ASIMILAR

Group PLC

Annual Report
30 September 2020

ASIMILAR GROUP PLC

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 SEPTEMBER 2020

Company Registration Number: 4488281 (England and Wales)

ASIMILAR GROUP PLC

REPORT AND FINANCIAL ACTIVITIES

FOR THE YEAR ENDED 30 SEPTEMBER 2020

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ASIMILAR GROUP PLC

DIRECTORS AND OFFICERS

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Directors	J E Taylor (Chairman) M S Bhatti M Horrocks
Secretary	M S Bhatti
Company number	4488281
Registered Office	4 More London Riverside London SE1 2AU
Nominated adviser	Cairn Financial Advisers LLP Cheyne House Crown Court 62 - 63 Cheapside London EC2V 6AX
Auditors	Haysmacintyre LLP 10 Queen Street Place London EC4R 1AG
Solicitors	Kepstorn Solicitors Limited 7 St James Terrace Lochwinnoch Road Kilmacolm PA13 4HB
Registrars	Share Registrars Limited 27-28 Eastcastle Street London W1W 8DH
Brokers	Peterhouse Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
Website	www.asimilargroup.com

Introduction

I am pleased to present the annual report and consolidated financial statements for Asimilar Group plc ("Asimilar", "the Group", or "the Company"), for the financial year ended 30 September 2020.

Technology is at the foundation of our investment criteria. We invest in businesses that develop purpose-built technology and operational expertise with potential to scale and generate positive returns for shareholders. We back founders that have a dedicated passion and competency for creating and engineering premium customer experiences through technology, content and product innovation.

As an investment business we evaluate a significant pipeline of potential investment opportunities based on the principles of our stated investment criteria. Before investing, the board always evaluates the opportunities diligently and takes valued input from key shareholders and our investor partners on the value potential of the investment opportunities.

As a board we take active positions within our investment companies so that we can partner and support our investee founders and boards proactively, in their strategy and business plan execution, thereby seeking to grow and optimise our investments for shareholders. As an investment business, we are dependent on the investee companies successfully executing their business plans and managing a positive exit for our investment and investors, which sometimes take longer than initially envisaged.

The board has evaluated a number of options to maintain positive momentum and capitalise on new opportunities in the market that we believe are in the best interests of shareholders.

Investment Strategy

On 2 October 2019, we announced that the board had conducted a review of the Company's investment strategy and that the board had decided that, in the light of the current market conditions and pipeline opportunities, within the scope of its current investment strategy it should give particular focus to technology opportunities in the fields of big data, machine learning, telematics and the internet of things (IoT).

Financial Review

Total comprehensive income for the year was £392,329 (2019: loss £731,784). Unrealised losses on investments were £1,778,363 (2019: loss £52,930) and realised gains on investments were £5,728 (2019 impairment loss: £446,973). Cash at the bank at the year-end was £709,819 (2019: £242,415).

As at 30 September 2020, total assets were £12,547,890 (2019: £2,995,972) and the net fair value of investments held was £8,794,403 (2019: £2,684,091). Total net assets were £10,591,255 (2019: £2,968,527) which represents 11.60 (2019: 5.69) pence per share.

Other income received during the year was £1,140,000 of Mesh Holdings Plc shares received in exchange for Asimilar's option to invest in Sentiance NV.

The fair value gain on asset acquisition of £1,649,436 represents the difference between fair value of assets and liabilities acquired on acquisition of Intrinsic Capital (Jersey) Limited and the consideration paid (further detail is provided in note 5 of the financial statements).

Simplestream Limited ("Simplestream")

Simplestream create Next Generation TV services for broadcast, sport and media brands. The company is a market leader for its Live2VOD and Hybrid TV solutions, including Sports Video Platform, Cloud TV and Telco TV solutions. Clients include: A&E Networks; AMC Networks; Nova TV Sony Traceplay; QVC TV; Box Nation; Little Dot Studios and At The Races amongst others.

Simplestream's cloud based Media Manager platform provides broadcasters and rights owners with an end-to-end technology services eco-system, with a full range of multi-platform TV and video distribution products including: low latency online simulcasts of TV channels, real-time sports highlights clipping, broadcaster catch-up services, social video syndication and subscriber management services.

Simplestream's technology platform also provides multi-channel, multi-territory frontend templated applications for a complete range of connected devices including mobiles, tablets, connected TVs and fast growing over the top (OTT) platforms such as Amazon Fire TV, Apple TV and Roku. In the UK, Simplestream's "Hybrid TV" solution is used by leading broadcasters to power "catchup" services on Freeview, Freesat, YouView and EETV.

Simplestream delivers services across Europe, the US, Africa and the Far East with further international expansion planned for 2021.

In September 2020 the company raised £275,856 under the UK government supported Future Funds Convertible Loan Scheme. Asimilar invested £21,000 as part of this fund raise.

At 30 September 2020 Asimilar held 9,943 (2019: 9,943) shares in Simplestream, which represents 6.34% (2018: 6.34%) on a fully diluted basis.

Gfinity plc ("Gfinity")

Gfinity is a world-leading esports solutions provider. It focuses on designing, developing and delivering esports solutions for e-games publishers, rights holders and brands. It has contracts and partnership arrangements with EA Games, Microsoft, FIFA, Formula 1 and Indycar.

During the year the company embarked on a major restructuring program to reduce overhead costs by over 60%,. In April 2020 it successfully raised £2.25m. It also agreed a number of deals including the launch of Virtual Grand Prix series with Formula 1 and a 5 Year partnership with Abu Dhabi Motorsport Management. Gfinity achieved growth of 641% in monthly users on its Digital Media Platform over a 12 month period to June 2020.

At 30 September 2020 Asimilar helds400,000 (2019: 400,000) shares in Gfinity which represent 0.05% (2019: 0.08%) on a fully diluted basis.

AudioBoom plc ("AudioBoom")

AudioBoom is one of the world's leading spoken-word audio or podcasting platforms for hosting, distributing and monetising content that enables the creation, broadcast and syndication of audio content across multiple networks and geographies.

On 10 February 2020 AudioBoom announced a strategic review and a Formal Sales Process (FSP) under the City Code on Takeovers and Mergers. On 14 October 2020 the company announced a fundraise of £3.15m and an end to the strategic review and FSP. The board considered that "in light of the very encouraging growth and resilience to global events" to focus on organic growth.

At 30 September 2020 Asimilar held 53,400 (2019: 53,400) shares in AudioBoom which represents 0.34% (2019: 0.38%) on a fully diluted basis.

Magic Media Works Ltd ("Magic Media")

Magic Media is a music entertainment technology business. The company's mission is to bring families together through shared music entertainment experiences, making every home a connected home.

ROXi, which was launched by Magic Media in 2017 is the world's first 'made for TV' music entertainment product, delivering music entertainment experiences that allow consumers to listen, sing, dance and play together at home.

ROXi is backed by celebrity curators Kylie Minogue, Robbie Williams and Sheryl Crow, ROXi delivers its unique interactive experience through the stylish ROXi Console, as well as through major Smart TV and Pay TV platforms, including Sky.

Offering unlimited music, karaoke-style singing, global radio access, an ambient sound machine and ROXi's unique music trivia game, Name That Tune, ROXi is highly differentiated and popular with its target market of older, family consumers. The company has global rights agreements with the major labels (Universal Music Group, Sony Music Group, Warner Music Group) and major independents including Merlin Music, providing customers with one year's access to a premium music catalogue of over 55 million music tracks.

In addition to effortless media discovery and consumption, ROXi's vision is to create experiences that bring people together around music, and support activity beyond simply listening to music, with a clearly differentiated software and hardware offering. ROXi has built a multi-territory media platform with localisation available for language, search, catalogue and playlist curation.

The company strengthened its board through the appointment of Rupert Howell (ex-MD, ITV plc) as independent Non-Executive Chairman and Serene Sass (ex-Warner Music) and Carol Weatherall (ex-eVentures) as independent Non-Executive Directors.

In March 2020 the company launched a new funding raise to support expansion in the UK and internationally. This round was over-subscribed and over £2.0 million was raised.

On 8 September 2020 Sky Q launched the ROXi music service bringing entertaining mix of unlimited music, music games, radio and karaoke to the living room, all in one place.

The partnership means that the ROXi music entertainment experience will be available on the Sky Q Pay TV platform, without the need for any additional hardware.

The launch of "ROXi on Sky Q" is part of a wider strategy to provide the ROXi experience on all major Smart TV and Pay TV platforms, with Sky being the first European rollout partner.

On 7 December 2020 Asimilar invested a further £298,204 in Magic Media via a subscription to 298,204 loan notes of £1.00 each. Interest will be paid on the loan notes at 5%, payable annually in arrears on the anniversary of the loan note subscription. The loan notes expire on 31 January 2026. Should Magic Media not be in a position to satisfy the interest payment in cash it can elect to satisfy the interest through the issuance of further loan notes or shares to the loan note holder.

Each loan note has a warrant attached which gives the holder the right to subscribe for a share in Magic Media at £1 per share at any time during the life of the loan note. The exercise of the warrants can be carried out by offsetting the exercise subscription due against the outstanding loan amount, effectively resulting in a cashless exercise. The subscription forms part of a wider equity and loan note fundraise of up to £13m by Magic Media which was led by Sun Capital Partners. The equity subscription was carried out at £1.00 per share. The fundraise is being conducted in two rounds: the first at £1.00 per share; and the second, to be conducted in early 2021, at £1.10 per share. Asimilar has the right, but not the obligation, to retain its equity position in the second round of financing.

At 30 September 2020 Asimilar held 1,646,682 shares which represents 7.4% (2019: 7.4%) of the fully diluted share capital. Asimilar also holds £500,000 of convertible loan notes and has options over a further 95,000 ordinary shares in Magic Media.

Sparkledun Limited ("Sparkeldun")

Sparkledun is a private company which, through its trading subsidiary, Fast to Fibre Limited ("Fast to Fibre"), has rights to exploit a patented process for the extraction of the inner core of telecoms and power cables, allowing the insertion of fibre optic without the need for excavation or other disruptive techniques.

The Fast to Fibre commercial proposition is to reduce the cost of fibre optic deployment particularly in difficult to access areas such as urban and city centres, thereby increasing the pace of adoption in line with government targets around the world to provide ultra-fast internet access. Fast to Fibre has successfully completed several trials in a variety of geographical locations and complex situations and is now progressing a number of major commercial opportunities in the UK, Europe, North America and India.

At 30 September 2020 Asimilar held 3,260 ordinary shares of £1.00 each in the issued share capital of Sparkeldun, which represents 1.88% of its issued share capital.

SeeQuestor Limited ("SeeQuestor")

SeeQuestor brings together leaders in cyber security and computer vision to deliver an Artificial Intelligence ("AI") tool to comb through some of the estimated 1.5 trillion hours of CCTV footage produced per year, harnessing what the Directors believe to be world leading AI technology and affordable supercomputing to turn terabytes of video into actionable intelligence.

SeeQuestor has two main products available: SeeQuestor 'Post-Event' which allows teams to comb through archives of video footage to find persons of interest or vehicles, helping to solve investigations in a fraction of the time that would otherwise be needed; and SeeQuestor 'iCCTV' which monitors surveillance cameras in real-time. Use cases range from homeland security to smart cities, airports, industrial and mining operations.

The SeeQuestor 'Post-Event' product has been used successfully to solve crimes by 20 police forces in the UK and overseas. Having successfully completed a number of pilots in the field through 2019, SeeQuestor 'iCCTV' is now being deployed at scale to secure sensitive events and sites in several countries.

On 27 February 2020, Asimilar held 47,018 ordinary shares of 1 pence each in the capital of SeeQuestor representing approximately 4.7 per cent of the issued share capital of SeeQuestor.

On 9 November 2020, Intrinsic Capital (Jersey) Limited, a 100% subsidiary of Asimilar, invested a further £250,000 for 16,892 new equity shares.

0n 31 December 2020 Intrinsic Capital (Jersey), invested a further £250,000 for new equity shares and was also granted a 1 for 1 warrant to subscribe for further new ordinary shares in SeeQuestor. These warrants will also apply to the previous investment of £250,000 on 9 November 2020. The warrants are exercisable from the date of grant until 31 December 2021 and will exercise at a discount to the subscription price of this investment round.

Intrinsic Capital (Jersey) Limited

On 30 August 2020 Asimilar acquired Intrinsic Capital (Jersey) Limited ("ICJL") to allow Asimilar to manage its portfolio with the benefit of the more benign capital gains tax regime available in Jersey in respect of some of its current and future investments.

In addition, ICJL was a party to an investment agreement with Dev Clever Holdings Plc ("Dev Clever"), as announced by Dev Clever on 13 May 2020, giving ICJL a right to subscribe for up to 100,000,000 ordinary shares in Dev Clever at a price of 10 pence per Dev Clever share (the "Dev Clever Investment Agreement**")** and, following the exercise of all of these subscription rights, ICJL would be entitled to exercise a warrant to subscribe for up to 50,000,000 additional Dev Clever shares at a price of 25 pence per Dev Clever Share (the "Dev Clever Warrant**").**

At the date of acquisition ICJL had exercised part of the option and invested £250,000 for 2,500,000 of DevClever shares.

Under the terms of the acquisition agreement of ICJL, the Company acquired the entire issued share capital of ICJL in return for the issuance of 1,000,000 new Asimilar ordinary shares credited as fully paid ("Consideration Shares**").** In addition Mark Horrocks, the sole owner of ICJL, was granted warrants to subscribe for up to 9,000,000 Asimilar ordinary shares in 2 tranches of up to 4,500,000 warrants per tranche. Each tranche will be exercisable for two years after the relevant price criteria in Dev Clever having been reached. The relevant price criteria are the mid-market closing price of Dev Clever Shares for a period of five consecutive Business Days being or exceeding (i) 28 pence; and (ii) 55 pence respectively. The number of warrants which Mr Horrocks will be able to exercise will be proportional to the number of shares in Dev Clever subscribed for by the Company or ICJL pursuant to the Dev Clever Investment Agreement at the date of exercise of such warrants.

Dev Clever Holdings Plc ("DevClever")

Dev Clever Holdings Plc, together with its wholly owned subsidiary DevClever Limited, is a software and technology group based in Tamworth, United Kingdom, specialising in the use of lightweight integrations of cloud-based gamification and VR technologies to deliver rich customer engagement experiences across both the commercial and education sectors. In January 2019, Dev Clever listed on the Standard List of the London Stock Exchange.

On 3 September 2020, ICJL exercised its right to subscribe for 17,500,000 shares in the capital of Dev Clever at a price of 10 pence per Dev Clever share for an aggregate subscription amount of £1.75 million in accordance with the terms of the amended Dev Clever Investment Agreement.

On 1 December 2020 ICJL announced its intention to exercise the second tranche of the Dev Clever option. This became unconditional on 26 January 2021 resulting in a further investment of £2,000,000 for 20m new shares.

On 25 February 2021 the Company announced that it had assigned the right to subscribe for 30m shares in Dev Clever to Sitius Limited (Sitius") for a cash consideration of £3m. In addition, ICJL assigned some 15m of the warrants to subscribe for new Dev Clever shares at 25p each to Sitius for a further cash consideration of £500k. Asimilar also announced on 1 March 2021 of ICJL's intention to use the proceeds from this assignment to complete its subscription for a further 30m shares in Dev Clever at 10p per share which was completed on 18 March 2021.

Asimilar now has an interest in 70 million ordinary shares in Dev Clever representing approximately 12.2 per cent. of Dev Clever's issued share capital. In addition to the 70 million ordinary shares, Asimilar retains a warrant to subscribe for 35 million new ordinary shares in Dev Clever at 25 pence per Dev Clever share.

The interest in Dev Clever is held via Asimilar's wholly owned subsidiary, Intrisic Capital (Jersey) Limited.

On 29 March 2021, the Company announced that the mid-market closing price of shares in Dev Clever had exceeded 28 pence for a period of five consecutive Business Days. Therefore 70 per cent of the first tranche of 4,500,000 warrants (equating to 3,150,000 warrants) issued to Mark Horrocks had vested. The 3,150,000 warrants are exercisable at 0.01 pence per Asimilar ordinary share until 29 March 2023.

Mesh Holdings Plc ("MESH")

MESH is an unlisted investment business, that aims to incubate emerging technology brands. On 3 August 2020 Asimilar announced that it had reached an agreement with MESH whereby the Company received a consideration of 24 million MESH shares in return for the assignment of Asimilar's right to subscribe for up to 32% of the share capital of Sentiance N.V. ("Sentiance").

MESH has a number of technology investments including Sentiance. Asimilar's holding of 24m shares accounts for 8.89 of MESH's issued share capital as at 30 September 2020.

Sentiance is an emerging and leading organisation within behavioural, ethical artificial intelligence and machine learning with its "Motion Intelligence" and "Behavioural Change Platform" technologies. Sentiance has announced new partnerships, extended partnerships and contracts with well- known international businesses, including several within the Fortune 500.

On 15 February 2021 MESH announced that it had entered into a definitive sale and purchase agreement together with AAQUA BV to acquire 100% of Sentiance. On completion MESH would own 80% of Sentiance on a fully diluted basis with the remaining 20% owned by AAQUA BV. On 9 March 2021, MESH announced that the terms of the sale and purchase agreement has been amended and that AAQUA BV would now acquire a significant majority equity holding in Sentiance, rather than the 20% envisaged under the agreement, and that completion of the agreement is expected by 31 March 2021.

At 30 September 2020 the MESH holding represent 8.89% of its issued share capital

COVID -19 statement

The global outbreak of coronavirus COVID-19 during the year continues to impact on the markets and business activity. The board has been in discussions, where possible, with its investee companies to better understand the impact on their business and actions taken to protect the businesses.

Our investee companies have carried out risk assessments and successfully implemented a number of actions to protect their workers, and businesses:

- Working from home arrangements
- Furlough arrangements
- Bounce back loans
- Future fund loans
- CBIL

Share issue

On 11 October 2019, Asimilar successfully raised £500,000 before costs by a placing of 20,000,000 new ordinary shares. Under the placing each placee received one warrant for every two placing shares. The warrants were exercisable at 6.00p per share at any time from the date of admission of the placing shares up to 30 October 2020. A further 2,500,000 warrants exercisable on the same terms were also issued in lieu of fees payable to an introducer.

On 23 December 2019 Asimilar completed tranche two of the October 2019 fundraise whereby a further £250,000 was raised through the issue of 10,000,000 million new shares at price of 2.50p per share and one warrant for every two placing shares was issued. The warrants were exercisable up to 31 October 2020.

On 20 January 2020 Asimilar completed another fundraise of £1,850,000 before costs by the placing of 11,562,500 new ordinary shares at 16.00p. Under the placing each place also received one warrant for every placing share. The warrants are exercisable at 30.00p per share at any time from the grant to 31 March 2021. On 31 March 2021 the Company announced that it had agreed to extend the final exercise date of the warrants from 5pm on 31 March 2021 to 5pm on 9 April 2021.

On 21 January 2020 Asimilar raised £83,333.35 via the issue of 1,666,667 new ordinary shares as a result of the exercise of options at 5.00p per share.

On 24 January 2020 Asimilar raised £4,000,000 before costs by a placing of 10,000,000 new ordinary shares at a placing price of 40.00p per share. Under the placing each place received one warrant for every placing share. The warrants are exercisable at 130.00p per share at any time from the date of grant to 31 December 2021, with an accelerated exercise provision in the event that the mid- market price of Asimilar's ordinary shares reaches 280.00p per ordinary share for five consecutive days. The warrants will be required to be exercised within 21 calendar days of such an event.

On 1 September 2020 Asimilar issued 1,000,000 shares at 28.00p per new ordinary shares as part of the consideration for the acquisition of Intrinsic Capital (Jersey) Limited.

On 22 September 2020 Asimilar raised £60,000 via the issue of 1,000,000 new ordinary shares as result of exercise of options at 6.00p per share.

Post Year End Transactions

Sentiance loan of €3m was assigned to Mesh Holdings Plc on 30 November 2020 for a cash consideration of €3m.

Donald Stewart stepped down from the board on 26 October 2020.

£2m was invested into Dev Clever via ICJL announced on 2 November 2020 and completed on 26 January 2021 when it became unconditional. On 27 January 2021 agreement was reached with Dev Clever to accelerate the option rights in return for the award of 50,000,000 warrants immediately rather than at the conclusion of the completion of all further options to subscribe in Dev Clever.

On 25 February 2021 the Group announced that it had assigned the right to subscribe for 30m shares in Dev Clever to Sitius Limited ("Sitius") for a cash consideration of £3m. In addition, ICJL assigned some 15m of the warrants to subscribe for new Dev Clever shares at 25p each to Sitius for a further cash consideration of £500k. Asimilar also announced on 1 March 2021 of ICJL's intention to use the proceeds from this assignment to complete its subscription for a further 30m shares in Dev Clever at 10p per share which was completed on 18 March 2021.

Asimilar now has an interest in 70 million ordinary shares in Dev Clever representing approximately 12.2 per cent. of Dev Clever's issued share capital. In addition to the 70 million ordinary shares, Asimilar retains a warrant to subscribe for 35 million new ordinary shares in Dev Clever at 25 pence per Dev Clever share.

On 9 November 2020 ICJL invested £250,000 in SeeQuestor.

On 7 December 2020 Asimilar made a further investment in Magic Media of £298,204 provided by way of a convertible loan note as part of a £13m raise by Magic Media.

On 31 December 2020 ICJL invested further £250,000 in SeeQuestor increasing the Group's holding to 80,802 shares and under the terms of the investment Asimilar is was granted a one for one warrant exercisable by 31 December 2021 at a discount to the equity subscription price.

Investment Strategy

Our vision is to be a successful and profitable investment company focusing on technology, travel, leisure and media sectors with a particular focus in the fields of big data, machine learning, telematics and the internet of things (IoT). We will achieve this by identifying early stage or turnaround opportunities that require investment and or have the potential for a reverse takeover. We will invest in to businesses with content and delivery capability that engage customers, monetise the user experience and have potential to scale.

The Company's investing policy is to invest into businesses which have some or all of the following characteristics:

- strong management with a proven track record;
- ready for investment without the need for material re-structuring by the Company;
- generating positive cash flows or imminently likely to do so;
- via an injection of new finances or specialist management, the Company can enhance the prospects and therefore the future value of the investment;
- able to benefit from the directors' existing network of contacts; and
- the potential to deliver significant returns for the Company.

Whilst the directors will be principally focused on making an investment in private businesses, they would not rule out investment in listed businesses if this presents, in their judgement, the best opportunity for shareholders.

The Company intends to be an active investor in situations where the Company can make a clear contribution to the progress and development of the investment. In respect of other, more substantial investment opportunities, the directors expect that the Company will be more of a passive investor.

The directors believe that their broad collective experience together with their extensive network of contacts will assist them in the identification, evaluation and funding of appropriate investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams.

There will be no limit on the number of projects into which the Company may invest, and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules. Where the Company builds a portfolio of related assets it is possible that there may be cross-holdings between such assets. The Company does not currently intend to fund any investments with debt or other borrowings but may do so if appropriate.

The Company's primary objective is that of securing for the shareholders the best possible value consistent with achieving, over time, both capital growth and income for shareholders through developing profitability coupled with dividend payments on a sustainable basis.

Outlook

The Board will continue to pursue and evaluate opportunities that meet the investment criteria.

I would like to thank our shareholders and advisors for sharing our vision and supporting the board.

John Taylor
Chairman
Date: 30 April 2021

ASIMILAR GROUP PLC

STRATEGIC REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Principal Activity

The Company is an investment company and focuses on opportunities in the fields of big data, machine learning, telematics and the internet of things (IoT).

Business Review and Future Developments

A review of the business during the year and the likely future direction are explained in the Chairman's Statement on pages 2 to 10.

Risks and Uncertainties

The Company is subject to a number of risks and uncertainties. The board of directors is responsible for establishing internal controls, reviewing them for their effectiveness and mitigating risk. The key risks and how they are mitigated are detailed below:

- The Company's performance can be affected by general economic downturn. Forward looking indicators are regularly reviewed to identify varying market conditions.
- The cost base is reviewed regularly and the current management structure in place allows management to respond to changing circumstances very quickly.
- Performance of investments will be a risk to the Company in the future. To mitigate the risks inherent in making investments the Company carries out sufficient due diligence on acquisitions and monitors the performance of investments by regular review of financial information.
- As an investment company the directors will continue to ensure that there are sufficient funds in place to support the continuing investment strategy.

Key performance indicators

Measuring performance is integral to our strategic growth. The board has selected KPIs to benchmark the Company's progress and consider that future investment income and investment growth will be the measures used to assess the progress of the Company.

Investment income: is detailed in the statement of comprehensive income. The board recognises that not all investments will generate income for the Company as they are early stage start-ups and will be continually re-investing cash generated back into the business for further growth. Investment income received during the year £49,945 (2019: £ Nil).

Investment growth: the board monitors progress of its investments on a quarterly basis and has a presence on the board of its private investments either as formal board member and or observer to closely monitor the progress of its investments and assist the managements where it can add value. Investment growth are detailed in note 14.

Overhead base: the board is satisfied with the level of costs and that these have been maintained to an appropriate level.

Approval

This report was approved by the board of directors and authorised for issue on 30 April 2021 and signed on its behalf by:

John Taylor
Chairman

The directors present their report together with the financial statements for the year ended 30 September 2020.

Directors who served during the year

J E Taylor (Chairman – appointed 3 December 2019)
D J Stewart (Appointed 3 December 2019, resigned 26 October 2020)
M Horrocks (Appointed 23 September 2020)
M S Bhatti

S L Robinson (Chairman – resigned 3 December 2019)
S T Nicolson (Resigned 3 December 2019)

Directors and Directors' Interests

The directors who served during the year and their interest in the shares of the Company at year end are detailed below:

Details of Directors' Warrants

	Share Warrants	
	2020	**2019**
	Number	**Number**
Current directors		
John Taylor- exercise price 10p, expire 31 December 2022	2,000,000	-
Donald Stewart - exercise price 10p, expire 31 December 2022	2,000,000	-
Mark Horrocks* - exercise price 0.01p, expire 31 December 2025	4,500,000	-
Mark Horrocks** exercise price 0.01p expires 31 December 2025	4,500,000	-
Sohail Bhatti - exercise price 5p, expire 31 May 2022	2,000,000	2,000,000
Sohail Bhatti - exercise price 10p, expire 31 December 2022	1,000,000	-
Former directors who resigned during the year		
Simon Robinson - exercise price 13p, expired 31 October 2019	-	980,000
Simon Robinson - exercise price 5p, expire 31 May 2022	1,000,000	2,000,000
Sean Nicolson - exercise price 5p, expire 31 May 2022	500,000	1,000,000
	17,500,000	5,980,000

*Exercisable in the event mid-market price of DevClever is or exceeds 28p for at least 5 consecutive business days and pro rata entitlement based on the amount of DevClever options exercised by ICJL. On 29 March 2021, the Company announced that the mid-market closing price of shares in DevClever has now exceeded 28 pence for a period of five consecutive Business Days. Therefore 70 per cent of the first tranche of 4,500,000 warrants (equating to 3,150,000 warrants) issued to Mark Horrocks had vested. The 3,150,000 warrants are exercisable at 0.01 pence per Asimilar ordinary share until 29 March 2023.

** Exercisable in the event mid-market price of DevClever is or exceeds 55p for at least 5 consecutive business days and pro rata entitlement based on the amount of DevClever options exercised by ICJL.

	S L Robinson		**M S Bhatti**		**S Nicolson**	
	Shares	Warrants	Shares	Warrants	Shares	Warrants
At 1 October 2019	1,389,201	2,980,000	66,667	2,000,000	155,769	1,000,000
Warrants Granted 3 December 2019	-		-	1,000,000	-	-
Warrants expired 31 October 2019	-	(980,000)	-	-	-	
Warrants Exercised		(1,000,000)				(500,000)
Shares sold	(989,201)					
At 30 September 2020	**400,000**	**1,000,000**	**66,667**	**3,000,000**	**155,769**	**500,000**

	J E Taylor		**D J Stewart**		**M Horrocks**	
	Shares	Warrants	Shares	Warrants	Shares	Warrants
At 1 October 2019	-	-	-	-	-	-
Warrants Granted 3 December 2019	-	2,000,000	-	2,000,000	-	-
Warrants Granted 31 August 2020	-	-	-	-	-	9,000,000
Placing shares					651,473	
Consideration shares					1,000,000	
At 30 September 2020	**-**	**2,000,000**	**-**	**2,000,000**	**1,651,473**	**9,000,000**

Warrants granted to directors during the year on date of grant were valued at £205,000 (2019: £Nil). Further details are provided in notes 18 and 19 of the financial statements.

Significant and substantial shareholders

As at 14 April 2021 the Company had been notified of the following interest of 3% or more in the nominal value of the Company, save for the directors whose interests are disclosed above:

Shareholder	**Number**	**%**
Nigel Wray	11,502,500	9.49%
Mirador FZE	10,000,000	8.25%
Chris Akers	7,119,500	5.87%
David Von Rosen	7.081.168	5.84%
Rory O'Sullivan	5,250,000	4.33%
Intertrader	5,125,000	4.23%
Mrs DJ Horrocks	3,771,474	3.11%

Statement of disclosure of information to the auditor

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the Company's auditor is unaware, and each director has taken all steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Going concern

The directors have prepared a cash flow forecast for the period ending 30 June 2022. Having considered all known costs, the board is of the opinion that there are sufficient funds available to continue as a going concern for the foreseeable future. The board is also planning to raise additional funds to continue to carry out its investment strategy as opportunities arise.

Dividends

The board does not propose to pay any dividend for the year (2019: £nil).

The report was approved by the directors on 30 April 2021 and signed on its behalf by:

John Taylor
Chairman

The Group complies with the Quoted Companies Alliance's Corporate Governance Code (the "QCA Code") as revised and reissued in May 2018.

John Taylor, in his capacity as Non-Executive Chairman, has assumed responsibility for leading the Board effectively and ensuring that the Group has appropriate corporate governance standards in place and that these standards are observed and applied within the Group as a whole.

The corporate governance arrangements that the Board has adopted are intended to ensure that the Group delivers medium and long-term value to its shareholders. The Board maintains a regular dialogue with its major investors and other professional investors, providing them with such information on the Group's progress as is permitted by the AIM rules, MAR and the requirements of the relevant legislation.

It should be noted that all the Directors are shareholders and/or warrant holders in the Group. The Directors therefore view their own medium and long-term interests to be integrally linked to the medium and long-term value of the Group and, as such, the interests of the Directors are directly aligned with those of the shareholders.

The Board currently consists of two Independent Non-Executives, John Taylor and Mark Horrocks, and one Executive Director, Sohail Bhatti. Simon Robinson was Non-Executive Chairman of the Company and Sean Nicolson was an Independent Non-Executive Director until 3 December 2019. Donald Stewart was an Independent Non-Executive of the Company from 3 December 2019 until he retired from the Board on 26 October 2020. Mark Horrocks joined the Board as an Independent Non-Executive shortly before the period end on 23 September 2020.

The QCA Code sets out ten principles that should be applied. These are listed on the Company's website at www.asimilargroup.com together with an explanation of how the Company applies each of the principles. The ten principles are:

1. establish a strategy and business model which promote long-term value for shareholders
2. seek to understand and meet shareholder needs and expectations
3. take into account wider stakeholder and social responsibilities and their implications for long-term success
4. embed effective risk management, considering both opportunities and threats, throughout the organisation
5. maintain the board as a well-functioning, balanced team led by the chair
6. ensure that between them the directors have the necessary up-to-date experience, skills and capabilities
7. evaluate board performance based on clear and relevant objectives, seeking continuous improvement
8. promote a corporate culture that is based on ethical values and behaviours
9. maintain governance structures and processes that are fit for purpose and support good decision-making by the board
10. communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.

Set out below are further disclosures on certain particularly relevant principles.

Principle 1 – Business Model and Strategy

Asimilar is a technology investing company which invests in businesses that develop purpose-built technology and operational expertise with potential to scale and generate positive returns for shareholders.

Asimilar backs founders that have a dedicated passion and competency for creating and engineering premium customer experiences through technology, content and product innovation.

Asimilar evaluates a significant pipeline of potential investment opportunities based on the principles stated in its investing policy. Before investing, the Board always evaluates the opportunities diligently and takes valued input from key shareholders and our investor partners on the potential value of the investment opportunities which it sources.

The Board takes active positions within Asimilar's investee companies so that the Company can partner and support our investee founders and boards proactively, in their strategy and business plan execution, thereby seeking to grow and optimise investments for the Company's shareholders. As an investment business, Asimilar is dependent on its investee companies successfully executing their business plans and managing a positive exit for its investments and investors, which sometimes takes longer than initially envisaged.

For further information on the strategy of the Group is set out in the Chairman's statement on pages 2 to 9 above and the risks the Board consider to be the most significant for potential investors and Shareholders are set out on page 10 of the Strategic Update above.

Principle 4 – Risk Management

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and recognises the need for an effective and well-defined risk management process. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. The Board is responsible for the monitoring of financial performance against budget and forecast and the formulation of the Group's risk appetite including the identification, assessment and monitoring of the Group's principal risks.

For further information on the risks the Board consider to be the most significant for potential investors, Shareholders are referred to in the section headed "Risks and uncertainties" set out on page 10 above.

The Board has delegated certain authorities to committees, each with formal terms of reference. As part of its terms of reference, the Audit Committee is obliged, inter alia, to keep under review the Group's internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems, review the adequacy and security of the Group's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action, review the Group's procedures for detecting fraud and review the Group's systems and controls for the prevention of bribery.

Principle 5 – A Well-functioning Board of Directors

The Board is responsible for the management of the business of the Group, setting the strategic direction of the Group and establishing the policies of the Group. It is the Board's responsibility to oversee the financial position of the Group and monitor the business and affairs of the Group on behalf of Shareholders, to whom the Directors are accountable. The primary duty of the Board is to act in the best interests of the Group at all times. The Board also addresses issues relating to internal control and the Group's approach to risk management.

The Board currently consists of one Executive Director, being the Chief Finance Officer, and two Non-Executive Directors. The Board had three Non-Executive Directors from 23 September until 26 October 2020.

John Taylor chairs the Board. The Executive Director (Sohail Bhatti) has industry and technical knowledge and financial expertise. The Non-Executive Directors have public market and investing experience (John Taylor and Mark Horrocks). Sohail Bhatti also acts as the Company Secretary. Donald Stewart, an Independent Non-Executive Director who retired from the Board on 26 October 2020, had legal, regulatory and investing experience.

The Board holds board meetings whenever issues arise which require the attention of the Board.

The Executive Director is a full time employee, and the Non-Executive Directors are expected to devote at least two days per month to the affairs of the Company and such additional time as may be necessary to fulfil their roles.

The Board has also established an Audit Committee and a Remuneration Committee. The Company considers that, at this stage of its development, and given the current size of its Board, it is not necessary to establish a formal Nominations Committee and nominations to the Board will be dealt with by the whole Board. This position will be reviewed on a regular basis by the Directors.

Both current Non-Executive Directors are, and each of Simon Robinson, Sean Nicolson and Donald Stewart, while they served on the Board, were considered to be independent. The two Non-Executive Directors sit on the Audit Committee, which was chaired by Donald Stewart (an experienced solicitor and investor) until 26 October 2020 and is currently chaired by Mark Horrocks (who is an experienced investment manager) and on the Remuneration Committee, which is chaired by John Taylor.

During the year under review the Board held 15 board meetings, at which all the members of the Board were present. In addition to the Company's formal board meetings, all of the directors regularly discuss matters affecting the business and the strategy of the Group.

The number of board meetings attended by each director was as follows.

Director	**Number of Meetings Attended**	**Percent of Meetings During Time in Office**
John Taylor	15	100%
Donald Stewart	15	100%
Sohail Bhatti	15	100%
Mark Horrocks*	-	

*No board meetings held since appointment of Mark Horrocks on 23 September 2020 to end of financial year at 30 September 2020.

Specific matters are reserved to the Board and are set out in a written statement adopted by the board. Such matters include overall company strategy, the annual business plan, the making and disposal of investments, the approval of the accounts, risk management, the appointment of senior management and the appointment and removal of the auditors. The board also seeks to ensure that the necessary financial and human resources are in place for the Company to be able to meet its objectives, to review management performance and to ensure that its obligations to its shareholders are understood and met.

Principle 6 – Appropriate Skills and Experience of the Directors

The Group believes that the current balance of skills within the Board as a whole reflects a broad and appropriate range of commercial, technical and professional skills relevant to the sectors in which the Group operates and its status as an AIM listed company.

Biographical details of each of the Directors and officers are set out below:

JohnTaylor
Non-Executive Chairman
Member of the board since 3 December 2019

John's most recent focus has been on assisting small cap listed companies with their development. Prior to this, he spent 18 months working in private equity backed portfolio companies, driving operational turnaround initiatives and implementing costing systems. He spent over 20 years in the Army Air Corps, leaving in 2015 with the rank of Lieutenant Colonel. Between 2013 and 2015 he was senior strategic communications officer for the Ministry of Defence. John is a non-executive director of BrandShield Systems Plc, an AIM quoted cyber security company and Pathfinder Minerals Plc. Previously he was a non-executive director of Sabien Technology Group plc, an AIM-quoted provider of energy reduction technologies and a Director of KIN Group Plc which became Bidstack following a Reverse Takeover transaction.

Mark Horrocks
Non-Executive Director
Member of the board since 23 September 2020

Mark Horrocks has over 37 years' experience in financial markets and has been involved mainly in large scale institutional fund management. He has worked as a research analyst and fund manager for a FTSE100 insurance group. In addition, he has always maintained a keen interest in supporting smaller companies and identifying nascent opportunities as investor and supporting as mentor and, on occasion, board member. In 1997 Mark co-founded Intrinsic Capital Partnership Limited, in order to self-manage the Intrinsic Value PLC Investment Trust, an investor in mainly small/micro capitalized quoted companies. Mark then established Intrinsic Capital LLP in 2007 as a regulated corporate and introductory business and extended the regulatory permission to include a retail investment management offering in 2015 seeking to add value with a straightforward, transparent and cost-efficient service to high net worth and professional investors.

Sohail Bhatti
Finance Director
Member of the board since 2014

Mohammed Sohail Bhatti is a Fellow of The Association of Chartered Certified Accountants (FCCA), and has served as finance and non-executive director of a number of private and quoted companies for more than 20 years. In 1998, he joined Transcomm plc, an AIM quoted telecommunications group as finance director for one of its subsidiary undertakings and served for 6 years until its acquisition by British Telecom in 2004. Later that year he supported the private equity acquisition of a former Ericsson data radio technology company, and founded Woodhouse Price Limited, a licensed accountancy practice.

Sohail Bhatti also acts as the Company Secretary and is responsible for ensuring that Board procedures are followed and that the Company complies with all applicable rules, regulations and obligations governing its operation, as well as helping the Chairman maintain good standards of corporate governance.

The Directors have access to the Company’s external advisers e.g. NOMAD, lawyers and auditors as and when required and are able to obtain advice from other external advisers when necessary.

All Directors have access to independent legal advice at the Company’s expense.

The Board will seek to take into account Board imbalances for future nominations.

Principle 7 – Evaluation of Board Performance

The effectiveness and the performance of each director is reviewed on an annual basis. The Company undertakes annual monitoring of personal and corporate performance responsibility. The board currently considers that the use of external consultants to facilitate the board evaluation process is unlikely to be of significant benefit to the process, although the option of doing so is kept under review.

Over the next 12 months the Company intends to review the performance of the board as a whole to ensure that the members of the board collectively function in an efficient and productive manner and identify any development or mentoring needs of individual directors. The focus of the review will be to identify any gaps in skills and experience, how well the board functions as a group and the individual contributions made by each director. The Chairman will be responsible for leading the review and will involve external support as appropriate.

The Board is aware that succession planning is a vital task and the management of succession planning represents a key responsibility of the Board. The balance of skills required of the Board as a whole is under constant review as the business develops. As a result the composition of the Board will change over time. The Board would appoint additional directors in the event that outstanding people with relevant skills are able to make the necessary commitment to drive the business forward.

Principle 8 – Corporate Culture

The Company recognises the importance of promoting an ethical corporate culture based on sound ethical values and behaviours, interacting responsibly with all stakeholders and the communities and environments in which the Group operates. The Board considers this to be essential to maximise shareholder value. This means promoting strong business ethics.

As a first priority, the Company seeks to uphold individual human rights in its operations, and expects the same from all the companies that it invests in. The Company's policies outline the behaviours expected and set out the Company's zero tolerance approach towards any form of modern slavery, discrimination or unethical behaviour relating to bribery, corruption or business conduct.

The Company is committed to building an inclusive culture. Discrimination in all its forms (including on the basis of age, race, sexual orientation, religion, national origin and gender) is not tolerated at any level.

The Directors view their own medium and long-term interests to be integrally linked to the medium and long-term value of the Group, and, as such, the interests of the Directors are directly aligned with those of the shareholders. The Group has adopted policies to deal with corruption and bribery and to comply with the UK Bribery Act.

Principle 10 – Shareholder Communication

The Board delegates authority to two Committees to assist in meeting its business objectives, and the Committees meet independently of Board meetings.

Audit Committee Report
Until 26 October 2020 the Audit Committee comprised Donald Stewart, as Chairman, and John Taylor. It currently comprises Mark Horrocks, as Chairman, and John Taylor and meets not less than twice a year. The committee is responsible for making recommendations to the Board on the appointment of auditors and the audit fee and for ensuring that the financial performance of the Group is properly monitored and reported. In addition, the Audit Committee receives and reviews reports from management and the auditors relating to the interim report, the annual report and accounts and the internal control systems of the Group.

As noted above the Audit Committee is also responsible for reviewing the Group's internal financial controls systems that identify, assess, manage and monitor financial risks, other internal control and risk management systems and other aspects of risk management.

During the year under review, the Audit Committee has worked with and reviewed the work of the Company's auditors in the production of the Interim Report of the Company for the six months ended 31 March 2020 and the Report and Accounts of the Company for the year ended 30 September 2020 set out in this document.

Remuneration Committee Report

The Remuneration Committee comprises John Taylor as Chairman and Mark Horrocks which meets not less than twice each year. The committee is responsible for the review and recommendation of the scale and structure of remuneration for senior management, including any bonus arrangements or the award of share options with due regard to the interests of the Shareholders and the performance of the Company.

During the year under review, the Remuneration Committee made a recommendation to pay a bonus to the Executive Director to reflect significant additional work carried out in relation to a particular transaction. The Remuneration Committee made no new recommendations to the board in relation to the issue of share options to employees of the Group. The amounts of remuneration for each Director are set out on page 26 below. These include basic salary, bonus and the estimated monetary value of benefits in kind.

The Company remains committed to listening to and communicating openly with its shareholders to ensure that its strategy, business model and performance are clearly understood and that the board understands the needs and expectation of its shareholders. Understanding what our shareholders think about us is a key part of driving our business forward and we actively seek dialogue with the market. The Company communicates with shareholders through the annual report, full year and half year announcements, the AGM and one to one meetings with large existing or potential new shareholders. A range of corporate information (including all Company announcements and shareholder communications) is also available to shareholders, investors and the public on the Company's corporate website (http://www.asimilargroup.com). The board receives regular updates on the views of shareholders through briefings and reports from the Company's broker.

The Company regularly participates at investor shows around the country offering smaller and private investors similar insight into the Company and access to management.

The Company discloses contact details on its website and on all announcements released via RNS, should shareholders wish to communicate with the board. Communication with shareholders is co-ordinated by the Chairman.

The board is keen to promote greater liquidity in the Company's shares. The board seeks to build on a mutual understanding of objectives between the Company and its shareholders by:

- Communicating regularly throughout the year.
- Providing information to shareholders in a balanced and understandable way.
- Meeting shareholders to discuss long term issues and to obtain their views.
- Encouraging private investors, in particular, to attend the AGM, so that they have an opportunity to ask questions of the board and are equipped to make their own assessment of the Company's position and prospects.
- Regular meetings of the board being used as the forum to ensure that non-executive directors are updated on the views of major shareholders that have been communicated to the executive directors.

Independence of the Independent Auditors

Both the audit committee and the independent auditors have in place safeguards to avoid the auditors' objectivity and independence being compromised. One such safeguard is a policy of five yearly rotation of audit partner. As a result, Ian Cliffe, having completed his five year term as Statutory Auditor of the Group and parent company, was replaced by Christopher Cork for the year ended 30 September 2019. The Company's policy with regard to services provided by the independent auditors is as follows:

- Statutory audit services

  The independent auditors, who are appointed annually by the shareholders, undertake this work. The audit committee reviews the auditors' performance on an ongoing basis.

- Non-audit services

  The independent auditors are not permitted to provide internal audit, risk management, litigation support, remuneration advice and information technology services. The provision of other non-audit services, including taxation services, is assessed on a case by case basis, depending on which professional services firm is best suited to perform the work. These safeguards, which are monitored by the audit committee, are regularly reviewed and updated to ensure they remain appropriate. The appointment of the auditors to provide non-audit services requires board approval for any assignment with fees above a set financial limit. The auditor’s report to the audit committee on the actions they take to comply with the professional and regulatory requirements and best practice designed to ensure their independence, including the rotation of key members of the audit team. Haysmacintyre LLP has formally confirmed this to the board. The disclosure of non-audit fees paid to Haysmacintyre LLP during the year is included in note 8 to the financial statements.

Going concern

The directors have prepared a cash flow forecast to the end of June 2022. Having considered all known costs and income from warrant exercise, the board is of the opinion that there are sufficient funds available to continue as a going concern for the foreseeable future. The board is also planning to raise additional funds in due course to continue to carry out its investment strategy as opportunities arise.

Section 172 Statement

Under section 172 of the Companies Act 2006 (“Section 172”), a director of a company must act in a way that they consider, in good faith, and would most likely promote the success of the company for the benefit of its members as a whole, taking into account the non-exhaustive list of factors set out in Section 172.

Section 172 also requires directors to take into consideration the interests of other stakeholders set out in Section 172(1) in their decision making.

Asimilar Group Plc’s (“Asimilar” or the “Company”) key stakeholders include its investors, employees and investee companies.

The Company’s strategy is to be a successful and profitable investment company focusing focus in the fields of big data, machine learning, telematics and the internet of things (IoT). We will achieve this by identifying early stage or turnaround opportunities that require investment and or have the potential for a reverse takeover. We will invest into businesses with content and delivery capability that engage customers, monetise the user experience and have potential to scale.

Upon the successful implementation of the Company’s strategy, the Company will have an expanded range of internal and external stakeholders, relations with which the Board will take into consideration when making decisions on Company strategy.

Engagement with our members plays an essential role throughout our business. We are cognisant of fostering an effective and mutually beneficial relationship with our members. Our understanding of our members is factored into boardroom discussions regarding the potential long-term impacts of our strategic decisions.

Post the reporting period end, the directors of the Company ("Directors") have continued to have regard to the interests of the Company's stakeholders, including the potential impact of its future activities on the community, the environment and the Company's reputation when making decisions. The Directors also continue to take all necessary measures to ensure the Company is acting in good faith and fairly between members and is promoting the success of the Company for its members in the long term.

The table below acts as our Section 172 statement by setting out the key stakeholder groups, their interests and how the Company engages with them. Given the importance of stakeholder focus, long-term strategy and reputation to the Company, these themes are also discussed throughout this Annual Report.

Stakeholder	Why we engage	How we engage
Our Investors	We maintain and value regular dialogue with our financial stakeholders throughout the year and place great importance on our relationship with them. We know that our investors expect a comprehensive insight into the financial performance of the Company, and awareness of our long-term strategy and direction. As such, we aim to provide high levels of transparency and clarity about our results and long-term strategy and to build trust in our future plans.	• Investor meetings and briefings • Annual Report • Company website • Shareholder circulars • AGM • RNS announcements • Press releases
Our Employees	Effective employee engagement leads to an effective, incentivised, healthier workforce who are invested in the success of the Group and who are all pulling in the same direction. Our engagement seeks to address any employee concerns regarding working conditions, health and safety, training and development, as well as workforce diversity.	• Competitive rewards packages • Flat structure communication with the Board
Our Investee Companies	We take active positions within our investee companies so that the Company can partner and support our investee founders and boards proactively, in their strategy and business plan execution, thereby seeking to grow and optimise investments for the Company's shareholders. As an investment business, Asimilar is dependent on its investee companies successfully executing their business plans and managing a positive exit for its investments and investors, which sometimes takes longer than initially envisaged.	• Holding board seats on investee companies • Regular dialogue and meetings with investee company management • Regular updates with investee companies and other shareholders

The above statement should be read in conjunction with the Strategic Report (on pages 11 to 13 above) and the Company's Corporate Governance Statement.

John Taylor
Chairman
30 April 2021

AUDIT COMMITTEE REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2020

While operating as a committee of the board, the Company's audit committee is by no means remote from the key issues facing the business. The committee has considered not only the adequacy of financial reporting and the applicability of accounting standards to the business, but also how the challenges faced by the Company may flow through into internal control, accounting policy and financial reporting to shareholders.

The committee is responsible for reviewing approaches to risk management and looking at internal controls on behalf of the board. The full board has been engaged in looking at the critical success factors for the Company. The risk management process is discussed on page 17.

The establishment of the audit committee has presented an opportunity to consider afresh the Company's policies, practices and controls which has been a useful exercise.

Membership and Meetings of the Audit Committee

The audit committee is chaired by Mark Horrocks. John Taylor is the other member of the committee. As provided for in the QCA Code the committee chairman is regarded as being independent. At the invitation of the committee, the Finance Director and representatives of the external auditor usually attend committee meetings. Time is allowed at the end of each meeting for discussion without any members of the executive team being present, to allow the external auditor to raise any issues of concern.

The audit committee has met twice during the period and has approved these report and accounts.

Terms of Reference

The committee's terms of reference confirm the main responsibilities of the committee.

The committee is responsible for monitoring the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance. The committee reviews the accounting standards, policies and judgements behind and the clarity and fairness of, the interim and year end results statements.

The committee reviews internal controls and risk management procedures in the context of any issues which arise during the external audit process, or if concerns are raised by a member of the board or by an employee under the "whistle blowing" procedures. The strength of internal controls was reviewed by the committee and considered by the full board.

The committee has primary responsibility for the relationship between the Company and its external auditor. Representatives from the external auditor are invited to attend committee meetings and the chairman of the committee meets less formally with the audit director, as needed. The independence of the auditor is kept under review and is reported on annually, as part of the key issues memorandum presented to the committee by the auditor.

The committee reviews the fee proposals presented by the auditor and the scope of work is monitored carefully to ensure that independence is not compromised. In the year to 30 September 2020, audit fees for the Company totalled £22,200 (2019: £13,000), compared with non-audit fees (including reporting accountant services and interim financial statement reviews) of £40,450 (2019: £2,700). The committee is satisfied with the independence, objectivity and efficiency of the external auditor and the committee has not felt it necessary at this stage to propose re-tendering of the audit contract. A resolution for the re-appointment of Haysmacintyre LLP as the statutory auditor will therefore be proposed at this year's annual general meeting.

No other formal recommendations have been made to the board by the committee and no external reports have been commissioned on financial control processes during 2019/20.

This report was approved by the audit committee and the board on 30 April 2020.

Mark Horrocks
Chairman of the audit committee

ASIMILAR GROUP PLC

DIRECTORS' REMUNERATION REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Introduction

On behalf of your board, I am pleased to present our remuneration report for the year ended 30 September 2020.

As an AIM-listed company, Asimilar is not obliged to provide a full directors' remuneration report meeting the requirements of with the UK Corporate Governance Code. We do, however, apply the standards of the QCA Code. The report provides remuneration details for all directors and explains any bonuses paid in the year. It gives a general statement of policy on directors' remuneration as it is currently applied.

The committee is responsible for reviewing and recommending the framework and policy for remuneration of the executive directors. The committee's terms of reference are available on the Company's website. The committee recognises the importance of our reward and performance strategy in recruiting and retaining high quality individuals who can lead, develop and sustain business growth over the longer term.

Membership and Meetings of the Committee

The chairman of the remuneration committee is currently John Taylor. The other member of the committee is Mark Horrocks.

Other directors may attend by invitation of the committee. It is a fundamental principle that no individual should be able to contribute to discussions about their own remuneration. All committee meetings are minuted and copies of the minutes are provided to the full board.

The committee operates within terms of reference set by the board (which may be accessed on the Company's website). The terms of reference were reviewed and approved by the board in November 2019.

The committee is responsible for recommending any changes in the structure of remuneration packages for the executive directors. It also plays an important role when an executive director joins and leaves the Company. It recommends to the board the terms of employment for any appointment and any subsequent changes which may be needed and reviews any payments which might arise on termination of an executive director's contract.

The committee held one meeting during the year which was chaired by Donald Stewart, the Senior Independent director at the time.

Conclusion

The directors' remuneration policy and statement of remuneration for 2019/20 which follows this annual statement sets out the committee's approach to remuneration for the future and provides details of remuneration for the year ended 30 September 2020. This report is intended to provide shareholders with sufficient information to judge the impact of the decisions taken by the committee, to assess whether remuneration packages for directors are fair in the context of business performance.

The committee will continue to be mindful of shareholder views and interests and we believe that our directors' remuneration policy continues to be aligned with the achievement of the Company's business objectives. As always, the annual general meeting provides an opportunity for face to face discussions on important matters for the Company and its shareholders.

John Taylor
Chairman of the Remuneration Committee
Date 30 April 2021

Remuneration Policy and Statement of Remuneration for 2019/20

The policy of the committee is to ensure that the executive directors are fairly rewarded for their individual contributions to the Company's overall performance and to provide a competitive remuneration package to executive directors (including long-term incentives) to attract, retain and motivate individuals of the calibre required to ensure that the Company is managed successfully in the interests of shareholders. In addition, the committee's policy is to reward performance in a way which seeks to align the interests of management with those of shareholders.

Future Policy

The main elements of the remuneration package of executive directors are set out below.

The remuneration packages of executive directors comprise the following elements.

Basic Salary and Benefits

The executive directors' basic salaries are reviewed annually having regard to individual performance, market practice and the financial position of the Company. The salaries paid to executive directors are currently considered appropriate for the respective roles performed by them.

Executive directors are eligible for pension contributions (or payments in lieu of pension contributions) at the rate of 3% of salary. Such payments are not made in respect of any bonuses.

Executive directors are also eligible for health insurance for themselves, partners and children.

Annual Bonuses

The Company pays bonuses reflecting the contributions made by the executive and non-executive directors and the Company's performance.

Share Options and Warrants

The Company believes that share ownership by directors and employees strengthens the link between their personal interests and those of the Company and the shareholders.

The board believes it to be an essential part of attracting high calibre individuals to the board of directors, while preserving cash, in the interests of all shareholders, that directors are offered warrants or options in the Company in amounts and at exercise prices that align directors with the interests of the wider shareholder base.

All directors currently hold shares in the Company.

Service Contracts

The executive director has entered into a comprehensive service contract which is terminable by either party giving 12 months' notice. The executive director is subject to pre and post termination restrictive covenants with the Company including those relating to non-solicitation of customers and staff. No compensation is payable for loss of office and all appointments may be terminated immediately if, among other things, a director is found to be in material breach of the terms of the appointment.

The non-executive directors have entered into engagement letters which is terminable by either party on 6 months' notice. Non-executive directors not eligible for pension arrangements. Additional fees may be paid to non-executive directors in respect of additional services provided to the Company.

Copies of directors' service contracts and letters of appointment are available for inspection at the Company's registered office.

Approach to Recruitment Remuneration

The committee's approach to recruitment remuneration is to offer a market competitive remuneration package sufficient to attract high calibre candidates who are appropriate to the role but without paying any more than is necessary.

Any new executive director's regular remuneration package would include the same elements and be in line with the policy statement set out above.

Reasonable relocation and other similar expenses may be paid if appropriate.

Directors' Insurance and Indemnity

Directors' and officers' liability insurance is provided at the cost of the Company for all directors and officers. The articles of association provide for the Company to indemnify directors against losses and liabilities properly incurred in the execution of their duties.

Audited Information

Details of Directors' remuneration

This report should be read in conjunction with notes 9 and 10 to the financial statements, which also forms part of this report.

Directors' emoluments
The remuneration of the Directors for the years ended 30 September 2020 and 30 September 2019 is shown below.

	2019/20					2018/19		
	Base salary £000	**Bonus schemes £000**	**Warrants £000**	**Total remuneration £000**	Base salary £000	Bonus schemes £000	Benefits in kind £000	Total remuneration £000
John Taylor	**30**	**20**	**82**	**132**	-	-	-	-
Donald Stewart	**30**	**-**	**82**	**112**	-	-	-	-
Sohail Bhatti	**50**	**20**	**41**	**111**	50	-	5	55
Mark Horrocks	**-**	**-**	**-**	**-**	-	-	-	-
Simon Robinson (resigned 23 December 2019)	**36**	**-**	**-**	**36**	35	-	-	35
Sean Nicolson (resigned 23 December 2019)	**28**	**-**	**-**	**28**	24	-	-	24
Total	**174**	**40**	**205**	**419**	109	-	5	114

Options and warrants granted to and held by directors who served during the year are summarised below. Full details of the options and warrants outstanding are set out in note 18 to the accounts.

	2019				
	No. options and warrants held at beginning of the year	**No. options and warrants granted during the year**	**No. options and warrants exercised during the year**	**No. options and warrants lapsed during the year**	**No. options and warrants Options held at end of the year**
Simon Robinson	980,000	2,000,000	—	—	2,980,000
Sohail Bhatti	—	2,000,000	—	—	2,000,000
Sean Nicolson	—	1,000,000	—	—	1,000,000
	980,000	5,000,000	—	—	5,980,000
	2020				
	No. options and warrants held at beginning of the year	**No. options and warrants granted during the year**	**No. options and warrants exercised during the year**	**No. options and warrants lapsed during the year**	**No. options and warrants Options held at end of the year**
Simon Robinson	2,980,000	—	1,000,000	980.000	1,000,000
Sohail Bhatti	2,000,000	1,000,000	—	—	3,000,000
Sean Nicolson	1,000,000	—	500,000	—	500,000
John Taylor	—	2,000,000	—	—	2,000,000
Mark Horrocks	—	9,000,000	—	—	9,000,000
Donald Stewart	—	2,000,000	—	—	2,000,000
	5,980,000	14,000,000	1,500,000	980,000	17,500,000

Statement of Directors' Shareholding

The directors who held office at 30 September 2020 and their connected persons had interests in the issued share capital of the Company as follows:

	Number of shares held (including by connected persons)	
	2020	2019
Sohail Bhatti	66,666	66,666
John Taylor	-	-
Donald Stewart	-	-
Mark Horrocks	3,771,474	3,771,474

There were no changes in the share interests of directors between 1 October 2020 and 30 April 2021, being the date of signature of the directors' remuneration report.

Approval

The directors' remuneration report, and this statement of the Company's remuneration policy and remuneration for 2019/20 were approved by the remuneration committee and by the board on 2 December 2020.

Mark Horrocks
Chairman of the Remuneration Committee
Date: 30 April 2021

ASIMILAR GROUP PLC

STATEMENT OF DIRECTORS' RESPONSIBILITIES

FOR THE YEAR ENDED 30 SEPTEMBER 2020

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. The directors are required by the AIM rules of the London Stock Exchange to prepare group financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and to prepare the Company financial statements in accordance with IFRS as adopted by the EU.

The financial statements are required by law and IFRS adopted by the EU to present fairly the financial position of the Company. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of the Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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.

In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs adopted by the EU;
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Asimilar Group plc website.

Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ in other jurisdictions.

Opinion

We have audited the financial statements of Asimilar Group PLC (the 'Parent Company') and its subsidiary (the 'Group') for the year ended 30 September 2020 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Cash Flows, the Consolidated and Parent Company Statements 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

• give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 September 2020 and of the Group's profit for the year then ended;
• have been properly prepared in accordance with IFRSs as adopted by the European Union; 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 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 as applied to listed entities, 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:
• the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
• the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

An overview of the scope of our audit

Our audit scope included the Parent Company, which is a registered company in the United Kingdom.
We communicated any issues with the Directors in our planning meetings, audit planning letter and final audit findings report.
Following the acquisition of Intrinsic Capital (Jersey) Limited in the year, the company has prepared consdolidated financial statements for the first time. Therefore, the scope of our audit was the audit of the Group and Parent Company financial statements.
As in prior years, our audit of the Parent Company was a full scope statutory audit. Given that the Parent Company holds £10.6m (85%) of the Group's total net assets of £12.5m, it remained the primary focus of our audit.

For the purposes of our audit of the Group financial statements we obtained information pertaining to the subsidiary not subject to audit in Jersey directly from the Directors, and where appropriate the directors of the Jersey subsidiary. We performed a review to group materiality levels on Intrinsic Capital (Jersey) Limited, which is a company registered in Jersey and is not subject to a statutory audit.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified. These matters included those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter Description	How the matter was addressed in the audit
Valuation of investments Included in the Group Statement of Financial Position are investments, in financial assets held at fair value, totalling £8.79m (2019: £2.68m). Of the investments held at 30 September 2020, £7.09m are considered to be level 3 investments (2019: £2.57m), making up the majority of the investments held by the Group. Due to the nature of these investments, and the valuation techniques required to assess their fair value at 30 September 2020, there is a significant risk that the investments are materially overstated and have not been fair valued appropriately. The valuation techniques applied by the directors, or where applicable independent experts are disclosed as a critical accounting estimate and judgement, due to the level of estimation uncertainty in arriving at a fair value for some of the level 3 investments held at 30 September 2020.	Our audit work has considered the various valuation methods employed by the directors in determining the fair value of the level 3 investments held at 30 September 2020. We reviewed all desktop reviews prepared by the directors for the purposes of valuing non complex equity investments in unlisted securities to ensure that the valuation methodology applied was reasonable and made using information available relating to conditions at the year end. Where more complex level 3 investments were held, the directors engaged third party experts to prepare valuations at the balance sheet and acquisition dates to ensure both the year end valuation was appropriately and any fair value movements from the date of acquisition were considered. We have reviewed the valuation reports prepared by management's experts and considered the methods employed to arrive at the relevant investment's fair value to ensure that the inputs and estimates, as well as valuation techniques are reasonable.
Valuation of subsidiary consideration During the year, the Company purchased 100% of the share capital of Intrinsic Capital (Jersey) Limited ("ICJL") for a consideration of shares and warrants. Due to complexity of the warrants issued to the former 100% shareholder of ICJL, there is a risk that the consideration was incorrectly valued, and therefore the acquisition accounting in relation to the acquisition of the subsidiary is materially misstated. The consideration for 100% of the share capital was broken down by 1m shares in Asimilar Group PLC, with a further 9m warrants issued whose vesting criteria was based on the share price of a listed entity which does not form part of the group. These warrants have been valued using a Monte Carlo simulation by the third party experts engaged by the directors, to ascertain the fair value of the consideration.	Our audit work considered, but was not restricted to, the following: • A recalculation of the value of Asimilar Group Plc shares granted at the date of acquisition in conjunction with the market price of shares as at that date. • A review of the independent expert's valuation report concerning the 9m warrants issued to the previous shareholder of ICJL. • An assessment of the observable inputs in the Monte Carlo simulation, as well as an assessment of the unobservable inputs to ensure the assumptions the calculation has been based on is appropriate. • A review of the acquisition accounting for ICJL.

Our application of materiality

We apply the concept of materiality both in planning and performing our audit, in evaluating the effect of misstatements and in forming an option. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of a misstatement or an omission from the financial statements, or related disclosures, that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality, which we used to determine the extent of testing need, to reduce to an appropriately low level the risk that the aggregate of uncorrected and undetected misstatement exceeds materiality for the financial statements as a whole.

The materiality for the Group financial statements as a whole was set at £250,000. This was determined with reference to 2% of gross assets, being one of the Group's main KPIs and an appropriate measure of materiality for an investment company. On the basis of our risk assessment and review of the Group's control environment, performance materiality was set at 75% of materiality, being £187,500. The reporting threshold to the Audit and Risk Committee was set as 5% of materiality, being £12,500. If in our opinion differences below this level warranted reporting on qualitative grounds, these would also be reported. The materiality for the Parent Company financial statements was set at £247,000. This was determined with reference to 2% of gross assets, based on the Parent Company being an investment entity with minimal trading activity. On the basis of our risk assessment and review of the Parent Company's control environment, performance materiality was set at 75% of materiality, being £185,250. The reporting threshold to the Audit and Risk Committee was set as 5% of materiality, being £12,350. If in our opinion in differences below this level warranted reporting on qualitative grounds, these would also be reported.

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 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.

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 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 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 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 29, 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 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.

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. This description forms part of our auditor's report.

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 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.

Christopher Cork

Christopher Cork
(Senior Statutory Auditor)
For and on behalf of Haysmacintyre LLP
Statutory Auditors
30 April 2021

10 Queen Street Place
London
EC4R 1AG

ASIMILAR GROUP PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 SEPTEMBER 2020

	Notes	2020 £	2019 £
Revenue	6	14,000	14,000
Other income	6	1,140,000	-
Administrative expenses		(1,043,099)	(246,306)
Fair value gain on asset acquisition	5	1,694,436	-
Gains from remeasurement of derivative financial liabilities	17	436,500	-
Realised gains/(losses) on investment disposals		5,728	(446,974)
Remeasurement to fair value of investments in financial assets	13,14	(1,778,363)	(52,930)
OPERATING PROFIT/(LOSS) BEFORE FINANCING ACTIVITIES		469,202	(732,210)
Finance income	7	49,945	426
Finance cost	7	(126,818)	-
PROFIT / (LOSS) BEFORE TAX	8	392,329	(731,784)
Tax charge	11	-	-
PROFIT / (LOSS) AFTER TAX		392,329	(731,784)
Earnings / Loss per share (pence per share)			
Basic earnings / (loss)	12	0.41p	(1.40)p
Diluted earnings / (loss)	12	0.28p	(1.40)p

ASIMILAR GROUP PLC

Company Registration Number: 04488281

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 30 SEPTEMBER 2020

	Notes	2020 £	2019 £
ASSETS			
Non-current assets			
Investments in financial assets held at fair value	13	5,771,908	2,684,091
		5,771,908	2,684,091
Current assets			
Investments in financial assets held at fair value	13	3,022,495	-
Financial assets held at amortised cost	13	2,771,426	-
Trade and other receivables	15	182,242	69,466
Cash and cash equivalents		709,819	242,415
		6,685,982	311,881
TOTAL ASSETS		12,457,890	2,995,972
EQUITY AND LIABILITIES			
Current liabilities			
Trade and other payables	16	197,135	27,445
Derivative financial liabilities held at fair value	17	1,669,500	-
Total liabilities		1,866,635	27,445
Equity			
Share capital	18	5,213,277	5,207,754
Share premium account	18	14,327,636	7,864,973
Merger relief reserve	18	279,900	-
Warrant reserve	18	157,813	-
Retained earnings	18	(9,387,371)	(10,104,200)
Total equity		10,591,255	2,968,527
TOTAL EQUITY AND LIABILITIES		12,457,890	2,995,972

The financial statements were approved and authorised for issue by the board of directors on 30 April 2021 and were signed below on its behalf by

John Taylor
Chairman

ASIMILAR GROUP PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2020

	Share Capital £	Share Premium Account £	Merger Relief Reserve	Retained Earnings £	Warrant Reserve	Total £
At 1 October 2018	5,206,954	7,574,273	-	(9,372,416)	-	3,408,811
Total comprehensive expenses for the year			-	(731,784)	-	(731,784)
Transactions with owners						
Shares issued	800	299,200	-	-	-	300,000
Cost of new issue	-	(8,500)	-	-	-	(8,500)
At 1 October 2019	5,207,754	7,864,973	-	(10,104,200)	-	2,968,527
Total comprehensive expense for the year	-	-	-	392,329	-	392,329
Share based payments	-	-	-	324,500	-	324,500
Issue of warrants	-	-	-	-	157,813	157,813
Transactions with owners						
Shares issued	5,523	6,580,097	279,900	-	-	6,865,520
Cost of new issue	-	(117,434)	-	-	-	(117,434)
At 30 September 2020	5,213,277	14,327,636	279,900	(9,387,371)	157,813	10,591,255

Share capital

Represents the par value of shares in issue.

Share premium

Represents amounts subscribed for share capital in excess of its nominal value, net of directly attributable issue costs.

Merger relief reserve

Represents premium on shares issued in connection with the acquisition of Intrinsic Capital Jersey Limited, recognised in accordance with S162 of the Companies Act 2006.

Retained earnings

Represents accumulated losses to date.

Warrant reserve

Represents the fair value of placing warrants issued.

ASIMILAR GROUP PLC

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 SEPTEMBER 2020

	2020 £	2019 £
Operating activities		
Profit / (Loss) for the year	392,329	(731,784)
Adjustments for:		
(Increase) / decrease in trade and other receivables	(112,776)	17,520
Decrease in trade and other payables	(80,310)	(5,249)
Net finance (cost) / income	(42,655)	426
Unrealised losses on remeasurement to fair value	1,364,364	52,930
Impairment of investments	-	446,974
Fair value gain on asset acquisition	(1,694,436)	-
Share based payments	324,500	-
Other income (non-cash transaction)	(1,140,000)	-
Net cash generated / (used) in activities	(988,984)	(219,183)
Investing activities		
Payments to acquire investments	(2,453,901)	(100,000)
Loans advanced	(2,722,422)	-
Finance income received	941	(426)
Net cash used in investing activities	(5,175,382)	(100,426)
Financing activities		
Net proceeds from issue of shares	6,625,899	291,500
Cash arising on acquisition of ICJL	5,871	-
Net cash generated from financing activities	6,631,770	291,500
Net increase / (decrease) in cash and cash equivalents	467,404	(28,109)
Cash and cash equivalents at the start of the year	242,415	270,524
Cash and cash equivalents at the end of the year	709,819	242,415
Cash and cash equivalents consist of:		
Cash and cash equivalents	709,819	242,415

The Group had no debt in either period, therefore no net debt reconciliation has been presented.

1. GENERAL INFORMATION

Asimilar Group Plc is a public limited company which is listed on the Alternative Investment Market (AIM) and incorporated and domiciled in the UK. The address of its registered office is 4 More London Riverside, London, SE1 2AU.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with EU endorsed International Accounting Standards and International Financial Reporting Standards (collectively "IFRS") and the requirements of the Companies Act 2006 applicable to companies reporting under IFRS.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 3.

2.2 Changes in accounting policies and disclosures

(a) New standards, amendments and interpretations adopted by the Group

The group has applied the following standards and amendments for the first time for its annual reporting period commencing 1 October 2019:

- Prepayment Features with Negative Compensation – Amendments to IFRS 9;
- Long-term Interests in Associates and Joint Ventures – Amendments to IAS 28;
- Plan Amendments, Curtailment or Settlement – Amendments to IAS 19;
- Annual improvements to IFRS Standards 2018-2020 Cycle;
- Interpretation 23 'Uncertainty over Income Tax Treatments; and

(b) New standards, amendments and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2020 and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group. There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

2.3 Going Concern

The Group had net assets of £10,591,255 as at 30 September 2020 (2019: net assets £2,968,527) and generated income after tax of £392,329 (2019 loss after tax: £731,784) in the reporting period.

After taking into account anticipated operational costs, expected cash outflows and funds arising from the exercise of warrants as part of a cash flow forecast prepared to June 2022, the directors are confident that the Group will remain in operational existence for the foreseeable future and that the going concern basis of preparation is appropriate to the Group's financial statements.

2.4 Consolidation

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group considers whether acquisitions meet the criteria of a business combination in determining whether to apply the criteria of IFRS 3: Business Combinations. Where such criteria are not met (as in the case of the acquisition of Intrinsic Capital (Jersey) Limited during the year), the consideration payable and assets and liabilities are ascribed a fair value in accordance with IFRS 9: Financial Instruments and IFRS 13: Fair Value Measurement. The reasons difference arising on such a transaction are considered and recognised in accordance with the relevant standard. Differences in fair value arising from an exchange of financial instruments conducted on an arm's length basis are recognised as 'Day One gains or losses' in the income statement.

Acquisition-related costs are recognised as part of the carrying value of the relevant asset's initially recognised cost.

Contingent consideration is classified either as equity or as a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the group's accounting policies.

2.5 Foreign Currency Translation

(a) Functional and Presentation Currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("functional currency").

The consolidated financial statements are presented in Pounds Sterling (£), which is the Company's functional and the Group's presentation currency.

(b) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'Other (losses)/gains – net'.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss.

2.6 Revenue

Revenue is recognised when revenue and associated costs can be measured reliably and future economic benefits are probable. Revenue is measured at fair value of consideration received or receivable for services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

The company only has one class of business, investment holdings and management, and therefore no segmental information has been presented.

2.7 Interest income

Interest income is accrued on a time apportioned basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.8 Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from accounting profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and further excludes items that are never taxable or deductible. The Group's liability to current tax is measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Such assets and liabilities are not recognised if the temporary difference arises from goodwill or if the initial liabilities in a transaction that affect either the taxable profit or the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

2.9 Financial assets

(a) Classification

The Group classifies its financial assets in the following categories: at amortised cost including trade receivables and other financial assets at amortised cost and at fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. No financial assets are held at fair value through OCI.

Trade receivables and other non interest bearing receivables

Trade and other non interest bearing receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, in which case they are recognised at fair value. The group holds the trade receivables with the objective of collecting the contractual cash flows, and so it measures them subsequently at amortised cost using the effective interest method.

The Group's accounting policy is to recognise trade receivables within current assets.

2. ACCOUNTING POLICIES (continued)

(i) Fair values of trade receivables
Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

(ii) Impairment and risk exposure
Information about the impairment of trade receivables and the group's exposure to credit risk, foreign currency risk and interest rate risk can be found in note 4.

Other financial assets at amortised cost

(i) Classification of financial assets at amortised cost
The group classifies its financial assets at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principle and interest.

(ii) Other receivables
- These amounts generally arise from transactions outside the usual operating activities of the group. Interest could be charged at commercial rates where the terms of repayment exceed six months. Collateral is not normally obtained. The non-current other receivables are due and repayable within three years from the end of the reporting period.
- Due to the short-term nature of the other current receivables, their carrying amount is considered to be the same as their fair value. For the majority of the non-current receivables, the fair values are also not significantly different from their carrying amounts

(iii) Fair values of other financial assets at amortised cost
- Note 4 sets out information about the impairment of financial assets at amortised cost and the group's exposure to credit risk and foreign currency risk.

Financial Assets at Fair Value Through Profit or Loss

(i) Classification of financial assets at fair value through profit or loss

The group classifies the following financial assets at fair value through profit or loss (FVPL):

- Equity investments for which the entity has not elected to recognise fair value gains and losses through OCI.
- Derivative financial assets such as options over counterparty equity instruments.

(ii)Fair value, impairment and risk exposure

Information about the methods and assumptions used in determining fair value is provided in note 3. For information about the methods and assumptions used in determining fair value refer to note 3.

2. ACCOUNTING POLICIES (continued)

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Derivative Financial Instruments that do not qualify for hedge accounting

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value.

The Group's derivatives do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other gains/(losses).

Cash and cash equivalents
Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term deposits with maturities of three months or less.

Derivative financial liabilities
Derivative financial liabilities constitute warrants over the parent company's own equity, they are are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value.

Information about the methods and assumptions used in determining fair value is provided in note 3.

Trade and other receivables
Trade and other non-interest bearing receivables are initially recognised at cost and are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective and probable evidence that it is uncertain if the amount due can be collected. Movement in the provision charged or credited in the period is recognised in the income statement.

The Group discounts some of its trade receivables. The accounting policy is to continue to recognise the trade receivables within current assets and to record cash advances as borrowings within current liabilities.

Trade and other payables
Trade and other payables are not interest bearing and are initially recognised at cost and are subsequently measured at amortised cost using the effective interest method.

Equity instruments
Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

2. ACCOUNTING POLICIES (continued)

2.10 Share based payments

The Company issues equity-settled options and warrants to certain employees and financing parties and these are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted. The fair value determined at the grant date of equity-settled share-based payments is expensed on a straight-line basis over the vesting period (or immediately if there is no such period), based on the Company's estimate of the number of instruments that will eventually vest with a corresponding adjustment to equity. Fair value is measured by use of an appropriate option pricing model. The expected life use in the model has been adjusted based on management's best estimates, for the effect of non-transferability, exercise restrictions, and behavioral considerations.

Non-vesting and market vesting conditions are taken into account when estimating the fair value of the option at grant date. Service and non-market vesting conditions are taken into account by adjusting the number of options expected to vest at each reporting date.

2.11 Earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares;
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares (note 12).

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding, assuming the conversion of all dilutive potential ordinary shares

3. Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience, internal controls, advice from external experts and other factors, including expectations of future events that are believed to be reasonable under circumstances. The following estimates are considered integral to the Group's reported financial information:

Investment valuation
The Group has a number of level 3 investments whereby their valuation is determined in whole or in part using valuation techniques based on assumptions that are not supported by prices from observable market transactions in the same instrument and not based on available observable data.

Valuation of Unlisted equity investments
Management determines the fair value of unlisted equity investments primarily by reference to the prevailing price of further investment when conducted on an arm's length basis. This is determined by reference to relevant historical fund raising prices and relevant post balance sheet events where it can be explicitly demonstrated that the conditions existed at the Group's balance sheet date. Management also exercises its own professional judgement in conducting these desktop valuations. At the balance sheet date the aggregate fair value of investments valued in this manner was £7,098,593 (see note 14 for further analysis).

Mesh Holdings Plc ("MESH") equity investment

On 3 August 2020 the company acquired 24 million shares in MESH (8.9% of its share capital). The fair value of the shareholding at the balance sheet date of £1,130,000 was determined through an external valuation conducted by an independent 3rd party. The valuation was derived by using a net asset valuation basis using publicly available data and the Directors' assessment of key asset and liability valuations associated with MESH. This included an assessment of the fair value of Sentiance N.V., subscription rights over which were transferred to MESH in exchange for the shares acquired by the Group. At the date of exchange, the value of an 8.9% holding in MESH was assessed as £1,140,000 (see note 6).

Derivative assets – Dev Clever Holdings Plc
The fair value of derivative financial assets at the balance sheet date of £2,920,000 has been determined through a 3rd party actuarial valuation based on an adjusted binomial model based on the "binomial" or "lattice" option pricing method. The significant inputs into the model were a weighted average share price of £0.078 at year end date, volatility of 114% , dividend yield of 0%, the assumption that warrants are subscribed for when 100% in the money, and an annual risk-free interest rate equal to the yield on zero coupon yield curve of UK gilts at the issue dates. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of DevClever's daily share prices over the last year.

Derivative liabilities – ICJL consideration warrants
The fair value of derivative liabilities at the balance sheet date of £1,669,500 has been determined through a 3rd party actuarial valuation using a Monte Carlo model that is consistent with the mathematics underlying the Black-Scholes methodology. The significant inputs into the model were a weighted average share price of £0.245 at year end date, volatility of 95%, dividend yield of 0%, the assumption that warrants are subscribed for when in the money, and an annual risk-free interest rate equal to the yield on zero coupon yield curve of UK gilts at the issue dates. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the last year relevant to the instrument (namely that of the Group and reference holding , Dev Clever Holdings Plc).

Valuation of Share based payments
The fair value of share based payments at the grant date of £324,500 has been determined through an actuarial valuation using an adjusted binomial model. The significant inputs into the model were a weighted average share price of £0.09 at the grant date, the exercise price shown above, average volatility of 94%, dividend yield of 0%, the assumption that warrants are subscribed for when 100% in the money, and an annual risk-free interest rate equal to the yield on zero coupon yield curve of UK gilts at the issue dates. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the twelve months prior to grant.

4. Financial Risk Management

Financial Risk Factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out under policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

(i) Derivatives

Derivatives held by the company are for speculative investment and not for economic hedging purposes. They are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss.

They are presented as current assets or liabilities to the extent that they are expected to be settled within 12 months after the end of the reporting period.

information about the derivatives used by the group is provided in notes 13 and 17.

(ii) Fair value measurement

For information about the methods and assumptions used in determining the fair value of derivatives, refer to note 3.

(a) **Market Risk**

(i) Foreign Exchange Risk

The Group has a small exposure to currency risk in relation to the loan to Sentiance N.V. denominated in euros amounting to £2,771,426 (€3,054,000). The directors do not consider the size of the foreign currency position to be sufficient to warrant hedging, the balance was subsequently settled in full post year end. A change of 100 basis points in the Euro to sterling exchange rate increases or decreases equity and profit or loss by £27,714.

(ii) Price Risk

The Group is exposed to equity securities price risk because of investments held by the Group, classified on the consolidated Statement of Financial Position at fair value through profit or loss. The Group is not exposed to commodity price risk.

Sensitivity analysis

The table below summarises the impact of increases/decreases in the equity investment portfolio on the Group's post-tax profit for the year and on total equity. The analysis is based on the assumption that the equity investments had increased/decreased by 5%, with all other variables held constant. Where option pricing models with unobservable inputs have been used to derive fair values, the impact of changes in the most significant input assumption has been demonstrated.

Level 3 Investments in equity instruments

	Impact on post-tax profit		Impact on total equity	
	2020 £'000	2019 £'000	2020 £'000	2019 £'000
Financial assets at fair value through profit or loss – increase 5%	205,930	159,720	205,930	159,720
Financial assets at fair value through profit or loss – decrease 5%	(205,930)	(159,720)	(205,930)	(159,720)

	Impact on post-tax profit		Impact on total equity	
Derivative assets – Dev Clever warrants	2020 £'000	2019 £'000	2020 £'000	2019 £'000
Derivative assets at fair value through profit or loss – increase 10%	180,000	-	180,000	-
Derivative assets at fair value through profit or loss – decrease 10%	(140,000)	-	(140,000)	-
Dev Clever warrants change in subscription behaviour (default is to subscribe at 100% in the money)				
Subscribe at 20% in the money	(850,000)	-	(850,000)	-
Returns maximisation*	550,000	-	550,000	-
Financial liabilities – consideration warrants				
Financial liabilities at fair value through profit or loss – increase volatilities of reference companies by 10%	225,000	-	225,000	-
Financial liabilities at fair value through profit or loss – decrease volatilities of reference companies by 10%	(198,000)	-	(198,000)	-

*Assumes the warrant holder tries to maximise returns in a financially optimal way, which generally means they will not exercise until almost the subscription deadline.

Post-tax profit for the year would increase/decrease as a result of gains/losses on equity securities and derivative financial instruments classified as at fair value through profit or loss.

(iii) **Interest Rate Risk**

The Group currently funds its operations through the use of equity. Cash at bank which is denominated in sterling, is held at variable rates. At the year end, the Group's financial liabilities did not suffer interest and thus were not subject to interest rate risk. It is unlikely that interest rates would decrease by as much as 1% as they are currently less than 1%. Any decrease in interest rate to a minimum of 0% would have an insignificant impact on the interest income received by the Group.

No Cashflow interest rate risk arises from the loan to Sentiance N.V. of £2,771,426 as the loan carries a fixed interest rate, and the group has no variable interest rate borrowings.

(b) Credit Risk

(i) Risk Management

Credit risk is mitigated by the Group via managing and analysing the credit risk for each new debtor before terms and conditions are offered. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to outstanding receivables and committed transactions. For banks and financial institutions, only independently rated parties with a minimum rating of "A" are accepted.

The Group's debt investment carried at amortised cost of £2,771,426 is subject to the expected credit loss model. As the loan was repaid in full after the year end (and was expected to be at the balance sheet date) the Group has assessed the 12 month expected credit loss provision to be £nil.

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the identified impairment loss was immaterial.

(c) **Liquidity Risk**

The principal risk to which the Group is exposed is liquidity risk. The nature of the Group's activities means it finances its operations through retained earnings and the issue of new shares to investors. The principal cash requirements are in relation to the Group's investing policy and meeting working capital requirements. The Group seeks to manage liquidity through planning, forecasting, and careful cash management.

Capital Risk Management

The Group's main objective when managing capital is to protect returns to shareholders by ensuring the Group will continue to invest and trade profitably in the foreseeable future. The Group also aims to maximise its capital structure of equity so as to minimise its cost of capital. The Group expects its current and projected capital resources to be sufficient to cover its existing liabilities.

The Group's capital structure is derived solely from the issue of Ordinary and Deferred Shares.

The Group has not made any changes to its capital management during the year.

5. ACQUISITION OF SUBSIDIARY

On 30 August 2020 Asimilar acquired Intrinsic Capital (Jersey) Limited ("ICJL") to allow Asimilar to manage its portfolio with the benefit of the more benign capital gains tax regime available in Jersey in respect of some of its current and future investments.

ICJL was a party to an investment agreement with Dev Clever Holdings Plc ("**Dev Clever**"), as announced by Dev Clever on 13 May 2020, giving ICJL a right to subscribe for up to 100,000,000 ordinary shares in Dev Clever at a price of 10 pence per Dev Clever share (the "**Dev Clever Investment Agreement**") and, following the exercise of all of these subscription rights, ICJL would be entitled to exercise a warrant to subscribe for up to 50,000,000 additional Dev Clever shares at a price of 25 pence per Dev Clever Share (the "**Dev Clever Warrant**"). At the date of acquisition ICJL had exercised part of the option and invested £250,000 for 2,500,000 of DevClever shares.

In line with the Group's accounting policies, the acquisition of ICJL has been accounted for as an exchange of financial assets on an arm's length basis in accordance with IFRSs 9 and 13, because ICJL was not considered to meet the criteria of a business at the acquisition date. The fair value of consideration paid for the ICJL assets and liabilities is broken down as follows:

5. ACQUISITION OF SUBSIDIARY (continued)

	£
Issue of 1,000,000 Asimilar ordinary shares at 28p	280,000
9,000,0000 Asimilar share warrants	2,106,000
Legal fees	11,400
.	**2,397,400**

Under the terms of the acquisition agreement of ICJL, the Company acquired the entire issued share capital of ICJL in return for the issuance of 1,000,000 new Asimilar ordinary shares credited as fully paid ("**Consideration Shares**"). In addition Mark Horrocks, the sole owner of ICJL, was granted warrants to subscribe for up to 9,000,000 Asimilar ordinary shares in 2 tranches of up to 4,500,000 warrants per tranche. Each tranche will be exercisable for two years after the relevant price criteria in Dev Clever having been reached. The relevant price criteria are the mid-market closing price of Dev Clever Shares for a period of five consecutive Business Days being or exceeding (i) 28 pence; and (ii) 55 pence respectively. The warrants expire on 31 August 2030 or 2 years from date of vesting if earlier. The number of warrants which Mr Horrocks will be able to exercise, will be proportional to the number of shares in Dev Clever subscribed for by the Company or ICJL pursuant to the Dev Clever Investment Agreement at the date of exercise of such warrants.

The following table summarises the fair value of the identifiable assets and liabilities assumed of ICJL at the date of acquisition.

	Fair value recognised on acquisition £	Fair value adjustments £	Previous carrying value £
Book value of assets and liabilities acquired	(85,664)	-	(85,664)
Dev Clever Options	2,177,500	2,177,500	-
Dev Clever Warrants	2,000,000	2,000,000	-
	4,091,836	**4,177,500**	**(85,664)**

The Group performed an exercise to identify the fair value of assets and liabilities exchanged and as a result of this exercise the Dev Clever options and warrants held by ICJL were recognised as derivative financial assets. The fair value of these derivative assets was determined via an actuarial valuation, the valuation of these assets is detailed in note 3

A fair value exchange gain has arisen on the acquisition as the fair value of identifiable assets and liabilities acquired was higher than the consideration transferred. The Directors have considered the commercial context of the transaction and have deemed it appropriate to recognise this gain in the income statement on the date of the acquisition of ICJL.

	£
Fair value of assets and liabilities acquired	4,091,836
Less: Total consideration transferred	(2,397,400)
Fair value gain on asset acquisition .	**1,694,436**

In accordance with IFRS 9, the gain has been recorded as income in the consolidated statement of comprehensive income. The directors do not consider the transaction or the revaluation of the assets held by ICJL to give rise to a current or deferred tax liability, as the entity not subject to a 0% corporate tax rate.

6. REVENUE AND OTHER INCOME

	2020 £	2019 £
Revenue: Management fees	14,000	14,000
Other income: Gain on sale of investment	1,140,000	-

The Company only has one class of business, investment holdings and management, and therefore no segmental information has been presented.

Other income relates to the exchange of subscription rights over shares in Sentiance NV for 8.9% of the share capital of Mesh Holdings Plc. A fair value of £1,140,000 was ascribed to the exchange at the date of the transaction. No cash or other services were exchanged as part of the transaction.

7. FINANCE INCOME AND COSTS

	2020 £	2019 £
Bank and other interest received	49,945	426
	49,945	426
Other interest payable	7,318	-
Share based payment (Note 19)	119,500	-
	126,818	-

8. PROFIT / (LOSS) FOR THE YEAR BEFORE TAX

	2020 £	2019 £
Profit / (Loss) for the year is stated after charging:		
Auditors' remuneration		
- audit of the Group and Parent Company's financial statements	22,200	13,000
- taxation service (2019 only)	-	950
- interim financial statement review services	1,950	1,250
-reporting accountant services	28,500	-
Foreign exchange gains	330,819	-

9. DIRECTORS' EMOLUMENTS

	2020 £	2019 £
Aggregate emoluments including benefits in kind, by director, are as follows:-		
Simon Robinson (resigned 3/12/2019)	35,577	35,000
Sean Nicolson (resigned 3/12/2019)	28,461	24,000
Sohail Bhatti	111,000	54,742
John Taylor	132,000	-
Donald Stewart	112,000	-
Aggregate emoluments	419,038	113,742

9. DIRECTORS' EMOLUMENTS (continued)

Warrants granted to directors during the year are disclosed in the Remuneration Report. These have been accounted for in accordance with IFRS2 Share based payments. See note 19 for details of expenditure relating to share based payment transactions recognised during the year.

Director	Grant date	Number	Exercise price (p)	Vesting date	Expiry date
John Taylor	03/12/2019	2,000,000	10p	03/12/2019	03/12/2022
Donald Stewart	03/12/2019	2,000,000	10p	03/12/2019	03/12/2022
Sohail Bhatti	03/12/2019	1,000,000	10p	03/12/2019	03/12/2022

The number of directors for whom retirement benefits are accruing under defined contribution schemes was nil (2019: Nil). The total contributions payable during the year amounted to £Nil (2019: £ Nil).

Warrants held by directors who held office at the relevant balance sheet date are detailed below:

	2020 Number	2019 Number
Directors who resigned during the year		
Simon Robinson - exercise price 13p, expired 31 October 2019	-	980,000
Simon Robinson - exercise price 5p, expires 31 May 2022	-	2,000,000
Sean Nicolson - exercise price 5p, expires 31 May 2022	-	1,000,000
	-	3,980,000
Current directors		
Sohail Bhatti - exercise price 5p, expires 31 May 2022	2,000,000	2,000,000
Sohail Bhatti - exercise price 10p, expires 3 December 2022	1,000,000	-
John Taylor - exercise price 10p, expires 3 December 2022	2,000,000	-
Donald Stewart	2,000,000	-
	7,000,000	5,980,000

10. STAFF COSTS

	2020 Number	2019 Number
The average monthly number of employees (including directors) during the year was		
Administration	3	3
	£	**£**
Employment costs		
Wages and salaries	214,038	104,000
Social security costs	20,872	8,824
Warrants granted (Note 19)	205,000	-
	439,910	112,824

		2020	2019
11.	**TAXATION**	**£**	**£**
11(a)	**Current year tax**		
	UK corporation tax (note 11(b))	-	-
11(b)	**Factors affecting the tax charge for the year**		
	Profit / (Loss) on ordinary activities before taxation	392,329	(731,784)
	Profit/(loss) on ordinary activities before taxation multiplied by the main rate of UK corporation tax 19% (2019: 19%)	74,542	(139,039)
	Effects of:		
	Non deductible expenses in subsidiary	86,623	-
	Gain on acquisition of assets and liabilities of ICJL	(321,942)	-
	Fair value uplift adjustment in subsidiary	238,925	-
	Capital gains difference at 19%	201,368	-
	Net tax adjustments and transfer	(35,001)	-
	Non deductible expenses	(160,428)	97,268
	Deferred tax not recognised	(84,087)	41,771
	Current tax charge	-	-

The Company has unutilised losses carried forward of £1,123,285 (2019: £1,700,063). No deferred tax asset has been recognised relating to these losses as the timing and level of future profits remains uncertain.

Intrinsic Capital (Jersey) Limited has no tax charge for the current year and is considered outside the scope of UK corporation tax.

12. EARNINGS / (LOSS) PER SHARE

The calculations of loss per share are based on the following losses and number of shares.

	2020		2019	
	Basic	**Diluted**	**Basic**	**Diluted**
Profit / (Loss) for the financial year	392,329	392,329	(731,784)	(731,784)
Weighted average number of shares for basic and diluted loss per share	95,478,966	139,211,257	49,355,416	49,355,416

IAS 33 requires presentation of diluted EPS when a company could be called upon to issue shares that would decrease earnings per share, or increase the loss per share. For a loss-making Company with outstanding share options, net loss per share would be decreased by the exercise of options. Therefore for 2019, per IAS33:36 the antidilutive potential ordinary shares are disregarded in the calculation of diluted EPS.

13 FINANCIAL ASSETS

(a) Summary of financial assets

	2020 £	2019 £
Non-Current		
Investments designated at fair value through profit or loss (see (b))	5,771,908	2,684,091
	5,771,908	2,684,091
Current		
Investments designated at fair value through profit or loss (see movement analysis in (c))	3,022,495	-
Financial assets (loans) (see (c)) carried at amortised cost	2,771,425	-
Trade receivables carried at amotised cost (Note 15)	152,750	61,833
	5,946,670	-
	11,718,578	**2,745,924**

(b) Analysis of movement of non-current investments

	2020 £	2019 £
Financial assets designated at fair value through profit or loss		
Non – Current		
Fair value of investments brought forward	2,684,091	3,083,995
Purchases during the year	3,381,180	100,000
Net unrealised (loss) in fair value	(520,863)	(499,904)
Arising through acquisition of ICJL:		
- Equity investments	227,500	-
Fair value of investments carried forward	5,771,908	2,684,091

(c) Analysis of movement of current financial assets

	2020 £	2019 £
Financial assets designated as held at fair value through profit or loss		
Current		
Fair value of investments brought forward	-	-
Purchases during the year	102,495	-
Arising through acquisition of ICJL:		
- Equity investments (Dev Clever options - Note 3)	2,000,000	-
- Warrants (Dev Clever warrants – Note 3)	2,177,500	-
- net unrealized (loss) in fair value	(1,257,500)	
Fair value of investments carried forward	3,022,495	-

As at 30 September 2020 the fair value of options and warrants over shares in Dev Clever Holdings Plc was £2,920,000 (2019: £nil). See note 3 for valuation details.

Financial assets held at amortised cost

The investment held at amortised cost constitutes an arm's length interest bearing short term loan of £2,771,426 (2019: £nil) at an annual interest rate of 3% that was repaid in full on 30 November 2020.

Details of the investments held are given in the Chairman's statement

14. FAIR VALUE OF FINANCIAL INSTRUMENTS

IFRS 9 requires the Group to classify financial instruments at fair value using a fair value hierarchy that reflects the significance of the inputs used in making the measurement, the fair value hierarchy has the following levels:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2);
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

(a) Financial instruments classified as level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1. Instruments included in Level 1 comprise equity investments classified as trading securities or available-for-sale.

(b) Financial instruments classified as level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Specific valuation techniques used to value financial instruments include:

- quoted market prices or dealer quotes for similar instruments;
- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves;
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the end of the reporting period, with the resulting value discounted back to present value;
- other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The group holds no financial instruments classified as level 2.

(c) Financial instruments classified as level 3

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and determined by using valuation techniques. which require significant adjustment based on unobservable inputs are included in level 3.

The determination of what constitutes observable requires judgement by the Group. The Group considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

For financial instruments classified as level 3 the Group uses a combination of internal and external valuations. Where management determines an external valuation is appropriate the group engages with professional service providers. Specific valuation techniques include:

- Market approach (utilising EBITDA or Revenue multiples, industry value benchmarks and available market prices approaches);
- Net asset approach;
- Income approach (utilising Discounted Cash Flow, Replacement Cost and Net Asset approaches);
- Desktop valuations based on price of a recent transaction when transaction price/cost is considered indicative of fair value; and
- Actuarial valuations using Monte Carlo, Black Scholes and adjusted binomial models.

The following table presents the Group's assets that are measured at fair value at 30 September 2020:

	Level 1 £	Level 3 £	Total £
Held at fair value			
At 1 October 2018	160,045	2,923,950	3,083,995
Additions during the year	-	100,000	100,000
Revaluation	(52,930)	(446,974)	(499,904)
At 1 October 2019	107,115	2,576,976	2,684,091
Additions during the year	1,792,495	1,691,180	3,483,675
Arising through acquisition of ICJL:			
-equity investments	227,500	-	227,500
-Warrants	-	2,000,000	2,000,000
-options	-	2,177,500	2,177,500
Revaluation recognised in statement of comprehensive income	(431,300)	(1,347,063)	(1,778,363)
At 30 September 2020	1,695,810	7,098,593	8,794,403
Net book value			
At 30 September 2020	1,695,810	7,098,593	8,794,403
At 30 September 2019	107,115	2,576,976	2,684,091

The following table presents the Group's financial liabilities that are measured at fair value at 30 September 2020:

	Level 1	Level 3	Total
Held at fair value			
At 1 October 2018 and 2019	-	-	-
Derivatives over own equity issued in the year	-	2,106,000	2,106,000
Fair value adjustment	-	(436,500)	(436,500)
At 30 September 2020	-	1,669,500	1,669,500

There were no transfers between levels during the year.

Refer to note 3 for further details of specific level 3 valuations performed during the year.

Refer to note 4 for sensitivity analysis on changes to financial instruments carried at fair value.

15. TRADE AND OTHER RECEIVABLES

	2020 £	2019 £
Trade receivables	15,000	27,600
Prepayments and accrued income	29,493	7,633
Other receivables	137,750	34,233
	182,243	69,466

The directors consider the carrying value of trade and other receivables to equal their fair value. No interest is charged on receivables.

The directors consider trade receivables held at amortised cost to have no significant financing element, and the effect of discounting to be immaterial.

16. TRADE AND OTHER PAYABLES

	2020 £	2019 £
Trade payables	57,917	5,877
Accruals and deferred income	135,046	18,420
Other taxes and social security	4,173	3,148
	197,136	27,445

The directors consider the carrying value of trade and other payables to equal their fair value.

17. DERIVATIVE FINANCIAL LIABILITIES

	2020	2019
	£	£
Derivative liabilities	1,669,500	-

On 30 August 2020 as part of the consideration advanced for the acquisition of ICJL Asimilar Group Plc granted warrants to subscribe for up to 9,000,000 ASIMILAR ordinary shares in 2 tranches of up to 4,500,000 warrants per tranche. The warrants represent derivatives over own equity and have been recognised as derivative financial liabilities.

Refer to note 3 for further details regarding the valuation of derivative financial liabilities.

Refer to note 4 for sensitivity analysis on changes to financial liabilities carried at fair value.

The fair value of the warrants on issue as at 30 August 2020 was £2,106,000 (as outlined in note 5). The change in the fair value of the warrants from £2,106,000 to £1,669,500 as at 30 September 2020 represents a fair value gain to the Group of £436,500 which has been recognised in the income statement.

The change in fair value primarily arose as a result of fluctuations in the share prices of referenced equity instruments within the consideration warrants between the issue ate of 30 August 2020 and 30 September 2020.

18. SHARE CAPITAL

	2020	2019
	£	£
Issued and fully paid		
As at 1 October 2019	5,207,754	5,206,954
Issue of 55,229,167 (2019: 8,000,000) Ordinary shares of 0.01p each	5,523	800
At 30 September 2020	5,213,277	5,207,754
The Company has the following classes of share capital		
Ordinary shares 107,361,443 (2019: 52,132,276 of 0.01p) shares of 0.01p each	10,736	5,213
A deferred shares (44,132,276 shares of 9.99p each)	4,408,815	4,408,815
Deferred shares (8,819,181 shares of 9p each)	793,726	793,726
	5,213,277	5,207,745
Share Premium		
As at 1 October	7,864,973	7,574,273
Shares issued during the year (net of costs)	6,462,663	290,700
At 30 September	14,327,636	7,864,973

18. SHARE CAPITAL (continued)

Share transaction history

During the year ended 30 September 2020 the following share transactions took place.

On 2 October 2019 the Asimilar Group Plc issued 30,000,000 new ordinary shares of 0.01p each at 2.50p per share. Each placee also received one warrant for every two shares subscribed for at an exercise price of 6.00p exercisable from date of issue to 31 October 2020. As the placing price was at a discount to the prevailing share price at the date of issue, no value has been attributed to the bundled warrant.

On 20 January 2020 Asimilar Group Plc issues 11,562,500 new ordinary shares of 0.01p each at a price of 16.00p per share. Each place also received one warrant for each share subscribed for at an exercise price of 30.00p exercisable from date of issue to31 March 2021. The exercise price of the bundled ordinary shares and warrants was at a premium to the prevailing share price, the premium amounted to in aggregate £57,813, this is considered to be the intrinsic value of the issued warrants and has been credited to warrant reserve.

On 21 January 2020 on exercise of a warrant Asimilar Group Plc issued 1,666,667 shares for 5.00p each.

On 24 January 2020 Asimilar Group Plc issued 10,000,000 new ordinary shares of 0.01p each at 40.00p per share. Each place also received one warrant for every share subscribed for at an exercise price of 130.00p exercisable from date of issue to 31 December 2021. The exercise price of the bundled ordinary shares and warrants was at a premium to the prevailing share price, the premium amounted to in aggregate £100,000, this is considered to be the intrinsic value of the issued warrants and has been credited to warrant reserve.

On 1 September 2020 Asimilar Group Plc issued 1,000,000 new ordinary shares as part of the consideration of Intrinsic Capital Jersey Limited at 28p per share. The excess of this issue over the nominal value of the shares has been recognised within a merger reserve according to S612 of the Companies Act 2006.

On 22 September 2020 on exercise of a warrant, Asimilar Group Plc issued 1,000,000 shares for 6.00p each

The ordinary shares have full voting rights, priority dividend rights and priority in the case of winding up.

The deferred shares of 9.99p each have no voting rights and shareholders are not entitled to any dividend, and only receive the nominal amount paid up on their share after there has been a distributed £1,000,000 to the holders of the ordinary shares. The deferred shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company.

The A deferred shares have no voting rights and shareholders are not entitled to any dividend, Holders of A deferred shares shall be entitled to the amount paid up or credited as paid up on the A deferred shares to be paid out of the assets of the Company available for distribution among the members, after payment, to the holders of deferred Shares of the amounts paid up thereon. The holders of the A deferred shares shall not be entitled to any other or further right to participate in the assets of the Company.

18. SHARE CAPITAL (continued)

Warrants

	Warrant number	Exercise price pence	Vest date	Expiry date
As at 1 October 2019				
	5,890,000	13p	17/11/2016	31/10/2019
	2,000,000	5p	05/02/2019	21/02/2022
	5,000,000	5p	07/05/2019	31/05/2022
	12,890,000			
Weighted average price	**9p**			
Lapsed	(5,890,000)	13p	17/11/2016	31/10/2019
Exercised	(166,667)	5p	05/02/2019	21/02/2022
	(1,500,000)	5p	07/05/2019	31/05/2022
	(1,000,000)	6p	10/10/2019	31/10/2020
	(2,666,667)			
Weighted average price	**5p**			
Issued	17,500,000	6p	01/10/2019	31/10/2020
	11,562,000	30p	14/01/2020	31/03/2021
	10,000,000	130p	24/01/2020	31/12/2021
	39,062,000			
Weighted average price	**45p**			
Granted	5,000,000	10p	03/12/2019	31/12/2022
	3,500,000	60	06/10/2020	31/12/2020
	4,500,000	0.01p	31/08/2020	31/12/2025*
	4,500,000	0.01p	31/08/2020	31/12/2025**
	17,500,000			
Weighted average price	**15p**			
	60,895,8333			
As at 30 September 2020	1,833,333	5p	05/02/2019	22/02/2022
	3,500,000	5p	07/05/2019	31/05/2022
	5,000,000	10p	03/12/2019	31/12/2022
	16,500,000	6p	01/10/2019	31/10/2020
	11,562,500	30p	14/01/2020	31/03/2021
	10,000,000	130p	24/01/2020	31/12/2020
	3,500,000	60p	06/10/2020	31/12/2020
	9,000,000	0.01	31/08/2020	31/12/2025
	60,895,833			
Weighted average price	**33p**			

* Exercisable in the event mid market price of DevClever Holdings Plc is or exceeds 28p for at least 5 consecutive business days
** Exercisable in the event mid market price of DevClever Holdings Plc is or exceeds 55p for at least 5 consecutive business days

Of the 60,895,833 outstanding warrants (2019: 12,890,000 warrants), 48,395,833 warrants (2019: 12,890,000) were exercisable.

18. SHARE CAPITAL (continued)

Warrants exercised in 2020 resulted in 2,666,667 shares (2019: Nil shares) being issued at a weighted average price of £0.054 each (2019: £nil each). The related weighted average share price at the time of exercise was £0.34 (2019: £nil) per share. The related transaction costs, amounting to £nil (2019: £nil), have been netted off against the proceeds received.

In addition to warrants bundled with the fresh issue of shares during private placings, the company entered into the following transactions where warrants were issued:

On the 1 November 2019 Asimilar Group Plc issued 5,000,000 warrants to company Directors with an exercise price of 10.00p and a vesting date of 3 December 2019. The fair value at the grant date of these warrants has been determined through an actuarial valuation using an adjusted binomial model. The aggregate fair value of the warrants of £205,000 has been expensed as directors remuneration in accordance with IFRS 2 share based payments and the Group's accounting policy outlined in note 2.10. These share based payments are also disclosed in note 19 and the directors remuneration report.

On 12 March 2020 Asimilar Group Plc issued 3,500,000 warrants with an exercise price of 60.00p and a vesting date of 1 October 2020 for £nil consideration. The warrants were issued as compensation to potential investors due to cancellation of a private placing. The fair value of these warrants has been determined through an actuarial valuation using an adjusted binomial model. The aggregate fair value of the warrants of £119,500 has been expensed as finance costs.

On 30 August 2020 as part consideration for the acquisition of ICJL Asimilar Group Plc granted warrants to subscribe for up to 9,000,000 Asimilar ordinary shares in 2 tranches of up to 4,500,000 warrants per tranche. These were granted to Mark Horrocks and have been disclosed in the Directors remuneration report. The warrants represent derivatives over own equity and have been recognised as derivative financial liabilities. At the balance sheet date the aggregate fair value of these warrants of £1,669,500 has been determined through a 3rd party actuarial valuation using a Monte Carlo model that is consistent with the mathematics underlying the Black Scholes formula.

Warrant Reserve

	2020 £	2019 £
As at 1 October	-	-
Premium attributable to bundled warrants issued as part of private placing (warrant reserve)	157,813	-
At 30 September	157,813	-

19. SHARE BASED PAYMENTS

On the 1 November 2019 Asimilar Group Plc issued 5,000,000 warrants to company Directors with an exercise price of 10.00p and a vesting date of 3 December 2019. The fair value at the grant date of these warrants has been determined through an actuarial valuation using an adjusted binomial model. The aggregate fair value of the warrants of £205,000 has been expensed as directors remuneration in accordance with IFRS 2 Share Based payments and the Group's accounting policy outlined in note 2.10.

19. SHARE BASED PAYMENTS (continued)

On 12 March 2020 Asimilar Group Plc issued 3,500,000 warrants with an exercise price of 60.00p and a vesting date of 1 October 2020 for nil consideration. The warrants were issued as compensation to potential investors due to cancellation of a private placing. The fair value of these warrants has been determined through an actuarial valuation using an adjusted binomial model. The aggregate fair value of the warrants of £119,500 has been expensed as finance costs.

The fair value of warrants granted during the period, determined using the adjusted binomial model, was £0.041 per warrant . The significant inputs into the model were a weighted average share price of £0.09 at the grant date, the exercise price shown above, volatility of 94% , dividend yield of 0% , the assumption that warrants are subscribed for when 100% in the money, and an annual risk-free interest rate equal to the yield on zero coupon yield curve of UK gilts at the issue dates. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices over the last year.

These share based payments are also disclosed in the directors remuneration report.

The total value of share based payments recognised as expenditure during the year was £324,500 (2019: £Nil). This amount has also been credited to equity in accordance with the provisions of IFRS 2: Share Based Payments.

20. ULTIMATE CONTROLLING PARTY

The Group is admitted to AIM and there is no individual controlling party. The Directors' Report provides details of those shareholders with an individual holding exceeding 3% of issued share capital.

21. RELATED PARTY DISCLOSURES

Directors' remuneration is shown in Note 9. There were no key management personnel other than the Directors (2019: none).

On acquisition of Intrinsic Capital (Jersey) Limited had a liability to Mark Horrocks of £319,036. £250,000 was paid back on 9 September 2020. The balance still outstanding at 30 September 2020 was £69,036 (2019: £nil).

During the year Kepstorn Solicitors provided legal and advisory service to the Asimilar Group Plc. Donald Stewart is a partner in the firm. Total of service provided amounted to £125,340. (2019: £nil). These were fully paid during the year. There were no outstanding amounts at the year end.

There were no other transactions falling within the scope of IAS 24 Related Party Disclosures.

22. POST BALANCE SHEET EVENTS

On 20 October 2020 Asimilar Group Plc granted Mark Horrocks director warrants to subscribe for 1,000,000 new ordinary shares at 30p. The warrants expire on 21 October 2023.

On 28 October Asimilar Group Plc issued 350,000 new ordinary shares as a result of an exercise of warrants at 5p.

On 30 November 2020 Asimilar Group Plc assigned its Sentiance Loan of €3,000,000 to MESH Holdings Plc and received the full amount in settlement.

On 7 December 2020 Asimilar Group Plc invested further £298,204 in Magic Media Works Limited by way of Loan Notes of £1.00 each Interest will be paid on the loan notes at 5%, payable annually in arrears on the anniversary of the loan note subscription. The loan notes expire on 31 January 2026. Should MMW not be in a position to satisfy the interest payment in cash it can elect to satisfy the interest through the issuance of further loan notes or shares to the loan note holder.

22. POST BALANCE SHEET EVENTS (continued)

Each loan note has a warrant attached which gives the holder the right to subscribe for a share in Magic Media Works Limited ("MMW") at £1 per share at any time during the life of the loan note. The exercise of the warrants can be carried out by offsetting the exercise subscription due against the outstanding loan amount, effectively resulting in a cashless exercise. The subscription forms part of a wider equity and loan note fundraise of up to £13m by MMW which is being led by Sun Capital Partners. The equity subscription is being carried out at £1.00 per share. The fundraise will be conducted in two rounds: the first at £1.00 per share; and the second, to be conducted in early 2021, at £1.10 per share. Asimilar has the right, but not the obligation, to retain its equity position in the second round of financing.

On 19 January 2021 Asimilar Group Plc issued 400,000 new ordinary shares as a result of an exercise of warrants at 5p.

On 22 January 2021 Asimilar Group Plc issued 666,667 new ordinary shares as a result of an exercise of warrants at 5p.

On 23 February 2021 Asimilar Group Plc issued 281,250 new ordinary shares as a result of an exercise of warrants at 30p.

The Group made the following investments through its 100% subsidiary Intrinsic Capital Jersey Limited (ICJL):

On 9 November 2020 ICJL invested £250,000 in SeeQuestor Limited for 16,892 ordinary shares

On 1 December ICJL announce the exercise of the tranche 2 of the DevClever option for 20,000,000 shares at 10p.

On 31 December 2020 ICJL invested a further £250,000 in SeeQuestor Limited for 16,892 ordinary shares. ICJL was also granted a 1 for 1 warrant to subscribe for further new ordinary shares in SeeQuestor. These warrants will also apply to the previous investment of £250,000 announced on 9 November 2020. The warrants are exercisable from the date of grant until 31 December 2021 and will exercise at a discount to the subscription price of this investment round.

On 26 January the tranche 2 investment in Dev Clever option announced on 1 December 2020 became unconditional. ICJL now owns 40,000,000 shares in Dev Clver.

On 25 February 2021 ICJL, assigned its right to subscribe for up to 30 million ordinary shares in Dev Clever at 10 pence per share ("Subscription Rights") to Sitius Limited ("Sitius"). Sitius is an investment vehicle wholly owned by Dr David von Rosen. The consideration for the assignment is £3 million in cash.

In addition, ICJL transferred a warrant to subscribe for 15 million new ordinary shares of Dev Clever at 25 pence per Dev Clever share to Sitius for a consideration of £500,000 in cash. ICJL retains a warrant to subscribe for 35 million new ordinary shares in Dec Clever at 25 pence per Dev Clever Share.

On 17 March Dev Clever published its prospectus, resulting in the completion of the final investment of £3,000,000 via the exercise of the option to acquire a further 30,000,000 shares. ICJL now hold 70,000,000 shares and 35,000,000 warrants exercisable at 25p.

On 29 March 2021, the Company announced that the mid-market closing price of shares in Dev Clever had exceeded 28 pence for a period of five consecutive Business Days. Therefore 70 per cent of the first tranche of 4,500,000 warrants (equating to 3,150,000 warrants) issued to Mark Horrocks had vested. The 3,150,000 warrants are exercisable at 0.01 pence per Asimilar ordinary share until 29 March 2023.

ASIMILAR GROUP PLC

Company Registration Number: 04488281

COMPANY STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 30 SEPTEMBER 2020

	Notes	2020 £	2019 £
ASSETS			
Non-current assets			
Investments in financial assets	IV	5,489,308	2,684,091
		5,489,308	2,684,091
Current assets			
Investments in financial assets	IV	102,494	-
Investments in financial assets held at amortised cost		2,771,426	-
Receivable from group companies		3,140,000	-
Trade and other receivables	IV / VI	181,528	69,466
Cash and cash equivalents		703,963	242,415
		6,899,411	311,881
TOTAL ASSETS		**12,388,719**	**2,995,972**
EQUITY AND LIABILITIES			
Current liabilities			
Trade and other payables	VII	108,989	27,445
Derivative financial liabilities	VIII	1,669,500	-
Total liabilities		1,778,489	27,445
Equity			
Share capital	IX	5,213,277	5,207,754
Share premium account		14,327,636	7,864,973
Merger relief reserve		279,900	-
Warrant reserve		157,813	-
Retained earnings		(9,368,396)	(10,104,200)
Total equity		10,610,230	2,968,527
TOTAL EQUITY AND LIABILITIES		**12,388,719**	**2,995,972**

The profit for the parent company for the year was £411,304 (2019 – loss £731,784)

The financial statements were approved and authorised for issue by the board of directors on 30 April 20121 and were signed below on its behalf by

John Taylor
Chairman

ASIMILAR GROUP PLC

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2020

	Share Capital £	Share Premium Account £	Merger Relief Reserve £	Warrant Reserve	Retained Earnings £	Total £
At 1 October 2018	5,206,954	7,574,273	-	-	(9,372,416)	3,408,811
Total comprehensive expenses for the year	-	-	-	-	(731,784)	(731,784)
Transactions with owners						
Shares issued	800	299,200	-	-	-	300,000
Cost of new issue	-	(8,500)	-	-	-	(8,500)
At 1 October 2019	5,207,754	7,864,973	-	-	(10,104,200)	2,968,527
Total comprehensive	-	-	-	-	411,304	411,304
income for the year	-	-	-	-	-	-
Share based payments			-	-	324,500	324,500
Issue of warrants	-	-	-	157,813	-	157,813
Transactions with owners						
Shares issued	5,523	6,580,097	279,900	-	-	6,865,520
Cost of new issue	-	(117,434)	-	-	-	(117,434)
At 30 September 2020	5,213,277	14,327,636	279,900	157,813	(9,368,396)	10,610,230

Share capital

Represents the par value of shares in issue.

Share premium

Represents amounts subscribed for share capital in excess of its nominal value, net of directly attributable issue costs.

Merger relief reserve

Represents premium on shares issued in connection with the acquisition of Intrinsic Capital Jersey Limited, recognised in accordance with S162 of the Companies Act 2006.

Retained earnings

Represents accumulated losses to date.

Warrant reserve

Represents the fair value of placing warrants issued.

ASIMILAR GROUP PLC

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 SEPTEMBER 2020

	2020 £	2019 £
Operating activities		
Profit / (Loss) for the year	411,304	(731,784)
Adjustments for:		
(Increase) / decrease in trade and other receivables	(112,061)	17,520
Increase / (decrease) in trade and other payables	81,579	(5,249)
Net finance(income) / cost	(49,004)	426
Derivative fair value movement	(436,500)	-
Unrealised gains on remeasurement to fair value	83,365	52,930
Impairment of investments	-	446,974
Share based payments	324,500	-
Other income (non-cash transaction)	(1,140,000)	-
Net cash used in operating activities	(836,817)	(219,183)
Investing activities		
Payments to acquire investments	(606,026)	(100,000)
Loans made	(2,722,422)	-
Payments to group companies	(2,000,000)	
Net finance income	914	(426)
Net cash used in investing activities	(5,327,534)	(100,426)
Financing activities		
Net proceeds from issue of shares	6,625,899	291,500
Net cash generated from financing activities	6,625,899	291,500
Net increase / (decrease) in cash and cash equivalents	461,548	(28,109)
Cash and cash equivalents at the start of the year	242,415	270,524
Cash and cash equivalents at the end of the year	703,963	242,415
Cash and cash equivalents consist of:		
Cash and cash equivalents	703,963	242,415

The Company had no debt in either period, therefore no debt net reconciliation has been presented.

I. GENERAL INFORMATION

Asimilar Group Plc is a public limited company which is listed on the Alternative Investment Market (AIM) and incorporated and domiciled in the UK. The address of its registered office is 4 More London Riverside, London, SE1 2AU.

II. ACCOUNTING POLICIES

The separate financial statements of the Company are presented as required by the Companies Act 2006.

As permitted by the Act the separate financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union. The principal accounting policies adopted are the same as those set out in note 4 to the consolidated financial statements except as noted below:

Valuation of investments

Investments in subsidiaries are stated at cost less any provision for impairment in value.

III. INCOME FOR THE FINANCIAL PERIOD

The Company has taken advantage of the exemption allowed under s408 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The Company's Income for the year was £411,305 (2019: Loss of £731,784).

All staff employed under Asimilar Group Plc and staff numbers are shown in note 6. Total staff costs total £439,910 (2019: £112,824).

IV FINACIAL INSTRUMENTS

	2020 £	2019 £
Non-Current		
Investments in financial assets designated at fair value through profit or loss (see below for movement analysis)	3,091,908	2,684,091
Investments in subsidiary at cost (note V)	2,397,400	-
	5,489,308	**2,684,091**
Current		
Investments designated at fair value through profit or loss	102,494	-
Financial assets carried at amortised cost – loans	2,771,426	-
Financial assets carried at amortised cost – amounts owed by group undertakings	3,140,000	
Trade receivables carried at amortised cost	152,035	61,833
	6,165,955	**61,833**
	11,655,263	**2,745,924**

	2020	2019
Financial assets designated at fair value through profit or loss		
Non – Current		
Fair value of investments brought forward	2,684,091	3,083,995
Purchases during the year	1,611,180	100,000
Net unrealised loss in fair value	(83,363)	(499,904)
Disposals	(1,140,000)	-
Realised gain on disposal	20,000	-
Fair value of investments carried forward	3,091,908	2,684,091

The financial asset held at amortised cost constitutes an arm's length interest bearing short term loan of £2,771,426 (2019: £nil) that was repaid in full shortly after the year end and an intra group loan of £3,140,000.

Details of the investments held are given in the Chairman's statement.

V. FIXED ASSET INVESTMENTS IN SUBSIDIARY

	2020 £
Total cost of investment as at 30 September 2020 (additions)	2,397,400

On 30 August 2020 Asimilar acquired the entire ordinary share capital of Intrinsic Capital (Jersey) Limited ("ICJL"). The consideration paid was a fresh issue of 1,000,000 Asimilar ordinary shares and warrants to subscribe for up to 9,000,000 ASIMILAR ordinary shares in 2 tranches of up to 4,500,000 warrants per tranche. No balance existed prior to 30 August 2020, therefore no previous movement analysis is presented.

Refer to note 5 for further details regarding the acquired subsidiary and corresponding treatment in the consolidated financial statements.

At year end the Company had the following wholly owned subsidiary:

Intrinsic Capital (Jersey) Limited 100%

Registered Office: 2nd Floor, The Le Gallais Building, 54 Bath Street, St Helier, Jersey, JE1 1FW, Channel Islands

VI. TRADE AND OTHER RECEIVABLES

		2020 £	2019 £
Trade receivables	Note IV	15,000	27,600
Prepayments and accrued income		29,493	7,633
Other receivables	Note IV	137,035	34,233
		181,528	69,466
Amounts due from subsidiary undertakings		3,140,000	-
		3,321,528	69,466

VII. TRADE AND OTHER PAYABLES

	2020 £	2019 £
Trade payables	57,915	5,877
Accruals and deferred income	46,901	18,420
Other taxes and social security	4,173	3,148
	108,989	27,445

VIII. DERIVATIVE FINANCIAL LIABILITIES	**2020**	**2019**
	£	**£**
Derivative liabilities (see note 14(c) for movement analysis)	1,669,500	-

On 30 August 2020 as part consideration for the acquisition of ICJL Asimilar Group Plc granted warrants to subscribe for up to 9,000,000 ASIMILAR ordinary shares in 2 tranches of up to 4,500,000 warrants per tranche. The warrants represent derivatives over own equity and have been recognised as derivative financial liabilities.

Refer to note 3 for further details regarding the valuation of derivative financial liabilities.

Refer to note 4 for sensitivity analysis on changes to financial liabilities carried at fair value.

The fair value of the warrants on issue as at 30 August 2020 was £2,106,000 (as outlined in note 5). The change in the fair value of the warrants from £2,106,000 to £1,669,500 as at 30 September 2020 represents a fair value gain to the Company of £436,500 which has been recognised in the income statement.

IX SHARE CAPITAL

Details of share capital are shown in note 18.