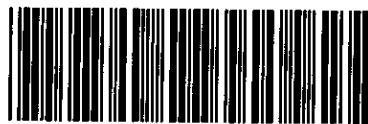

**EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)**

**UNAUDITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

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EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

COMPANY INFORMATION

Directors	P R Statham (resigned 4 October 2022) A Rhode III (appointed 30 July 2021) B Hersman (appointed 30 July 2021) J Hagan (appointed 30 July 2021) M J Losardo (appointed 30 July 2021) P Zuber (appointed 30 July 2021) P Hernandez (appointed 27 September 2021) T Duke (appointed 27 September 2021) T L Baker (appointed 4 October 2022) B Holden (appointed 4 October 2022)
Registered number	09274241
Registered office	8th Floor Exchange Tower 2 Harbour Exchange Square London E14 5GL

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

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**EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)**

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Introduction

The directors present their Strategic Report for Eptura International Limited (fka Condeco Group Limited) (the "Company") for the year ended 31 December 2022. On 18 November 2022 the Company changed its name to Eptura International Limited. The Company is a wholly owned subsidiary of Cordeagle Bidco, a wholly owned subsidiary of Cordeagle Finco Limited (the "Cordeagle Group" and together with its other subsidiaries "Cordeagle").

Eptura International Limited is parent company of several Condeco companies (the "Condeco Group" and together with its other subsidiaries "Condeco").

On 14 January 2022 the Condeco Group acquired 100% of ProxyClick SA. Proxyclick and its subsidiaries are consolidated within the group from the date of acquisition.

Principal activity

Condeco is the pioneering market leader in workspace scheduling solutions helping brands across the globe enable flexible working and transform their workplace for the future.

Condeco and Proxyclick business model

The workspace scheduling solutions and visitor management solutions of Condeco and Proxyclick are provided as Software-as-a-Service ("SaaS") and delivered via Microsoft Azure. This enables customers to have one, standardized resource scheduling platform for their entire global organization and enables the Group to deliver industry leading levels of performance, security, uptime and scalability. The majority of customers sign an initial 3-year contract with annual payments. Condeco and Proxyclick enjoy a high level of customer loyalty with the majority of customers taking additional services during their initial contract term and then renewing after the end of the initial 3-year term.

Customers can also purchase Condeco's proprietary room and desk screens. The majority of these are sold outright with an annual screen manager licence. Hardware is built by third parties to Condeco's specifications.

Condeco also offers professional services based around implementation and optimisation of its software services.

Condeco and Proxyclick's software services can be sold and implemented without the need to visit a customer's premises.

Condeco and Proxyclick are headquartered in London, UK, with offices in Brussels, New York, Paris, Frankfurt, Singapore and Sydney enabling responsive service to customers wherever they are located and has a technology centre in Delhi.

Condeco has been steadily building its customer base which at 31 December 2022 stood at over 1,900. Proxyclick's customer base stands at over 2,100 at 31 December 2022.

Review of the business and future developments

Financial and other key performance indicators

KPIs of the Cordeagle Group are stated in the publicly available financial statements of Cordeagle Finco Limited.

The average headcount for the year ended 31 December 2022 was 64. The average headcount for the year ended 31 December 2021 was 67.

The Board believes that the demand for desk and workspace software services will continue to grow driven by the global adoption of hybrid working. Demand for room booking software services is expected to remain stable

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

throughout 2022 but there may be some reduction in contracted values of room only contracts if companies decide to downsize their real estate portfolios in 2022 and 2023. However, the impact is expected to be mitigated by cross sales of workspace and Condeco's introduction of a per user licence model in mid-2020.

Employee and human capital resources

As at 31 December 2022, the Group had 478 full-time employees, an increase of 96 in the year. The Group considers its relationship with its employees to be positive. Its human capital objectives include, as applicable, identifying, recruiting, developing, retaining and incentivising existing and prospective employees, as well as optimising the overall employee experience.

Future Developments

The Group intends to continue to support its customers wherever they operate across the globe through its

- i) Cloud based SaaS products;
- ii) Centralised operational structure; and
- iii) Regional sales presence in its focus markets of the UK, USA, Europe, Middle East, Africa, and Asia-Pacific.

The Group's research and development team is responsible for the design, development, testing and delivery of new technologies, features and integrations of our platform, as well as the continued improvement and iteration of our existing products. Our most significant investments in research and development are to drive core technology innovation and bring new products to market.

Financing

The Cordeagle Group is funded by a mixture of shareholder equity and shareholder debt. The Cordeagle Group underwent a restructure on 31 December 2022 whereby the Cordeagle Group's third party bank debt of \$205M was restructured and replaced with a \$205M shareholder note.

Principal Risks and uncertainties

Political and economic risk

The directors have considered the risk presented by political and economic changes in the countries in which the Group operates, particularly in the UK and the USA, our most mature markets. The Group has very limited business originating from Russia and neighbouring states, and the middle east. The conflict arising in February 2022 leading to sanctions placed on Russia and the wider economic impact of the situation is considered to have an immaterial effect on the Group. The conflict between Israel and Hamas arising in October 2023 is not expected to have a material effect on the Group.

Between 31 December 2022 and the date of signature of these accounts there has been no evidence of a decline in the company's prospects in these countries and we remained of the opinion that on-going political and economic change presents as many opportunities as threats for us.

We continued to stay close to our customers and considered ourselves well-positioned to manage the risk of this change with our strong global presence. The continuous focus and investment in new products and our close relationship to our customers, now well over 4,000 in total, gives us confidence of maintaining a market-leading position.

Cash flow and Liquidity risk

The Group is funded through a mixture of equity and debt held by other related companies. The \$205,000,000 Group Loan Note is due in 2027 and does not carry any specific covenants. Any further liquidity risk is expected to be addressed through a combination of free cash flow, proactive treasury activities, equity and third-party

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

working capital facilities.

Cash is managed on a daily basis to ensure that the Group has sufficient liquid funds to meet its obligations as they fall due through the use of rolling cashflow forecasts.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers.

The Group adopts the policy of dealing only with customers of appropriate credit history and appropriate action to mitigate credit risk. For other financial assets, the Company adopts the policy of dealing with financial institutions and other counterparties with high credit ratings.

The Group's major classes of financial assets are cash and cash equivalents and trade and other receivables. The Group places its cash and cash equivalents only with creditworthy banks and financial institutions.

Foreign exchange risk

Foreign exchange risk arises from commercial transactions and assets and liabilities that are denominated in a currency that is different from the underlying functional currency of the transacting Group entity.

The Group's foreign exchange risk is predominantly controlled by a central treasury department under policies approved by the board of directors. Group treasury actively monitors and evaluates cash balances in foreign currencies, foreign currency funding requirements and movements in exchange rates to mitigate exposure to foreign currency risk.

The Group maintains insurance policies selected to meet the needs and expectations of our stakeholders.

The board periodically reviews developments in the business and in our business environment to ensure that any new risks are identified and mitigated appropriately.

Carbon Reporting

The Group is required to report in accordance with the Streamlined Energy and Carbon Reporting Regulations ("SECR"). See below reporting in line with these regulations.

	Year to 31 December 2022	Period to 31 December 2021
Energy consumption used to calculate emissions (kWh)	99,127	268,409
Energy consumption break down (kWh)		
- Natural Gas	6,469	210,772
- Electricity	80,666	46,072
- Reimbursed Mileage	11,993	11,565
Scope 1 emissions in metric tonnes CO ₂ e		
- Natural Gas	1.18	38.60

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

	Year to 31 December 2022	Period to 31 December 2021
Scope 2 emissions in metric tonnes CO ₂ e - Purchased electricity	15.60	10.65
Scope 3 emissions in metric tonnes CO ₂ e - Reimbursed Fuel & Electricity T&D	2.96	2.85
Total gross emissions in metric tonnes CO ₂ e	19.74	52.10
Intensity ratio tCO ₂ e per £m TRR	0.71	5.11

Quantification and reporting methodology

We have followed the 2019 HM Government Environmental Reporting Guidelines. We have also used the GHG Reporting Protocol – Corporate Standard and have used the 2022 UK Government's Conversion Factors for Company Reporting.

Intensity measurement

The chosen intensity measurement ratio is total gross emissions in tCO₂e/£m Total non-statutory Recurring Revenue ('TRR').

Measures taken to improve energy efficiency

The Group continues to strive for energy and carbon reduction arising from their activities. The continued practice of hybrid working and less work based travel should see a further reduction in future.

This report was approved by the board on 31 January 2024 and signed on its behalf by:



T L Baker
Director

**EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)**

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their report and the financial statements for the year ended 31 December 2022.

Results and dividends

The loss for the year, after taxation, amounted to £3,262,744 (2021 - loss £8,891,177).

The Directors do not recommend the payment of a dividend (2021 - £nil).

Directors

The directors who served during the year were:

P R Statham (resigned 4 October 2022)
A R Ill (appointed 30 July 2021)
B Hersman (appointed 30 July 2021)
J Hagan (appointed 30 July 2021)
M J Losardo (appointed 30 July 2021)
P Zuber (appointed 30 July 2021)
P Hernandez (appointed 27 September 2021)
T Duke (appointed 27 September 2021)
T L Baker (appointed 4 October 2022)
B Holden (appointed 4 October 2022)

Political and Charitable donations

The Company has made no charitable or political donations in the year (31 December 2021 £nil).

Disabled employees

The Company gives full consideration to applications for employment from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion. Where existing employees become disabled, it is the Company's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim.

Employee involvement

The Company operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulations 2005. During the year, the policy of providing employees with information, including information relating to the economic and financial factors affecting the performance of the company, has been continued through a web based Human Resources platform in which employees have also been encouraged to present their suggestions and views on the Company's performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

**EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)**

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Future developments

With a strong client base in the UK already, and an experienced team we are seeing the rewards from the ongoing growth in recurring revenue and improved productivity. The resulting growth in revenues is delivering the anticipated profitability.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position of the Group, its cash flows, liquidity position and borrowing facilities are set out in the Directors' and Strategic Report. Trading for the Group since incorporation has remained in line with the Board's expectation.

The Directors have prepared and reviewed a number of scenarios at the ultimate parent, Cordeagle Topco LLC ("Topco"), level based on key risks noted for the business and the potential impact on new and upsell orders, retention rates, trading and cash flow performance. When performing a review sensitivity analysis, a number these risks and potential impacts have been reviewed in a downside case. In addition, the Group has overlaid the risk of long-term adverse movements in foreign exchange rates to our cash flow forecasts. The Directors have considered, in this severe scenario, the headroom on the cash and loan balance and compliance with the latest loan covenants and consider Topco has adequate resources and net working capital to remain a going concern.

The Board is satisfied, having considered at least the next 12 months, the financial position of Topco, its cash flows, liquidity position, the sensitivity analysis, as well as its funding facilities, that Topco has adequate resources with sufficient headroom and without additional financing to continue in operational existence for the foreseeable future. Topco has issued a letter of support to ensure the Group will be able to meet its obligations as and when they fall due, including any cash shortfalls or working capital needs that may arise for a period of at least the next 12 months.

The Board believes that the demand for workspace solutions will continue to grow driven by the global adoption of hybrid working. With a better understanding of Covid-19 and the roll out of effective vaccines the status of the disease across the globe is moving from pandemic to endemic.

The Board believes Covid-19 has become a manageable business risk, no longer presents a substantial risk to the future of the business and has concluded that the going concern basis remains appropriate.

These financial statements have been prepared on a going concern basis.

Post balance sheet events

On 31 January 2023, the Group disposed of its 100% interest in its subsidiary, Proxyclick, Inc., to Eptura Inc., a related company under common control of ultimate parent company SpaceCondeco Topco LLC in exchange for a \$6,797,000 loan note.

This report was approved by the board on 31 January 2024 and signed on its behalf by:



T L Baker
Director

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2022

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £	2021 £
Turnover	4	36,085,386	24,421,887
Cost of sales		(7,085,973)	(5,011,169)
Gross profit		28,999,413	19,410,718
Administrative expenses		(34,078,799)	(28,538,970)
Other operating income	5	-	27,851
Operating loss	6	(5,079,386)	(9,100,401)
Interest receivable and similar income	8	3,350,135	1,251,957
Interest payable and similar expenses	9	(1,025,833)	(3,131,321)
Loss before tax		(2,755,084)	(10,979,765)
Tax on loss	10	(497,134)	2,088,588
Loss for the financial year		<u>(3,252,218)</u>	<u>(8,891,177)</u>

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2022 (2021: £Nil).

The notes on pages 14 to 38 form part of these financial statements.

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)
Registered number: 09274241

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Intangible assets	11	147,363	285,461
Tangible assets	12	286,330	323,869
Investments	13	8,685,879	9,134,039
Deferred tax asset	15	2,411,179	2,908,313
		<u>11,530,751</u>	<u>12,651,682</u>
Current assets			
Stocks	14	2,002,456	188,953
Debtors: amounts falling due within one year	15	78,894,615	23,075,804
Cash at bank and in hand	16	1,877,921	3,693,523
		<u>82,774,992</u>	<u>26,958,280</u>
Creditors: amounts falling due within one year	17	(120,230,794)	(28,753,800)
Net current liabilities		<u>(37,455,802)</u>	<u>(1,795,521)</u>
Total assets less current liabilities		<u>(25,925,051)</u>	<u>10,856,161</u>
Creditors: amounts falling due after more than one year	18	-	-
Net liabilities		<u>(26,351,639)</u>	<u>10,856,161</u>
Capital and reserves			
Called up share capital	21	32,103	32,103
Share premium account	22	39,758,449	39,758,449
Capital redemption reserve	22	500	500
Other reserves	22	(32,542,702)	975,766
Profit and loss account	22	(33,173,401)	(29,910,657)
		<u>(25,925,051)</u>	<u>10,856,161</u>

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)
Registered number: 09274241

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

The directors considers that the Company is entitled to exemption from the requirement to have an audit under the provisions of section 479A of the Companies Act 2006.

The 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 were approved and authorised for issue by the board and were signed on its behalf on 31 January 2024.



T L Baker
Director

The notes on pages 14 to 38 form part of these financial statements.

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

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

	Called up share capital	Share premium account	Capital redemptio n reserve	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 January 2022	32,103	39,758,449	500	975,766	(29,910,657)	10,856,161
Comprehensive income for the year						
Loss for the year	-	-	-	-	(3,252,218)	(3,252,218)
Total comprehensive income for the year	-	-	-	-	(3,252,218)	(3,252,218)
Share option charge				1,999,460		1,999,460
Parent contribution of equity for acquisition of PxC	-	-	-	30,482,501	-	30,482,501
Distribution of <i>Condeco Software</i> Inc. and <i>Condeco</i> Software Pty Ltd.	-	-	-	(66,000,429)	-	(66,000,429)
Total transactions with owners	-	-	-	(33,518,468)	-	(33,518,468)
At 31 December 2022	32,103	39,758,449	500	(32,542,702)	(33,173,401)	(25,925,051)

The notes on pages 14 to 38 form part of these financial statements.

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

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

	Called up share capital	Share premium account	Capital redemption reserve	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 January 2021	29,059	13,975,357	500	850,766	(21,019,480)	(6,163,798)
Comprehensive income for the year						
Loss for the year	-	-	-	-	(8,891,177)	(8,891,177)
Total comprehensive income for the year	-	-	-	-	(8,891,177)	(8,891,177)
Shares issued during the year	3,044	25,783,092	-	-	-	25,786,136
Share option charge	-	-	-	125,000	-	125,000
Total transactions with owners	3,044	25,783,092	-	-	-	25,786,136
At 31 December 2021	32,103	39,758,449	500	975,766	(29,910,657)	10,856,161

The notes on pages 14 to 38 form part of these financial statements.

**EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)**

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

1. General information

Eptura International Limited (fka Condeco Group Limited) is a private limited company and is registered in England and Wales. The company registration number is 09274241 and the registered office address is 8th Floor Exchange Tower, 2 Harbour Exchange Square, London, E14 9GE.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The financial statements have been prepared in Pound Sterling.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Cordeagle Finco Limited as at 31 December 2022 and these financial statements may be obtained from Suite 1, 3rd Floor 11 - 12 St James's Square, London, United Kingdom, SW1Y 4LB.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

**EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)**

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

2. Accounting policies (continued)

2.4 Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position of the Group, its cash flows, liquidity position and borrowing facilities are set out in the Directors' and Strategic Report.

The Directors have prepared and reviewed a number of scenarios for the Group based on key risks noted for the business and the potential impact on new and upsell orders, retention rates, trading and cash flow performance. The Directors completed a sensitivity analysis which included a reasonable worst case scenario. In addition, the Group has overlaid the risk of long-term adverse movements in foreign exchange rates to our cash flow forecasts. The Directors have considered, in this worst case scenario, the amount of cash available and whether the Group has adequate resources and net working capital to remain a going concern.

The Board is satisfied, having considered at least the next 12 months, the financial position of the group, its cash flows, liquidity position, the sensitivity analysis, as well as its funding facilities, that the Group has adequate resources with sufficient headroom and without additional financing to continue in operational existence for the foreseeable future.

2.5 Foreign currencies

Transactions denominated in a foreign currency are translated into Pounds Sterling at the rate of exchange ruling at the date of the transaction. At the balance sheet date, monetary assets and liabilities denominated in foreign currency are translated at the rate ruling at that date. All exchange differences are dealt with in the profit and loss account.

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.

Revenue comprises revenue recognised by the Company in respect of goods and services supplied during the year, net of VAT and trade discounts to subsidiary undertakings.

2.7 Operating leases

Rental costs under operating leases are charged to the Statement of Comprehensive Income on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term.

Rental income from fixed assets leased out on operating leases is recognised in the profit and loss account on a straight-line basis over the lease term.

2.8 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

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

2. Accounting policies (continued)

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.

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.

2.9 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received. Loans provided and/or guaranteed by governments that represent market rates of interest are recorded at the amount of the proceeds received and recognised within Creditors. All existing loans are considered to be at market value. Grants that compensate the Company for expenses incurred are recognised in the income statement in the relevant financial statement line on a systematic basis in the periods in which the expenses are recognised to present the net expense to the Company.

2.10 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

2.11 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.

2.12 Borrowing costs

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

2.13 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.

2.14 Equity settled share-based payments

The cost of share-based employee compensation arrangements, whereby employees receive

EPTURA INTERNATIONAL LIMITED
(fka CONDECO GROUP LIMITED)

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

2. Accounting policies (continued)

remuneration in the form of shares or share options, is recognised as an employee benefit expense in profit or loss.

The total expense to be apportioned over the vesting period of the benefit is determined by reference to the fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. At the end of each reporting period the assumptions underlying the number of awards expected to vest are adjusted for the effects of non-market based vesting conditions to reflect the conditions prevailing at that date. The impact of any revisions to the original estimates is recognised in profit or loss, with a corresponding adjustment to equity. Fair value is measured by the use of the Black Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

When share options are exercised, the company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2.15 Current and deferred taxation

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

The current tax charge is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and 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 balance sheet date.

Deferred tax is recognised in respect of all timing differences between taxable profits and total comprehensive income that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for timing differences arising on investments in subsidiaries, except where the group can control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the group intends to settle on a net basis.

2.16 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible

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FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed five years.

Software licenses are capitalised at cost and amortised over the term of the software licence.

Intangible assets acquired in a business combination are recognised separately from goodwill when it is probable that the expected future economic benefits that are attributable to the asset will flow to the group and the asset is separable or arises from contractual or other legal rights. Such intangibles are initially recognised at fair value at the date of acquisition and are subsequently amortised over their useful economic lives.

Product development costs are capitalised within intangible assets where they can be identified with a specific product or project anticipated to produce future benefits and are amortised from the date at which the project is completed.

Intangible fixed assets are stated at cost less amortisation. Amortisation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Product development – hardware / software	-	20% / 33% straight line
Computer software	-	20% straight line
Customer contracts	-	20% straight line
Website	-	33% straight line
Acquired software	-	20% straight line
Goodwill	-	20% straight line

Deferred research and development costs are reviewed annually, and where future benefits are deemed to have ceased or to be in doubt, the balance of any related research and development is written off to the profit and loss account.

2.17 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.

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:

Property improvements	- 20%
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2. Accounting policies (continued)

Fixtures and fittings	- 20%
Office equipment	- 20%
Computer equipment	- 20%
Hardware equipment	- 20%

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.

2.18 Impairment of non-financial assets

At each balance sheet date, tangible assets and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets) is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.

2.19 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.20 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted average basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.21 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.

2.22 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.

2.23 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank

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2. Accounting policies (continued)

loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.24 Employee benefits

Short term employee benefits including holiday pay and annual bonuses are accrued as services are rendered. Contributions to defined contribution pension schemes are charged to profit or loss as they become payable in accordance with the rules of the scheme. Differences between contributions payable in the year and those actually paid are shown as either accruals or prepayments in the balance sheet.

2.25 Financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the group becomes a party to the contractual provisions of the instrument.

Basic financial instruments

Trade and other debtors and creditors are classified as basic financial instruments and measured at initial recognition at transaction price. Debtors and creditors are subsequently measured at amortised cost using the effective interest rate method. A provision is established when there is objective evidence that the group will not be able to collect all amounts due. Cash and cash equivalents are classified as basic financial instruments and comprise cash in hand and at bank, short-term bank deposits with an original maturity of three months or less and bank overdrafts which are an integral part of the group's cash management.

Financial liabilities and equity instruments issued by the group are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

Interest bearing bank loans, overdrafts and other loans which meet the criteria to be classified as basic financial instruments are initially recorded at the present value of cash payable to the bank, which is ordinarily equal to the proceeds received net of direct issue costs. These liabilities are subsequently measured at amortised cost, using the effective interest rate method.

Other financial instruments

Derivative financial instruments are classified as other financial instruments. They are measured at fair value on initial recognition and at the end of each reporting period, with changes in fair value recognised in profit or loss.

2.26 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

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3. Judgements in applying accounting policies and key sources of estimation uncertainty

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

Judgements

Financial instruments classification

The classification of financial instruments as "basic" or "other" requires judgement as to whether all the applicable conditions for classification as basic are met. This includes consideration of the form of the instrument and its return.

Development costs and Intangible assets

The Company capitalises development costs provided they meet all criteria in the respective accounting policy. Costs are only capitalised when management apply judgement that they are satisfied as to the ultimate commercial viability of the projects based on review of the relevant project. The capitalised costs are amortised over the expected useful economic life, which is determined based on the reasonable commercial prospects of the product and a comparison to similar products being sold by the Company.

Classification of stock and tangible fixed assets

Assets which are expected to be rented out for less than one year are classified as inventory, while assets which are expected to be rented out for more than one year are classified as tangible fixed assets.

Key sources of estimation uncertainty

Impairment of intangible assets

Intangible assets comprise capitalised development costs and software. An activity is undertaken at the year end to consider if any one piece of development work is: i) no longer economically viable, ii) no longer being actively used within a Condeco product, iii) no longer going to be used in a product in development. A similar exercise is performed on acquired software to ensure these are still economically viable and expected to generate future revenues for Condeco. To date no such impairment is considered to be required.

Impairment of intercompany balances

Intercompany debtors due to the company by other subsidiaries totalled £70,819,446 (31 December 2021: £21,261,123) at the balance sheet date. Factors taken into consideration in reaching such a decision as to whether these balances are impaired include the economic viability and expected future financial performance of the subsidiaries, albeit the amounts due are unlikely to be fully settled within the next twelve months.

Impairment of fixed asset investments

Fixed asset investments are assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Impairment losses are recognised in profit or loss.

Stock obsolescence provision

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

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3. Judgements in applying accounting policies and key sources of estimation uncertainty
(continued)

Valuation of Share Options

The fair value of share options is measured by using the Black Scholes model. The impact of any revision to the original estimates is recognised in profit or loss, with a corresponding adjustment to equity. The expected life of the options used in the model has been adjusted based on management's best estimate, for the effects of non-transferable by, exercise restrictions and behavioural considerations.

4. Turnover

An analysis of turnover by class of business is as follows:

	2022	2021
	£	£
Management recharges	36,085,386	24,421,887
	<u>36,085,386</u>	<u>24,421,887</u>

5. Other operating income

	2022	2021
	£	£
Other operating income	-	27,851
Government grants receivable	-	-
	<u>-</u>	<u>27,851</u>

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NOTES TO THE FINANCIAL STATEMENTS
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6. Operating loss

The operating loss is stated after charging:

	2022 £	2021 £
Research & development charged as an expense	18,061,179	3,025,629
Depreciation of tangible fixed assets	127,814	133,995
Amortisation of intangible assets	171,493	944,086
Exchange differences	568,584	891,088
Other operating lease rentals	<u>194,985</u>	<u>148,978</u>

7. Employees

Staff costs were as follows:

	2022 £	2021 £
Wages and salaries	6,889,905	6,687,883
Social security costs	841,474	770,596
Cost of defined contribution scheme	155,340	152,171
Share based payment expense	1,999,460	125,000
	<u>9,886,179</u>	<u>7,735,650</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2022 No.	2021 No.
Sales	-	3
IT Developers	20	21
Administration	41	41
Services	4	3
	<u>65</u>	<u>68</u>

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8. Interest receivable	2022	2021
	£	£
Interest receivable from group companies	884,002	1,251,939
Other interest receivable	2,466,133	18
	<u>3,350,135</u>	<u>1,251,957</u>
9. Interest payable and similar expenses	2022	2021
	£	£
Bank interest payable	-	309,300
Interest payable to group companies	1,025,833	2,822,021
	<u>1,025,833</u>	<u>3,131,321</u>
10. Taxation	2022	2021
	£	£
Corporation tax		
Current tax on profits for the year	-	22,059
	<u>-</u>	<u>22,059</u>

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NOTES TO THE FINANCIAL STATEMENTS
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10. Taxation (continued)

Deferred tax

Origination and reversal of timing differences, incl. accelerated capital allowances	1,030,316	482,369
Adjustment for losses previously not recognised	-	(2,110,647)
Adjustments in respect of prior periods	(533,182)	169,867
Effect of tax rate change on opening balance	-	312,502
Total deferred tax	497,134	(2,110,647)

Taxation on loss on ordinary activities

497,134 **2,088,588**

Factors affecting tax charge for the year

The tax assessed for the year is the standard rate of corporation tax in the UK of 19% (2021 - 19%).

	2022 £	2021 £
Loss on ordinary activities before tax	(2,755,084)	(10,979,765)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	(523,466)	(2,086,155)
Effects of:		
Expenses not deductible for tax purposes	547,189	2,027,932
Income not taxable for tax purposes	-	(66,426)
Fixed asset differences	8,006	12,048
Additional deduction for research and development expenditure	-	-
Surrender of tax losses for research and development tax credit refund	-	-
Transfer pricing adjustments	-	-
Group Relief surrendered/claimed	356,641	172,128
Adjustments to tax charge in respect of previous periods	-	22,059
Adjustments to tax charge in respect of previous periods - deferred tax	(533,182)	(169,867)
Effect of difference in deferred tax rate	122,643	(803,888)
Movement in deferred tax not recognised	519,303	(1,196,419)
Total tax charge for the year	497,134	(2,088,588)

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NOTES TO THE FINANCIAL STATEMENTS
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10. Taxation (continued)

Factors that may affect future tax charges

Finance Act 2021 increases the UK corporation tax rate from 19% to 25% effective 1 April 2023 and therefore any temporary differences expected to reverse after this date should use a 25% DT rate. A closing deferred tax rate of 25% has been considered given the rate was substantively enacted by the balance sheet date, assuming that all temporary differences will unwind post 1 April 2023.

For overseas jurisdictions, we assume that the corresponding temporary differences will unwind at their respective jurisdictional corporation tax rates.

No material uncertain tax positions exist as at 31 December 2022. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made

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11. Intangible assets

	Hardware and software development £	Purchased software £	Website £	Total £
Cost				
At 1 January 2022	6,291,220	281,585	91,465	6,664,270
Additions	35,537	-	-	35,538
At 31 December 2022	<u>6,326,757</u>	<u>281,585</u>	<u>91,465</u>	<u>6,699,808</u>
Amortisation				
At 1 January 2022	6,060,949	226,295	91,465	6,378,809
Charge for the year on owned assets	124,307	49,328	-	173,635
At 31 December 2022	<u>6,185,256</u>	<u>275,723</u>	<u>91,465</u>	<u>6,552,444</u>
Net book value				
At 31 December 2022	<u>141,501</u>	<u>5,862</u>	<u>-</u>	<u>147,363</u>
<i>At 31 December 2021</i>	<u>230,271</u>	<u>55,190</u>	<u>-</u>	<u>285,461</u>

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12. Tangible assets

	Property improvements £	Fixtures and fittings £	Computer equipment £	Hardware equipment £	Total £
Cost or valuation					
At 1 January 2022	315,159	128,357	626,774	12,061	1,082,351
Additions	-	-	88,133	-	88,133
Disposals	-	-	(391,927)	-	(391,927)
At 31 December 2022	<u>315,159</u>	<u>128,357</u>	<u>322,980</u>	<u>12,061</u>	<u>778,557</u>
Depreciation					
At 1 January 2022	160,087	111,323	475,010	12,061	758,481
Charge for the year on owned assets	31,516	8,058	85,971	-	125,545
Eliminated on disposal	-	-	(391,799)	-	(391,799)
At 31 December 2022	<u>191,603</u>	<u>119,381</u>	<u>169,182</u>	<u>12,061</u>	<u>492,227</u>
Net book value					
At 31 December 2022	<u>123,556</u>	<u>8,976</u>	<u>153,798</u>	<u>-</u>	<u>286,330</u>
At 31 December 2021	<u>155,072</u>	<u>17,034</u>	<u>151,763</u>	<u>-</u>	<u>323,869</u>

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13. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2022	9,647,319
Disposal of Condeco Software Inc. and Condeco Software Pty Ltd	(448,160)
At 31 December 2022	<u>9,199,159</u>
Impairment	
At 1 January 2022	513,280
At 31 December 2022	<u>513,280</u>
Net book value	
At 31 December 2022	<u>8,685,879</u>
At 31 December 2021	<u>9,134,039</u>

The ultimate equity holders remain the same, and the rights of each equity holding, relative to the others, are unchanged.

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13. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Condeco Limited	8th Floor Exchange Tower, 2 Harbour Exchange Square, London, E14 9GE	Technology sales and services	Ordinary	100 %
Condeco Americas Limited	8th Floor Exchange Tower, 2 Harbour Exchange Square, London, E14 9GE	Intermediate holding company	Ordinary	100 %
Condeco Software GmbH	Neue Mainzer Landstraße 52-58, 60311 Frankfurt amMain, Germany	Technology sales and services	Ordinary	100 %
Condeco Software Pte Ltd	10 Kallang Avenue #13-13, Aperia, Singapore339510	Technology sales and services	Ordinary	100 %
Condeco Software AB	PO Box 1024, 101 38 Stockholm, Sweden	Technology sales and services	Ordinary	100 %
Condeco Software Pty Ltd	Level 3, 50 Pitt Street, Sydney, NSW 2000, Australia	Technology sales and services	Ordinary	100 %
Condeco Software Sarl	3 Rue du Docteur Lancereaux, 75008 Paris, France	Technology sales and services	Ordinary	100 %
Condeco Software H.K Ltd	Room 1205, 12/F, Wing On Kowloon Centre, 345Nathan Road, Kowloon, Hong Kong	Technology sales and services	Ordinary	100 %

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**NOTES TO THE FINANCIAL STATEMENTS
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13. Fixed asset investments (continued)

Indirect subsidiary undertakings

The following were indirect subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Condeco Software Private Limited	4th Floor, Building 10, Tower C, DLF CyberCity, Gurgaon 122002, India	Software development and support	Ordinary	100%
Condeco Software Inc	1350 Broadway, Suite 1712, New York, NY 10018, USA	Technology sales and services	Ordinary	100%
Condeco MyVRM Inc	1350 Broadway, Suite 1712, New York, NY 10018, USA	Technology sales and services	Ordinary	100%

On 14 January 2022, the Group acquired 100% of the equity instruments of ProxyClick SA ('ProxyClick'), a Belgium based business, thereby obtaining control. The acquisition was made to enhance the Group's position in the online market for software and hardware. ProxyClick is a significant business in EMEA with further operations in United States of America, the Group's targeted market.

Distribution of subsidiaries to parent

Distribution of Condeco Software Inc and its subsidiary Condeco MyVRM Inc:

On 31 December 2022, the Group distributed its 100% interest in its subsidiary, Condeco Software Inc and its subsidiary Condeco MyVRM Inc, to its immediate parent company, Cordeagle Bidco Ltd, which was then sold to Eptura Inc, a related company under common control of ultimate parent company SpaceCondeco Topco LLC. Prior to the distribution, the Company owed a £65,552,269 note to Condeco Software Inc. As a result of the distribution, this amount no longer eliminated in consolidation and was recorded as a distribution to parent, in addition to the carrying value of the investment, on the statement of changes in equity.

Distribution of Condeco Software Pty Ltd:

On 31 December 2022, the Group distributed its 100% interest in its subsidiary, Condeco Software Pty Ltd, to its immediate parent company, Cordeagle Bidco Ltd, which was then sold to Serraview Australia Pty Ltd, a related company under common control of ultimate parent company SpaceCondeco Topco LLC. As a result of the distribution, the carrying value of the investment was recorded as a distribution to parent on the statement of changes in equity.

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14. Stocks

	2022 £	2021 £
Finished goods and goods for resale	2,002,456	188,953
	2,002,456	188,953

At 31 December 2022 the Group has recorded a stock obsolescence provision of £168,497 (31 December 2021: £107,460) charged through the profit and loss. The write down of stocks to net realisable value amounted to £Nil (31 December 2021: £Nil).

15. Debtors

	2022 £	2021 £
Due after more than one year		
Deferred tax asset	2,411,179	2,908,313
	2,411,179	2,908,303

	2022 £	2021 £
Due within one year		
Amounts owed by group undertakings	78,103,956	21,261,123
Other debtors	252,440	541,644
Prepayments and accrued income	516,557	891,676
Tax recoverable	21,662	381,361
	78,894,615	23,075,804

Amounts owed by subsidiary undertakings have no fixed payment terms and therefore are deemed repayable on demand, however the directors do not expect intercompany balances of £70,819,446 (31 December 2021: £21,261,123) to be settled within 12 months of the balance sheet date.

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16. Cash and cash equivalents

	2022	2021
	£	£
Cash at bank and in hand	1,877,921	3,694,474
	<u>1,877,921</u>	<u>3,694,474</u>

17. Creditors: Amounts falling due within one year

	2022	2021
	£	£
Bank loans (see note 19)	-	-
Trade creditors	2,246,114	1,013,411
Amounts owed to group undertakings	114,961,437	25,061,531
Other taxation and social security	(951)	96,463
Other creditors	254,570	300,430
Accruals and deferred income	2,769,624	2,281,966
	<u>120,230,794</u>	<u>28,753,801</u>

Amounts owed to subsidiary undertakings have no fixed payment terms and therefore are deemed repayable on demand, however the directors do not expect intercompany balances of £114,961,437 (31 December 21: £25,061,531) to be settled within 12 months of the balance sheet date.

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

	2022	2021
	£	£
Bank loans (see note 19)	-	-
Accruals and deferred income	-	-
	<u>-</u>	<u>-</u>

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NOTES TO THE FINANCIAL STATEMENTS
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19. Loans

Analysis of the maturity of loans is given below:

	2022	2021
	£	£
Amounts falling due within one year		
Bank loans	-	-
	<u>-</u>	<u>-</u>
Amounts falling due 1-2 years		
Bank loans	-	-
	<u>-</u>	<u>-</u>

20. Deferred taxation

	2022
	£
At beginning of year	2,908,313
Charged to statement of comprehensive income	(497,134)
Prior Year Adjustment	-
Charged to OCI	-
At end of year	<u>2,411,179</u>

The deferred tax asset is made up as follows:

	2022	2021
	£	£
Accelerated capital allowances	(79,562)	410,133
Short term timing differences	3,167	3,298
Losses and other deductions	2,487,574	2,494,882
	<u>2,411,179</u>	<u>2,908,313</u>

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21. Share capital

	2022	2021
	£	£
Allotted, called up and fully paid		
19,921,011 (2020 - 16,877,000) Ordinary shares shares of £0.001 each	19,921	19,921
2,901,285 (2020 - 2,901,000) B ordinary shares shares of £0.001 each	2,901	2,901
8,144,796 (2020 - 8,145,000) A Preferred shares shares of £0.001 each	8,145	8,145
1,136,326 (2020 - 1,136,000) A1 Preferred shares shares of £0.001 each	1,136	1,136
	<hr/> 32,103 <hr/>	<hr/> 32,103 <hr/>

Ordinary shares rank behind A Preferred shares, which are entitled to a premium of \$3.683333 per share, and A1 Preferred shares, which are entitled to a premium of £3.52 per share, on liquidation or return of capital. Thereafter the ordinary shares, A Preferred shares and A1 Preferred shares shall rank pari passu in all other aspects.

On 30 July 2021 the Company issued 451,920 and 332,020 Ordinary shares with nominal value of £0.001 for total consideration of £177,172.

On 22 December 2021 the Company issued 2,260,000 Ordinary shares with nominal value of £0.001 for total consideration of £25,610,320.

22. Reserves

Share premium account

The share premium account is used to record the aggregate amount or value of premiums paid when the company's shares are issued at an amount in excess of nominal value.

Capital redemption reserve

The capital redemption reserve is used to record the nominal value of shares repurchased by the company.

Share option reserve

Share option reserve relates to the fair value of the options granted which has been charged to profit or loss over the vesting period of the options and related taxation recognised in equity.

Profit and loss account

This reserve relates to the cumulative retained earnings less amounts distributed to shareholders.

**EPTURA INTERNATIONAL LIMITED
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**NOTES TO THE FINANCIAL STATEMENTS
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23. Share based payments

Equity settled share based awards

From 1 October 2015 the Company has operated an equity settled share-based compensation plan established under the Enterprise Management Initiative ("EMI") for certain group employees under which the Group receives services from employees as consideration for equity option instruments (share options) of the Company.

For new employees, options vest on the last day of the fiscal year in which they are granted. For existing employees, additional options vest immediately on grant. Share options are only exercisable on an exit event or at the discretion of the Board.

During the second half of 2020 a number of employees gave up their rights to options and subscribed to the new growth incentive scheme. In accordance with IFRS 2 if a grant of equity instruments is cancelled (including decrease in their number) or settled during the vesting period and new equity instruments are granted to the employee and identified as a replacement of the cancelled share-based payment, then this is accounted for as a modification of the original share-based payment. In accordance with FRS 102, as the modification is not beneficial to the employee or a reduction in the fair value (it is instead a replacement of the existing share option scheme), Condeco shall continue to account for the services under the original award as if the modification had not occurred.

At 30 July 2021 all options were exercised.

	Weighted average exercise price (pence) 2022	Number 2022	<i>Weighted average exercise price (pence) 2021</i>	<i>Number 2021</i>
Outstanding at the beginning of the year	-	-	23	783,940
Exercised during the year	-	-	(23)	(783,940)
Lapsed during the year	-	-	-	-
Outstanding at the end of the year	-	-	-	-

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**NOTES TO THE FINANCIAL STATEMENTS
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23. Share based payments (continued)

Cost of share-based awards

Share options

The options were valued using the Black Scholes pricing model with the following inputs for the period 1 January 2019 to 31 December 2021.

Expected price volatility	30%
Risk free interest rate	1.5%
Expected life of award	3 years
Date of grant	Per agreement with employee
Vesting conditions	Per agreement with employee
Number granted	Per agreement with employee
Exercise price	Per agreement with employee
Fair value at date of award	Between £0.50 and £0.75

As the fair value of stock option grants to be recognised in the financial statements is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures are estimated at the time of the grant and revised through the profit and loss account, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

At 30 July 2021 all options were exercised and no granted options remain at 31 December 2021. The value of the options granted as at 31 December 2020 was calculated as £810,000. The amount of £42,000 (31 December 2020: £135,000) has been charged to the profit and loss account for the year ended 31 December 2021. The total charged to date is £810,000 (31 December 2019: £768,000).

B Ordinary shares

The shares were valued using the Black Scholes pricing model with the following inputs for the period:

FMV at grant	£0.44
Strike price	£0.55
Volatility	30%
Risk free interest rate	0.3%

At 30 July 2021 all of the shares were acquired. The value calculated as at 31 December 2020 £165,000. A total of £83,000 (31 December 2020: £82,000) has been charged to the profit and loss account for the year ended 31 December 2021.

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24. Pension commitments

The Company operates a defined contribution 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. During the period the Company paid contributions of £155,340 (Year ended 31 December 2021: £152,171) which are recognised as an expense within the statement of comprehensive income.

At the balance sheet date, there is an amount of £340,304 (31 December 2021: £38,364) included within other creditors with respect to both employee and employer contributions payable to this scheme.

25. Controlling party

Management considers the ultimate controlling party to be Thoma Bravo Discover Fund III Global, L.P., Thoma Bravo Discover Fund III-A Global, L.P. and Thoma Bravo Discover Executive Fund III Global, L.P.

The immediate parent company of Eptura International Limited is Cordeagle Bidco Limited, a company incorporated in England and Wales. The ultimate parent company is Cordeagle TopCo LLC.

The smallest and largest Group in which the results of the Company and its subsidiaries are consolidated is Cordeagle Finco Limited, a company incorporated in England and Wales.

26. Subsequent events

On 31 January 2023, the Group disposed of its 100% interest in its subsidiary, Proxyclick, Inc., to Eptura Inc., a related company under common control of ultimate parent company SpaceCondeco Topco LLC in exchange for a \$6,797,000 loan note.