

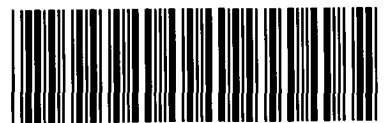
Zeelo Limited

Registered number: 10274913

Annual Report

For the year ended 31 December 2021

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ZEELO LIMITED

COMPANY INFORMATION

Directors	S E Ryan L Griffin J Slingsby M D J Liebreich P G Sheehan
Registered number	10274913
Registered office	2 Underwood Row London N1 7LQ
Independent auditors	Mazars LLP Chartered Accountants & Statutory Auditor 30 Old Bailey London EC4M 7AU

ZEELO LIMITED

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ZEELO LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

Introduction

The directors present their Strategic Report on Zeelo Limited group of companies ("the Group") for the year ended 31 December 2021.

Principal activities

During the period under review, the Group continued in its principal activity of supplying technology enabled and sustainable commuting solutions to organisations.

The Group comprises companies in the UK, South Africa and the United States involved in its principal activity and a non-revenue generating company in Spain where its technical and engineering team is based.

Business review

During the year under review, the Group saw expansion in all operating regions. By phasing out the supply of private journeys to socials and events, the Group was able to focus on its core principal activity of supplying commuting solutions, specifically the provision of commuting solutions to corporate organisations where the journeys represent commutes to places of work such as Offices, Warehouses and Logistics Centres. This focus was key to the expansion of the business, establishing new relationships and developing existing relationships to further provide commuting solutions to underserved communities through the creation of many new routes right across the regions in which the Group operates.

In addition to its offering to corporate organisations in the UK, the business established many new client relationships with Schools and Colleges, providing safe, reliable, technology enabled transport to and from school for students and teachers. This new area of the business has grown substantially since its inception in September 2021, the beginning of the 2021/22 school year.

On 26 May 2021 Zeelo Limited completed an equity funding round with existing and new investors. The funding round saw the conversion of the convertible loan notes held by the business at the year ending 31 December 2020. Refer to notes 19 and 20 for further information. In addition to the conversion of the loan notes the business raised an additional £5.2m of equity funds, refer to note 22 for further information.

On 21 December 2021 Zeelo Limited issued \$5m (£3.7m) of new Convertible Loan Notes, refer to notes 19 and 20 for further information.

Principal risks and uncertainties

Covid 19

The Group was able to weather the impact of Covid-19 very well, experiencing growth despite the uncertainty and restrictions on mobility. The Group has worked extensively with its operators in 2020 at the outbreak of the pandemic and the months that followed to ensure all vehicles and drivers were able to offer safe, socially distanced transport to their users. Zeelo vetted and checked all new and existing operators to ensure compliance with all government health guidelines. All these steps were followed throughout 2021, ensuring the Group was able to ensure safe and compliant transport to users.

Many of our clients operate in industries that required employees to come to their place of work, even during times of government issued "Stay at home" guidelines, and so we were able to continue to operate existing routes and provide new routes throughout these times. As these guidelines were lifted, and other businesses needed employees to come back to their places of work but with an eye on ensuring social distancing and face covering guidelines were adhered to, the Group was well placed to capitalise on these opportunities given the procedures outlined above.

ZEELO LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Principal risks and uncertainties (continued)**Competitive Environment**

In a competitive environment, the Group has continued to grow its business due to strength of its business model and the value of the Zeelo brand:

- Attention to customer service is shown by its 24/7 customer support.
- Quality of supply is ensured by strict and regular checks on its operators.
- The journey routing and mapping algorithms were built in house, and ensures the most efficient journeys are taken by all vehicles.
- The App provides an easy way for users to book journeys, for drivers and users to be tracked while en-route and for drivers to log a vehicle's progress. This is invaluable for all users and has proven to be indispensable for parents of students travelling on routes to and from School.

Legislative Risk

Legislative risk is low in the business as the Group sub-contract the running of the routes to its operators, who are responsible for the employment of its drivers and upkeep of its vehicles. The Group takes an active role in ensuring vehicles are safe and compliant, and that drivers follow government guidelines and use the App correctly, by vetting new and existing operators.

Liquidity Risk

The Group manages its cash and borrowing to meet its working capital requirements. The Group manages liquidity risk by monitoring forecast and actual cash flows and matching the maturity profiles of assets and liabilities.

Credit Risk

As a standard policy, all new customers who wish to trade on credit terms are subject to credit verification procedures. Trade debtors are reviewed on a regular basis, contact made with clients with overdue balances and provision is made for doubtful debts where necessary.

Key performance indicators**Financial:**

Turnover increased to £15,425,838 in 2021 (2020: £4,181,706), an increase of 269% (£11,244,132).

Gross Margin increased to 16.9% in 2021 (£2,602,985), compared to 14.6% in 2020 (£611,925).

Loss for the financial year decreased to -£3,906,392 in 2021 from -£4,691,727 in 2020.

Non-financial:

Taking cars off the road: In 2021 we were able to get 9,925 people away from cars into a shared solution; totalling more than 1m rides. This is up from 5,562 people and 400k rides in 2020.

Emission Offset: in Q4 2021 we started measuring and reducing emissions resulting in an offset 3.250 tonnes of CO2 in that quarter.

Net Zero: Zeelo is committed to a 100% net zero fleet by 2030.

ZEELO LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Future developments**Ukrainian Conflict and Rising Fuel Prices**

The Group has not been significantly impacted by the Ukrainian crisis and the knock-on impact to rising fuel prices and market uncertainty. The Group contracts with its operators using fixed journey rates for a fixed period of time (for instance, several months or a School term). As such, the impact of the rising fuel prices are borne in the short to medium term by the operators.

After the end of the fixed period, if operators seek to increase the journey rates due to fuel price rises, the Group have the option to either negotiate an increase in the journey rate with the client to pass this increase on or to seek alternative operators in the area, which we are readily able to do due to existing relationships with many operators across the regions we operate in.

Share Sale and Purchase Agreement

During the year ended 31 December 2022, the shareholders of the group entered into an agreement with Swvl Holdco Corp (a BVI business company incorporated in the British Virgin Islands) to purchase 100% of the Group share capital. The parties entered into a Share Sale and Purchase Agreement ("SPA") on 28 April 2022. All completion deliverables were met by both parties however the parties mutually agreed to terminate the SPA on 29 July 2022.


Zeelo Limited received \$10 million through the provision of two promissory loan notes of \$5 million each on 21 December 2021 and 28 April 2022 from Swvl Global FZE (a Limited Liability Free Zone Establishment incorporated under the Dubai World Trade Centre Authority). As part of the termination of the SPA, and effective from the date of termination of the SPA, it was agreed that the group would be released and discharged of all and any current or future liabilities under or pursuant to the convertible promissory loan notes.

As a result of the termination, both the \$5m convertible promissory loan note held within non-current liabilities as at 31 December 2021 and the \$5m convertible promissory loan note issued on 28 April 2022 have been written off to the Profit and Loss Account in the year ended 31 December 2022. There was no interest payable under the promissory loan notes at the date of termination.

Repayment of the Lloyds bounce back Loan

In March 2022, the Group repaid its bounce back loan to Lloyds in full. The loan, for £50,000, had repayment terms of 72 months, and had originally been taken out in May 2020.

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



J Slingsby
Director

Date: 20TH Dec 2022

ZEELO LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021**

The directors present their report and the audited consolidated financial statements for the year ended 31 December 2021.

Results and dividends

The loss for the year, after taxation, amounted to £3,906,392 (2020: loss after taxation and minority interests of £4,675,724).

The directors do not recommend the payment of a dividend for the year (2020: £nil).

Directors

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

S E Ryan
B Williams (resigned 26 May 2021)
S A Peck (resigned 26 May 2021)
L Griffin
J Slingsby
M D J Liebreich
P G Sheehan

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with 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 the Group and of the profit or loss of the Group for that period.

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ZEELO LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

The withdrawal of the United Kingdom from the European Union

New trading arrangements between the United Kingdom and the European Union took effect on 31 December 2020. In general, tariffs and quotas on trade have not been introduced, although administrative complications and regulatory restrictions have reduced the freedom of cross-border trade. The group is carefully monitoring the practical application of the new trading arrangements by regulatory authorities, to better understand what the eventual impact on its business will be. The process of determining these effects is ongoing, and has also been delayed by the suspension of certain sectors of economic activity in response to the COVID-19 pandemic.

Going concern

The financial statements have been prepared on the going concern basis. The Company incurred losses during the year however the directors have a reasonable expectation that the performance of Group and the Company will be reversed when the research and development stage has been completed and has sufficient resources available to meet its future liabilities, as and when they fall due. The directors have considered the impact of the Covid 19 pandemic on the activities of the business and do not consider that this will materially impact the ability of the business to trade in the future. On this basis, the directors are therefore of the opinion that they should continue to adopt the going concern basis in preparing the annual financial statements.

Qualifying third party indemnity provisions

The directors benefit from a third party qualifying indemnity provision in the form permitted by Section 234 of the Companies Act 2006 in respect of certain third party actions against directors. No claim or notice of claim in respect of these indemnities has been received in the year. The qualifying indemnity provision was in force throughout the financial year and up to the date of approval of the Directors' Report.

Matters covered in the Strategic Report

As permitted by Paragraph 1A of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 certain matters which are required to be disclosed in the Directors' Report have been omitted as they are included in the Strategic Report. These matters relate to principal activities, business review, principal risks and uncertainties and future developments.

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

ZEELO LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Post balance sheet events**Share Sale and Purchase Agreement**

During the year ended 31 December 2022, the shareholders of the group entered into an agreement with Swvl Holdco Corp (a BVI business company incorporated in the British Virgin Islands) to purchase 100% of the Group share capital. The parties entered into a Share Sale and Purchase Agreement ("SPA") on 28 April 2022. All completion deliverables were met by both parties however the parties mutually agreed to terminate the SPA on 29 July 2022.

Zeelo Limited received \$10 million through the provision of two promissory loan notes of \$5 million each on 21 December 2021 and 28 April 2022 from Swvl Global FZE (a Limited Liability Free Zone Establishment incorporated under the Dubai World Trade Centre Authority). As part of the termination of the SPA, and effective from the date of termination of the SPA, it was agreed that the group would be released and discharged of all and any current or future liabilities under or pursuant to the convertible promissory loan notes.

As a result of the termination, both the \$5m convertible promissory loan note held within non-current liabilities as at 31 December 2021 and the \$5m convertible promissory loan note issued on 28 April 2022 have been written off to the Profit and Loss Account in the year ended 31 December 2022. There was no interest payable under the promissory loan notes at the date of termination.

Debt Purchase Agreement

On 30 March 2022, Zeelo Limited entered into a Debt Purchase Agreement with Close Invoice Finance Limited providing a maximum facility of £3,500,000 to assist with short-term working capital requirements of day to day trading. An all asset debenture was entered into on the same date as security for this facility.

Broad-Based Black Economic Empowerment ("B-BBEE") Restructure

During the year ended 31 December 2021, the shareholders agreed to restructure ZeeloSA Proprietary Limited ("ZeeloSA") to meet the obligations under the B-BBEE legislation and to ensure that ZeeloSA achieves a Level 1 status for the purposes of its B-BBEE certification. As part of this restructure, ZeeloSA Midco Proprietary Limited ("ZeeloSA Midco") was incorporated on 11 November 2021 and all shares previously held by Zeelo Limited in ZeeloSA were disposed to ZeeloSA Midco in exchange for fully paid-up share capital in ZeeloSA Midco on 19 January 2022.

In addition to this share exchange and on the same date, the B-BBEE restructure introduced two new partners to the South African business; the Entrepreneurship Development Trust (holding 30 ordinary shares in SA Midco constituting 30% of the entire issued share capital of SA Midco) and Double X Investment Partners Proprietary Limited (holding 4,286 ordinary shares constituting 30% of the entire issued share capital of ZeeloSA).

Repayment of the Lloyds bounce back Loan

In March 2022, the Group repaid its bounce back loan to Lloyds in full. The loan, for £50,000, had repayment terms of 72 months, and had originally been taken out in May 2020.

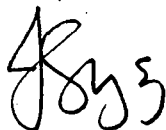
ZEELO LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Auditors

The auditors, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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



J Slingsby
Director

Date: 20TH Dec 2022

ZEELO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ZEELO LIMITED

Opinion

We have audited the financial statements of Zeelo Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2021 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Group and the parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group and the parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

ZEELO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ZEELO LIMITED

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the group and the parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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

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

ZEELO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ZEELO LIMITED

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the Group and the parent Company and their industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation, non-compliance with implementation of government support schemes relating to COVID-19.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the Group and the parent Company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the Group and the parent Company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation, the Companies Act 2006.

ZEELO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ZEELO LIMITED

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements including the risk of override of controls, and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, in particular in relation to the valuation of share options, revenue recognition (which we pinpointed to the cutoff, and significant one-off or unusual transactions).

Our audit procedures in relation to fraud included but were not limited to:

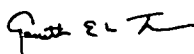
- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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

Use of the audit report

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



Gareth Jones (Senior statutory auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
30 Old Bailey
London
EC4M 7AU

Date: Dec 21, 2022

ZEEO LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Note	2021 £	2020 £
Turnover	4	15,425,878	4,181,706
Cost of sales		(12,822,893)	(3,569,781)
Gross profit		<u>2,602,985</u>	<u>611,925</u>
Administrative expenses		(6,494,675)	(4,535,283)
Other operating income	5	-	68,966
Other operating charges	6	(156,411)	-
Operating loss	7	<u>(4,048,101)</u>	<u>(3,854,392)</u>
Interest payable and similar expenses	11	(130,924)	(172,250)
Loss before taxation		<u>(4,179,025)</u>	<u>(4,026,642)</u>
Tax on loss	12	272,633	(665,085)
Loss for the financial year		<u>(3,906,392)</u>	<u>(4,691,727)</u>
Currency translation differences		58,677	1,176
Other comprehensive income for the year		<u>58,677</u>	<u>1,176</u>
Total comprehensive loss for the year		<u>(3,847,715)</u>	<u>(4,690,551)</u>
Loss for the year attributable to:			
Non-controlling interests		-	(16,003)
Owners of the parent company		(3,906,392)	(4,675,724)
		<u>(3,906,392)</u>	<u>(4,691,727)</u>

The Consolidated Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

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

ZEEO LIMITED
REGISTERED NUMBER: 10274913

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Fixed assets			
Intangible assets	13	336	424
Tangible fixed assets	14	122,546	31,996
		<u>122,882</u>	<u>32,420</u>
Current assets			
Debtors: amounts falling due within one year	16	6,244,042	1,542,632
Cash and cash equivalents	17	4,286,237	1,610,278
		<u>10,530,279</u>	<u>3,152,910</u>
Creditors: amounts falling due within one year	18	(3,308,991)	(1,298,840)
Net current assets		<u>7,221,288</u>	<u>1,854,070</u>
Total assets less current liabilities		<u>7,344,170</u>	<u>1,886,490</u>
Creditors: amounts falling due after more than one year	19	(3,768,626)	(3,826,042)
Net assets/(liabilities)		<u><u>3,575,544</u></u>	<u><u>(1,939,552)</u></u>
Capital and reserves			
Called up share capital	22	1,020	591
Share premium account	23	15,207,119	6,009,887
Share option reserves	23	1,840,718	1,675,568
Profit and loss account	23	(13,473,313)	(9,625,598)
Total equity		<u><u>3,575,544</u></u>	<u><u>(1,939,552)</u></u>

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

J Slingsby
Director



Date: 20th Dec 2022

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

ZEELO LIMITED
REGISTERED NUMBER: 10274913

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £	As restated 2020 £
Fixed assets			
Intangible assets	13	336	424
Tangible fixed assets	14	83,382	26,720
Investments	15	713,248	557,749
		<u>796,966</u>	<u>584,893</u>
Current assets			
Debtors: amounts falling due within one year	16	6,964,194	1,827,440
Cash and cash equivalents	17	4,091,595	1,529,869
		<u>11,055,789</u>	<u>3,357,309</u>
Creditors: amounts falling due within one year	18	(3,031,641)	(1,154,779)
Net current assets		<u>8,024,148</u>	<u>2,202,530</u>
Total assets less current liabilities		<u>8,821,114</u>	<u>2,787,423</u>
Creditors: amounts falling due after more than one year	19	(3,768,626)	(3,826,042)
Net assets/(liabilities)		<u><u>5,052,488</u></u>	<u><u>(1,038,619)</u></u>
Capital and reserves			
Called up share capital	22	1,020	591
Share premium account	23	15,207,119	6,009,887
Share option reserves	23	1,840,718	1,675,568
Profit and loss account	23	(11,996,369)	(8,724,665)
Total equity		<u><u>5,052,488</u></u>	<u><u>(1,038,619)</u></u>

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the parent Company for the year was £3,271,704 (2020: loss of £4,353,903).

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

J Slingsby
 Director

Date: 20TH Dec 2022

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

ZEELO LIMITED

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

	Called up share capital £	Share premium account £	Share option reserves £	Profit and loss account £	Equity attributable to owners of parent Company £	Non- control- ling interests £	Total equity £
At 1 January 2020	588	6,004,529	709,120	(4,898,198)	1,816,039	(36,849)	1,779,190
Loss for the year	-	-	-	(4,675,724)	(4,675,724)	(16,003)	(4,691,727)
Currency translation differences	-	-	-	1,176	1,176	-	1,176
Other comprehensive income for the year	-	-	-	1,176	1,176	-	1,176
Total comprehensive loss for the year	-	-	-	(4,674,548)	(4,674,548)	(16,003)	(4,690,551)
Shares issued during the year	3	5,358	-	-	5,361	-	5,361
NCI transfer to/from P&L reserves	-	-	-	(52,852)	(52,852)	52,852	-
Share option costs	-	-	966,448	-	966,448	-	966,448
Total transactions with owners	3	5,358	966,448	(52,852)	918,957	52,852	971,809
At 1 January 2021	591	6,009,887	1,675,568	(9,625,598)	(1,939,552)	-	(1,939,552)
Loss for the year	-	-	-	(3,906,392)	(3,906,392)	-	(3,906,392)
Currency translation differences	-	-	-	58,677	58,677	-	58,677
Other comprehensive income for the year	-	-	-	58,677	58,677	-	58,677
Total comprehensive loss for the year	-	-	-	(3,847,715)	(3,847,715)	-	(3,847,715)
Shares issued during the year	429	9,197,232	-	-	9,197,661	-	9,197,661
Share option costs	-	-	165,150	-	165,150	-	165,150
Total transactions with owners	429	9,197,232	165,150	-	9,362,811	-	9,362,811
At 31 December 2021	1,020	15,207,119	1,840,718	(13,473,313)	3,575,544	-	3,575,544

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

ZEELO LIMITED

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

	Called up share capital £	Share premium account £	Share option reserves £	Profit and loss account £	Total equity £
At 1 January 2020 (unaudited and as previously stated)	588	6,004,529	709,120	(4,370,762)	2,343,475
Prior year adjustment (refer to note 2.2)	-	-	124,906	-	124,906
At 1 January 2020 (as restated)	588	6,004,529	834,026	(4,370,762)	2,468,381
Comprehensive loss for the year					
Loss for the year	-	-	-	(4,353,903)	(4,353,903)
Total comprehensive loss for the year	-	-	-	(4,353,903)	(4,353,903)
Shares issued during the year	3	5,358	-	-	5,361
Share option costs	-	-	841,542	-	841,542
Total transactions with owners	3	5,358	841,542	-	846,903
At 1 January 2021 (as restated)	591	6,009,887	1,675,568	(8,724,665)	(1,038,619)
Comprehensive loss for the year					
Loss for the year	-	-	-	(3,271,704)	(3,271,704)
Total comprehensive loss for the year	-	-	-	(3,271,704)	(3,271,704)
Shares issued during the year	429	9,197,232	-	-	9,197,661
Share option costs	-	-	165,150	-	165,150
Total transactions with owners	429	9,197,232	165,150	-	9,362,811
At 31 December 2021	1,020	15,207,119	1,840,718	(11,996,369)	5,052,488

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

ZEELO LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021**

	2021	As restated 2020
	£	£
Cash flows from operating activities		
Loss for the financial year	(3,906,392)	(4,691,727)
Adjustments for:		
Amortisation of intangible assets	88	16
Depreciation of tangible fixed assets	27,534	19,766
Interest paid	130,924	172,250
Taxation (credit)/charge	(272,633)	665,085
Increase in debtors	(4,630,785)	(1,014,082)
Increase in creditors	2,023,336	917,278
Corporation tax received	202,008	202,018
Currency translation differences	58,677	1,176
Share option costs	165,150	966,448
Net cash used in operating activities	<u>(6,202,093)</u>	<u>(2,761,772)</u>
Cash flows from investing activities		
Purchase of intangible fixed assets	-	(440)
Purchase of tangible fixed assets	(118,211)	(16,562)
Sale of tangible fixed assets	127	134
Net cash used in investing activities	<u>(118,084)</u>	<u>(16,868)</u>
Cash flows from financing activities		
Issue of ordinary shares	9,197,661	5,361
(Repayment of)/new other loans	(29,553)	75,870
(Repayment of)/new loan notes	(41,048)	3,776,042
Interest paid	(130,924)	(172,250)
Net cash from financing activities	<u>8,996,136</u>	<u>3,685,023</u>
Net increase in cash and cash equivalents	2,675,959	906,383
Cash and cash equivalents at beginning of year	1,610,278	703,895
Cash and cash equivalents at the end of year	<u>4,286,237</u>	<u>1,610,278</u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	<u>4,286,237</u>	<u>1,610,278</u>

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

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

1. General information

Zeelo Limited is a private company limited by shares incorporated in England and Wales. The registered office is 2 Underwood Row, London, N1 7LQ.

The principal activity of the Group is that of providing technology enabled and sustainable commuting solutions to organisations.

2. Accounting policies**2.1 Basis of preparation of financial statements**

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

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

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

The financial statements have been presented in Pounds Sterling and are rounded to the nearest pound as this is the currency of the primary economic environment in which the Group operates.

The following principal accounting policies have been applied:

2.2 Prior year adjustment

The prior year adjustment is as a result of an error noted in the prior year share option treatment for the Company.

This resulted in an increase of the investment and a decrease in amounts owed by group undertakings of £548,602 for the Company. There was also an increase in the opening share option reserve and decrease in amounts owed by group undertakings of £124,906 for the Company. For further detail please refer to the Company statement of changes in equity on page 14.

There was no impact on the loss for the year ended 31 December 2020 and no impact for the Group as it was eliminated at group level.

2.3 Basis of consolidation

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

Where the Group increases its controlling interest in the subsidiary the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are made to the carrying value of assets, liabilities or provisions for contingent liabilities.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.4 Going concern

The financial statements have been prepared on the going concern basis. The Company incurred losses during the year however the directors have a reasonable expectation that the performance of Group and the Company will be reversed when the research and development stage has been completed and has sufficient resources available to meet its future liabilities, as and when they fall due. The directors have considered the impact of the Covid 19 pandemic on the activities of the business and do not consider that this will materially impact the ability of the business to trade in the future. On this basis, the directors are therefore of the opinion that they should continue to adopt the going concern basis in preparing the annual financial statements.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentation 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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'administrative expenses'. All other foreign exchange gains and losses are presented in profit or loss within 'other comprehensive income'.

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

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.6 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Group 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 Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.7 Operating leases: the Group as lessee

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.8 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.9 Government grants

The UK government has offered a range of financial support packages to help companies, including government backed financing arrangements, furlough schemes, deferment of VAT payments and, for some sectors, business rates holidays. Of the offered schemes, the Group used the furlough scheme as shown in Note 5. The income from the furlough scheme has been recognised within 'Other operating income'. Government grants are recognised under the accruals model when the entity has reasonable assurance that they will comply with the conditions attached to the grant, and that the grant will be received.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.10 Government loans

The Group has taken advantage of the government's Coronavirus Bounce Back Loan Scheme (BBLS). This has been accounted for as a basic financial instrument under the amortised cost method using an effective interest rate as permitted by FRS 102. The loan secured by the Group is debited to cash and credited to other loans within the Consolidated Statement of Financial Position. Any finance charge occurred is presented in the Consolidated Statement of Comprehensive Income within 'interest payable and similar expenses' and 'other operating income'.

2.11 Interest payable and similar expenses

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

2.12 Pensions

Defined contribution pension plan

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

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

2.13 Share based payments

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

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

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

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

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.14 Taxation

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

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

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

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

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

2.15 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Group but are presented separately due to their size or incidence.

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.16 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

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

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Intellectual property	-	5	years
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Amortisation is included in 'administrative expenses' in the Consolidated Statement of Comprehensive Income.

2.17 Tangible fixed assets

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

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

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:

Fixtures and fittings	-	20%
Office equipment	-	20%
Computer equipment	-	33.33%

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

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

2.18 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.19 Debtors

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

2.20 Cash and cash equivalents

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

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

2.21 Creditors

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

2.22 Financial instruments

The Group 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 ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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 Consolidated 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

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

In applying the Group's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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.

3.1 Critical judgements in applying the Group's accounting policies

The critical judgements that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the statutory financial statements are discussed below.

(i) Assessing indicators of impairment

In assessing whether there have been any indicators of impairment of assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability. There have been no indicators of impairments identified during the current financial year.

(ii) Share options

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the company uses a valuation model based on applying a revenue multiple to the ARR run rate revenue.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(ii) Recoverability of debtors

The Group establishes a provision for debtors that are estimated not to be recoverable. When assessing recoverability the directors have considered factors such as the aging of the debtors, past experience of recoverability, and the credit profile of individual or groups of customers.

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

4. Turnover

An analysis of turnover by class of business is as follows:

	2021 £	2020 £
Rendering of services	15,425,878	4,181,706
	<u>15,425,878</u>	<u>4,181,706</u>

Analysis of turnover by country of destination:

	2021 £	2020 £
United Kingdom	14,121,815	3,653,048
Rest of the world	1,304,063	528,658
	<u>15,425,878</u>	<u>4,181,706</u>

5. Other operating income

	2021 £	2020 £
Government grants	-	68,966
	<u>-</u>	<u>68,966</u>

In the prior year, the government grants include £822 that relates to the bounce bank loan interest income and £68,144 relates to the Coronavirus Job Retention Scheme (CJRS) the Group received during the prior year.

6. Exceptional items

	2021 £	2020 £
Exceptional items	156,411	-
	<u>156,411</u>	<u>-</u>

The exceptional items relate to legal, consultancy and advisory work in relation to the aborted transaction.

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

7. Operating loss

The operating loss is stated after charging/(crediting):

	2021	2020
	£	£
Depreciation of tangible fixed assets	27,534	19,766
Amortisation of intangible assets	88	16
Research & development charged as an expense	773,014	605,721
Pension costs	58,608	35,101
Exchange differences	38,940	(2,334)
Other operating lease rentals	259,147	213,802
Impairment of trade debtors	291,000	-
	<u>291,000</u>	<u>-</u>

8. Auditors' remuneration

	2021	2020
	£	£
Fees payable to the Group's auditor for the audit of the Group's annual financial statements	30,000	20,000
	<u>30,000</u>	<u>20,000</u>
Fees payable to the Group's auditor in respect of:		
Taxation compliance services	3,500	2,500
All other services	78,050	3,400
	<u>81,550</u>	<u>5,900</u>

9. Employees

Staff costs were as follows:

	2021	2020
	£	£
Wages and salaries	3,272,178	1,905,514
Social security costs	381,174	261,763
Cost of defined contribution scheme	58,608	35,101
	<u>3,711,960</u>	<u>2,202,378</u>

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

9. Employees (continued)

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

	Group 2021 No.	Group 2020 No.	Company 2021 No.	Company 2020 No.
Employees	<u>74</u>	<u>43</u>	<u>51</u>	<u>25</u>

10. Directors' remuneration

	2021 £	2020 £
Directors' emoluments	379,417	280,803
Directors' pension costs	14,729	7,319
	<u>394,146</u>	<u>288,122</u>

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

The highest paid director received remuneration of £188,284 (2020: £131,598).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £10,963 (2020: £4,465).

The directors of the Group are considered to be key management personnel.

11. Interest payable and similar expenses

	2021 £	2020 £
Other interest payable	130,924	172,250
	<u>130,924</u>	<u>172,250</u>

Included in other interest payable is the interest incurred on Convertible Loan Notes that were held by loan note holders until May 2021, when they were converted into shares.

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

12. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on loss for the year	-	(202,008)
R&D tax credit	(272,633)	-
Total current tax	<u>(272,633)</u>	<u>(202,008)</u>
Deferred tax		
Origination and reversal of timing differences	-	(416,903)
Changes to tax rates	-	(90,775)
Prior year adjustment	-	1,374,771
Total deferred tax	<u>-</u>	<u>867,093</u>
Taxation on loss on ordinary activities	<u>(272,633)</u>	<u>665,085</u>

Factors affecting tax (credit)/charge for the year

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

	2021 £	2020 £
Loss on ordinary activities before tax	<u>(4,179,025)</u>	<u>(4,026,642)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	(794,015)	(765,062)
Effects of:		
Expenses not deductible for tax purposes	136,544	226,813
Additional deduction for R&D expenditure	(190,934)	(149,613)
Surrender of tax losses for R&D tax credit refund	337,807	62,692
R&D tax credit	(272,633)	-
Adjustments to tax charge in respect of prior periods	-	95,509
Remeasurement of deferred tax for changes in tax rates	(569,936)	(90,775)
Deferred tax not recognised	1,080,534	1,285,521
Total tax (credit)/charge for the year	<u>(272,633)</u>	<u>665,085</u>

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

12. Taxation (continued)**Factors that may affect future tax charges**

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

13. Intangible assets**Group and Company**

	Intellectual property £
Cost	
At 1 January 2021	440
At 31 December 2021	<u>440</u>
Amortisation	
At 1 January 2021	16
Charge for the year	88
At 31 December 2021	<u>104</u>
Net book value	
At 31 December 2021	<u><u>336</u></u>
At 31 December 2020	<u><u>424</u></u>

The intangible assets relate to intellectual property/trademarks for Zeelo.

ZEELO LIMITED

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14. Tangible fixed assets**Group**

	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost				
At 1 January 2021	1,728	6,381	65,476	73,585
Additions	-	4,611	113,600	118,211
Disposals	(127)	-	-	(127)
At 31 December 2021	<u>1,601</u>	<u>10,992</u>	<u>179,076</u>	<u>191,669</u>
Depreciation				
At 1 January 2021	378	2,599	38,612	41,589
Charge for the year	239	1,552	25,743	27,534
At 31 December 2021	<u>617</u>	<u>4,151</u>	<u>64,355</u>	<u>69,123</u>
Net book value				
At 31 December 2021	<u>984</u>	<u>6,841</u>	<u>114,721</u>	<u>122,546</u>
At 31 December 2020	<u>1,350</u>	<u>3,782</u>	<u>26,864</u>	<u>31,996</u>

ZEELO LIMITED

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14. Tangible fixed assets (continued)**Company**

	Office equipment £	Computer equipment £	Total £
Cost			
At 1 January 2021	6,381	47,122	53,503
Additions	4,397	74,116	78,513
At 31 December 2021	<u>10,778</u>	<u>121,238</u>	<u>132,016</u>
Depreciation			
At 1 January 2021	2,599	24,184	26,783
Charge for the year	1,528	20,323	21,851
At 31 December 2021	<u>4,127</u>	<u>44,507</u>	<u>48,634</u>
Net book value			
At 31 December 2021	<u>6,651</u>	<u>76,731</u>	<u>83,382</u>
At 31 December 2020	<u>3,782</u>	<u>22,938</u>	<u>26,720</u>

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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15. Fixed asset investments**Company**

	Investments in subsidiary companies £
Cost	
At 1 January 2021 (as restated - refer to note 2.2)	557,749
Additions	155,499
At 31 December 2021	<u>713,248</u>

At the balance sheet date 31 December 2021 a share based payment charge of £155,499 was capitalised into the cost of investment in the subsidiary as the employees to whom options granted are employed by Zed Doublee LO, S.L. (Sociedad Unipersonal).

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Zed Doublee LO, S.L. (Sociedad Unipersonal)	Calle Josep Irla i Bosch, 1-3, Bajos, 08034 Barcelona, Spain	R&D and technology	Ordinary	100%
ZeeloSA Proprietary Limited	Beacon Rock, 21 Lighthouse Road, Umhlanga, Kwa-Zulu Natal, 4320, South Africa	Transport solutions	Ordinary	100%
Zeelo, Inc.	16192, Coastal Highway, Lewes, Delaware, 19958, County of Sussex, U.S.A.	Transport solutions	Ordinary	100%

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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16. Debtors

	Group	Group	Company	Company
	2021	2020	2021	As restated
	£	£	£	2020
				£
Trade debtors	5,638,703	1,052,375	5,471,519	972,499
Amounts owed by group undertakings	-	-	971,148	423,030
Other debtors	214,255	114,656	187,679	96,047
Prepayments and accrued income	118,451	173,593	61,215	133,856
Tax recoverable	272,633	202,008	272,633	202,008
	<u>6,244,042</u>	<u>1,542,632</u>	<u>6,964,194</u>	<u>1,827,440</u>

Trade debtors are stated net of provisions of £290,400 (2020: £3,097).

Amounts owed by group undertakings includes loans which are unsecured, bear interest from 3.6% to 8% (2020: 0% to 8%) per annum and are payable on demand.

17. Cash and cash equivalents

	Group	Group	Company	Company
	2021	2020	2021	2020
	£	£	£	£
Cash at bank and in hand	4,286,237	1,610,278	4,091,595	1,529,869
	<u>4,286,237</u>	<u>1,610,278</u>	<u>4,091,595</u>	<u>1,529,869</u>

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**NOTES TO THE FINANCIAL STATEMENTS
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18. Creditors: Amounts falling due within one year

	Group 2021	Group 2020	Company 2021	Company 2020
	£	£	£	£
Other loans	12,685	25,870	9,844	-
Trade creditors	1,869,659	354,150	1,737,491	321,821
Amounts owed to group undertakings	-	-	21,843	-
Amounts owed to related parties	-	1,078	-	-
Other taxation and social security	161,322	181,792	104,087	131,391
Other creditors	19,374	3,822	13,194	3,822
Accruals and deferred income	1,245,951	732,128	1,145,182	697,745
	<u>3,308,991</u>	<u>1,298,840</u>	<u>3,031,641</u>	<u>1,154,779</u>

Amounts owed to related parties includes loans which are unsecured, interest-free and have no fixed repayment date.

Other loans include an unsecured £2,841 (2020: £25,870) loan, repayable over 10 payments from 9 December 2020. Interest is charged at 7.25% (2020: 7.25%) per annum.

Other loans also include an unsecured £9,844 (2020: £nil) bounce back loan with a 72 month repayment. The first 12 months no repayments are due until June 2021. The loan is interest free for the first 12 months, then interest will be charged at 2.5% fixed per annum (note 19).

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

	Group 2021	Group 2020	Company 2021	Company 2020
	£	£	£	£
Loan notes	3,734,994	3,776,042	3,734,994	3,776,042
Other loans	33,632	50,000	33,632	50,000
	<u>3,768,626</u>	<u>3,826,042</u>	<u>3,768,626</u>	<u>3,826,042</u>

The loan notes issued in the prior year were at 8% (2020: 8%) interest, accrued daily, until their conversion in May 2021. Loan notes issued in December 2021 are at 0%. Convertible loan notes held at the end of 2020 were converted into preference shares in May 2021. New promissory loan notes were issued in December 2021, expected to be converted in 2023.

Other loans include an unsecured £33,632 (2020: £50,000) bounce back loan with a 72 month repayment. The first 12 months no repayments are due until June 2021. The loan is interest free for the first 12 months, then interest will be charged at 2.5% fixed per annum. In March 2022, the Group repaid its bounce back Loan to Lloyds in full.

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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20. Loans

	Group 2021 £	Group 2020 £	Company 2021 £	Company 2020 £
Amounts falling due within one year				
Other loans	12,685	25,870	9,844	-
	<u>12,685</u>	<u>25,870</u>	<u>9,844</u>	<u>-</u>
Amounts falling due 2-5 years				
Loan notes	3,734,994	3,776,042	3,734,994	3,776,042
Other loans	33,632	50,000	33,632	50,000
	<u>3,768,626</u>	<u>3,826,042</u>	<u>3,768,626</u>	<u>3,826,042</u>
	<u><u>3,781,311</u></u>	<u><u>3,851,912</u></u>	<u><u>3,778,470</u></u>	<u><u>3,826,042</u></u>

21. Deferred taxation**Group and Company**

	2021 £	2020 £
At beginning of year	-	867,093
Charged to profit or loss	-	(867,093)
At end of year	<u><u>-</u></u>	<u><u>-</u></u>

At year end the unrecognised deferred tax asset for the Group and the Company was £2,323,270 (2020: £1,285,521).

ZEELO LIMITED

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22. Called up share capital

	2021 £	2020 £
Allotted, called up and fully paid		
3,690 (2020: 2,249) Ordinary shares of £0.10 each	369	225
5,623 (2020: 2,774) A Preferred shares of £0.10 each	562	277
889 (2020: 889) Preferred shares of £0.10 each	89	89
	<u>1,020</u>	<u>591</u>

All classes of shares are equal in respect of voting and dividend rights, except that the A Preferred shares and Preferred shares take priority over all other classes of shares on capital distribution.

On 21 June 2021 the Company issued 702 Ordinary shares of £0.10 each for consideration of £2,474.18 each, 1,821 A Preferred shares of £0.10 each for consideration of £1,979.34 each and 906 A Preferred shares of £0.10 each for consideration of £2,474.18 each.

On 2 August 2021 the Company issued 469 Ordinary shares of £0.10 each for consideration of £2,474.18 each and 122 A Preferred shares of £0.10 each for consideration of £2,474.18 each.

During the year the Company also issued 174 Ordinary shares of £0.10 each at par, 82 Ordinary shares of £0.10 each for consideration of £1,830.77 each and 14 Ordinary shares of £0.10 each for consideration of £172.95 each.

23. Reserves**Share premium account**

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

Share option reserves

Share option reserves represents shares to be issued under the share-based payments scheme which the Group and Company operates for its employees.

Profit and loss account

Profit and loss account includes all current and prior period retained profits and losses.

Non-controlling interest

In the prior year, this represents the equity in a subsidiary not attributable, directly or indirectly, to the Group.

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24. Consolidated analysis of net debt

	At 1 January 2021 £	Cash flows £	Repayment of loans £	At 31 December 2021 £
Cash at bank and in hand	1,610,278	2,675,959	-	4,286,237
Debt due after 1 year	(3,826,042)	(3,734,994)	3,792,410	(3,768,626)
Debt due within 1 year	(25,870)	-	13,185	(12,685)
	<u>(2,241,634)</u>	<u>(1,059,035)</u>	<u>3,805,595</u>	<u>504,926</u>

25. Share based payments

	Weighted average exercise price (pence) 2021	Number 2021	Weighted average exercise price (pence) 2020	Number 2020
Outstanding at the beginning of the year	163.75	2,436	154.64	1,712
Granted during the year	375.69	1,059	172.95	755
Forfeited during the year	172.95	(471)	172.95	-
Exercised during the year	172.95	(14)	172.95	(31)
Outstanding at the end of the year	<u>236.83</u>	<u>3,010</u>	<u>163.75</u>	<u>2,436</u>

	2021 £	2020 £
Equity-settled schemes	165,150	966,448
	<u>165,150</u>	<u>966,448</u>

26. Pension commitments

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £58,608 (2020: £35,101). Contributions totalling £6,857 (2020: £6,916) were payable to the fund at the reporting date.

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

27. Commitments under operating leases

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

	Group 2021 £	Group 2020 £	Company 2021 £	Company 2020 £
Not later than 1 year	71,046	162,489	41,055	131,215
Later than 1 year and not later than 5 years	-	13,685	-	13,685
	<u>71,046</u>	<u>176,174</u>	<u>41,055</u>	<u>144,900</u>

28. Related party transactions

The Group has taken advantage of the exemption permitted by section 33.1A Related party disclosure of the Financial Reporting Standard 102, not to provide disclosures of transactions entered into with other wholly owned members of the Group.

ZEELO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

29. Post balance sheet events**Share Sale and Purchase Agreement**

During the year ended 31 December 2022, the shareholders of the group entered into an agreement with Swvl Holdco Corp (a BVI business company incorporated in the British Virgin Islands) to purchase 100% of the Group share capital. The parties entered into a Share Sale and Purchase Agreement ("SPA") on 28 April 2022. All completion deliverables were met by both parties however the parties mutually agreed to terminate the SPA on 29 July 2022.

Zeelo Limited received \$10 million through the provision of two promissory loan notes of \$5 million each on 21 December 2021 and 28 April 2022 from Swvl Global FZE (a Limited Liability Free Zone Establishment incorporated under the Dubai World Trade Centre Authority). As part of the termination of the SPA, and effective from the date of termination of the SPA, it was agreed that the group would be released and discharged of all and any current or future liabilities under or pursuant to the convertible promissory loan notes.

As a result of the termination, both the \$5m convertible promissory loan note held within non-current liabilities as at 31 December 2021 and the \$5m convertible promissory loan note issued on 28 April 2022 have been written off to the Profit and Loss Account in the year ended 31 December 2022. There was no interest payable under the promissory loan notes at the date of termination.

Debt Purchase Agreement

On 30 March 2022, Zeelo Limited entered into a Debt Purchase Agreement with Close Invoice Finance Limited providing a maximum facility of £3,500,000 to assist with short-term working capital requirements of day to day trading. An all asset debenture was entered into on the same date as security for this facility.

Broad-Based Black Economic Empowerment ("B-BBEE") Restructure

During the year ended 31 December 2021, the shareholders agreed to restructure ZeeloSA Proprietary Limited ("ZeeloSA") to meet the obligations under the B-BBEE legislation and to ensure that ZeeloSA achieves a Level 1 status for the purposes of its B-BBEE certification. As part of this restructure, ZeeloSA Midco Proprietary Limited ("ZeeloSA Midco") was incorporated on 11 November 2021 and all shares previously held by Zeelo Limited in ZeeloSA were disposed to ZeeloSA Midco in exchange for fully paid-up share capital in ZeeloSA Midco on 19 January 2022.

In addition to this share exchange and on the same date, the B-BBEE restructure introduced two new partners to the South African business; the Entrepreneurship Development Trust (holding 30 ordinary shares in SA Midco constituting 30% of the entire issued share capital of SA Midco) and Double X Investment Partners Proprietary Limited (holding 4,286 ordinary shares constituting 30% of the entire issued share capital of ZeeloSA).

Repayment of the Lloyds bounce back Loan

In March 2022, the Group repaid its bounce back Loan to Lloyds in full. The Loan, for £50,000, had repayment terms of 72 months, and had originally been taken out in May 2020.

30. Controlling party

There is no ultimate controlling party.