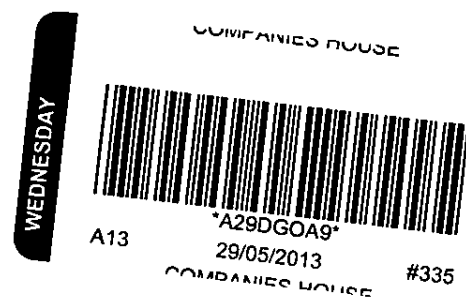


Toumaz Microsystems Limited

Financial Statements

For the period ended 31 December 2012



Financial statements for the period ended 31 December 2012

Index

Report of the directors	1 - 4
Report of the Independent auditor	5 - 6
Principal accounting policies	7 - 11
Profit and loss account	12
Balance sheet	13
Notes to the financial statements	14 - 22

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

1

Report of the directors

For the period ended 31 December 2012

The directors have pleasure in presenting their report and financial statements for the period ended 31 December 2012

Principal activities and business review

The company was incorporated on 26 October 2011 and these are the first of accounts for the company

The principal activities of the company during the period was the research, design and development and promotion on the Xenif multimedia chip, developed in collaboration with Imagination Technologies, and Telran an ultra low power radio chip

At the end of 2011 the Board of the parent company Toumaz Limited reorganised the Group into two distinct operating entities formalising the operating structure Toumaz Healthcare Limited focusing on health technology solutions and Toumaz Microsystems Limited covering the design and development of wireless semiconductor chips addressing low power as well as high performance connectivity solutions

On 1 November 2011 consequent on the Business Transfer Agreement between Toumaz Healthcare Limited and Toumaz Microsystems Limited all the trade and assets of the semiconductor division were sold by Toumaz Healthcare Limited to Toumaz Microsystems Limited for a combined valuation of £15,000,000. The company also issued shares in exchange for certain licences and patents from Imagination Technologies Plc at the valuation of £5,000,000.

On 26 March 2012, consequent to the simplification of the ownership structure of Toumaz Microsystems Limited between Toumaz Limited and the minority shareholder, Imagination Technologies Toumaz Healthcare Limited transferred its investment in Toumaz Microsystems to Toumaz Limited at cost.

Subsequently management carried out a review of the assets acquired and as a result has written off the carrying value of much of these assets. In the Board's view the intellectual property and licences relate to design processes and techniques that have been superseded by technological advances in chip design during the current year and therefore are no longer of on-going value to the business.

The Company will continue to trade and will continue with development work on new generation chips. However, the uncertainty over the value of these future developments means the carrying value of the intangibles cannot be supported.

Report of the directors (continued)
For the period ended 31 December 2012

Business risks

There are a number of potential risks and uncertainties which could adversely impact the achievement of the company's objectives

The introduction of "disruptive technology" into the market exposes us to risks

The introduction of new and untested "disruptive technology" into the market place exposes the company to the risk that costly developments will take longer or not achieve acceptable financial returns and put a strain on financial resources. Close relationships with customers, strategic partners and attendance at technology conferences help management keep informed of new technology innovations

The length of our product design cycle exposes us to risks

The lengthy design cycle makes it difficult to forecast product demand with the possibility that products will ultimately not be required by our customers or alternatives become available to them leading to a failure to achieve expected returns. Closer relationship with customers and good management of the IC design team will mitigate these risks

Delays in development and testing may occur

Designing and introducing new and revised products, at the cutting edge of the technology central to the company can result in operating failures when first introduced and tested. Delays in this can adversely impact our ability to supply the products our customers might want in a timely manner. Continued improvement of management of the IC design team and software development team will mitigate these risks

We may be unable to protect properly our intellectual property and may face challenges for infringement by third parties

Whilst we seek to protect our intellectual property and trade secrets by a well structured and controlled process of patent applications, maintenance and other tools, we face the risk that others may seek to copy and/or infringe certain aspects of our intellectual property. Defence of our claims may prove unsuccessful and expensive. In addition we might face challenges to our use of intellectual property that others might claim belongs to them. The consequences of this would be either a complete withdrawal and redesign of the offending product or serious and costly delays in proving our right to exploit the disputed intellectual property. We are not aware of any situation of IP infringement

We are currently dependent on a limited number of customers for a significant proportion of our revenue

A small number of customers represent a significant proportion of our revenue. Should our existing commercial relationships weaken or these customers themselves fail to sell our products our projected sales volumes will fail to materialise. We are now in a phase of our development when we will be able to diversify and grow our customer base

We are exposed to risks associated with our suppliers and partners failing and causing a disruption in supply

We are dependent on third parties to manufacture our components and in some cases assemble our products. Failure of any of our major suppliers would lead to delays in both designing and testing our new products and in supplying on time and at the agreed costs products to our existing customers

Report of the directors (continued)

For the period ended 31 December 2012

The company's credit risk is primarily attributable to its trade receivables. Credit risk is managed by running credit checks on customers and by monitoring payments against contractual agreements.

The company monitors cash flow as part of its day to day control procedures. The board of Toumaz Limited, the ultimate parent company, considers cash flow projections at its meetings and ensures that appropriate facilities are available to be drawn down upon as necessary.

Results and dividends

There was a loss for the period ended 31 December 2012 after taxation amounting to £17,637,513, the directors do not recommend the payment of a dividend.

Research and development

The company was committed to considerable research and development activities in the areas of its principal activity. All costs are written off to the profit and loss account as they are incurred. During the period costs of £3,388,479 were expensed.

Directors

The directors who served the company during the period were as follows:

C. Toumazou (Appointed 26 October 2011)
P. Stephansen (Resigned 28 September 2012)
J. Apps (CFO) (Appointed 6 December 2012)
A. Sethill (CEO) (Appointed 4 May 2012)

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 period. Under that law the directors have elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently
- make judgments and estimates that are reasonable and prudent
- state whether applicable UK 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

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

4

Report of the directors (continued)
For the period ended 31 December 2012

Directors' responsibilities (continued)

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

In so far as each of the directors is aware:

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditor

During the year the directors appointed Grant Thornton UK LLP as auditor to fill a casual vacancy in the office of auditor in accordance with section 485 of the Companies Act 2006. Grant Thornton UK LLP will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

ON BEHALF OF THE BOARD



J. Apps
Director

Report of the independent auditor to the members of Toumaz Microsystems Limited

5

We have audited the financial statements of Toumaz Microsystems Limited for the period ended 31 December 2012 which comprise the principal accounting policies, the profit and loss account, the balance sheet and the related notes. 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 Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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 and express an opinion on 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its loss for the period 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Report of the independent auditor to the members of
Toumaz Microsystems Limited (continued)**

6

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, or returns adequate for our audit have not been received from branches not visited by us, or
- the 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



Tracey James
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
OXFORD

24 APRIL 2013

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

7

Principal accounting policies

Basis of accounting

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

The principal accounting policies of the company are set out below

Going concern

The company is a subsidiary of Toumaz Limited. The Directors of Toumaz Limited have considered the forecasts of that company together with all of its subsidiaries (together "the Group") in order to form a view on the going concern position of the Group. An overview of that review is set out below.

At 31 December 2012 the Group has net assets of £51.9m and net current assets of £14.1m, including £15.3m of cash. However, in order to meet their strategic ambitions the Board remains committed to on-going investment into the development of its products. As such the Group anticipates being cashflow negative in the short term.

In order to assess the appropriateness of the going concern basis the Board have prepared detailed profit and cashflow forecasts through to 31 December 2014 which incorporate the Group and its subsidiary undertakings as at 31 December 2012.

The key assumptions in preparing the forecasts are as follows:

- Management have used their best efforts to predict revenues and gross margin from the core business for the forecast period based on existing customer relationships and expectations for developing new relationships in existing markets.
- Revenue streams for new business lines have been modelled on a conservative basis with growth rates reflecting the risk associated with new lines of business.
- The Group's cost base is designed to support existing revenue streams and the development of new chip programmes together with their expected deliverable dates. This has been forecast based on existing costs together with an estimate of forecast costs based on management's experience. Management is currently considering a number of cost saving initiatives which would further reduce the forecast expenditure on research and development without limiting the quality of its product development.

The Board are satisfied that whilst there are risk factors associated with any set of forecasts, due care has been exercised in preparing them. The Board notes that it continues to monitor its product development strategy and that if a decision was made to enhance the development expenditure or to accelerate the timing of planned development, additional funding may be required. The Board is confident that should further funding be required that the Group would be able to source this.

The Directors note that Toumaz Limited has agreed to continue to provide support to the Company for at least 12 months subsequent to the signing of these accounts and that therefore it is appropriate to prepare these accounts on a going concern basis.

Principal accounting policies

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is a subsidiary undertaking and consolidated financial statements of its parent company are publicly available

Related party transactions

The company is a wholly owned subsidiary of Toumaz Limited the consolidated accounts of which are publicly available Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members of the Group

Turnover

The company follows the principles of FRS 5 "Reporting the substance of transactions" Application Note G in determining appropriate revenue recognition policies In principle, therefore revenue is recognised to the extent that the company has obtained the right to consideration through its performance

Turnover is recorded net of any applicable sales taxes, volumes rebates and discounts provided and represents amounts invoiced to third parties Revenue is recognised as and when goods are shipped to customers

Research and development

All research and development expenditure is charged to the profit and loss account in the period incurred

Principal accounting policies

Taxation

Corporation tax recoverable in respect of research and development cash tax credits is recognised when the decision has been taken to claim such amounts in cash. Until such a decision is made, the potential tax benefit arising from research and development expenditure is included in tax losses carried forward. Corporation tax payable is provided on taxable profits at the current rate.

Intangible fixed assets

The costs of creating and protecting internally generated intellectual property, patents and know-how are written off to the profit and loss account in the period in which they are incurred.

The costs of acquiring rights to the use of third party intellectual property are capitalised and subject to impairment reviews, amortised over the estimated economic life of the intellectual property concerned.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Intellectual property rights - 5 years
Licences - 8 years

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold improvements	- 33 30%
Office equipment	- 33 30%
Fixtures and fittings	- 25%
Computer equipment	- 33 30%

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Principal accounting policies

Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company. Entrants into this scheme are entitled to have a percentage, based on their basic salary, paid into the scheme for their benefit by the company. These contributions are charged to the profit and loss account in respect of the accounting period in which they become payable.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Share options

The company made equity-settled share-based payments to its employees and directors until its acquisition by Toumaz Limited, on which date all existing options were replaced by options issued by Toumaz Limited. The holding company continues to make equity-settled share-based payments to the company's employees and directors.

Equity-settled share-based payments are measured at fair value at the date of grant and expensed on a straight-line basis over the vesting period of the award. At each balance sheet date, the company revises its estimate of the number of options that are expected to become exercisable.

The value of any shares or options granted is charged to the profit and loss account over the period the shares vest, with a corresponding credit to reserves. The principal assumptions used to calculate the value of options issued are disclosed in note 19.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exception:

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Principal accounting policies

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

12

Profit and loss account

		14 month period to 31 Dec 2012
	Note	£
Turnover	1	2,422,717
Cost of sales		(680,659)
Gross profit		1,742,058
Other operating charges	2	(5 469 653)
Impairment	4	(14,597,592)
Operating loss	3	(18 325 187)
Interest receivable		-
Interest payable	7	(15 330)
Loss on ordinary activities before taxation		(18,340,517)
Tax credit on loss on ordinary activities	8	703,004
Loss for the financial period	20	(17,637,513)

The company has no recognised gains or losses other than the results for the period as set out above

The accompanying accounting policies and notes form part of these financial statements

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

13

Balance sheet

	Note	2012 £
Fixed assets		
Intangible assets	9	1,652,429
Tangible assets	10	16,399
		<u>1,668,828</u>
Other Non-current assets		221,463
Current assets		
Debtors	11	2,318,623
Cash at bank and in hand		671,290
		<u>2,989,913</u>
Creditors amounts falling due within one period	12	(1,065,613)
Net current assets		<u>1,924,300</u>
Creditors amounts falling after one period	13	(1,452,104)
Net assets		<u>2,362,487</u>
Capital and reserves		
Called up share capital	18	200,000
Share premium account	20	19 800,000
Profit and loss account	20	(17,637 513)
Shareholders' funds	20	<u>2,362,487</u>

These financial statements were approved by the directors on 24 April 2013 and are signed on their behalf by

J Apps
Director

Company number 07824805

The accompanying accounting policies and notes form part of these financial statements

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

14

Notes to the financial statements

1 Turnover

The turnover and loss before tax are attributable to the one principal activity of the company
A geographical analysis of turnover is given below

	14 month period to 31 Dec 12 £
United Kingdom	-
Overseas	2,422,717
	<u>2,422,717</u>

2 Other operating charges

	14 Month period to 31 Dec 12 £
Administrative expenses	<u>5,469,653</u>

3 Operating loss

Operating loss is stated after charging

	14 month period to 31 Dec 12 £
Amortisation	1,856,536
Research and development expenditure written off	3,388,479
Depreciation of owned fixed assets	7,629
Net (gain)/ loss on foreign currency translation	27,330
Auditor's remuneration - audit of the financial statements	13,250
Auditor's remuneration - tax compliance	4,250
	<u></u>

Notes to the financial statements continued

4 Exceptional items

	14 month period to 31-Dec-12 £
Impairment of licences and other intellectual property	13,697,592
Impairment of prepayments	900,000
	<u>14,597,592</u>

Management carried out a review of the assets acquired and as a result, has written off the carrying value of much of these assets. In the Board's view the intellectual property and licences relate to design processes and techniques that have been superseded by technological advances in chip design during the current year and therefore are no longer of on-going value to the business.

The Company will continue to trade and will continue with development work on new generation chips. However, the uncertainty over the value of these future developments means the carrying value of the intangibles cannot be supported.

5 Directors and employees

	14 month period to No
Research and development	23
Operations	2
	<u>25</u>

The aggregate payroll costs of the above were

	14 month period to 31-Dec-12 £
Wages and salaries	2,046,132
Social security costs	191,954
Other pension costs	110,254
	<u>2,348,340</u>

6 Directors

Remuneration in respect of directors was as follows

	14 month period to 31-Dec-12 £
Emoluments receivable	177,179
	<u>177,179</u>

Number of directors who accrued benefits under defined contribution pension schemes nil

The highest paid director received emoluments of £133,333

Notes to the financial statements continued

	14 month period to Dec 12
7 Interest payable and similar charges	£
Interest payable on amounts owed to group undertakings	15,330
	<u>15,330</u>

	14 month period to Dec 12
8 Taxation on ordinary activities	£
Current tax	
Research and development tax credit	(703,004)
Total current tax	<u>(703,004)</u>

No corporation tax liability arises on the results for the period due to the loss incurred

The tax credit is lower than that based upon the standard rate of corporation tax. The differences are explained below

	14 Month period to Dec 12 £
loss on ordinary activities before taxation	(18,340,517)
Loss multiplied by the standard rate of tax 24.5%	
	(4,493,427)
Expenses not deductible for tax	3,054,483
Depreciation in excess of capital allowances	1,870
Research and development tax credit adjustment	703,004
Losses not utilised	31,066
	<u>(703,004)</u>

The company has tax losses of £12.4 million available to offset future taxable profits subject to agreement with HM Revenue and Customs. A deferred tax asset has not been recognised in respect of these losses due to uncertainty over their recovery.

Notes to the financial statements continued

9 Intangible fixed assets

	Other patent and intellectual property £	Licence and development fees £	Total £
Cost			
Transferred from Toumaz Healthcare Ltd and Imagination Technologies	11,710,611	5,495,946	17,206,557
At 31 December 2012	<u>11,710,611</u>	<u>5,495,946</u>	<u>17,206,557</u>
Amortisation			
Charge for the period	-	1,856,536	1,856,536
Impairment	11,710,611	1,986,981	13,697,592
At 31 December 2012	<u>11,710,611</u>	<u>3,843,517</u>	<u>15,554,128</u>
Net book value			
At 31 December 2012	<u>-</u>	<u>1,652,429</u>	<u>1,652,429</u>

Management carried out a review of the assets acquired and as a result, has written off the carrying value of much of these assets. In the Board's view the intellectual property and licences relate to design processes and techniques that have been superseded by technological advances in chip design during the current year and therefore are no longer of on-going value to the business.

The Company will continue to trade and will continue with development work on new generation chips. However, the uncertainty over the value of these future developments means the carrying value of the intangibles cannot be supported.

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

18

Notes to the financial statements continued
10 Tangible fixed assets

	Office equipment	Plant & Machinery	Computer equipment	Total
Cost				
Transferred from Toumaz Healthcare Limited	15,682	5,096	3,250	24,028
At 31 December 2012	<u>15,682</u>	<u>5,096</u>	<u>3,250</u>	<u>24,028</u>
Depreciation				
Charge for the period	5,837	709	1,083	7,629
At 31 December 2012	<u>5,837</u>	<u>709</u>	<u>1,083</u>	<u>7,629</u>
Net book value				
At 31 December 2012	<u>9,845</u>	<u>4,387</u>	<u>2,167</u>	<u>16,399</u>

11 Debtors

	2012 £
Amounts due from group companies	1,089,868
Corporation tax repayable	703,004
Other debtors	77,435
Prepayments and accrued income	448,316
	<u>2,318,623</u>

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

19

Notes to the financial statements continued

12 Creditors

2012
£

Amounts owed to Group companies
 Trade creditors
 Accruals and deferred income

538,570
 241,499
 285,544

1,065,613

13 Creditors amounts falling due after more than one period

2012
£

Amounts owed to group companies

1,452,104

1,452,104

Amounts owed to group undertakings represent a loan facility provided by Toumaz Limited. The loan was formally repayable on demand but confirmation has been received from Toumaz Limited that any amounts outstanding will not be demanded for repayment until such time that the company has sufficient working capital. Interest is payable in arrears on such repayment. Interest is charged on a daily basis at a rate of interest of 2% per annum above base rate.

14 Borrowings

2012

Amounts owed to group companies

1,452,104

No agreement has been reached on repayment schedules. The ability of Toumaz Microsystems limited to repay loans outstanding to the parent company is dependant on future profitability and other financial transactions from which funds would be provided for repayment.

Toumaz Microsystems Limited
Financial statements for the period ended 31 December 2012

20

15 Contingent liabilities

There were no contingent liabilities at 31 December 2012

16 Operating lease commitments

There were no operating leases during the period

17 Related party transactions

The company is a wholly owned subsidiary of Toumaz Limited the consolidated accounts of which are publicly available. Accordingly the company has taken advantage of the exemption in FRS 8 from disclosing transactions with members of the Group

18 Share capital

		2012
20,000,000 Ordinary shares of £0.01p each		<u>20,000,000</u>
	No	£
Ordinary shares of £0.01p each	<u>20,000,000</u>	<u>200,000</u>

Financial statements for the period ended 31 December 2012

19 Share options

The table below summarises the exercise terms of the various options over ordinary shares in Toumaz Limited which had been granted to employees of the company and which were still outstanding at 31 December 2012

Date of Issue	Number of shares	Exercise price (pence)	Share price volatility %	Risk free rate of return %	Fair value (pence)	Exercise details	
03-Nov-05	1,440,160	3.60	50	4.0	13.12	13-Jan-03	12-Jan-13
03-Nov-05	2,000,200	5.20	50	4.8	12.58	03-Mar-05	02-Mar-17
13-Mar-07	825,000	9.75	53	5.3	3.99	03-Mar-09	13-Mar-17
20-May-09	829,183	3.70				15-Jan-08	14-Jan-17
11-Mar-10	3,001,837	7.00				13-Mar-13	12-Mar-20
	8,096,380						

20 Reserves

	Share premium account	Profit and loss account
Loss for the financial period	-	(17,637,513)
Issue of new shares	19,800,000	-
	19,800,000	(17,637,513)
		2012
		£
Loss for the financial period		(17,637,513)
Net reduction to shareholders' deficit		(17,637,513)
Issue of new shares		20,000,000
Closing shareholders' funds		2,362,487

22 Capital commitments

There were no capital commitments at 31 December 2012

23 Controlling party

The ultimate parent company of Toumaz Microsystem Limited is considered to be Toumaz Limited, incorporated in the Cayman Islands by virtue of its 100% shareholding in the company

24 Registered Office

The Company's Registered Office is

Building 3
115 Olympic Avenue
OXON OX14 4SA

25 Acquisition

On 1 November 2011 the company acquired, by a Business Transfer Agreement, the trade and assets of the semiconductor division of Toumaz Healthcare Limited, a fellow subsidiary of Toumaz Limited

The assets acquired primarily related to licences and other intellectual property, together with a limited amount of stock and working capital, with an estimated value of £15m. Details of the subsequent review of the assets acquired are given in note 4