

**REGISTERED NUMBER: 06479482 (England and Wales)**

**REPORT OF THE DIRECTORS AND  
CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2009  
FOR  
TECHNIS INTERNATIONAL PLC**

**SATURDAY**



**\*A18JHJ1K\***

<b>A16</b>	<b>10/04/2010</b>	<b>217</b>
<b>COMPANIES HOUSE</b>		
<b>A48</b>	<b>30/03/2010</b>	<b>395</b>
<b>COMPANIES HOUSE</b>		

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER. 06479482)**

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FOR THE YEAR ENDED 31ST DECEMBER 2009**

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**TECHNIS INTERNATIONAL PLC**  
**COMPANY INFORMATION**  
**FOR THE YEAR ENDED 31ST DECEMBER 2009**

**DIRECTORS**

J Kaye  
R Holder  
J B Hulme

**SECRETARY**

I G Cameron

**REGISTERED OFFICE**

The Courtyard  
Shoreham Road  
Upper Beeding  
Steyning  
West Sussex  
BN44 3TN

**REGISTERED NUMBER**

06479482 (England and Wales)

**SENIOR STATUTORY  
AUDITOR:**

Chris Checkley

**AUDITORS**

Russell New Limited  
Registered Auditors  
The Courtyard  
Shoreham Road  
Upper Beeding  
Steyning  
West Sussex  
BN44 3TN

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)**

**CHAIRMAN'S REPORT  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

During the year to 31 December 2009 Technis International Plc (Technis) achieved its primary objectives of gaining admission to PLUS-quoted and achieving commercial readiness for the first of its portfolio of mobile telecoms and software products. At the same time the company raised some £480,000 to be used for working capital and product development.

Technis is among the top 50 stocks by market capitalisation on PLUS-quoted, and we are pleased that PLUS Markets has included the Company in its list of stocks which will now be covered by Edison Investment Research, an independent research company commissioned by PLUS. This should significantly assist in bringing the company to the attention of a wider investor base.

Shortly after listing the company announced that its Transcribe product, which comprises of a suite of modular voice to text / voice to voice language translation products was now substantially completed. We hope to announce the first commercial deal for Transcribe shortly.

Transcribe is the first of a number of products in the Technis portfolio of intellectual property to reach this stage, further product announcements will be made in the course of 2010.

Technis appointed SVS Securities Plc as broker and PLUS Corporate Advisor in October.

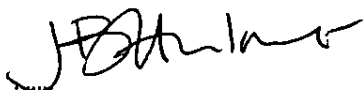
Losses for the year at £849,650 were in line with expectations and represented development costs for the portfolio of intellectual property, professional fees, and the costs of gaining admission to PLUS-quoted and fund raising. The current level of management and development overhead is considerably less than this and when the Company raised £480,000 in September this was stated to be sufficient to cover working capital for the twelve months following admission to PLUS-quoted.

Current trading is in line with the board's expectations and we hope shortly to announce the first revenue generating deal for Transcribe.

One of the Company's objectives on listing was to implement its acquisition strategy. The board, which includes me, the former CEO of LSE listed company Tadpole Technology, telecoms entrepreneur Jack Kaye and its adviser Professor Peter Cochrane OBE, former Chief Technical Officer of BT, have extensive experience of the acquisition, development and successful commercialisation of software and telecoms hardware products.

Technis will seek to acquire private companies in the mobile, telecoms and software sectors with a trading history and which are either profitable or could achieve this in the year following acquisition with the provision of a limited amount of working capital. Acquisitions will be substantially made with Technis shares and with only a limited cash element. Current management will be retained and incentivised through a substantial earn-out arrangement.

The Company is presently conducting due diligence enquiries on a number of companies which fit the above criteria.



J B Hulme - Chairman

Date 19.2.10

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)**

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

The directors present their report with the financial statements of the company and the group for the year ended 31st December 2009

**PRINCIPAL ACTIVITY**

The principal activity of the group in the year under review was that of software development

**REVIEW OF BUSINESS**

The Company has been formed to acquire, develop and commercially exploit a portfolio of intellectual property ("IPR") primarily relating to a range of cutting edge technologies spanning the Retail, Healthcare and Telecommunications sectors

Through the development of its product range, Technis will expand its sales coverage globally through both direct and indirect channels. Technis plan to licence or sell the IPR of the various products under development. The Company also has plans for the introduction of further innovative products over the next few years. Technis is a Technology Development Company. The Company's structure has been designed to adapt quickly to new market opportunities and leverage the capabilities of the products available to package new applications to a potentially changing market.

The ethos of Technis revolves around the Company's core abilities to bind together various technologies - in its current portfolio, within mobile, wireless and security fields across various business sectors, to either develop new cutting edge products, services and technologies, or further enhance or develop existing technologies and services.

The Company is in discussion with various UK and International companies who are interested in licensing various products within the Technis portfolio. Technis hopes to have a number of licensing agreements in place in the near to medium term future.

Initially, the Company will recruit the key staff to promote and sell the first IPR products. All other activities will be outsourced, in particular, marketing. As the size of the outsourced services grows, Technis will recruit persons to manage these dedicated services. The sales function will recruit dedicated Sector Managers who will take revenue responsibility for the each product line. A Partner Manager will be recruited to manage both our service partners but also the dedicated channel partners who will become increasingly important as Technis expands geographically.

**DIVIDENDS**

No dividends will be distributed for the year ended 31st December 2009

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)**

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

**DIRECTORS**

The directors set out in the table below have held office during the whole of the period from 1st January 2009 to the date of this report unless otherwise stated

Other changes in directors holding office are as follows

S Rimmer - resigned 19 3 09  
I G Cameron - resigned 19 3 09  
A M Fish - resigned 19 3 09  
Lord Erroll - resigned 19 3 09  
N M Elwin - resigned 19 3 09  
A R Dean - resigned 10 1 09

The beneficial interests of the directors holding office at 31st December 2009 in the shares of the company, according to the register of directors' interests, were as follows

	31 12 09	31 12 08
Ordinary 1p shares of 0 01p each		
J Kaye	13,540,000	12,300,000
R Holder	1,122,000	750,000
B Hulme	740,000	500,000
Ordinary 9p Non-voting and Non-dividend shares of 0 09p each		
J Kaye	12,500,000	12,500,000
R Holder	750,000	750,000
B Hulme	500,000	500,000

**GROUP'S POLICY ON PAYMENT OF CREDITORS**

It is the Company's normal practice to settle the terms of payment when agreeing the terms of the transaction to ensure suppliers are aware of those terms, and to abide by them

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued**

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.

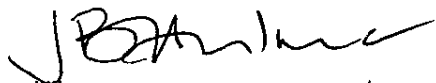
**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

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.

**AUDITORS**

The auditors, Russell New Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD**



J B Hulme - Director

Date 19.2.10

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TECHNIS INTERNATIONAL PLC**

We have audited the financial statements of Technis International plc for the year ended 31st December 2009 on pages eight to twenty two. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Sections 495 and 496 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.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on pages four and five, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

### **Opinion on financial statements**

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 31st December 2009 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.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.



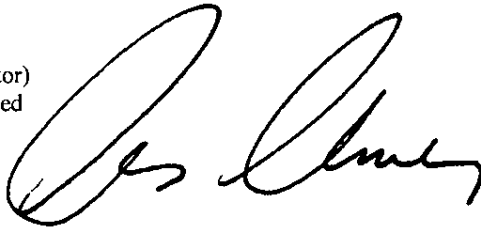
**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
TECHNIS INTERNATIONAL PLC**

**Matters on which we are required to report by exception**

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

Chris Checkley (Senior Statutory Auditor)  
for and on behalf of Russell New Limited  
Registered Auditors  
The Courtyard  
Shoreham Road  
Upper Beeding  
Steyning  
West Sussex  
BN44 3TN



Date 22/2/10

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

CONSOLIDATED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31ST DECEMBER 2009

		Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated £
	Notes	£	
<b>TURNOVER</b>		-	-
Cost of sales		93,988	18,447
<b>GROSS LOSS</b>		(93,988)	(18 447)
Administrative expenses		735,325	1,245,776
<b>OPERATING LOSS</b>	3	(829,313)	(1,264,223)
Interest payable and similar charges	4	20,337	251
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(849,650)	(1,264,474)
Tax on loss on ordinary activities	5	-	-
<b>LOSS FOR THE FINANCIAL YEAR AFTER TAXATION</b>		<u>(849,650)</u>	<u>(1,264,474)</u>
Earnings per share expressed in pence per share	7		
Basic		-1 87	-6 78
Diluted		<u>-1 87</u>	<u>-6 78</u>

**CONTINUING OPERATIONS**

None of the group's activities were acquired or discontinued during the current year or previous period

The notes form part of these financial statements

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

**CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

	Year Ended 31 12 09 £	Period 1 8 08 to 31 12 08 as restated £
<b>LOSS FOR THE FINANCIAL YEAR</b>	(849,650)	(1,264,474)
<b>TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR</b>	<u>(849 650)</u>	<u>(1,264,474)</u>
Prior year adjustment	Note 8 250,000	
<b>TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT</b>	<u>(599,650)</u>	

The notes form part of these financial statements

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

CONSOLIDATED BALANCE SHEET  
31ST DECEMBER 2009

		2009		2008 as restated	
	Notes	£	£	£	£
<b>FIXED ASSETS</b>					
Intangible assets	9		3,450,000		3,450,000
Investments	10		-		-
			<u>3,450,000</u>		<u>3,450,000</u>
<b>CURRENT ASSETS</b>					
Debtors	11	60,336		5,962	
Cash at bank		45,185		-	
		<u>105,521</u>		<u>5,962</u>	
<b>CREDITORS</b>					
Amounts falling due within one year	12	337,760		477,745	
		<u>337,760</u>		<u>477,745</u>	
<b>NET CURRENT LIABILITIES</b>			<u>(232,239)</u>		<u>(471,783)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>3,217,761</u>		<u>2,978,217</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	15		3,898,948		3,700,000
Share premium	16		1,450,246		560,000
Profit and loss account	16		(2,131,433)		(1,281,783)
			<u>3,217,761</u>		<u>2,978,217</u>
<b>SHAREHOLDERS' FUNDS</b>	18		<u>3,217,761</u>		<u>2,978,217</u>

The financial statements were approved by the Board of Directors on behalf by

19.2.10

and were signed on its

Director - J KAVE

The notes form part of these financial statements

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)

COMPANY BALANCE SHEET  
31ST DECEMBER 2009

		2009	2008
	Notes	£	as restated £
<b>FIXED ASSETS</b>			
Intangible assets	9	3,450,000	3,450,000
Investments	10	1,000	1,000
		<u>3,451,000</u>	<u>3,451,000</u>
<b>CURRENT ASSETS</b>			
Debtors	11	212,238	4,940
Cash at bank		35,403	-
		<u>247,641</u>	<u>4,940</u>
<b>CREDITORS</b>			
Amounts falling due within one year	12	311,899	443,268
<b>NET CURRENT LIABILITIES</b>		<u>(64,258)</u>	<u>(438,328)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>3,386,742</u>	<u>3,012,672</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	15	3,898,948	3,700,000
Share premium	16	1,450,246	560,000
Profit and loss account	16	(1,962,452)	(1,247,328)
<b>SHAREHOLDERS' FUNDS</b>	18	<u>3,386,742</u>	<u>3,012,672</u>

The financial statements were approved by the Board of Directors on behalf by

19.2.2010

and were signed on its

Director - J KAYE

The notes form part of these financial statements

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

		Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated
	Notes	£	£
<b>Net cash outflow from operating activities</b>	1	(776,113)	(9,268)
<b>Returns on investments and servicing of finance</b>	2	(20,337)	(251)
		<u>(796,450)</u>	<u>(9,519)</u>
<b>Financing</b>	2	852,356	(1,204)
<b>Increase/(Decrease) in cash in the period</b>		<u>55,906</u>	<u>(10,723)</u>
<b>Reconciliation of net cash flow to movement in net debt</b>	3		
Increase/(Decrease) in cash in the period		55,906	(10,723)
Cash outflow from decrease in debt		<u>230,000</u>	<u>1,000,000</u>
Change in net debt resulting from cash flows		<u>285,906</u>	<u>989,277</u>
<b>Movement in net debt in the period</b>		285,906	989,277
<b>Net debt at 1st January</b>		<u>(360,721)</u>	<u>(1,349,998)</u>
<b>Net debt at 31st December</b>		<u>(74,815)</u>	<u>(360,721)</u>

The notes form part of these financial statements

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31ST DECEMBER 2009

1 RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated
	£	£
Operating loss	(829,313)	(1,264,223)
(Increase)/Decrease in debtors	(54,374)	1,154,634
Increase in creditors	107,574	100,321
<b>Net cash outflow from operating activities</b>	<b>(776,113)</b>	<b>(9,268)</b>

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated
	£	£
<b>Returns on investments and servicing of finance</b>		
Interest paid	(20,337)	(251)
<b>Net cash outflow for returns on investments and servicing of finance</b>	<b>(20,337)</b>	<b>(251)</b>
<b>Financing</b>		
Loan repayments in year	(230,000)	(1,000,000)
Amount withdrawn by directors	(6,838)	(1,204)
Share issue	1,089,194	1,000,000
<b>Net cash inflow/(outflow) from financing</b>	<b>852,356</b>	<b>(1,204)</b>

The notes form part of these financial statements

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31ST DECEMBER 2009

3 ANALYSIS OF CHANGES IN NET DEBT

	At 1 1 09 £	Cash flow £	At 31 12 09 £
Net cash			
Cash at bank	-	45,185	45,185
Bank overdraft	(10,721)	10,721	-
	<u>(10,721)</u>	<u>55,906</u>	<u>45,185</u>
Debt			
Debts falling due within one year	(350,000)	230,000	(120,000)
	<u>(350,000)</u>	<u>230,000</u>	<u>(120,000)</u>
Total	<u>(360,721)</u>	<u>285,906</u>	<u>(74,815)</u>

The notes form part of these financial statements



TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST DECEMBER 2009

1 ACCOUNTING POLICIES

**Accounting convention**

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

**Intellectual Property**

The intellectual property is the cost of Technis International Plc's interest in its various range of products. Research and development costs related to this asset are being expensed until such time as the technology is developed to the point where commercial exploitation is determinable. At such a time development costs will be deferred. The intellectual property costs and deferred development costs will then be written off against revenue from sales of the process or the technology.

**Deferred tax**

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

2 STAFF COSTS

	Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated
	£	£
Wages and salaries	11,667	-
Social security costs	1,371	-
	<u>13,038</u>	<u>-</u>

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

	Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated
Sales	<u>1</u>	<u>-</u>

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

**3 OPERATING LOSS**

The operating loss is stated after charging

	Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated
	£	£
Auditors' remuneration	<u>8,000</u>	<u>8,000</u>
Directors' remuneration	<u>-</u>	<u>-</u>

**4 INTEREST PAYABLE AND SIMILAR CHARGES**

	Year Ended 31 12 09	Period 1 8 08 to 31 12 08 as restated
	£	£
Bank interest	337	251
Loan interest	<u>20,000</u>	<u>-</u>
	<u>20,337</u>	<u>251</u>

**5 TAXATION**

**Analysis of the tax charge**

No liability to UK corporation tax arose on ordinary activities for the year ended 31st December 2009 nor for the period ended 31st December 2008

**6 LOSS OF PARENT COMPANY**

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £(715,124) (2008 - £(1,230,019))

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2009

7 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period

Diluted earnings per share is calculated using the weighted average number of shares adjusted to assume the conversion of all dilutive potential ordinary shares

Reconciliations are set out below

	Earnings £	2009 Weighted average number of shares	Per-share amount pence
<b>Basic EPS</b>			
Earnings attributable to ordinary shareholders	(849,650)	45,460,973	-1 87
Effect of dilutive securities	-	-	-
	<u>(849,650)</u>	<u>45,460,973</u>	<u>-1 87</u>
<b>Diluted EPS</b>			
Adjusted earnings	(849,650)	45,460,973	-1 87
	<u>(849,650)</u>	<u>45,460,973</u>	<u>-1 87</u>

	Earnings £	2008 as restated Weighted average number of shares	Per-share amount pence
<b>Basic EPS</b>			
Earnings attributable to ordinary shareholders	(1,264,474)	18,646,405	-6 78
Effect of dilutive securities	-	-	-
	<u>(1,264,474)</u>	<u>18,646,405</u>	<u>-6 78</u>
<b>Diluted EPS</b>			
Adjusted earnings	(1,264,474)	18,646,405	-6 78
	<u>(1,264,474)</u>	<u>18,646,405</u>	<u>-6 78</u>

8 PRIOR YEAR ADJUSTMENT

Subsequent to 31 December 2008 it was identified that consultancy fees were overstated by £250,000, and share capital and share premium accounts were overstated by £210,000 and £40,000 respectively. The error has been corrected by way of a prior year adjustment which has resulted in an increase in the brought forward profit and loss reserve and a reduction in the called up share capital and share premium account. Overall there is no adjustment to the total shareholders' fund.

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER 06479482)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2009

9 INTANGIBLE FIXED ASSETS

Group

	Intellectual property rights £
<b>COST</b>	
At 1st January 2009 and 31st December 2009	3,450,000
<b>NET BOOK VALUE</b>	
At 31st December 2009	3,450,000
At 31st December 2008	3,450,000

Company

	Intellectual property rights £
<b>COST</b>	
At 1st January 2009 and 31st December 2009	3,450,000
<b>NET BOOK VALUE</b>	
At 31st December 2009	3,450,000
At 31st December 2008	3,450,000

10 FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
<b>COST</b>	
At 1st January 2009 and 31st December 2009	1,000
<b>NET BOOK VALUE</b>	
At 31st December 2009	1,000
At 31st December 2008	1,000

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER. 06479482)**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

**10 FIXED ASSET INVESTMENTS - continued**

The group or the company's investments at the balance sheet date in the share capital of companies include the following

**Subsidiary**

**Technis Labs Limited**

Nature of business software development

	%		
Class of shares	holding		
Ordinary £1 shares	100 00		
		2009	2008
		£	£
Aggregate capital and reserves		(167,981)	(33,455)
Loss for the year/period		(134,526)	(34,455)
		<u>          </u>	<u>          </u>

**11 DEBTORS- AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	2009	2008	2009	2008
		as restated		as restated
	£	£	£	£
Amounts owed by group undertakings	-	-	151,902	-
Other debtors	-	1,000	-	-
VAT	30,336	4,962	30,336	4,940
Prepayments and accrued income	30,000	-	30,000	-
	<u>60,336</u>	<u>5,962</u>	<u>212,238</u>	<u>4 940</u>

**12 CREDITORS- AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	2009	2008	2009	2008
		as restated		as restated
	£	£	£	£
Bank loans and overdrafts (see note 13)	-	10,721	-	9,999
Other loans (see note 13)	120,000	350,000	120,000	350,000
Trade creditors	164,811	70,575	164,454	70,575
Social security and other taxes	4,368	-	-	-
Other creditors	46,010	37 040	22,000	3,000
Directors' loan accounts	2,571	9,409	5,445	9,694
	<u>337,760</u>	<u>477,745</u>	<u>311,899</u>	<u>443,268</u>

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

**13 LOANS**

An analysis of the maturity of loans is given below

	<b>Group</b>		<b>Company</b>	
	2009	2008 as restated	2009	2008 as restated
	£	£	£	£
Amounts falling due within one year or on demand				
Bank overdrafts	-	10,721	-	9,999
Other loans	120,000	350,000	120,000	350,000
	<u>120,000</u>	<u>360,721</u>	<u>120,000</u>	<u>359,999</u>

**14 SECURED DEBTS**

The following secured debts are included within creditors

	<b>Group</b>		<b>Company</b>	
	2009	2008 as restated	2009	2008 as restated
	£	£	£	£
Other loans	120,000	-	120,000	-
	<u>120,000</u>	<u>-</u>	<u>120,000</u>	<u>-</u>

The other loans owed by the company are secured on 6,000,000 of the shares of the company

**15 CALLED UP SHARE CAPITAL**

Number	Class	Nominal value	2009	2008 as restated
			£	£
56,894,786	Ordinary 1p	1p	568,948	370,000
37,000,000	Ordinary 9p Non-voting and Non-dividend	9p	3,330,000	3,330,000
			<u>3,898,948</u>	<u>3,700,000</u>

**TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2009**

**15 CALLED UP SHARE CAPITAL - continued**

During the year 2,333,333 Ordinary shares of 0.01p each were issued and fully paid for in cash at a premium of 0.14p per share

A further 6,769,733 Ordinary shares of 0.01p each were issued and fully paid for in cash at a premium of 0.065p per share

A further 7,167,349 Ordinary shares of 0.01p each were issued and fully paid for in cash at par

A further 2,195,800 Ordinary shares of 0.01p each were issued and fully paid for in cash at a premium of 0.04p per share

A further 1,428,571 Ordinary shares of 0.01p were issued and fully paid for in cash at a premium of 0.025p per share

**16 RESERVES**

**Group**

	Profit and loss account £	Share premium £	Totals £
At 1st January 2009	(1,531,783 )	560,000	(971,783 )
Prior year adjustment	250,000		250,000
	(1,281,783 )		(721,783 )
Deficit for the year	(849,650 )		(849,650 )
Cash share issue	-	890,246	890,246
At 31st December 2009	<u>(2,131,433 )</u>	<u>1,450,246</u>	<u>(681,187 )</u>

**Company**

	Profit and loss account £	Share premium £	Totals £
At 1st January 2009	(1,497,328 )	560,000	(937,328 )
Prior year adjustment	250,000		250,000
	(1,247,328 )		(687,328 )
Deficit for the year	(715,124 )		(715,124 )
Cash share issue	-	890,246	890,246
At 31st December 2009	<u>(1,962,452 )</u>	<u>1,450,246</u>	<u>(512,206 )</u>

TECHNIS INTERNATIONAL PLC (REGISTERED NUMBER: 06479482)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2009

17 RELATED PARTY DISCLOSURES

During the year the parent company paid consultancy fees of £65,876 (2008 £37,500) to J Kaye, a director of the company

During the year consultancy fees of £4,000 (2008 £10,000) were paid to Apex Accounting, a company controlled by R Holder, a director of the company

At the balance sheet date the company owed its directors £5,445 (2008 £9,694)

18 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

**Group**

	2009	2008 as restated
	£	£
Loss for the financial year	(849,650)	(1,264,474)
Shares issued in year	1,089,194	1,000,000
<b>Net addition/(reduction) to shareholders' funds</b>	<b>239,544</b>	<b>(264,474)</b>
Opening shareholders' funds (originally £2,728,217 before prior year adjustment of £250,000)	2,978,217	3,242,691
<b>Closing shareholders' funds</b>	<b>3,217,761</b>	<b>2,978,217</b>

**Company**

	2009	2008 as restated
	£	£
Loss for the financial year	(715,124)	(1,230,019)
Shares issued in the year	1,089,194	1,000,000
<b>Net addition/(reduction) to shareholders' funds</b>	<b>374,070</b>	<b>(230,019)</b>
Opening shareholders' funds (originally £2,762,672 before prior year adjustment of £250,000)	3,012,672	3,242,691
<b>Closing shareholders' funds</b>	<b>3,386,742</b>	<b>3,012,672</b>