

**Push Dr Limited**

**Annual Report and Financial  
Statements**

**31 July 2020**



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## Company Information

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### Directors

M Elcock

D T Bradley [Resigned on 25<sup>th</sup> October 2019, Reappointed on 22<sup>nd</sup> November 2019,  
Resigned on 28<sup>th</sup> June 2021]

V K Gulati

S J Given [Resigned on 27<sup>th</sup> September 2019]

L A Strafford [Resigned on 3<sup>rd</sup> February 2020]

C Ackroyd [Appointed on 25<sup>th</sup> October 2019, Resigned on 2<sup>nd</sup> September 2020]

W Shaifta [Appointed on 25<sup>th</sup> October 2019, Resigned on 31<sup>st</sup> May 2021]

R Lincoln [Appointed on 25<sup>th</sup> October 2019, Resigned on 12<sup>th</sup> May 2021]

P M J Trivedi [Appointed on 7<sup>th</sup> December 2019, Resigned on 6<sup>th</sup> September 2021]

M J Dimelow [Appointed on 3<sup>rd</sup> February 2020, Resigned on 31<sup>st</sup> July 2020]

J E K Smith [Appointed on 20<sup>th</sup> October 2020]

M J Farrow [Appointed on 20<sup>th</sup> May 2021, Resigned 4<sup>th</sup> October 2021]

S T Foxall-Smith [Appointed on 20<sup>th</sup> May 2021]

C J P Hopkins [Appointed on 25<sup>th</sup> May 2021]

A S Merchant [Appointed on 6<sup>th</sup> September 2021]

S P Hampson [Appointed on 6<sup>th</sup> September 2021]

### Auditors

Mazars LLP

1 St Peter's Square

Manchester

M2 3DE

### Bankers

Silicon Valley Bank

Alphabeta

14-18 Finsbury Square

London

EC2A 1BR

The Royal Bank of Scotland

2 Canute Square

Knutsford

WA16 6BJ

### Solicitors

Hill Dickinson LLP

50 Fountain Street

Manchester

M2 2AS

### Registered Office

1<sup>st</sup> Floor, Arkwright House

Parsonage Gardens

Manchester

M3 2LF

United Kingdom

## Strategic Report

*for the year ended 31 July 2020*

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The Directors present their Strategic Report and the audited financial statements of the Company for the financial year ended 31 July 2020.

### Principal Activity

The principal activity of the Company is connecting customers to digital primary healthcare services through the Company's network of practitioners.

### Business Review

As shown on page 11, the Company made a loss for the period of £7,592,439 (2019: Loss of £6,796,432). The Company made the decision to focus on the NHS market and temporarily closed its private offering on 31st January 2020. The focus on the NHS market increased its footprint with the signing of contracts with a number of NHS GP practices during the year. During the year the Company continued to deliver quality services to patients building on the CQC rating of good achieved in the previous year.

The business continued to target cost efficiencies where possible commensurate with developing and growing its business and enhanced its communication strategy to ensure its markets and stakeholders were more fully aware of the Company's services.

Subsequent to the year end, the Company successfully reintroduced the private offering in December 2020.

### Key Performance Indicators

The Company has adopted a number of financial and operational performance measures to monitor and manage the performance of the business. The company also monitors employee wellbeing and takes the wellbeing of its employees seriously and each employee has their own individual training budget that they can choose how to spend. As a start-up business, one of its main Key Performance Indicators is monthly trading cash burn. For the year ended 31 July 2020 average monthly trading cash burn was £590,054 (period ended 31 July 2019: £718,880).

### Principal Risks and Uncertainties

#### *Liquidity Risk*

Exposure to liquidity and cash flow risk affects the Company. These risks are managed by accurate forward forecasting of the cash requirements and planning in advance the future funding rounds held by the Company, but these are entirely reliant on the continued support of existing or new investors.

Due to the nature of the business and the fact that its main source of funding is through securing additional investment, COVID 19 has not had a significant impact on the liquidity of the Company. It did however result in the fund raising process in Summer 2020 taking longer than it may have otherwise done.

#### *Market Risk*

The market continues to develop, and consumer awareness of Digital Primary Care is ever increasing. Whilst COVID led to some service disruption in primary care especially during the lockdown periods, the overall level of consumer demand for GP services and increasingly the use of digital engagement tools is very substantial compared to the Company's current scale. Management regularly assess the market to ensure that the Company is best positioned to mitigate any perceived threats and take advantage of new opportunities as the market grows.

The risk posed by Brexit is considered low as our customer base is located wholly in the UK, however Brexit could impact on the supply and availability of doctors, as there is a proportion of them who are non UK nationals.

#### *Reputational Risk*

The Company is potentially exposed to reputational risk should a GP misdiagnose a patient through the Push Doctor platform. The risk is mitigated as all GPs operating on the platform act in their own capacity as GPs and carry their own indemnity. Additionally, this risk is

## Strategic Report

for the year ended 31 July 2020

minimised through the strict onboarding process for all GPs and the subsequent monitoring and review performance.

### *Other Risk*

Management regularly monitor and discuss other risks and uncertainties within the business including supply chain, competition, regulatory and economic uncertainty.

Operating in a highly competitive sector there is the risk that the market share may be lost to fellow operators. The Company does however invest in marketing and technology to support the expansion of the product offering and the Directors remain confident that the Company product range and reputation is positioned well to compete in the digital healthcare market.

### Going Concern

The Company made a loss for the year of £7.6m (2019: £6.8m) and as is natural for start-up companies in new technologies also has a cash outflow that exceeds its cash inflows. As at the 31st July 2020, the cash in the Company's balance sheet amounted to £1.1m.

Subsequent to the year end the Company has raised further funding as set out later in this Strategic Report.

The Directors report that the financial statements, which have been prepared on a going concern basis give a fair, balanced and up to date representation of the Company's position, which is of a high potential yet heavily loss-making start-up.

The Directors believe that the Company is well positioned through its technology (and in particular its exclusive API level integrations with the NHS for full medical records and electronic prescribing), its track record and the partnering relationship it has nurtured with the NHS. The Directors believe that the Company is in a strong position of having a strong product offering which is in the right market at the right time to help address one of the key challenges of our time: how to help make primary care sustainable now, given the demands of the public, and for the longer term.

Against this backdrop the Company has been funded with venture monies on a basis which is typical for digital start-ups. The consequence of this funding is that it is time limited. In common with all other venture funded start-ups which typically raise funds for periods of eighteen months before either raising further funds or achieving cashflow break-even during the round, the Company's cash runway is time limited, and it needs to periodically raise. As of the date of approval of these accounts, this cash runway without any further injection of funding is considerably less than twelve months from the approval of these financial statements, the period over which the Directors have assessed going concern.

As of the date of approval of these accounts, the Directors draw the user's attention to the fact that :

- During the six-month period ending July 2021, the Business has enjoyed substantial business growth – 135% increase in Turnover in 6 months with a 9 times increase in Gross Profit recorded in July 21 as compared to January 2021. Digital appointments have increased by 63% in 6 months. The Directors are encouraged by the rapid increase in business activity post pandemic which strengthens their view that the business has a strong and attractive product
- Has created a six year fully integrated P&L, balance sheet and cashflow model to support discussions with interested parties. The Board has reviewed the outputs from this model and consider them to be reasonable having regard to the relative immaturity of digital primary care, market uncertainties, the variability of timelines for

## Strategic Report

for the year ended 31 July 2020

execution in the NHS and the underlying assumptions. The range of outputs would require additional funding to achieve.

- Have appointed an adviser with a track record in this specific sector and a sector specific buyer list, to run an accelerated M&A (AMA) sale process which could also result in a raise and various other options will be considered. The Company is compiling a data room to support those discussions. The company has also received indicative interest from a variety of parties.
- Has created a pitch deck to support discussions with interest parties which has been approved by the Board and Management have built a detailed plan to identify the Company's cash requirement. However, in common with all limited liability companies, this could prove unsuccessful or take longer than would be required to meet cash requirements.
- Has begun discussions with selected third parties to test investor appetite and is pursuing options for strategic investment, acquisition, and venture investment.

The Board has determined, having taken into consideration the feedback from a number of different advisers and brokers, that the Company is best served by entering into sale and investment discussions with third parties with the process to be ran by an adviser. A number of interested parties have signed NDAs (Non-Disclosure Agreements) to explore the terms under which a transaction could be contemplated. The Board has a degree of confidence that the right transaction can be completed given the likely range of interested parties, the challenges that the Company can help them address and the recent strong revenue growth which the Company has delivered. The identity of some of the prospective parties has been withheld from this disclosure so as to avoid prejudicing the commercial interests of any parties, including Push Doctor creditors.

The strategic appeal and rationale of the Sector is driven by:

- The ongoing take up, change and usage in internet demographics
- The NHS Long Term Plan commits that every patient will have the right to be offered digital-first primary care by 2023/24 (source <https://www.england.nhs.uk/gp/digital-first-primary-care>)
- The well documented challenges that Primary Care in England is currently facing with significant public demand and a heavy burden on the GP community.

Potential strategic buyers of or investors in the Company include:

- Large Pharmaceutical distribution groups with a direct-to-consumer focus who are looking to complement their business model with new revenue streams given the commoditisation of generic treatments and drugs
- Other well-funded digital health businesses.
- Health care companies with a focus on Primary care
- Other Health care companies not otherwise listed
- Other key stakeholders with a keen interest in supporting the NHS and Primary Care in particular as the UK looks to recover from the Pandemic.

Ultimately, there is a risk that all the above routes to either selling the Company or raising additional funding could be unsuccessful. The Company draws the user's attention to its limited liability status, and it is possible that an unsuccessful outcome for this Company could result in the event that none of the strategic options available to the Board can be executed. A material uncertainty therefore exists, which may cast significant doubt over the company's ability to trade as a going concern, in which case it may be unable to realise its assets and discharge its liabilities in the normal course of business.

## Strategic Report

for the year ended 31 July 2020

Having considered all of the above, and not withstanding that we are in the early stages of discussions, the Directors have a reasonable degree of confidence that a sale, a raise or other possibilities not yet actively pursued may be secured and therefore consider it appropriate to prepare the financial statements on a going concern basis. Ultimately if all of the above routes prove unsuccessful there would be no realistic prospect of the business continuing to meet liabilities as they fall due and therefore, whilst the Directors consider it appropriate to prepare the accounts on a going concern basis, a material uncertainty does however exist at the date of approving these financial statements.

### Coronavirus Pandemic

Whilst COVID 19 has brought many challenges for the Company, such as moving to a predominantly remote working model for all employees and the need to conduct all onboarding (staff, doctors and customers) remotely the Company has been well placed to continue to operate whilst the UK has been in lockdown. All employees have been able to work remotely with limited business interruption, utilising the Company's existing IT infrastructure and new surgeries have continued to be onboarded remotely through video conferencing. Furthermore, the UK's vaccine rollout throughout 2021 has meant that much of the restrictions that were in place have now been able to be lifted.

### Subsequent Events

In September 2020, the Company issued 144,081 Series C shares of £0.0001 each for a total consideration of £1,162,273. In December 2020 a further 314,582 Series C shares of £0.0001 were issued for a total consideration of £2,537,670. All consideration was received as cash. In addition to this, warrants were issued and subsequently exercised for a further 917,326 Series C Shares of £0.0001, of which 599,156 were issued for no consideration, the balance of 318,170 shares were issued at par.

In September 2020, the Company received funding of £5,000,000 (matched by £5,000,000 from some of the existing shareholders) from the British Business Bank Future Fund by way of a Convertible Loan Note. The Future Fund is a government scheme to support UK-based companies subject to at least equal match funding from private investors. The scheme, alongside other Government support schemes, aimed to support companies facing financing difficulties due to the Coronavirus outbreak.

The private offering was re-introduced in December 2020, to coincide with substantial expected demand for private and has shown substantial growth so far during calendar year 2021.

On behalf of the board



M Elcock, Director

20 October 2021

## Directors' Report

*for the year ended 31 July 2020*

The Directors present their report and the audited financial statements of the Company for the financial period ended 31 July 2020.

### Directors

The Directors who held office during the period, and post year end, were as follows;

M Elcock

D T Bradley [Resigned on 25<sup>th</sup> October 2019, Reappointed on 22<sup>nd</sup> November 2019, Resigned on 28<sup>th</sup> June 2021]

V K Gulati

S J Given [Resigned on 27<sup>th</sup> September 2019]

L A Trafford [Resigned on 3<sup>rd</sup> February 2020]

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A S Merchant [Appointed on 6<sup>th</sup> September 2021]

S P Hampson [Appointed on 6<sup>th</sup> September 2021]

### Dividends

No dividends will be distributed for the period ended 31 July 2020 (2019: £nil).

### Political Contributions

The Company made no political donations or incurred any political expenditure during the period (2019: £nil).

### Charitable Donations

The Company made no charitable donations during the period (2019: £nil).

### Going Concern

The Directors' statement on the Going Concern status of the Company is set out on in the Strategic Report.

### Future Developments

The Company continues to target growth of its NHS business and reintroduced the Private offering in December 2020. Further future plans of the Company are laid out in detail in Going Concern section of the Strategic Report.

### Directors Liabilities

The Directors qualify for third party indemnity insurance in place at the date of the financial report and the signing of the financial statements.

### Directors' Responsibilities Statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 for that period.



## Directors' Report

for the year ended 31 July 2020

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In preparing those 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;
- 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.

### Disclosure of Information to the Auditor

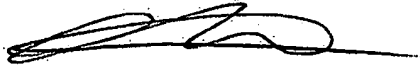
Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware.
- Each Director has taken all the steps that he is obliged to take as a Director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Auditors

Mazars LLP were appointed as auditors to the Company on 20<sup>th</sup> July 2021. Mazars LLP will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

On behalf of the board



M Elcock, Director

20 October 2021

# Independent Auditor's Report

*to the members of Push Dr Limited*

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## Opinion

We have audited the financial statements of Push Dr Limited (the 'Company') for the year ended 31 July 2020 which comprise the Profit and Loss Account, Statement of Changes in Equity, Statement of Financial Position, the Statement of Cash Flows, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 July 2020 and of its loss for the year 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.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Material uncertainty related to going concern

We draw attention to note 1.3 in the financial statements, which indicates that the directors are in the process of seeking additional funding which are vital to enable the company to continue as a going concern. Should the Directors' plans to raise further funding prove unsuccessful and additional funding not be secured, the company would have insufficient resources in order to meet liabilities as they fall due. As stated in note 1.3, these events or conditions, along with the other matters as set forth in note 1.3, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## **Independent Auditor's Report**

*to the members of Push Dr Limited*

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### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and  
the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the company 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.

### **Responsibilities of Directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 6 and 7, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

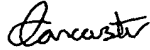
## **Independent Auditor's Report**

*to the members of Push Dr Limited*

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### **Use of the audit report**

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.



Charlene Lancaster (Senior Statutory Auditor)  
for and on behalf of Mazars LLP  
Chartered Accountants and Statutory Auditor  
One St Peter's Square  
Manchester  
M2 3DE  
Date 20 October 2021

## Profit and Loss Account

for the year ended 31 July 2020

	Note	2020 £	Restated 2019 £
Turnover	1.6, 2	1,609,747	2,002,484
Cost of sales		(1,382,911)	(1,679,929)
Gross profit		226,836	322,555
Administrative expenses		(7,810,682)	(7,765,683)
Operating loss	3	(7,583,846)	(7,443,128)
Interest expense		(8,593)	(14,329)
Loss on ordinary activities before taxation		(7,592,439)	(7,457,457)
Tax	6	-	661,025
Loss for the financial period attributable to equity holders		(7,592,439)	(6,796,432)

All amounts are derived from continuing operations.

There were no items of other comprehensive income in 2020 or 2019.

The notes on page 15 to 27 form part of these financial statements.

## Statement of Changes in Equity

for the year ended 31 July 2020

	<i>Called up Share Capital</i>	<i>Share Premium</i>	<i>Profit and Loss Account</i>	<i>Total Equity</i>
	£	£	£	£
At 31 July 2018	495	27,200,580	(20,509,632)	6,691,443
Loss for the period	-	-	(6,796,432)	(6,796,432)
Issue of share capital	66	5,584,347	-	5,584,413
At 31 July 2019	561	32,784,927	(27,306,064)	5,479,424
Loss for the period	-	-	(7,592,439)	(7,592,439)
Issue of share capital	209	5,724,677	-	5,724,886
At 31 July 2020	770	38,509,604	(34,898,503)	3,611,871

The notes on page 15 to 27 form part of these financial statements.

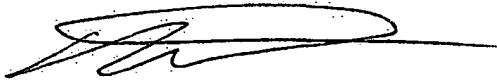
## Statement of Financial Position

as at 31 July 2020

	Note	2020 £	2019 £
<b>Fixed Assets</b>			
Tangible assets	7	612,109	1,089,986
Intangible assets	8	<u>4,185,556</u>	<u>3,410,093</u>
		<u>4,797,665</u>	<u>4,500,079</u>
<b>Current Assets</b>			
Debtors	9	649,183	1,318,924
Cash at bank and in hand	20	<u>1,103,679</u>	<u>2,409,436</u>
		<u>1,752,862</u>	<u>3,728,360</u>
Creditors: amounts falling due within one year	10	<u>(2,888,656)</u>	<u>(2,749,015)</u>
<b>Net Current Assets</b>		<u>(1,135,794)</u>	<u>979,345</u>
Creditors: amounts falling due in more than one year	10	(50,000)	-
<b>Net Assets</b>		<u>3,611,871</u>	<u>5,479,424</u>
<b>Capital and Reserves</b>			
Called up share capital	11,12	770	561
Share premium	12	38,509,604	32,784,927
Profit and loss account - deficit	12	<u>(34,898,503)</u>	<u>(27,306,064)</u>
<b>Total Equity</b>		<u>3,611,871</u>	<u>5,479,424</u>

The notes on page 15 to 27 form part of these financial statements.

The financial statements on pages 11 to 27 were approved by the board of Directors on 19 October 2021 and signed on its behalf by:



M Elcock  
Director  
20 October 2021

## Statement of Cash Flows

as at 31 July 2020

	Note	2020 £	2019 £
Cash flows from operating activities			
Operating Loss for the financial year		(7,583,846)	(7,443,128)
Adjustments for:			
Amortisation of intangible assets		1,140,604	670,105
Depreciation of tangible assets		269,602	455,526
Reinstatements assessment of tangible assets		230,545	-
Decrease / (increase) in trade and other debtors		669,741	(65,281)
Increase in trade creditors		139,641	509,887
Cash from operations		(5,133,713)	(5,872,891)
Income taxes received		-	66,929
Net cash from operating activities		(5,133,713)	(5,805,962)
Cash flows from investing activities			
Proceeds from sale of equipment		-	4,836
Purchases of property, plant and equipment		(30,878)	(520,000)
Capitalisation of intangible assets		(1,907,459)	(2,243,968)
Net cash from investing activities		(1,938,337)	(2,759,132)
Cash flows from financing activities			
Proceeds from issue of ordinary share capital		5,724,886	5,584,413
Interest paid		(8,593)	(14,338)
Interest received		-	9
Bank loans received in year		50,000	-
Net cash from financing activities		5,766,293	5,570,084
Net decrease in cash and cash equivalents		(1,305,757)	(2,995,010)
Cash and cash equivalents at beginning of year		2,409,436	5,404,446
Cash and cash equivalents at end of year	21	1,103,679	2,409,436



## Notes to the Financial Statements

as at 31 July 2020

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### 1. Accounting Policies

#### 1.1 Company Information

Push Dr Limited is a private company limited by shares, which is incorporated and domiciled in the United Kingdom. The registered address of the Company is 1<sup>st</sup> Floor, Arkwright House, Parsonage Gardens, Manchester, M3 2LF. The principal activity of the Company is connecting customers to digital primary healthcare services through the Company's network of practitioners.

#### 1.2 Basis of Preparation of Financial Statements

The financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements for the period ended 31 July 2020. The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

The financial statements of Push Dr Limited were authorised for issue by the Board of Directors on 19 October 2021. The financial statements are presented in sterling which is the functional currency of the Company and rounded to the nearest pound (£).

As shown on page 11, the Company made a loss for the period of £7,592,439 (2019: Loss of £6,796,432).

#### 1.3 Going Concern

The Company made a loss for the year of £7.6m (2019: £6.8m) and as is natural for start-up companies in new technologies also has a cash outflow that exceeds its cash inflows. As at the 31st July 2020, the cash in the Company's balance sheet amounted to £1.1m

Subsequent to the year end the Company has raised further funding as set out earlier in this Strategic Report

The Directors report that the financial statements, which have been prepared on a going concern basis give a fair, balanced and up to date representation of the Company's position, which is of a high potential yet heavily loss-making start-up.

The Directors believe that the Company is well positioned through its technology (and in particular its exclusive API level integrations with the NHS for full medical records and electronic prescribing), its track record and the partnering relationship it has nurtured with the NHS. The Directors believe that the Company is in a strong position of having a strong product offering which is in the right market at the right time to help address one of the key challenges of our time: how to help make primary care sustainable now, given the demands of the public, and for the longer term.

Against this backdrop the Company has been funded with venture monies on a basis which is typical for digital start-ups. The consequence of this funding is that it is time limited. In common with all other venture funded start-ups which typically raise funds for periods of eighteen months before either raising further funds or achieving cashflow break-even during the round, the Company's cash runway is time limited, and it needs to periodically raise. As of the date of approval of these accounts, this cash runway without any further injection of funding is considerably less than twelve months from the approval of these financial statements, the period over which the Directors have assessed going concern.

## Notes to the Financial Statements

as at 31 July 2020

As of the date of approval of these accounts, the Directors draw the user's attention to the fact that :

- During the six-month period ending July 2021, the Business has enjoyed substantial business growth - 135% increase in Turnover in 6 months with a 9 times increase in Gross Profit recorded in July 21 as compared to January 2021. Digital appointments have increased by 63% in 6 months. The Directors are encouraged by the rapid increase in business activity post pandemic which strengthens their view that the business has a strong and attractive product
- Has created a six year fully integrated P&L, balance sheet and cashflow model to support discussions with interested parties. The Board has reviewed the outputs from this model and consider them to be reasonable having regard to the relative immaturity of digital primary care, market uncertainties, the variability of timelines for execution in the NHS and the underlying assumptions. The range of outputs would require additional funding to achieve.
- Have appointed an adviser with a track record in this specific sector and a sector specific buyer list, to run an accelerated M&A (AMA) sale process which could also result in a raise and various other options will be considered. The Company is compiling a data room to support those discussions. The company has also received indicative interest from a variety of parties.
- Has created a pitch deck to support discussions with interest parties which has been approved by the Board and Management have built a detailed plan to identify the Company's cash requirement. However, in common with all limited liability companies, this could prove unsuccessful or take longer than would be required to meet cash requirements.
- Has begun discussions with selected third parties to test investor appetite and is pursuing options for strategic investment, acquisition, and venture investment.

The Board has determined, having taken into consideration the feedback from a number of different advisers and brokers, that the Company is best served by entering into sale and investment discussions with third parties with the process to be ran by an adviser. A number of interested parties have signed NDAs (Non-Disclosure Agreements) to explore the terms under which a transaction could be contemplated. The Board has a degree of confidence that the right transaction can be completed given the likely range of interested parties, the challenges that the Company can help them address and the recent strong revenue growth which the Company has delivered. The identity of some of the prospective parties has been withheld from this disclosure so as to avoid prejudicing the commercial interests of any parties, including Push Doctor creditors.

The strategic appeal and rationale of the Sector is driven by:

- The ongoing take up, change and usage in internet demographics
- The NHS Long Term Plan commits that every patient will have the right to be offered digital-first primary care by 2023/24 (source <https://www.england.nhs.uk/gp/digital-first-primary-care>)
- The well documented challenges that Primary Care in England is currently facing with significant public demand and a heavy burden on the GP community.

Potential strategic buyers of or investors in the Company include:

- Large Pharmaceutical distribution groups with a direct-to-consumer focus who are looking to complement their business model with new revenue streams given the commoditisation of generic treatments and drugs
- Other well-funded digital health businesses.
- Health care companies with a focus on Primary care
- Other Health care companies not otherwise listed

## Notes to the Financial Statements

as at 31 July 2020

- Other key stakeholders with a keen interest in supporting the NHS and Primary Care in particular as the UK looks to recover from the Pandemic.

Ultimately, there is a risk that all the above routes to either selling the Company or raising additional funding could be unsuccessful. The Company draws the user's attention to its limited liability status, and it is possible that an unsuccessful outcome for this Company could result in the event that none of the strategic options available to the Board can be executed. A material uncertainty therefore exists, which may cast significant doubt over the company's ability to trade as a going concern, in which case it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Having considered all of the above, and notwithstanding that we are in the early stages of discussions, the Directors have a reasonable degree of confidence that a sale, a raise or other possibilities not yet actively pursued may be secured and therefore consider it appropriate to prepare the financial statements on a going concern basis. Ultimately if all of the above routes prove unsuccessful there would be no realistic prospect of the business continuing to meet liabilities as they fall due and therefore, whilst the Directors consider it appropriate to prepare the accounts on a going concern basis, a material uncertainty does however exist at the date of approving these financial statements.

### 1.4 Judgement and Key Sources of Estimation Uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the period-end date and the amounts reported for revenues and expenses during the period.

However, the nature of estimation means that actual outcomes could differ from those estimates. With the exception of the going concern assumption, the following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

#### Development Expenditure

Development expenditure is capitalised in accordance with the accounting policy given below. Initial capitalisation of costs is based on management's judgement that technical and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts of employee costs to be capitalised management makes assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. Development is reviewed annually for impairment as detailed in the policy given below. No impairment was identified in the year.

#### Taxation

Management estimation is required to determine whether or not to recognise and the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 6.

#### Dilapidation Provision

The Company has properties under lease arrangements whereby it is required to return the property to the same condition it was received. At the start of the lease, management estimate the total dilapidation cost likely to be incurred at the lease term based upon likely timing and an estimated cost per square foot and discounted to its net present value. For the year to 31<sup>st</sup> July 2020, management engaged property surveyors to assess the future potential liability.

#### Useful Economic Lives and Impairment of Tangible Fixed Assets

Management estimation is used to determine the Useful Economic Lives and identify any impairment of Tangible Fixed Assets. Management believes that the Useful Economic Lives

## Notes to the Financial Statements

as at 31 July 2020

applied are reasonable. The Assets are also reviewed annually for any impairment. No impairment was identified in the year.

### 1.5 Basic Financial Instruments

#### *Trade and other debtors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Debtors are assessed for impairment at each period end date.

#### *Trade and other creditors*

Trade and other creditors are recognised initially at transaction price plus attributable transaction costs.

#### *Cash at bank and in hand*

Cash at bank and in hand comprise cash balances.

### 1.6 Turnover

Turnover represents the amount derived from the provision of services which fall within the Company's continuing ordinary activities and is stated net of value added tax and trade discounts. Revenue is recognised when services are provided.

#### *Rendering of Services*

Turnover relates to income received from providing primary healthcare patients with digital appointments with general practitioners and is recognised at the time a connection occurs. Some services are paid annually in advance. This income is deferred and recognised across the appropriate period of service. Memberships subscriptions and corporate contracts are recognised over their respective terms.

#### *Restatement of Prior Year Turnover and Cost of Sales*

During the year management performed a review of the Company's accounting policies and identified that turnover had previously been incorrectly recorded as an agent (net) rather than a principal (gross) basis. Consequently turnover and cost of sales have both been understated by a total of £748,099. This is a Profit and Loss Account restatement only and has no impact on the loss reported or the Balance Sheet for the previous year.

The restated Profit and Loss Account below summarises the restatement made.

#### Restated Profit and Loss Account

	Note	As reported 2019 £	Restatement £	As restated 2019 £
Turnover	2	1,254,385	748,099	2,002,484
Cost of sales		(931,830)	(748,099)	(1,679,929)
Gross profit		322,555	-	322,555
Loss for the financial year		(6,796,432)	-	(6,796,432)

## Notes to the Financial Statements

as at 31 July 2020

### 1.7 Tangible Assets and Depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Depreciation is provided at the following annual rates in order to write off each asset on a systematic basis over its estimated useful life and are reviewed annually by management. The following useful economic lives are applied:

Fixture and fittings	- 4 to 5 years
Computer equipment	- 3 years

### 1.8 Intangible assets

Development costs are capitalised within intangible assets where they can be identified with a specific product or project anticipated to produce future benefits and are amortised on the straight-line basis over the anticipated life of the benefits arising from the completed products or project. Subsequent to the initial recognition, further expenditure may be incurred in relation to the same project, such expenditure will be capitalised at the point that it is incurred.

Subsequent to initial recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment. Intangible assets are amortised on a straight-line basis over the following estimated useful lives and are reviewed annually by management. The following useful economic lives are applied:

Platform development cost (see 1.9 below)	- 1 to 5 years
Trademarks	- 3 years
Software	- 1 year

### 1.9 Research and Development

Research and development expenditure is recognised through the profit and loss account as incurred, except that development expenditure incurred on an individual project is capitalised as an intangible asset when the Company can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised evenly over the period of expected future benefit.

Pure and applied research expenditure may not be capitalised and is recognised in the year of expenditure through the profit and loss account.

### 1.10 Impairment of Tangible and Intangible Assets

At each period end, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

An impairment is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the greater of net selling price, defined as the 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

## Notes to the Financial Statements

as at 31 July 2020

discount rate that reflects current market assessments of the time value of money and risks specific to the asset. 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.

An impairment loss for an individual asset or cash generating unit shall be reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognised and is only reversed to the extent that the asset's carrying value does not exceed the carrying value amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 1.11 Operating Leases

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

### 1.12 Income Taxes

#### *Current Income Tax*

The Company establishes provisions based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience with previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 6.

#### *Deferred Taxation*

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statement and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

### 1.13 Foreign Currencies

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the period-end date are retranslated to the Company's functional currency at the foreign exchange rate ruling at that date.

Exchange gains and losses are taken to the profit and loss account in arriving at the operating profit.

### 1.14 Pension

## Notes to the Financial Statements

as at 31 July 2020

The Company operates a defined contribution pension scheme. Contributions to defined contribution schemes are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme.

### 1.15 VAT

The income of the Company is VAT exempt and as such VAT is not reclaimable and therefore is either expensed or capitalised as incurred.

### 2. Turnover

Turnover represents the amount derived from the provision of services which fall within the Company's continuing ordinary activities. As the Company is VAT exempt, no VAT is charged on revenue. Revenue is also disclosed net of any trade discounts. Turnover of the Company is all attributable within the United Kingdom.

### 3. Operating Loss

This is stated after charging / (crediting):

	2020 £	2019 £
Depreciation of tangible assets	269,602	455,526
Amortisation charge	1,140,604	670,105
Foreign exchange differences	(3,242)	(9,442)
Operating lease rentals	314,235	267,616
Auditors' remuneration (see note 4)	93,400	109,500

### 4. Auditors Remuneration

The remuneration of the auditors is further analysed as follows:

	2020 £	2019 £
Audit fees	87,000	60,000
Corporate tax fees	6,400	-
Other non-audit fees	-	49,500
	<u>93,400</u>	<u>109,500</u>

### 5. Employee Costs and Directors' Remuneration

#### Employee costs

	2020 £	2019 £
Wages and salaries	4,269,634	4,069,516
Social security costs	481,742	456,972
Pension costs (Note 13)	65,042	75,933
	<u>4,816,418</u>	<u>4,602,421</u>

The average number of employees during the period was 71 (2019: 80)

The aggregate amount of employee costs included above that have been capitalised within platform development costs was £1,541,602 (2019: £1,681,786). The amounts recognised as research expenditure was £778,223 (2019: £559,096).

On the 4<sup>th</sup> February 2020 the Company issued EMI share options to all of its employees. The option pool holds 1,601,753 Ordinary shares with an exercise price of £0.0001. 542,145 shares

## Notes to the Financial Statements

as at 31 July 2020

have been allocated, 1,059,608 remain unallocated. Refer to note 11 for details of the EMI scheme.

The costs incurred in respect of the Directors, were as follows:

### Directors' remuneration

	2020 £	2019 £
Aggregate remuneration	545,183	271,093

The highest paid director received remuneration of £180,945 (2019: £131,928). The value of the Company contributions paid to a defined contribution pension scheme in respect of the highest paid director were £1,315 (2019: £1,315). Share options were issued to Directors in the year totalling 374,231, of which 345,444 have expired. Refer to note 11 for details of the EMI scheme.

## 6. Taxation

### Current tax

	2020 £	2019 £
Current tax on income for the period	-	-
Adjustments in respect of prior periods	-	661,025
	-	661,025

### Analysis of current tax

	2020 £	2019 £
Loss for the period	(7,592,439)	(7,457,457)
Total tax expense	-	-
Loss excluding tax	(7,592,439)	(7,457,457)
Tax using the UK corporation tax rate of 19% (2019: 19%)	(1,442,563)	(1,416,917)
Expenses not deductible for tax purposes	12,827	5,893
Fixed Asset Differences	44,587	-
Remeasurement of deferred tax for changes in tax rates	(453,766)	-
Adjustment in respect of research and development tax credits	-	661,025
Deferred tax asset not recognised	1,838,915	1,411,024
Tax credit for the period	-	661,025

The Company has unrelieved tax losses of £32,427,824 which can be recovered against taxable profits in the future.

A deferred tax asset has not been recognised at this time due to the uncertainty and timing of suitable tax profits in the future. The total unrecognised deferred tax asset as at 31 July 2020 was £5,695,925 (2019: £3,857,010).

Following Budget 2021 announcements, there will be an increase to the main rate of corporation tax to 25% from 1 April 2023.



## Notes to the Financial Statements

as at 31 July 2020

### 7. Tangible assets

	Fixture and fittings	Computer equipment	Software	Total
	£	£	£	£
<i>Cost:</i>				
At 31 July 2019	1,341,498	374,683	22,231	1,738,412
Additions	495	30,383	-	30,878
Reinstatement assessment	(230,545)	-	-	(230,545)
Reclassification	-	-	(22,231)	(22,231)
At 31 July 2020	<u>1,111,448</u>	<u>405,066</u>	<u>-</u>	<u>1,516,514</u>
<i>Depreciation</i>				
At 31 July 2019	(440,852)	(193,951)	(13,623)	(648,426)
Provided during the period	(203,475)	(113,519)	-	(316,994)
Reinstatement assessment	47,392	-	-	47,392
Reclassification	-	-	13,623	13,623
At 31 July 2020	<u>(596,935)</u>	<u>(307,470)</u>	<u>-</u>	<u>(904,405)</u>
<i>Net Book Value</i>				
At 31 July 2020	<u>514,513</u>	<u>97,596</u>	<u>-</u>	<u>612,109</u>
At 31 July 2019	<u>900,646</u>	<u>180,732</u>	<u>8,608</u>	<u>1,089,986</u>

A review of the Company's accounting policies was undertaken in the year and it was identified that Software had been incorrectly included as a Tangible Fixed Asset. A reclassification adjustment has been made to correctly include software in Intangible Fixed Assets.

An exercise was undertaken in the year to gain comfort over the estimate for reinstatement cost that forms the dilapidation provision. This is included within Fixtures and Fittings and has resulted in a reduction in the amount of provision required, also requiring a correction to the amount included within Fixtures and Fittings. The total value of the correction can be seen as a reinstatement assessment within Fixtures and Fittings.

### 8. Intangible Assets

	Platform Development costs	Trademarks	Software	Total
	£	£	£	£
<i>Cost:</i>				
At 31 July 2019	4,509,516	37,112	-	4,546,628
Additions	1,905,684	1,775	-	1,907,459
Reclassification	-	-	22,231	22,231
At 31 July 2020	<u>6,415,200</u>	<u>38,887</u>	<u>22,231</u>	<u>6,476,318</u>

## Notes to the Financial Statements

as at 31 July 2020

Amortisation				
At 31 July 2019	(1,106,360)	(30,175)	-	(1,136,535)
Reclassification	-	-	(13,623)	(13,623)
Provided during the period	(1,128,252)	(7,085)	(5,267)	(1,140,604)
At 31 July 2020	(2,234,612)	(37,260)	(18,890)	(2,290,762)
<i>Net Book Value</i>				
At 31 July 2020	4,180,588	1,627	3,341	4,185,556
At 31 July 2019	3,403,156	6,937	-	3,410,093

A review of the Company's accounting policies was undertaken in the year and it was identified that Software had been incorrectly included as a Tangible Fixed Asset. A reclassification adjustment has been made to correctly include software in Intangible Fixed Assets.

### 9. Debtors

	2020 £	Restated 2019 £
Current		
Trade debtors	64,785	99,447
Research & Development tax claim	-	593,800
Prepayments and accrued income	368,942	412,981
Other debtors	2,760	-
	<u>436,487</u>	<u>1,106,228</u>
Non-current		
Rental deposits	212,696	212,696
Total debtors	<u>649,183</u>	<u>1,318,924</u>

The only financial assets the entity has are trade receivables and other debtors, which are all measured at amortised cost.

There is a restatement in respect of the year to 31 July 2019 for rental deposits due in more than one year that had been included in prepayments. The restatement only impacts movement within Debtors.

### 10. Creditors

	2020 £	Restated 2019 £
Amounts falling due within one year		
Trade creditors	564,325	634,481
Social security and other taxes	810,210	396,662
Other creditors	13,109	47,433
Accruals and deferred income	1,501,012	1,670,439
	<u>2,888,656</u>	<u>2,749,015</u>
Amounts falling due in more than one year		
Bank loans	50,000	-
Total creditors	<u>2,938,656</u>	<u>2,749,015</u>

## Notes to the Financial Statements

as at 31 July 2020

The only financial liabilities the entity has are trade creditors, social security and bank loans all of which are measured at amortised cost.

There is a restatement in respect of the year to 31 July 2019 for social security and other taxes liabilities that had been incorrectly included in other creditors and accruals and deferred income. The restatement only impacts movement within Creditors.

Included within accruals and deferred income is an amount provided for dilapidations (see note 1.4):

	<i>Dilapidations</i>
	<i>£</i>
At 1 August 2018	-
Provided during the year	444,488
At 31 July 2019	444,488
Reversals	(196,083)
At 31 July 2020	248,405

### 11. Allocated and Issued Share Capital

*Allotted, called up and fully paid*

	<i>2020</i>	<i>2019</i>
	<i>£</i>	<i>£</i>
1,457,300 (2019: 1,457,300) Ordinary shares of £0.0001 (2019: £0.0001) each	145.73	145.73
1,889,200 (2019: 1,889,200) - Series A shares of £0.0001 (2019: £0.0001) each	188.92	188.92
2,276,343 (2019: 2,258,560) - Series B shares of £0.0001 (2019: £0.0001) each	227.63	225.86
2,075,631 (2019: nil) - Series C shares of £0.0001 (2019: £nil) each	207.56	-
	<u>769.84</u>	<u>560.51</u>

On 8 August 2019 the Company issued 17,783 Series B shares of £0.0001 each at a premium of £8.07 per share. The consideration was received in cash.

On 22 November 2019 the Company issued 371,894 Series C shares of £0.0001 each at a premium of £8.07 per share. The consideration was received in cash.

On the 4th February 2020 the Company issued EMI share options to all of its employees. The option pool holds 1,601,753 Ordinary shares with an exercise price of £0.0001. As at the Balance Sheet date the Company had little expectation that an IPO or sale would occur, which is the trigger event for exercising of the options. Accordingly, no accounting adjustments have been recorded in the financial statements.

On 6 March 2020 the Company issued 319,983 Series C shares of £0.0001 each at a premium of £8.07 per share. The consideration was received in cash.

On 13 March 2020 the Company issued 1,383,754 Series C shares of £0.0001, 247,930 were issued at par and paid for in cash. The remaining 1,135,824 shares issued under warrants for no consideration.

The ordinary shares contain full voting rights, entitlement to dividend and capital distribution (including on winding up).

## Notes to the Financial Statements

as at 31 July 2020

The Series A, B and C shares are entitled to one vote per share. Each share is entitled *pari passu* to dividend payments and or any other distribution. On winding up, the Series C shares have preference over all other share classes. Each share is entitled to participate in a distribution from a winding up pro-rata to the amounts (including share premium) paid up on each share until each shareholder has received those amounts in full and thereafter pro-rata to the number of shares held.

Further shares were issued subsequent to 31 July 2020. For full details of the shares that were issued, please refer to the Subsequent Events note (note 17).

### 12. Reserves

Included within Statement of Changes in Equity are the following reserves:

- Called-up share capital – represents the nominal value of shares that have been issued.
- Share premium account – includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.
- Profit and loss account – includes all current and prior period retained profits and losses.

### 13. Pension

The Company operates a defined contribution scheme. The pension cost charge represents contributions payable by the Company to the fund. As such during the financial period the charge to the Company amounted to £65,042 (2019: £75,933).

### 14. Contingent Liabilities

As at 31 July 2020 and 31 July 2019, the Directors have confirmed that the Company had no contingent liabilities.

### 15. Guarantees and other financial commitments

As at 31 July 2020 and 31 July 2019 the Company had offered no guarantees.

The Company has future minimum lease payments under non-cancellable operating leases for buildings as follows:

	2020 £	2019 £
Not later than 1 year	395,554	424,925
Later than 1 year and not later than 5 years	530,648	926,202
	<u>926,202</u>	<u>1,351,127</u>

### 16. Directors Advances, Credit and Guarantees

As at 31 July 2020 and 31 July 2019 the Company had not entered into any loans, credit transactions and related guarantees and security with its Directors or persons connected with its Directors.

### 17. Subsequent Events

In September 2020, the Company issued 144,081 Series C shares of £0.0001 each for a total consideration of £1,162,273. In December 2020 a further 314,582 Series C shares of £0.0001

## Notes to the Financial Statements

as at 31 July 2020

were issued for a total consideration of £2,537,670. All consideration was received as cash. In addition to this, warrants were issued and subsequently exercised for a further 917,326 Series C Shares of £0.0001, all of which were issued at par.

In September 2020, the Company received funding of £5m (matched by £5m from some of the existing shareholders) from the British Business Bank Future Fund by way of a Convertible Loan Note. The Future Fund is a government scheme to support UK-based companies subject to at least equal match funding from private investors. The scheme, alongside other Government support schemes, aimed to support companies facing financing difficulties due to the Coronavirus outbreak.

The private offering was re-introduced in December 2020, to coincide with substantial expected demand for private and has shown substantial growth so far during calendar year 2021.

### 18. Ultimate Controlling Party

The Company has no ultimate controlling party as no individual shareholder holds a voting majority of the issued share capital of the Company.

### 19. Related Party Transactions

Chair fees paid to Directors that are not directly employed by the Company for their services as Chairperson totalling £72,141 (2019: £68,404) were paid during the year.

Board fees totalling £38,238 (2019: £37,528) were paid to shareholders for Director's services on the board.

### 20. Analysis of changes in net debt

	<i>At 1 August 2019 £</i>	<i>Cashflows</i>	<i>At 31 July 2020 £</i>
Cash and cash equivalents			
Cash at bank and in hand	2,409,436	(1,305,757)	1,103,679
Borrowings			
Bank loans due after one year	-	(50,000)	(50,000)
<b>Total</b>	<b>2,409,436</b>	<b>(1,355,757)</b>	<b>1,053,679</b>

### 21. Components of cash and cash equivalents

	<i>2020 £</i>	<i>2019 £</i>
Cash at bank and in hand	1,103,679	2,409,436

TO WHOM IT MAY CONCERN

Registrar of Companies (England and Wales)

Please attached the signed Annual Report and Financial Statements  
for the year end 31 July 2020

**Push Dr Limited**  
**Registration number: 08624572**

*Robert Dalboth*

ROBERT DALBOTH

20/10/21

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