

Company registration number 08098061 (England and Wales)

ENTERPRISE PROJECTS VENTURES LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022
PAGES FOR FILING WITH REGISTRAR

ENTERPRISE PROJECTS VENTURES LIMITED

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ENTERPRISE PROJECTS VENTURES LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2022

		2022		2021	
	Notes	£	£	£	£
Fixed assets					
Tangible assets	3		3,156		1,199
Investments	4		8,886		8,886
			<u>12,042</u>		<u>10,085</u>
Current assets					
Stocks		162,445		170,973	
Debtors	5	988,696		545,695	
Cash at bank and in hand		960,571		338,240	
		<u>2,111,712</u>		<u>1,054,908</u>	
Creditors: amounts falling due within one year	6	<u>(1,628,820)</u>		<u>(712,533)</u>	
Net current assets			<u>482,892</u>		<u>342,375</u>
Total assets less current liabilities			<u>494,934</u>		<u>352,460</u>
Creditors: amounts falling due after more than one year	7		<u>(1,392,628)</u>		<u>(185,000)</u>
Net (liabilities)/assets			<u><u>(897,694)</u></u>		<u><u>167,460</u></u>
Capital and reserves					
Called up share capital	9		334		288
Share premium account			6,036,355		6,036,355
Equity reserve			50,978		-
Profit and loss reserves			<u>(6,985,361)</u>		<u>(5,869,183)</u>
Total equity			<u><u>(897,694)</u></u>		<u><u>167,460</u></u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 21 December 2023 and are signed on its behalf by:

J Mitchell
Director

Company registration number 08098061 (England and Wales)

ENTERPRISE PROJECTS VENTURES LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Share capital	Share premium account	Equity reserve	Profit and loss reserves	Total
Notes	£	£	£	£	£
Balance at 1 January 2021	288	6,036,355	-	(4,450,455)	1,586,188
Year ended 31 December 2021:					
Loss and total comprehensive income	-	-	-	(1,497,709)	(1,497,709)
Credit to equity for equity settled share-based payments	8	-	-	78,981	78,981
Balance at 31 December 2021	288	6,036,355	-	(5,869,183)	167,460
Year ended 31 December 2022:					
Loss and total comprehensive income	-	-	-	(1,372,510)	(1,372,510)
Issue of share capital	9	46	-	-	46
Issue of convertible loan	-	-	50,978	-	50,978
Credit to equity for equity settled share-based payments	8	-	-	256,332	256,332
Balance at 31 December 2022	334	6,036,355	50,978	(6,985,361)	(897,694)

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Enterprise Projects Ventures Limited is a private company limited by shares incorporated in England and Wales. The registered office is 86-90 Paul Street, London, EC2A 4NE.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Going concern

At the time of approving the financial statements, an additional funding round is currently in progress with one investor, which includes a €350k receipt expected in December 2023 with a further €650k expected in 2024. The company has the option to raise additional funds from another partner expected to be €5m in 2024.

This assessment underscores management's confidence in the company's ability to sustain its operations and financial viability into the foreseeable future. Therefore the Directors affirm their belief in the company's status as a going concern.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.4 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers	3 years straight line
Motor vehicles	3 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of cost and replacement cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.10 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with 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 the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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 payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts 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 creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

1.11 Compound instruments

The component parts of compound instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

1.12 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.13 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.15 Share-based payments

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

1.16 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the balance sheet as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit or loss so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the company's net investment outstanding in respect of leases.

1.17 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

1.18 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2022 Number	2021 Number
Total	12	10

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

3 Tangible fixed assets	Computers	Motor vehicles	Total
	£	£	£
Cost			
At 1 January 2022	2,416	13,185	15,601
Additions	2,848	-	2,848
	<u>5,264</u>	<u>13,185</u>	<u>18,449</u>
At 31 December 2022	5,264	13,185	18,449
Depreciation and impairment			
At 1 January 2022	1,217	13,185	14,402
Depreciation charged in the year	891	-	891
	<u>2,108</u>	<u>13,185</u>	<u>15,293</u>
At 31 December 2022	2,108	13,185	15,293
Carrying amount			
At 31 December 2022	<u>3,156</u>	<u>-</u>	<u>3,156</u>
At 31 December 2021	<u>1,199</u>	<u>-</u>	<u>1,199</u>
4 Fixed asset investments		2022	2021
		£	£
Shares in group undertakings and participating interests		8,886	8,886
		<u>8,886</u>	<u>8,886</u>
5 Debtors		2022	2021
Amounts falling due within one year:		£	£
Trade debtors		390,330	280,303
Corporation tax recoverable		20,210	-
Amounts owed by group undertakings		226,163	117,649
Other debtors		64,303	36,947
		<u>701,006</u>	<u>434,899</u>
Amounts falling due after more than one year:		2022	2021
		£	£
Other debtors		287,690	110,796
		<u>287,690</u>	<u>110,796</u>
Total debtors		<u>988,696</u>	<u>545,695</u>

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

6 Creditors: amounts falling due within one year

	2022	2021
	£	£
Other borrowings	246,708	13,718
Trade creditors	513,091	170,037
Taxation and social security	-	1,595
Other creditors	843,496	512,473
Accruals and deferred income	25,525	14,710
	<u>1,628,820</u>	<u>712,533</u>

7 Creditors: amounts falling due after more than one year

	2022	2021
Notes	£	£
Convertible loans	1,207,628	-
Other creditors	185,000	185,000
	<u>1,392,628</u>	<u>185,000</u>

8 Share-based payment transactions

The company operates an unapproved share option scheme for the benefit of key employees. Under this scheme share options are granted over ordinary shares of £0.001 each at an exercise price of £0.001. The share options vest over a period of time based on the length of service completed by the employees.

The details of share options outstanding at 31 December 2022 are as follows:

	Number of share options		Weighted average exercise price	
	2022 Number	2021 Number	2022 £	2021 £
Outstanding at 1 January 2022	12,767	12,767	-	-
Granted	39,154	-	-	-
Forfeited	(5,832)	-	-	-
	<u>46,089</u>	<u>12,767</u>	<u>-</u>	<u>-</u>
Outstanding at 31 December 2022	46,089	12,767	-	-
	<u>46,089</u>	<u>12,767</u>	<u>-</u>	<u>-</u>
Exercisable at 31 December 2022	21,304	12,767	-	-
	<u>21,304</u>	<u>12,767</u>	<u>-</u>	<u>-</u>

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

8 Share-based payment transactions (Continued)

Under the rules of the scheme, vested share options become exercisable upon an exit event or they may be exercised at the end of each financial year, if approved by the Board of Directors. An exit event is defined as a change of control, IPO or liquidation event.

In the event that an employee leaves the employment of the company, the share options are forfeited and a cancellation amount paid in accordance with good and bad leaver provisions as set out in the share option plan rules. All share options granted are non-transferable under the rules of the scheme, other than in the event of death, in which they are transferred to the beneficiary.

Liabilities and expenses

During the year, the company recognised total share-based payment expenses of £256,332 (2021 - £78,981) which related to equity settled share based payment transactions.

9 Called up share capital

	2022	2021	2022	2021
	Number	Number	£	£
Ordinary share capital Issued and fully paid				
Ordinary shares of 0.1p each	100,000	100,000	100	100
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	2022	2021	2022	2021
	Number	Number	£	£
Preference share capital Issued and fully paid				
A Preference shares of 0.1p each	40,000	32,000	40	32
A2 Preference shares of 0.1p each	96,121	76,897	96	77
B Preference shares of 0.1p each	98,631	78,905	98	79
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	234,752	187,802	234	188
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Preference shares classified as equity			234	188
			<u> </u>	<u> </u>
Total equity share capital			334	288
			<u> </u>	<u> </u>

The company has four classes of shares: Ordinary, A Preference, A2 Preference and B Preference.

Ordinary shares each carry the right to one vote and carry an equal right in respect of dividends.

A, A2 and B preference shares carry the right to a number of votes equal to the number of ordinary shares then issuable upon its conversion into ordinary shares. Each preference share carries a right to dividends to be paid on an as-if-converted to ordinary share basis. Preference shares are not redeemable at the option of the shareholder but may be converted to ordinary shares.

ENTERPRISE PROJECTS VENTURES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

10 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

Emphasis of matter

We draw attention to note 1.2 of the financial statements and the directors' report which highlights the company's requirements for additional funding to support its working cash flow and its status as a going concern.

Senior Statutory Auditor: Christopher Cairns BSc FCA
Statutory Auditor: Alliotts LLP

11 Related party transactions

The following amounts were outstanding at the reporting end date:

	2022	2021
	£	£
Amounts due from related parties		
Entities over which the entity has control, joint control or significant influence	226,163	117,649
	<u>226,163</u>	<u>117,649</u>

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.