

Unaudited Financial Statements for the Year Ended 31 December 2021

for

SmartUp.io Limited

Davis Grant Limited
Chartered Certified Accountants
Treviot House
186-192 High Road
Ilford
Essex
IG1 1LR

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for the Year Ended 31 December 2021**

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Balance Sheet
31 December 2021

	Notes	2021 £	£	2020 £	£
FIXED ASSETS					
Intangible assets	4		735		1,005
Investments	5		<u>1</u>		<u>1</u>
			736		1,006
CURRENT ASSETS					
Debtors	6	41,682		40,908	
Cash at bank		<u>97,221</u>		<u>135</u>	
		138,903		41,043	
CREDITORS					
Amounts falling due within one year	7	<u>954,642</u>		<u>1,567,261</u>	
NET CURRENT LIABILITIES			<u>(815,739)</u>		<u>(1,526,218)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>(815,003)</u>		<u>(1,525,212)</u>
CAPITAL AND RESERVES					
Called up share capital			48		15
Share premium			4,773,013		3,987,727
Retained earnings			<u>(5,588,064)</u>		<u>(5,512,954)</u>
SHAREHOLDERS' FUNDS			<u>(815,003)</u>		<u>(1,525,212)</u>

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 December 2021.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2021 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

Balance Sheet - continued
31 December 2021

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

In accordance with Section 444 of the Companies Act 2006, the Profit and Loss Account has not been delivered.

The financial statements were approved by the Board of Directors and authorised for issue on 23 August 2022 and were signed on its behalf by:

E Goh - Director

**Notes to the Financial Statements
for the Year Ended 31 December 2021**

1. STATUTORY INFORMATION

SmartUp.io Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address are as below:

Registered number:	08855163
Registered office:	Treviot House 186-192 High Road Ilford Essex IG1 1LR

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

Turnover

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

In respect of contracts for on-going services, turnover represents the value of work done in the period.

Intangible assets

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

Trademarks are being amortised evenly over their estimated useful life of 10 years.

Foreign currencies

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 transaction. Exchange differences are taken into account in arriving at the operating result.

Fixed asset investment

Fixed asset investments are stated at cost less provision for permanent diminution in value.

Going concern

The balance sheet at the end of the year recorded net current liabilities. However, the director believes that sufficient financial resources are available to the company to enable it to continue trading into the foreseeable future. Therefore, the financial statements have been prepared on a going concern basis.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2021

2. ACCOUNTING POLICIES - continued

Share based payments

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured using an option valuation model, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Convertible loan notes

The component parts of compound instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. On initial recognition, the financial liability component is recorded at its fair value. At the date of issue, in the case of a convertible bond denominated in the functional currency of the issuer that may be converted into a fixed number of equity shares, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in the equity reserve within equity and is not subsequently remeasured.

Transaction costs are apportioned between the liability and equity components of the convertible instrument based on their relative fair values at the date of issue. The portion relating to the equity component is charged directly against equity.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 2 (2020 - 3) .

4. INTANGIBLE FIXED ASSETS

	Other intangible assets £
COST	
At 1 January 2021	
and 31 December 2021	<u>2,707</u>
AMORTISATION	
At 1 January 2021	1,702
Charge for year	<u>270</u>
At 31 December 2021	<u>1,972</u>
NET BOOK VALUE	
At 31 December 2021	<u>735</u>
At 31 December 2020	<u>1,005</u>

Notes to the Financial Statements - continued
for the Year Ended 31 December 2021

5. **FIXED ASSET INVESTMENTS**

	Other investments £
COST	
At 1 January 2021	
and 31 December 2021	<u>1</u>
NET BOOK VALUE	
At 31 December 2021	<u>1</u>
At 31 December 2020	<u>1</u>

6. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	£	£
Other debtors	<u>41,682</u>	<u>40,908</u>

7. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2021	2020
	£	£
Bank loans and overdrafts	280,000	289,067
Trade creditors	-	32,170
Amounts owed to related parties	665,546	657,953
Taxation and social security	713	3,295
Other creditors	8,383	584,776
	<u>954,642</u>	<u>1,567,261</u>

8. **SECURED DEBTS**

The following secured debts are included within creditors:

	2021	2020
	£	£
Bank loans	<u>280,000</u>	<u>289,067</u>

The loan is secured by 77,945 share warrants and over all properties, rights, assets and revenues of SmartUp.io Limited.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2021

9. **DIRECTORS' ADVANCES, CREDITS AND GUARANTEES**

The following advances and credits to the directors subsisted during the period ended 31 December 2021 and period ended 31 December 2020:

	2021	2020
	£	£
Director 1		
Amounts Advanced	0	684
Amounts Repaid	(26,701)	(1,087)

The loans to the directors are repayable on demand. Interest is charged on loans at the official interest set by HMRC.

10. **SHARE-BASED PAYMENT TRANSACTIONS**

SmartUp.io Limited, issued options to certain employees which provides additional remuneration for those employees who are key to the operations of the company. The options are granted with a fixed exercise price determined at the grant of the option. The options are exercisable up until the 10th anniversary from the date of grant. Employees are not entitled to dividends until the shares are exercised.

Reconciliations of the number of shares per option scheme are presented below.

Share option type	Date of Grant	Number of shares
Unapproved Share Options	12/10/2015 - 21/01/2019	140,360
Unapproved Share Options	15/11/2021	400,000
Total		540,360

Number of shares	EMI Scheme	Unapproved Scheme
At 1 January 2021	3,750	153,672
Granted	-	400,000
Exercised in the year	(3,500)	(13,312)
Lapsed in the year	(250)	-
Outstanding as at 31 December 2021	-	540,360

The company is unable to directly measure the fair value of the options granted. instead the share options fair value is determined by the directors.

The company only recognises expenses relating to these options based on the employees, employed directly by the company for the elapsed vesting period.

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.