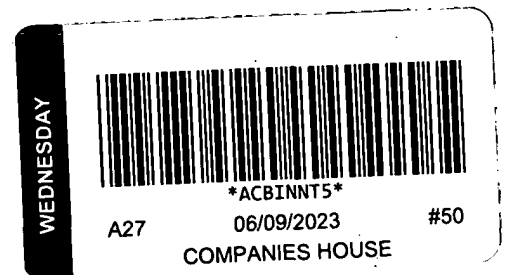

AIDRIVERS LTD

UNAUDITED
FINANCIAL STATEMENTS
INFORMATION FOR FILING WITH THE REGISTRAR
FOR THE YEAR ENDED 31 DECEMBER 2022



AIDRIVERS LTD
REGISTERED NUMBER:11356649

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Tangible fixed assets	4	15,433	20,611
Investments	5	62,928	40,358
		<u>78,361</u>	<u>60,969</u>
Current assets			
Debtors: amounts falling due after more than one year	6	139,946	-
Debtors: amounts falling due within one year	6	6,801,400	1,407,097
Cash at bank and in hand		2,075	87,233
		<u>6,943,421</u>	<u>1,494,330</u>
Creditors: amounts falling due within one year	7	(3,559,900)	(1,023,626)
Net current assets		<u>3,383,521</u>	<u>470,704</u>
Total assets less current liabilities		<u>3,461,882</u>	<u>531,673</u>
Creditors: amounts falling due after more than one year	8	(211,841)	(36,860)
Net assets		<u><u>3,250,041</u></u>	<u><u>494,813</u></u>
Capital and reserves			
Called up share capital		1	1
Share premium account		10,776,490	4,914,873
Share options reserves		158,229	-
Profit and loss account		(7,684,679)	(4,420,061)
		<u><u>3,250,041</u></u>	<u><u>494,813</u></u>

AIDRIVERS LTD
REGISTERED NUMBER:11356649

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2022

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



M R SWASH [JUL 10, 2023 19:29 GMT+1]

Dr M R Swash
Director

Date:

The notes on pages 4 to 15 form part of these financial statements.

AIDRIVERS LTD

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital £	Share premium account £	Share option reserve £	Profit and loss account £	Total equity £
At 1 June 2021	1	3,346,886	-	(3,274,690)	72,197
Loss for the period	-	-	-	(1,145,371)	(1,145,371)
Shares issued during the period	-	1,567,987	-	-	1,567,987
At 1 January 2022	1	4,914,873	-	(4,420,061)	494,813
Loss for the year	-	-	-	(3,264,618)	(3,264,618)
Shares issued during the year	-	5,861,617	-	-	5,861,617
Share option charge	-	-	158,229	-	158,229
At 31 December 2022	1	10,776,490	158,229	(7,684,679)	3,250,041

The notes on pages 4 to 15 form part of these financial statements.

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

Aidriviers Ltd is a private limited company incorporated in England and Wales. The company number is 11356649 and the registered office is Crimson Court, 1390 Uxbridge Road, Uxbridge, England, UB10 ONE.

2. Accounting policies

2.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" as applied in the context of the small entities regime and the Companies Act 2006.

The preparation of financial statements in compliance with Section 1A of FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The following principal accounting policies have been applied:

2.2 Going concern

The Company has made losses of £3.2 million (2021 - £1.1 million). The Company has the continuing financial support from its shareholders and is in the process of raising funds to which the directors strongly believe that they will be able to raise sufficient finance to support the on-going business operation. Accordingly, the directors consider it to be appropriate to continue to prepare the financial statements on a going concern basis.

2.3 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.6 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.7 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of comprehensive income in the same period as the related expenditure.

2.9 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.9 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 20%
Computer equipment	- 33%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.10 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Convertible loan notes are a financial instrument containing a future right to shares (see note 7).

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.10 Financial instruments (continued)

Convertible loan notes are initially recognised at fair value and are subsequently re-measured at their fair value. Change in the fair value of the convertible loan notes are recognised in the profit and loss.

2.11 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.12 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.13 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.14 Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

2.15 Operating leases

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

2.16 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.17 Interest income

Interest income is recognised in profit or loss using the effective interest method.

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.18 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

2.19 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

3. Employees

The average monthly number of employees, including directors, during the year was 37 (2021 -28).

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

4. Tangible fixed assets

	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation			
At 1 January 2022	5,610	37,352	42,962
Additions	-	5,771	5,771
At 31 December 2022	<u>5,610</u>	<u>43,123</u>	<u>48,733</u>
Depreciation			
At 1 January 2022	1,481	20,870	22,351
Charge for the year on owned assets	1,122	9,827	10,949
At 31 December 2022	<u>2,603</u>	<u>30,697</u>	<u>33,300</u>
Net book value			
At 31 December 2022	<u>3,007</u>	<u>12,426</u>	<u>15,433</u>
<i>At 31 December 2021</i>	<u>4,129</u>	<u>16,482</u>	<u>20,611</u>

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

5. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2022	40,358
Additions	22,570
At 31 December 2022	<u>62,928</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Principal activity	Class of shares
Aidrivrs Singapore PTE Ltd*	The provision of autonomous transportation services	Ordinary
Aidrivrs Global Operations Holding Limited	Holding	Ordinary
Aidrivrs Global Investments Holding Limited	Dormant	Ordinary
Aidrivrs B-Robotics Limited	Dormant	Ordinary
Aidrivrs Autonomous Technology LLC*	The delivery of autonomous systems tailored to meet the need of industrial operation	Ordinary

The registered office of all subsidiary undertakings, with the exception of Aidrivrs Singapore PTE Ltd and Aidrivrs Autonomous Technology LLC is Crimson Court, 1390 Uxbridge Road, Uxbridge, England, UB10 ONE.

The registered address of Aidrivrs Singapore PTE Ltd is Block 75, #03-17, Ayer Rajah Crescent, Singapore 139953.

The registered address of Aidrivrs Autonomous Technology LLC is Al Bateen, West 10, Building Khalifa bin Saif bin Mohammed, Abu Dhabi, United Arab Emirates.

* Indirectly owned subsidiaries.

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

6. Debtors

	2022 £	2021 £
Due after more than one year		
Other debtors	139,946	-
	6,801,400	1,407,097
Due within one year		
Amounts owed by group undertakings	1,253,168	1,063,764
Other debtors	54,476	169,238
Prepayments and accrued income	5,493,756	32,054
Tax recoverable	-	142,041
	6,801,400	1,407,097

7. Creditors: Amounts falling due within one year

	2022 £	2021 £
Convertible loan notes	1,656,700	410,000
Bank loans	11,656	11,266
Third party loans and investments	870,109	217,432
Trade creditors	555,403	158,405
Amounts owed to group undertakings	22,270	-
Other taxation and social security	50,210	158,453
Directors loan	464	5,174
Other creditors	199,380	25,815
Accruals and deferred income	193,708	37,081
	3,559,900	1,023,626
	50,210	158,453

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

The company has issued Convertible Loan Notes of £1,246,700 (2021 - £410,000) during the year.

The company owes a related party £22,270 (2021 - nil) at year-end. This loan is interest free and repayable on demand.

Included within third party loans and investments is £566,600 (2021 - £Nil). This loan is secured by a fixed and floating charge over the assets of the company.

Included within third party loans and investments is £38,500 (2021 - £Nil). This is interest free, unsecured and repayable within 12 months of the year end.

Included within third party loans and investments is £265,009 (2021 - £217,743) which includes a 10% interest rate and repayable within 12 months.

8. Creditors: Amounts falling due after more than one year

	2022 £	2021 £
Bank loans	28,087	36,860
Other creditors	183,754	-
	<u>211,841</u>	<u>36,860</u>

The Company hold a loan guaranteed by the UK Government under the Bounce Back Loan Scheme. Interest on the loan is charged at 2.5% per annum. During the year, the Company made a total capital repayment of £8,379 (2021 - £1,874)

9. Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
1,434,282 (2021 - 1,346,300) ordinary shares of £0.000001 each	<u>1</u>	<u>1</u>

On 9 May 2022, the Company issued 6,000 Ordinary shares of £0.000001 each at a premium of £25 per share.

On 15 November 2022, the Company issued 81,981 Ordinary shares of £0.000001 each at a premium of £69.67 per share.

On 15 November 2022, the Company issued 1 Ordinary share of £0.000001 each at a premium of £0.84 per share.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

10. Share-based payments

EMI scheme for employees

During the year, the company introduced an EMI qualifying share option scheme for employees of the company. The vesting period for the share options are 3 years and shares will vest at the earliest of the third anniversary of the grant date, exit or at the discretion of the directors. The share options have a maximum term of 10 years unless the conditions for an option to lapse stated in the option agreement are met earlier than the maximum term. The fair value of the share options has been calculated using the Black-Scholes valuation model.

During the year, the company granted 82,666 options (2021 - Nil). No share options were exercised or expired in the current or previous financial year. The number that were forfeited during the year was 4,000 (2021 - Nil). At 31 December 2022 the total number of outstanding options in the EMI scheme was 78,666 (2021 - Nil) of which 6,500 shares were exercisable (2021 - Nil) following the directors decision to immediately vest 6,500 shares (2021-Nil) granted to one employee.

Unapproved scheme for external consultants

During the year, the company introduced an unapproved share option scheme for non-employees of the company. The vesting period for the share options are 3 years and shares will vest at the earliest of the third anniversary of the grant date, exit or at the discretion of the directors. The share options have a maximum term of 10 years unless the conditions for an option to lapse stated in the option agreement are met earlier than the maximum term. The fair value of the services received could not be reliably estimated and therefore the fair value of the options at the date of grant has been used.

During the year, the company granted 66,500 (2021 - Nil) and no share options were exercised or expired in the current or previous financial year. The number that were forfeited during the year was 36,500 (2021 - Nil). At 31 December 2022 the total number of outstanding options in the unapproved scheme was 30,000 (2021 - Nil) of which no shares were exercisable (2021 - Nil).

On 15 November 2022, the Company entered into an agreement to receive services as consideration in exchange for the 81,982 shares issued on the same date. The total value of the services provided is £5,711,617 which will be expensed to the profit and loss account over 2 years following the share-based accounting rules and the sale terms of the agreement. Therefore £237,984 has been recognized in the year ending 31 December 2022 while the value of services yet to be received is held in prepayments in Debtors.

11. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £21,895 (2021 - £23,784). Contributions totalling £2,599 (2021 - £22,748) were payable to the fund at the reporting date and are included in creditors.

AIDRIVERS LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

12. Commitments under operating leases

At 31 December 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2022 £	<i>Restated</i> 2021 £
Not later than 1 year	76,594	9,903
Later than 1 year and not later than 5 years	18,193	28,117
	<u>94,787</u>	<u>38,020</u>

13. Related party transactions

Included within the amount due to group undertakings is a loan payable by a subsidiary company of £1,282,805 (2021 - £967,677). There is no interest payable on this amount and there are no set terms of agreed payment. Included within amount due to group undertakings is a trade receivable balance of £109,622 (2021 - £87,087) from a subsidiary company. Included within amount due to group undertakings is a trade payable balance of £139,259 (2021 - £Nil).

Included within the creditors balance is an amount payable to a director of £464 (2021 - £5,174). There is no interest payable on this amount and there are no set terms of agreed payment.

Included within third party loans and investments is a loan from a related company of £38,500 (2021 - £Nil). This loan is interest free, unsecured and repayable within 12 months.

At 31 March 2022, the company owed £22,270 (2021 - £Nil) to a related party. This loan is interest free and repayable on demand.