Report of the Directors and
Consolidated Financial Statements
for the Year Ended 31 March 2020
for

OOMPH WELLNESS LIMITED

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OOMPH WELLNESS LIMITED

Company Information for the Year Ended 31 March 2020

DIRECTORS: Mr B W H Allen

Mr D G Duncan Mr M P Hodgkinson Mr M D Parsons Mr J J Loder

REGISTERED OFFICE: Suites 6-8, The Sanctuary

23 Oak Hill Grove

Surbiton KT6 6DU

REGISTERED NUMBER: 07608774 (England and Wales)

AUDITORS: Jeff Lermer & Associates

Chartered Accountants Statutory Auditors 42 Lytton Road Barnet

Hertfordshire EN5 5BY

Report of the Directors for the Year Ended 31 March 2020

The directors present their report with the financial statements of the company and the group for the year ended 31 March 2020.

PRINCIPAL ACTIVITY

The principal activity of the company is a holding company of the investments in Oomph Wellness Training Limited and Oomph Out and About Limited who provide health and wellbeing training and providing activity outside care home setting.

REVIEW OF BUSINESS

There were many positive developments in the year to 31st March 2020, with both turnover increasing and losses reducing in the period. The continued expansion of the Out and About trips service was a key driver of this growth. March 2020 saw the onset of the Covid-19 pandemic, which subsequently necessitated changes to the group's business model. Post year end the group has pivoted its strategy in order to adapt to these events, including the successful launch of virtual support and content on demand available through an online portal. The consolidated profit and loss account for the year is set out on page 6. A group loss of £625,470 (2019: loss £1,029,584) was made in the period, this is in line with the Directors expectations while the group is undergoing development and expansion. The group cash position at the year end was at £471,453 (2019: £211,353).

DIVIDENDS

No dividends will be distributed for the year ended 31 March 2020.

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 April 2019 to the date of this report.

Mr B W H Allen Mr D G Duncan Mr M P Hodgkinson Mr M D Parsons

Other changes in directors holding office are as follows:

Ms S E Armour - appointed 27 November 2019 Ms C M C Warde-Robinson - resigned 27 November 2019

Mr J J Loder was appointed as a director after 31 March 2020 but prior to the date of this report.

Ms S E Armour , Ms N K Colborne-Baber and Mr K De Boer ceased to be directors after 31 March 2020 but prior to the date of this report.

POLITICAL DONATIONS AND EXPENDITURE

The group made donations totalling £5,354 to registered charitable organisations.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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). 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.

Report of the Directors for the Year Ended 31 March 2020

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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS

The auditors, Jeff Lermer & Associates, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Mr B W H Allen - Director

29 April 2021

Report of the Independent Auditors to the Members of Oomph Wellness Limited

Opinion

We have audited the financial statements of Oomph Wellness Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2020 which comprise the Consolidated Income Statement, Consolidated Balance Sheet, Company Balance Sheet and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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 March 2020 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

We draw attention to note 2 of the financial statements which indicate that the group's cashflow forecasts show that it may require additional funding in the next 12 months in order to meet obligations as they fall due.

These events and current restricted trading conditions due to the COVID-19 pandemic, along with other matters as outlined in note 2, constitute a material uncertainty that may cast significant doubt on the group's and parent company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information in 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 there is a material misstatement in the financial statements or a material misstatement of the other information. 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of Oomph Wellness 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 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Group Strategic Report.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages two and three, 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.

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.

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.

Jeffrey Ian Lermer (Senior Statutory Auditor) for and on behalf of Jeff Lermer & Associates Chartered Accountants Statutory Auditors 42 Lytton Road Barnet Hertfordshire EN5 5BY

29 April 2021

Consolidated Income Statement for the Year Ended 31 March 2020

	Notes	31.3.20 £	31.3.19 £
TURNOVER		2,471,687	2,146,827
Cost of sales GROSS PROFIT		<u>1,987,241</u> 484,446	<u>1,520,112</u> 626,715
Administrative expenses OPERATING LOSS	4	<u>1,044,214</u> (559,768)	<u>1,637,044</u> (1,010,329)
Interest receivable and similar income		<u>284</u> (559,484)	(1,010,329)
Interest payable and similar expenses LOSS BEFORE TAXATION		<u>65,986</u> (625,470)	<u>19,255</u> (1,029,584)
Tax on loss LOSS FOR THE FINANCIAL YEAR		<u>(625,470</u>)	(1,029,584)
Loss attributable to: Owners of the parent		<u>(625,470</u>)	(1,029,584)

Consolidated Balance Sheet 31 March 2020

		31.3	.20	31.3	.19
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		29,060		54,410
Tangible assets	8		18,511		40,877
Investments	9				-
			47,571		95,287
CURRENT ASSETS					
Stocks		12,851		16,263	
Debtors	10	356,168		534,623	
Cash at bank and in hand		<u>471,453</u>	-	211,353	
		840,472		762,239	
CREDITORS		4 000 040		044.056	
Amounts falling due within one year	11	<u>1,000,843</u>	(440.0=4)	944,856	(400 647)
NET CURRENT LIABILITIES			<u>(160,371</u>)		(182,617)
TOTAL ASSETS LESS CURRENT			(112 000)		(07.220)
LIABILITIES			(112,800)		(87,330)
CREDITORS					
Amounts falling due after more than one year	12		800,000		450,000
NET LIABILITIES			(912,800)		(537,330)
			/		/
CAPITAL AND RESERVES					
Called up share capital			3		3
Share premium	13		2,655,753		2,405, 7 53
Retained earnings	13		(3,568,556)		<u>(2,943,086</u>)
SHAREHOLDERS' FUNDS			<u>(912,800</u>)		<u>(537,330</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 29 April 2021 and were signed on its behalf by:

Mr B W H Allen - Director

Company Balance Sheet 31 March 2020

		31.3	3.20	31.3	.19
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		-		-
Tangible assets	8		-		-
Investments	9		200		200
			200		200
CURRENT ASSETS					
Debtors	10	456,035		2,577	
Cash at bank		<u>162,209</u>		19,590	
		618,244		22,167	
CREDITORS	4.4	4.004		0.017	
Amounts falling due within one year	11	4,994	642.250	8,917	12.250
NET CURRENT ASSETS			<u>613,250</u>		13,250
TOTAL ASSETS LESS CURRENT LIABILITIES			613,450		13,450
LIABILITIES			013,430		15,450
CREDITORS					
Amounts falling due after more than one year	12		800,000		<u>450,000</u>
NET LIABILITIES			<u>(186,550</u>)		<u>(436,550</u>)
CAPITAL AND RESERVES					
Called up share capital			3		3
Share premium	13		2,655,753		2,405, 7 53
Retained earnings	13		(2,842,306)		(2,842,306)
SHAREHOLDERS' FUNDS	13		(186,550)		(436,550)
A. 14 11 200 1 A 100 101 20 11 A 12 0 W			(200/000)		(150/550)
Company's profit for the financial year			-		-
. , .					

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 29 April 2021 and were signed on its behalf by:

Mr B W H Allen - Director

Notes to the Consolidated Financial Statements for the Year Ended 31 March 2020

1. **STATUTORY INFORMATION**

Oomph Wellness 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.

The presentation currency of the financial statements is the Pound Sterling (£).

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" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Intangible assets

Amortisation

Amortisation is charged to the profit and loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Training course content 3 years

This basis has been chosen for useful life as management expect to run substantially the same training courses for a minimum of 3 years. The company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed, and no such change of circumstances have occurred since the last reporting date.

Website and Apps 3 years

This basis has been chosen for useful life as management expect to use the website and app for a minimum of 3 years. The company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed, and no such change of circumstances have occurred since the last reporting date.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life. Plant and machinery etc - 33% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2020

2. ACCOUNTING POLICIES - continued

Financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creators are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Investments

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances only

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 balance sheet date.

Deferred tax

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

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.

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2020

2. ACCOUNTING POLICIES - continued

Going concern

The group has sustained operating losses of £625,470, has net current liabilities of £160,371 and a cash balance of £471,453.

The directors of Oomph Wellness Limited have considered future trading performance for the group over the next 12 months. On the basis of the prepared projected cash-flow information, the group can meet its obligations as they fall due. However, if trading were to fall substantially below the current projections, additional funding may be required in order to meet its obligations as they fall due. The directors note there is a particularly degree of uncertainty in forecasting due to the effects of the Covid-19 pandemic.

Based on the above and the group holding a positive cash balance the directors believe that it remains appropriate to prepare the financial statement on a going concern basis. However, the achievement of forecasts represent a material uncertainty that may cast significant doubt on the group and company's ability to continue as a going concern and therefore to continue realizing its assets and discharging its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

3. EMPLOYEES AND DIRECTORS

LITEQUES AND DIRECTORS		
	31.3.20	31.3.19
	£	£
Wages and salaries	1,667,440	1, 553,47 8
Social security costs	130,541	144,564
Other pension costs	35,628	33,099
	1,833,609	1,731,141
The average number of employees during the year was as follows:		
	31.3.20	31.3.19
Management	7	7
Product	1	2
Sales and account management	24	26
Other	4 <u>5</u>	32
	77	67

The average number of employees by undertakings that were proportionately consolidated during the year was NIL (2019 - NIL).

4. OPERATING LOSS

The operating loss is stated after charging:

	31.3.20 £	31.3.19 £
Other operating leases	343,176	293,473
Depreciation - owned assets	27,119	30,478
Patents and licences amortisation	1,212	2,020
Development costs amortisation	24,138	22,176
Auditors' remuneration	<u> 16,500</u>	<u>24,095</u>

5. 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.

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2020

6. **OPERATING LEASES**

At 31 March 2020 the company has future operating lease commitments of £631,511 (2019: £798,840).

7. **INTANGIBLE FIXED ASSETS**

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	Other intangible assets £
COST	
At 1 April 2019	
and 31 March 2020	<u> 140,328</u>
AMORTISATION	
At 1 April 2019	85,918
Charge for year	25,350
At 31 March 2020	111,268
NET BOOK VALUE	
At 31 March 2020	<u> 29,060</u>
At 31 March 2019	<u>54,410</u>

8. TANGIBLE FIXED ASSETS

Group

	Plant and machinery
	etc
	£
COST	
At 1 April 2019	106,891
Additions	4,753
At 31 March 2020	_111,644
DEPRECIATION	
At 1 April 2019	66,014
Charge for year	<u>27,119</u>
At 31 March 2020	93,133
NET BOOK VALUE	
At 31 March 2020	<u> 18,511</u>
At 31 March 2019	<u>40,877</u>

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2020

8. TANGIBLE FIXED ASSETS - continued

Com	pany
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COST	Plant and machinery etc £
COST At 1 April 2019 and 31 March 2020 DEPRECIATION	_5,125
At 1 April 2019 and 31 March 2020 NET BOOK VALUE At 31 March 2020	

9. FIXED ASSET INVESTMENTS

Company

Shares in group undertakings

COST

At 1 April 2019
and 31 March 2020

NET BOOK VALUE

At 31 March 2020

At 31 March 2019

At 31 March 2019

10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	31.3.20	31.3.19	31.3.20	31.3.19
	£	£	£	£
Trade debtors	218,589	390,570	-	-
Amounts owed by group undertakings	-	-	453,458	-
Other debtors	<u> 137,579</u>	<u> 144,053</u>	2,577	<u>2,577</u>
	<u>356,168</u>	534,623	456,035	2,577

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	31.3.20	31.3.19	31.3.20	31.3.19
	£	£	£	£
Trade creditors	138,579	168,009	-	-
Amounts owed to group undertakings		1,131	-	3,922
Taxation and social security	76,214	63,472	-	-
Other creditors	786,050	<u>712,244</u>	4,994	4,995
	1,000,843	944,856	4,994	8,917

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Notes to the Consolidated Financial Statements - continued for the Year Ended 31 March 2020

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

		Group 31.3.20 31.3.19		Company 31.3.20 31.3.19	
		31.3.20 £	51.5.19 £	31.3.20 £	51.5.19
	Other creditors	800,000	<u>450,000</u>	<u>800,000</u>	<u>450,000</u>
13.	RESERVES				
	Group				
			Retained	Share	
			earnings £	premium £	Totals £
	At 1 April 2019		(2,943,086)	2,405,753	(537,333)
	Deficit for the year		(625,470)		(625,470)
	Cash share issue		(2.500.550)	250,000	250,000
	At 31 March 2020		<u>(3,568,556</u>)	<u>2,655,753</u>	<u>(912,803</u>)
	Company				
	• •		Retained	Share	
			earnings	premium	Totals
			£	£	£
	At 1 April 2019		(2,842,306)	2,405,753	(436,553)
	Profit for the year		- 1		-
	Cash share issue			250,000	250,000
	At 31 March 2020		<u>(2,842,306</u>)	<u>2,655,753</u>	<u>(186,553</u>)

14. POST BALANCE SHEET EVENTS

COVID-19 Pandemic

The COVID-19 pandemic has had an impact on the business model and as a result, the directors have reviewed the business model and structure of the business and finance arrangements to enable the business to continue to operate during these challenging economic times.

Post year end, the directors of Oomph Wellness Limited received confirmation from Sport England that it could use the Sport England grant money already received for the purposes of

- a) supporting the sector through the crisis and
- b) promoting people to stay active and healthy.

Post year end, Oomph Wellness Training Limited was awarded a £250,000 grant from Un Ltd, which has assisted with cash flow and development of a new service line called On Demand.

As a result of the COVID-19 pandemic Oomph Out and About Limited suspended its trips service for older adults in March 2020. The group directors voted to relinquish control of all leased mini buses over summer 2020 and reached a final settlement of all liabilities pertaining to the leasing of these vehicles on 18th March 2021.

The Directors confirm that there are no other significant subsequent events since 31 March 2020.

15. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is considered to be Mr B Allen by virtue of his holding the largest shareholding in the parent company.

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.