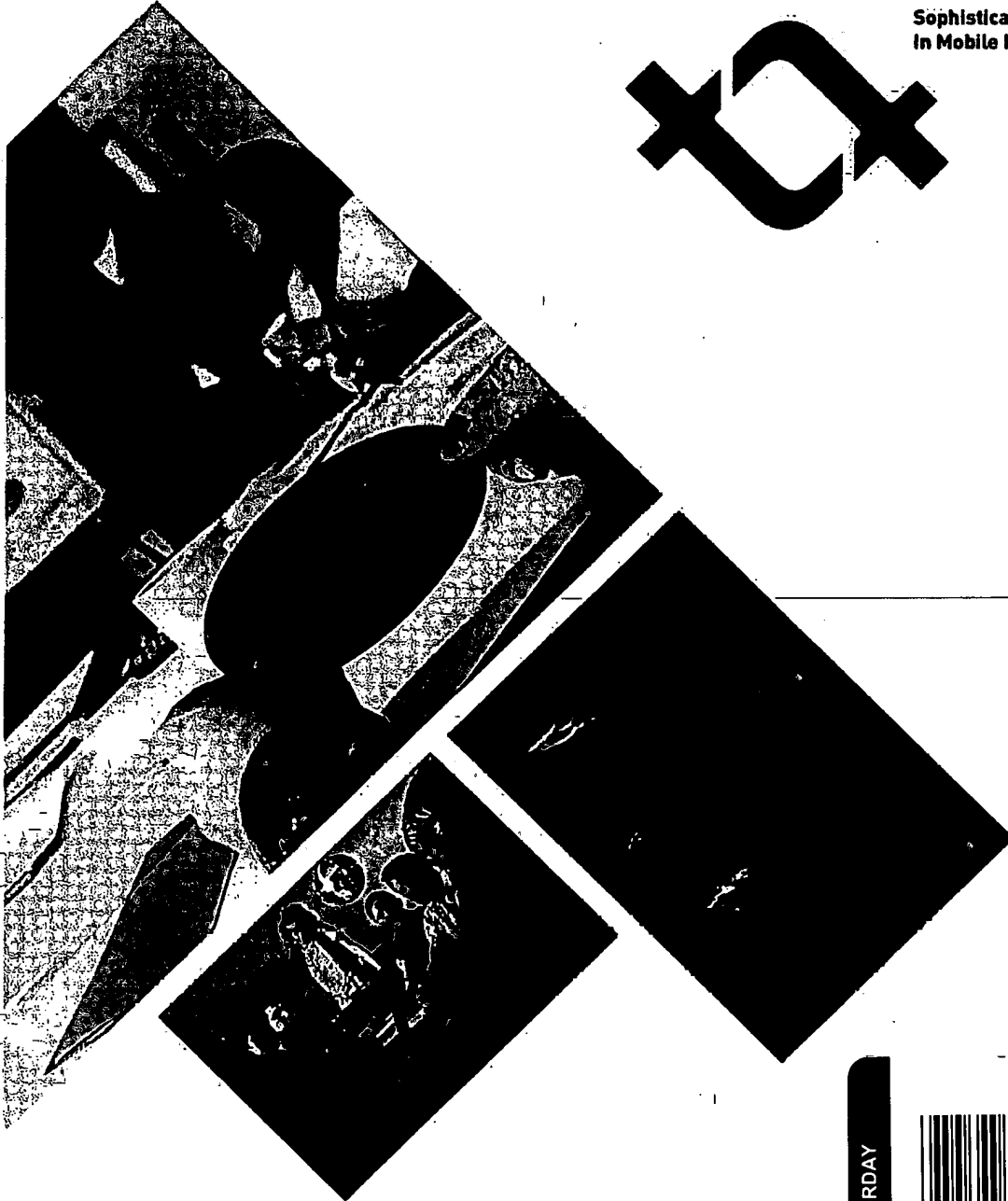


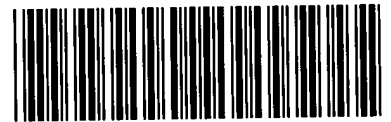
**tyntec**

Sophisticated Simplicity  
In Mobile Interaction



**tyntec Group Limited**  
**Annual Report and Financial**  
**Statements 2019/20** (Registered number: 10136577)

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## **Financial statements for the year ended 31 March 2020**

### **Contents**

|   | <b>Page</b> |
|---|-------------|
| Directors' report   | 1 - 4       |
| Strategic report  | 5 - 6       |
| Statement of directors' responsibilities in respect of the financial statements | 7           |
| Independent auditor's report  | 8 - 10      |
| Consolidated profit and loss account  | 11          |
| Company profit and loss account   | 12          |
| Consolidated balance sheet  | 13          |
| Company balance sheet   | 14          |
| Consolidated statement of changes in equity                                     | 15          |
| Company statement of changes in equity  | 16          |
| Consolidated statement of cash flows  | 17          |
| Notes to the financial statements   | 18 - 40     |



## **Directors' report for the year ended 31 March 2020**

The directors hereby present their directors' report and the audited financial statements of the Group and Company for the year ended 31 March 2020.

### **Principal activity**

The principal activity of the Group and Company during the year was enabling businesses to interact with people across any mobile communication channels from one single access point.

As more and more businesses are required to provide seamless services and communications for their increasingly mobile customers and workforces, tyntec provides the necessary global connectivity and cloud communications APIs (Application Programming Interfaces) to make the transformation easier. Enterprises use tyntec to power their communications, applications and authentications to reach people globally, boost innovation and provide employee mobility. tyntec's products include:

#### *Messaging*

- SMS: provides global reach, high quality 2-Way SMS with a carrier grade network, providing the best balance of coverage, reliability, speed, and scalability from a single provider.
- Mobile Chat: helps businesses engage their customers via chat apps such as Viber, Facebook and Whatsapp Messenger.

#### *Authentication*

- OTP SMS: provides phone-based authentication with time-critical SMS, delivering the ideal mix of convenience, security and cost.
- 2FA API: provides a REST API for integrating two-factor authentication right into any applications or workflow.

#### *Voice*

Provides instant, high quality inbound and outbound voice services, enabling businesses to add voice calling in their applications and websites.

#### *Number Information*

Provides the intelligence from phone number portability databases and live data, helping business to contact the right people at the right time.

### **Employees**

#### *Disabled persons*

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.



## **Directors' report for the year ended 31 March 2020** (continued)

### **Employees (continued)**

#### *Employee involvement*

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that views are taken into account when decisions are made that are likely to affect their interests. All employees are aware of the financial and economic performance of their business units and of the Group as a whole. Management, Team leaders, Carrier Managers and Sales Managers are rewarded according to their personal and Group results through a quarterly bonus scheme. Communication with all employees is done through a monthly Group wide briefing where the key happenings are addressed and shared with all employees.

### **Directors**

The directors during the year and up to the date of this report were:

T Trapp  
N Wolfram  
R G W Dennert  
T P E Volk  
H D Koch

### **Financial results**

The Group derives the majority of its revenues from business customers in Europe, the Americas, Asia, Africa and Oceania as well as from operator partners. The Group's revenues result mainly from transaction charges with a small portion originating from monthly-recurring and one-off charges. The Group's financial results are presented in the consolidated profit and loss account on page 11.

The operating result shows a loss for the year of 1,791,593 EUR (2019: loss for the year of 10,487,276 EUR). The cash position of the Group is 613,493 EUR (2019: 4,211,713 EUR).

### **Dividends**

The board of directors of the Company have not proposed a dividend for the year (2019: nil EUR).

### **Post balance sheet events**

See note 24 to these financial statements.

### **Future developments**

In May 2020 the legal case against Syniverse Technologies LLC in respect of the Group being able to access the US market was lost, see note 24. Following this, the directors' focus is now to look forward to growing and improving the business, focusing on increasing margins as well as revenue streams, whilst maintaining sufficient working capital to meet liabilities as they fall due.

In addition, the Group's ultimate controlling party are exploring the potential sale of the Group to a new owner who may be able to pay off the legacy obligations and provide additional working capital to support the continuation of the business, which is profit making. Discussions in relation to this are positive and remain ongoing.



## **Directors' report for the year ended 31 March 2020** (continued)

### **Going concern**

Throughout the year the Group and Company have faced and continue to face pressure on cash flows and working capital requirements due to declining margins and the need to service the current loan. This has resulted in the Group and Company operating with historically low levels of cash. At the balance sheet date the Group had cash at bank and in hand of 613,493 EUR (2019: 4,211,713 EUR) and the Company had 17,900 EUR (2019: 159,419 EUR). In addition, the Group and Company have net current liabilities of 8,105,508 EUR and 13,522,152 EUR respectively, and the Group had a net cash outflow from operations of 775,748 EUR with a total net cash outflow for the year of 3,624,231 EUR. The primary cause of the net cash outflow is the obligation of the Group and Company to make monthly loan repayments for the Harbert European Specialty loan (note 23). The impact of the continuing decline in margins on the Group's ability to generate sufficient cash inflows to meet this obligation means the Group faces significant pressure on their cash flows. The Company does not directly generate cash; instead it relies on its subsidiaries, primarily the main trading company tyntec Limited, to generate cash in order to pay dividends. However the cash generated by this entity is currently required by the Group in order to make the monthly loan repayments and the continuing decline in margins means there is no additional cash that can be used to pay dividends to the Company.

As detailed in note 24, in order to manage this pressure, post year end the Group and Company have received a total of 2,506,867 EUR of cash support from their shareholders comprising a convertible loan of 506,867 EUR and 2 million EUR of non-convertible loans. The Group and Company have also negotiated a one-year deferral of capital repayments on the Harbert European Specialty loan of approximately 1.4 million EUR in order to meet their day-to-day working capital requirements and are actively pursuing a strategy to develop higher margin customer relationships and products in order to reverse the margin erosion taking place and generate increased cash inflows. This is expected to be done by approaching small and middle enterprises which are not as price sensitive as the broader mass but are more interested in obtaining a solution for their specific business cases.

The Group's and Company's forecasts and projections, taking into account the cash injections from the shareholders as detailed above, the deferral of the current loan and achieving stable or slightly increased margins, continues to show that the Group and Company should be able to operate within the level of their current facilities for at least the next 12 months. These projections could vary significantly depending on the outcome of trading performance with the actual margin earned being the most significant variable. Should a 1% reduction in margin from the forecast occur then this would result in significant cash flow issues for the Group and Company. In this instance, management have multiple measures which could be undertaken individually or in combination in order to remain cash positive including, but not limited to:

- better management and curtailment of certain costs
- seeking further deferral on the Harbert European Specialty loan
- seeking further cash injections from the shareholders and/or other external parties

It should be noted however that the combination of uncertainties is significant giving rise to a material uncertainty.



## **Directors' report for the year ended 31 March 2020** (continued)

### **Going concern** (continued)

Based on all of the above, and after making enquiries, the directors have a reasonable expectation that the Group and Company has adequate resources based on the forecasts and projections made to be able to continue in operational existence for the foreseeable future, albeit there are uncertainties. The Group and Company therefore continue to adopt the going concern basis in preparing their financial statements.

### **Branches outside the UK**

The Group's subsidiary, tyntec GmbH, has a branch in Greece (note 11).

### **Coronavirus and business impact**

From March 2020 employees have been working remotely, the levels of remote working and office working have varied depending on restrictions, but this has not had an impact on operations or our ability to service customers.

Administration and travel costs have reduced as a result of worldwide restrictions and there have been some delays to providers supplying invoices resulting in increased levels of accruals. However there has been no adverse financial impact on the Group or Company.

### **Statement of disclosure of information to the auditor**

In the case of each director in office at the date the directors' report and financial statements are approved, under Section 418 of the Companies Act 2006, the following applies:

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

### **Secretary**

The secretary of the Company during the year and to the date of this report was TMF Corporate Administration Services Limited.

### **Independent auditor**

The auditor, PricewaterhouseCoopers LLC, has indicated its willingness to continue in office, and a resolution for re-appointment will be proposed at the annual general meeting.

On behalf of the Board

DocuSigned by:  
  
5E439D080F204F9...  
N Wolfram  
**Director**  
29 July 2021



## **Strategic report for the year ended 31 March 2020**

The directors present their strategic report on the Group for the year ended 31 March 2020.

### **Review of the business performance of the group**

The business performance of the Group during the financial year ended 31 March 2020 was characterised by a considerable increase in turnover, as the Group focuses on capturing more traffic and revenue through acquisition of large enterprise customers and attracting traffic from existing customers by offering more competitive prices. Unfortunately, cost of sales continued to increase at a higher rate, causing a continuing decline of the margins. As a result the Group incurred a loss for the year of 1,791,593 EUR (Company, net loss of 2,384,471 EUR) and had a net cash outflow from operations of 775,748 EUR. The Group and Company were able to reduce their loss for the year by 8,695,683 EUR and 6,724,447 EUR respectively, compared to prior year. This substantial improvement was as a result of the significant reduction in legal fees incurred in relation to the antitrust lawsuit that was filed with the Tampa courts which was opened in March 2017 against competitor, Syniverse Technologies LLC in the United States of America. These costs have themselves decreased in the year as a result of the case not proceeding to the trial stage during the year and the vast majority of pre-trial work had already been performed and billed as well as changes to the billing schedule through agreements with the Group's lawyers. As detailed in note 24, post year end the court of Tampa has granted a motion for summary judgement in favour of Syniverse Technologies LLC and the Group has decided not to file for an appeal. No further legal expenses or liabilities against the Group in relation to this case are expected in the coming years. The Group has also been able to reduce other administrative expenses, however due to the high amortisation cost of intangible assets (customer contracts and ICV agreement) and the impairment of the ICV agreement, it continued to make a loss during the year ended 31 March 2020.

The Group's current liabilities exceeded its current assets by 8,105,508 EUR (2019: 6,520,555 EUR). Current assets remained stable during the year with debtors increasing in line with the reduction in the cash position. This change is mainly caused by the increase in revenue during the year combined with customers taking longer to settle invoices. Accrued expenses have increased while the trade creditors have decreased due to delays in providers issuing invoices as a result of disruption to work flows in some countries from the COVID pandemic. The increase in net current liabilities is due to the overall net increase in trade creditors and accrued expenses which has resulted from increased traffic volumes, as reflected in the increase in revenue, and the falling margins during the year.

The Company's current liabilities exceeded its current assets by 13,522,152 EUR (2019: 10,046,558 EUR). The increase in net current liabilities during the year is due to the increase in amounts due to group undertakings, as the Company does not generate cash and has therefore borrowed cash from its subsidiaries during the year to meet its obligations.

Post year end the Group has received two cash injections from its shareholders. In April 2020 for the amount of 506,867 EUR and in February 2021 for the amount of 2 million EUR. In February 2021 the Group also received a 12-month deferral of capital repayments on the Harbert European Specialty loan. The details of these measures are contained within note 24.



## Strategic report for the year ended 31 March 2020 (continued)

### Principal risks and uncertainties

#### Financial risk management objectives

The Group is exposed to a range of financial risks through the existing customer portfolio, the development of the business and overall market as well as foreign currency exposure. In particular, the key financial risk is the dependency on a small number of key customers contributing to a substantial portion of the revenue of the Group.

The Group is managing this risk by further growing the revenue of existing customers with new solutions and products as well as the acquisition of new customers, which has been executed successfully throughout the year.

#### a) Business and market risk

The nature of the mobile short messaging, number information service and voice market is dominated by a downwards spiral in selling prices. Companies doing this type of telecommunication business are counter working against this market trend by the aggregation of volumes through the acquisition of smaller existing telecommunication businesses. The current extensive consolidation in the market has been accelerating during the year. The Group is working towards mitigating this risk by approaching small and middle enterprises which are not as price sensitive as the broader mass but are more interested in obtaining a solution for their specific business cases. Furthermore the Group is as well consolidating the amount of messages delivered via key partners so as to get more competitive prices via higher volumes.

#### b) Currency risk

Foreign exchange arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the entity's functional currency.

The most significant currency to which the Group is exposed is the US Dollar. The Group seeks to mitigate the risk by matching the US Dollar denominated liabilities with assets denominated in the same currency. Due to the short payment terms on payables and receivables the foreign currency exposure is mainly limited to a 30-day period. The main problem and risk arises from the calculation for selling prices which in specific cases contractually cannot be changed for a period of 30 days or more.

#### c) Liquidity risk

Liquidity risk is the risk that cash may not be available to pay obligations when due at a reasonable cost. The primary liquidity risk area where the Group is exposed to is the dependability on the small portion of customers contributing to the liquidity of the Group.

A close monitoring of the payment behaviour of key customers is performed on a regular basis so as to identify any delays or changes in their behaviour over time.

On behalf of the Board

DocuSigned by:  
  
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N Wolfram  
Director  
29 July 2021



## Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group and Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The directors are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and the detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

On behalf of the Board

DocuSigned by:  
  
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N Wolfram  
Director  
29 July 2021

# Independent auditor's report to the members of tyntec Group Limited

## Report on the audit of the financial statements

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### Opinion

In our opinion, tyntec Group Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 March 2020 and of the group's and the company's loss and the group's cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements 2019/20 (the "Annual Report"), which comprise: the consolidated and company balance sheets as at 31 March 2020; the consolidated and company profit and loss accounts, the consolidated statement of cash flows, and the consolidated and company statements of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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### Material uncertainty related to going concern – Group

In forming our opinion on the group financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 to the financial statements concerning the group's ability to continue as a going concern. At the balance sheet date the group had a current loan payable of 2,403,159 EUR and cash at bank and in hand of 613,493 EUR. In addition, the group had net current liabilities of 8,105,508 EUR and had a cash outflow from operations of 775,748 EUR. The impact of the continuing decline in margins on the group's ability to generate sufficient cash inflows to enable it to meet its current obligations means the group's cash flows are under significant pressure, which is expected to continue until the current loan has been fully repaid. These conditions, along with the other matters explained in note 2 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the group's ability to continue as a going concern. The group financial statements do not include the adjustments that would result if the group was unable to continue as a going concern.

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### Material uncertainty related to going concern - Company

In forming our opinion on the company financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 to the financial statements concerning the company's ability to continue as a going concern. At the balance sheet date the company had a current loan payable of 2,403,159 EUR and cash at bank and in hand of 17,900 EUR. In addition, the company had net current liabilities of 13,522,152 EUR. The impact of the continuing decline in margins on the company's main trading subsidiary, tyntec Limited, to generate sufficient cash inflows to enable the company to meet its current obligations means the overall group's cash flows are under significant pressure, which is expected to continue until the current loan has been fully repaid. These conditions, along with the other matters explained in note 2 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The company financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

## **Independent auditor's report to the members of tyntec Group Limited** (continued)

### **Report on the audit of the financial statements** (continued)

#### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### **Strategic Report and Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

### **Responsibilities for the financial statements and the audit**

#### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of Directors' Responsibilities set out on page 7, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 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 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## **Independent auditor's report to the members of tyntec Group Limited (continued)**

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### **Other required reporting**

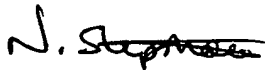
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#### **Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Nicola Shepstone (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLC  
Chartered Accountants and Statutory Auditor  
Douglas, Isle of Man  
29 July 2021



## Consolidated profit and loss account for the year ended 31 March 2020

|   | Note | 2020<br>EUR         | 2019<br>EUR  |
|---|------|---------------------|--------------|
| <b>Turnover</b>   | 5    | <b>68,685,927</b>   | 57,754,529   |
| Cost of sales   |      | <b>(56,816,653)</b> | (46,403,572) |
| <b>Gross profit</b>                                       |      | <b>11,869,274</b>   | 11,350,957   |
| Other operating income                                    |      | <b>26,124</b>       | 88,759       |
| Administrative expenses                                   | 6    | <b>(12,893,289)</b> | (21,157,151) |
| <b>Operating loss</b>                                     | —    | <b>(997,891)</b>    | (9,717,435)  |
| Net financial expense                                     | 7    | <b>(512,606)</b>    | (599,024)    |
| Foreign exchange (loss) / gain                            |      | <b>(48,977)</b>     | 76,635       |
| <b>Loss on ordinary activities before taxation</b>        |      | <b>(1,559,474)</b>  | (10,239,824) |
| Taxation  | 8    | <b>(232,119)</b>    | (247,452)    |
| <b>Loss for the financial year</b>                        |      | <b>(1,791,593)</b>  | (10,487,276) |
| <b>Total comprehensive expense for the financial year</b> |      | <b>(1,791,593)</b>  | (10,487,276) |

All activities relate to continuing operations.

The notes on pages 18 to 40 form part of these financial statements.



## Company profit and loss account for the year ended 31 March 2020

|   | Note | 2020<br>EUR        | 2019<br>EUR |
|---|------|--------------------|-------------|
| <b>Turnover</b>   | 5    | -                  | -           |
| <b>Cost of sales</b>                                      |      | -                  | -           |
| <b>Gross profit</b>                                       |      | -                  | -           |
| <b>Administrative expenses</b>                            | 6    | <b>(1,425,014)</b> | (7,999,646) |
| <b>Operating loss</b>                                     |      | <b>(1,425,014)</b> | (7,999,646) |
| Net financial expense                                     | 7    | <b>(706,772)</b>   | (702,806)   |
| Foreign exchange loss                                     |      | <b>(252,685)</b>   | (406,466)   |
| <b>Loss on ordinary activities before taxation</b>        |      | <b>(2,384,471)</b> | (9,108,918) |
| Taxation  | 8    | -                  | -           |
| <b>Loss for the financial year</b>                        |      | <b>(2,384,471)</b> | (9,108,918) |
| <b>Total comprehensive expense for the financial year</b> |      | <b>(2,384,471)</b> | (9,108,918) |

All activities relate to continuing operations.


The notes on pages 18 to 40 form part of these financial statements.



## Consolidated balance sheet as at 31 March 2020

|                                      | Note | 2020<br>EUR        | 2019<br>EUR  |
|--------------------------------------|------|--------------------|--------------|
| <b>Fixed assets</b>                  |      |                    |              |
| Intangible assets                    | 9    | 2,140,875          | 4,363,684    |
| Tangible assets                      | 10   | 169,249            | 243,656      |
|                                      |      | <b>2,310,124</b>   | 4,607,340    |
| <b>Current assets</b>                |      |                    |              |
| Debtors                              | 12   | 10,281,581         | 6,294,367    |
| Deferred taxation                    | 13   | 26,740             | 26,740       |
| Cash at bank and in hand             |      | 613,493            | 4,211,713    |
|                                      |      | <b>10,921,814</b>  | 10,532,820   |
| <b>Total assets</b>                  |      | <b>13,231,938</b>  | 15,140,160   |
| <b>Equity</b>                        |      |                    |              |
| Ordinary share capital               | 16   | 3,016              | 3,016        |
| Preference share capital             | 16   | 950                | 950          |
| Share premium reserve                |      | 20,973,302         | 20,973,302   |
| Profit and loss deficit              |      | (26,772,652)       | (24,981,059) |
| <b>Total equity</b>                  |      | <b>(5,795,384)</b> | (4,003,791)  |
| <b>Liabilities</b>                   |      |                    |              |
| <b>Non-current liabilities</b>       |      |                    |              |
| Loans                                | 23   | -                  | 2,090,576    |
| <b>Total non-current liabilities</b> |      | -                  | 2,090,576    |
| <b>Current liabilities</b>           |      |                    |              |
| Current loans                        | 23   | 2,403,159          | 2,403,159    |
| Trade creditors                      |      | 7,350,398          | 9,584,044    |
| Corporation tax creditor             | 14   | 1,841              | 574          |
| Accrued expenses                     | 17   | 6,009,175          | 2,054,032    |
| Payments received on account         |      | 417,068            | 108,970      |
| Other creditors                      | 15   | 2,845,681          | 2,902,596    |
| <b>Total current liabilities</b>     |      | <b>19,027,322</b>  | 17,053,375   |
| <b>Total equity and liabilities</b>  |      | <b>13,231,938</b>  | 15,140,160   |

The financial statements on pages 11 to 40 were approved and authorised for issue by the board of directors on 29 July 2021 and were signed on its behalf by:

DocuSigned by:  
  
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 N Wolfram

**Director**

Registered number: 10136577



## Company balance sheet as at 31 March 2020

|  | Note | 2020<br>EUR         | 2019<br>EUR  |
|--|------|---------------------|--------------|
| <b>Fixed assets</b>                    |      |                     |              |
| Intangible assets                      | 9    | -                   | 999,453      |
| Investments in subsidiary undertakings | 11   | <b>11,090,125</b>   | 11,090,125   |
|  |      | <b>11,090,125</b>   | 12,089,578   |
| <b>Current assets</b>                  |      |                     |              |
| Debtors                                | 12   | <b>73,613</b>       | 72,807       |
| Cash at bank and in hand               |      | <b>17,900</b>       | 159,419      |
|  |      | <b>91,513</b>       | 232,226      |
| <b>Total assets</b>                    |      | <b>11,181,638</b>   | 12,321,804   |
| <b>Equity</b>                          |      |                     |              |
| Ordinary share capital                 | 16   | <b>3,016</b>        | 3,016        |
| Preference share capital               | 16   | <b>950</b>          | 950          |
| Share premium reserve                  |      | <b>20,973,302</b>   | 20,973,302   |
| Profit and loss deficit                |      | <b>(23,409,295)</b> | (21,024,824) |
| <b>Total equity</b>                    |      | <b>(2,432,027)</b>  | (47,556)     |
| <b>Liabilities</b>                     |      |                     |              |
| <b>Non-current liabilities</b>         |      |                     |              |
| Loans                                  | 23   | -                   | 2,090,576    |
| <b>Total non-current liabilities</b>   |      | -                   | 2,090,576    |
| <b>Current liabilities</b>             |      |                     |              |
| Current loans                          | 23   | <b>2,403,159</b>    | 2,403,159    |
| Trade creditors                        |      | <b>1,106,312</b>    | 1,901,710    |
| Amounts due to subsidiary undertakings |      | <b>7,196,285</b>    | 3,136,822    |
| Accrued expenses                       | 17   | <b>173,178</b>      | 165,201      |
| Other creditors                        | 15   | <b>2,734,731</b>    | 2,671,892    |
| <b>Total current liabilities</b>       |      | <b>13,613,665</b>   | 10,278,784   |
| <b>Total equity and liabilities</b>    |      | <b>11,181,638</b>   | 12,321,804   |

The financial statements on pages 11 to 40 were approved and authorised for issue by the board of directors on 29 July 2021 and were signed on its behalf by:

DocuSigned by:

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N Wolfram

Director

Registered number: 10136577



## Consolidated statement of changes in equity

### Group

|                         | Ordinary<br>share<br>capital<br>EUR | Preference<br>share<br>capital<br>EUR | Share<br>premium<br>reserve<br>EUR | Profit and<br>loss<br>deficit<br>EUR | Total<br>EUR       |
|-------------------------|-------------------------------------|---------------------------------------|------------------------------------|--------------------------------------|--------------------|
| At 1 April 2018         | 3,016                               | 334                                   | 14,326,257                         | (14,493,783)                         | (164,176)          |
| Shares issued           | -                                   | 616                                   | 6,647,045                          | -                                    | 6,647,661          |
| Loss for the year       | -                                   | -                                     | -                                  | (10,487,276)                         | (10,487,276)       |
| <b>At 31 March 2019</b> | <b>3,016</b>                        | <b>950</b>                            | <b>20,973,302</b>                  | <b>(24,981,059)</b>                  | <b>(4,003,791)</b> |
| At 1 April 2019         | 3,016                               | 950                                   | 20,973,302                         | (24,981,059)                         | (4,003,791)        |
| Loss for the year       | -                                   | -                                     | -                                  | (1,791,593)                          | (1,791,593)        |
| <b>At 31 March 2020</b> | <b>3,016</b>                        | <b>950</b>                            | <b>20,973,302</b>                  | <b>(26,772,652)</b>                  | <b>(5,795,384)</b> |



## Company statement of changes in equity

### Company

|                         | Ordinary<br>share<br>capital<br>EUR | Preference<br>share<br>capital<br>EUR | Share<br>premium<br>reserve<br>EUR | Profit and<br>loss<br>deficit<br>EUR | Total<br>EUR       |
|-------------------------|-------------------------------------|---------------------------------------|------------------------------------|--------------------------------------|--------------------|
| At 1 April 2018         | 3,016                               | 334                                   | 14,326,257                         | (11,915,906)                         | 2,413,701          |
| Shares issued           | -                                   | 616                                   | 6,647,045                          | -                                    | 6,647,661          |
| Loss for the year       | -                                   | -                                     | -                                  | (9,108,918)                          | (9,108,918)        |
| <b>At 31 March 2019</b> | <b>3,016</b>                        | <b>950</b>                            | <b>20,973,302</b>                  | <b>(21,024,824)</b>                  | <b>(47,556)</b>    |
| At 1 April 2019         | 3,016                               | 950                                   | 20,973,302                         | (21,024,824)                         | (47,556)           |
| Loss for the year       | -                                   | -                                     | -                                  | (2,384,471)                          | (2,384,471)        |
| <b>At 31 March 2020</b> | <b>3,016</b>                        | <b>950</b>                            | <b>20,973,302</b>                  | <b>(23,409,295)</b>                  | <b>(2,432,027)</b> |



## Consolidated statement of cash flows for the year ended 31 March 2020

|   | 2020<br>EUR        | 2019<br>EUR  |
|---|--------------------|--------------|
| <b>Loss for the year</b>                                      | <b>(1,791,593)</b> | (10,487,276) |
| Taxation for the year   | 232,119            | 247,452      |
| Foreign exchange loss / (gain)                                | 48,977             | (76,635)     |
| Net financial expense   | 512,606            | 599,024      |
| Discounting of loan   | (12,465)           | (13,634)     |
| Depreciation and amortisation charges                         | 1,702,990          | 1,735,910    |
| Impairment of software and licences                           | 636,014            | -            |
| (Increase) / decrease in debtors (net of provisions)          | (4,078,263)        | 599,151      |
| Increase in creditors   | 1,972,680          | 6,194,079    |
| Loss on disposal of tangible assets                           | 1,187              | 54           |
| <b>Net cash used in operations</b>                            | <b>(775,748)</b>   | (1,201,875)  |
| <b>Taxation paid</b>  | <b>(214,792)</b>   | (306,218)    |
| <b>Net cash used in operating activities</b>                  | <b>(990,540)</b>   | (1,508,093)  |
| <b>Cash flow from investing activities</b>                    |                    |              |
| Purchases of tangible assets                                  | (42,975)           | (41,383)     |
| <b>Net cash used in investing activities</b>                  | <b>(42,975)</b>    | (41,383)     |
| <b>Cash flow from financing activities</b>                    |                    |              |
| Proceeds from issue of ordinary and preference shares         | -                  | 6,647,661    |
| Repayment of loans  | (2,156,406)        | (985,405)    |
| Interest paid   | (434,310)          | (585,390)    |
| <b>Net cash (used in) / from financing activities</b>         | <b>(2,590,716)</b> | 5,076,866    |
| <b>Net (decrease) / increase in cash and cash equivalents</b> | <b>(3,624,231)</b> | 3,527,390    |
| <b>Cash and cash equivalents at the beginning of the year</b> | <b>4,211,713</b>   | 684,323      |
| <b>Foreign exchange gains</b>                                 | <b>26,011</b>      | -            |
| <b>Cash and cash equivalents at the end of the year</b>       | <b>613,493</b>     | 4,211,713    |

### Analysis of changes in net funds

|                          | At 1 April<br>2019 | Cash flows         | Foreign<br>exchange<br>movements | Non-cash<br>movements* | At 31 March<br>2020 |
|--------------------------|--------------------|--------------------|----------------------------------|------------------------|---------------------|
| Cash at bank and in hand | 4,211,713          | (3,624,231)        | 26,011                           | -                      | 613,493             |
| Bank loans               | (4,493,735)        | (2,590,716)        | -                                | 500,140                | (2,403,159)         |
| <b>Total</b>             | <b>(282,022)</b>   | <b>(6,214,947)</b> | <b>26,011</b>                    | <b>500,140</b>         | <b>(1,789,666)</b>  |

\*Non-cash movements represent interest and other charges accrued in the year (note 23).



## **Notes to the financial statements for the year ended 31 March 2020**

### **1 General information and statement of compliance**

tyntec Group Limited (the 'Company') and its subsidiaries (together the 'Group') enable businesses to power their communication services with the ubiquitous connectivity and convenience of mobile services such as SMS, voice and phone numbers. The group has a broad base of customers in Europe, the Americas, Asia, Africa and Oceania.

The Company is a private company, incorporated and domiciled in the United Kingdom, limited by shares. The address of its registered office is 8<sup>th</sup> Floor, 20 Farringdon Street, London, EC4A 4AB.

The Group and Company financial statements of tyntec Group Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" (FRS 102) and the Companies Act 2006. The Group and Company have adopted the amendments of FRS 102 as a result of the triennial review, which are effective from 1 January 2019.

### **2 Going concern**

Throughout the year the Group and Company have faced and continue to face pressure on cash flows and working capital requirements due to declining margins and the need to service the current loan. This has resulted in the Group and Company operating with historically low levels of cash. At the balance sheet date the Group had cash at bank and in hand of 613,493 EUR (2019: 4,211,713 EUR) and the Company had 17,900 EUR (2019: 159,419 EUR). In addition, the Group and Company have net current liabilities of 8,105,508 EUR and 13,522,152 EUR respectively, and the Group had a net cash outflow from operations of 775,748 EUR with a total net cash outflow for the year of 3,624,231 EUR. The primary cause of the net cash outflow is the obligation of the Group and Company to make monthly loan repayments for the Harbert European Specialty loan (note 23). The impact of the continuing decline in margins on the Group's ability to generate sufficient cash inflows to meet this obligation means the Group faces significant pressure on their cash flows.

The Company does not directly generate cash; instead it relies on its subsidiaries, primarily the main trading company tyntec Limited, to generate cash in order to pay dividends. However the cash generated by this entity is currently required by the Group in order to make the monthly loan repayments and the continuing decline in margins means there is no additional cash that can be used to pay dividends to the Company.

As detailed in note 24, in order to manage this pressure, post year end the Group and Company have received a total of 2,506,867 EUR of cash support from their shareholders comprising a convertible loan of 506,867 EUR and 2 million EUR of non-convertible loans. The Group and Company have also negotiated a one-year deferral of capital repayments on the Harbert European Specialty loan of approximately 1.4 million EUR in order to meet their day-to-day working capital requirements and are actively pursuing a strategy to develop higher margin customer relationships and products in order to reverse the margin erosion taking place and generate increased cash inflows. This is expected to be done by approaching small and middle enterprises which are not as price sensitive as the broader mass but are more interested in obtaining a solution for their specific business cases.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 2 Going concern (continued)

The Group's and Company's forecasts and projections, taking into account the cash injections from the shareholders as detailed above, the deferral of the current loan and achieving stable or slightly increased margins, continues to show that the Group and Company should be able to operate within the level of their current facilities for at least the next 12 months. These projections could vary significantly depending on the outcome of trading performance with the actual margin earned being the most significant variable. Should a 1% reduction in margin from the forecast occur then this would result in significant cash flow issues for the Group and Company. In this instance, management have multiple measures which could be undertaken individually or in combination in order to remain cash positive including, but not limited to:

- better management and curtailment of certain costs
- seeking further deferral on the Harbert European Specialty loan
- seeking further cash injections from the shareholders and/or other external parties

It should be noted however that the combination of uncertainties is significant giving rise to a material uncertainty.

Based on all of the above, and after making enquiries, the directors have a reasonable expectation that the Group and Company have adequate resources based on the forecasts and projections made to be able to continue in operational existence for the foreseeable future, albeit there are uncertainties. The Group and Company therefore continue to adopt the going concern basis in preparing their financial statements.

### 3 Principal accounting policies

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Basis of preparation

These consolidated and separate financial statements have been prepared on a going concern basis in accordance with applicable United Kingdom Accounting Standards and under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

The Company is a qualifying entity for the purposes of FRS 102 and has taken advantage of the exemption under FRS 102, para 1.12 (b) not to present the Company statement of cash flow, as the consolidated statement of cash flows includes the Company's cash flows.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 3 Principal accounting policies (continued)

#### **Basis of consolidation**

The Group consolidated financial statements include the financial statements of the Company and all of its subsidiary undertakings made up to 31 March 2020. The acquisition method of accounting has been adopted. Under this method, the results of the subsidiary undertakings acquired or disposed of during the period are included in the consolidated profit and loss account from the date of acquisition or up to the date of disposal.

The subsidiary undertakings' financial periods are coterminous with that of tyntec Group Limited and apply the Group's accounting policies. A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Any subsidiaries sold or acquired during the year are included up to, or from, the date of change of control.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

#### **Foreign currency**

##### *i) Functional and presentation currency*

The Group's and Company's functional and presentation currency is the Euro ('EUR').

##### *ii) 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 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 profit and loss account.

#### **Revenue recognition - Turnover**

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered, net of discounts and rebates allowed by the Group and value added tax and represents the invoiced value of services supplied. Mobile data and messaging services are recognised in the profit and loss account when processed over the networks.

Revenue is recognised on a gross basis, representing the value of the billing to the customer in the accounting period in which the services are rendered, with any related cost being charged to cost of sales.

#### **Employee benefits**

The Group provides a range of benefits to employees, including bonus arrangements, paid holiday arrangements and a defined contribution pension plan.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 3 Principal accounting policies (continued)

#### Employee benefits (continued)

##### *i) Short term benefits*

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

##### *ii) Bonus plan*

The Group operates a quarterly bonus plan for employees. An expense is recognised in the profit and loss account when the Group has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

##### *iii) Defined contribution pension plan*

The Group operates a defined contribution pension plan for its employees. Pension costs are charged to the profit and loss account as they fall due. 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 when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

#### Interest

Interest income and expense are accounted for using the effective interest rate method.

#### Administrative expenses

Administrative expenses are accounted for in the profit and loss account in the period in which they relate.

#### Operating leases

Leases that do not transfer all risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

#### Dividends

Dividends are recognised as a liability in the financial statements in the period which they are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

#### Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account.

Current or deferred taxation assets or liabilities are not discounted. Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantially enacted by the period end.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 3 Principal accounting policies (continued)

#### Deferred taxation

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

#### Investments in subsidiary undertakings

The investment in subsidiary undertakings are held at cost less accumulated impairment losses.

#### Tangible assets

Tangible assets are stated at cost (or deemed cost) less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs. Depreciation is calculated on a straight-line basis from the day the assets are brought into use over their estimated useful lives, taking into consideration any substantial residual values and is charged to the profit and loss account. The estimated useful lives assigned are:

|   |                                   |
|---|-----------------------------------|
| Leasehold improvements                      | shorter of lease term or 10 years |
| Plant and machinery (Plant and equipment)   | 3 to 10 years                     |
| Fixtures and fittings (Plant and equipment) | 2 to 5 years                      |
| Furniture (Plant and equipment)             | 7 to 13 years                     |
| Computer equipment (Plant and equipment)    | 3 years                           |

Depreciation is recognised in 'Administrative expenses' in the profit and loss account. Low value assets under 800 EUR are expensed in the year of purchase. Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit and loss account. The residual values and estimated useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is calculated prospectively. Repairs and maintenance costs are expensed as incurred.

#### Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or the asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or the asset's cash generating unit) is compared to the carrying amount of the asset (or the asset's cash generating unit).



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 3 Principal accounting policies (continued)

#### Impairment of non-financial assets (continued)

The recoverable amount of the asset (or the asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or the asset's cash generating unit's) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset (or the asset's cash generating unit).

If the recoverable amount of the asset (or the asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account unless the asset (or the asset's cash generating unit) has been revalued when the amount is recognised in other comprehensive income to the extent of any previous recognised revaluation. Thereafter any excess is recognised in profit and loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or the asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

#### Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated on a straight-line basis from the day the assets are brought into use over their estimated useful lives, taking into consideration any substantial residual values and are charged to the profit and loss account. The estimated useful lives assigned are:

|                       |              |
|-----------------------|--------------|
| Software and licenses | 3 to 5 years |
| Customer contracts    | 5 years      |

Amortisation is recognised in 'Administrative expenses' in the profit and loss account. Low value assets under 800 EUR are expensed in the year of purchase. Intangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit and loss account. The residual values and estimated useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period.

Customer contracts are amortised over their expected useful life which has been determined to be 5 years. The Directors consider that the majority of the premium paid on acquiring a business that is engaged in the provision of telecommunications services relates to the annuity income that will be derived from the contracts that are obtained by the acquired entity. The Directors estimate that the average life of structures in the industry is around 5 years and this has been applied as the estimated useful economic life of customer contracts.



## **Notes to the financial statements for the year ended 31 March 2020** (continued)

### **3 Principal accounting policies** (continued)

#### **Intangible assets** (continued)

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

Customer contracts are assessed for impairment when there are indicators of impairment and any impairment is charged to the profit and loss account. Reversals of impairment are recognised when the reasons for the impairment no longer apply.

#### **Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within current liabilities.

#### **Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

#### **Financial instruments**

The Group has chosen to adopt Section 11 and 12 of FRS 102 in respect of financial instruments.

##### *i) Financial assets*

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.



## **Notes to the financial statements for the year ended 31 March 2020** (continued)

### **3 Principal accounting policies** (continued)

#### **Financial instruments** (continued)

##### *i) Financial assets* (continued)

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### *ii) Financial liabilities*

Basic financial liabilities, including trade and other payables, accrued expenses, loans and other creditors, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expired.

##### *iii) Offsetting*

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle to liability simultaneously.

#### **Share capital**

Ordinary and preference shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary and preference shares are shown in equity as a deduction, net of tax, from the proceeds.



## **Notes to the financial statements for the year ended 31 March 2020** (continued)

### **4 Critical accounting judgements and estimation uncertainty**

Accounting estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### **Critical accounting estimates and assumptions**

The Group and Company makes accounting estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### ***Impairment of debtors***

The Group 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 current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 12 for the net carrying amount of the debtors and associated impairment provision.

#### ***Impairment of intangibles***

Annually, the Group considers whether intangible assets are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows. No impairment has been recognised in the year (2019: nil EUR) regarding customer contracts. An impairment of 636,014 EUR (2019: nil EUR) has been recognised regarding software and licences (note 6).

#### ***Impairment of investments in subsidiary undertakings***

Annually, the Company considers whether investments in subsidiary undertakings are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the subsidiaries. This requires estimation of the future cash flows from the subsidiaries. No impairment has been recognised in the year (2019: nil EUR).



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 5 Segmental reporting

The Group derives its revenues from business customers from the following regions:

| <b>Group</b> | <b>2020</b>       | <b>2019</b> |
|--------------|-------------------|-------------|
|              | <b>EUR</b>        | <b>EUR</b>  |
| Europe       | <b>21,046,857</b> | 13,186,142  |
| The Americas | <b>44,171,671</b> | 43,507,592  |
| Africa       | <b>319,569</b>    | 418,850     |
| Asia         | <b>3,144,089</b>  | 635,934     |
| Oceania      | <b>3,741</b>      | 6,011       |
|              | <b>68,685,927</b> | 57,754,529  |

All revenue is derived from the sale of services.

The Company has no revenue.

### 6 Administrative expenses

Administrative expenses are stated after charging/(crediting):

| <b>Group</b>  | <b>2020</b>      | <b>2019</b> |
|---|------------------|-------------|
|   | <b>EUR</b>       | <b>EUR</b>  |
| Depreciation of tangible assets                     | <b>116,195</b>   | 149,113     |
| Amortisation of intangible assets                   | <b>1,586,795</b> | 1,586,797   |
| Rentals under operating leases                      | <b>432,795</b>   | 399,979     |
| Impairment of trade debtors                         | <b>31,460</b>    | 33,921      |
| Impairment of software and licences                 | <b>636,014</b>   | -           |
| Directors' fees                                     | <b>708,404</b>   | 690,052     |
| Auditor's remuneration for audit services           | <b>90,270</b>    | 100,909     |
| Taxation advisory fees                              | <b>18,210</b>    | 18,236      |
| Legal fees in relation to Syniverse case            | <b>222,718</b>   | 7,606,195   |
| Other legal & consulting fees and staff development | <b>393,114</b>   | 675,653     |
| Marketing expenses                                  | <b>883,512</b>   | 784,107     |
| Loss on disposal of tangible assets                 | <b>1,187</b>     | 54          |



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 6 Administrative expenses (continued)

| Company   | 2020<br>EUR | 2019<br>EUR |
|---|-------------|-------------|
| Amortisation of intangible assets                   | 363,439     | 363,439     |
| Legal fees in relation to Syniverse case            | 222,718     | 7,606,195   |
| Impairment of software and licences                 | 636,014     | -           |
| Other legal & consulting fees and staff development | 83,080      | 9,574       |
| Marketing expenses                                  | 9,387       | 2,324       |
| Auditor's remuneration for audit services           | 95,890      | 8,435       |
| Taxation advisory fees                              | 8,380       | 6,430       |

### 7 Net financial expense

Net financial expense consists of:

| Group                              | 2020<br>EUR      | 2019<br>EUR      |
|------------------------------------|------------------|------------------|
| Bank interest income               | 36               | 34               |
| Other interest and similar revenue | -                | 311              |
| Vendor discount                    | 67               | 152              |
| <b>Total finance income</b>        | <b>103</b>       | <b>497</b>       |
| Bank interest expense              | (547)            | (756)            |
| Interest expense on loans          | (512,162)        | (598,765)        |
| <b>Total finance expense</b>       | <b>(512,709)</b> | <b>(599,521)</b> |
| Net financial expense              | (512,606)        | (599,024)        |

| Company  | 2020<br>EUR      | 2019<br>EUR      |
|--|------------------|------------------|
| Bank interest expense  | -                | (705)            |
| Interest expense on loans  | (512,162)        | (598,765)        |
| Other interest and similar expenses with subsidiary undertakings | (194,610)        | (103,336)        |
| <b>Total finance expense</b>                                     | <b>(706,772)</b> | <b>(702,806)</b> |



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 8 Taxation

tyntec Group Limited and tyntec Limited have their place of business in the UK and are subject to UK corporation tax at 19% (2019: 19%) on their taxable profits. tyntec GmbH is resident in Germany and is subject to German corporation tax at 15% (2019: 15%) on its taxable profits. During the year, tyntec GmbH established a branch in Greece which is subject to Greek corporation tax at 24% on its taxable profits. tyntec Limited PTE is incorporated in Singapore and is subject to Singapore corporation tax at 17% (2019: 17%) on its taxable profits. tyntec Inc. is incorporated in the United States and is subject to United States corporation tax at progressive rates up to 35% (2019: 35%) on its taxable profits. tyntec d.o.o Beograd was incorporated in Serbia during the year and is subject to Serbian corporation tax at 15% on its taxable profits.

#### (a) Tax expense included in profit and loss

| Group  | 2020<br>EUR      | 2019<br>EUR |
|--|------------------|-------------|
| <b>Current Tax</b>                                 |                  |             |
| <b>United Kingdom</b>                              |                  |             |
| Corporation Tax at 19% (2019: 19%)                 | -                | -           |
| <b>Germany</b>                                     |                  |             |
| Corporation Tax at 15% (2019: 15%)                 | <b>(229,589)</b> | (178,710)   |
| <b>Greece</b>                                      |                  |             |
| Corporation Tax at 24%                             | <b>(1,596)</b>   | -           |
| <b>USA</b>   |                  |             |
| Corporation Tax at 35% (2019: 35%)                 | <b>(1,038)</b>   | (68,201)    |
| <b>Singapore</b>                                   |                  |             |
| Corporation Tax at 17% (2019: 17%)                 | <b>104</b>       | (541)       |
| <b>Serbia</b>                                      |                  |             |
| Corporation Tax at 15%                             | -                | -           |
| Total current tax charge for the year<br>(note 8b) | <b>(232,119)</b> | (247,452)   |
| <b>Deferred Tax</b>                                |                  |             |
| Deferred taxation (note 13)                        | -                | -           |
| Tax charge for the year                            | <b>(232,119)</b> | (247,452)   |
| <b>Company</b>                                     | <b>2020</b>      | <b>2019</b> |
| <b>Current Tax</b>                                 | <b>EUR</b>       | <b>EUR</b>  |
| <b>United Kingdom</b>                              |                  |             |
| Corporation Tax at 19% (2019: 19%)                 | -                | -           |
| Total current tax charge for the year (note 8b)    | -                | -           |



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 8 Taxation (continued)

#### (b) Reconciliation of tax charge

The Company and the main operating subsidiary are located in the United Kingdom and therefore, this is considered to represent the most relevant standard rate of tax for the Group. The tax assessed for the year is higher for both the Group and Company (2019: tax assessed for the year is higher) than the standard rate of corporation tax in the United Kingdom. The differences are explained below:

| <b>Group</b>                                | <b>2020</b>        | <b>2019</b>  |
|---|--------------------|--------------|
|   | <b>EUR</b>         | <b>EUR</b>   |
| Loss on ordinary activities before taxation | <b>(1,559,474)</b> | (10,239,824) |
| Taxation thereon at 19% (2019: 19%)         | <b>296,300</b>     | 1,945,566    |
| Adjustment in respect of foreign tax        | <b>(232,119)</b>   | (247,452)    |
| Unutilised losses                           | <b>(296,300)</b>   | (1,945,566)  |
| Current tax charge for the year (note 8a)   | <b>(232,119)</b>   | (247,452)    |

| <b>Company</b>  | <b>2020</b>        | <b>2019</b> |
|---|--------------------|-------------|
|   | <b>EUR</b>         | <b>EUR</b>  |
| Loss on ordinary activities before taxation                             | <b>(2,384,471)</b> | (9,108,918) |
| Loss multiplied by the standard rate of tax in the UK @ 19% (2019: 19%) | <b>453,049</b>     | 1,730,694   |
| Unutilised losses   | <b>(453,049)</b>   | (1,730,694) |
| Current tax charge for the year (note 8a)                               | -                  | -           |

#### (c) Tax losses

| <b>Company</b>  | <b>2020</b>       | <b>2019</b> |
|---|-------------------|-------------|
|   | <b>EUR</b>        | <b>EUR</b>  |
| Total unused tax losses for which no deferred tax asset has been recognised | <b>15,169,235</b> | 13,786,062  |
| <b>Potential tax benefit @ 19% (2019: 19%)</b>                              | <b>2,882,155</b>  | 2,619,352   |

The unused tax losses resulted from the current and previous years. It has not been assessed as probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits and therefore no deferred tax asset has been recognised (2019: nil EUR). The losses can be carried forward indefinitely.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 8 Taxation (continued)

#### (d) Factors that may affect future tax charges

The tax rate for the current year is the same as the prior year. Changes to the UK corporation tax rates were substantially enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. In light of the COVID-19 pandemic this reduction was reversed in part of the Finance Bill 2020 (on 22 July 2020) with the rate of UK corporation tax remaining at 19%. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

### 9 Intangible assets

| Group                                   | EUR              |
|---|------------------|
| <b>At 31 March 2019</b>                 |                  |
| Cost                                    | 7,935,470        |
| Accumulated amortisation and impairment | (3,571,786)      |
| <b>Net book amount</b>                  | <b>4,363,684</b> |
| <b>Year ended 31 March 2020</b>         |                  |
| Opening net book amount                 | 4,363,684        |
| Amortisation                            | (1,586,795)      |
| Impairment                              | (636,014)        |
| <b>Closing net book amount</b>          | <b>2,140,875</b> |
| <b>At 31 March 2020</b>                 |                  |
| Cost                                    | 7,935,470        |
| Accumulated amortisation and impairment | (5,794,595)      |
| <b>Net book amount</b>                  | <b>2,140,875</b> |

The intangibles held at the latest balance sheet date solely comprise customer contracts.

The Group filed an antitrust lawsuit in the United States courts against Syniverse Technologies LLC, following the cancellation of the ICV peering agreement, and a jury trial was due in the summer of 2020. In May 2020 the case was subject to a motion for summary judgement which the court of Tampa granted in favour of Syniverse Technologies LLC, the Group has decided not to file for an appeal and the case is now closed (note 24). Given the judgement and the historic performance of the asset the Group and Company have impaired the software and licences, representing the ICV agreement, at year end by charging the Group and Company profit and loss accounts with 636,014 EUR, reducing the value of the software and licences in the Group and Company to nil EUR.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 9 Intangible assets (continued)

| Company                                 | Software and licences<br>EUR |
|---|------------------------------|
| <b>At 31 March 2019</b>                 |                              |
| Cost                                    | 1,817,191                    |
| Accumulated amortisation and impairment | (817,738)                    |
| <b>Net book amount</b>                  | <b>999,453</b>               |
| <b>Year ended 31 March 2020</b>         |                              |
| Opening net book amount                 | 999,453                      |
| Amortisation                            | (363,439)                    |
| Impairment                              | (636,014)                    |
| <b>Closing net book amount</b>          | <b>-</b>                     |
| <b>At 31 March 2020</b>                 |                              |
| Cost                                    | 1,817,191                    |
| Accumulated amortisation and impairment | (1,817,191)                  |
| <b>Net book amount</b>                  | <b>-</b>                     |

### 10 Tangible assets

| Group                                   | Leasehold<br>improvements<br>EUR | Plant &<br>Equipment<br>EUR | TOTAL<br>EUR   |
|---|----------------------------------|-----------------------------|----------------|
| <b>At 31 March 2019</b>                 |                                  |                             |                |
| Cost                                    | 44,017                           | 548,790                     | 592,807        |
| Accumulated depreciation and impairment | (28,001)                         | (321,150)                   | (349,151)      |
| <b>Net book amount</b>                  | <b>16,016</b>                    | <b>227,640</b>              | <b>243,656</b> |
| <b>Year ended 31 March 2020</b>         |                                  |                             |                |
| Opening net book amount                 | 16,016                           | 227,640                     | 243,656        |
| Additions                               | -                                | 42,975                      | 42,975         |
| Depreciation                            | (7,482)                          | (108,713)                   | (116,195)      |
| Disposals                               | -                                | (1,187)                     | (1,187)        |
| <b>Closing net book amount</b>          | <b>8,534</b>                     | <b>160,715</b>              | <b>169,249</b> |
| <b>At 31 March 2020</b>                 |                                  |                             |                |
| Cost                                    | 44,017                           | 590,578                     | 634,595        |
| Accumulated depreciation and impairment | (35,483)                         | (429,863)                   | (465,346)      |
| <b>Net book amount</b>                  | <b>8,534</b>                     | <b>160,715</b>              | <b>169,249</b> |



No tangible assets were held by the Company during the year ended 31 March 2020 (31 March 2019: none).

## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 11 Investments in subsidiary undertakings

| Company            | 2020<br>EUR       | 2019<br>EUR       |
|--------------------|-------------------|-------------------|
| <b>Cost</b>        |                   |                   |
| At 1 April         | 11,090,125        | 11,090,125        |
| Additions          | -                 | -                 |
| <b>At 31 March</b> | <b>11,090,125</b> | <b>11,090,125</b> |

The subsidiary undertakings are detailed below, all of which are included in the consolidated Group financial statements.

| Name                 | Registered address  | Nature of business                                     | Number of shares authorised, issued and fully paid | Portion of ordinary shares held |
|----------------------|---|--|--|---------------------------------|
| tyntec Limited       | 8 <sup>th</sup> Floor 20 Farringdon St., London, EC4A 4AB, United Kingdom | Business support & technical services                  | 1  | 100%                            |
| tyntec GmbH          | Hofmannstr. 25-27, 81379 Munich, Germany                                  | Business support & technical services, development     | 25,000   | 100%                            |
| tyntec PTE Ltd       | 38 Beach Rd., #29/11 South Beach Tower, 189767, Singapore                 | Business support & technical services                  | 1  | 100%                            |
| tyntec Inc.          | 160 Greentree Dr., Suite 101, Dover, DE, 19904, USA                       | Telecommunication services supplier & Business support | 2,000  | 100%                            |
| tyntec d.o.o Beograd | Ul. Bulevar Zorana Dindica 64a, Belgrade-Nov, Belgrade, Serbia            | Business support & technical services                  | 3,000,000*   | 100%                            |

*\*The shares held by tyntec Limited in tyntec d.o.o Beograd were unpaid at the balance sheet date. The shares have been fully paid-up after the year end as detailed below.*

During the year tyntec GmbH established a branch in Greece in order to employ personnel engaged in software development and pay expenses related to these activities. As a branch the entity does not have any share capital and its net position is due to tyntec GmbH. The results of the branch are included in these consolidated financial statements.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 11 Investments in subsidiary undertakings (continued)

During the year tyntec Limited established the subsidiary, tyntec d.o.o Beograd, a limited liability company registered in Serbia in order to employ personnel in the area of sales and account management. This company has authorised and issued share capital of 3,000,000 RSD. The shares remained unpaid from tyntec Limited at the balance sheet date and were fully paid-up in July 2020.

The shares held in tyntec Limited, tyntec PTE Ltd and tyntec Inc are held directly by the Company. The shares of tyntec GmbH and tyntec d.o.o Beograd are held by tyntec Limited.

### 12 Debtors

| Group          | 2020<br>EUR       | 2019<br>EUR      |
|----------------|-------------------|------------------|
| Trade debtors  | 9,254,773         | 5,579,200        |
| VAT receivable | 84,325            | 84,936           |
| Other debtors  | 480,178           | 307,821          |
| Tax receivable | 131,610           | 147,670          |
| Prepayments    | 330,695           | 174,740          |
|                | <b>10,281,581</b> | <b>6,294,367</b> |

| Company        | 2020<br>EUR   | 2019<br>EUR   |
|----------------|---------------|---------------|
| VAT receivable | 4,827         | 5,933         |
| Other debtors  | 59,407        | 58,125        |
| Prepayments    | 9,379         | 8,749         |
|                | <b>73,613</b> | <b>72,807</b> |

#### Impairment provisions

Impairment provisions have been set off against trade debtors as detailed below:

| Group                 | 2020<br>EUR    | 2019<br>EUR   |
|-----------------------|----------------|---------------|
| At 1 April            | 81,924         | 87,572        |
| Recovery              | (3,152)        | (39,562)      |
| Bad debts written off | 31,460         | 33,914        |
| <b>At 31 March</b>    | <b>110,232</b> | <b>81,924</b> |

#### Company

The Company has no trade debtors and associated provision for bad debts (2019: nil EUR).



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 13 Deferred taxation

| Group   | 2020<br>EUR   | 2019<br>EUR   |
|---|---------------|---------------|
| <b>Deferred tax asset on timing differences</b> |               |               |
| As at 1 April                                   | 26,740        | 26,740        |
| Origination and reversal of timing differences  | -             | -             |
| <b>As at 31 March</b>                           | <b>26,740</b> | <b>26,740</b> |

#### Company

The Company had no deferred tax provision as at 31 March 2020 (2019: nil EUR).

### 14 Corporation tax creditor

| Group                     | 2020<br>EUR  | 2019<br>EUR |
|---------------------------|--------------|-------------|
| <b>Current tax</b>        |              |             |
| Non-UK Corporation Tax    | 1,841        | 574         |
| Other non-UK Profit Taxes | -            | -           |
|                           | <b>1,841</b> | <b>574</b>  |

### 15 Other creditors

| Group                                     | 2020<br>EUR         | 2019<br>EUR         |
|---|---------------------|---------------------|
| Payroll withholding taxes                 | 89,197              | 150,099             |
| Social security                           | 21,151              | 31,677              |
| Payables to employees and other personnel | 435                 | 48,928              |
| Other payables                            | 2,734,898           | 2,671,892           |
|   | <b>2,845,681</b>    | <b>2,902,596</b>    |
| <b>Company</b>                            |                     |                     |
|   | <b>2020<br/>EUR</b> | <b>2019<br/>EUR</b> |
| Other payables                            | 2,734,731           | 2,671,892           |
|   | <b>2,734,731</b>    | <b>2,671,892</b>    |



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 15 Other creditors (continued)

During the prior year, the Group and Company received US\$3 million in the form of litigation funding to be able to cover the ongoing litigation costs in relation to the case against Syniverse Technologies LLC. The liability was initially recognised at its fair value on the date of inception of 2,570,738 EUR and re-translated at 31 March 2020 to a value of 2,734,731 EUR. No changes to the underlying liability, denominated in USD, have been made during the year as there were no material changes to the circumstances of the legal case during this time. Post year end, all of this amount has been released to the Group and Company profit and loss accounts as 'other operating income' as the court ruled in favour of Syniverse Technologies LLC (note 24). Due to the nature of the funding, there is no balance to be repaid in the event of loss in the legal case.

### 16 Share capital

| Group and Company                                 | 2020<br>EUR  | 2019<br>EUR |
|---|--------------|-------------|
| <b>Issued, allotted, called up and fully paid</b> |              |             |
| 3,016 (2019: 3,016) ordinary shares of EUR1 each  | <b>3,016</b> | 3,016       |
| 950 (2019: 950) preference shares of EUR1 each    | <b>950</b>   | 950         |

During the year, no new shares were issued (2019: 616 preference shares were issued for a cash consideration of 6,647,661 EUR). At the year end, Cipio Partners Fund VII Sicar owned 1,489 ordinary shares and 768 preference shares, Cipio Partners Co-Investment I owned 95 preference shares, Thorsten Trapp through Enigma Technology Consulting Services Ltd. owned 1,009 ordinary shares and 76 preference shares, Nicola Wolfram through Sphaera Ltd owned 480 ordinary shares and 5 preference shares and Thomas Volk owned 38 ordinary shares and 6 preference shares. Thorsten Trapp, Nicola Wolfram and Thomas Volk are directors of tyntec Group Limited. The preference shares carry no additional rights compared to the ordinary shares apart from in the event of sale, asset sale or winding up of the Company whereby the preference shareholders would be paid out first.

### 17 Accrued expenses

| Group                                   | 2020<br>EUR      | 2019<br>EUR |
|---|------------------|-------------|
| Holiday accruals                        | <b>194,729</b>   | 173,715     |
| Employee bonus accrual                  | <b>90,129</b>    | 49,048      |
| Accrued audit and tax advisory expenses | <b>131,704</b>   | 154,612     |
| Accrued provider charges                | <b>5,377,398</b> | 1,424,731   |
| Other accruals                          | <b>215,215</b>   | 251,926     |
|   | <b>6,009,175</b> | 2,054,032   |



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 17 Accrued expenses (continued)

| Company                                 | 2020<br>EUR    | 2019<br>EUR    |
|---|----------------|----------------|
| Accrued audit and tax advisory expenses | 18,672         | 26,095         |
| Other accruals                          | 154,506        | 139,106        |
|   | <b>173,178</b> | <b>165,201</b> |

### 18 Financial commitments and contingent liabilities

When the Group and Company acquired the ICV agreement (note 9) a provision was included in a separate Option assignment agreement whereby, in the event of a completed sale or public offering of all or a majority of the existing shares of the Company, 5% of the net proceeds of the sale would be payable to Iris Wireless LLC. Following the loss of the US legal case post year end (note 24) and therefore the termination of the Syniverse components of the ICV agreement there was a dispute with Iris Wireless LLC as to whether this provision was still enforceable. In September 2020, the Group reached an agreement whereby if such an event were to occur in the future Iris Wireless LLC would instead be due US\$3 million, to be paid no later than 10 days from completion.

The Group had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

| Group                       | 2020<br>EUR      | 2019<br>EUR      |
|-----------------------------|------------------|------------------|
| <b>Lease payments due</b>   |                  |                  |
| -within 1 year              | 433,348          | 474,890          |
| -between 2 to 5 years       | 809,415          | 734,925          |
| -after 5 years              | 7,282            | -                |
| <b>Total lease payments</b> | <b>1,250,045</b> | <b>1,209,815</b> |

#### Company

The Company has no lease commitments (2019: nil EUR).

### 19 Directors' emoluments

| Group                   | 2020<br>EUR    | 2019<br>EUR    |
|-------------------------|----------------|----------------|
| Directors' fees         | 29,404         | 28,997         |
| Directors' emoluments   | 679,000        | 661,055        |
| <b>Total emoluments</b> | <b>708,404</b> | <b>690,052</b> |

#### Company



There are no directors' fees or emoluments paid by the Company (2019: nil EUR).

## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 20 Key management salaries and employee information

| Group and Company       | 2020<br>EUR    | 2019<br>EUR    |
|-------------------------|----------------|----------------|
| Key management salaries | 679,000        | 661,055        |
| <b>Total salaries</b>   | <b>679,000</b> | <b>661,055</b> |

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly including the directors and senior management. Employee benefits include all forms of consideration paid, payable or provided by the entity, or on behalf of the entity (e.g. by its parent or by a shareholder), in exchange for services rendered to the entity.

The highest paid director has been remunerated for a total of 216,000 EUR (2019: 216,000 EUR).

#### Employee information

| Group   | 2020 | 2019 |
|---|------|------|
| Average number of employees (Headcounts) during the year was: |      |      |
| - thereof sales   | 99   | 113  |
| - thereof admin   | 16   | 21   |
|   | 83   | 92   |

#### Company

The Company had no employees during 2020 and 2019.

| Group   | 2020<br>EUR | 2019<br>EUR |
|---|-------------|-------------|
| Labour cost charged to the profit and loss          | 7,129,870   | 7,287,839   |
| - thereof salaries, wages and external labour costs | 6,109,009   | 6,091,423   |
| - thereof social security                           | 888,222     | 1,053,504   |
| - thereof pension contributions                     | 132,639     | 142,912     |

### 21 Ultimate controlling party

The ultimate controlling party of tyntec Group Limited is Cipio Partners Fund VII SICAR, who own 56.91% (2019: 56.91%) of the issued and paid up share capital.



## Notes to the financial statements for the year ended 31 March 2020 (continued)

### 22 Related parties

The Group discloses transactions with related parties which are not wholly owned within the same Group, if applicable. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the consolidated financial statements. All of the related party transactions within the Group and the Company have been disclosed within the consolidated and company financial statements

### 23 Loans

| Group and Company          | 2020<br>EUR      | 2019<br>EUR      |
|----------------------------|------------------|------------------|
| Harbert European Specialty | 2,403,159        | 4,493,735        |
| <b>Total</b>               | <b>2,403,159</b> | <b>4,493,735</b> |

The Harbert European Specialty loan bears interest as 12% per annum on the principal of 6,500,000 EUR. The original agreement defines that interest was only payable for the first nine months of the agreement and for the remaining 36 months repayment of equal instalments of 215,893 EUR were to be made, which includes capital and interest. During the prior year the capital repayment element of the loan was deferred for the six months from 31 October 2018 to 31 March 2019. This extended the repayments by 6 months and resulted in additional fees of 133,000 EUR. These have been discounted over the remaining period of the loan at an effective rate of 14%.

Principal repayments of 2,156,406 EUR (2019: 985,405 EUR) have been made during the year. The loan is now due to be fully repaid in June 2022, 66 months after drawdown which occurred in December 2016, following the deferral detailed in note 24.

Harbert European Specialty holds 89 warrants for a total value of 520,000 EUR (2019: 520,000 EUR).

The split of the current and non-current portions of the loan is as follows:

| Group and Company            | 2020<br>EUR      | 2019<br>EUR      |
|------------------------------|------------------|------------------|
| Current portion of loans     | 2,403,159        | 2,403,159        |
| Non-current portion of loans | -                | 2,090,576        |
| <b>Total</b>                 | <b>2,403,159</b> | <b>4,493,735</b> |



## **Notes to the financial statements for the year ended 31 March 2020 (continued)**

### **24 Post balance sheet events**

In April 2020 the Group received a cash injection in order to manage its working capital commitments totalling 506,867 EUR from the shareholders in proportion to their ownership stake as detailed in note 16. This was received in the form of an unsecured, convertible loan. This carried an interest rate of 4% and matured in April 2021 where it was either to be repaid or converted into A3 preferred shares. The loan is currently in the process of being converted into A3 preferred shares, the final execution of the conversion is yet to be formally finalised.

In May 2020 the legal case the Group filed in the United States courts against Syniverse Technologies LLC, for the cancellation of the ICV peering agreement was lost. The case was subject to a motion for summary judgement which the court of Tampa granted in favour of Syniverse Technologies LLC. The Group has decided not to file for an appeal and therefore the case is now closed. By not filing to appeal management are now able to re-allocate resources and focus back into the business. No further liabilities from this case are expected nor have materialised post year end and therefore the litigation funding creditor (note 15) will be released to the Group and Company profit and loss account in the year ended 31 March 2021..

In February 2021 the Group received a further cash injection of 2 million EUR in the form of a two 1 million EUR unsecured non-convertible loans. These have an interest rate of 4% and are repayable in January 2022. One of these loans was provided by T P E Volk and the other by Cipio Partner Fund VII Sicar. In May 2021 the loan note held by T P E Volk, including the interest accrued to date, was transferred to Cipio Partner Fund VII Sicar.

In February 2021 capital repayments on the Harbert European Specialty loan were deferred by an agreed period of 12 months until January 2022. This extended the repayments by a further 15 months until June 2022 and resulted in additional fees of 567,000 EUR to be paid on the final repayment date; total exit fees are now 700,000 EUR.