

Vaix Limited

Directors' Report and Unaudited

Financial Statements

Year Ended

31 December 2019

Company Number 10334901

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Vaix Limited

Company Information

Directors	J A O'Malia A P Hartmann
Company secretary	Neptune Secretaries Limited
Registered number	10334901
Registered office	10th Floor The Met Building 22 Percy Street London W1T 2BU
Accountants	BDO LLP 55 Baker Street London W1U 7EU

Vaix Limited

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Vaix Limited

Directors' Report For the Year Ended 31 December 2019

The directors present their report and the financial statements for the year ended 31 December 2019.

Principal activity

The company's principal activity is that of software development consultancy.

Directors

The directors who served during the year were:

J A O'Malia
A P Hartmann

Directors' responsibilities statement

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

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

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Post balance sheet events

The Company acknowledges the current outbreak of COVID-19 which is causing economic disruption in most countries and its potentially adverse economic impact. This is an additional risk factor which could impact the Company's operations after the year end. The Company has concluded that these developments after the year end did not provide evidence of conditions that existed at the end of the reporting period and have therefore assessed that any impact they have had is non-adjusting.

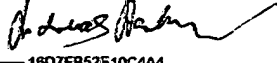
Vaix Limited

Directors' Report (continued) For the Year Ended 31 December 2019

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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

DocuSigned by:

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A P Hartmann
Director

Date: 22/10/2020

Vaix Limited

Chartered Accountants' Report to the Board of Directors on the Unaudited Financial Statements of Vaix Limited For the Year Ended 31 December 2019

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Vaix Limited for the year ended 31 December 2019 which comprise of the statement of comprehensive income, the statement on financial position, statement of changes in equity and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance/>

It is your duty to ensure that Vaix Limited has kept adequate accounting records and to prepare statutory accounts that give a true and fair view of the assets, liabilities, financial position and loss of Vaix Limited. You consider that Vaix Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Vaix Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory accounts.

Use of our report

This report is made solely to the board of directors of Vaix Limited, as a body, in accordance with the terms of our engagement letter dated 27 March 2017. Our work has been undertaken solely to prepare for your approval the accounts of Vaix Limited and state those matters that we have agreed to state to the board of directors of Vaix Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Vaix Limited and its board of directors as a body for our work or for this report.

BDO LLP

BDO LLP
Chartered Accountants
London
United Kingdom

Date: 23 October 2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Vaix Limited

Statement of Comprehensive Income For the Year Ended 31 December 2019

	Note	2019 £	2018 £
Turnover		417,244	185,936
Administrative expenses		(957,175)	(1,080,880)
Other income	4	-	200,000
Fair value movements	7	340,000	-
Loss before tax		(199,931)	(694,944)
Tax on loss		171,949	212,852
Loss for the financial year		(27,982)	(482,092)

There was no other comprehensive income for 2019 (2018 - £Nil).

The notes on pages 7 to 14 form part of these financial statements.

Vaix Limited
Registered number:10334901

Statement of Financial Position
As at 31 December 2019

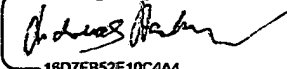
	Note	2019 £	2018 £
Fixed assets			
Tangible assets	6	7,884	10,259
Investments	7	620,163	280,163
		<u>628,047</u>	<u>290,422</u>
Current assets			
Debtors: amounts falling due within one year	8	251,981	287,416
Cash at bank and in hand		22,693	253,651
		<u>274,674</u>	<u>541,067</u>
Creditors: amounts falling due within one year	9	(109,788)	(115,543)
Net current assets		<u>164,886</u>	425,524
Net assets		<u><u>792,933</u></u>	<u><u>715,946</u></u>
Capital and reserves			
Called up share capital	10	27,033	26,724
Share premium account	11	2,072,296	1,967,636
Profit and loss account	11	(1,306,396)	(1,278,414)
		<u>792,933</u>	<u>715,946</u>

The directors consider that the company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

DocuSigned by:

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A P Hartmann
 Director

Date: 22/10/2020

The notes on pages 7 to 14 form part of these financial statements.

Vaix Limited

Statement of Changes in Equity For the Year Ended 31 December 2019

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2019	26,724	1,967,636	(1,278,414)	715,946
Comprehensive loss for the year				
Loss for the year	-	-	(27,982)	(27,982)
Total comprehensive loss for the year	-	-	(27,982)	(27,982)
Contributions by and distributions to owners				
Shares issued during the year	221	74,760	-	74,981
Share based payment transactions	88	29,900	-	29,988
Total transactions with owners	309	104,660	-	104,969
At 31 December 2019	27,033	2,072,296	(1,306,396)	792,933

Statement of Changes in Equity For the Year Ended 31 December 2018

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2018	23,109	1,018,970	(796,322)	245,757
Comprehensive loss for the period				
Loss for the year	-	-	(482,092)	(482,092)
Total comprehensive loss for the period	-	-	(482,092)	(482,092)
Contributions by and distributions to owners				
Shares issued during the year	3,006	796,975	-	799,981
Share based payment transactions	609	151,691	-	152,300
Total transactions with owners	3,615	948,666	-	952,281
At 31 December 2018	26,724	1,967,636	(1,278,414)	715,946

The notes on pages 7 to 14 form part of these financial statements.

Vaix Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

1. General information

Vaix Limited is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activity is set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Turnover

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

Rendering of services

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

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

2.3 Exemption from preparing consolidated financial statements

The company, and the group headed by it, qualify as small as set out in section 383 of the Companies Act 2006 and the parent and group are considered eligible for the exemption to prepare consolidated accounts.

2.4 Going concern

The financial statements have been prepared on a going concern basis, under the historical cost basis. Given recent external developments and geopolitical disruption in relation to the ongoing COVID-19 pandemic, future forecasts and projections have been re-performed by the Company as at the time of signing. This exercise concluded that the Company has adequate resources to continue in operational existence for a period of twelve months from the signing of the Financial Statements. While the full impact cannot be quantified, the Company is fully operational, has deployed continuity protocols and based on information available at the date of approval of the Financial Statements, the Company is not expected to be materially impacted by the COVID-19 pandemic. The Directors therefore continue to prepare the accounts on a going concern basis.

Vaix Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

2. Accounting policies (continued)

2.5 Tangible fixed assets

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

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

Depreciation is provided on the following basis:

Computer equipment	- 3 years straight line
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The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in statement of comprehensive income.

2.6 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.8 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an 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.

2.9 Creditors

Short term creditors are measured at the transaction price.

Vaix Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

2. Accounting policies (continued)

2.10 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

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

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

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

2.11 Share based payments

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

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

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

Where equity instruments are granted to persons other than employees, the statement of comprehensive income is charged with fair value of goods and services received.

Vaix Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

2. Accounting policies (continued)

2.12 Taxation

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

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

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

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

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

2.13 Valuation of investments

Investments are measured at cost less accumulated impairment.

Investments in unlisted company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the statement of comprehensive income for the period.

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

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates.

- Investments

The most critical estimates and assumptions for investments relate to the determination of carrying value of unlisted investments at fair value through profit and loss. In determining this amount, the company applies the overriding concept that fair value is the amount for which an asset can be exchanged between knowledgeable willing parties in an arm's length transaction. The nature, facts and circumstances of the investment drives the valuation methodology.

Vaix Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

4. Other income

	2019 £	2018 £
Profit on disposal of intellectual property	-	200,000
	-	200,000

In 2018 the company sold intellectual property in exchange for shares in an unlisted company.

5. Employees

The average monthly number of employees, including directors, during the year was 2 (2018 - 2).

6. Tangible fixed assets

	Computer equipment £
Cost	
At 1 January 2019	14,607
Additions	3,496
At 31 December 2019	18,103
Depreciation	
At 1 January 2019	4,348
Charge for the year	5,871
At 31 December 2019	10,219
Net book value	
At 31 December 2019	7,884
At 31 December 2018	10,259

**Notes to the Financial Statements
For the Year Ended 31 December 2019**

7. Fixed asset investments

	Investments in subsidiary companies £	Unlisted investments £	Total £
Cost or valuation			
At 1 January 2019	80,163	200,000	280,163
Revaluations	-	340,000	340,000
At 31 December 2019	<u>80,163</u>	<u>540,000</u>	<u>620,163</u>

Subsidiary undertaking

The following was a subsidiary undertaking of the company:

Name	Registered office	Class of shares	Holding
Vaix Greece	Spetson 2 & Nerantziotissis 15122 Marousi Greece	Ordinary	100%

8. Debtors: amounts falling due within one year

	2019 £	2018 £
Trade debtors	54,528	51,625
Other debtors	171,949	226,594
Accrued income	25,504	9,197
	<u>251,981</u>	<u>287,416</u>

Vaix Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

9. Creditors: amounts falling due within one year

	2019 £	2018 £
Trade creditors	1,000	14,660
Amounts owed to group undertakings	85,551	91,443
Other taxation and social security	7,904	1,440
Other creditors	6,887	-
Accruals and deferred income	8,446	8,000
	<u>109,788</u>	<u>115,543</u>

10. Share capital

	2019 £	2018 £
Allotted, called up and fully paid		
270,330 (2018 - 267,244) ordinary shares of £0.10 each	<u>27,033</u>	<u>26,724</u>

During the period the company issued the following £0.10 ordinary shares for the total consideration of £104,969 (2018 - £952,281):

On 15 July 2019 - 2205 shares with an aggregate nominal value of £34,
On 15 July 2019 - 882 shares with an aggregate nominal value of £34,

11. Reserves

The company's capital and reserves are as follows:

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Share premium account

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

Profit and loss account

The profit and loss account represents cumulative profits or losses, net of dividends paid, share based payment transactions and other adjustments.

12. Share based payments

During the period, the company made share based payments amounting to £29,812 (2018 - £152,300) which are included in the statement of comprehensive income within administrative expenses.

Vaix Limited

Notes to the Financial Statements For the Year Ended 31 December 2019

13. Related party transactions

The company has taken advantage of the exemption available in Section 33.1A of FRS 102 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

The company is related to Wingman AI Agents Limited by virtue of common control. During the year, the company made payments totalling £Nil (2018 - £2,050) on behalf of Wingman AI Agents Limited, and a balance of £Nil (2018 - £2,050) was owed to the company at 31 December 2019.

During the year, A Hartmann, a director of the company, purchased 735 Ordinary shares for a total consideration of £25,000. This balance was paid in full at 31 December 2019.

14. Post balance sheet events

The Company acknowledges the current outbreak of COVID-19 which is causing economic disruption in most countries and its potentially adverse economic impact. This is an additional risk factor which could impact the Company's operations after the year end. The Company has concluded that these developments after the year end did not provide evidence of conditions that existed at the end of the reporting period and have therefore assessed that any impact they have had is non-adjusting.

15. Controlling party

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