

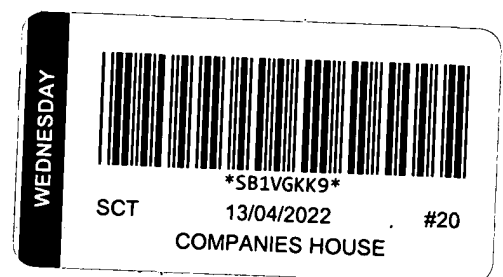
Company Registration No. SC538756 (Scotland)

**CYACOMB LIMITED  
(FORMERLY CYAN FORENSICS LTD)**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 SEPTEMBER 2021**

**PAGES FOR FILING WITH REGISTRAR**



# CYACOMB LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	Ian Stevenson Mercia Fund Management (Nominees) Limited Hugh Lennie Paul Brennan Ciara Smyth Tobin Ireland	(Appointed 13 July 2021) (Appointed 26 March 2021)
<b>Secretary</b>	Burness Paull LLP MBM Secretarial Services Ltd	(Appointed 29 April 2021) (Resigned 29 April 2021)
<b>Company number</b>	SC538756	
<b>Registered office</b>	50 Lothian Road Festival Square EDINBURGH EH3 9WJ	
<b>Auditor</b>	Chiene + Tait LLP Chartered Accountants and Statutory Auditor 61 Dublin Street Edinburgh EH3 6NL	

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# **CYACOMB LIMITED**

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**CYACOMB LIMITED****BALANCE SHEET****AS AT 30 SEPTEMBER 2021**

	Notes	2021		2020	
		£	£	£	£
<b>Fixed assets</b>					
Intangible assets	5		1,009,126		681,956
Tangible assets	6		45,598		12,729
<b>Current assets</b>					
Stocks		17,553		19,364	
Debtors	7	62,281		710,628	
Cash at bank and in hand		4,444,587		1,122,988	
		<u>4,524,421</u>		<u>1,852,980</u>	
<b>Creditors: amounts falling due within one year</b>	8	<u>(364,634)</u>		<u>(961,153)</u>	
<b>Net current assets</b>			<u>4,159,787</u>		<u>891,827</u>
<b>Total assets less current liabilities</b>			<u>5,214,511</u>		<u>1,586,512</u>
<b>Capital and reserves</b>					
Called up share capital	10		66		31
Share premium account			7,644,329		2,819,517
Profit and loss reserves			(2,429,884)		(1,233,036)
<b>Total equity</b>			<u>5,214,511</u>		<u>1,586,512</u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 18 March 2022 and are signed on its behalf by:



.....  
Ian Stevenson  
Director

Company Registration No. SC538756

**CYACOMB LIMITED****STATEMENT OF CHANGES IN EQUITY****FOR THE YEAR ENDED 30 SEPTEMBER 2021**

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
<b>Balance at 1 October 2019</b>		20	1,396,358	(861,196)	535,182
<b>Year ended 30 September 2020:</b>					
Loss and total comprehensive income for the year		-	-	(451,405)	(451,405)
Issue of share capital		11	1,524,998	-	1,525,009
Credit to equity for equity settled share-based payments	9	-	-	79,565	79,565
Costs relating to share issue		-	(101,839)	-	(101,839)
<b>Balance at 30 September 2020</b>		31	2,819,517	(1,233,036)	1,586,512
<b>Year ended 30 September 2021:</b>					
Loss and total comprehensive income for the year		-	-	(1,497,695)	(1,497,695)
Issue of share capital	10	33	5,029,941	-	5,029,974
Conversion of loan to shares	10	2	239,272	-	239,274
Credit to equity for equity settled share-based payments	9	-	-	300,847	300,847
Costs relating to share issue		-	(444,401)	-	(444,401)
<b>Balance at 30 September 2021</b>		66	7,644,329	(2,429,884)	5,214,511

# CYACOMB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2021

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### 1 Accounting policies

#### Company information

Cyacomb Limited is a private company limited by shares incorporated in Scotland. The registered office is 50 Lothian Road, Festival Square, EDINBURGH, EH3 9WJ.

The company changed its name to Cyacomb Limited on 28 February 2022, having previously been named Cyan Forensics Ltd.

#### 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 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

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, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

#### 1.2 Going concern

The financial statements have been prepared on a going concern basis, which assumes that the company will continue in operations for the foreseeable future.

The company made a loss for the period of £1,497,695 but had net assets of £5,214,511 which includes current assets of £4,159,787 as at the period end.

The directors have prepared forecast financials covering the period to December 2023. Based on these, it is expected that the company will need to secure further funding within 12 months of the date of approval of the financial statements in order for the business to continue to develop its technology in line with current plans. The Board are aiming to close an upcoming investment round in the third quarter of 2022 and will take the appropriate measures to reduce the company's cost base should this be necessary due to delays in receiving further funding.

The directors are of the opinion that whilst there is an element of uncertainty they still believe the going concern basis of preparation of the financial statements is appropriate.

#### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

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

# CYACOMB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 30 SEPTEMBER 2021

#### 1 Accounting policies

(Continued)

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

#### 1.4 Intangible fixed assets other than goodwill

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

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

The directors have chosen to capitalise certain employee costs relating to the development of a software asset. Employees assigned to this are the technical team who undertake software development. Their time is dedicated to building the software that forms this asset, including managing the process of building the asset. No other costs are capitalised.

The directors consider the intangible assets to have a useful life of 7 years. Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Patents & licences	over 7 years from revenue commencing
Development costs	over 7 years from revenue commencing

#### 1.5 Tangible fixed assets

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

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

Fixtures and fittings	20% straight line
Computers	33.33% straight line

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 credited or charged to profit or loss.

#### 1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. 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). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

# CYACOMB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 30 SEPTEMBER 2021

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#### 1 Accounting policies

(Continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.7 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of cost and replacement cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

#### 1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.9 Financial instruments

The company 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 company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with 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.

# CYACOMB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 30 SEPTEMBER 2021

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#### 1 Accounting policies

(Continued)

##### **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 company after deducting all of its liabilities.

##### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### 1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

##### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax 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 profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

## **CYACOMB LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

#### **FOR THE YEAR ENDED 30 SEPTEMBER 2021**

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#### **1 Accounting policies**

**(Continued)**

##### **1.12 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

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.

##### **1.13 Retirement benefits**

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

##### **1.14 Share-based payments**

Equity-settled share-based payment transactions are measured at fair value at the date of grant. The fair value is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity. This is based upon the company's estimate of the shares or share options that will eventually vest which takes into account all vesting conditions and non-market performance conditions, with adjustments being made where new information indicates the number of shares or share options expected to vest differs from previous estimates.

Fair value is determined using an appropriate pricing model. All market conditions and non-vesting conditions are taken into account when estimating the fair value of the shares or share options. As long as all other vesting conditions are satisfied, no adjustment is made irrespective of whether market or non-vesting conditions are met.

Where the terms of an equity-settled transaction are modified, an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any increase in the fair value of the transaction, as measured at the date of modification.

Where an equity-settled transaction is cancelled or settled, it is treated as if it had vested on the date of cancellation or settlement, and any expense not yet recognised in profit or loss is expensed immediately.

Cash-settled share-based payment transactions are measured at the fair value of the liability. Until the liability is settled, the fair value of the liability is re-measured at each reporting date and at the date of settlement, with any changes in fair value recognised in profit or loss for the period.

##### **1.15 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 leases asset are consumed.

##### **1.16 Government grants**

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

# CYACOMB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 30 SEPTEMBER 2021

#### 1 Accounting policies (Continued)

##### 1.17 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 company'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.

#### 3 Employees

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

	2021 Number	2020 Number
Total	19	16

#### 4 Directors' remuneration

	2021 £	2020 £
Remuneration for qualifying services	242,156	200,333
Company pension contributions to defined contribution schemes	8,373	4,917
Sums paid to third parties for directors' services	-	-
	<u>250,529</u>	<u>205,250</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2020 - 2).

The highest paid director received total remuneration including pension costs of £111,476 (2020 - £89,167).

**CYACOMB LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 SEPTEMBER 2021**

5 Intangible fixed assets	Development		Total £
	Other £	costs £	
<b>Cost</b>			
At 1 October 2020	37,570	725,129	762,699
Additions	-	419,846	419,846
At 30 September 2021	37,570	1,144,975	1,182,545
<b>Amortisation and impairment</b>			
At 1 October 2020	5,814	74,929	80,743
Amortisation charged for the year	5,367	87,309	92,676
At 30 September 2021	11,181	162,238	173,419
<b>Carrying amount</b>			
At 30 September 2021	26,389	982,737	1,009,126
At 30 September 2020	31,756	650,200	681,956

6 Tangible fixed assets	Fixture, fitting and office equipments	
	£	
<b>Cost</b>		
At 1 October 2020		32,842
Additions		47,025
Disposals		(5,965)
At 30 September 2021		73,902
<b>Depreciation and impairment</b>		
At 1 October 2020		20,113
Depreciation charged in the year		12,963
Eliminated in respect of disposals		(4,772)
At 30 September 2021		28,304
<b>Carrying amount</b>		
At 30 September 2021		45,598
At 30 September 2020		12,729

**CYACOMB LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 SEPTEMBER 2021**

<b>7 Debtors</b>	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
<b>Amounts falling due within one year:</b>		
Trade debtors	-	599,997
Corporation tax recoverable	3,499	106,004
Other debtors	58,782	4,627
	<u>62,281</u>	<u>710,628</u>

<b>8 Creditors: amounts falling due within one year</b>	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Trade creditors	70,292	19,071
Corporation tax	72,946	-
Other taxation and social security	40,835	119,563
Other creditors - deferred income	53,235	546,365
Other creditors - convertible loan	-	239,274
Other creditors - other	127,326	36,880
	<u>364,634</u>	<u>961,153</u>

**9 Share-based payment transactions**

The company has issued share options under the terms of its EMI option scheme. The estimated fair value of the options outstanding in the year was calculated by applying the Black Scholes model. The expense recognised for share based payments in respect of employee services received during the year to 30 September 2021 is £300,847 (2020: £79,565).

Options are exercisable on the occurrence of certain events as outlined in the option rules. The only other condition of vesting is remaining an employee. On ceasing to be an employee, any unvested options lapse. If exercised, the options lapse no later than the tenth anniversary of the date of grant.

Details of the number and weighted average exercise prices (WAEP) of share options during the year are as follows:

**CYACOMB LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 SEPTEMBER 2021****9 Share-based payment transactions****(Continued)**

	Number of share options		Weighted average exercise price	
	2021 Number	2020 Number	2021 £	2020 £
Outstanding at 1 October 2020	32,082	33,193	12.35	12.38
Granted	35,787	-	8.17	-
Lapsed	(3,334)	(1,111)	9.74	13.41
Outstanding at 30 September 2021	<u>64,535</u>	<u>32,082</u>	<u>10.22</u>	<u>12.35</u>
Exercisable at 30 September 2021	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

	2021 £	2020 £
<b>Ordinary share capital</b>		
<b>Issued and fully paid</b>		
73,056 Ordinary shares of 0.01p each	7	7
124,433 A Ordinary shares of 0.01p each	13	13
423,989 B Ordinary shares of 0.01p each	42	10
11,858 Hurdle shares of 0.01p each	1	1
23,675 Hurdle 2 shares of 0.01p each	3	-
	<u>66</u>	<u>31</u>

The company has four classes of shares which carry no right to fixed income. All classes of ordinary shares have the same rights being full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption. The hurdle shares and the hurdle 2 shares have the same rights as the Ordinary A and Ordinary B shares. The hurdle amount is £5,559,387 for the hurdle shares and £14,803,610 for the hurdle 2 shares.

301,919 B Ordinary Shares were issued at a price per share of £16.66 in cash consideration on 26 March 2021.

16,897 B Ordinary Shares were issued in return for the conversion of the convertible loan of £239,274 at a price per shares of £14.16073 on 26 March 2021.

Hurdle shares originally issued as 'Hurdle' shares were redesignated as 'Hurdle 1' shares on 26 March 2021 in order to distinguish from the later issued 'Hurdle 2' shares.

**11 Audit report information**

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

## **CYACOMB LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2021**

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#### **11 Audit report information**

**(Continued)**

The senior statutory auditor was Barry Truswell CA and the auditor was Chiene + Tait LLP.

#### **12 Operating lease commitments**

##### **Lessee**

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

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Not later than 1 year	<u>27,760</u>	<u>27,760</u>

#### **13 Related party transactions**

During the year the company entered into the following transactions with related parties:

Consultancy fees were paid of £17,500 to TT Partnership Limited, a company in which Tobin Ireland is a director.