

**REPORT OF THE DIRECTORS AND  
AUDITED  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021  
FOR  
ADTHENA LIMITED**

Haines Watts  
Chartered Accountants & Statutory Auditors  
Old Station House  
Station Approach  
Newport Street  
Swindon  
Wiltshire  
SN1 3DU

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FOR THE YEAR ENDED 31 DECEMBER 2021**

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**ADTHENA LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**DIRECTORS:**

Mr I W O'Rourke  
Mr C J Underhill  
Mr J M Seeber  
Mr E Huddleston  
Mr S Gaon

**REGISTERED OFFICE:**

131 Finsbury Pavement  
London  
EC2A 1NT

**REGISTERED NUMBER:**

08171866 (England and Wales)

**AUDITORS:**

Haines Watts  
Chartered Accountants & Statutory Auditors  
Old Station House  
Station Approach  
Newport Street  
Swindon  
Wiltshire  
SN1 3DU

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2021.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2021 to the date of this report.

Mr I W O'Rourke  
Mr C J Underhill  
Mr J M Seeber  
Mr E Huddleston  
Mr S Gaon

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors 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), including Financial Reporting Standard 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 the group and of the profit or loss of the group 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;
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

**ON BEHALF OF THE BOARD:**

Mr I W O'Rourke - Director

30 May 2022

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ADTHENA LIMITED**

### **Opinion**

We have audited the financial statements of Adthema Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2021 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity 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 Financial Reporting Standard 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 group's and of the parent company affairs as at 31 December 2021 and of the group's 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group 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.

### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ADTHENA LIMITED**

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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.

### **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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

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

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

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Group Strategic Report or in preparing the Report of the Directors.

### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ADTHENA LIMITED**

### **Auditors' 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 a Report of the Auditors 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory framework applicable to both the company itself and the industry in which it operates. We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussion with the directors and other management. The most significant were identified as the Companies Act 2006, UK GAAP (FRS102) and relevant tax legislation.

We considered the extent of compliance with those laws and regulations as part of our procedures on the related financial statements. Our audit procedures included:

- making enquires of directors and management as to where they consider there to be a susceptibility to fraud and whether they have any knowledge or suspicion of fraud;
- obtaining an understanding of the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations;
- assessing the design effectiveness of the controls in place to prevent and detect fraud;
- assessing the risk of management override including identifying and testing journal entries;

Despite the audit being planned and conducted in accordance with ISAs (UK) there remains an unavoidable risk that material misstatements in the financial statements may not be detected owing to inherent limitations of the audit, and that by their very nature, any such instances of fraud or irregularity likely involve collusion, forgery, intentional misrepresentations, or the override of internal controls.

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 Report of the Auditors.



**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
ADTHENA LIMITED**

**Use of our 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 a Report of the Auditors 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.

Mr M S Gurney (Senior Statutory Auditor)  
for and on behalf of Haines Watts  
Chartered Accountants & Statutory Auditors  
Old Station House  
Station Approach  
Newport Street  
Swindon  
Wiltshire  
SN1 3DU

30 May 2022

**CONSOLIDATED  
INCOME STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Notes	2021 £	2020 £
<b>TURNOVER</b>		10,657,646	7,175,497
Cost of sales		<u>3,842,926</u>	<u>2,678,831</u>
<b>GROSS PROFIT</b>		6,814,720	4,496,666
Administrative expenses		<u>13,454,565</u> (6,639,845)	<u>9,404,772</u> (4,908,106)
Other operating income		<u>34,898</u>	<u>83,464</u>
<b>OPERATING LOSS</b>	4	<u>(6,604,947)</u>	<u>(4,824,642)</u>
Interest receivable and similar income		<u>457</u> (6,604,490)	<u>939</u> (4,823,703)
Interest payable and similar expenses		<u>237,806</u> (6,842,296)	<u>189,040</u> (5,012,743)
<b>LOSS BEFORE TAXATION</b>			
Tax on loss		<u>(882,750)</u>	<u>(871,945)</u>
<b>LOSS FOR THE FINANCIAL YEAR</b>		<u>(5,959,546)</u>	<u>(4,140,798)</u>
Loss attributable to: Owners of the parent		<u>(5,959,546)</u>	<u>(4,140,798)</u>

The notes form part of these financial statements

**CONSOLIDATED  
OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2021**

Notes	2021 £	2020 £
<b>LOSS FOR THE YEAR</b>	(5,959,546)	(4,140,798)
<b>OTHER COMPREHENSIVE LOSS</b>		
Foreign exchange gains/(losses)	(26,292)	(153,831)
Income tax relating to other comprehensive loss	-	-
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF INCOME TAX</b>	<u>(26,292)</u>	<u>(153,831)</u>
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	<u>(5,985,838)</u>	<u>(4,294,629)</u>
Total comprehensive income attributable to: Owners of the parent	<u>(5,985,838)</u>	<u>(4,294,629)</u>

The notes form part of these financial statements

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**31 DECEMBER 2021**

	Notes	2021 £	£	2020 £	£
<b>FIXED ASSETS</b>					
Intangible assets	6		426,982		97,740
Tangible assets	7		165,769		194,977
Investments	8		-		-
			<u>592,751</u>		<u>292,717</u>
<b>CURRENT ASSETS</b>					
Debtors	9	2,983,793		2,707,188	
Cash at bank		<u>304,004</u>		<u>1,906,992</u>	
		3,287,797		4,614,180	
<b>CREDITORS</b>					
Amounts falling due within one year	10	<u>8,536,469</u>		<u>5,856,602</u>	
<b>NET CURRENT LIABILITIES</b>			<u>(5,248,672)</u>		<u>(1,242,422)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			(4,655,921)		(949,705)
<b>CREDITORS</b>					
Amounts falling due after more than one year	11		<u>4,410,405</u>		<u>2,399,231</u>
<b>NET LIABILITIES</b>			<u>(9,066,326)</u>		<u>(3,348,936)</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital			204,922		204,922
Share premium			14,963,532		14,963,532
Other reserves			(157,550)		(131,258)
Retained earnings			<u>(24,077,230)</u>		<u>(18,386,132)</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>(9,066,326)</u>		<u>(3,348,936)</u>

The notes form part of these financial statements

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION - continued**  
**31 DECEMBER 2021**

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

The financial statements were approved by the Board of Directors and authorised for issue on 30 May 2022 and were signed on its behalf by:

Mr I W O'Rourke - Director

**COMPANY STATEMENT OF FINANCIAL POSITION**  
**31 DECEMBER 2021**

	Notes	2021 £	£	2020 £	£
<b>FIXED ASSETS</b>					
Intangible assets	6		426,982		97,740
Tangible assets	7		84,958		133,061
Investments	8		80		80
			<u>512,020</u>		<u>230,881</u>
<b>CURRENT ASSETS</b>					
Debtors	9	2,132,014		2,119,966	
Cash at bank		<u>190,293</u>		<u>1,520,756</u>	
		2,322,307		3,640,722	
<b>CREDITORS</b>					
Amounts falling due within one year	10	<u>5,427,518</u>		<u>4,544,618</u>	
<b>NET CURRENT LIABILITIES</b>			<u>(3,105,211)</u>		<u>(903,896)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			(2,593,191)		(673,015)
<b>CREDITORS</b>					
Amounts falling due after more than one year	11		<u>4,410,405</u>		<u>2,399,231</u>
<b>NET LIABILITIES</b>			<u>(7,003,596)</u>		<u>(3,072,246)</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital			204,922		204,922
Share premium			14,963,532		14,963,532
Retained earnings			<u>(22,172,050)</u>		<u>(18,240,700)</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>(7,003,596)</u>		<u>(3,072,246)</u>
Company's loss for the financial year			<u>(4,199,798)</u>		<u>(5,004,064)</u>

The notes form part of these financial statements

**COMPANY STATEMENT OF FINANCIAL POSITION - continued**  
**31 DECEMBER 2021**

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

The financial statements were approved by the Board of Directors and authorised for issue on 30 May 2022 and were signed on its behalf by:

Mr I W O'Rourke - Director

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital £	Retained earnings £	Share premium £	Other reserves £	Total equity £
<b>Balance at 1 January 2020</b>	186,622	(14,245,334)	11,195,451	22,573	(2,840,688)
<b>Changes in equity</b>					
Issue of share capital	18,300	-	3,768,081	-	3,786,381
Total comprehensive loss	-	(4,140,798)	-	(153,831)	(4,294,629)
<b>Balance at 31 December 2020</b>	<u>204,922</u>	<u>(18,386,132)</u>	<u>14,963,532</u>	<u>(131,258)</u>	<u>(3,348,936)</u>
<b>Changes in equity</b>					
Total comprehensive loss	-	(5,959,546)	-	(26,292)	(5,985,838)
Share-based payments	-	268,448	-	-	268,448
<b>Balance at 31 December 2021</b>	<u>204,922</u>	<u>(24,077,230)</u>	<u>14,963,532</u>	<u>(157,550)</u>	<u>(9,066,326)</u>

The notes form part of these financial statements



**COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
<b>Balance at 1 January 2020</b>	186,622	(13,236,636)	11,195,451	(1,854,563)
<b>Changes in equity</b>				
Issue of share capital	18,300	-	3,768,081	3,786,381
Total comprehensive loss	-	(5,004,064)	-	(5,004,064)
<b>Balance at 31 December 2020</b>	<u>204,922</u>	<u>(18,240,700)</u>	<u>14,963,532</u>	<u>(3,072,246)</u>
<b>Changes in equity</b>				
Total comprehensive loss	-	(4,199,798)	-	(4,199,798)
Share-based payments	-	268,448	-	268,448
<b>Balance at 31 December 2021</b>	<u>204,922</u>	<u>(22,172,050)</u>	<u>14,963,532</u>	<u>(7,003,596)</u>

The notes form part of these financial statements

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**1. STATUTORY INFORMATION**

Adthema Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the General Information page.

**2. ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

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

The Company's functional and presentational currency is GBP. The financial statements are presented in GBP and rounded to the nearest thousand unless otherwise stated.

**Going concern**

The accounts have been prepared on a going concern basis. While the Company continues to operate at a loss, the business is in a stable operating position, and sales growth is expected to be sufficient to reach breakeven. The business has a line of credit that is more than sufficient to cover any drop in trading performance. As a result, the Directors resolved that the going concern basis is appropriate.

The COVID-19 viral pandemic is one of the most significant economic events for the UK with unprecedented levels of uncertainty of outcomes. It is therefore difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and wider economy. The Directors' view on the impact of COVID-19 is that, given the measures that could be undertaken to mitigate the current adverse conditions and the current resources available, they can continue to adopt the going concern basis in preparing the annual report and accounts.

**Turnover**

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have transferred to the buyer (usually on despatch of the goods); the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the entity; and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract.

**Intangible assets**

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

Patents and licences are being amortised evenly over their estimated useful life of three years.

Website costs are being amortised evenly over its estimated useful life of three years.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**2. ACCOUNTING POLICIES - continued****Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures & Fittings	- 50% straight line
Computer Equipment	- 25% straight line

## Adthena APAC PTY Limited:

Fixtures & Fittings	- 10% straight line
Computer Equipment	- 25% straight line

## Adthena Inc

Fixtures & Fittings	- 14% straight line
Computer Equipment	- 25% straight line

**Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**Hire purchase and leasing commitments**

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

**Pension costs and other post-retirement benefits**

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**3. EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 107 (2020 - 104 ) .

The average number of employees by undertakings that were proportionately consolidated during the year was 41 (2020 - 37 ) .

**4. OPERATING LOSS**

The operating loss is stated after charging:

	2021	2020
	£	£
Depreciation - owned assets	79,578	75,065
Patents and licences amortisation	201,897	-
Website costs amortisation	<u>10,410</u>	<u>8,470</u>

**5. INDIVIDUAL INCOME STATEMENT**

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

**6. INTANGIBLE FIXED ASSETS****Group**

	Other intangible assets £
<b>COST</b>	
At 1 January 2021	129,646
Additions	<u>541,549</u>
At 31 December 2021	<u>671,195</u>
<b>AMORTISATION</b>	
At 1 January 2021	31,906
Charge for year	<u>212,307</u>
At 31 December 2021	<u>244,213</u>
<b>NET BOOK VALUE</b>	
At 31 December 2021	<u>426,982</u>
At 31 December 2020	<u>97,740</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**6. INTANGIBLE FIXED ASSETS - continued****Company**

	Other intangible assets £
<b>COST</b>	
At 1 January 2021	129,646
Additions	<u>541,549</u>
At 31 December 2021	<u>671,195</u>
<b>AMORTISATION</b>	
At 1 January 2021	31,906
Charge for year	<u>212,307</u>
At 31 December 2021	<u>244,213</u>
<b>NET BOOK VALUE</b>	
At 31 December 2021	<u>426,982</u>
At 31 December 2020	<u>97,740</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**7. TANGIBLE FIXED ASSETS****Group**

	Plant and machinery etc £
<b>COST</b>	
At 1 January 2021	567,769
Additions	93,518
Disposals	(57,371)
Exchange differences	(544)
At 31 December 2021	<u>603,372</u>
<b>DEPRECIATION</b>	
At 1 January 2021	372,792
Charge for year	79,578
Eliminated on disposal	(14,421)
Exchange differences	(346)
At 31 December 2021	<u>437,603</u>
<b>NET BOOK VALUE</b>	
At 31 December 2021	<u>165,769</u>
At 31 December 2020	<u>194,977</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**7. TANGIBLE FIXED ASSETS - continued****Company**

Plant and  
machinery  
etc  
£

**COST**

At 1 January 2021	483,464
Additions	53,141
Disposals	<u>(56,271)</u>
At 31 December 2021	<u>480,334</u>

**DEPRECIATION**

At 1 January 2021	350,403
Charge for year	58,474
Eliminated on disposal	<u>(13,501)</u>
At 31 December 2021	<u>395,376</u>

**NET BOOK VALUE**

At 31 December 2021	<u>84,958</u>
At 31 December 2020	<u>133,061</u>

**8. FIXED ASSET INVESTMENTS****Company**

Shares in  
group  
undertakings  
£

**COST**

At 1 January 2021 and 31 December 2021	<u>80</u>
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**NET BOOK VALUE**

At 31 December 2021	<u>80</u>
At 31 December 2020	<u>80</u>

The company holds 100% of the issued share capital of Adthema Inc, a company incorporated in the US and Adthema APAC PTY Limited, a company incorporated in Australia.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

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

	<b>Group</b>		<b>Company</b>	
	2021	2020	2021	2020
	£	£	£	£
Trade debtors	1,542,161	1,395,542	892,409	951,925
Other debtors	<u>1,441,632</u>	<u>1,311,646</u>	<u>1,239,605</u>	<u>1,168,041</u>
	<u>2,983,793</u>	<u>2,707,188</u>	<u>2,132,014</u>	<u>2,119,966</u>

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

	<b>Group</b>		<b>Company</b>	
	2021	2020	2021	2020
	£	£	£	£
Trade creditors	972,048	546,391	845,846	517,632
Taxation and social security	658,485	408,669	437,996	350,933
Other creditors	<u>6,905,936</u>	<u>4,901,542</u>	<u>4,143,676</u>	<u>3,676,053</u>
	<u>8,536,469</u>	<u>5,856,602</u>	<u>5,427,518</u>	<u>4,544,618</u>

**11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	2021	2020	2021	2020
	£	£	£	£
Other creditors	<u>4,410,405</u>	<u>2,399,231</u>	<u>4,410,405</u>	<u>2,399,231</u>

**12. LEASING AGREEMENTS**

Minimum lease payments fall due as follows:

**Group**

	<b>Non-cancellable</b>		<b>operating</b>
	2021	2020	leases
	£	£	£
Within one year	250,134	322,554	
Between one and five years	<u>505,425</u>	<u>-</u>	
	<u>755,559</u>	<u>322,554</u>	



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**12. LEASING AGREEMENTS - continued****Company**

	Non-cancellable	operating leases
	2021	2020
	£	£
Within one year	<u>-</u>	<u>147,279</u>

**13. SECURED DEBTS**

The following secured debts are included within creditors:

	<b>Group</b>	
	2021	2020
	£	£
Other loans	<u>5,910,405</u>	<u>3,899,231</u>

The loans are secured by way of fixed and floating charges over the assets held by the parent company (Adthema Limited).

**14. DEFERRED TAX**

At the year end the parent company (Adthema Limited) had tax losses carried forwards of £5.2m and an inter-company provision of £10.2m. The company has not provided for the £2.9m deferred tax asset that results from these.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2021**

**15. SHARE-BASED PAYMENT**

	<b>Non-EMI</b>		<b>EMI</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Bought Forward	582,129	575,353	556,200	572,500
Granted	285,182	18,276	241,150	35,700
Exercised	-	-	-	-
Lapsed	440,613	11,500	116,500	52,000
<b>Total</b>	<b>426,698</b>	<b>582,129</b>	<b>680,850</b>	<b>556,200</b>
Exercisable at year end	-	-	-	-

The company has established an Enterprise Management Incentive (EMI) share option scheme and an ordinary share option scheme, with exercise prices ranging from £0.02 - £3.21 per share.

\* Most options vest over a 4 year period. None vest within the first 12 months of employment.

\* The vested options are exercisable if there is a change in control.

Vested EMI options can be exercised up to 10 years from the date of the grant. No charge was recognised in prior years as the Directors considered that the likelihood of an exercise event was remote. Following a change of accounting estimate, a charge of £268,448 has been recognised in the current year in relation to share options which have time-based vesting conditions or performance-based vesting conditions.

The fair value of the options used for accounting purposes in this calculation has been calculated using a Black-Scholes options pricing model.

Options lapse if the employee leaves the company before the options vest.

Details of the number of EMI share options and weighted average exercise price (WAEP) outstanding during the period are as follows:

Exercise price	Net number of	Dec-2021	Dec-2020
£	shares issued	£	£
0.044	-	-	3,036
0.80	49,500	39,600	39,600
1.07	-	-	1,070
1.60	88,000	140,800	140,800
1.79	31,500	56,385	59,965
2.10	28,500	59,850	94,500
3.21	7,000	22,470	30,495
0.02	109,500	2,190	2,050
2.07	273,700	566,559	327,474
1.61	93,150	149,972	-
	<b>680,850</b>	<b>1,037,826</b>	<b>698,990</b>
	<b>WAEP</b>	<b>£1.52</b>	<b>£1.26</b>

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.