Company 2021 £**	*Company 2020 £*
Financial assets				
Financial assets measured at fair value through profit or loss	**31,872,780**	*6,230,635*	**30,740,848**	*5,348,209*
Financial liabilities				
Other financial liabilities measured at fair value through profit or loss	**(11,509,381)**	*(10,306,121)*	**(8,395,442)**	*(7,737,940)*

Financial assets measured at fair value through profit or loss comprise cash at bank and in hand.

Other financial liabilities measured at fair value through profit and loss comprise trade creditors, amounts owed to group undertakings, other creditors, accruals, bank loans and warrant liabilities.

19. Share capital

	2021 £	*2020 £*
Allotted, called up and fully paid		
2,148,911 *(2020: 2,148,911)* Ordinary shares of £0.000001 each	**2**	*2*
1,270,579 *(2020: 1,270,579)* Preference A shares of £0.000001 each	**1**	*1*
231,100 *(2019: 231,100)* Seed shares of £0.000001 each	-	-
827,843 *(2020: 827,843)* Preference B shares of £0.000001 each	**1**	*1*
27,173 *(2020: 27173))* Share options exercised of £0.000001 each	-	-
	4	*4*

Ordinary and Seed shares have attached to them full capital rights on the balance of proceeds following satisfaction of the capital rights of the A preference shares, B preference shares, C preference shares and C1 preference shares (to the extent any such shares remain in issue) and deferred shares (if any), and full voting and dividend rights. They do not confer any rights of redemption.

The A preference shares, B preference shares, C preference shares and C1 preference shares (together "preference shares") have attached to them a right on a capital distribution to first priority over all other classes of share in recovering and amount equal to the subscription price and any arrears or accruals of dividends for each preference share or, if the amounts available are not sufficient, pro rate to the aggregate subscription price paid and dividends accrued or in arrears on such shares. The shares have attached to them full voting and dividend rights; they do not confer any rights of redemption.

20. Reserves

Share premium account

The share premium account includes the premium on issue of equity shares, net of any issue costs.

Foreign exchange reserve

The foreign exchange reserve comprises translation differences arising from the translation of financial statements of the Group's foreign entities into Sterling (£).

Share option reserve

The share option reserve includes an expense based on the fair value of share options issued and remaining in issue at the year end.

Profit and loss account

The profit and loss reserves represent cumulative profits or losses, net of dividends paid and other adjustments.

21. Share based payments

During the period, options were granted to certain employees of the Group under the Company's EMI option scheme. The options under the scheme become exercisable once the vesting conditions are met.

	2021	*2020*
	£	*£*
Outstanding at the beginning of the year	**380,110**	*312,271*
Granted during the year (Employees)	**4,547**	*67,626*
Granted during the year (Management & Directors)	**-**	*31,413*
Exercised during the year	**(12,134)**	*(13,318)*
Expired during the year	**-**	*(17,882)*
Outstanding at the end of the year	**372,523**	*380,110*

All options granted are ordinary shares with an exercise price of £0.01.

22. Pension commitments

The pension cost charge represents contributions payable by the Group to the fund and amounted to £314,025 *(2020: £259,300)*. Contributions totalling £73,717 *(2020: £67,846)* were payable to the fund at the reporting date and are included in creditors.

23. Purchase commitments

In November 2019, the Group entered into a purchase commitment which requires a minimum spend of $3,600,000 on or before 30 November 2021. As of 31 March 2020, the Group has spent $808,945.

24. Commitments under operating leases

At 31 March 2021 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2021 £	*Group 2020 £*
Not later than one year	**241,642**	*1,360,879*
Later than one year and not later than five years	**-**	*1,061,968*
	241,642	*2,422,847*

25. Related party transactions

The company has taken advantage of the exemption under paragraph 33.1A of Financial Reporting Standard 102 not to disclose transactions with other wholly owned members of the group.

The total remuneration paid to directors for services to the group was £372,481 *(2020: £76,083).*

26. Post balance sheet events

In May 2021, the Group entered into a subscription agreement which provided $19,999,934. in exchange for the allotment and issuance of preference shares.