

20 March 2019

**Aquis Exchange PLC**  
("Aquis", the "Company" or the "Group")

**Final results for the year ended 31 December 2018**  
*Strong performance with revenue doubled to £4m*

Aquis Exchange PLC (AQX.L) is pleased to announce its audited results for the year ended 31 December 2018.

**Highlights:**

- Revenue increased 100% to £4.0 million (2017: £2.0 million)
- Adjusted EBITDA\* loss of £2.7 million (2017: £3.3 million loss)
- Cash and cash equivalents of £11.6 million (2017: £4.0 million)
- Successful listing on AIM completed on 14 June 2018, raising £12.0 million for the Company
- Trading Members on Aquis Exchange grew from 24 to 27 during the period
- Market share of overall pan-European continuous trading grew over the period to 3.8% 4Q18 (1.9% 4Q17), and strengthened further in the year to date
- Aquis has continued to grow its software licence activities across a number of asset classes
- Post period end trading is in line with market expectations

\* Excludes exceptional costs relating to the IPO

**Alasdair Haynes, Chief Executive Officer of Aquis, commented:**

*"2018 was a transformational year for Aquis. Revenue has doubled in comparison to the prior year, reaching £4.0 million, and we finished the period with close to a 4% market share of overall pan-European continuous trading. The exchange has grown both its number of trading members and the average value of monthly subscriptions and, alongside this, interest in Aquis' world-class exchange trading and surveillance technology continues to increase. Our IPO has accelerated us in our journey to transform the European equity trading landscape and provided a secure platform for future growth.*

*Despite the near term challenges presented by Brexit, we are confident we are well positioned for the period ahead, particularly given that we now have a presence in France established to allow uninterrupted service in any eventuality. We also believe we are well placed to benefit from additional regulation, given our robust and agile business model, our lean cost structure and our technology leadership. The Board is confident there remains enormous potential for our exchange model to disrupt further incumbent trading models and win more market share across Europe."*

This announcement contains inside information for the purposes of EU Regulation 596/2014.

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**Notes to editors:**

Aquis Exchange is an independent, pan-European cash equities trading venue with a unique, subscription based, pricing model. Aquis Exchange uses its own highly-performant trading technology, which is developed in-house. Aquis Exchange's technology is also available for licencing to third parties via the Company's software division, Aquis Technologies.

Aquis Exchange is authorised and regulated by the Financial Conduct Authority to operate a multilateral trading facility. The Company was launched in November 2013 to introduce competition and innovation to the market.

<http://www.aquis.eu>

## **Chairman's Statement**

### **Overview**

2018 was a significant milestone for Aquis with its successful initial public offering (IPO) on AIM in June. The new funds raised have positioned the firm for its next stage of development and provided a secure platform for future growth. We are only at the start of our journey as a listed company but we can already see that the flotation has positively raised the profile of the Company.

Aquis continued to transform the European equity trading landscape during the year. As we celebrated 5 years since the launch of the exchange, we saw average market share increase to 3.8% (4Q18) from 1.9% (4Q17) of all European equity trading thanks to a record number of messages being routed to the platform by current and new clients. Meanwhile, interest in Aquis' world-class exchange trading and surveillance technology is growing.

### **People and Culture Employees**

Aquis is driven by a visionary founder-led management team of dynamic and committed individuals. On behalf of the Board and all shareholders, I would like to thank them for all of their hard work during the year and their contribution to the Company's successful listing and continued growth.

The culture has been instilled by the founders and the Board from the outset. All the personnel work in a close-knit environment, which facilitates assimilation and monitoring of the culture.

### **Board**

The structure of the Board changed significantly during the year. The IPO created an opportunity for directors who had previously held seats related to their initial shareholdings to step down and for the Board to consider the mix of skills required for the future development of the business and its responsibilities as a listed company.

Four directors, Sean Melnick, Donall McCann, Izabela Olszewska and Jaroslaw Grzywinski, resigned at IPO and we thank them for their contribution in helping Aquis to establish a firm foothold as a European trading venue and reach the point of listing. Richard Bennett and Mark Spanbroek remained on the Board and Richard became Senior Independent Director and Chair of the newly formed Nominations and Remuneration Committee. In March, we welcomed Mark Goodliffe as a member of the Board and Chairman of the Audit and Risk Committee. Mark is the UK Chief Financial Officer of Rea Holdings plc and an independent Non-Executive Director and Chairman of the Audit Committee of CME Trade Repository Limited.

We also initiated a search for a non-executive director with technology expertise, particularly with knowledge of developing and licensing technology. The search culminated at the end of 2018 ready for Glenn Collinson to be appointed at the start of the 2019. Glenn's background as an engineer and his years of developing and marketing technology products will be invaluable to the business, as will his experience of serving on the boards of both listed and private companies.

### **Governance**

The Board aspires to high standards of corporate governance. It has adopted the key principles of the UK Corporate Governance Code. As a UK regulated entity all Aquis Board members and senior managers must also be approved by the Financial Conduct Authority (FCA) under the Approved Persons Regime. All Board members are aware of their additional responsibilities under both UK and European regulation and guidelines with regards to the oversight of financial market infrastructures.

### **Outlook**

We continue to be committed to improving the quality of execution in a transparent environment for the benefit of the end investor. There remains enormous potential for our exchange model to disrupt further incumbent trading models and win more market share across Europe. We hope to do this by exceeding the needs and demands of the end investors and intermediaries.

The funds raised at the IPO will also be used in part to help us grow our technology business by attracting larger, more mature clients as well as strengthening the overall Aquis brand. With increasing regulation for financial market infrastructures and their participants, we need to continue to invest in attracting high quality, experienced and responsible individuals who can support the Company's evolution and continue to promote its cultural values.

The Board will continue to be focused on ensuring that the business delivers on its strategy, managing risks and developing an appropriate framework for growth.

Brexit introduces uncertainty as well as some additional costs and risks (principally regulatory) but change may also bring opportunities. It is estimated that Brexit will increase costs by approximately 5%. The business is well prepared with regulatory approvals and an established presence in France, which should allow uninterrupted service under the various scenarios that might eventuate under Brexit.

The Board will also prepare for the end of the FCA's Approved persons regime, which will be replaced by The Senior Managers and Certification Regime (SM&CR). This will increase the accountability of the senior managers and the Board and ensure that individuals have clearly prescribed responsibilities.

Nicola Beattie  
Non-Executive Chairman

## **Chief Executive Officer's Report**

2018 was a transformational year for Aquis. The Company entered 2018 as a private company with approximately 2% market share of pan-European equities continuous trading and exited the year as a public listed company, having successfully listed on the AIM market of the London Stock Exchange on 14 June 2018, with close to 4% market share. Revenue has doubled in comparison to the prior year, reaching £4.0 million, and the exchange has grown both its number of trading members and the average value of monthly subscriptions.

This success has been based on our commitment to provide our customers with a comprehensive lit equity trading platform with significant liquidity and the lowest levels of toxicity in Europe. The quality of our technology enables us to provide a high-quality user experience with excellent customer service. These key characteristics, combined with greater brand awareness, has led to strong market share growth.

Aquis Exchange PLC is regulated in the UK by the FCA but with increasing uncertainty over the outcome of Brexit the Company decided to establish a European subsidiary and in January 2019 successfully applied for regulatory approval to operate a Multilateral Trading Facility (MTF) in France through this subsidiary.

### **Operational Review**

Aquis continues to develop its complementary business activities; a pan-European equity lit market, a multi-asset class technology licensing service to an international client base and a market data offering. The Company continued to grow the principal business activities during the year and this is expected to continue. A summary of progress in each activity is outlined below.

#### ***Aquis Exchange***

The Company currently offers clients the ability to trade in excess of 1,600 stocks and ETFs across 14 European markets.

The Markets in Financial Instruments Directive (MiFID II) took effect from the beginning of 2018. This regulation did have some immediate impact but a lot of the ramifications of MiFID II are still yet to transpire. We anticipate 2019 will be another year of change, with the implications of Brexit and further regulatory reviews. We are a strong supporter of the regulatory principles such as greater transparency for markets, that have been introduced and are committed to complying with market regulation. We believe we are well placed to benefit from additional regulation given our robust and agile business model, our lean cost structure and our technology leadership.

Aquis operates in a dynamic global industry where we will continue to see both new challenges and opportunities ahead. The Company continues to perform strongly in an evolving macroeconomic, regulatory and political environment, including Brexit. With the UK set to leave the EU in March of this year, Aquis has a responsibility to ensure the orderly functioning of our markets and we believe has taken all necessary steps to ensure it can continue to serve its clients wherever they are located.

During the period, Aquis grew its number of trading members from 24 to 27. In addition, a number of members increased their trading volumes resulting in increased monthly subscriptions.

Independent studies have verified that Aquis Exchange has materially lower toxicity than its competitors which lowers the implicit costs of trading for the end investor. This is a significant positive differentiating factor and underpins the growth potential.

Since the successful IPO Aquis has increased its investment in personnel, infrastructure, sales and marketing to help promote future growth of the business.

#### ***Aquis Technologies***

In addition to the exchange business, Aquis licences its leading exchange related technology to a variety of international financial services clients across different asset classes.

The Company's flexible business structure and in-house technology capabilities enable it to react rapidly and efficiently to diverse market trends and our partnership approach with our customers continues to enable us to understand their needs against a changing regulatory and market backdrop and to develop our products and services to help our clients with the challenges they face.

### ***Aquis Market Data***

Aquis Exchange has provided market data free of charge to trading members and data vendors since the trading venue was launched in November 2013. From 1 July 2018, the Company began charging market data vendors £2,000 per month for data from Aquis' exchange and it now has 12 paying Members. Market data is a significant revenue generator for the national exchanges and we believe this revenue stream will become increasingly meaningful over time

### **Research and Development**

The Company continues to invest in R&D in order to maintain and enhance the quality of its technology and its ability to be able to deliver new products and platform enhancements to its clients. Our proven trading platform has been developed in-house and is based on proprietary technology which does not rely on third party software suppliers. We believe this gives us a significant competitive advantage on functionality, price and ability to deliver. The structure contributes to expedited product development and it provides the Company with the ability to react quickly to dynamic market conditions. All developments are expensed as incurred and we will continue to work on further developments which are expected to enhance customer growth.

### **Outlook**

In summary, our strategic goal remains to become the leading exchange services group through delivering best in class exchange trading opportunities underpinned by our commitment to first class client services. Our highly capable and experienced management team remains focused on the opportunities ahead particularly delivering our short and medium term market share, client and financial growth targets.

We entered 2019 confident we can continue to develop both our exchange and technology businesses to achieve our strategic goal. We will continue to invest to maintain and enhance our market position through innovation and development and promote the Aquis transparent low toxicity market place which will enable our customers to get better performance and results. In addition, we believe this approach will deliver strong shareholder returns over the next few years.

Alasdair Haynes  
Chief Executive Officer

## **Strategic Report**

### **Overview of the business**

Aquis Exchange is a founder-led, pan-European Multilateral Trading Facility (“MTF”) operator and exchange and regulatory technology developer and service provider. The Company is regulated by the UK Financial Conduct Authority.

The Company was founded in 2012 with the vision to become the leading technology driven exchange services group and to introduce competition and innovation to the securities trading market. With these guiding principles the Company’s main focus is to:

- Capitalise on regulatory and technical shifts in market infrastructure by providing an exchange which offers deeper liquidity and transparent, higher quality execution for intermediaries and investors;
- Continue to increase the number of members and associated trading volumes by providing a robust and innovative platform that responds to their needs; and
- License its proven technology platform to third parties that require trading or market surveillance technology.

Aquis’ trading platform is a cash equities trading venue with a unique subscription-based pricing model based on electronic messaging traffic. The principal competitors to the trading business are the national exchanges and other pan-European MTFs / Recognised Investment Exchanges (RIEs) which charge customers on a per transaction model. Since the Company commenced trading it has consistently increased its market share which has grown to reach an average of approximately 3.8% of the overall pan-European market of continuous trading during 4Q18.

The client base of the trading platform consists principally of investment banks and brokers acting on behalf of institutions such as pension funds and asset managers. The Company’s members are able to trade European securities on a ‘lit’ market. This means that the dealing price prior to the trade is transparent to the whole market. This is in contrast to pricing on dark and grey markets, where price discovery is only available to the market post-trade.

Aquis’ matching engine and surveillance technology is already established through its daily use as the system that drives Aquis’ trading platform. It has been developed for multi-asset class trading and is attracting customers wishing to licence the technology as the trading engine for a broad range of instruments. Its principal customers are new equity exchanges where the market is opening up to competition as well as crypto currency exchanges, MTF operators across asset classes and market participants requiring real time market surveillance. Competitors of the licensing business are other matching engine providers and surveillance software providers.

### **Review of the business**

The Company continued to grow the principal business activities during the year and this is expected to continue. The key performance indicators of the exchange business: market share, numbers of members and revenue all increased during the year. The significant available liquidity, approximately 15% of overall pan-European equity liquidity, was maintained and should underpin the future anticipated member and market share growth. As investment managers conform to the new best execution obligations placed on them by MiFID II, their trading strategies should increasingly direct intermediaries to take advantage of the available liquidity at Aquis. The available liquidity provides the Company with a strong base to attract a wider membership from across Europe and to facilitate increased trading volumes.

During the year the market experienced high market volatility on a number of occasions, which the high-performance technology system managed without incident. Further enhancements have been made to the core technology during the year which has been important not only to the continuing success of Aquis Exchange’s daily exchange activities but also enables the Company to offer state of art technology solutions and market surveillance capabilities to other market participants. International interest across a number of asset classes in the Company’s ability to provide outsourced technology solutions for other market participants has increased materially during the year and additional resource has been recruited to support this expansion.

A key factor that contributed to the development of the business activities was the strength, experience and commitment of our staff. Staff turnover remains below market norms.

### **Financial Review**

The adjusted loss for the year before exceptional items and tax decreased to £2,683,042 compared to £3,276,770 in the previous year; this is mainly attributable to increased exchange revenue as members' subscriptions have risen as a result of increased trading levels and new revenue from technology licensing offset by additional costs as the Company continues to invest in personnel and technological resources. In June 2018 the Company listed on the AIM market of the London Stock Exchange. The costs incurred for Listing have been included as exceptional costs.

The adjusted loss reflects the effect of adopting IFRS 15 accounting for licensing contracts and IFRS 9 impairment provisions on trade receivables. The application of these standards has resulted in a impairment release (credit) during the year of £424,194.

The Company's cash and cash equivalents as at 31 December 2018 were £11.6 million.

### **Future development of the business**

Aquis has invested heavily in the business differentiators, technology platform, brand and market reputation and personnel resources and is committed to continue this investment to ensure it maintains its reputation for innovative, effective quality delivery. The Company has established a strong position with its clients and the wider investment community which should support the growth of the business in the medium term. In addition, Aquis Technology has achieved a very strong reputation in the market, and this will also support growth across assets classes and internationally.

In reaching an average of approximately 3.8% of the pan-European market of equity continuous trading in 4Q18 Aquis has established itself as a viable alternative to other European exchanges. The quality of the exchange offering (in particular the depth of liquidity and low toxicity) which is attractive to both investment banks and brokers but also to the institutional investor community offers Aquis the opportunity to continue to grow market share.

In addition the business is well positioned to benefit from regulatory changes which support transparent, low toxicity growth on "lit" markets. The regulatory trends and institutional support for greater transparency in European equities trading also supports future business growth.

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Notes	2018 £	2017 £
<b>Revenue</b>	<b>5</b>	3,981,910	2,014,590
Expenses		(7,089,146)	(5,291,360)
<b>Gross loss</b>		(3,107,236)	(3,276,770)
Impairment credit	<b>5</b>	424,194	-
<b>Adjusted loss</b>		(2,683,042)	(3,276,770)
Exceptional items	<b>6</b>	(1,011,853)	-
<b>Operating loss</b>	<b>8</b>	(3,694,895)	(3,276,770)
Investment revenues	<b>11</b>	30,139	9,961
<b>Loss before taxation</b>		(3,664,756)	(3,266,809)
Income tax credit	<b>12</b>	247,389	222,215
<b>Loss and total comprehensive income for the year</b>	<b>25</b>	(3,417,367)	(3,044,594)
<b>Earnings per share (pence)</b>	<b>13</b>		
<b>Basic</b>			
Ordinary shares		(21)	-
A shares		-	(515)
B shares		-	(161)
<b>Diluted</b>			
Ordinary shares		(20)	-
A shares		-	(515)
B shares		-	(161)

The income statement has been prepared on the basis that all operations are continuing operations.

There was no other comprehensive income or deficit in the year or the preceding financial year.

**STATEMENT OF FINANCIAL POSITION  
AS AT 31 DECEMBER 2018**

		<b>2018</b>	<b>2017</b>
	<b>Notes</b>	<b>£</b>	<b>(Restated)</b>
			<b>£</b>
<b>Non-current assets</b>			
Intangible assets	<b>14</b>	637,539	664,018
Property, plant and equipment	<b>15</b>	541,933	282,492
Investments	<b>16</b>	9,020	-
Other receivables	<b>18</b>	841,288	276,534
		<hr/>	<hr/>
		2,029,780	1,223,044
		<hr/>	<hr/>
<b>Current assets</b>			
Trade and other receivables	<b>18</b>	1,822,690	1,453,922
Current tax recoverable		-	222,215
Cash and cash equivalents		11,609,901	3,985,541
		<hr/>	<hr/>
		13,432,591	5,661,678
		<hr/>	<hr/>
<b>Total assets</b>		<b>15,462,371</b>	<b>6,884,722</b>
		<hr/>	<hr/>
<b>Current liabilities</b>			
Trade and other payables	<b>20</b>	892,364	275,911
		<hr/>	<hr/>
<b>Net current assets</b>		<b>12,540,227</b>	<b>5,385,767</b>
		<hr/>	<hr/>
<b>Total liabilities</b>		<b>892,364</b>	<b>275,911</b>
		<hr/>	<hr/>
<b>Net assets</b>		<b>14,570,007</b>	<b>6,608,811</b>
		<hr/> <hr/>	<hr/> <hr/>
<b>Equity</b>			
Called up share capital	<b>22</b>	2,714,996	17
Share premium account	<b>23</b>	10,839,981	23,517,321
Other reserves	<b>24</b>	92,446	-
Retained earnings	<b>25</b>	922,584	(16,908,527)
		<hr/>	<hr/>
<b>Total equity</b>		<b>14,570,007</b>	<b>6,608,811</b>
		<hr/> <hr/>	<hr/> <hr/>

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Notes	Share capital £	Share premium account £	Other reserves £	Retained earnings £	Total £
<b>As restated for the period ended 31 December 2017:</b>						
<b>Balance at 1 January 2017</b>		17	23,517,321	-	(15,407,444)	8,109,894
Loss and total comprehensive income for the year		-	-	-	(3,044,594)	(3,044,594)
<b>Balance at 31 December 2017</b>		17	23,517,321	-	(18,452,038)	5,065,300
<b>Year ended 31 December 2017:</b>						
Effect of change in accounting policy		-	-	-	1,543,511	1,543,511
<b>Balance at 31 December 2017</b>		17	23,517,321	-	(16,908,527)	6,608,811
<b>Year ended 31 December 2018:</b>						
Loss and total comprehensive income for the year		-	-	-	(3,417,367)	(3,417,367)
Issue of share capital	<b>22</b>	446,097	10,840,020	-	-	11,286,117
Elimination of Share Premium account	<b>22</b>	2,268,882	(23,517,360)	-	21,248,478	-
Recognition of share option reserve		-	-	92,446	-	92,446
<b>Balance at 31 December 2018</b>		2,714,996	10,839,981	92,446	922,584	14,570,007

**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**

	Notes	2018		2017 (Restated)	
		£	£	£	£
<b>Cash flows from operating activities</b>					
Cash absorbed by operations	31		(4,021,908)		(3,003,077)
Tax refunded/(paid)			469,604		-
<b>Net cash outflow from operating activities</b>			<b>(3,552,304)</b>		<b>(3,003,077)</b>
<b>Investing activities</b>					
Increase in intangible assets		(422,522)		(440,461)	
Purchase of property, plant and equipment		(421,934)		(300,740)	
Investment in subsidiaries		(9,020)		-	
Interest received		30,139		9,961	
<b>Net cash used in investing activities</b>			<b>(823,337)</b>		<b>(731,240)</b>
<b>Financing activities</b>					
Proceeds from issue of shares		12,000,001		-	
<b>Net cash generated from/(used in) financing activities</b>			<b>12,000,001</b>		<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>			<b>7,624,360</b>		<b>(3,734,317)</b>
Cash and cash equivalents at beginning of year			3,985,541		7,719,858
Cash and cash equivalents at end of year			11,609,901		3,985,541

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018**

### **1 Accounting policies**

#### **Company information**

The company is a public limited company which is incorporated and domiciled in England and Wales. Its registered office is located at Palladium House, 1-4 Argyll Street, London, W1F 7LD

#### **1.1 Accounting convention**

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) as adopted for use in the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared on the historical cost basis.

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

The comparative balance sheet, cash flows and certain note disclosures have been restated owing to the change in accounting policy and application. This is further explained within note 25.

#### **1.2 Going concern**

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Whilst the company has made a loss in the year, there are substantial cash reserves, and a positive balance sheet, due to high levels of investment within the company.

Additionally, the directors are confident that the company will begin to generate profits in the coming years. There has been a growth in revenue of 100% between the current year and comparative year. Additional revenue growth is projected for 2019, with profits forecast for future years.

#### **1.3 Revenue**

Turnover represents amounts receivable for subscription fees and fees receivable for the licensing of software net of value added tax.

All revenue is generated by contracts with customers and is therefore recognised in accordance with IFRS 15, which the Company has applied for the first time this year.

Revenue for exchange subscription services is recognised in the accounting year in which the services are rendered, by reference to the ongoing contractual obligation to provide subscription-based services.

Revenue from licensing contracts is assessed for each contract and split into two performance obligations: - Project fees and maintenance fees which are recognised over time as the obligations are met; and - Licensing fees which are considered a "right to use" license under IFRS 15 and are therefore recognised at a point in time when control of the license passes to the customer.

#### 1.4 Intangible assets other than goodwill

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Internally developed intangible assets are recognised in the financial statements when all of the following criteria are met:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale is established
- there is an intention to complete the intangible asset and use or sell it
- the Company has the ability to use or sell the intangible asset
- the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset can be demonstrated
- adequate technical, financial and other resources are available to complete the development and to use or sell the intangible asset
- the Company has the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Where the above criteria are not met, costs incurred in research and development are recognised in the Statement of Comprehensive Income as incurred.

Intangible assets have been recognised in the financial statements as the Company has concluded that it has been able to reliably measure the expenditure attributable to the intangible asset during its development.

Amortisation is recognised so as to write off the cost or valuation of the assets less their residual values of their useful lives on the following basis: The development of trading platforms has been amortised straight line over 3 years.

#### 1.5 Property, plant and equipment

All property, plant and equipment is stated at historical cost less depreciation or impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent expenditure is included in the asset's carrying amount or is recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repair and maintenance costs are charged to the income statement during the financial period in which they are incurred.

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 basis:

Fixtures, fittings and equipment	5 years straight line
Computer equipment	3 years straight line

#### 1.6 Non-current 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.

### **1.7 Impairment of tangible and intangible assets**

At each reporting 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.

### **1.8 Fair value measurement**

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents, trade and other payables) are assumed to approximate their fair values because of the short period to maturity and credit risk.

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

Cash and cash equivalents include cash in hand and cash at bank.

### **1.10 Financial assets**

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets are initially measured at fair value plus transaction costs.

#### ***Loans and receivables***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets. The company's loans and receivables comprise 'trade and other receivables', and 'cash and cash equivalents' in the statement of financial position.

#### **Trade and other receivables**

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Other receivables are defined as amounts due that are outside the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

### ***Impairment of financial assets***

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

### ***IFRS 9***

The Company has adopted IFRS 9 with effect from 1 January 2018. In applying this standard the Company has considered the impact of the application of an expected credit loss model when calculating impairment losses on its trade and other receivables (both current and non-current). In applying IFRS 9 the Company must consider the probability of a default occurring over the contractual life of its trade receivables and contract asset balances on initial recognition of those assets.

## **1.11 Financial liabilities**

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

### ***Other financial liabilities***

The company does not have any financial liabilities "at fair value through profit or loss".

The company has the following as non-derivative financial liabilities; 'trade and other payables' and 'accrued expenses'.

Trade and other payables

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 (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and other payables are not interest bearing and are initially recognised at fair value.

Accrued expenses

Accrued expenses are recognised at fair value, and are recognised in the accounting period in which those transactions, events, or circumstances occur

### ***Derecognition of financial liabilities***

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or upon expiry.

## **1.12 Equity instruments**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are charged against the share premium account.

## **1.13 Taxation**

The tax expense/(credit) represents the sum of the tax currently payable/(repayable) and deferred tax.

**Current tax**

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the country where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**Deferred tax**

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future measurable taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

**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 inventories or non-current 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 Retirement benefits****Pension obligations**

The company has defined contribution plans. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. The company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The company has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**1.16 Share-based payments**

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 US Options Binomial 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.

### **1.17 Leases**

Leases are accounted for in accordance with IAS 17 and IFRIC 4. The company currently only has operating leases which are accounted for as follows:

#### Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments, including prepayments, made under operating leases (net of any incentives received from the lessor) are charged to the statement of comprehensive income in equal amounts over the period of the lease.

### **1.18 Foreign exchange**

#### Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in UK Pound Sterling (£), which is the company's functional and presentation currency.

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

All foreign exchange gains and losses recognised in the income statement are presented net within 'administrative expenses'.

### **1.19 Research and development**

Expenditure on research and development is capitalised in the year in which it is incurred. This represents wages costs of various personnel involved in developing the exchange platform and surveillance system. This asset is subsequently amortised as explained in note 1.4.

## 2 Adoption of new and revised standards and changes in accounting policies

The following IFRS interpretations became effective during the financial year beginning on 1 January 2018.

- IFRS 9, 'Financial instruments', published in July 2014, replaces the existing guidance in IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 includes revised guidance on the 'classification and measurement' of financial instruments, including a new expected loss model for calculating 'impairment' on financial assets and a new general hedge accounting requirements. It also carries guidance on recognition and de-recognition of financial instruments from IAS 39. IFRS 9 is effective for annual reporting periods beginning on or after 1 January 2018 with early adoption permitted. The Company has adopted IFRS 9 with effect from 1 January 2018. In applying this standard the Company has considered the impact of the application of an expected credit loss model when calculating impairment losses on its trade and other receivables (both current and non-current). In applying IFRS 9 the Company must consider the probability of a default occurring over the contractual life of its trade receivables and contract asset balances on initial recognition of those assets. The Company does consider that these estimates will result in increased impairment and has reflected this in the Financial Statements.
- IFRS 15, 'Revenue from Contracts with Customers', IFRS 15 Revenue has replaced IAS 18 Revenue and IAS 11 Construction Contracts. It applies to all contracts with customers except leases, financial instruments and insurance contracts. IFRS 15 establishes the principles that an entity shall apply to report useful information to users of financial statements about their nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The new revenue standard supersedes all current revenue recognition requirements under IFRS. The Company has adopted a modified retrospective application for annual periods beginning on or after 1 January 2018. This standard was adopted on its mandatorily effective date, and the standard has been applied on a cumulative basis, recognising the cumulative effect, if any, of initially applying the standard as an adjustment to the opening balance of retained earnings. The company will continue to assess individual customer contracts for separate performance obligations to allocate the correct transaction price where necessary and therefore has assessed the impact of the new revenue standard to be immaterial.

### Standards which are in issue but not yet effective

At the date of authorisation of these financial statements, the following Standards and Interpretations, which have not yet been applied in these financial statements, were in issue and adopted by the EU:

- IFRS 16, 'Leases', addresses the measurement, classification and recognition of leases. The complete version of IFRS16 was issued in January 2016. It will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. The standard is effective for accounting periods beginning on or after 1 January 2019. Early adoption is permitted. Adoption of IFRS 16 will result in the Company recognising right of use assets and lease liabilities for all contracts that are, or contain, a lease. For leases currently classified as operating leases, under current accounting requirements the Company does not recognise related assets or liabilities, and instead spreads the lease payments on a straight-line basis over the lease term, disclosing in its annual financial statements the total commitment.

At 31 December 2018 operating lease commitments amounted to £768,150. Further work will be carried out in the course of 2019 to determine the right-of-use assets and lease liabilities to be recognised on 1 January 2019, during which the Company's lease profile is likely to change. Instead of recognising an operating expense for its operating lease payments, the Company will instead recognise interest on its lease liabilities and amortisation on its right of use assets.

### 3 Critical accounting estimates and judgements

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

#### Critical judgements

##### Useful lives of property, plant and equipment

The cost of property, plant and equipment is depreciated over its estimated useful economic life. Management estimates the useful economic lives of this property, plant and equipment and intangible assets to be 3 years and 5 years respectively. Changes in the expected level of usage and technological developments could impact on the useful economic lives and the residual values of these assets; therefore, future depreciation charges could be revised. The carrying amount of the company's property, plant and equipment and intangible assets in the statement of financial position is disclosed in note 12 of the financial statements.

##### Capitalisation of internally generated intangible assets

Internally generated Intangible assets have been capitalised because in management's judgement the criteria for capitalisation under IAS 38 has been met. These assets are amortised straight line over a 3 year period.

#### Critical accounting estimates

Expected Credit Loss of trade receivables: An impairment for the expected credit loss of trade receivables is required under IFRS9. This impairment is an accounting estimate which is calculated based on the Directors' best estimates of the probability of default and subsequent loss given default. The total provision and the credit for the year are disclosed in note 5 of the financial statements. In arriving at these estimates the Company has assessed the range of possible outcomes within the next financial year in respect of the carrying values of the assets and liabilities affected and believes it has arrived at a prudent and accurate assessment.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined above.

### 4 Corporate information

Aquis Exchange PLC ("the company") is licensed to operate a multilateral trading facility (MTF) enabling members to trade across fourteen European markets and to provide exchange software under licence.

#### 5.1 Revenue

An analysis of the company's revenue is as follows:

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
<b>Revenue analysed by class of business</b>		
Subscription Fees	3,100,839	1,706,000
Licence Fees	737,530	308,590
Data Vendor Fees	143,541	-
	<hr/>	<hr/>
	<b>3,981,910</b>	<b>2,014,590</b>
	<hr/>	<hr/>

Subscription fees and data vendor fees are all recognised at point in time as they reflect variable revenue determined on a monthly basis.

Licence fees have been calculated in accordance with IFRS 15. The Company has decided to apply the standard retrospectively by recognising the cumulative effect of initially applying the standard at the date of initial application in retained earnings using the simplified transition method with no restatement of comparatives.

The revenue from licensing contracts with customers has been categorised reflecting the nature, amount, customer categorisation, contract duration and uncertainty of revenue and cash flows.

Category 1 clients are companies in an early stage of business development and Category 2 clients are companies which have been operating successfully for a minimum of 3 years.

	<b>2018</b>	<b>2018</b>
	<b>Category 1</b>	<b>Category 2</b>
	<b>£</b>	<b>£</b>
IFRS 15 Licensing		
Performance obligation 1 (contract life): project fees and maintenance	155,850	40,310
Performance obligation 2 (point in time): licensing	323,100	182,280
Other short-term licensing income	-	26,499
	<u>478,950</u>	<u>249,089</u>

## 5.2 Impairment credit

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Impairment credit	424,194	-
	<u>424,194</u>	<u>-</u>

The impairment credit reflects the IFRS 9 provision release for technology licensing contracts. This release is based on management estimates of the collectability of contracts over their useful life and is re-assessed annually.

During potential contract assessment and negotiation Aquis assess the potential credit risk of a prospective client prior to committing to the contract. Aquis credit risk management processes are applied to all trade receivables and are calculated using a lifetime ECL method.

The ECL has been calculated with reference to estimations based on a probability of default (PD) and a loss given default (LGD) analysed for each individual contract taking into account the nature, amount, customer categorisation, contract duration and uncertainty of revenue and cash flows

There were no changes to the estimation methodology over the year

The credit recognised during the year is the movement between the opening (restated) provision and the closing estimated provision.

There is no impact on transition as there would be no trade receivables generated and therefore no impairment under the previous standards.

<b>6</b>	<b>Exceptional items</b>	<b>2018</b>	<b>2017</b>
		<b>£</b>	<b>£</b>
	Exceptional costs	(1,011,853)	-

Exceptional costs relate to the costs incurred for the IPO

## 7 Operating segments

The company only has one operating segment.

## 8 Operating loss

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Operating loss for the year is stated after charging/(crediting):		
Exchange losses/(gains)	3	(61)
Fees payable to the company's auditor for the audit of the company's financial statements	52,500	15,000
Depreciation of property, plant and equipment	162,493	83,706
Amortisation of intangible assets	449,001	406,515
Share-based payments (see below)	92,446	-

On the 14<sup>th</sup> June 2018 the company issued 564,124 share options to eligible employees as part of an approved Employee Share Option Scheme. In accordance with IFRS 2 the Company has estimated the value of these options using a US binomial option valuation model and spread the estimated value against the Profit and Loss account over the life of the vesting period.

There is one approved EMI scheme. Options vest in 3 equal tranches, one, two and three years after grant. The options expire after 10 years.

No options vested or were exercised, expired or forfeited during the period.

The options exercise price is £2.69 per share. The weighted average remaining contractual life of options outstanding at the end of the reporting period amounted to 2 years 5.5 months.

The valuation method used to estimate the fair value of the awards was the US binomial method with an average expiry duration of 5 years, volatility of 24 and risk free interest rate of 1.1067%.

## 9 Employees

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

	<b>2018</b>	<b>2017</b>
	<b>Number</b>	<b>Number</b>
Management	4	4
Operations	4	4
Business Development	3	3
Marketing	1	1
IT and Finance	17	16
Compliance and Surveillance	3	3
	<u>32</u>	<u>31</u>

Their aggregate remuneration comprised:

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Wages and salaries	3,184,145	2,208,402
Social security costs	525,376	323,021
Pension costs	207,751	95,690
	<u>3,917,272</u>	<u>2,627,113</u>

## 10 Directors' remuneration

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Remuneration for qualifying services	<u>840,789</u>	<u>593,150</u>

Remuneration disclosed above include the following amounts paid to the highest paid director:

Remuneration for qualifying services	<u>341,132</u>	<u>231,940</u>
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## 11 Investment income

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
<b>Interest income</b>		
Bank deposits	<u>30,139</u>	<u>9,961</u>

<b>12 Income tax expense</b>	<b>2018</b>	<b>2017</b>
	£	£
<b>Current tax</b>		
Adjustments in respect of prior periods	(247,389)	(222,215)

**12 Income tax expense**

The charge for the year can be reconciled to the loss per the income statement as follows:

	<b>2018</b>	<b>2017</b>
	£	£
Loss before taxation	(3,664,756)	(3,266,809)
Expected tax credit based on a corporation tax rate of 19.00%	(696,304)	(628,861)
Effect of expenses not deductible in determining taxable profit	188,180	8,225
Unutilised tax losses carried forward	537,478	663,238
Permanent capital allowances in excess of depreciation	(29,355)	(58,716)
Depreciation on assets not qualifying for tax allowances	-	16,114
Research and development tax credit	(247,389)	(222,215)
<b>Taxation credit for the year</b>	<b>(247,389)</b>	<b>(222,215)</b>

The company has estimated losses of £18,180,329 (2017: £16,132,673) available for carry forward against future trading profits.

<b>13 Earnings per share</b>	<b>2018</b>	<b>2017</b>
	£	£
<b>Number of shares</b>		
Weighted average number of ordinary shares for basic earnings per share	16,433,338	1,670,701
<b>Earnings</b>		
Loss for the period from continued operations	(3,417,367)	(3,044,594)

13 Earnings per share (pence)	2018	2017
<b>Basic and diluted earnings per share</b>		
Basic earnings per ordinary share	(21)	-
Basic earnings per A share	-	(515)
Basic earnings per B share	-	(161)
Diluted earnings per ordinary share	(20)	-
Diluted earnings per A share	-	(515)
Diluted earnings per B share	-	(161)

#### 14 Intangible assets

	<b>Developed Trading Platforms £</b>
<b>Cost</b>	
At 1 January 2017	630,072
Additions	440,461
	<hr/>
At 31 December 2017	1,070,533
Additions - internally generated	422,522
	<hr/>
At 31 December 2018	1,493,055
	<hr/>
<b>Amortisation and impairment</b>	
Charge for the year	406,515
	<hr/>
At 31 December 2017	406,515
Charge for the year	449,001
	<hr/>
At 31 December 2018	855,516
	<hr/>
<b>Carrying amount</b>	
At 31 December 2018	637,539
	<hr/> <hr/>
At 31 December 2017	664,018
	<hr/> <hr/>

## 15 Property, plant and equipment

	Fixtures, fittings and equipment £	Computer equipment £	Total £
<b>Cost</b>			
At 1 January 2017	-	1,115,752	1,115,752
Additions	233,669	67,071	300,740
At 31 December 2017	233,669	1,182,823	1,416,492
Additions	12,794	409,140	421,934
At 31 December 2018	246,463	1,591,963	1,838,426
<b>Accumulated depreciation and impairment</b>			
At 1 January 2017	-	1,050,294	1,050,294
Charge for the year	28,801	54,905	83,706
At 31 December 2017	28,801	1,105,199	1,134,000
Charge for the year	48,801	113,692	162,493
At 31 December 2018	77,602	1,218,891	1,296,493
<b>Carrying amount</b>			
At 31 December 2018	168,861	373,072	541,933
At 31 December 2017	204,868	77,624	282,492

## 16 Investments

	Current		Non-current	
	2018	2017	2018	2017
	£	£	£	£
Investments in subsidiaries	-	-	9,020	-

The company has not designated any financial assets that are not classified as held for trading as financial assets at fair value through profit or loss.

### Fair value of financial assets carried at amortised cost

Except as detailed below the directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

## 17 Subsidiaries

Details of the company's subsidiaries at 31 December 2018 are as follows:

Name of undertaking	Country of incorporation	Ownership interest (%)	Voting power held (%)	Nature of business
Aquis Exchange Europe SAS	France	100.00	100.00	European Equities Exchange

The registered office of Aquis Exchange Europe SAS is 231 rue saint honore, 75001 Paris, France.

## 18 Trade and other receivables

	Current 2018 £	2017 £	Non-current 2018 £	2017 £
Trade receivables	1,518,654	1,204,757	564,754	-
Other receivables	7,953	1,208	276,534	276,534
Prepayments	296,083	247,957	-	-
	<u>1,822,690</u>	<u>1,453,922</u>	<u>841,288</u>	<u>276,534</u>

## 19 Trade receivables - credit risk

### Fair value of trade receivables

The trade receivables are stated net of any credit impairment provision as set out previously in Note 5 in accordance with IFRS 9.

	2018 £	2017 £
Trade receivables (gross)	2,779,242	2,324,785
Credit impairment	(695,834)	(1,120,028)
Trade receivables net of impairments	<u>2,083,408</u>	<u>1,204,757</u>

## 20 Trade and other payables

	Current 2018 £	2017 £
Trade payables	153,144	26,926
Accruals	681,010	248,463
Social security and other taxation	10,494	522
Other payables	47,716	-
	<u>892,364</u>	<u>275,911</u>

The directors consider that the carrying amount of trade payables approximates to their fair value.

## 21 Retirement benefit schemes

### Defined contribution schemes

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The total costs charged to income in respect of defined contribution plans are £207,751 (2017 - £95,690).

22 Share capital	2018	2017
	£	£
<b>Ordinary share capital</b>		
<b><i>Issued and fully paid</i></b>		
27,149,966 Ordinary shares of 10p each	2,714,996	-
100,001 Ordinary A shares of 0.001p each	-	1
1,570,700 Ordinary B shares of 0.001p each	-	16
	<hr/>	<hr/>
	2,714,996	17
	<hr/>	<hr/>

During the year, the company issued 220,015 Ordinary A shares of 0.001p each, and 226,884,029,284 Ordinary B shares of 0.001p each. The shares were issued at nominal value.

During the year, a variation of rights was passed to reclass all Ordinary A and B shares as one individual class of Ordinary shares, and to change their designation to 10p Ordinary shares.

During the year, and following the variation of share designation, an additional 4,460,967 Ordinary shares were issued with nominal value 10p per share, and with a premium of £2.59 per Ordinary share.

23 Share premium account	2018	2017
	£	£
At beginning of year	23,517,321	23,517,321
Issue of new shares	10,840,020	-
Share capital reduction	(23,517,360)	-
	<hr/>	<hr/>
At end of year	10,839,981	23,517,321
	<hr/>	<hr/>

24 Other reserves	2018	2017
	£	£
Reserves relating to share-based payments	92,446	-
	<hr/>	<hr/>

The reserves relating to share-based payments reflects the estimated value of the approved Employee Share Option Scheme estimated using a US binomial option valuation model.

## 25 Retained earnings

	2018 £	2017 £
At the beginning of the year	(16,908,527)	(13,863,933)
Elimination of Share Premium	21,248,478	-
Loss for the year	(3,417,367)	(3,044,594)
	<hr/>	<hr/>
At the end of the year	922,584	(16,908,527)
	<hr/>	<hr/>

Retained earnings at 31 December 2017 have been restated to reflect applying IAS 38 – accounting for intangibles and adopting IFRS 15 – accounting for revenue from software licences net of credit provisions IFRS 9. The impact on the reserves is summarised below.

	2017 £
Retained earnings at 1 January 2018	(18,452,039)
IAS 38	664,019
IFRS 15 (net of IFRS 9)	879,493
	<hr/>
Adjusted retained earnings at 1 January 2018	(16,908,527)
	<hr/>

## 26 Operating lease commitments

### Lessee

The company leases an office suite under a non-cancellable operating lease agreement.

Amounts recognised in profit or loss as an expense during the period in respect of operating lease arrangements are as follows:

	2018 £	2017 £
Minimum lease payments under operating leases	187,968	206,864
	<hr/>	<hr/>

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2018 £	2017 £
Within one year	230,445	230,445
Between two and five years	537,705	691,335
	<hr/>	<hr/>
	768,150	921,780
	<hr/>	<hr/>

## 27 Capital commitments

There was no capital expenditure contracted for at the end of the reporting year that had not been provided for.

## 28 Capital risk management

The company's objectives when managing capital are:

- to safeguard the company's ability to continue as a going concern so that it can provide returns for shareholders and benefits for other stakeholders; and
- to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain a strong capital structure, the company may issue new shares, return capital to shareholders or sell assets to ensure capital adequacy requirements are met.

The company adopts the following policies and procedures in order to manage its capital requirements:

- regular monitoring of its current and expected levels of liquidity to ensure that it has sufficient funds for working capital requirements; and
- regular monitoring of the Return on Assets (ROA), maintaining a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The ROA is the amount of net loss returned as a percentage of total assets.

	2018 £	2017 £
Loss for the year	(3,417,367)	(3,044,594)
Total assets	15,462,371	6,884,722
Return on Assets	(22%)	(44%)

Externally imposed capital requirements to which the company is subject to have been assessed and complied with in the year.

## 29 Related party transactions

### Remuneration of key management personnel

The remuneration of the directors, who are key management personnel, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

	2018 £	2017 £
Short-term employee benefits	681,924	463,150
	<u>681,924</u>	<u>463,150</u>

**DETAILED TRADING AND PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2018**

**31 Controlling party**

In the opinion of the directors, there is no single overall controlling party.

**31 Cash generated from operations**

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>(Restated)</b>
		<b>£</b>
Loss for the year after tax	(3,417,367)	(3,044,594)
<b>Adjustments for:</b>		
Taxation credited	(247,389)	(222,215)
Investment income	(30,139)	(9,961)
Amortisation and impairment of intangible assets	449,001	406,515
Depreciation and impairment of property, plant and equipment	162,493	83,706
Equity settled share based payment expense	92,446	-
Other gains / losses on transition of accounting standards	(713,884)	913,439
<b>Movements in working capital:</b>		
Increase in trade and other receivables	(933,522)	(1,222,759)
Increase in trade and other payables	616,453	92,792
<b>Cash absorbed by operations</b>	<b>(4,021,908)</b>	<b>(3,003,077)</b>