

RNS Half-year/Interim Report

## Half-year Report

### ASIMILAR GROUP PLC

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Asimilar Group PLC  
30 April 2021

Certain information contained within this Announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014 ("MAR"). Upon publication of this Announcement, this information is now considered to be in the public domain.

### Asimilar Group plc

("Asimilar" or the "Group")

#### Unaudited Interim Results for the six months ended 31 March 2021

##### Introduction and Key highlights

The Board is pleased to announce the Group's unaudited results for the six month period ended 31 March 2021. The key highlights during the period were:

- Completion of £7m investment in Dev Clever Holdings Plc ("DEV") at 10p per share
- Sale of option and warrant rights to subscribe to, in aggregate, up to 45 million ordinary shares in DEV by the Company's wholly owned subsidiary, Intrinsic Capital Jersey Limited ("ICJL") to Sitius Limited, for £3.5m cash consideration
- Gain on re-measurement of assets to fair value of £21,836,376
- Profit for the period of £23,427,188 (21.67 pence per share)
- Total assets of £38,066,221, up from £12,457,890 at September 2020
- Further investments in SeeQuestor Limited by ICJL for a total equity investment of £500,000 during the six month period ended 31 March 2021
- Further investment of £298,204 by way of loan note subscription in Magic Media Works Limited
- Assignment and full settlement of the Sentiance N.V. loan to MESH Holdings plc
- Exercise of warrants issued at an exercise price of 30 pence per new ordinary share provided net proceeds of circa £3m in cash to the Company

The Group is working hard in delivering on its strategy which is focusing on technology opportunities in the fields of big data, machine learning and the internet of things (IOT). Further investments have been made in businesses the Group has supported and following the exercise of a significant number of warrants, the Group possesses a healthy cash balance with which to consider further deployment of capital and the assessment of new opportunities.

For further details please see below:

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## ASIMILAR GROUP PLC

### CHAIRMAN'S STATEMENT FOR THE SIX MONTHS ENDED 31 MARCH 2021

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#### Introduction

I am pleased to report that the Group has had a very active six month period ended 31 March 2021.

The Group continues to focus on investing in businesses in the fields of big data, machine learning, telematics and the internet of things (IoT) with content and delivery capability that engage customers, monetise the user experience and have potential to scale.

The sectors we have invested in are education technology (ed-tech), e-sports, OTT broadcast TV streaming, music streaming, podcasting and cyber security, all of which are enjoying significant growth in recent months in spite of the Covid-19 pandemic.

During the period the Group, through its subsidiary, Intrinsic Capital Jersey Limited, completed its investment in to Dev Clever Holdings Plc ("DEV"), exercising 70 million options in DEV at 10p per share and selling the right to subscribe for a further 30 million shares to a third party for a cash consideration of £3 million. As a result, Asimilar Group now has a direct interest in 70 million shares of DEV and 35 million unexercised warrants at a price of 25 pence per share. The Group has been very encouraged with the progress that DEV has made during the period and the recent announcement of the conditional purchase of Veative Labs Private Limited.

The Group also has a material holding in MESH Holdings Plc of 24 million shares (8.3% of the issued share capital). Asimilar announced that MESH had entered into a definitive agreement to acquire a significant stake in Sentience NV ("Sentience") alongside AAQUA BV. Asimilar hopes to announce an update on that investment in the near future.

Also during the period the Group announced a follow on investment into SeeQuestor Limited ("SeeQuestor"), a Private Limited Company based in the UK that brings together leaders in cyber security and computer vision to deliver an AI tool to comb through some of the estimated 1.5 trillion hours of CCTV footage produced per year, harnessing what the Directors believe to be world leading AI technology and affordable supercomputing to turn terabytes of video into actionable intelligence. Asimilar Group now owns 7.11% of the issued share capital of SeeQuestor. An investment of £250,000 was announced in November 2020 and a further investment of £250,000 in December. This latter investment was accompanied with the granting of a 1 for 1 warrant to invest in further shares in SeeQuestor at a discount to the subscription price.

On 7 December 2020, Asimilar announced a further investment in Magic Media Works Limited ("MMW") of £298,204 by way of subscription to convertible loan notes of £1 each which each carried a warrant to subscribe at £1 each per share in MMW. This investment was alongside a wider fundraise of up to £13 million led by Sun Capital Partners.

As an investing group Asimilar, continues to support and actively work with each of its investee companies to maximise shareholder value and build quality businesses. Our portfolio now consists of 3 listed and 5 private companies. We believe that there is significant upside to be delivered and we are working with the boards of each of our investee companies to assist them in realising their potential.

Following the exercise of a number of warrants between January and March 2021, the Group's Net Asset Value at 31 March 2020 was £35,351,943.

#### Market context and background to investment strategy

Asimilar Group Plc is an investing group which is admitted to trading on AIM and currently has an investment portfolio of 8 direct equity and loan note investments held via the parent Asimilar Group Plc and its wholly owned subsidiary Intrinsic Jersey Capital Limited.

Its Investing Policy is as follows:

##### ***Investment Objective***

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

##### ***Investing Strategy***

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

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

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

While the Group intends primarily to invest in directly held minority equity holdings, the Directors will invest in other forms of security including bonds and loan notes which may be secured or unsecured and convertible into equity or not.

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

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

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

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

## Summary of investment portfolio

The Board has been selective in the transactions made and our investment portfolio now consists of businesses with strong technology and content themes. Each of the businesses are pioneers and innovators in their sectors and are disrupting the space that they are in, which is consistent with Asimilar's investment criteria.

### DEV CLEVER Holdings Plc ("DEV"):

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

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

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

On 25 February 2021, the Group announced that it had assigned the right to subscribe for 30 million shares in Dev Clever to Sitius Limited (Sitius") for a cash consideration of £3 million. In addition, ICJL assigned some 15 million of the warrants to subscribe for new Dev Clever shares at 25p each to Sitius for a further cash consideration of £500,000. Asimilar also announced on 1 March 2021 of ICJL's intention to use the proceeds from this assignment to complete its subscription for a further 30 million shares in Dev Clever at 10p per share which was completed on 18 March 2021.

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

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

### Mesh Holdings Plc ("MESH"):

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

MESH has a number of technology investments including Sentiance. Asimilar's holding of 24m shares accounts for 8.3% of MESH's issued share capital as at 31 March 2021.

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

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

### Simplestream Limited ("Simplestream"):

Simplestream is a leading provider of software as a service (SaaS) based video streaming solutions. The private company is a market leader for its Live2VOD and Hybrid TV solutions; last year it launched its Sports Video Platform and also provides Cloud TV and Telco TV solutions. Clients include: : A&E Networks; AMC Networks; Nova TV Sony Traceplay; QVC TV; Box Nation; Little

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

Simplestream operates a Sport Video Platform which includes low latency streaming, live event management, automated generation of video highlights and data integrations for real-time match, league and player stats, plus HTML5 based applications that can sit across any device. It delivers services across Europe, the US, Africa and the Far East.

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

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

Asimilar holds 9,943 shares in Simplestream, which represents a 6.34% holding on a fully diluted basis.

#### **Magic Media Works Ltd ("MMW" or "Magic Media"):**

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

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

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

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

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

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

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

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

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

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

Asimilar holds 1,646,682 shares which represents 7.4% (2019: 7.4%) of the fully diluted share capital. Asimilar also holds £500,000 of convertible loan notes, £298,204 of new loan notes and warrants and has options over a further 95,000 ordinary shares in Magic Media.

#### **SeeQuestor Limited ("SeeQuestor"):**

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

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

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

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

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

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

#### **Sparkledun Limited ("Sparkledun"):**

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

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

On 31 March 2021, Asimilar agreed to invest a further £300,044 for 5,047 new ordinary shares. This was part of a fund raise of £2.7 million to fund growth, marketing and R&D.

Asimilar holds 8,307 ordinary shares of £1.00 each in the issued share capital of Sparkledun. Following the completion of the fund raise this will represent 4% of the issued share capital.

#### **Gfinity Plc ("Gfinity"):**

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

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

Asimilar holds 400,000 shares in Gfinity which represent 0.05% on a fully diluted basis.

#### **AudioBoom Group Plc ("AudioBoom"):**

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

On 14 April 2021, AudioBoom announced record quarterly revenue of US\$9.5 million, up 49% on the same period in 2020 and also announced its maiden EBITDA profit achievement. Average global monthly downloads increased 37% from Q1 of 2020 to 87.1 million in Q1 2021. AudioBoom announced it was on track to deliver 2021 revenues well in excess of market expectations.

Asimilar holds 53,400 (2019: 53,400) shares in AudioBoom which represents 0.34% on a fully diluted basis.

I would like to thank our shareholders and advisers for continuing to support the Board and our vision.

John Taylor  
Chairman

30 April 2021

## **ASIMILAR GROUP PLC**

### **INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SIX MONTHS ENDED 31 MARCH 2021**

	Unaudited six months ended 31 March 2021	Unaudited six months ended 31 March 2020	Audited year ended 30 September 2020
Notes	£	£	£
Revenue	7,000	7,000	14,000
Other income			1,140,000
Administrative expenses	(438,603)	(553,343)	(1,043,099)
Gain on sale of options	2,604,000	-	-
Fair value gain on asset acquisition	-	-	1,694,436
Gains from financial instruments FVTPL	(622,600)	-	436,500
Realised gains/(losses) in investments	20,000	-	5,728

Unrealised gain / (loss) on remeasurement to fair value	3	21,836,376	(20,015)	(1,778,363)
<b>GAIN / (LOSS) FROM OPERATIONS BEFORE FINANCING ACTIVITIES</b>		<b>23,406,173</b>	<b>(566,358)</b>	<b>469,202</b>
Finance income		21,015	775	49,945
Finance cost		-	-	(126,818)
<b>PROFIT/(LOSS) BEFORE TAX</b>		<b>23,427,188</b>	<b>(565,583)</b>	<b>392,329</b>
Tax		-	-	-
<b>PROFIT/(LOSS) FOR THE PERIOD</b>		<b>23,427,188</b>	<b>(565,583)</b>	<b>392,329</b>
<b>TOTAL COMPREHENSIVE INCOME/(EXPENSE) FOR THE PERIOD</b>		<b>23,427,188</b>	<b>(565,583)</b>	<b>392,329</b>

Profit/(loss) before tax and total comprehensive income/(expense) for the period are all attributable to the equity shareholders of the parent.

**Profit/(loss) per share (pence per share)**

Basic		21.67	(0.66)	0.41
Diluted		15.32	(0.66)	0.28

Income and profit from operations for the current period all derive from continuing operations.

## ASIMILAR GROUP PLC

### INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION FOR THE SIX MONTHS ENDED 31 MARCH 2021

	Notes	Unaudited 31 March 2021 £	Audited 30 September 2020 £
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments in financial assets held at fair value	3	30,239,619	5,771,908
		<u>30,239,619</u>	<u>5,771,908</u>
<b>Current assets</b>			
Investments in financial assets held at fair value	3	5,675,493	3,022,495
Investments in financial assets held at amortised cost		-	2,771,426
Trade and other receivables	4	91,366	182,242
Cash and cash equivalents	5	2,059,743	709,819
		<u>7,826,602</u>	<u>6,685,982</u>
<b>TOTAL ASSETS</b>		<b><u>38,066,221</u></b>	<b><u>12,457,890</u></b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	8	5,213,853	5,213,277
Share premium account		15,552,560	14,327,636
Merger reserve		279,900	279,900
Warrant reserve		157,813	157,813
Retained earnings		14,147,817	(9,387,371)
<b>Total equity attributable to equity holders of the parent</b>		<u>35,351,943</u>	<u>10,591,255</u>
<b>Current liabilities</b>			
Trade and other payables	6	422,178	197,135
Derivative financial liabilities	7	2,292,100	1,669,500
<b>Total liabilities</b>		<u>2,714,278</u>	<u>1,866,635</u>

<b>TOTAL EQUITY AND LIABILITIES</b>	<b>38,066,221</b>	<b>12,457,890</b>
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## ASIMILAR GROUP PLC

### INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTHS ENDED 31 MARCH 2021

	Share capital	Share Premium Account	Merger Reserve	Warrant Reserve	Retained Earnings	Total
	£	£		£	£	£
<b>Unaudited as at 1 April 2020</b>	5,213,077	14,425,549	-	-	(10,669,783)	8,968,843
Total comprehensive expenses for the period	-	-	-	-	957,912	957,912
Share based payments	-	-	-	-	324,500	324,500
Warrant reserve	-	-	-	157,813	-	157,813
<b>Transactions with owners</b>						
Share issue	200	(97,913)	279,900	-	-	182,187
Cost of new issue	-	-	-	-	-	-
<b>Audited as at 30 September 2020</b>	5,213,277	14,327,636	279,900	157,813	(9,387,371)	10,591,255
<b>Audited as at 1 October 2020</b>	5,213,277	14,327,636	279,900	157,813	(9,387,371)	10,591,255
Total comprehensive expenses for the period	-	-	-	-	23,427,188	23,427,188
Share based payments	-	-	-	-	108,000	108,000
<b>Transactions with owners</b>						
Share issue	576	1,224,924	-	-	-	1,225,500
Cost of new issue	-	-	-	-	-	-
<b>Unaudited as at 31 March 2021</b>	5,213,853	15,552,560	279,900	157,813	14,147,817	35,351,943

All equity is attributable to equity shareholders of the parent.

#### Share Capital

Represents the par value of shares in issue.

#### Share premium

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

#### Merger relief reserve

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

#### Warrant reserve

Warrant reserve represents amount received for placing warrants.

#### Retained earnings

Represents accumulated losses to date.

## ASIMILAR GROUP PLC

### INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SIX MONTHS ENDED 31 MARCH 2021

	Unaudited six months ended 31 March 2021 £	Unaudited six months ended 31 March 2020 £	Audited year ended 30 September 2020 £
<b>Operating activities</b>			
Profit/(loss) before tax	23,427,188	(565,583)	392,329
(Increase)/decrease in trade and other receivables	90,876	(5,363,647)	(112,776)
Increase/(decrease) in trade and other payables	300,492	101,614	(80,310)
Net finance cost	(21,015)	(775)	(42,655)
Unrealised gains on remeasurement to fair value	(21,233,776)	20,015	1,364,364
Fair value gain on asset acquisition	-	-	(1,694,436)
Foreign exchange	43,519	-	-
Share based payments	108,000	-	324,500
Other income non cash transaction)			(1,140,000)
<b>Net cash used in operating activities</b>	<b>2,715,284</b>	<b>(5,808,376)</b>	<b>(988,984)</b>
<b>Investing activities</b>			
Payments to acquire investment	(6,208,244)	(470,180)	(2,453,901)
Proceeds from disposal of financial assets	3,555,417	-	-
Loans made	-	-	(2,722,422)
Net finance income	61,967	775	941
<b>Net cash used in investing activities</b>	<b>(2,590,860)</b>	<b>(469,405)</b>	<b>(5,175,382)</b>
<b>Financing activities</b>			
Net proceeds from issue of shares	1,225,500	6,565,899	6,625,899
Cash arising on acquisition of subsidiary	-	-	5,871
<b>Net cash received from financing activities</b>	<b>1,225,500</b>	<b>6,565,899</b>	<b>6,631,770</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>1,349,924</b>	<b>288,118</b>	<b>467,404</b>
Cash and cash equivalents at the start of the period	709,819	242,415	242,415
Cash and cash equivalents at the end of the period	<b>2,059,743</b>	<b>530,533</b>	<b>709,819</b>

## ASIMILAR GROUP PLC

### NOTES TO THE CONSOLIDATED INTERIM FINANCIAL INFORMATION FOR THE SIX MONTHS ENDED 31 MARCH 2021

#### 1 General information

Asimilar Group Plc ('the Group') is an investment group as defined under AIM Rule 15.

The Group is a publicly listed group on AIM, is incorporated and domiciled in England and its registered office is 4 More London Riverside, London, SE1 2AU.

This interim financial information was approved for issue on 30 April 2021.

#### 2 Accounting policies

##### 2.1 Basis of preparation

The interim financial information comprises the Consolidated Statements of Financial Position at 31 March 2021 and 30 September 2020 and the Consolidated Statements of Comprehensive Income, Changes in Equity and Cash Flows for the periods ended 31 March 2021 and 31 March 2020 and the related notes of Asimilar Group Plc, (hereinafter referred to as 'the interim financial information').

In preparing this interim information, management has used the accounting policies set out in the Group's annual financial statements as at 30 September 2020.

This interim financial information does not constitute a set of statutory accounts under the requirements of the Companies Act 2006 and is neither audited nor reviewed. The comparative figures for the financial year ended 30 September 2020 are an extract from the Group's 2020 financial statements, which have been reported on by the Group's auditors and delivered to the Registrar of Companies. The report of the auditors was unqualified.

This document (the Interim Statement 2021) will be published on the Group's website and will be publicly available from the London Stock Exchange regulatory publications. The maintenance and integrity of the Asimilar Group Plc website is



the responsibility of the directors. Legislation in the UK governing the preparation and dissemination of accounts may differ from legislation in other jurisdictions.

## 2.2 Going concern

The Group's activities, together with the factors likely to affect its future development and performance, the financial position of the Group, its cashflow and liquidity position have been considered by the directors and the Board is of the opinion that there are sufficient funds available to continue as a going concern for the foreseeable future. The Board is also planning to raise additional funds to continue to carry out its investment strategy as opportunities arise. Accordingly the Board consider it appropriate to adopt the going concern basis in preparing these condensed financial statements.

## 2.3 Investments

Financial assets and liabilities are fair valued using a hierarchy that reflects the significance of the inputs used in making the fair value assessment. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices for identical assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

## 3 Investments

	Unaudited 31 March 2021 £	Audited 30 September 2020 £
<b>Non-current assets</b>		
Investments held at FVTPL	30,239,619	5,771,908
<b>Current assets</b>		
Investments held at FVTPL	5,675,493	3,022,495
Investments at amortised cost	-	2,771,425
	<u>5,675,493</u>	<u>5,793,920</u>
<b>Total investments</b>	<b><u>35,915,112</u></b>	<b><u>11,565,828</u></b>
<b>Movements:</b>	<b>Non-current</b>	<b>Current</b>
Fair value of investments b/f	5,771,908	3,022,495
Purchases in the period	6,098,251	109,993
Disposals in the period	-	(923,912)
Net unrealised gain in FV	18,369,459	3,466,917
<b>Fair value of investments c/f</b>	<b><u>30,239,619</u></b>	<b><u>5,675,493</u></b>
<b>Investments held at FVTPL</b>	<b>Level 1</b>	<b>Level 3</b>
	<b>£</b>	<b>£</b>
<b>Audited fair value at 30 September 2020</b>	1,695,810	7,098,593
	<b>Total</b>	<b>£</b>
Additions	5,000,000	6,208,244
Disposals	(47,912)	(923,912)
Fair value adjustment*	17,490,902	21,836,376
<b>Unaudited fair value at 31 March 2021</b>	<b><u>24,138,800</u></b>	<b><u>11,776,312</u></b>

\*

\*Level 1 includes £17,250,000 adjustment relating to increase in share price of Dev Clever investment.

\*Level 3 includes £4,385,000 adjustment relating to increase in value of the Dev Clever warrants.

## 4 Trade and other receivables

	Unaudited 31 March 2021 £	Audited 30 30 September 2020 £
Trade receivables	15,000	15,000
Prepayments	30,513	29,492
Other receivables	45,853	137,750
	<u>91,366</u>	<u>182,242</u>

## 5 Cash and cash equivalents

For the purpose of the interim cash flow statement, cash and cash equivalents are comprised of the following:

Unaudited 31 March 2021	Audited 30 September 2020
-------------------------------	---------------------------------

	£	£
Cash at bank and in hand	2,059,743	709,819
	<u>                    </u>	<u>                    </u>
<b>6. Trade and other payables</b>	<b>Unaudited</b>	<b>Audited</b>
	<b>31 March</b>	<b>30 September</b>
	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Trade payables	47,895	57,917
Accruals and deferred income	371,160	135,046
Other taxes and social security	3,123	4,173
	<u>                    </u>	<u>                    </u>
	422,178	197,136
	<u>                    </u>	<u>                    </u>
<b>7. Derivative financial liabilities</b>	<b>Unaudited</b>	<b>Audited</b>
	<b>31 March</b>	<b>30 September</b>
	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Derivative liabilities	2,292,100	1,669,500
	<u>                    </u>	<u>                    </u>

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

The fair value of the warrants on issue as at 30 August 2020 was £2,106,00. The change in the fair value of the warrants to £1,669,500 as at 30 September 2020 represents a fair value gain to the Group of £436,500 which has been recognised in the income statement. The change in fair value to £2,292,100 represents a fair value loss to the Group £622,600 for the period and has been recognised in the income statement.

<b>8. Share capital</b>	<b>Unaudited</b>	<b>Audited</b>
	<b>31 March 2021</b>	<b>30 September 2020</b>
	<b>£</b>	<b>£</b>
<b>Issued and fully paid</b>		
Ordinary shares of 0.01p each b/f	10,736	5,213
Issue of 55,229,167 shares of 0.01p each	-	5,523
28 October 2020 new ordinary shares issued (350,000 of 0.01p each)	35	-
19 January 2021 new ordinary shares issued (400,000 of 0.01p each)	40	-
22 January 2021 new ordinary shares issued (666,667 of 0.01p each)	67	-
23 February 2021 new ordinary shares issued (281,250 of 0.01p each)	28	-
31 March 2021 new ordinary shares issued (4,062,083 of 0.01p each)	406	-
Ordinary shares of 0.01p each c/f	<u>                    </u>	<u>                    </u>
	11,312	10,736
Deferred shares (44,132,276 shares of 9.99p each)	4,408,815	4,408,815
Deferred shares (8,819,181 of 9.00p each)	793,726	793,726
	<u>                    </u>	<u>                    </u>
	5,213,853	5,213,277
	<u>                    </u>	<u>                    </u>

#### 9. Dividends paid and proposed

##### Equity dividends on ordinary shares:

No interim dividend was paid or is proposed for the half year ended 31 March 2021.

#### 10. Profit/(loss) per share

The calculations of loss per share are based on the following results and number of shares. For the purpose of comparatives it has been assumed that the share consolidation had already occurred.

	<b>Unaudited</b>	<b>Unaudited</b>	<b>Audited</b>
	<b>six months ended</b>	<b>six months ended</b>	<b>year ended</b>
	<b>31 March 2021</b>	<b>31 March 2020</b>	<b>30 September 2020</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Profit/(loss) for the financial period	23,427,188	(565,583)	392,329
	<u>                    </u>	<u>                    </u>	<u>                    </u>

Weighted average number of shares for basic loss per share	108,118,357	85,305,925	95,478,966
Weighted average number of shares for diluted loss per share	152,968,334	85,305,925	139,211,257
Profit/(loss) per share (pence per share) - Basic	21.67	(0.66)	0.41
Profit/(loss) per share (pence per share) - Diluted	15.32	(0.66)	0.28

At 31 March 2021, the number of ordinary shares in issue was 113,121,443.

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

#### Seasonality of interim 11. operations

Asimilar Group Plc does not operate in a seasonal or cyclical business environment.

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