

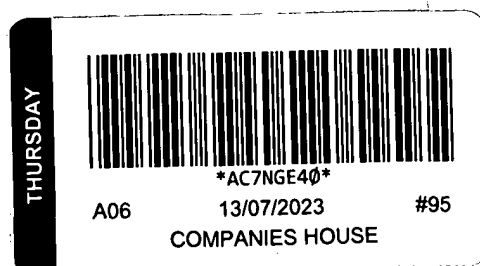
Registered number: 05168019

IPV LIMITED

FINANCIAL STATEMENTS

INFORMATION FOR FILING WITH THE REGISTRAR

FOR THE YEAR ENDED 31 DECEMBER 2022



IPV LIMITED
REGISTERED NUMBER: 05168019

CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Tangible assets	4	119,386	152,224
		<u>119,386</u>	<u>152,224</u>
Current assets			
Debtors: amounts falling due within one year	6	1,459,260	1,644,530
Cash at bank and in hand	7	1,506,307	1,590,440
		<u>2,965,567</u>	<u>3,234,970</u>
Creditors: amounts falling due within one year	8	(3,350,189)	(2,868,097)
Net current (liabilities)/assets		<u>(384,622)</u>	<u>366,873</u>
Total assets less current liabilities		<u>(265,236)</u>	<u>519,097</u>
Creditors: amounts falling due after more than one year	9	(551,302)	(646,420)
Net liabilities		<u>(816,538)</u>	<u>(127,323)</u>
Capital and reserves			
Called up share capital	10	189	189
Share premium account	11	7,949,320	7,949,320
Foreign exchange reserve	11	54,971	26,488
Profit and loss account	11	(8,821,018)	(8,103,320)
		<u>(816,538)</u>	<u>(127,323)</u>

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

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

The Company has opted not to file the consolidated statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

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

DocuSigned by:

744FA3309308419...
B Craig
Director

Date: 7/7/2023

IPV LIMITED
REGISTERED NUMBER: 05168019

CONSOLIDATED BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2022

The notes on pages 7 to 19 form part of these financial statements.

IPV LIMITED
REGISTERED NUMBER: 05168019

COMPANY BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Tangible assets	4	101,549	135,162
Investments	5	4	4
		<u>101,553</u>	<u>135,166</u>
Current assets			
Debtors: amounts falling due within one year	6	1,457,952	2,021,190
Cash at bank and in hand	7	1,399,779	1,513,452
		<u>2,857,731</u>	<u>3,534,642</u>
Creditors: amounts falling due within one year	8	(3,391,670)	(3,176,367)
Net current (liabilities)/assets		<u>(533,939)</u>	<u>358,275</u>
Total assets less current liabilities		<u>(432,386)</u>	<u>493,441</u>
Creditors: amounts falling due after more than one year	9	(551,302)	(646,420)
Net liabilities		<u>(983,688)</u>	<u>(152,979)</u>
Capital and reserves			
Called up share capital	10	189	189
Share premium account	11	7,949,320	7,949,320
Profit and loss account brought forward		(8,102,488)	(6,847,446)
Loss for the year		(853,493)	(1,280,378)
Other changes in the profit and loss account		22,784	25,336
Profit and loss account carried forward	11	<u>(8,933,197)</u>	<u>(8,102,488)</u>
		<u>(983,688)</u>	<u>(152,979)</u>

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

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

The Company has opted not to file the consolidated statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

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

IPV LIMITED
REGISTERED NUMBER: 05168019

COMPANY BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2022

B Craig
Director
Date:

DocuSigned by:
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7/7/2023

The notes on pages 7 to 19 form part of these financial statements.

IPV LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2021	189	7,949,320	46,164	(6,882,338)	1,113,335
Comprehensive income for the year					
Loss for the year	-	-	-	(1,246,318)	(1,246,318)
Share based payments	-	-	-	25,336	25,336
Foreign exchange differences	-	-	(19,676)	-	(19,676)
At 1 January 2022	189	7,949,320	26,488	(8,103,320)	(127,323)
Comprehensive income for the year					
Loss for the year	-	-	-	(740,482)	(740,482)
Share based payments	-	-	-	22,784	22,784
Foreign exchange differences	-	-	28,483	-	28,483
At 31 December 2022	189	7,949,320	54,971	(8,821,018)	(816,538)

The notes on pages 7 to 19 form part of these financial statements.

IPV LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2021	189	7,949,320	(6,847,446)	1,102,063
Comprehensive income for the year				
Loss for the year	-	-	(1,280,378)	(1,280,378)
Share based payments	-	-	25,336	25,336
Total comprehensive income for the year	-	-	(1,255,042)	(1,255,042)
Total transactions with owners	-	-	-	-
At 1 January 2022	189	7,949,320	(8,102,488)	(152,979)
Comprehensive income for the year				
Loss for the year	-	-	(853,493)	(853,493)
Share based payments	-	-	22,784	22,784
Total comprehensive income for the year	-	-	(830,709)	(830,709)
Total transactions with owners	-	-	-	-
At 31 December 2022	189	7,949,320	(8,933,197)	(983,688)

The notes on pages 7 to 19 form part of these financial statements.

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

1. General information

IPV Limited is a private company, limited by shares, which is incorporated in England and Wales. The Company number and registered address can be found on the Company Information page.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The 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 following principal accounting policies have been applied:

2.2 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.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance Sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

2.3 Going concern

The group made a loss before taxation for the year of £972,207 (2021: £1,484,901) and has net liabilities of £816,538 (2021: £127,323), has a cash balance of £1,506,307 (2021: £1,590,440). The directors have assessed the net liabilities position of the group and note this is primarily driven by an amount of income deferred over a period greater than one year.

The directors have prepared projected cash flow information for the 12 month period following the date of approval of the balance sheet demonstrating that there are sufficient cash resources over that period. The directors have also prepared detailed profit and loss account budgets for the period, showing the company returning to profitability over the next 12 months.

Based on these assessments and having regard to the resources available to the entity, the Directors have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the accounts.

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in 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 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating 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.

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.5 Revenue

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

The Group recognises revenue depending upon the substance and legal form of the contracts with its customers.

Revenue from recurring software license and support is recognised once a legally binding contract between the Group and its customer has been established and the delivery of the service has commenced. Revenue is recognised on an accruals basis: when invoiced in advance, the income is deferred in the balance sheet and recognised in the profit and loss over the length of the contract period.

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

2.6 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.

2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.8 Finance costs

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.

2.9 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.10 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 Balance Sheet. The assets of the plan are held separately from the Group in independently administered funds.

2.11 Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to 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 balance sheet 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.

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.12 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 balance sheet 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 balance sheet 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 balance sheet date.

2.13 Tangible fixed assets

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

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

Depreciation is provided on the following basis:

Leasehold improvements	- Over the term of the lease to which they relate
Office equipment	- 25% - 33.3%

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.

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.14 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.15 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.

2.16 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.

2.17 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.

2.18 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.

3. Employees

The average monthly number of employees, including directors, for the Company during the year was 38 (2021 - 38).

The average monthly number of employees, including directors, during the year was 52 (2021 - 47).

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

4. Tangible fixed assets**Group**

	Leasehold improvements £	Office equipment £	Total £
Cost			
At 1 January 2022	81,350	567,290	648,640
Additions	-	40,540	40,540
At 31 December 2022	81,350	607,830	689,180
Depreciation			
At 1 January 2022	81,350	415,066	496,416
Charge for the year on owned assets	-	73,378	73,378
At 31 December 2022	81,350	488,444	569,794
Net book value			
At 31 December 2022	-	119,386	119,386
At 31 December 2021	-	152,224	152,224

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

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

	Leasehold improvements £	Office equipment £	Total £
Cost			
At 1 January 2022	81,350	543,366	624,716
Additions	-	29,848	29,848
At 31 December 2022	81,350	573,214	654,564
Depreciation			
At 1 January 2022	81,350	408,204	489,554
Charge for the year on owned assets	-	63,461	63,461
At 31 December 2022	81,350	471,665	553,015
Net book value			
At 31 December 2022	-	101,549	101,549
At 31 December 2021	-	135,162	135,162

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

5. Fixed asset investments**Company**

**Investments
in
subsidiary
companies
£**

Cost

At 1 January 2022

4

At 31 December 2022

4

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Registered office	Class of shares	Holding
IPV (USA) Inc	4803 N Milwaukee Ave, Suite B, Unit 106, Chicago, IL 60630, USA	Ordinary	100%

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertaking were as follows:

Name	Aggregate of share capital and reserves (£)	Profit/(Loss) (£)
IPV (USA) Inc	167,154	113,011

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

6. Debtors

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Trade debtors	1,029,410	1,292,877	1,029,410	1,292,877
Amounts owed by group undertakings	-	-	-	378,809
Other debtors	1,496	4,688	1,256	4,688
Prepayments and accrued income	178,229	89,914	177,161	87,765
Tax recoverable	250,125	257,051	250,125	257,051
	<u>1,459,260</u>	<u>1,644,530</u>	<u>1,457,952</u>	<u>2,021,190</u>

7. Cash and cash equivalents

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Cash at bank and in hand	1,506,307	1,590,440	1,399,779	1,513,452
	<u>1,506,307</u>	<u>1,590,440</u>	<u>1,399,779</u>	<u>1,513,452</u>

8. Creditors: Amounts falling due within one year

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Trade creditors	165,031	148,672	157,998	148,261
Amounts owed to group undertakings	-	-	141,993	346,206
Corporation tax	-	19,278	-	-
Other taxation and social security	89,313	73,573	89,313	73,573
Other creditors	5,434	6,613	-	-
Accruals and deferred income	3,090,411	2,619,961	3,002,366	2,608,327
	<u>3,350,189</u>	<u>2,868,097</u>	<u>3,391,670</u>	<u>3,176,367</u>

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

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

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Other loans	300,000	300,000	300,000	300,000
Accruals and deferred income	251,302	346,420	251,302	346,420
	<u>551,302</u>	<u>646,420</u>	<u>551,302</u>	<u>646,420</u>

10. Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
118,138 (2021 - 118,138) Ordinary shares of £0.001 each	118.138	118.138
71,341 (2021 - 71,341) Ordinary A shares of £0.001 each	71.341	71.341
	<u>189.479</u>	<u>189.479</u>

11. Reserves**Share premium account**

Share premium reflects amounts paid over par on issued share capital.

Foreign exchange reserve

The foreign exchange reserve represents the impact of foreign exchange movements on consolidation of the subsidiary company.

Profit and loss account

The profit and loss account reflects accumulated profits/losses of the Company and Group.

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

12. Share based payments

The Company has a share option scheme which is open to all employees of the Company at the discretion of the Board. Options are exercisable at a price equal to the higher of the nominal value or market price of the Company's shares on the date of the grant.

In the Scheme the options vest on the shares of the Company being listed, sold or undergoing a reorganisation and should the options remain unexercised they lapse after 10 years from the date of the grant. The options also lapse following the employee leaving the Group and various other conditions set out in the Scheme rules.

	Number 2022	Number 2021
Outstanding at the beginning of the year	49,410	50,040
Granted during the year	2,424	8,494
Forfeited during the year	(300)	(9,124)
Outstanding at the end of the year	51,534	49,410

The effective option date window of the options is dependent on specific terms set out within the employee share option scheme rules. The fair value were calculated using a Black-Scholes model. The inputs in relation to the share options granted in the current year for the model were as follows:

	2022	2021
Weighted average share price	£9.00	£9.00
Exercise price	£10.00	£10.00
Expected volatility	45%	45%
Risk-free interest rate	2.00%	2.00%

Expected volatility was determined using as a base the share price movements of relevant comparator companies recorded over a period of 12 months prior to the grant of the options.

The Company recognised a charge for the years ended 31 December 2022 and 31 December 2021 in relation to equity settled share-based payment transactions as below:

	2022 £	2021 £
Equity-settled schemes	22,784	25,336

IPV LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

13. Pension commitments

The Group operates a defined contributions 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 £169,936 (2021: £110,204). Contributions totalling £22,902 (2021: £15,203) were payable to the fund at the balance sheet date and are included in creditors.

14. Commitments under operating leases

At 31 December 2022 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2022	Group 2021	Company 2022	Company 2021
	£	£	£	£
Not later than 1 year	34,737	25,919	34,737	25,919
	34,737	25,919	34,737	25,919

15. Related party transactions

The company has no transactions with related parties that require disclosure under FRS 102 section 1A.

16. Controlling party

There is no individual ultimate controlling party.

17. Auditor's information

The auditor's report on the financial statements for the year ended 31 December 2022 was unqualified.

The audit report was signed on 7 July 2023 by Jason Mitchell MBA BSc FCA (Senior Statutory Auditor) on behalf of MHA.