Company Registration No. 05760846 (England and Wales)

## KIND CONSUMER LIMITED

# FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

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# DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2019

The directors are responsible for preparing the Directors' Report 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 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 judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

# BALANCE SHEET AS AT 31 MARCH 2019

		2	2019		2018	
	Notes	£	£	£	£	
Fixed assets						
Intangible assets	4		107,774		-	
Tangible assets	5		4,484,062		2,625,725	
			4,591,836		2,625,725	
Current assets						
Stocks	6	353,184		-		
Debtors	7	2,456,664		1,216,628		
Cash at bank and in hand		125,987		64,005		
		2,935,835		1,280,633		
Creditors: amounts falling due within						
one year	8	(25,221,128)		(11,342,131)		
Net current liabilities			(22,285,293)		(10,061,498)	
Total assets less current liabilities			(17,693,457)		(7,435,773)	
Creditors: amounts falling due after more than one year	9		(5,425,000)		(4,325,000)	
Net liabilities			(23,118,457)		(11,760,773)	
Capital and reserves						
Called up share capital	12		383		383	
Share premium account	13		3,509,417		3,509,417	
Profit and loss reserves	13		(26,628,257)		(15,270,573)	
Total equity			(23,118,457)		(11,760,773)	
-						

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 .20.12.19... and are signed on its behalf by:

A N Sutherland Director

# STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

	Share capital	Share premium account		Total
	£	£	£	£
Balance at 1 April 2017	383	3,509,417	(10,735,184)	(7,225,384)
Year ended 31 March 2018:				
Loss and total comprehensive income for the year	•	-	(4,535,389)	(4,535,389)
Balance at 31 March 2018	383	3,509,417	(15,270,573)	(11,760,773)
Year ended 31 March 2019:				
Loss and total comprehensive income for the year	<b>-</b>	-	(11,357,684)	(11,357,684)
Balance at 31 March 2019	383	3,509,417	(26,628,257)	(23,118,457)

# STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2019

		20	19	20	18
	Notes	£	£	£	£
Cash flows from operating activities					
Cash generated from operations Income taxes refunded	17		1,889,367 545,798		2,496,805
Net cash inflow from operating activiti	es		2,435,165		2,496,805
Investing activities					
Purchase of intangible assets		(107,774)		-	
Purchase of tangible fixed assets Interest received		(2,265,855) 446		(2,683,926) 5	
Net cash used in investing activities			(2,373,183)		(2,683,921)
					<del></del>
Net increase/(decrease) in cash and ca equivalents	ash		61,982		(187,116)
Cash and cash equivalents at beginning	of year		64,005		251,121
Cash and cash equivalents at end of y	ear		125,987		64,005
					<del></del>

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies

#### Company information

Kind Consumer Limited is a private company limited by shares domiciled and incorporated in England and Wales. The registered office and principal place of business is 79 Clerkenwell Road, London, EC1R 5AR.

The company's principal activities are disclosed in the Directors' Report. The nature of the business continued to be that of research and development focussing on effective and affordable technologies in the consumer healthcare market. The Company is building a product portfolio based on its small breath operated valve technology.

#### 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, including the provisions of the Small Companies and Groups (Accounts and Directors' Reports) Regulations 2008.

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

Kind Consumer Limited is a wholly owned subsidiary of Kind Consumer Holdings Limited and the results of Kind Consumer Limited are included in the consolidated financial statements of Kind Consumer Holdings Limited which are available from its registered office, 79 Clerkenwell Road, London, EC1R 5AR.

#### Goina concern

The company has net liabilities of £23m as at 31 March 2019, however, the company is a wholly owned subsidiary of Kind Consumer Holdings Limited and benefits from the financial support of the holding company. The Directors have prepared cashflow forecasts for the group for twelve months from the date of signing these accounts. These forecasts assume that funds of £30m will be raised by the holding company from future fund-raising rounds to provide future group support, and also that sales of the company's Voke product will increase significantly over the year ahead given its recent launch. While there is no certainty that this funding will be raised, or that the sale forecasts will be met, there is no indication that the funding or sales projections won't be achieved. On the basis of support from the holding company, at the time of approving the financial statements, the directors have a reasonable expectation that the group and this company have adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Turnover

Turnover is recognised at the fair value of the consideration received or receivable for research and development services provided to customers, excluding loan finance received to develop intellectual property owned by the company and income in relation to the use of technology developed by the company by third parties, and is exclusive of VAT.

#### Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised so as to write off the cost of assets less their residual values over their useful lives. Website costs are not amortised until the website is complete.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies (Continued)

#### Tangible fixed assets

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

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

Leasehold improvements 20% per annum Plant and machinery 63% per annum Furniture and office equipment 331/3% per annum

Tooling and testing 20% per annum

Residual value is calculated on prices prevailing at the reporting date, after estimated costs of disposal, for the asset as if it were at the age and in the condition expected at the end of its useful life.

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.

#### Impairment of fixed assets

At each reporting 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).

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 is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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 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 prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks.

#### Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies (Continued)

#### 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 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.

Financial assets are classified into specific categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

#### Basic financial assets

Basic financial assets, which include trade and other receivables, 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 financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

#### Loans and receivables

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for the short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method for calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

#### Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

### Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies (Continued)

#### 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.

#### Basic financial liabilities

Basic financial liabilities, including trade and other payables, 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.

#### Trade creditors

Trade creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Where the arrangement with a trade creditor constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

#### **Borrowings**

Borrowings are initially measured at the transaction price, including transaction costs, and subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in the basis of the effective interest method and is included in interest payable and other similar charges.

### Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

#### **Equity instruments**

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

#### Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 1 Accounting policies (Continued)

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax is not discounted.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

#### **Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense.

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

#### Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

#### Leases

All leases are operating leases and the annual rentals are charged to the profit and loss account on a straight line basis over the lease term.

#### Research and development

Expenditure on research and development is written off in the year in which it is incurred.

#### Share based payments

Where share options and other equity instruments are awarded to employees, the fair value of the instrument at the date of grant is charged to the income statement over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of instruments that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition. Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the income statement over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the income statement is charged with the fair value of goods and services received.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 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.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. In the directors' opinion, there are no estimates or judgements which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities.

#### Share based payments

The share options have to be valued by the group. This is determined by the group at the date of grant of the options by consideration of the exercise price against the fair value at the date of grant. The calculation of fair value requires the use of multiple estimates and assumptions.

#### Impairment of fixed assets

At the balance sheet date the directors review the above for potential impairment. The directors are of the opinion that these balances are not impaired on the basis of future expected profits from the sale of the group's product which has recently been developed and launched.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

3	Emp	loyees
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	The average monthly number of pers (2018: 9)	ons (including dire	ectors) emplo	oyed by the co	mpany during	the was 10
4	Intangible fixed assets					Website
						£
	Cost					407.774
	Additions					107,774
	At 31 March 2019					107,774
	Carrying amount					
	At 31 March 2019					107,774
	At 31 March 2018					-
5	Tangible fixed assets					
		Leasehold improvements	Plant and machinery	Furniture and office equipment	Tooling and testing	Total
		£	£	£	£	£
	Cost	24.474	2 682 026	22 500		2 747 000
	At 1 April 2018 Additions	31,474	2,683,926 1,054,646	32,500 13,999	- 1,197,210	2,747,900 2,265,855
	Additions	<u> </u>	1,034,646	13,333	1,197,210	
	At 31 March 2019	31,474	3,738,572	46,499	1,197,210	5,013,755
	Depreciation and impairment					
	At 1 April 2018	31,474	58,201	32,500	-	122,175
	Depreciation charged in the year		218,055	1,119	188,344	407,518
	At 31 March 2019	31,474	276,256	33,619	188,344	529,693
	Carrying amount					
	At 31 March 2019		3,462,316	12,880	1,008,866	4,484,062
	At 31 March 2018	-	2,625,725		-	2,625,725
						<del></del>
6	Stocks					
					2019 £	2018 £
	Raw materials and consumables				353,184	-

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

7	Debtors		2019	2018
	Amounts falling due within one year:		£	£.
	Trade debtors		728	-
	Corporation tax recoverable		1,803,168	545,798
	Other debtors		652,768	670,830
			2,456,664	1,216,628
8	Creditors: amounts falling due within one year			
•			2019	2018
	·		£	£
	Trade creditors		1,571,213	545,900
	Amounts owed to group undertakings		23,565,202	10,737,447
	Taxation and social security		43,780	33,117
	Other creditors		9,187	2,557
	Accruals and deferred income		31,746	23,110
			25,221,128	11,342,131
9	Creditors: amounts falling due after more than one year			
			2019	2018
		Notes	£	£
	Other loans	10	5,425,000	4,325,000
	·			
10	Borrowings		2019	2018
			2019 £	2018 £
	Other loans		5,425,000	4,325,000
	Payable after one year		5,425,000	4,325,000
			=======	

The timing of the repayment on the above loan is uncertain as it is repayable from certain future income streams.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

11	Financial instruments		
		2019	2018
		£	£
	Carrying amount of financial assets		
	Debt instruments measured at amortised cost	348,917	322,711
	·		==
	Carrying amount of financial liabilities		
	Measured at amortised cost	30,602,348	15,634,014
		<del></del>	
12	Share capital		
	•	2019	2018
		£	£
	Ordinary share capital		
	Issued and fully paid		
	24,638 Ordinary A shares of 1p each	246	246
	13,730 Ordinary B shares of 1p each	137	137
		383	383

The company's Ordinary A shares carry no right to fixed income and each carry the right to one vote at general meetings of the company.

The company's Ordinary B shares carry no right to fixed income and carry the right to one vote at general meetings of the company. On winding up the Ordinary B shares carry the right to the receive a return on capital from the surplus assets in proportion to the number of shares held.

## Share based payments

All entitlements as at 31 March 2019 under share option agreements give options over shares in Kind Consumer Holdings Limited. Entitlements in respect of Kind Consumer Limited shares were reassigned to shares in Kind Consumer Holdings Limited in prior years. No share based payment charge has been recorded as the share options have been granted based on their fair value.

## 13 Reserves

#### Share premium

Share premium represents the consideration received for shares issued above their nominal value net of transaction costs.

## Profit and loss reserves

The profit and loss reserve represents the cumulative profit and loss net of distributions to owners.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

#### 14 Operating lease commitments

#### Lessee

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

The second secon	2019 £	2018 £
Within one year	1,190,027	85,740
Between one and five years	365,027	3,480,054
	1,555,054	3,565,794

These lease commitments assume that all obligations are met in full, however, these are subject to the achievement of certain future revenue streams which are uncertain and ultimately may not become payable.

## 15 Related party transactions

### Remuneration of key management personnel

The remuneration of key management personnel including employers National Insurance Contributions, who are also directors within the group, is as follows.

	2019	2018
	£	£
Aggregate compensation	1,077,038	533,983

During the year the Company provided research services support for Senzer Limited, a Company controlled by Alex Hearn, a director of the Company. In addition, the Company received payments under a licence agreement with Senzer Limited for use for certain of the Company's Intellectual Property. In total the Company recognised £1,375 (2018: £10,000) of income from Senzer Limited. At the year end £Nil remained outstanding from Senzer Limited (2018: £Nil).

## 16 Ultimate controlling party

The immediate and ultimate parent company is Kind Consumer Holdings Limited by virtue of its 100% shareholding in the company. Kind Consumer Holdings Limited is the largest and smallest group for which consolidated accounts including Kind Consumer Limited are prepared. The consolidated accounts for Kind Consumer Holdings Limited are available from its registered office, 79 Clerkenwell Road, London, EC1R 5AR.

There is no ultimate controlling party.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

2019 £	2018 £
~	_
(11,357,684)	(4,535,389)
(1,803,168)	(545,798)
(446)	(5)
407,518	58,201
(353,184)	• -
17,334	(516,468)
14,978,997	8,036,264
1,889,367	2,496,805
	(353,184) 17,334 14,978,997

#### 18 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 but modified to include the following paragraph:

We draw attention to the Going Concern accounting policy in note 1 of these financial statements which indicates that Kind Consumer Limited, whilst continuing to prepare the financial statements on a going concern basis, is reporting a net current liabilities position as at 31 March 2019 and is reliant on the support it receives from its parent company Kind Consumer Holdings Limited. As explained in the accounting policy, this support is reliant on funds of £30m being raised from future fund-raising rounds by the parent company. The cashflow forecasts upon which the going concern assumption have been based also assume that sales of the company's product will significantly increase over the year ahead following its recent launch. As stated in the accounting policy, these matters indicate that a material uncertainty exists that may cast doubt on the company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

The senior statutory auditor was Kerry Norman.

The auditor was RSM UK Audit LLP.