

Registered number: 09523903

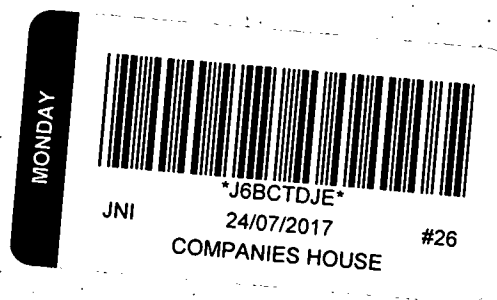


CURVE 1 LIMITED

UNAUDITED

ANNUAL REPORT

FOR THE 7 MONTHS ENDED 31 OCTOBER 2016



CURVE 1 LIMITED

COMPANY INFORMATION

Directors

S Bialick
R E Courtneidge
A D R Kamellard
S J Klestil
N L Smalle

Registered number

09523903

Registered office

10-18 Union Street
London
SE1 1SZ

CURVE 1 LIMITED

CONTENTS

	Page
Balance Sheet	1
Notes to the Financial Statements	2 - 9

CURVE 1 LIMITED
REGISTERED NUMBER: 09523903

BALANCE SHEET
AS AT 31 OCTOBER 2016

	Note	31 October 2016 £	31 March 2016 £
Fixed assets			
Intangible assets	3	743	743
Tangible assets	4	20,477	19,106
Investments	5	1	1
		<u>21,221</u>	<u>19,850</u>
Current assets			
Debtors: amounts falling due within one year	6	450,322	11,107
Bank and cash balances		865,443	1,463,334
		<u>1,315,765</u>	<u>1,474,441</u>
Creditors: amounts falling due within one year	7	(3,683,670)	(2,670,042)
Net current liabilities		<u>(2,367,905)</u>	<u>(1,195,601)</u>
Total assets less current liabilities		<u>(2,346,684)</u>	<u>(1,175,751)</u>
Capital and reserves			
Called up share capital	8	1,407	1,407
Profit and loss account		(2,348,091)	(1,177,158)
		<u>(2,346,684)</u>	<u>(1,175,751)</u>

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the 7 months in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

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

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

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 February 2017.


S Bialick
 Director

CURVE 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 7 MONTHS ENDED 31 OCTOBER 2016

1. General information

Curve 1 Limited is incorporated in England, registered number 09523903. The Company's registered office is 10-18 Union Street, London, SE1 1SZ.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The following principal accounting policies have been applied:

2.2 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed five years.

2.4 Tangible fixed assets

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

CURVE 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 7 MONTHS ENDED 31 OCTOBER 2016

2. Accounting policies (continued)

2.4 Tangible fixed assets (continued)

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

The estimated useful lives range as follows:

Fixtures and fittings	- 3 years
Computer equipment	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

2.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.7 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE 7 MONTHS ENDED 31 OCTOBER 2016**

2. Accounting policies (continued)

2.8 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors; loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.9 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

CURVE 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 7 MONTHS ENDED 31 OCTOBER 2016

2. Accounting policies (continued)

2.10 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

2.11 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.12 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

The Company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard 02 April 2015 to continue to be charged over the period to the first market rent review rather than the term of the lease.

2.13 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the 7 months in which they are incurred.

CURVE 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 7 MONTHS ENDED 31 OCTOBER 2016

2. Accounting policies (continued)

2.14 Taxation

Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

3. Intangible assets

	Trademarks £
Cost	
At 1 April 2016	743
At 31 October 2016	743
Net book value	
At 31 October 2016	743
At 31 March 2016	743

CURVE 1 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE 7 MONTHS ENDED 31 OCTOBER 2016**

4. Tangible fixed assets

	Fixtures and fittings £	Computer equipment £	Total £
Cost			
At 1 April 2016	587	25,283	25,870
Additions	-	6,902	6,902
At 31 October 2016	587	32,185	32,772
Depreciation			
At 1 April 2016	33	6,731	6,764
Charge for the period on owned assets	114	5,417	5,531
At 31 October 2016	147	12,148	12,295
Net book value			
At 31 October 2016	440	20,037	20,477
At 31 March 2016	554	18,552	19,106

5. Fixed asset investments

	Investments in subsidiary companies £
Cost	
At 1 April 2016	1
At 31 October 2016	1
Net book value	
At 31 October 2016	1
At 31 March 2016	1

CURVE 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 7 MONTHS ENDED 31 OCTOBER 2016

6. Debtors

	31 October 2016 £	31 March 2016 £
Trade debtors	340,315	4,000
Other debtors	-	5,125
Called up share capital not paid	1,407	1,407
Prepayments and accrued income	108,600	575
	450,322	11,107

7. Creditors: Amounts falling due within one year

	31 October 2016 £	31 March 2016 £
Other loans	3,224,726	2,469,726
Trade creditors	222,179	61,757
Amounts owed to group undertakings	1	1
Other creditors	9,641	8,333
Accruals and deferred income	227,123	130,225
	3,683,670	2,670,042

8. Share capital

	31 October 2016 £	31 March 2016 £
Shares classified as equity		
Allotted, called up and fully paid		
14,069,983 (2016 - 14,069,983) Ordinary shares of £0.0001 each	1,407	1,407

CURVE 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 7 MONTHS ENDED 31 OCTOBER 2016

8. Share capital (continued)

The Company was incorporated on 2 April 2015 and 10,000,000 £0.0001 ordinary shares were issued at par.

A further 3,333,334 £0.0001 ordinary shares were issued at par on 20 May 2015.

On 20 August 2015 515,654 £0.0001 ordinary shares were issued at par.

On 1 February 2016 220,995 £0.0001 ordinary shares were issued at par.

All consideration for shares issued remains unpaid.

In the year to 31 March 2016 the company also issued 1,399,633 warrants to receive £0.001 Ordinary shares of which 515,654 have been exercised. At 31 October 2016 368,325 (31 March 2016: 368,325) of the outstanding warrants were exercisable with the remaining 515,654 only exercisable if certain future events occur.

The warrants were issued as consideration for services provided to the company and based on a market valuation of the company the fair value of the warrants has been determined to be £0.0764 per share. As such, a charge of £Nil (31 March 2016: £90,169) has been recognised in these financial statements for the warrants exercisable to 31 March 2016.