

**GROUP STRATEGIC REPORT,
REPORT OF THE DIRECTORS AND
AUDITED
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023
FOR
ADTHENA LIMITED**

Haines Watts
Chartered Accountants & Statutory Auditors
Old Station House
Station Approach
Swindon
Wiltshire
SN1 3DU

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FOR THE YEAR ENDED 31 DECEMBER 2023**

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ADTHENA LIMITED
COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2023

DIRECTORS:

Mr H B Donnelly
Mr I W O'Rourke
Mr E Huddleston
Mr S Gaon
Mr P Thune
Mr B Snyder

REGISTERED OFFICE:

30 Churchill Place
London
E14 5RE

REGISTERED NUMBER:

08171866 (England and Wales)

AUDITORS:

Haines Watts
Chartered Accountants & Statutory Auditors
Old Station House
Station Approach
Swindon
Wiltshire
SN1 3DU

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

The Directors present the Strategic Report of Adthena Limited (the "Company") and its wholly owned subsidiaries Adthena Inc. and Adthena APAC Pty Ltd (the "Group") for the year ended 31 December 2023.

Principal activities

There has been no change to the principal activity of the Group during the year. The Group's principal activity was the proprietary research and development and sale of an advanced competitive intelligence software platform. Adthena operates a software-as-a-service (SaaS) business model which offers Adthena's clients valuable insights into their online search advertising, enabling them to optimise their marketing strategies.

RESULTS

The loss for the year and the Group's financial position at the end of the year are shown in the financial statements.

STRATEGIC MANAGEMENT

The Group's mission is connecting marketers to consumers through unique search intelligence. Adthena is the market-leading, AI driven paid search intelligence product for global enterprise customers.

During 2023, the Group's strategic focus remains firmly on achieving profitability through improved operational efficiency while sustaining revenue growth.

The Group continues its commitment to innovation, investing into development of new product features and delivering continuous improvements to Adthena's existing core platform to improve customer acquisition as well as retention.

BUSINESS PERFORMANCE

The Group's consolidated revenue grew by 11% to £14.4m in the year (£13.0m; 22% in 2022). The Group's revenue growth has slowed down in the last two years with the strategic focus shift from investment into expansion to achieving profitability. Revenue continued to grow in all three Adthena entities, with the regional split as follows:

Year	Adthena APAC Pty Limited	Adthena Inc	Adthena Limited	Total
2023	£1.8m	£6.1m	£6.4m	£14.4m
2022	£1.6m	£6.0m	£5.4m	£13.0m

Adthena's customer base increased from 334 at the end of 2022 to 359 at the end of 2023. The Group's staffing levels remain unchanged, the average number of employees in the year was 111. As a result, its operation efficiency, as measured by revenue per employee, improved by 11%.

Gross margin continues to improve: 76% in 2023 (71% in prior year).

The Group has made substantial gains in its operational efficiency, reducing adjusted EBITDA loss for the year to £2.6m (loss of £5.5m in 2022) and improving EBITDA margin from -42% to -18%..

While the Group reduced cash outflow on its operations by £1.5m, total cash outflow from operating activities increased to -£5.0m for the year (-£4.2m in 2022). The Group has incurred significantly increased financing costs due to a higher level of indebtedness coupled with interest rate rises, as well as costs associated with the refinancing: £2.6m in 2023 (£1.1m in 2022). Another major contributor to the increase in net cash outflows was a delay in receipt of £1.2m R&D tax credit due to an HMRC compliance check. This compliance check was concluded in early 2024 and the £1.2m tax credit subsequently received by the Company.

The Group has obtained additional funding by raising capital from its existing investors as well as increasing its debt facility. The Company received additional \$3m USD (£2.4m GBP) from its existing lead investor Udata Capital ("Udata") in 2023. The Group has also replaced its £2.5m Canadian Imperial Bank of Commerce ("CIBC") loan with a higher \$5m USD (£3.9m GBP) debt facility with a new lender, Susser Bank.

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

POST REPORTING DATE EVENTS

The Group has made further changes to its debt structure at the start of 2024. The two existing lenders, Susser Bank (\$5m USD) and Espresso Capital (£9.5m GBP), were replaced with a single \$22m USD loan from a new North American lender. The increase in the Group's debt levels will provide additional working capital enabling the business to meet its cash flow requirements until the Group starts generating positive operating cash flows.

As of the year end, the Company had an open HMRC compliance check into its R&D claim for the year ended 31 December 2022. The compliance check was closed shortly after year end and the R&D tax credit was received by the Company in March 2024.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group recognises that operating in a dynamic business environment comes with inherent risks and uncertainties. The following are the principal risks and uncertainties that could potentially impact the business.

Macroeconomic risks: The Group operates in a global market influenced by macroeconomic factors, and reductions in customer budgets can impact our performance. Adthena's customer base is predominantly blue chip businesses from a diverse range of industries, and search advertising has proven to be resilient to market pressures with Google's advertising revenue continuing to grow year on year. Adthena is therefore positioned well to withstand the pressure of macroeconomic conditions.

Liquidity risk: The Group recorded a significant negative net operating cash flow in 2023 and continues in a loss making position. As a result, the Group needs to consider its ability to meet its short term cash needs. The Group also has a significant debt balance, and is therefore exposed to changes in interest rates. The Group manages liquidity risk by maintaining a prudent cashflow management strategy, and regular cash flow monitoring. The Group has also increased its loan facility at the start of 2024 to increase the amount of working capital and mitigate the liquidity risk, while continued improvements in operating efficiency are reducing cash outflows despite increased financing costs

Platform reliance: The Group's primary product offering relates to Google search advertising, creating a high reliance on Google. Google continues to post strong advertising revenue growth and a dominant market share for search advertising. The strength of Google makes significant risk to the Group's operation unlikely, but nonetheless The Group's strategy will seek product diversification in the coming years

Technological advancements: Rapid technological changes present both opportunities and risks. Failing to adapt to new technologies or being outpaced by competitors' innovations could render Adthena platform obsolete. We address this risk through continuous R&D investment, regular product roadmap reviews and monitoring technological trends.

ON BEHALF OF THE BOARD:

Mr P Thune - Director

28 June 2024

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2023**

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2023.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2023.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2023 to the date of this report.

Mr I W O'Rourke
Mr E Huddleston
Mr S Gaon

Other changes in directors holding office are as follows:

Mr H B Donnelly - appointed 7 June 2023
Mr C J Underhill - resigned 7 June 2023
Mr J M Seeber - resigned 1 November 2023
Mr P Thune - appointed 5 April 2023
Mr B Snyder - appointed 1 November 2023

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and 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.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2023**

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

ON BEHALF OF THE BOARD:

Mr P Thune - Director

28 June 2024

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ADTHENA LIMITED

Opinion

We have audited the financial statements of Adthema Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2023 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Statement of Cash Flows, 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 Financial Reporting Standard 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 affairs as at 31 December 2023 and of the 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group 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's 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 directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify 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 Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ADTHENA LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Report of the Directors.

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

- adequate accounting records have not been kept by the parent company, 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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page four, 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 necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the 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 either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 a Report of the Auditors 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:

We obtained an understanding of the legal and regulatory framework applicable to both the group and the parent company itself and the industry in which it operates. We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussion with the directors and other management. The most significant were identified as the Companies Act 2006, UK GAAP (FRS102) and relevant tax legislation.

We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statements. Our audit procedures included:

- making enquires of directors and management as to where they consider there to be a susceptibility to fraud and whether they have any knowledge or suspicion of fraud;
- obtaining an understanding of the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations;
- assessing the design effectiveness of the controls in place to prevent and detect fraud;
- assessing the risk of management override including identifying and testing journal entries; and
- challenging the assumptions and judgements made by management in its significant accounting estimates.

Despite the audit being planned and conducted in accordance with ISAs (UK) there remains an unavoidable risk that material misstatements in the financial statements may not be detected owing to inherent limitations of the audit, and that by their very nature, any such instances of fraud or irregularity likely involve collusion, forgery, intentional 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 Report of the Auditors.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
ADTHENA LIMITED**

Use of our 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 a Report of the Auditors 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.

Martin Gurney FCA (Senior Statutory Auditor)
for and on behalf of Haines Watts
Chartered Accountants & Statutory Auditors
Old Station House
Station Approach
Swindon
Wiltshire
SN1 3DU

28 June 2024

**CONSOLIDATED
INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Notes	31/12/23 £	31/12/22 £
TURNOVER	3	14,352,497	12,958,521
Cost of sales		<u>3,456,421</u>	<u>3,728,980</u>
GROSS PROFIT		10,896,076	9,229,541
Administrative expenses		<u>14,434,411</u> (3,538,335)	<u>15,608,924</u> (6,379,383)
Other operating income		<u>8,248</u>	<u>7,118</u>
OPERATING LOSS	5	(3,530,087)	(6,372,265)
Interest receivable and similar income		<u>259</u> (3,529,828)	<u>271</u> (6,371,994)
Interest payable and similar expenses	6	<u>2,594,355</u> (6,124,183)	<u>1,121,855</u> (7,493,849)
LOSS BEFORE TAXATION			
Tax on loss	7	<u>(694,328)</u>	<u>(1,196,328)</u>
LOSS FOR THE FINANCIAL YEAR		<u>(5,429,855)</u>	<u>(6,297,521)</u>
Loss attributable to:			
Owners of the parent		<u>(5,429,855)</u>	<u>(6,297,521)</u>

**CONSOLIDATED
OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023**

Notes	31/12/23 £	31/12/22 £
LOSS FOR THE YEAR	(5,429,855)	(6,297,521)
OTHER COMPREHENSIVE INCOME/(LOSS)		
Foreign exchange gains/(losses)	128,678	(178,794)
Income tax relating to other comprehensive income/(loss)	<u>-</u>	<u>-</u>
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF INCOME TAX	<u>128,678</u>	<u>(178,794)</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	<u>(5,301,177)</u>	<u>(6,476,315)</u>
Total comprehensive loss attributable to: Owners of the parent	<u>(5,301,177)</u>	<u>(6,476,315)</u>

ADTHENA LIMITED (REGISTERED NUMBER: 08171866)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
31 DECEMBER 2023

	Notes	31/12/23 £	£	31/12/22 £	£
FIXED ASSETS					
Intangible assets	9		10,767		228,945
Tangible assets	10		136,357		171,904
Investments	11		-		-
			<u>147,124</u>		<u>400,849</u>
CURRENT ASSETS					
Debtors	12	4,436,995		3,471,303	
Cash at bank		<u>1,180,471</u>		<u>1,707,845</u>	
		5,617,466		5,179,148	
CREDITORS					
Amounts falling due within one year	13	<u>15,254,728</u>		<u>11,625,092</u>	
NET CURRENT LIABILITIES			<u>(9,637,262)</u>		<u>(6,445,944)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			(9,490,138)		(6,045,095)
CREDITORS					
Amounts falling due after more than one year	14		<u>8,586,727</u>		<u>9,164,076</u>
NET LIABILITIES			<u>(18,076,865)</u>		<u>(15,209,171)</u>
CAPITAL AND RESERVES					
Called up share capital	18		217,858		206,657
Share premium	19		17,470,919		15,088,300
Other reserves	19		(207,666)		(336,344)
Retained earnings	19		<u>(35,557,976)</u>		<u>(30,167,784)</u>
SHAREHOLDERS' FUNDS			<u>(18,076,865)</u>		<u>(15,209,171)</u>

The financial statements were approved by the Board of Directors and authorised for issue on 28 June 2024 and were signed on its behalf by:

Mr P Thune - Director

The notes form part of these financial statements

COMPANY STATEMENT OF FINANCIAL POSITION
31 DECEMBER 2023

	Notes	31/12/23		31/12/22	
		£	£	£	£
FIXED ASSETS					
Intangible assets	9		10,767		228,945
Tangible assets	10		75,369		83,618
Investments	11		80		80
			<u>86,216</u>		<u>312,643</u>
CURRENT ASSETS					
Debtors	12	2,825,107		2,325,944	
Cash at bank		<u>597,343</u>		<u>1,403,605</u>	
		3,422,450		3,729,549	
CREDITORS					
Amounts falling due within one year	13	<u>10,814,090</u>		<u>7,492,177</u>	
NET CURRENT LIABILITIES			<u>(7,391,640)</u>		<u>(3,762,628)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			(7,305,424)		(3,449,985)
CREDITORS					
Amounts falling due after more than one year	14		<u>7,196,921</u>		<u>9,164,076</u>
NET LIABILITIES			<u>(14,502,345)</u>		<u>(12,614,061)</u>
CAPITAL AND RESERVES					
Called up share capital	18		217,858		206,657
Share premium			17,470,919		15,088,300
Retained earnings			<u>(32,191,122)</u>		<u>(27,909,018)</u>
SHAREHOLDERS' FUNDS			<u>(14,502,345)</u>		<u>(12,614,061)</u>
Company's loss for the financial year			<u>(4,321,767)</u>		<u>(5,943,935)</u>

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

The financial statements were approved by the Board of Directors and authorised for issue on 28 June 2024 and were signed on its behalf by:

Mr P Thune - Director

ADTHENA LIMITED (REGISTERED NUMBER: 08171866)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023

	Called up share capital £	Retained earnings £	Share premium £	Other reserves £	Total equity £
Balance at 1 January 2022	204,922	(24,077,230)	14,963,532	(157,550)	(9,066,326)
Changes in equity					
Issue of share capital	1,735	-	124,768	-	126,503
Total comprehensive loss	-	(6,297,521)	-	(178,794)	(6,476,315)
Share-based payments	-	206,967	-	-	206,967
Balance at 31 December 2022	<u>206,657</u>	<u>(30,167,784)</u>	<u>15,088,300</u>	<u>(336,344)</u>	<u>(15,209,171)</u>
Changes in equity					
Issue of share capital	11,201	-	2,382,619	-	2,393,820
Total comprehensive loss	-	(5,429,855)	-	128,678	(5,301,177)
Share-based payments	-	39,663	-	-	39,663
Balance at 31 December 2023	<u>217,858</u>	<u>(35,557,976)</u>	<u>17,470,919</u>	<u>(207,666)</u>	<u>(18,076,865)</u>

The notes form part of these financial statements

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 January 2022	204,922	(22,172,050)	14,963,532	(7,003,596)
Changes in equity				
Issue of share capital	1,735	-	124,768	126,503
Total comprehensive loss	-	(5,943,935)	-	(5,943,935)
Share-based payments	-	206,967	-	206,967
Balance at 31 December 2022	<u>206,657</u>	<u>(27,909,018)</u>	<u>15,088,300</u>	<u>(12,614,061)</u>
Changes in equity				
Issue of share capital	11,201	-	2,382,619	2,393,820
Total comprehensive loss	-	(4,321,767)	-	(4,321,767)
Share-based payments	-	39,663	-	39,663
Balance at 31 December 2023	<u>217,858</u>	<u>(32,191,122)</u>	<u>17,470,919</u>	<u>(14,502,345)</u>

The notes form part of these financial statements

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Notes	31/12/23 £	31/12/22 £
Cash flows from operating activities			
Cash generated from operations	1	(2,371,915)	(3,858,915)
Finance costs paid		(2,594,355)	(1,121,855)
Tax paid		(4,806)	787,743
Net cash from operating activities		<u>(4,971,076)</u>	<u>(4,193,027)</u>
Cash flows from investing activities			
Purchase of intangible fixed assets		-	(18,778)
Purchase of tangible fixed assets		(42,618)	(85,654)
Sale of tangible fixed assets		913	(351)
Interest received		259	271
Net cash from investing activities		<u>(41,446)</u>	<u>(104,512)</u>
Cash flows from financing activities			
New loans in year		1,962,651	5,753,671
Share issue		2,393,820	126,503
Net cash from financing activities		<u>4,356,471</u>	<u>5,880,174</u>
(Decrease)/increase in cash and cash equivalents		<u>(656,051)</u>	<u>1,582,635</u>
Cash and cash equivalents at beginning of year	2	1,707,845	304,004
Effect of foreign exchange rate changes		128,677	(178,794)
Cash and cash equivalents at end of year	2	<u>1,180,471</u>	<u>1,707,845</u>

The notes form part of these financial statements

**NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2023**

1.	RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS	31/12/23	31/12/22
		£	£
	Loss before taxation	(6,124,183)	(7,493,849)
	Depreciation charges	293,632	284,816
	Loss on disposal of fixed assets	1,799	11,869
	Share-based payments	39,663	206,967
	Finance costs	2,594,355	1,121,855
	Finance income	(259)	(271)
		<u>(3,194,993)</u>	<u>(5,868,613)</u>
	Increase in trade and other debtors	(266,558)	(173,932)
	Increase in trade and other creditors	1,089,636	2,183,630
	Cash generated from operations	<u><u>(2,371,915)</u></u>	<u><u>(3,858,915)</u></u>

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 31 December 2023

	31/12/23	1/1/23
	£	£
Cash and cash equivalents	<u>1,180,471</u>	<u>1,707,845</u>

Year ended 31 December 2022

	31/12/22	1/1/22
	£	£
Cash and cash equivalents	<u>1,707,845</u>	<u>304,004</u>

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1/1/23	Cash flow	At 31/12/23
	£	£	£
Net cash			
Cash at bank	<u>1,707,845</u>	<u>(527,374)</u>	<u>1,180,471</u>
	<u>1,707,845</u>	<u>(527,374)</u>	<u>1,180,471</u>
Debt			
Debts falling due within 1 year	(2,500,000)	(2,540,000)	(5,040,000)
Debts falling due after 1 year	<u>(9,164,076)</u>	<u>577,349</u>	<u>(8,586,727)</u>
	<u>(11,664,076)</u>	<u>(1,962,651)</u>	<u>(13,626,727)</u>
Total	<u><u>(9,956,231)</u></u>	<u><u>(2,490,025)</u></u>	<u><u>(12,446,256)</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

1. **STATUTORY INFORMATION**

Adthena Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

2. **ACCOUNTING POLICIES**

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The company's functional and presentational currency is GBP. The group financial statements are presented in GBP.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in the notes to these financial statements.

Basis of consolidation

The group consolidated financial statements include the financial statements of the company and all of its subsidiary undertakings made up to 31 December 2023.

Where a subsidiary has different accounting policies to the group, adjustments are made to those subsidiary financial statements to apply the group's accounting policies when preparing the consolidated financial statements.

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

Going concern

The accounts have been prepared on a going concern basis. While the Group continues to operate at a loss and has negative net assets, the business is in a stable operating position, and sales growth is expected to be sufficient to reach breakeven. While the Group's net current assets are negative, the business has raised capital post year end, and is in a robust cash position with a forward cash forecast that is breakeven, and as such is in a position to withstand any short term losses. As a result, the Directors resolved that the going concern basis is appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

2. ACCOUNTING POLICIES - continued

Turnover

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue 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.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Patents and licences are being amortised evenly over their estimated useful life of three years.

Website costs is being amortised evenly over its estimated useful life of three years.

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

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures & Fittings	- 50% straight line
Computer Equipment	- 25% straight line

Adthema APAC PTY Limited:

Fixtures & Fittings	- 10% straight line
Computer Equipment	- 25% straight line

Adthema Inc

Fixtures & Fittings	- 14% straight line
Computer Equipment	- 25% straight line

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

2. ACCOUNTING POLICIES - continued

Financial instruments

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

Financial assets

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

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

Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. ACCOUNTING POLICIES - continued**Foreign currencies**

Transactions in foreign currencies are recorded at the spot rate.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the income statement.

Hire purchase and leasing commitments

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

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

Related party transactions

The group discloses transactions with related parties which are not wholly owned within the same group.

Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the group financial statements.

Share-based payments

The company provides share-based payment arrangements to certain employees.

Equity-settled arrangements are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of the grant. The fair value is expensed on a straight-line basis over the vesting period. The amount recognised as an expense is adjusted to reflect the actual number of shares or options that are expected to vest.

Where equity-settled arrangements are modified, and are of benefit to the employee, the incremental fair value is recognised over the period from the date of modification to date of vesting. Where a modification is not beneficial to the employee there is no change to the charge for share-based payment. Settlements and cancellations are treated as an acceleration of vesting and the unvested amount is recognised immediately in the income statement.

3. TURNOVER

The turnover and loss before taxation are attributable to the one principal activity of the group.

An analysis of turnover by geographical market is given below:

	31/12/23	31/12/22
	£	£
United Kingdom	6,400,720	5,356,555
United States of America	6,140,964	6,003,366
Australia	1,810,813	1,598,600
	<u>14,352,497</u>	<u>12,958,521</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

4. EMPLOYEES AND DIRECTORS

	31/12/23	31/12/22
	£	£
Wages and salaries	7,057,995	7,703,866
Social security costs	1,358,745	1,466,959
Other pension costs	150,390	139,085
	<u>8,567,130</u>	<u>9,309,910</u>

The average number of employees during the year was as follows:

	31/12/23	31/12/22
Staff	<u>111</u>	<u>111</u>

The average number of employees by undertakings that were proportionately consolidated during the year was 44 (2022 - 46) .

The amount of remuneration attributable to the highest paid director was £192k (2022:£235k).

During the year there were no directors that exercised any share options and there were no shares received or receivable by directors in respect of services under a long term incentive scheme.

The company operates a defined contribution pension scheme to which two directors were previously enrolled. There are no longer any directors enrolled on the company's pension scheme. Directors' pension costs totalled £nil (2022: £463).

There are no schemes or incentives available to directors in respect of their interests in Adthena Limited.

The company has taken advantage of the exemption from disclosing key management personnel compensation.

5. OPERATING LOSS

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

	31/12/23	31/12/22
	£	£
Other operating leases	373,280	520,940
Depreciation - owned assets	70,788	76,651
Loss on disposal of fixed assets	1,799	10,447
Patents and licences amortisation	201,896	201,897
Website costs amortisation	16,282	14,918
Auditors' remuneration	10,500	9,125
Foreign exchange differences	<u>(45,025)</u>	<u>17,467</u>

The total cost of other services provided by the auditors was £2,850 (2022: £2,670)

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	31/12/23	31/12/22
	£	£
Interest payable	<u>2,594,355</u>	<u>1,121,855</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023**

7. TAXATION**Analysis of the tax credit**

The tax credit on the loss for the year was as follows:

	31/12/23 £	31/12/22 £
Current tax:		
UK corporation tax	<u>(694,328)</u>	<u>(1,196,328)</u>
Tax on loss	<u>(694,328)</u>	<u>(1,196,328)</u>

Tax effects relating to effects of other comprehensive income

	31/12/23 Gross £	31/12/23 Tax £	Net £
Foreign exchange gains/(losses)	<u>128,678</u>	<u>-</u>	<u>128,678</u>
	31/12/22 Gross £	31/12/22 Tax £	Net £
Foreign exchange gains/(losses)	<u>(178,794)</u>	<u>-</u>	<u>(178,794)</u>

8. INDIVIDUAL INCOME STATEMENT

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

9. INTANGIBLE FIXED ASSETS**Group**

	Patents and licences £	Website costs £	Totals £
COST			
At 1 January 2023 and 31 December 2023	<u>605,690</u>	<u>84,283</u>	<u>689,973</u>
AMORTISATION			
At 1 January 2023	403,794	57,234	461,028
Amortisation for year	<u>201,896</u>	<u>16,282</u>	<u>218,178</u>
At 31 December 2023	<u>605,690</u>	<u>73,516</u>	<u>679,206</u>
NET BOOK VALUE			
At 31 December 2023	<u>-</u>	<u>10,767</u>	<u>10,767</u>
At 31 December 2022	<u>201,896</u>	<u>27,049</u>	<u>228,945</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

9. INTANGIBLE FIXED ASSETS - continued

Company

	Patents and licences £	Website costs £	Totals £
COST			
At 1 January 2023 and 31 December 2023	<u>605,690</u>	<u>84,283</u>	<u>689,973</u>
AMORTISATION			
At 1 January 2023	403,794	57,234	461,028
Amortisation for year	<u>201,896</u>	<u>16,282</u>	<u>218,178</u>
At 31 December 2023	<u>605,690</u>	<u>73,516</u>	<u>679,206</u>
NET BOOK VALUE			
At 31 December 2023	<u>-</u>	<u>10,767</u>	<u>10,767</u>
At 31 December 2022	<u>201,896</u>	<u>27,049</u>	<u>228,945</u>

10. TANGIBLE FIXED ASSETS

Group

	Fixtures and fittings £	Computer equipment £	Totals £
COST			
At 1 January 2023	49,502	256,814	306,316
Additions	2,413	40,205	42,618
Disposals	(1,340)	(9,266)	(10,606)
Exchange differences	<u>(2,053)</u>	<u>(5,611)</u>	<u>(7,664)</u>
At 31 December 2023	<u>48,522</u>	<u>282,142</u>	<u>330,664</u>
DEPRECIATION			
At 1 January 2023	24,024	110,388	134,412
Charge for year	5,492	65,296	70,788
Eliminated on disposal	(762)	(7,132)	(7,894)
Exchange differences	<u>(781)</u>	<u>(2,218)</u>	<u>(2,999)</u>
At 31 December 2023	<u>27,973</u>	<u>166,334</u>	<u>194,307</u>
NET BOOK VALUE			
At 31 December 2023	<u>20,549</u>	<u>115,808</u>	<u>136,357</u>
At 31 December 2022	<u>25,478</u>	<u>146,426</u>	<u>171,904</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

10. TANGIBLE FIXED ASSETS - continued

Company

	Fixtures and fittings £	Computer equipment £	Totals £
COST			
At 1 January 2023	10,476	150,745	161,221
Additions	232	33,480	33,712
Disposals	<u>(1,340)</u>	<u>(4,051)</u>	<u>(5,391)</u>
At 31 December 2023	<u>9,368</u>	<u>180,174</u>	<u>189,542</u>
DEPRECIATION			
At 1 January 2023	9,156	68,447	77,603
Charge for year	860	39,412	40,272
Eliminated on disposal	<u>(762)</u>	<u>(2,940)</u>	<u>(3,702)</u>
At 31 December 2023	<u>9,254</u>	<u>104,919</u>	<u>114,173</u>
NET BOOK VALUE			
At 31 December 2023	<u>114</u>	<u>75,255</u>	<u>75,369</u>
At 31 December 2022	<u>1,320</u>	<u>82,298</u>	<u>83,618</u>

11. FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
At 1 January 2023 and 31 December 2023	<u>80</u>
NET BOOK VALUE	
At 31 December 2023	<u>80</u>
At 31 December 2022	<u>80</u>

The company holds 100% of the issued share capital of Adthena Inc, a company incorporated in the USA. The registered office address is 720 Brazos Street, Suite B100, Austin, TX 78701.

The company holds 100% of the issued share capital of Adthena APAC PTY Limited, a company incorporated in Australia. The registered office address is Suite 123b, Argyle Stores, 12-20 Argyle Street, The Rocks, NSW 2000.

Both subsidiaries are included in the consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

12. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	31/12/23	31/12/22	31/12/23	31/12/22
	£	£	£	£
Trade debtors	2,103,628	1,694,713	617,876	697,893
Other debtors	70,316	219,249	25,048	177,220
Tax	1,895,462	1,196,328	1,895,462	1,196,328
Prepayments and accrued income	367,589	361,013	286,721	254,503
	<u>4,436,995</u>	<u>3,471,303</u>	<u>2,825,107</u>	<u>2,325,944</u>

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	31/12/23	31/12/22	31/12/23	31/12/22
	£	£	£	£
Other loans (see note 15)	5,040,000	2,500,000	5,040,000	2,500,000
Trade creditors	932,096	855,760	736,620	760,061
Social security and other taxes	1,066,292	646,982	1,055,032	578,300
VAT	245,592	330,681	163,032	205,719
Other creditors	297,172	288,460	115,371	120,210
Accruals and deferred income	7,673,576	7,003,209	3,704,035	3,327,887
	<u>15,254,728</u>	<u>11,625,092</u>	<u>10,814,090</u>	<u>7,492,177</u>

14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	31/12/23	31/12/22	31/12/23	31/12/22
	£	£	£	£
Other loans (see note 15)	<u>8,586,727</u>	<u>9,164,076</u>	<u>7,196,921</u>	<u>9,164,076</u>

15. LOANS

An analysis of the maturity of loans is given below:

	Group		Company	
	31/12/23	31/12/22	31/12/23	31/12/22
	£	£	£	£
Amounts falling due within one year or on demand:				
Other loans	<u>5,040,000</u>	<u>2,500,000</u>	<u>5,040,000</u>	<u>2,500,000</u>
Amounts falling due between two and five years:				
Other loans - 2-5 years	<u>8,586,727</u>	<u>9,164,076</u>	<u>7,196,921</u>	<u>9,164,076</u>

Defaults and breaches on loans payable

During the year, the Company had loan balances due to Espresso Capital Ltd and Susser Bank. The Company did not identify any covenant breaches under either loan.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

16. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Non-cancellable 31/12/23 £	operating leases 31/12/22 £
Within one year	94,344	289,897
Between one and five years	<u>252,790</u>	<u>274,171</u>
	<u>347,134</u>	<u>564,068</u>

17. SECURED DEBTS

The following secured debts are included within creditors:

	Group	
	31/12/23 £	31/12/22 £
Other loans	<u>13,626,727</u>	<u>11,664,076</u>

The loans are secured by way of fixed and floating charges over the assets held by the parent company (Adthema Limited).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

18. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number	Class	Nominal value £	31/12/2023 £	31/12/2022 £
6,835,593	Ordinary	0.02	136,712	136,454
2,587,800	Series A	0.02	51,756	51,756
1,469,498	Series A-1	0.02	29,390	18,447
			<u>217,858</u>	<u>206,657</u>

560,017 shares of £0.02 each were allotted as fully paid at an average premium of £4.2546767 per share during the year.

Prescribed particulars:

Ordinary

Each Ordinary share is entitled to a dividend payment only after any accruals of the preferential dividend due to the Series A shares have been paid.

Each Ordinary share is entitled to participate in a distribution arising from a winding up of the company only after the subscription price (together with an amount equal to all accrued but unpaid dividends) has been paid to holders of the Series A shares.

Series A-1

Each Series A-1 share is entitled to a preferential dividend payment if a dividend is declared.

Each Series A-1 share is entitled to participate with a priority return in a distribution arising from a winding up of the company on the basis set out in the company's articles of association.

Series A

Each Series A share is entitled to a dividend payment only after any accruals of the preferential dividend due to the Series A-1 shares have been paid.

Each Series A share is entitled to participate with a priority return of the subscription price (together with an amount equal to all accrued but unpaid dividends) in a distribution arising from a winding up of the company, but only after the applicable preference payable to the Series A-1 shares has been made.

19. RESERVES

Group

	Retained earnings £	Share premium £	Other reserves £	Totals £
At 1 January 2023	(30,167,784)	15,088,300	(336,344)	(15,415,828)
Deficit for the year	(5,429,855)			(5,429,855)
Cash share issue	-	2,382,619	-	2,382,619
Consolidation foreign exchange	-	-	128,678	128,678
Share-based payments	39,663	-	-	39,663
At 31 December 2023	<u>(35,557,976)</u>	<u>17,470,919</u>	<u>(207,666)</u>	<u>(18,294,723)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

20. **ULTIMATE PARENT COMPANY**

The company is owned by a number of private shareholders and companies, none of whom own more than 50% of the issued share capital of the company.

Accordingly there is no parent entity nor ultimate controlling party.

21. **DEFERRED TAX**

At the year end the parent company (Adthema Limited) had tax losses carried forwards of £5.9m and an inter-company provision of £14.7m. The company has not provided for the £5.2m deferred tax asset that results from these.

The tax losses carried forwards for the group totalled £24.1m. The group has not provided for the £5.4m deferred tax asset that results from these tax losses.

22. **POST BALANCE SHEET EVENTS**

The Group has made further changes to its debt structure at the start of 2024. The two existing lenders, Susser Bank (\$5m USD) and Espresso Capital (£9.5m GBP), were replaced with a single \$22m USD loan from a new North American lender. The increase in the Group's debt levels will provide additional working capital enabling the business to meet its cash flow requirements until the Group starts generating positive operating cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2023

23. SHARE-BASED PAYMENT

	Non-EMI		EMI	
	2023	2022	2023	2022
Bought Forward	677,700	426,698	706,850	680,850
Granted	714,890	418,002	203,755	131,000
Exercised	5,490	-	5,490	-
Lapsed	18,010	167,000	59,010	105,000
Total	1,369,090	677,700	846,105	706,850
Exercisable at year end	-	-	-	-

The company has established an Enterprise Management Incentive (EMI) share option scheme and an ordinary share option scheme, with exercise prices ranging from £0.02 - £3.21 per share.

- * Most options vest over a 4 year period. None vest within the first 12 months of employment.
- * The vested options are exercisable if there is a change in control.
- * The Group's employees may exercise vested options upon termination of their employment.

Vested EMI options can be exercised up to 10 years from the date of the grant.

The company recognised a charge of £39,663 (£206,967 in 2022) in relation to share options which have time-based vesting conditions or performance-based vesting conditions. The total cost of such options recognised to date is £515,078.

The fair value of the options used for accounting purposes in this calculation has been calculated using a Black-Scholes options pricing model.

Options lapse if the employee leaves the company before the options vest.

Details of the number of EMI share options and weighted average exercise price (WAEP) outstanding during the period are as follows:

Exercise price £	Net number of shares issued	Dec-2023	Dec-2022
		£	£
0.02	123,000	2,460	2,460
0.80	-	-	39,600
1.09	174,630	190,347	-
1.60	96,000	153,600	140,800
1.61	112,650	181,367	191,027
1.65	61,500	101,475	44,550
1.79	29,625	53,029	54,595
2.07	226,700	469,269	498,249
2.10	17,500	36,750	52,500
3.21	4,500	14,445	14,445
	<u>846,105</u>	<u>1,202,742</u>	<u>1,038,226</u>
	WAEP	£1.42	£1.47

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