

Company Registration No. 08372083 (England and Wales)

OMETRIA LTD
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

OMETRIA LTD

COMPANY INFORMATION

Directors	I Mazour D Lougouev L H L Batchelor M C Christmann E H Dos Santos Piedade J Saunders	(Appointed 10 September 2020)
Secretary	J P Palmer	
Company number	08372083	
Registered office	2.01 The Tea Building 56 Shoreditch High Street London E1 6JJ England	
Auditor	HW Fisher LLP Acre House 11-15 William Road London NW1 3ER United Kingdom	

OMETRIA LTD

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OMETRIA LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present the strategic report for the year ended 31 December 2020.

Principal activities

Founded in 2013, Ometria Limited ("Ometria" or the "group") is a retail-specific, customer data and marketing platform that enables retailers to grow customer revenue by sending personalised, relevant and precisely targeted marketing messages throughout the customer journey.

Business review

2020 was a tale of two cities for the retail industry. While retailers with a physical presence have been hit hard by lockdowns, restricted travel and disrupted logistics, ecommerce has experienced incredible growth in popularity, achieving 10 years' worth of growth in the space of three months.

Consumer habits have changed, likely irreversibly, with many discovering online shopping for the first time. It is reported that 75% of consumers shopped with new brands during lockdown, and the majority of these plan on incorporating these new brands in their post-COVID lives.

This has forced all retailers to turn their attention online and rapidly scale up their digital capabilities. All evidence points towards the digital customer experience being a direct to consumer retailer's biggest competitive differentiator from all of the other brands now vying for online shoppers' attention.

When it comes to creating that amazing customer experience, marketers have almost endless possibilities - what automation campaigns should they set up? What channels should they focus on? What marketing messages should they personalise? What customer segments should they be targeting? What does best practice look like?

To get ahead, it is essential that marketing teams make good decisions, and prioritise the right things. Ometria offers brands both a sophisticated customer data and marketing platform that is tailor made for retail, and the results-driven strategic support they need to help them reach their CRM goals through the Ometria Methodology.

In 2020, Ometria has continued to focus on its existing customers, maintaining net retention at 100% despite the turbulent year for retail. Our customers are typically the more tech sophisticated retailers and have weathered the storm well. The customers with a heavy bricks and mortar presence are undergoing negotiations with landlords and reaching agreements with creditors. Our customers, however, continue paying us as we are an essential provider. Our receivables 30 days and over as at 31 December 2020 are at the same level as they were pre-COVID in February 2020.

We have also been receiving further recognition in the tech community. Ometria has been selected as a participant in the Future Fifty programme run by Tech Nation, the UK's leading late-stage growth programme.

We have expanded internationally, opening our first North America office in New York City to serve the US retail market. We have also opened a Southampton office to improve access to UK talent.

We introduced a voluntary ethics statement which aligns with the needs of our larger and publicly listed customers' compliance in the areas of modern slavery, anti-corruption, whistleblowing and employee rights. The latest statement can be found on our website. <https://ometria.com/ethics-statement>

One of our values is "It's awesome to be here", here are some of the reasons we love working here:

- We are committed to hiring the right people through carefully designed recruitment processes designed to test ability and potential, whilst ensuring a positive experience for all candidates.
- We want all Ometrians to be able to continually learn and grow in their roles. Whether this is learning a supporting skill or a whole new role we're proud of our track record in enabling Ometrians to move upwards and around the business. Our people are the core of our business. We believe in making it awesome to be here for all Ometrians and place a continued focus on making Ometria an inclusive, respectful and diverse environment through an on-going programme of initiatives.
- We facilitate a range of channels for Ometrians to engage with the business and feedback. These include a quarterly, anonymous engagement survey, regular all hands meetings and the Ometria Forum.

OMETRIA LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

- Ometria regularly benchmarks our compensation and reviews salaries internally and where we don't employ directly (e.g. cleaners), we are proud to work with suppliers who pay the London and National living wages.
- The last twelve months has presented everyone with new and unique challenges, over this period Ometria has made a significant investment in training and benefits to support our team, from resilience training, to therapy provision to enhanced financial benefits. Ometria is also proud to have taken action where possible to minimise the impact of the pandemic on our team by adopting enhanced policies to support parents and carers.

The group's outlook for 2021 is robust. The business will continue to invest in its R&D and new business development activities, embedding further into the retail ecosystem in the UK and other geographies.

Financial review

The Group made a loss before taxation for the year ended 31 December 2020 of £5,903,031 (2019: £5,164,795). This result is analysed in more detail below and the directors have also chosen to include a number of industry standard non-GAAP measures of performance.

The GAAP revenue for the year increased to £6,912,139 (2019: £5,127,522), an increase of 34.8%. Covid-19 did not have an impact on our existing contracts; the business enjoyed low customer churn and multi-year customer relationships together with strong revenue growth due to customers expanding the use of the platform. Consequently, a large investment in sales and marketing is not required to sustain existing levels of revenue, rather to win new business and, hence, the business has continued to invest in new business activities in the year. The impact of the pandemic had a temporary impact on sales to new customers in Q2 and Q3 as retail businesses repositioned themselves and dealt with an immediate impact of temporary store closures.

As the business is investing heavily in R&D and new business development, resulting in a statutory loss for the year, the Directors also present the profitability of the Group's deployed account ('Deployed Account EBITDA'). Deployed Account EBITDA is measured as Recurring Revenue less the cost of sales, employee costs and other overheads to service these accounts as well as an allocation of shared general and administration overheads on a reasonable basis. It can be seen as a measure of Ometria's underlying profit in the event the group ceased its investment in new product development and to acquire new customers. On this basis, during the year ended 31 December 2020, the group delivered a Deployed Account EBITDA profit of £1,459,806 (2019: £833,148) and a Deployed Account EBITDA operating margin of 21% (2019: 16%), illustrating the strong fundamentals of the business.

The Directors also present Adjusted EBITDA, being Earnings before interest, tax, depreciation and amortisation less exceptional items and share based payments costs.

The Adjusted EBITDA loss for the year reduced to £4,908,794 (2019: £5,405,357), a reduction of 9.2%.

OMETRIA LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

Corporate governance, principal risks and uncertainties

The board consists of two executive, three non-executive directors and a non-executive chairman. The non-executive directors are appointed by the three largest institutional investors: Octopus Ventures, Summit and Sonae IM. Together with the chairman, all non-executive directors are experienced directors, responsible for strategic guidance and corporate oversight of multiple companies across different geographies.

The directors of the board meet at least eight times a year. The subject of risk is continually discussed at board meetings as well as at the senior management meetings, which occur at least once a week. The principal risks and uncertainties are considered to be as follows:

Risk	Description	Mitigation Strategy
Data privacy and information security	<p>Ometria's core offering is the provision of a hosted software platform (integrated to its clients' own ecommerce environment) to deliver digital marketing messages to their customers based on each customer's analysed buying behaviours and preferences.</p> <p>A breach of privacy law or security breach could lead to regulatory fines, reputational loss, extensive clean-up costs, lost management time, direct loss of turnover, prospect loss and customer churn, competitiveness.</p>	<p>Ometria invests in</p> <ul style="list-style-type: none"> • general counsel and DPO supported by external data privacy special counsel based in London, Bonn and Washington, DC to ensure clear sight and compliance with data privacy laws • Internal resource and awareness training of its information security management system (audited and certificated to ISO 27001:2017) • annual penetration testing by third-party security experts along with continual vulnerability scanning
Liquidity	<p>Ometria is a growth stage software-as-a-service (SaaS). Ometria's management, with the support of the board of directors, is executing a plan under which the group R&D expenditure and investment in new business development exceeds the group's income for a period of time, giving rise to a historical accounting loss and cash burn. This places reliance on the continued ability of the group to access the fund raising markets.</p>	<p>The group's high investment in R&D and new business development activities was planned and supported by the group's investors who have made a cumulative £24.7m equity investment in the business to date. Regular cashflow forecasts are prepared and reviewed by the board.</p> <p>During the year, the group secured a venture debt facility, further expanding its investment capacity and diversifying sources of capital, whilst minimising the impact to its shareholders investment in the business.</p> <p>If spending in R&D and business expansion activities were to be eliminated from the financial results, the group would achieve profitability, due to the existing operational revenues being greater than the costs of maintaining the platform and supporting the customers.</p>

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STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

On behalf of the board

I Mazour
Director
16 April 2021

OMETRIA LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their annual report and financial statements for the year ended 31 December 2020.

Principal activities

The principal activity of the company continued to be the development and provision of software for online retailers.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

I Mazour

D Lougouev

H Alwazzan

(Resigned 3 August 2020)

L H L Batchelor

M C Christmann

E H Dos Santos Piedade

J Saunders

(Appointed 10 September 2020)

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions and pension scheme indemnity provision for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Auditor

The auditor, HW Fisher, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Strategic report

The group has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the group's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board

I Mazour

Director

16 April 2021

OMETRIA LTD

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

OMETRIA LTD

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OMETRIA LTD

Opinion

We have audited the financial statements of Ometria Ltd (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2020 which comprise the group profit and loss account, the group statement of comprehensive income, the group balance sheet, the company balance sheet, the group statement of changes in equity, the company statement of changes in equity, the group statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2020 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

OMETRIA LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF OMETRIA LTD

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 and the directors' report.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 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 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

As part of our planning process:

- We enquired of management the systems and controls the company has in place, the areas of the financial statements that are mostly susceptible to the risk of irregularities and fraud, and whether there was any known, suspected or alleged fraud.
- We obtained an understanding of the legal and regulatory frameworks applicable to the company. We determined that the following were most relevant: FRS 102, Companies Act 2006.
- We considered the incentives and opportunities that exist in the company, including the extent of management bias, which present a potential for irregularities and fraud to be perpetuated, and tailored our risk assessment accordingly.
- Using our knowledge of the company, together with the discussions held with the company at the planning stage, we formed a conclusion on the risk of misstatement due to irregularities including fraud and tailored our procedures according to this risk assessment.

The key procedures we undertook to detect irregularities including fraud during the course of the audit included:

- Identifying and testing journal entries and the overall accounting records, in particular those that were significant and unusual.
- Assessing the extent of compliance, or lack of, with the relevant laws and regulations.
- Testing revenue and expenses, in particular cut-off, for evidence of management bias.
- Obtaining third-party confirmation of material bank balances.
- Documenting and verifying all significant related party balances and transactions.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements even though we have properly planned and performed our audit in accordance with auditing standards. The primary responsibility for the prevention and detection of irregularities and fraud rests with those charged with governance of the entity.

OMETRIA LTD

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF OMETRIA LTD

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://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.

Ross Fabian (Senior Statutory Auditor)

For and on behalf of HW Fisher LLP

Chartered Accountants

Statutory Auditor

Acre House

11-15 William Road

London

NW1 3ER

United Kingdom

19 April 2021

OMETRIA LTD

GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	2020 £	2019 £
Turnover	3	6,912,139	5,127,522
Cost of sales		(2,414,495)	(1,784,074)
Gross profit		<u>4,497,644</u>	<u>3,343,448</u>
Administrative expenses		(10,350,554)	(8,590,112)
Other operating income		134,164	69,348
Operating loss	4	<u>(5,718,746)</u>	<u>(5,177,316)</u>
Interest receivable and similar income	8	13,077	12,521
Interest payable and similar expenses	9	(197,352)	-
Loss before taxation		<u>(5,903,031)</u>	<u>(5,164,795)</u>
Tax on loss	10	651,925	572,029
Loss for the financial year		<u><u>(5,251,106)</u></u>	<u><u>(4,592,766)</u></u>

Loss for the financial year is all attributable to the owners of the parent company.

OMETRIA LTD

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2020

	2020	2019
	£	£
Loss for the year	(5,251,105)	(4,592,766)
Other comprehensive income		
Currency translation differences	17,485	-
Total comprehensive income for the year	<u>(5,233,621)</u>	<u>(4,592,766)</u>

Total comprehensive income for the year is all attributable to the owners of the parent company.

OMETRIA LTD

GROUP BALANCE SHEET

AS AT 31 DECEMBER 2020

	Notes	2020		2019	
		£	£	£	£
Fixed assets					
Intangible assets	11		25,346		10,588
Tangible assets	12		212,306		362,847
			<u>237,652</u>		<u>373,435</u>
Current assets					
Debtors	15	2,024,182		1,575,016	
Cash at bank and in hand		11,546,919		14,011,756	
		<u>13,571,101</u>		<u>15,586,772</u>	
Creditors: amounts falling due within one year	16	<u>(2,895,075)</u>		<u>(1,752,432)</u>	
Net current assets			<u>10,676,026</u>		<u>13,834,340</u>
Total assets less current liabilities			<u>10,913,678</u>		<u>14,207,775</u>
Creditors: amounts falling due after more than one year	17		<u>(1,846,810)</u>		<u>-</u>
Net assets			<u>9,066,868</u>		<u>14,207,775</u>
Capital and reserves					
Called up share capital	20		719		716
Share premium account			24,685,881		24,685,881
Profit and loss reserves			<u>(15,619,732)</u>		<u>(10,478,822)</u>
Total equity			<u>9,066,868</u>		<u>14,207,775</u>

The financial statements were approved by the board of directors and authorised for issue on 16 April 2021 and are signed on its behalf by:

I Mazour
Director

D Lougouev
Director

OMETRIA LTD

COMPANY BALANCE SHEET

AS AT 31 DECEMBER 2020

		2020		2019	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	11		25,346		10,588
Tangible assets	12		210,375		362,847
Investments	13		8		8
			<u>235,729</u>		<u>373,443</u>
Current assets					
Debtors falling due after more than one year	15	-		64,874	
Debtors falling due within one year	15	2,013,346		1,517,994	
Cash at bank and in hand		11,496,801		14,003,896	
		<u>13,510,147</u>		<u>15,586,764</u>	
Creditors: amounts falling due within one year	16	<u>(2,889,837)</u>		<u>(1,752,432)</u>	
Net current assets			<u>10,620,310</u>		<u>13,834,332</u>
Total assets less current liabilities			<u>10,856,039</u>		<u>14,207,775</u>
Creditors: amounts falling due after more than one year	17		<u>(1,846,810)</u>		<u>-</u>
Net assets			<u><u>9,009,229</u></u>		<u><u>14,207,775</u></u>
Capital and reserves					
Called up share capital	20		719		716
Share premium account			24,685,881		24,685,881
Profit and loss reserves			<u>(15,677,371)</u>		<u>(10,478,822)</u>
Total equity			<u><u>9,009,229</u></u>		<u><u>14,207,775</u></u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's loss for the year was £5,291,260 (2019 - £4,592,766 loss).

The financial statements were approved by the board of directors and authorised for issue on 16 April 2021 and are signed on its behalf by:

I Mazour
Director

D Lougouev
Director

Company Registration No. 08372083

OMETRIA LTD

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Balance at 1 January 2019		532	9,935,937	(6,021,475)	3,914,994
Year ended 31 December 2019:					
Loss and total comprehensive income for the year		-	-	(4,592,766)	(4,592,766)
Issue of share capital	20	184	14,749,944	-	14,750,128
Credit to equity for equity settled share-based payments	19	-	-	135,419	135,419
Balance at 31 December 2019		716	24,685,881	(10,478,822)	14,207,775
Year ended 31 December 2020:					
Loss for the year		-	-	(5,251,106)	(5,251,106)
Other comprehensive income:					
Currency translation differences		-	-	17,485	17,485
Total comprehensive income for the year		-	-	(5,233,621)	(5,233,621)
Issue of share capital	20	3	-	-	3
Credit to equity for equity settled share-based payments	19	-	-	92,711	92,711
Balance at 31 December 2020		719	24,685,881	(15,619,732)	9,066,868

OMETRIA LTD

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

		Share capital	Share premium account	Profit and loss reserves	Total
	Notes	£	£	£	£
Balance at 1 January 2019		532	9,935,937	(6,021,475)	3,914,994
Year ended 31 December 2019:					
Loss and total comprehensive income for the year		-	-	(4,592,766)	(4,592,766)
Issue of share capital	20	184	14,749,944	-	14,750,128
Credit to equity for equity settled share-based payments	19	-	-	135,419	135,419
Balance at 31 December 2019		716	24,685,881	(10,478,822)	14,207,775
Year ended 31 December 2020:					
Loss and total comprehensive income for the year		-	-	(5,291,260)	(5,291,260)
Issue of share capital	20	3	-	-	3
Credit to equity for equity settled share-based payments	19	-	-	92,711	92,711
Balance at 31 December 2020		719	24,685,881	(15,677,371)	9,009,229

OMETRIA LTD

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2020

		2020		2019	
	Notes	£	£	£	£
Cash flows from operating activities					
Cash absorbed by operations	23		(5,723,146)		(4,179,939)
Interest paid			(165,152)		-
Income taxes refunded			572,029		177,449
Net cash outflow from operating activities			(5,316,279)		(4,002,490)
Investing activities					
Purchase of intangible assets		(15,850)		(10,861)	
Purchase of tangible fixed assets		(69,143)		(380,526)	
Interest received		13,077		12,521	
Net cash used in investing activities			(71,916)		(378,866)
Financing activities					
Proceeds from issue of shares		3		14,750,128	
Proceeds from borrowings		2,905,772		-	
Net cash generated from financing activities			2,905,775		14,750,128
Net (decrease)/increase in cash and cash equivalents			(2,482,420)		10,368,772
Cash and cash equivalents at beginning of year			14,011,756		3,642,984
Effect of foreign exchange rates			17,583		
Cash and cash equivalents at end of year			11,546,919		14,011,756

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Company information

Ometria Ltd is a private company limited by shares incorporated in England and Wales. The registered office is 2.01 The Tea Building, 56 Shoreditch High Street, London, England, E1 6JJ.

The group consists of Ometria Ltd and its subsidiary, Ometria Inc.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

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

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

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

1.2 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Ometria Ltd together with all entities controlled by the parent company (its subsidiaries).

All financial statements are made up to 31 December 2020. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

1.3 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The directors have prepared forecasts which indicate that the group will have sufficient resources so it can continue as a going concern for a period of at least twelve months from the date of approval of these financial statements. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies **(Continued)**

1.4 Turnover

Turnover is recognised at the fair value of the consideration receivable for services provided in the normal course of business and is shown net of VAT.

Turnover is recognised when the company has performed services in accordance with the agreed terms with the relevant customer and has obtained a right to consideration for those services.

Where such income has not been billed at the balance sheet date, it has been accrued for in the accounts as accrued income.

Where the customer pays in advance such as an annual/quarterly/monthly fee, the company defers that amount and recognises it as turnover over the period during which the service is performed on a straight line basis.

Where the right to consideration arises from the occurrence of a critical event (stage of deliverables or contract milestone) the turnover is recognised when the event occurs.

1.5 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.6 Intangible fixed assets other than goodwill

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

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

IP Address	10 years straight line
Other intangibles	Currently not amortised (until ready for use)

1.7 Tangible fixed assets

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

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

Leasehold improvements	Over the lease term
Fixtures and fittings	33.33% straight line method
Computers	33.33% straight line method

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

1.8 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries are measured at cost less any accumulated impairment losses.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies **(Continued)**

1.9 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

1.10 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks.

1.11 Financial instruments

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

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

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

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

Impairment of financial assets

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

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

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

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

1.12 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs.

Share capital represents the nominal value of equity shares that have been issued.

Share premium represents amount subscribed for share capital in excess of nominal value. Any transaction costs associated with the issuing of shares are deducted from share premium.

Profit and loss reserves represent all current and prior period retained profit and losses.

1.13 Taxation

The tax income represents research and development tax credits.

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies (Continued)

1.14 Employee benefits

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

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

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

1.15 Retirement benefits

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

1.16 Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

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

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

1.17 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.18 Government grants

Government grants, which include amounts received under the Coronavirus Job Retention Scheme, are recognised at the fair value of the grant received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received. The income is recognised in other income on a systematic basis over the periods in which the associated costs are incurred, using the accrual model.

1.19 Foreign exchange

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

2 Judgements and key sources of estimation uncertainty

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

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

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

2 Judgements and key sources of estimation uncertainty

(Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Valuation of share options

The directors have been unable to directly measure the fair value of share options granted during the year. The Black-Scholes model has been used to estimate their fair value indirectly. The model uses a number of assumptions, which the directors consider to be reasonable based on the current size and condition of the company and the sector it operates in. As a result, the valuation is subject to a degree of uncertainty and is made on the basis of assumptions that may not prove to be accurate.

3 Turnover and other revenue

	2020	2019
	£	£
Turnover analysed by class of business		
Sale of services	6,912,139	5,127,522
	<u>6,912,139</u>	<u>5,127,522</u>
	2020	2019
	£	£
Other significant revenue		
Interest income	13,077	12,521
Grants received	128,062	-
	<u>141,139</u>	<u>12,521</u>
	2020	2019
	£	£
Turnover analysed by geographical market		
UK	6,507,333	4,842,385
Rest of Europe	223,888	173,399
Rest of World	180,918	111,738
	<u>6,912,139</u>	<u>5,127,522</u>
	2020	2019
	£	£
4 Operating loss		
	2020	2019
	£	£
Operating loss for the year is stated after charging/(crediting):		
Exchange differences	37,583	1,563
Research and development costs	2,113,773	-
Government grants	(128,062)	-
Depreciation of owned tangible fixed assets	219,586	132,830
Amortisation of intangible assets	1,092	273
Share-based payments	92,711	135,419
Operating lease charges	498,425	421,878
	<u>3,334,028</u>	<u>701,963</u>

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

5	Auditor's remuneration		
		2020	2019
	Fees payable to the company's auditor and associates:	£	£
	For audit services		
	Audit of the financial statements of the group and company	20,600	17,400
		<u> </u>	<u> </u>

6 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

	Group 2020 Number	2019 Number	Company 2020 Number	2019 Number
Directors	3	5	3	5
Admin	96	78	94	78
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total	99	83	97	83
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Their aggregate remuneration comprised:

	Group 2020 £	2019 £	Company 2020 £	2019 £
Wages and salaries	6,969,165	5,548,848	6,802,873	5,548,848
Social security costs	804,488	634,360	784,227	634,360
Pension costs	181,630	135,860	181,630	135,860
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	7,955,283	6,319,068	7,768,730	6,319,068
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

7 Directors' remuneration

		2020	2019
		£	£
Remuneration for qualifying services		282,657	423,667
Company pension contributions to defined contribution schemes		10,095	12,115
		<u> </u>	<u> </u>
		292,752	435,782
		<u> </u>	<u> </u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 3 (2019 - 5).

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

7	Directors' remuneration	(Continued)	
	Remuneration disclosed above includes the following amounts paid to the highest paid director:		
		2020	2019
		£	£
	Remuneration for qualifying services	136,692	123,000
	Company pension contributions to defined contribution schemes	2,913	3,450
		<u> </u>	<u> </u>
8	Interest receivable and similar income		
		2020	2019
		£	£
	Interest income		
	Other interest	13,077	12,521
		<u> </u>	<u> </u>
9	Interest payable and similar expenses		
		2020	2019
		£	£
	Loan interest	197,362	-
		<u> </u>	<u> </u>
10	Taxation		
		2020	2019
		£	£
	Current tax		
	UK corporation tax on profits for the current period	(651,925)	(572,029)
		<u> </u>	<u> </u>

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

10 Taxation (Continued)

The actual credit for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2020	2019
	£	£
Loss before taxation	(5,903,031)	(5,164,795)
	<u> </u>	<u> </u>
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	(1,121,576)	(981,311)
Tax effect of expenses that are not deductible in determining taxable profit	3,170	17,443
Unutilised tax losses carried forward	700,432	648,604
Depreciation on assets not qualifying for tax allowances	5,090	2,875
Research and development tax credit	(651,925)	(572,029)
Share based payment charge	17,615	25,730
Capital allowances in excess of depreciation	-	(39,235)
Research and development expenditure surrendered for tax credit	854,247	749,556
Additional deduction for research and development expenditure	(482,835)	(423,662)
Depreciation in excess of capital allowances	23,857	-
	<u> </u>	<u> </u>
Taxation credit	(651,925)	(572,029)
	<u> </u>	<u> </u>

The group has unutilised tax losses carried forward of £11,520,619 (2019: £8,152,830).

11 Intangible fixed assets

Group	IP Address	Other intangibles	Total
	£	£	£
Cost			
At 1 January 2020	10,861	-	10,861
Additions	-	15,850	15,850
	<u> </u>	<u> </u>	<u> </u>
At 31 December 2020	10,861	15,850	26,711
	<u> </u>	<u> </u>	<u> </u>
Amortisation			
At 1 January 2020	273	-	273
Amortisation charged for the year	1,092	-	1,092
	<u> </u>	<u> </u>	<u> </u>
At 31 December 2020	1,365	-	1,365
	<u> </u>	<u> </u>	<u> </u>
Carrying amount			
At 31 December 2020	9,496	15,850	25,346
	<u> </u>	<u> </u>	<u> </u>
At 31 December 2019	10,588	-	10,588
	<u> </u>	<u> </u>	<u> </u>

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

11 Intangible fixed assets (Continued)

Company	IP Address £	Other intangibles £	Total £
Cost			
At 1 January 2020	10,861	-	10,861
Additions	-	15,850	15,850
At 31 December 2020	<u>10,861</u>	<u>15,850</u>	<u>26,711</u>
Amortisation and impairment			
At 1 January 2020	273	-	273
Amortisation charged for the year	1,092	-	1,092
At 31 December 2020	<u>1,365</u>	<u>-</u>	<u>1,365</u>
Carrying amount			
At 31 December 2020	<u>9,496</u>	<u>15,850</u>	<u>25,346</u>
At 31 December 2019	<u>10,588</u>	<u>-</u>	<u>10,588</u>

12 Tangible fixed assets

Group	Leasehold improvements £	Fixtures and fittings £	Computers £	Total £
Cost				
At 1 January 2020	212,881	108,460	206,993	528,334
Additions	-	46,517	22,626	69,143
Exchange adjustments	-	-	(141)	(141)
At 31 December 2020	<u>212,881</u>	<u>154,977</u>	<u>229,478</u>	<u>597,336</u>
Depreciation				
At 1 January 2020	42,924	50,949	71,614	165,487
Depreciation charged in the year	101,964	47,447	70,175	219,586
Exchange adjustments	-	-	(43)	(43)
At 31 December 2020	<u>144,888</u>	<u>98,396</u>	<u>141,746</u>	<u>385,030</u>
Carrying amount				
At 31 December 2020	<u>67,993</u>	<u>56,581</u>	<u>87,732</u>	<u>212,306</u>
At 31 December 2019	<u>169,957</u>	<u>57,511</u>	<u>135,379</u>	<u>362,847</u>

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

12 Tangible fixed assets (Continued)

Company	Leasehold fixtures and fittings improvements		Computers	Total
	£	£	£	£
Cost				
At 1 January 2020	212,881	108,460	206,993	528,334
Additions	-	46,517	19,811	66,328
At 31 December 2020	<u>212,881</u>	<u>154,977</u>	<u>226,804</u>	<u>594,662</u>
Depreciation and impairment				
At 1 January 2020	42,924	50,949	71,614	165,487
Depreciation charged in the year	101,964	47,447	69,389	218,800
At 31 December 2020	<u>144,888</u>	<u>98,396</u>	<u>141,003</u>	<u>384,287</u>
Carrying amount				
At 31 December 2020	<u>67,993</u>	<u>56,581</u>	<u>85,801</u>	<u>210,375</u>
At 31 December 2019	<u>169,957</u>	<u>57,511</u>	<u>135,379</u>	<u>362,847</u>

13 Fixed asset investments

Notes	Group		Company	
	2020	2019	2020	2019
	£	£	£	£
Investments in subsidiaries	14	-	8	8

Movements in fixed asset investments

Company	Shares in group undertakings
	£
Cost or valuation	
At 1 January 2020 and 31 December 2020	8
Carrying amount	
At 31 December 2020	8
At 31 December 2019	8

14 Subsidiaries

Details of the company's subsidiaries at 31 December 2020 are as follows:

Name of undertaking	Registered Office Key	Class of shares held	% Held Direct
Ometria, Inc	1	Common stock	100.00

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

14 Subsidiaries (Continued)

Registered office addresses:

1 Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801

15 Debtors

	Group 2020	2019	Company 2020	2019
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	713,192	739,479	713,192	739,479
Corporation tax recoverable	651,925	572,029	651,925	572,029
Amounts owed by group undertakings	-	-	-	7,852
Other debtors	81,130	1,913	72,674	1,913
Prepayments and accrued income	577,935	196,721	575,555	196,721
	<u>2,024,182</u>	<u>1,510,142</u>	<u>2,013,346</u>	<u>1,517,994</u>
Amounts falling due after more than one year:				
Other debtors	-	64,874	-	64,874
	<u>2,024,182</u>	<u>1,575,016</u>	<u>2,013,346</u>	<u>1,582,868</u>
Total debtors	<u>2,024,182</u>	<u>1,575,016</u>	<u>2,013,346</u>	<u>1,582,868</u>

16 Creditors: amounts falling due within one year

	Group 2020	2019	Company 2020	2019
Notes	£	£	£	£
Other borrowings	1,091,162	-	1,091,162	-
Trade creditors	585,114	635,157	579,876	635,157
Other taxation and social security	420,932	245,721	420,932	245,721
Other creditors	93,715	94,731	93,715	94,731
Accruals and deferred income	704,152	776,823	704,152	776,823
	<u>2,895,075</u>	<u>1,752,432</u>	<u>2,889,837</u>	<u>1,752,432</u>

Other borrowings relates to a total loan drawn down of £3,000,000. The non current element of this loan can be seen in note 17. The interest rate on this loan is 10.95% per annum. The loan shall be repaid in equal monthly instalments commencing on 29 January 2021 and has a maturity date of 31 May 2023.

Fixed charges are held over three bank accounts owned by Ometria Ltd and the company's trademark.

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

17 Creditors: amounts falling due after more than one year	Notes	Group	2019	Company	2019
		2020	2019	2020	2019
		£	£	£	£
Other borrowings		1,846,810	-	1,846,810	-
		<u> </u>	<u> </u>	<u> </u>	<u> </u>

18 Retirement benefit schemes	Defined contribution schemes	2020	2019
		£	£
	Charge to profit or loss in respect of defined contribution schemes	181,630	135,860
		<u> </u>	<u> </u>

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

19 Share-based payment transactions

EMI share options

EMI share options have a contractual life of 4 years. First tranche matures 1 year after the start of vesting period, the remaining options vest monthly over the remaining 3 years. The Vesting condition is continuous employment. On the occurrence of an exit event, for example, a company reorganisation or sale, 50% of any unvested EMI option shall immediately vest at or immediately prior to such event.

Non EMI share options

First tranche of non-EMI share options mature within the first year after the start of vesting period, the remaining options vest monthly over the remaining 3 years. The options will be capable of exercise to the extent vested on an exit event.

Group and company	Number of share options		Weighted average exercise price	
	2020	2019	2020	2019
	Number	Number	£	£
Outstanding at 1 January 2020	429,843	392,781	2.41	2.16
Granted	235,389	58,614	3.25	3.25
Forfeited	(56,386)	(700)	3.25	0.0001
Exercised	(27,000)	(14,852)	0.0001	0.0001
Expired	-	(6,000)	-	0.0001
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Outstanding at 31 December 2020	581,846	429,843	2.67	2.41
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Exercisable at 31 December 2020	389,031	267,446	2.39	1.64
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

19 Share-based payment transactions

(Continued)

The options outstanding at 31 December 2020 had an exercise price ranging from £0.0001 to £3.25, and a remaining contractual life not exceeding 4 years.

	Group 2020	2019	Company 2020	2019
	£	£	£	£
Expenses recognised in the year				
Arising from equity settled share based payment transactions	92,711	135,419	92,711	135,419
	<u>92,711</u>	<u>135,419</u>	<u>92,711</u>	<u>135,419</u>

20 Share capital

	2020	2019	2020	2019
	Number	Number	£	£
Ordinary share capital				
Issued and fully paid				
Series 1 Ordinary shares of 0.01p each	788,682	761,682	79	76
Series 2 Ordinary shares of 0.01p each	2,997,469	2,997,469	300	300
Series B EIS shares of 0.01p each	173,832	173,832	17	17
	<u>3,959,983</u>	<u>3,932,983</u>	<u>396</u>	<u>393</u>
Preference share capital				
Issued and fully paid				
Series 1 Seed Preferred shares of 0.01p each	457,544	457,544	46	46
Series 2 Seed Preferred shares of 0.01p each	1,077,244	1,077,244	108	108
Series B VCT shares of 0.01p each	1,697,045	1,697,045	169	169
	<u>3,231,833</u>	<u>3,231,833</u>	<u>323</u>	<u>323</u>
Preference shares classified as equity			<u>323</u>	<u>323</u>
Total equity share capital			<u>719</u>	<u>716</u>

The Series 1 Ordinary shares, Series 2 Ordinary shares and Series B EIS shares have full voting rights with dividend participation and rights to participate in capital distribution (after payment of sums due to the holders of Series 1 and 2 Seed Preferred shares and Series B VCT shares) including any distribution on winding up. The shares are not redeemable.

The Series 1 and 2 Seed Preferred shares and Series B VCT shares have attached to them full voting, dividend and capital distribution (including on winding up) rights. They do not confer rights of redemption.

During the financial year the company issued 27,000 Series 1 Ordinary shares of £0.0001 each at par value.

On 25 June 2020, the company issued a warrant to Wuessen Lending S.a.r.l. to subscribe in cash for 51,725 Series B VCT shares at £8.12 each. The subscription rights expire 10 years from the date of the grant or earlier in the event of an exit.

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

21 Operating lease commitments

Lessee

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

	Group 2020 £	2019 £	Company 2020 £	2019 £
Within one year	264,846	696,928	264,846	696,928
	<u>264,846</u>	<u>696,928</u>	<u>264,846</u>	<u>696,928</u>

22 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel is as follows.

	2020 £	2019 £
Aggregate compensation	1,627,129	1,079,333

23 Cash absorbed by group operations

	2020 £	2019 £
Loss for the year after tax	(5,251,106)	(4,592,766)
Adjustments for:		
Taxation credited	(651,925)	(572,029)
Finance costs	197,362	-
Interest income	(13,077)	(12,521)
Amortisation and impairment of intangible assets	1,092	273
Depreciation and impairment of tangible fixed assets	219,586	132,830
Equity settled share based payment expense	92,711	135,419
Movements in working capital:		
Increase in debtors	(369,270)	(521,054)
Increase in creditors	51,481	1,249,909
Cash absorbed by operations	<u>(5,723,146)</u>	<u>(4,179,939)</u>

OMETRIA LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

24 Analysis of changes in net funds - group

	1 January 2020	Cash flows	Other non-cash changes	Exchange rate movements	31 December 2020
	£	£	£	£	£
Cash at bank and in hand	14,011,756	(2,482,420)	-	17,583	11,546,919
Borrowings excluding overdrafts	-	(2,905,772)	(32,200)	-	(2,937,972)
	<u>14,011,756</u>	<u>(5,388,192)</u>	<u>(32,200)</u>	<u>17,583</u>	<u>8,608,947</u>

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