

**TRUELAYER LIMITED**  
**FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2018**  
**PAGES FOR FILING WITH REGISTRAR**



# TRUELAYER LIMITED

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# TRUELAYER LIMITED

## BALANCE SHEET


AS AT 31 DECEMBER 2018

			2018	Unaudited 31 March 2018
	Notes	£	£	£
<b>Fixed assets</b>				
Tangible assets	4		448,732	18,331
<b>Current assets</b>				
Debtors	5	497,732		24,817
Cash at bank and in hand		4,626,751		1,590,692
		<u>5,124,483</u>		<u>1,615,509</u>
<b>Creditors: amounts falling due within one year</b>	6	(193,301)		(77,741)
<b>Net current assets</b>			4,931,182	1,537,768
<b>Total assets less current liabilities</b>			<u>5,379,914</u>	<u>1,556,099</u>
<b>Capital and reserves</b>				
Called up share capital	8		1	1
Share premium account	9	9,071,990		3,367,118
Profit and loss reserves		(3,692,077)		(1,811,020)
<b>Total equity</b>			<u>5,379,914</u>	<u>1,556,099</u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered 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 30 September 2019 and are signed on its behalf by:

  
F Simoneschi  
Director

Company Registration No. 10278251

# TRUELAYER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

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### 1 Accounting policies

#### Company information

TrueLayer Limited is a private company limited by shares incorporated in England and Wales. The registered office is 3rd Floor, 1 Hardwick Street, London, EC1R 4RB.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The accountancy year end has been changed to 31 December, previously 31 March to align with a calendar year end.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

#### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

#### 1.4 Research and development expenditure

Research and development expenditure is written off against losses in the period in which it is incurred.

#### 1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold property	Over the life of the relevant lease
Fixtures and fittings	20% Straight Line
Computer equipment	20% Straight Line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### 1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

# TRUELAYER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2018

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### 1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

##### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### **Classification of financial liabilities**

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 company after deducting all of its liabilities.

# TRUELAYER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2018

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### 1 Accounting policies

(Continued)

#### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### **1.9 Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### **1.10 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

##### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

# TRUELAYER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2018

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### 1 Accounting policies

(Continued)

#### 1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### 1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

#### 1.13 Share-based payments

The company operates equity-settled share-based scheme for some of its employees. The company awards share options to employees to acquire shares of the company.

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using either the fair value of the services received or the Black-Scholes model if that fair value cannot be estimated reliably. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

#### 1.14 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# TRUELAYER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2018

### 3 Employees

The average monthly number of persons (including directors) employed by the company during the period was 20 (2018 - 8).

### 4 Tangible fixed assets

	Leasehold property	Plant and machinery etc	Total
	£	£	£
<b>Cost</b>			
At 1 April 2018	-	21,545	21,545
Additions	285,776	173,475	459,251
At 31 December 2018	285,776	195,020	480,796
<b>Depreciation and impairment</b>			
At 1 April 2018	-	3,214	3,214
Depreciation charged in the period	15,139	13,711	28,850
At 31 December 2018	15,139	16,925	32,064
<b>Carrying amount</b>			
At 31 December 2018	270,637	178,095	448,732
At 31 March 2018	-	18,331	18,331

### 5 Debtors

	31 December 2018	31 March 2018
	£	£
<b>Amounts falling due within one year:</b>		
Trade debtors	95,377	-
Other debtors	313,601	24,817
Prepayments and accrued income	88,754	-
	497,732	24,817

### 6 Creditors: amounts falling due within one year

	31 December 2018	31 March 2018
	£	£
Trade creditors	38,031	47,132
Taxation and social security	81,903	28,335
Other creditors	73,367	2,274
	193,301	77,741



# TRUELAYER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2018

### 7 Share-based payment transactions

#### Share options

At the year end there were 122,318 share options in issue which had been granted to employees. The options are over the ordinary shares of £0.001 each. 127,462 share options were issued during the year, while 5,144 were cancelled. The weighted average strike price is \$0.13 and the option may not in any event be exercised later than the tenth anniversary of the vesting start date.

#### Liabilities and expenses

During the period, the company recognised total share-based payment expenses of £730,117 (2018 £-) which related to equity settled share based payment transactions.

### 8 Called up share capital

	31 December 2018 £	31 March 2018 £
<b>Ordinary share capital</b>		
<b>Issued and fully paid</b>		
1,000,000 Ordinary Shares of \$0.000001 each	0.75	0.75
6,956 A Ordinary Shares of \$0.000001 each	0.01	0.01
	<u>          </u>	<u>          </u>
<b>Preference share capital</b>		
<b>Issued and fully paid</b>		
296,135 Seed Preference Shares of \$0.000001 each	0.22	0.22
364,269 A Preference Shares of \$0.000001 each	0.28	0.28
531,765 B Preference Shares of \$0.000001 each	0.40	-
	<u>          </u>	<u>          </u>

**Ordinary Shares:** Each holder of Ordinary Shares has the right to receive notice of and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed written resolutions of the company. Ordinary Shares shall rank pari passu with other shares in issue in the company as respects dividends and distributions of capital (including on a winding up).

**Seed Preference Shares:** Each holder of series Seed Preference Shares has the right to receive notice and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed resolutions of the company.

**A Preference Shares:** Each holder of A Preference Shares has the right to receive notice and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed resolutions of the company. Each holder of A Preference Shares may at any time convert all or part of their A Preference Shares to an equal number of Ordinary Shares.

**B Preference Shares:** Each holder of B Preference Shares has the right to receive notice and to attend, speak and vote at all general meetings of the company and to receive and vote on proposed resolutions of the company. Each holder of B Preference Shares may at any time convert all or part of their B Preference Shares to an equal number of Ordinary Shares.

# TRUELAYER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2018

### 9 Share premium account

	31 December 2018 £	31 March 2018 £
At beginning of period	3,367,118	973,171
Share issue	5,704,872	2,393,947
At end of period	<u>9,071,990</u>	<u>3,367,118</u>

### 10 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Ross Lane.

The auditor was Mercer & Hole.

### 11 Operating lease commitments

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

31 December 2018 £	31 March 2018 £
<u>2,387,975</u>	<u>-</u>