

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the content of this document or the action you should take, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities. It is not an offer of, solicitation to buy, to apply for or otherwise to acquire any securities.**

The Company and the Directors whose names appear on page 6 of this document accept responsibility for the information contained in this document. The information in this document is correct at the time of Admission. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made for all of the Company's ordinary shares to be admitted to trading on the NEX Exchange Growth Market. It is expected trading in the Company's ordinary shares will commence on the NEX Exchange Growth Market on 1<sup>st</sup> November 2017.

This document does not constitute, and the Company is not making, an offer of any securities to the public within the meaning of sections 85 and 102B of FSMA. This Document is not an approved prospectus for the purposes of and as defined in section 85 of FSMA, has not been prepared in accordance with the Prospectus Rules made by, and its contents have not been approved by, the FCA or any other authority which could be a competent authority for the purposes of the Prospectus Directive. Further, the contents of this Document have not been approved by an authorised person for the purposes of section 21 of FSMA.

The Growth Market, which is operated by NEX Exchange Limited (NEX Exchange), a recognised investment exchange, is a market designed primarily for emerging, early-stage or smaller companies, to which a higher investment risk than to larger or more established companies tends to be attached.

It is not classified as a Regulated Market under EU financial services law and NEX Exchange Growth Market securities are not admitted to the Official List of the United Kingdom Listing Authority. Investment in an unlisted company is speculative and involves a higher degree of risk than an investment in a listed company. The value of investments can go down as well as up and investors may not get back the full amount originally invested. An investment should therefore only be considered by those persons who are prepared to sustain a loss on their investment. A prospective investor should be aware of the risks of investing in NEX Exchange Growth Market securities and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

The Company is required by NEX Exchange Limited to appoint a NEX Exchange Corporate Adviser to apply on its behalf for admission to the NEX Exchange Growth Market and must retain an NEX Exchange Corporate Adviser at all times. The requirements for a NEX Exchange Corporate Adviser are set out in the Corporate Adviser Handbook ("Handbook") and the NEX Exchange Corporate Adviser is required to make a declaration to NEX Exchange in the form prescribed by Appendix B of the Handbook. This admission document has not been approved by NEX Exchange or by the Financial Conduct Authority.

# Startup Giants PLC

(Incorporated and registered in the United Kingdom under the Companies Act 2006 with registered number 09690364)

## NEX Exchange Corporate Adviser

Keith, Bayley, Rogers & Co. Limited

Authorised and regulated by the Financial Conduct Authority

### Application for 1,000,200 Shares of £0.05 to be admitted to trading on the NEX Exchange Growth Market

**The text of this Document should be read in its entirety. An investment in the Company involves a high degree of risk and attention is drawn in particular to Part II - Risk Factors of this Document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.**

Keith, Bayley, Rogers & Co. Limited ("Keith, Bayley, Rogers"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is the Company's NEX Exchange Corporate Adviser for the purposes of the NEX Exchange Rules for Issuers ("Rules") and is acting exclusively for the Company in relation to the Admission.

Keith, Bayley, Rogers shall not be responsible to anyone other than the Company for providing the protections afforded to customers of Keith, Bayley, Rogers or for advising any other person in relation to the contents of this document, the Admission or any other arrangements described in this document.

Keith, Bayley, Rogers has not made its own enquiries except as to matters which have come to its attention and on which it considered necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in the Admission Document, or for the omission of any material information, for which the Directors are solely responsible.

This document does not constitute an offer to sell or a solicitation of an offer to buy Shares. In particular, it is not an invitation to sell or solicitation of an offer to buy Shares in any jurisdiction in which such offer or solicitation would be unlawful. This document is not for distribution in or into the United States of America, Canada, the Republic of Ireland, the Republic of South Africa, Australia or Japan. The distribution of this document may be restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this

document are advised to consult with their own legal advisers as to what restrictions may be applicable to them and to observe such restrictions. **If you are not permitted to receive this document in your jurisdiction, it is not directed at you.** This document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

Prospective investors should not assume that the information in this document is accurate as of any other date than the date of this document. The Company is not providing prospective investors with any legal, financial, business, tax or other advice. Prospective investors should consult their own advisers, as required, to assist them in making their investment decision and to advise them whether they are legally permitted to purchase the Shares. The contents of the Company's website, including any websites accessible from hyperlinks on the Company's website, do not form part of this document.

The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or under any state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S promulgated under the Securities Act).

No person has been authorised to give any information or make any representation other than that contained in this document.

## **FORWARD-LOOKING STATEMENTS**

This document contains forward-looking statements. These statements relate to the Company's future prospects, developments and business strategies.

Forward-looking statements are identified by their use of terms and phrases such as "believe", "could", "envisage", "estimate", "expect", "hope", "intend", "may", "plan", "will" or the negative of those, variations or comparable expressions, including references to assumptions. These statements are primarily contained in Part I of this document.

The forward-looking statements in this document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. Certain risks to and uncertainties for the Company are specifically described in this document under the heading "Risk Factors". If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated, or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this document. Neither the Directors nor the Company undertake any obligation to update forward-looking statements or the Risk Factors described in this document other than as required by the Rules or by the rules of any other relevant securities regulatory authority, whether as a result of new information, future events or otherwise.

## TABLE OF CONTENTS

|   |    |
|---|----|
| DEFINITIONS                                   | 4  |
| DIRECTORS, SECRETARY AND ADVISERS             | 6  |
| PART I – IMPORTANT INFORMATION ON THE COMPANY | 7  |
| PART II - RISK FACTORS                        | 13 |
| PART III – STATUTORY AND GENERAL INFORMATION  | 15 |
| PART IV – FINANCIAL INFORMATION               | 24 |

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

|   |                               |
|---|-------------------------------|
| Publication of this Document                  | 9th October 2017              |
| Admission; dealings in the Shares to commence | 1 <sup>st</sup> November 2017 |

## COMPANY DETAILS ON THE NEX EXCHANGE GROWTH MARKET

|                             |                      |
|-----------------------------|----------------------|
| ISIN                        | GB00BYP94G30         |
| LEI                         | 213800Z2UNGWYLZELA58 |
| SEDOL NO.                   | BYP94G3              |
| NEX EXCHANGE TRADING SYMBOL | SUG                  |

## DEFINITIONS

In this document, unless the context requires otherwise, the words and expressions set out below shall bear the following meanings:

|                               |  |
|-------------------------------|--|
| “Act”                         | The Companies Act 2006, as amended   |
| “Admission”                   | Admission to the NEX Exchange Growth Market of the ordinary shares of £0.05 each in the capital of the Company   |
| “Admission Date”              | The date, presently anticipated to be on 1 <sup>st</sup> November 2017, on which the Shares are admitted to trading on NEX Exchange Growth Market  |
| “AIF”                         | Alternative Investment Fund as this expression is defined in the AIFMD   |
| “AIFMD”                       | The EU directive on Alternative Investment Fund Managers relating to collective investment undertakings which are not UCITS requiring authorisation under the UCITS Directive  |
| “Board” or “Directors”        | The directors of the Company, whose names are set out on page 6 of this document   |
| “B2B”                         | Business to business (B to B) is a type of commerce transaction that exists between businesses, such as those involving a manufacturer and wholesaler, or a wholesaler and a retailer. Business to business refers to business that is conducted between companies, rather than between a company and individual consumers   |
| “B2C”                         | Business to consumer (B to C) is business or transactions conducted directly between a company and consumers who are the end-users of its products or services. Business to consumer as a business model differs significantly from the business to business model, which refers to commerce between two or more businesses  |
| “Company” or “Startup Giants” | Startup Giants plc, incorporated in England and Wales with registered number 09690364  |
| “Freemium Revenue Model”      | A combination of the words "free" and "premium" used to describe a business model that offers both free and premium services. The freemium business model works by offering simple and basic services for free for the user to try and more advanced or additional features at a premium. This is a common practice with many software companies, who offer basic software free to try but with limited capabilities. Typically, the revenue model for freemium start-ups is based on two or three tiers with each tier having a different monthly subscription charge to the customer |
| “HMRC”                        | Her Majesty’s Revenue and Customs  |
| “Investment Advisory Panel”   | The panel of experts, presently comprising Kevin Doyle, Jacques De Mevius and Jeremy Buckler, described in Part I of this document on page 10, whose task is to evaluate prospective investments   |
| “Investment Vehicle”          | An issuer whose actual or intended principal activity is to invest in the securities of other businesses (whether publicly traded or not), or to acquire a particular business, in accordance with specific investment criteria  |
| “Issuer”                      | An issuer whose securities have been admitted to trading on the NEX Exchange Growth Market, or for which an application for admission has been made  |
| “Marketplace Revenue Model”   | A market is a medium that allows buyers and sellers of a specific good or service to interact in order to facilitate an exchange. This type of market may either be a physical marketplace where people come together to exchange goods and services in person, as in a bazaar or shopping centre, or a virtual market wherein buyers and sellers do not interact, as in an online market. Typically, the revenue model for marketplace start-ups is based on receiving a percentage of each transaction that takes place on the platform  |
| “NEX Exchange”                | NEX Exchange Limited, a company incorporated in  |

|                                  |   |
|----------------------------------|---|
| “NEX Exchange Corporate Adviser” | <p>England with registered company number 4309969 whose registered office is located at 2 Broadgate, London, EC2M 7UR</p> <p>An NEX Exchange member firm which has been approved by NEX Exchange to act in the capacity of a Corporate Adviser and has been admitted to the register of such advisers</p>           |
| “NEX Exchange Growth Market”     | <p>The NEX Exchange primary market segment operated by NEX Exchange for dealings in unlisted securities admitted to trading in accordance with the Rules</p>  |
| “Rules”                          | <p>The Rules for Issuers, as from time to time amended or supplemented, published by NEX Exchange Growth Market</p>   |
| “SAFE”                           | <p>Simple Agreement for Future Equity. This is a term that was created by Y Combinator and publicly recommended, and describes an instrument that is intended to replace the use of convertible notes. More information can be found at <a href="http://ycombinator.com/safe/">http://ycombinator.com/safe/</a></p> |
| “Shares”                         | <p>Ordinary shares of £0.05 each in the capital of Company</p>  |
| “UCITS”                          | <p>Undertakings for the Collective Investment In Transferable Securities as this expression is defined in the UCITS Directive, which must be authorised under Article 5 of the UCITS Directive</p>  |
| “UCITS Directive”                | <p>The EU directive on Undertakings for the Collective Investment In Transferable Securities</p>  |

## DIRECTORS, SECRETARY AND ADVISERS

|                                       |  |
|---------------------------------------|--|
| <b>Directors</b>                      | <b>Jeremy Martin Paul Buckler</b> – Chief Executive Officer<br><b>Virginia Filmer-Sankey</b> – Finance Director<br><b>Frederic Betito</b> - Independent non-executive Director<br><b>John Campbell Robertson</b> – Independent non-executive Director<br>All of: |
| <b>Registered Office</b>              | 71-75 Shelton Street,<br>Covent Garden,<br>London,<br>WC2H 9JQ   |
| <b>Company Website</b>                | <a href="http://www.startupgiants.com">www.startupgiants.com</a>   |
| <b>Company Secretary</b>              | <b>Virginia Filmer-Sankey</b>  |
| <b>Company Number</b>                 | 09690364   |
| <b>NEX Exchange Corporate Adviser</b> | <b>Keith, Bayley, Rogers &amp; Co. Limited</b><br>1 Royal Exchange Avenue<br>London EC3V 3LT   |
| <b>Auditors</b>                       | <b>Clarkson Hyde LLP</b><br>33 Cavendish Square<br>London<br>W1G 0PW   |
| <b>Solicitors to the Company</b>      | <b>Ronaldsons LLP</b><br>55 Gower Street<br>London WC1E 6HQ  |
| <b>Registrars</b>                     | <b>SLC Registrars</b><br>42–50 Hersham Road<br>Walton-on-Thames<br>Surrey<br>KT12 1RZ  |

## PART I – IMPORTANT INFORMATION ON THE COMPANY

### EXECUTIVE SUMMARY

Startup Giants (<http://startupgiants.com>) is a UK-based Investment Vehicle, which will invest in technology start-ups at the concept stage. The Company intends to evaluate and invest in a range of businesses located in the UK and mainland Europe. The Directors and the Investment Advisory Panel have experience in technology companies and start-ups and will use their expertise and their industry contacts actively to manage the early stage development of the businesses in which it chooses to invest.

Before incorporating the Company in July 2015, the concepts and business model outlined in this document were prototyped using “Startup Giants” as a brand name under the legal entity of DRAX as far back as late 2014, in order to trial certain methodologies and refine and improve the overall business model and approach to market. Some methods such as syndication and crowd funding were evaluated but dismissed in favour of the accelerator approach. The first Startup Giants accelerator round ran from January to March 2015. A second accelerator round ran from August to October 2015. The experience from both these accelerator rounds having direct interaction with and feedback from entrepreneurs and start-up founders has given the Company a proven and repeatable methodology.

The Company’s revenue model is principally to realise investment gains through portfolio divestments by using the skill and experience of its executive management, supported by the non-executive Directors and investment advisory panel, to identify and mentor technology start-ups with the potential for significant growth. The Company may also provide a range of services to its portfolio companies.

To finance its initial portfolio of investments, the Company has recently raised £752,700 net of expenses through the issue of 800,200 Shares at £1 per Share, part of which Share subscription is conditional on Admission.

Startup Giants will provide pre-seed and seed money in exchange for up to 40% of the enlarged equity in investee companies over two investment rounds. The Company will also provide mentoring, expertise and access to its connections to the start-ups in which it has agreed to invest. Each start-up will be mentored through three major milestones to reach a point at which it can then be partially divested to one of the bigger VC funds and, subsequently, through IPO or trade sale.

Investments will be selected by the Directors with the support of the Investment Advisory Panel principally on the basis of the potential of the businesses to provide acceptable investment returns but also with a view to spreading risk across the portfolio and to assessing the timing of the development of the businesses invested in and the time line to the next round of funding and possible divestment in part or in full.

During the process of prototyping its investment selection methodologies, Startup Giants has accessed a number of web communities focused on the technology start-up industry, such as F6S.com, which have provided valuable feedback and as a result has access to entrepreneurs and investors in this sector.

Startup Giants will initially select a minimum of five businesses in which to invest, up to a maximum of £75,000 per investment. Startup Giants will provide finance to the selected businesses on an as required basis, closely monitoring the progress and development of the businesses in order to ascertain that further commitment of funds is appropriate.

During the initial development phase of the investments, Startup Giants will offer operational services, such as consulting, back office and virtual assistants, to them if they have no arrangements in place for these services. It will not be a requirement for the investee companies to take these services and if they do, the Company will charge a fee to recover the cost of providing these services.

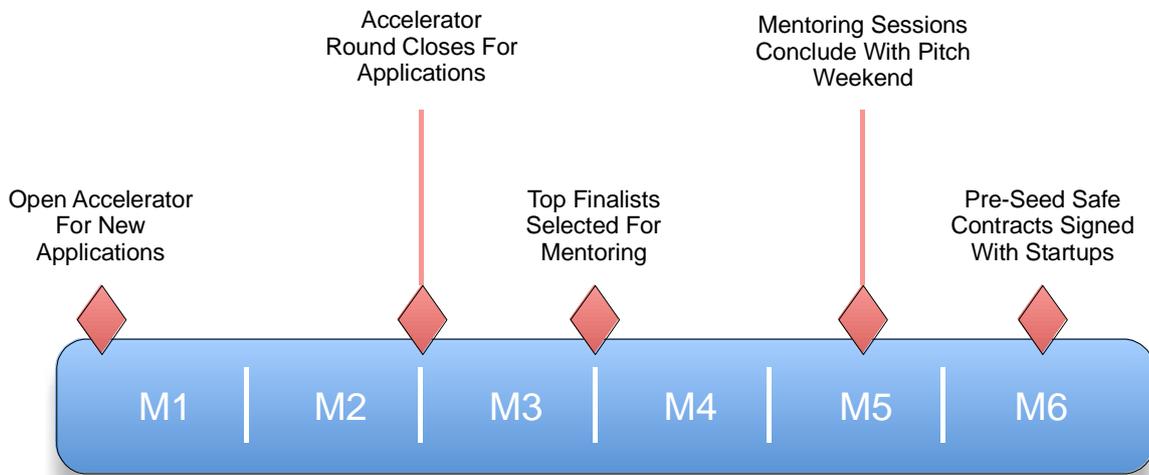
The Directors expect that an investment that achieves its development criteria will require a round of expansion financing, in which, subject to the availability of funds, the Company may decide to participate or source entirely from third parties.

Subject to the success of the investment portfolio, the Directors anticipate that the number of investments will increase through new funding from either portfolio realisations or new capital raisings by the company or mixture of both. Initially, the Directors envisage that in the medium term the Company will expand its activities to target further investments each year at the pre-seed stage.

Unlike other start-up accelerators that focus only on entrepreneurs with a technological background and a team in place, Startup Giants can also provide the hands-on delivery of the technology and marketing where required by introducing start-ups in its portfolio to preferred suppliers located in the United Kingdom, Eastern Europe and the Philippines. Startup Giants aims to maintain a list of three approved suppliers in each of the core skill categories including graphical design (look and feel), software development, and internet marketing.

### INVESTMENT STRATEGY

Startup Giants will launch two investment rounds in its first year. Typically, the selection process is expected to take six months.



**Figure 1 - Typical six-monthly investment cycle**

Each application round is open for two months during which time entrepreneurs are free to submit their business ideas by filling in a pre-defined application form, answering twenty questions about their business concept and market potential.

Follow-up interviews occur with entrepreneurs throughout the investment round to refine and improve their business concepts and to build a relationship with the strongest founders.

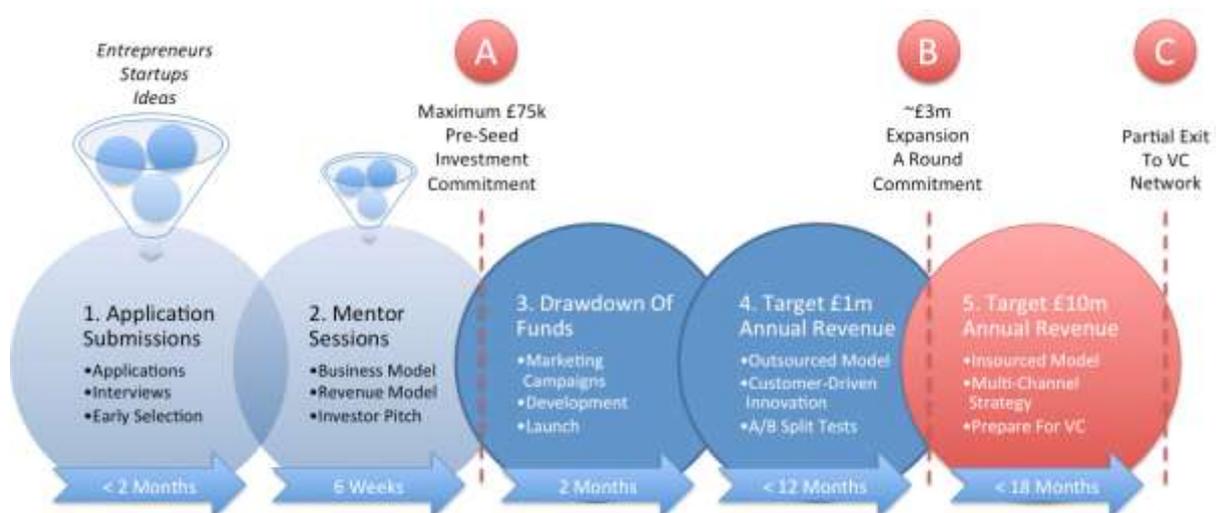
The final shortlist is usually available within one month from closing the application process and typically the number of start-ups that are selected to proceed to the next round is approximately two per cent of total applications. Pre-investment mentoring sessions will be conducted by the Company with the members of the shortlist as the final element of the filtering process, following which the Company will enter into an appropriate investor agreement with the chosen businesses.

Having worked with a large number of different technology companies over many years, the founders of Startup Giants have fine-tuned specific selection criteria that allow them to focus on high-growth lower-risk start-ups that have the fastest route to market.

Specifically, each start-up application must have at least the following characteristics in order to be considered for selection:

- must be for a consumer web application (i.e.: not B2B or B2C)
- must have either a Freemium or a Marketplace revenue model
- can easily identify a subset of its business niche to pilot first
- can target at least one million potential customers in that pilot
- there are no barriers to entry or commercial agreements required to launch

Once a start-up has accepted the initial offer of support and mentorship, Startup Giants uses three milestones to manage the relationship and to monitor the growth in strength of its founders and their business concepts before each financial commitment. The assessments against the milestones are carried out by the Company’s personnel.



**Figure 2 – Startup Lifecycle Commitment Milestones**

**Milestone A – Pre-Seed Funding**

- Use of a “SAFE” (simple agreement for future equity) with valuation cap

- to invest into start-ups at concept stage.
- Startup Giants has 100% of investor allocation
- Estimated circa 15% equity in start-ups at pre-seed stage when SAFE converts in a later round
- Committed funds (estimated up to £75,000 initially) should be sufficient for the start-up to launch and reach its next milestone
- In some circumstances, a second SAFE can be issued before the second milestone with a different valuation cap, depending on individual circumstances

### Milestone B – Expansion Round

- Startup has public fundraising round to angel investors
- SAFE from previous round converts into equity for Startup Giants
- Startup Giants has minimum participation rights to allow non-dilution of equity converted from previous safe round with follow-on pro-rata rights
- Startup Giants aims to invest 20%+ in this expansion round
- Bring in external investors to build more credibility in the market, expand network of contacts for the start-up, and start to position the start-up to exit to VC in the next milestone

### Milestone C – Partial Exit

- Startup Giants supports start-up to engage with one or more global VC funds
- Startup Giants partially divests its shares to provide an early return on investment, retaining a smaller equity carry for long-term value appreciation

### Investor Protection & Risk Mitigation

Over and above our mentors supporting each start-up throughout their growth period, and knowing the state of each business from a personal, hands-on perspective, Startup Giants provides seven principal pillars of risk mitigation within its business model, to protect its shareholders.

- **Portfolio Spread**

Startup Giants will hold a portfolio of investments, which will dilute the exposure of the Company to any particular investment.



*Figure 3 - Investment Portfolio*

Unlike other growth funds that lock in investments over a period of time to run a portfolio, Startup Giants' Shares will be publicly quoted to enable shareholders to benefit from the same risk reduction using a portfolio approach while at the same time having access to a degree of liquidity.

- **SEIS and EIS Tax Relief**

To allow for maximum flexibility and for added investor security, Startup Giants intends to structure its investments in businesses that qualify for SEIS and EIS tax relief allowing up to 50% tax relief on pre-seed investments in order to attract third party investors who are able to take advantage of those tax reliefs in subsequent funding rounds.

- **Pre-Contract Period (Intention To Invest)**

Startup Giants expects to select approximately two per cent. of start-ups from the applications it receives within each accelerator batch. For the successful founders that are selected, Startup Giants first offers a contract to secure exclusivity to represent the start-up for investment for a period of six months.

Upon signing, each batch of start-ups will start a six-week group mentoring program with experts, which will help the start-ups to revise and improve their business models, revenue models, viral growth designs and marketing campaigns, all of which leads to a final pitch day.

This mentoring period allows Startup Giants to assess the founder and the business concept in detail and to build a deeper relationship with each of the founders over time before any financial commitment has taken place.

Only if this mentoring period is successful and founders have demonstrated a suitable and focused attitude throughout, will Startup Giants proceed to the next step.

- **Investment Advisory Panel**

Startup Giants has established the Investment Advisory Panel made up of experienced investors to scrutinise each of the start-ups. Only if this panel approves the start-up at the end of the mentoring period will Startup Giants proceed to offer the term sheet for the first, pre-seed investment. The members of the Investment Advisory Panel are described on pages 12 and 13 below.

- **Drawdown of Funds**

For each drawdown that takes place, Startup Giants will require details of:

- ❖ how the drawdown is going to be spent
- ❖ the results of the previous drawdown

Using this approach, Startup Giants can monitor the business approach and the performance of sales and marketing campaigns for each start-up, and step in to assist where necessary if any inconsistencies are found or targets are not being reached.

- **Financial Monitoring**

Startup Giants will have access to the financial systems of each start-up to enable monthly reporting of income and expenditure.

- **Alternative Sources of Funding**

Future investment rounds will facilitate the use of alternative sources of funding such as match funding and debt into pre-seed and expansion rounds to lower the cost of investment and reduce dilution.

Having carried out two prototype investment application rounds in 2015, processing some 300 applications, and performing over 60 interviews with start-up founders in the UK and overseas, the Board expects that the initial investments can take place before the end of six months following Admission. However, no specific investments have been identified as the full assessment process has yet to be completed.

### **Additional Revenue Streams**

Startup Giants will offer access to services that each start-up can tap into according to their own needs once they have launched. The benefit for Startup Giants is to have all start-ups adopt similar processes and procedures, as well as to generate some smaller additional revenues to cover costs. Shared services can be grouped into three core areas:

- **Consulting:** Provision of senior management expertise and support on an ad-hoc basis relating to board-level strategy and business improvement including interim CTOs, NED's, M&A activity, fundraising expansion rounds, expansion into new territories, channel marketing, etc. Services will be charged for either on an hourly basis where ad-hoc expertise is required or on a monthly basis where a longer-term commitment is required by the start-up. Rates will be industry standard and in line with corporate finance/accounting companies. The expectation is that start-ups would start to leverage this facility once they are passing through their expansion stage (i.e. from milestone B).
- **Back-Office:** While the strategy and decision-making aspects need to remain firmly within each start-up, a number of functions that each start-up has in common can be outsourced to Startup Giants' back-office, including legal, accounting, payroll, business administration. Some services will be made mandatory but free of charge (status tracking), some other core services (accounting, payroll, support desk) will be packaged into a set monthly fee (planned package circa £500 per month) with optional services such as public relations, project management, legal, etc. being chargeable on a time and materials basis. The expectation is that start-ups would start to leverage this facility once they have raised their first finance (i.e. from milestone A).
- **Virtual Assistants:** The Philippines is the preferred place for virtual assistants that can support start-ups for everyday tasks relating to internet marketing, research, video editing, article writing, eBook authoring, forum commenting, etc. Startup Giants will set up a team of virtual assistants in the Philippines that each start-up can leverage by hiring employees on a full-time basis to support their business at an average of \$600 (approximately £400) per month. Expectation is that start-ups would start to leverage this facility once they have mastered their own internet marketing strategies and have defined their daily, weekly, and monthly internet marketing processes and tasks (i.e., three-plus months after launch).

### **DIRECTORS**

#### **Jeremy Buckler (age 53) Chief Executive Officer**

Jeremy is a technology entrepreneur and consultant to some of the largest companies in the world including Delhaize Group, Alstom Power and Samsung. Having devoted much of his career as a consultant to global brands and tier-1 system

integrators such as Accenture, Cap Gemini and IBM advising on IT strategy and business transformation to C-level executives, including having global design authority at one €22-billion revenue global brand, he has also recently started to focus on corporate start-ups (spin-offs) to deliver value benefits over and above global implementation strategy. Originally from the UK, Jeremy has lived in Monaco since 2002 and has founded several businesses including a 120-resource software development company at the biggest Technopark in India in 2004, and the first online real-time insurance marketplace in the Middle East (now with over 24 insurers on the platform) in 2009. In 1986 he started a technology consulting business for clients using IBM AS/400 in the UK, Switzerland, Belgium and the Netherlands and in 1996 transitioned to the SAP technology base and supported global consulting clients such as Accenture, Cap Gemini, Price Waterhouse, and IBM. He was one of the first developers of mobile apps, selling several hundred thousand downloads before the first iPhone was released. In 2013 he launched the Stealth Startup System online training and coaching course for entrepreneurs to learn how to build viral growth tactics into the design of their start-ups. This has now been complemented by the Startup Giants concept, which he developed in DRAX, a company controlled by him. In 2015, DRAX transferred the intellectual property that it had developed to the Company and no longer has any involvement in the business of the Company.

#### **Virginia Filmer-Sankey (age 51) Finance Director**

Virginia has twenty-five years' experience working in both the UK and mainland Europe in financial management and business start-ups. She established a freight forwarding and logistics business in 1996, which was subsequently acquired in 2001 and for the last thirteen years has been the financial director for a private investment group based in Belgium and a UK Group called Adaro for the last seven years. She has been involved in assisting the financial operations for both start-up businesses as well as more established companies in the technology and logistics space, including current projects ranging across the UK, Europe and the United States.

#### **Frederic Betito (age 49) Independent non-executive Director**

Frederic has spent his career in the IT sector, in roles ranging from consulting to project design and implementation. He has held senior positions with KPMG Consulting, Levi's Strauss and Archstone Consulting and has taken several international companies such as Wrigley, Danone and Carrefour through the cycle of emerging technology assessment, business case and implementation. He currently owns and runs Steady Consulting, which is focussed on strategic consulting, interim management and headhunting for clients such as Delhaize, Heineken and Esselte.

#### **John Robertson (age 72) Independent non-executive Director**

John began his career in 1970 with J. Henry Schroder Wagg, the London merchant bank. In 1975, he joined the Ultramar group of companies where he held a number of senior positions in London, Montreal, Toronto and New York and gained experience in corporate development, investor relations and supply operations. In 1992, Dr. Robertson returned to London and joined Durlacher, a London stockbroker, where he advised corporate finance clients. From February 1995 until his retirement in June 2005 he was a director of Nabarro Wells & Co., a London-based, independent corporate finance advisory firm where he brought a number of significant oil and gas and mining companies to AIM.

Since his retirement, he has held a number of non-executive directorships. He has served on the boards of AIM listed Prosperity Minerals Holdings, ASX-listed Elixir Petroleum and Bonaparte Diamond Mines, AIM-quoted Petro Matad, and TSX listed Inspiration Mining. He is currently a non-executive director of Martina Minerals, a junior mining, exploration and evaluation company, publicly traded in Canada which is currently focussed on acquiring an interest in precious and base metal exploration properties.

John Robertson graduated with a BSc in engineering from the University of St Andrews and then completed his doctorate from the University of Dundee.

Details of the Directors' service contracts or letters of appointment are given in paragraph 5 of Part III of this document.

#### **INVESTMENT ADVISORY PANEL**

The Company will operate an Investment Advisory Panel initially consisting of three experienced investors with relevant sector knowledge to evaluate and advise the board on potential investments.

The Chairman of the Investment Advisory Panel is Kevin Doyle.

Kevin Doyle (Age 55) is the founder and chairman of a Belgian private investment group and has 20 years' experience developing and leading supply chain technology companies across Oil & Gas, Financial Services, Retail, Utilities and Health Care. He was involved with an early B2B e-procurement solution in 1996, which resulted in the business being acquired by Chase Manhattan bank, Microsoft promoted a separate platform and Kevin subsequently sold his interests in this business to the Voorhees Investment group based in Virginia. In 1998 Kevin then established a company that specialised in solving complex integration issues for companies providing B2B software. This company became a lead partner to Microsoft's European CIP strategy (1999) and was subsequently acquired by Infobank. Kevin was the second largest private shareholder in this business, which became the fastest growing technology company on the London Stock Exchange and reached a market capitalisation of £2.6 billion. With his private investment group, Kevin is now helping to identify promising and interesting opportunities that are complementary to the existing portfolio and focus on simplifying supply chains using both technology and services. The group is actively involved in both first round and second round investments.

Jacques De Mevius (Age 63) is part of the eighth generation family ownership of global brewing and beverage group Anheuser-Busch InBev, the number one brewing business in the world, since Inbev bought Anheuser-Busch for an amount

close to \$50 billion. Jacques is also a member of the family holding company EPS and a member of the board and shareholder of Sebastian Holding SA a subsidiary of EPS. In 1990, Jacques founded a private venture fund, which focused on high quality property and real estate and, since 2009, Jacques has been a member and shareholder of BAMS II Angels Fund, which is an early-stage investment fund organisation, focused on investment rounds between €1,000,000 and €4,000,000. The target size of BAMS Angels Fund II is upwards of €20,000,000. In India, Jacques is a significant shareholder of "Tarahaat", a network of franchised telecentre projects, and "Tara Machines and Technical Services Private Ltd" which markets green technology solutions for building construction, waste recycling and handmade paper production. Jacques has also been the Secretary-General of the Union of International Associations ("UIA"), a non-profit organisation based in Brussels, since December 2005, and a member of the Executive Council since November 2003. The groundbreaking work of UIA, a 100-year-old non-profit research institute, has been undertaking in documenting and mapping the international community of organisations and associations, the problems they address, the strategies they utilise and their meetings.

The other member of the Investment Advisory Panel is the Chief Executive Officer, Jeremy Buckler.

The Investment Advisory Panel will operate on a simple majority basis with any two votes in favour required for an investment to proceed. It is the intention of the Company to expand the Investment Advisory Panel over time to five members. The Company is not permitted to invest in businesses in which a member of the Investment Advisory Panel has a financial interest.

## MARKET AND COMPETITION

There are many sources of capital for technology start-ups, ranging from industry giants such as Google through specialist investment funds to incubator and accelerator funds such as 500.co, Y Combinator and Seedcamp. The Directors believe that the Company's business model, particularly with its focused mentoring at the concept stage, differentiates the Company from other investors and believe the Company's approach will be able to attract suitable investment opportunities looking at other sources of capital.

The terms "incubator" and "accelerator" are sometimes used interchangeably. The following descriptions differentiate the two approaches. An accelerator takes single-digit chunks of equity in externally developed ideas in return for small amounts of capital and mentorship. They are generally truncated into a three to four month program at the end of which the start-ups graduate. An incubator, on the other hand, brings in an external management team to manage an idea that was developed internally. Those ideas can gestate for much longer periods of time and the incubator takes a much larger amount of equity. Startup Giants intends to position itself as a hybrid of these approaches. It intends that its initial investments will be greater in percentage ownership terms than those normally taken by an accelerator fund but does not intend to follow the incubator model to the extent of bringing external management to a start-up, but by contrast will call on its network of partners to provide mentoring for its investments.

The principal differences between the traditional accelerator term (as defined above) and Startup Giants are as follows.

**Business Model:** The Directors believe that most start-up accelerators focus on the amount of funding as a success metric, losing sight of revenue. Startup Giants shift the focus from how much money a company raises to the actual viability of the start-up's business model and the ability for the start-up to reach revenue milestones quickly (£1million and £10million revenue milestones).

**Team and Idea Selection:** Other start-up accelerators look for teams of people, with the principal founder having a technology background. Startup Giants also focuses on people first, but has a framework for a founder to leverage reusable teams that can support the delivery of the software or internet marketing under the leadership of the founder.

**Demo Day and Minimum Viable Product ("MVP"):** Other start-up accelerators run a cohort for three months to build an MVP and pitch to an audience of external investors at a "demo day". Startup Giants instead runs a mentoring programme to work with founders to fully research and design a more substantial MVP+ resulting in a pitch to our own Investment Advisory Panel from founders who have completed this mentoring period successfully.

**Virtualization:** Rather than trying to relocate start-ups and have them all in the same place at the same time, Startup Giants will provide more flexibility by offering virtual mentoring with occasional pop-up seminars. This extends the reach and allows the Company to tap into more markets across the UK and further.

## PLACING

Prior to admission, the Company raised £550,000 through the issue of 550,000 shares at £1 per share, conditional on Admission, representing 55 per cent of the enlarged issued share capital of the Company, together with a further £250,200 through the issue of 250,200 shares at £1 per share not conditional on Admission and representing 25 per cent of the enlarged issued share capital of the Company. The expenses of Admission are estimated to be £47,500.

## CURRENT TRADING

The Company was incorporated on 16<sup>th</sup> July 2015 and has no trading history. No investment agreements have been entered into at the date of this document.

If the Company has not made a material investment within one year following Admission it will either seek shareholders' approval in respect of each subsequent year for the further pursuit of its investment strategy or return its cash to

shareholders, and that such approval will be sought in each subsequent year if it has not by then made a material investment(s).

#### **AIF STATUS**

The Directors, who have sought and received appropriate legal advice on the matter, are of the opinion that the Company is currently not subject to AIFMD and accordingly is at present not required to be registered as an AIF under AIFMD; and that Admission will not of itself trigger an obligation so to register. As soon as is practicable following Admission, however, the Directors intend to register the Company as an AIF under AIFMD in order to preserve future flexibility for Startup Giants as its portfolio of investments expands.

#### **WORKING CAPITAL**

The Directors are of the opinion, reached after due and careful consideration, that the Company has sufficient working capital for a period of at least 12 months following Admission.

#### **CREST**

CREST is a computerised share transfer and settlement system enabling securities to be held in electronic uncertificated form and transferred otherwise than by written instrument. The Articles permit the Company to issue shares in uncertificated form in accordance with the CREST Regulations. The Company has applied to Euroclear for the Shares to be admitted to and enabled through CREST with effect from Admission. Accordingly, settlement of transactions in Shares following Admission may take place within CREST if the relevant Shareholder so wishes. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so.

#### **LOCK-IN ARRANGEMENTS**

Each of the Directors has entered into a lock-in agreement with the Company and undertaken not to dispose of any Shares in which they are or become interested for a period of twelve months following Admission, and to deal only under advice from its NEX Exchange Corporate Adviser during the succeeding 12 months, to ensure that any Directors' dealings maintain an orderly market in the Shares.

#### **SHARE DEALING CODE**

The Company has adopted a model code for directors and other key staff members' dealings in interests in Shares, which is appropriate for a NEX Exchange Growth Market company. The Directors will comply with the Rules, in particular, provisions relating to price-sensitive information and shall take all reasonable steps to ensure compliance by the Group's senior managers and applicable employees.

#### **DIVIDEND POLICY**

The Board anticipates that, following Admission, cash resources will be retained for further development activities and will not be distributed until the Company has an appropriate level of distributable reserves. The declaration and payment by the Company of any dividends and the amount thereof will depend on the results of the Group's operations, its financial position, cash requirements, prospects, profits available for distribution and other factors deemed from time to time to be relevant.

#### **SHARE OPTIONS**

The Company currently has no share option scheme in place. It is the intention of the remuneration committee in due course to put in place a share option scheme in order to incentivise management and certain partners in the investment process. In accordance with quoted company guidelines, any options granted under such a scheme will be over no more than 15% of the share capital as it would be enlarged by the exercise of all such granted options.

#### **CORPORATE GOVERNANCE**

The Company considers that full compliance with the UK Corporate Governance Code would not be suitable in view of its early stage of development. The Directors intend, as the Company develops, to comply with the UK Corporate Code to the extent appropriate to its size and structure.

#### **TAXATION**

Taxation of future dividends (if any) paid in respect of Shares or of any differences between the prices at which Shares may be purchased and subsequently sold in the market are not the responsibility of any of the Company, the Directors or Keith, Bayley, Rogers. Certain current provisions are summarised in paragraph 9 of Part III of this document but these are intended only for the purposes of background information and may not apply to you. If you are in any doubt as to your tax position you should consult your accountant or tax adviser immediately and not rely upon any general information to be found in this document.

## **PART II - RISK FACTORS**

The Directors have identified the risks described below, which could potentially have an adverse effect on the Company. It should be noted that the risks described below are the principal risks identified by the Directors. There may, however, be additional risks that the Directors currently consider not to be material or of which they are unaware. A prospective investor should consider carefully whether an investment in the Company is suitable for

him/her in the light of his/her personal circumstances and the financial resources available to him/her. If you are in any doubt as to the action you should take, you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

**(a) Risks relating to the Company and its industry**

*Investment in start-up businesses is highly speculative in nature*

Investment in start-up businesses at the pre-seed and seed stage involves a high degree of risk and only a small proportion of such investments achieve their objectives and increase in value.

Even when a start-up business achieves its plans, the availability of fresh capital to continue the growth and development of the business may be scarce or non-existent. Additionally, during the early stage development phase, other businesses might develop a similar product or service and place an insurmountable burden of competition on the start up.

*Scarcity of suitable investments*

Although the Directors believe that they will be able to attract investments which meet the Company's investment criteria, there can be no guarantee that such investments will be available and the Company's investment strategy may not be implemented as quickly as envisaged.

*No operating history*

The Company has no operating history. The Company's success will depend upon the Directors' ability to identify and manage future opportunities which may arise. The Company will have no investments producing revenues or positive cash flow at the outset and initially revenues will be limited to those generated by the provision of services to the businesses in which it has invested.

*Requirement for further financing*

In order to expand its portfolio of investments, it is likely that the Company will require further financing. The source of such further financing is likely to be from realisations of investments or further equity issues or a combination of both. There can be no guarantee that either of these sources of financing will be available to the Company; or that, if available at all, they will be available on terms acceptable to the Directors.

*Markets and competition*

The Company strategy focuses on the technology sector. The pace of change in the sector is rapid and it is possible that the businesses in which it invests will be developing products or services which become outmoded during their development phase by competitive changes.

Potentially successful businesses that are looking for investment might seek to procure investment from other sources, thereby limiting the Company's ability to invest at a price that would give an acceptable level of returns. Many investors in technology start-ups have access to considerably greater funds than the Company and may be able to offer financing structures with which the Company is unable to compete.

Competition may exist that the Company may not be aware of and which may adversely affect the Company's business. The venture capital finance industry is a competitive industry and there may be developments of which the Company is unaware which may compete with the Company's offerings.

The rate of failure amongst start-up businesses is generally estimated to be 90 per cent. Some of the more common reasons for this high fall-out rate include failure to identify a market need for the product or service under development, failure to attend to all aspects of operating a business, failure to generate sufficient, early-stage growth to attract resources for further development of the business and failure to change the direction of the business in response to changes in its market. Whilst the Directors believe that their experience and expertise in the technology sector will enable them to select investments that avoid many of the reasons for the failure of start-up businesses, there are multiple risks associated with start-up businesses and it is thus quite possible that one or more of the Company's investments might fail.

*There can be no assurance that the Company's business model will be commercially viable*

The success or otherwise of the Company's business model can be affected by changes to the industry and/or by general economic factors. The Directors have a defined strategy and are optimistic about the Company's development prospects but there can be no guarantee that the Company's objectives will be achieved. In addition, actual results of operations may require significant modifications to all or part of such model.

*Dependence on Directors*

The Company is dependent on the current Directors. It has entered into contractual agreements with the aim of retaining the services of these Directors but their retention cannot be guaranteed. The Company's business activity and ability to fulfil its strategy could be adversely affected by the loss of certain Directors.

#### *Dependence on service providers*

A key element in the Company's investment strategy is to give access to technology and marketing resources through its contacts with suppliers of such services. If the Company is unable to provide access to suitable resources in this way, there could be an adverse effect on the Company's strategy, as a result of unexpected cost increases and/or extended development times for the investee businesses.

#### *Borrowings*

Whilst the Company currently has no borrowings, it may at some stage in the future raise new debt capital. Should that be the case, the Company will be dependent on its ability to generate sufficient revenue to pay the interest attached to such debt and to repay the debt itself. Additionally, the Company may invest in businesses which have or might in future themselves incur borrowings, which may affect the returns from those businesses.

#### *Currency exposure*

The Company may make investments in businesses located outside the United Kingdom. Such investments would give rise to an exposure to movements in foreign currencies against £ Sterling. Additionally, the businesses in which the Company invests might develop revenue streams denominated in currencies other than £ Sterling, which could create a further currency exposure and could affect returns that such an investment might generate when rendered into £ Sterling for the Company's accounting purposes.

#### *Economic uncertainty*

Slowing or down-turns in economic activity typically affect a broad cross-section of economies and there is no reason to suppose that, in the event of a slow-down or recession, the Company's investments would successfully be able to inoculate themselves against the ills of the surrounding economy.

### **(b) Risks relating to the Shares**

#### *Dividend Payments*

No dividend has hitherto been paid by the Company and future profits are likely to be retained for operations to the extent necessary to fulfil the Company's business plan. The Company's last accounts show negative distributable reserves and will not be able to pay dividends to its shareholders until these and any future, cumulative losses have been expunged by future profits. A decision to commence paying dividends will depend on the Company's future profitability, cash availability and other factors. The Company has no plans to pay dividends in the near future and no assurance can be given that the Directors will ever recommend such dividend or distribution. Investors who anticipate a need for immediate income from their investment should therefore not purchase the Company's Shares.

#### *Share price volatility and limited liquidity associated with the Shares*

Investors should be aware that the price of securities and the income from them can go down as well as up. The price at which the Shares may trade and the price which shareholders may obtain for their Shares will be influenced by a large number of factors, some specific to the Company and some which may affect quoted companies generally. These factors could include the performance of the Group's operations, large purchases or sales of Shares, liquidity (or absence of liquidity) in the Shares, currency fluctuations, legislative or regulatory changes and general economic conditions. The value of the Shares may therefore fluctuate sharply and may not reflect their underlying asset value.

The character of the Company as an Investment Vehicle is such that there may be little or no trading in the Shares, which may result in shareholders being unable to dispose of their shareholdings.

There is no guarantee that the market price of the Shares will accurately reflect the underlying value of the Company.

## **PART III– STATUTORY AND GENERAL INFORMATION**

### **1. INCORPORATION**

- 1.1 The Company's legal and commercial name is Startup Giants Plc.
- 1.2 The Company was incorporated in the United Kingdom on 16th July 2015 with registered number 09690364 as a private company limited by shares under the Act. On 1<sup>st</sup> September 2015, the Company re-registered as a public company limited by shares with the name Startup Giants Plc.
- 1.3 The domicile of the Company is the United Kingdom.

- 1.4 The principal legislation under which the Company operates and under which the Shares are created is the Act.
- 1.5 The Company's registered office is at 71-75 Shelton Street, Covent Garden, London, WC2H 9JQ. The Company's contact details are: (i) telephone+44 (0)203291 3826, (ii) email [info@startupgiants.com](mailto:info@startupgiants.com), and (iii) website [www.startupgiants.com](http://www.startupgiants.com).

## 2. SHARE CAPITAL

- 2.1 On Admission, the share capital of the Company will be as follows:

### *Shares of £0.05 each*

|                       | Amount  | Number    |
|-----------------------|---------|-----------|
| Issued and fully paid | £50,010 | 1,000,200 |

### *Deferred shares of £0.45 each*

|                       | Amount   | Number  |
|-----------------------|----------|---------|
| Issued and fully paid | £ 90,000 | 200,000 |

- 2.2 On 16 July 2015 one share of £1 was issued
- 2.3 On 20<sup>th</sup> August 2015 49,999 shares of £1 were issued at par.
- 2.4 On 25<sup>th</sup> August 2015 the shares were subdivided into 5,000,000 shares of £0.01.
- 2.5 On 21 September 2015 a further 5,000,000 shares of £0.01 were issued at par.
- 2.6 On 27<sup>th</sup> September 2017 the shares were consolidated into 200,000 ordinary shares of 50p each. On the same date the share capital of the Company was divided into 200,000 Shares (as these are defined on page 5 of this document) of £0.05p each and 200,000 deferred shares of £0.45p each. The deferred shares of £0.45p each carry no rights as to voting or dividends and on a winding-up may not participate in any distribution of assets below an aggregate amount of £1,000,000,000.
- 2.7 Pursuant to an earlier agreement £250,200 was raised through the issue of 250,200 ordinary Shares at £1 per Share. Immediately prior to the Admission Date, the Company raised a further £550,000 through the issue of 550,000 Shares at £1 per Share conditionally upon Admission.
- 2.8 The Company has no shares, which do not represent capital, nor any shares, which are held by or on behalf of the Company itself or by subsidiaries of the Company.
- 2.9 Other than as disclosed above, the Company has not issued any convertible securities, any exchangeable securities, any securities with warrants, options or rights to acquire any securities in the Company.
- 2.10 The Shares have been created under the Act and there are no restrictions on their transfer.
- 2.11 On 27<sup>th</sup> September 2017, the Company in general meeting granted the Directors authority to allot Shares and issue Shares for cash otherwise than pro-rata to existing shareholders in respect of Shares representing up to £500,000 nominal value.

## 3. MEMORANDUM AND ARTICLES OF ASSOCIATION

- 3.1 The Articles contain provisions, inter alia, to the following effect:
- 3.2 In accordance with the Act the objects of the Company are unrestricted.
- 3.3 A brief summary of the relevant articles required to be disclosed is as follows:

### (a) *Voting Rights*

Subject to the provisions of the Act and to any special rights or restrictions as to voting attached to any shares or class of shares or otherwise provided by the Articles, upon a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and in each case entitled to vote shall have one vote and every proxy present who has been duly appointed by a member shall have one vote and upon a poll every member present in person or by proxy and entitled to vote shall have one vote for every share held by him.

No member shall, unless the directors otherwise determine, be entitled to be present or to vote if any calls or other moneys due and payable by him to the Company in respect of those shares remain unpaid.

The directors may determine that a member who has been served with a notice under section 793 of the Act in respect of specified shares shall not be entitled, in respect of those shares, to attend or be counted in the quorum or vote either personally or by proxy at any general meeting or at any separate meeting of the holders of any class of shares or upon any poll or to exercise any other right or privilege in relation to any general meeting or any meeting of the holders of any class of shares if the Company has not received the information required in the notice in respect of any of the specified shares within fourteen days after such notice was sent or supplied.

(b) *Redemption and Conversion of Shares*

Subject to any rights attached to any existing shares or class of shares, shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and conditions and in such manner as shall be provided by the Board prior to the date on which such shares were allotted.

There are no conversion rights attached to any of the shares in the Company pursuant to the Articles or otherwise.

(c) *Variation of Rights*

If at any time the capital is divided into different classes of shares all or any of the rights or privileges attached to any class may, subject to the provisions of the Act, be varied or abrogated, either (a) in such manner (if any) as may be provided by such rights or (b) in the absence of any such provision with the consent in writing of the holders of at least three-fourths of the nominal amount of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class, but not otherwise.

To every such separate general meeting all of the provisions of the Articles relating to general meetings shall mutatis mutandis and so far as applicable, apply provided that:

- (i) the necessary quorum at such meeting shall be two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question and at an adjourned meeting one person holding shares of the class in question or his proxy; and
- (ii) any holder of shares of the class in question present in person or by proxy and entitled to vote at the meeting may demand a poll.

(d) *Transfer of Shares*

Title to any securities of the Company may be evidenced and title to and interests in securities may be transferred without a written instrument in accordance with statutory regulations from time to time made under the Statutes, and the board shall have power to implement any arrangements it may think fit for such evidencing and transfer which accord with those regulations. All transfers of certificated shares may be effected by transfer in writing in any usual or common form or in such other form as shall be approved by the Directors. The instrument of transfer shall be signed by or on behalf of the transferor (and in the case of a partly paid share, by the transferee) and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it.

The Directors may in their absolute discretion and without giving any reason refuse to register any instrument of transfer:

- (i) unless it is in respect of a fully paid share;
- (ii) unless it is in respect of a share on which the Company does not have a lien;
- (iii) unless it is in respect of only one class of shares;
- (iv) if it is in favour of more than four joint holders as transferees;
- (v) to an entity which is not a natural or legal person;
- (vi) to a minor, to a person in respect of whom a receiving order or adjudication order in bankruptcy has been made which remains undischarged or to a person who is then suffering from a mental disorder; and

(vii) unless the following conditions have been satisfied. Every instrument of transfer must be left at the registered office of the company (duly stamped if necessary), or at such other place as the Directors may from time to time determine, accompanied by the certificate for the shares to which it relates and such evidence as the Directors may reasonably require to prove the title of the transferor and the due execution by him of the transfer.

(e) *Return of capital on a winding up*

The liquidator on any winding up of the Company, (whether voluntary or compulsory) may with the authority of a special resolution, divide among the members in kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind, or shall consist of properties of different kinds, and for such purpose may set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between members or classes of members but so that if any such division shall be otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed in accordance with Section 110 of the Insolvency Act 1986.

(f) *Pre-emption*

The provisions of section 561 of the Act (which confer on shareholders rights of pre-emption in respect of the allotment of equity securities which are, or are to be, paid up in cash other than by way of allotment to employees under an employee's share scheme as defined in section 1166 of the Act) will apply to the extent not disapplied by a special resolution of the Company.

(g) *Alteration of Share Capital*

There are no conditions in the Articles governing changes in capital which are more stringent than is required by law.

Subject to the provisions of the Statute, the Company may from time to time by special resolution reduce its share capital, any capital redemption reserve fund and any share premium account in any manner authorised by law.

(h) *Dividends and other Distributions*

The Company in general meeting may declare a dividend to be paid to the members according to their respective rights and interests, but no such dividend shall exceed the amount recommended by the Directors. The Directors may from time to time declare and pay an interim dividend to the Shareholders and may also pay the fixed dividends payable on any shares of the Company half yearly or otherwise on fixed dates.

Subject to the rights of the holders of any shares entitled to any priority preference or special privilege (if any), all dividends shall be declared and paid to the Shareholders in proportion to the amounts paid up on the shares in respect whereof the dividend is paid. Subject as aforesaid all dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

All dividends unclaimed for a period of 12 years after the date the dividend became due for payment shall be forfeited and shall revert to the Company.

The Directors may offer the holders of ordinary shares the right to elect to receive ordinary shares, credited as fully paid up, instead of cash, in respect of all or part of such dividend or dividends as may be declared by the Company. The Directors shall not, inter alia, exercise their powers under the Articles in respect of a particular dividend unless the Company in general meeting has authorised the exercise of those powers in respect of that dividend or in respect of dividends (including that dividend) to be declared or paid during or in respect of a specified period.

(i) *General Meetings*

The Directors shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Statutes at such time and place as may be determined by the Directors.

The Directors may convene a general meeting of the Company whenever they think fit and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

An annual general meeting shall be called by not less than 21 days' notice in writing; all other general meetings shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and hour of meeting and, in case of special business, the general nature of such business. The notice shall be given to all the members, other than those members who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive notice of the meeting, and to the Directors and to the Auditors.

A general meeting shall, notwithstanding that it is called by shorter notice than that specified above, be deemed to have been duly called if consent to short notice is given in accordance with the Statutes.

Save as otherwise provided in the Articles the quorum for a general meeting shall be two members present in person or by proxy and entitled to vote.

(j) *Directors*

(i) *Appointment of Directors*

Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than two and until so fixed there shall be no maximum number of Directors.

Subject to the provisions of the Act the Directors may from time to time appoint one or more of their body to be a managing director or joint managing directors of the Company or as an executive director, to hold such other executive office in relation to the management of the business of the Company as they may decide and upon such terms and for such period as they may determine and, without prejudice to the terms of any service agreement entered into in any particular case, may at any time revoke any such appointment and appoint another or others in his or their place or places.

Without prejudice to the power of the Company to appoint Directors pursuant to the Articles the Directors shall have power at any time to appoint any person either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not exceed any maximum number fixed in accordance with the Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall retire from office at the annual general meeting of the Company next following such appointment and will then be eligible for election during such meeting and he shall not retire by rotation at such meeting or be taken into account in determining the rotation of retirement of Directors at such meeting.

(ii) *Remuneration*

The Directors shall be paid out of the funds of the Company by way of fees for their services as Directors such sums (if any) as the Directors may from time to time determine.

The Directors shall also be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors including any expenses incurred in attending meetings of the Board or of committees of the Board or general meetings and if in the opinion of the Directors it is desirable that any of their number should make any special journeys or perform any special services on behalf of the Company or its business, such Director or Directors may be paid such reasonable additional remuneration and expenses therefor as the Directors may from time to time determine.

The salary or remuneration of any managing director or executive director of the Company shall, subject as provided in any service agreement, be such as the Directors may from time to time determine and may either be a fixed sum of money, or may be determined in whole or in part by reference to the business done or profits made, or may include the making of provisions for the payment to him, his widow or other dependants, of a pension on retirement from the office or employment to which he is appointed and for the participation in pension and life assurance benefits, or may be upon such other terms as the Directors determine.

(iii) *Retirement and removal of Directors*

At each annual general meeting one-third of the Directors shall retire from office. A retiring Director shall be eligible for reappointment. The Directors to retire by rotation in each year shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or

were last reappointed on the same day those to retire shall, (unless the Directors otherwise agree among themselves), be determined by lot.

The Company may by ordinary resolution, of which special notice has been given in accordance with the provisions of the Statutes, remove any Director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

*(iv) Directors' interests and conflicts*

A Director may hold office as a director or other officer of or be otherwise interested in any other company of which the Company is a member or in which the Company is otherwise interested and unless otherwise agreed shall not be liable to account to the Company for any remuneration or other benefits receivable by him as a director or officer of, or by virtue of his interest in, such other company.

Without prejudice to the requirements of the Statutes, a Director, including an alternate Director, who is in any way whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board.

The Board of Directors may, subject to the quorum and voting requirements set out in the Articles, authorise any matter which would otherwise involve a Director breaching his duty under the Act to avoid conflicts of interest.

A Director shall (in the absence of some other material interest than is indicated below) be entitled to be counted in the quorum and to vote in respect of any resolution concerning any of the following matters namely: the giving of any guarantee, security or indemnity to him in respect of money lent by or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings insofar as the Act permits; or the giving of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or any proposal concerning an offer of shares or debentures or other securities (including options and warrants) of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting thereof, or any contract, arrangement, transaction or other proposal concerning any other body corporate in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever provided that he is not the holder of or beneficially interested in one per cent or more of any class of the equity share capital of such body corporate (or of any third body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances); or any contract, arrangement, transaction or other proposal concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of the Inland Revenue for taxation purposes or which does not accord to any Director as such any privilege or advantage not accorded to the employees to which such scheme or fund relates; or any contract, arrangement, transaction or proposal concerning the adoption, modification or operation of any scheme for enabling employees including full time executive directors of the Company and/or any subsidiary to acquire shares of the Company or any arrangement for the benefit of employees of the Company or any of its subsidiaries under which the Director benefits in a similar manner to employees and which does not accord to any Director as such, any privilege or advantage not generally accorded to the employees to whom such scheme relates; or any proposal concerning any insurance which the Company proposes to purchase and/or maintain for or for the benefit of any Director or for the benefit of persons who include Directors.

*(v) Powers of the Directors*

The business of the Company shall be managed by the Directors who in addition to the powers and authorities expressly conferred upon them, by the Articles or otherwise, may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and as are not by the Statutes or by the Articles required to be exercised or done by the Company in general meeting, subject nevertheless to such directions as may be given by the Company in general meeting provided that no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such direction had not been given, and the provisions contained in the Articles as to any specific power of the Directors shall not be deemed to abridge or restrict the general powers hereby given.

The Directors may exercise all the powers of the Company to borrow money and subject (in the case of any security convertible into shares) to Section 551 of the Act to mortgage or charge its undertaking,

property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as collateral security for any debt liability or obligation of the Company or of any third party.

(k) *Change of Control*

There is nothing contained in the Articles which would have an effect of delaying, deferring or preventing a change in control of the Company.

(l) *Ownership Threshold*

There is nothing contained in the Articles which governs the ownership threshold above which member ownership must be disclosed.

For the purposes of this paragraph 3, 'Statutes' means the Companies Acts (as defined in section 2 of the Act) in so far as they apply to the Company, the Act, the Uncertificated Securities Regulations 2001 (as amended from time to time) and every statute or subordinate legislation for the time being in force concerning companies and affecting the Company.

**4. DIRECTORS SHAREHOLDINGS AND OTHER INTERESTS**

4.1 Other than their current directorships in the Company and any current or former directorships in the subsidiaries of the Company during the five years immediately prior to the date of this document, the Directors have held or currently hold the following directorships and/or partnerships:

| <i>Name of Director</i> | <i>Current directorships</i>  | <i>Past directorships</i>   |
|-------------------------|---|---|
| Jeremy Buckler          | DRAX<br>Pointsman Limited<br>Avalon Consultants Limited   |   |
| Virginia Filmer-Sanke   | Adaro Group Limited<br>Adaro Logistics Limited<br>Adaro Software Limited<br>Cased Dimensions Limited<br>Commerceworks Limited<br>Commerceworks Technology Limited<br>Drinks-4-You Limited<br>Pario Ventures Limited | Adaro Optics Limited<br>Adaro Red Limited<br>Citrica Alliance Limited<br>Pharma Brand Logic<br>Right Under Your Nose<br>Technologies Limited<br>Simply Channels Limited |
| Frederic Betito         | Steady Consulting<br>Ratisbonne   |   |
| John Robertson          | Martina Minerals Corp.  | Prosperity Minerals Holdings Limited<br>Inspiration Mining Corporation<br>Elixir Petroleum Limited<br>Petro Matad Ltd   |

John Robertson was a non-executive director of Telrock plc until 1 October 2009, when that company went into administration, pursuant to which creditors approved the administrators' proposals. Following the successful implementation of the administration proposals, Telrock was placed into liquidation on 29 April 2010 and was dissolved on 16 February 2016.

4.2 No Director has any unspent convictions in relation to indictable offences had any bankruptcy order made against him or entered into any voluntary arrangements been a director of a company which has been placed in receivership, insolvent liquidation or administration or been subject to a voluntary arrangement whilst he was a director of that company or within the 12 months after he ceased to be a director of that company been a partner in any partnership which has been placed in receivership, insolvent liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership been publicly criticised by any statutory or regulatory authorities (including designated professional bodies) been disqualified by a court from acting in the management or conduct of the affairs of a company. There has been no official public incrimination or sanction of a director by a statutory or regulatory authority.

4.3 Save as disclosed in paragraph 4.1 above, none of the Directors has been a director of any company at the time of or within twelve months preceding the date of its receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with its creditors generally or

any class of its creditors and none of the Directors has been a partner of any partnership at the time of or within 12 months preceding the date of any partnership voluntary arrangement, compulsory liquidation or administration of such partnership or has been a partner of a partnership at the time of or within 12 months preceding the date of the receivership of any asset of such partnership and neither of the Directors has had any of his assets subject to any receivership.

- 4.4 The interests of the Directors (including the interests of their spouses, civil partners and infant children and the interests of any other persons connected with them (within the meaning of section 252 of the Act), (all of which are beneficial unless otherwise stated) in the issued ordinary share capital of the Company as at the date of this document, are as follows:

| <i>Name</i>            | <i>Shares on Admission</i> | <i>Percentage of ordinary share capital</i> |
|------------------------|----------------------------|---|
| Jeremy Buckler         | 679,501                    | 67.9%                                       |
| Virginia Filmer-Sankey | -                          | -   |
| Frederic Betito        | 15,000                     | 1.5%  |
| John Robertson         | -                          | -   |

Two of the shares beneficially held by Mr Jeremy Buckler are held in the name of DRAX, a Monaco entity of which he is sole owner. 550,000 of the shares beneficially held by Mr Jeremy Buckler are held in the name of Pointsman Limited, a UK entity of which he is sole owner. Mr Buckler also is the beneficial owner of all of the deferred shares of £0.45, which are regarded as having no economic worth.

The Company is aware of the following persons other than the Directors who, directly or indirectly, are interested in three per cent. or more of the Ordinary Shares at the date of this document:

| <i>Name</i> | <i>Shares on Admission</i> | <i>Percentage of ordinary share capital</i> |
|-------------|----------------------------|---|
| Kevin Doyle | 55,499                     | 5.5%  |

At 31 January 2017, the last date to which the financial statements of the Company were prepared, Jeremy Buckler held 10,000,000 Shares. The Company has subsequently consolidated these shares down to 200,000 shares. Pursuant to an agreement reached between them, he shall transfer upon Admission an aggregate of 70,499 Shares to Kevin Doyle and Frederic Betito.

Following the capitalisation issue in the ratio of 100: 1, the subsequent 1: 50 consolidation and Pointsman Limited's recent Share subscription (which is conditional only upon Admission) of 550,000 Shares, all of which are set out above in paragraph 2 of this Part III, Jeremy Buckler and entities controlled by him shall have subscribed on Admission for a total of 750,000 Shares at an average price of £0.8667 per Share. On Admission, owing to the transfers above-disclosed by him to Kevin Doyle of 55,499 Shares and to Frederic Betito of 15,000 Shares, Mr. Buckler's beneficial shareholding on Admission of 679,501 Shares shall stand at a total cost of £588,901.

## 5. DIRECTORS LETTERS OF APPOINTMENT

- 5.1 Jeremy Buckler executed a service agreement on 16 July 2015. The appointment provides for remuneration of £72,800 per annum, of which 50 per cent becomes payable if, as and when the Company generates revenues from consulting and other income and is terminable by either party on six months' written notice. There is no provision for the award of any benefits upon termination of the appointment.
- 5.2 Virginia Filmer-Sankey executed a service agreement on 10 August 2015. The appointment provides for remuneration of £12,000 per annum and is terminable by either party on six months' written notice. There is no provision for the award of any benefits upon termination of the appointment.
- 5.3 Frederic Betito executed a service agreement on 29 March 2016. The appointment provides for remuneration of £12,000 per annum and is terminable by either party on six months' written notice. There is no provision for the award of any benefits upon termination of the appointment.
- 5.4 John Robertson executed a service agreement on 19 May 2016. The appointment provides for remuneration of £12,000 per annum and is terminable by either party on six months' written notice. There is no provision for the award of any benefits upon termination of the appointment.

## 6. MATERIAL CONTRACTS

The Company has entered into the following contracts, not being contracts entered into in the ordinary course of business, since its incorporation 16<sup>th</sup> July 2015:

- 6.1 On 21 September 2015 the Company acquired the goodwill, interest and connection of DRAX from Jeremy Buckler, representing the intellectual property, methodologies and concepts to be utilised by the Company.

- 6.2 Each of the Directors has entered into a lock-in agreement with the Company and undertaken not to dispose of any Shares in which they become interested in for a period of twelve months following Admission and during the succeeding 12 months to ensure that any dealings by them maintain an orderly market in the Shares.
- 6.3 On 28 December 2015 the Company entered in to an agreement with Keith, Bayley, Rogers & Co. Limited whereby it agreed to act as NEX Exchange Corporate Adviser for a fee of £20,000 plus VAT and an annual fee of £15,000 plus VAT.
- 6.4 On 31 March 2016 the Company entered into agreements with each member of the Investment Advisory Panel whereby each member agreed to attend four meetings per annum for a fee of £500 per meeting.

No payment has been made to a person (other than a trade supplier, professional adviser disclosed in this document) of fees in excess of £10,000 (however satisfied), in respect of services provided to the Company during the period of twelve months prior to publication of this document.

## 7. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened so far as the Company is aware), which may have, or has had in the recent past significant effects on the financial position or profitability of the Company.

## 8. RELATED PARTY TRANSACTIONS

Save as disclosed in paragraph 6 of this Part III, during the period from incorporation of the Company until the date of this document, the Company has not entered into any related party transactions.

## 9. TAXATION

The following statements are intended only as a general guide to current UK tax legislation and to the current practice of HMRC and may not apply to certain Shareholders in the Company, such as dealers in securities, insurance companies and collective investment schemes, or Shareholders whose opportunity to acquire shares arose from their or another's employment. They relate (except where stated otherwise) to persons who are resident and, in the case of individuals, domiciled in the UK for UK tax purposes, who are beneficial owners of Shares and who hold their Shares as an investment. Any person who is in any doubt as to his tax position, or who is subject to taxation in any jurisdiction other than that of the UK, should consult his or her professional advisers immediately. The position may be different for employees who acquire Shares by virtue of their employment and shareholders who own at least 10 per cent. of the Shares of the Company.

### 1. Dividends

#### 1.1. Withholding at source

The Company will not be required to withhold at source on account of UK tax when paying a dividend.

#### 1.2. Individual Shareholders

For an individual Shareholder who is resident in the UK (for UK tax purposes) and who receives a dividend from the Company the rate of tax on dividends is 7.5 per cent (for individual shareholders liable to tax at the basic rate), 32.5 per cent (for individual shareholders liable to tax at the higher rate) or 38.1 per cent (for individual shareholders liable to tax at the additional rate), subject to a tax-free allowance of £5,000.

Individual Shareholders who are not resident in the UK for tax purposes should consult their own advisers concerning their tax liabilities on dividends received.

#### 1.3. Other Shareholders

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on dividends paid by the Company, unless the dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether the other conditions are met will depend on the circumstances of the particular Shareholder, although it is expected that the dividends paid by the Company would normally be exempt.

UK pension funds and charities are generally exempt from tax on dividends which they receive.

### 2. Chargeable Gains

For the purpose of UK tax on chargeable gains, the amounts paid by a Shareholder for Shares will generally constitute the base cost of his holdings in each type of security. If a Shareholder who is resident in the UK (for UK tax purposes) disposes of all or some of his Shares, a liability to tax on chargeable gains may arise. This will depend on the base cost which can be allocated against the proceeds, the shareholder's circumstances and any reliefs and exemptions to which they are entitled. In the case of corporate shareholders, indexation allowance may apply to any amount paid for the Shares.

The current rate of capital gains tax for individuals liable to income tax at the higher or additional rate is 20 per cent. Individuals whose taxable income for the year in question is less than the upper limit of the basic rate income tax band are subject to capital gains tax at the rate of 10 per cent., except to the extent that the aggregate of their total taxable income and chargeable gains (less allowable deductions) in that year exceeds the upper limit of the basic rate income tax band. Any such excess over the upper limit is subject to tax at the rate of 20 per cent. For trustees and personal representatives, the rate of capital gains tax is 20 per cent. Corporate Shareholders suffer tax on capital gains at the prevailing rate of corporation tax applicable to them (currently up to 19 per cent). In certain circumstances a corporate shareholder may qualify for the substantial shareholding exemptions, which exempt certain gains from corporation tax on chargeable gains.

Shareholders who are not resident in the UK for tax purposes may not, depending on their personal circumstances, be liable to UK taxation on chargeable gains arising from the sale or other disposal of their Shares (unless they carry on a trade, profession or vocation in the UK through a branch or agency or, in the case of a company, a permanent establishment with which their Shares are connected).

Individual shareholders or holders who are temporarily not UK resident may be liable to UK capital gains tax on chargeable gains realised on their return to the UK.

### 3. Stamp Duty and SDRT

The NEX Exchange Growth Market is designated a Recognised Growth Market by HMRC which means that trades executed in UK companies on this market are exempt from UK Stamp Duty and Stamp Duty Reserve Tax.

## 10. **WORKING CAPITAL**

The Directors are of the opinion, having made due and careful enquiry, that the Company has sufficient working capital for at least the period of twelve months following Admission.

## 11. **AVAILABILITY OF DOCUMENTS**

The following documents will be available for inspection on the Company's website at: [www.startupgiants.com](http://www.startupgiants.com) for so long as this document remains valid:

- this Admission Document; and
- the Memorandum and Articles of Association of the Company.

## 12. **CONSENT**

Keith, Bayley, Rogers & Co. Limited has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.

Clarkson Hyde LLP has given and not withdrawn its written consent to the inclusion in this document of references to its name in the form and context in which they appear.

## **PART IV – FINANCIAL INFORMATION**

The audited accounts for the period ended 28<sup>th</sup> January 2016 and for the year ended 31 January 2017 are set out on the following pages. There has been no significant change in the financial or trading position of the group since 31 January 2017, being the end of the last financial period of the Company for which historical financial information is included in this document.

**Company Registration No. 09690364 (England and Wales)**

**STARTUP GIANTS PLC**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED 28 JANUARY 2016**

## STARTUP GIANTS PLC

### COMPANY INFORMATION

---

**Directors** J Buckler (Appointed 16 July 2015)  
V Filmer-Sankey (Appointed 10 August 2015)

**Secretary** J Buckler

**Company number** 09690364

**Registered office** 71-75 Shelton Street  
London  
WC2H 9JQ

**Auditors** Clarkson Hyde LLP  
33 Cavendish Square  
London  
W1G 0PW

---

# STARTUP GIANTS PLC

## CONTENTS

---

|                                   | <b>Page</b> |
|-----------------------------------|-------------|
| Strategic report                  | 1           |
| Directors' report                 | 2           |
| Independent auditor's report      | 3 - 4       |
| Profit and loss account           | 5           |
| Balance sheet                     | 6           |
| Statement of changes in equity    | 7           |
| Statement of cash flows           | 8           |
| Notes to the financial statements | 9 - 13      |

---

**STARTUP GIANTS PLC**

**STRATEGIC REPORT**

**FOR THE PERIOD ENDED 28 JANUARY 2016**

---

The directors present the strategic report and financial statements for the period ended 28 January 2016.

**Review of the business**

The company did not trade in the period under review.

On behalf of the board

J Buckler

**Director**

12 February 2016

## **STARTUP GIANTS PLC**

### **DIRECTORS' REPORT**

#### **FOR THE PERIOD ENDED 28 JANUARY 2016**

---

The directors present their annual report and financial statements for the period ended 28 January 2016.

#### **Principal activities**

The company was incorporated on 16 July 2015. In the period to 28 January 2016, the company has incurred limited set up costs but has not traded.

#### **Directors**

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

|                 |                            |
|-----------------|----------------------------|
| J Buckler       | (Appointed 16 July 2015)   |
| V Filmer-Sankey | (Appointed 10 August 2015) |

#### **Results and dividends**

The results for the period are set out on page 5.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

#### **Auditors**

Clarkson Hyde LLP were appointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

#### **Statement of directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice. 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 and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

#### **Statement of disclosure to auditors**

Each of the directors in office at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that he / she ought to have taken as a director in order to make himself / herself

On behalf of the board

J Buckler  
**Director**

---

**STARTUP GIANTS PLC**

**DIRECTORS' REPORT**

**FOR THE PERIOD ENDED 28 JANUARY 2016**

---

12 February 2016

## **STARTUP GIANTS PLC**

### **INDEPENDENT AUDITOR'S REPORT**

#### **TO THE MEMBERS OF STARTUP GIANTS PLC**

---

We have audited the financial statements of Startup Giants Plc for the period ended 28 January 2016 set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 28 January 2016 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

**STARTUP GIANTS PLC**

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

**TO THE MEMBERS OF STARTUP GIANTS PLC**

---

**Matters on which we are required to report by exception**

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

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

**Andrew Seton (Senior Statutory Auditor)**  
**for and on behalf of Clarkson Hyde LLP**

22 February 2016

**Chartered Accountants**  
**Statutory Auditor**

33 Cavendish Square  
London  
W1G 0PW

**STARTUP GIANTS PLC**

**PROFIT AND LOSS ACCOUNT**

**FOR THE PERIOD ENDED 28 JANUARY 2016**

---

|   | <b>Notes</b> | <b>Period ended<br/>28 January<br/>2016<br/>£</b> |
|---|--------------|---|
| Administrative expenses                       |              | (19,948)  |
| Tax on (loss)/profit                          |              | -   |
| <b>(Loss)/profit for the financial period</b> | <b>9</b>     | <b>(19,948)</b>                                   |

The profit and loss account has been prepared on the basis that all operations are continuing operations.

**STARTUP GIANTS PLC**

**BALANCE SHEET**

**AS AT 28 JANUARY 2016**

---

|   | Notes | 2016<br>£     | £             |
|---|-------|---------------|---------------|
| <b>Fixed assets</b>                                   |       |               |               |
| Goodwill  | 4     |               | 46,667        |
| <b>Current assets</b>                                 |       |               |               |
| Debtors   | 6     | 90            |               |
| Cash at bank and in hand                              |       | 37,500        |               |
|   |       | <u>37,590</u> |               |
| <b>Creditors: amounts falling due within one year</b> | 7     | 4,205         |               |
|   |       | <u>4,205</u>  |               |
| Net current assets                                    |       |               | 33,385        |
|   |       |               | <u>33,385</u> |
| Total assets less current liabilities                 |       |               | <u>80,052</u> |
|   |       |               | <u>80,052</u> |
| <b>Capital and reserves</b>                           |       |               |               |
| Called up share capital                               | 8     |               | 100,000       |
| Profit and loss reserves                              | 9     |               | (19,948)      |
|   |       |               | <u>80,052</u> |
| Total equity  |       |               | <u>80,052</u> |
|   |       |               | <u>80,052</u> |

The financial statements were approved by the board of directors and authorised for issue on 12 February 2016  
Signed on its behalf by:

J Buckler  
**Director**

**Company Registration No. 09690364**

**STARTUP GIANTS PLC**

**STATEMENT OF CHANGES IN EQUITY**

**FOR THE PERIOD ENDED 28 JANUARY 2016**

---

|  | <b>Notes</b> | <b>Share capital<br/>£</b> | <b>Retained<br/>earnings<br/>£</b> | <b>Total<br/>£</b> |
|--|--------------|----------------------------|------------------------------------|--------------------|
| Loss and total comprehensive income for the period |              | -                          | (19,948)                           | (19,948)           |
| Issue of share capital                             | <b>8</b>     | 100,000                    | -                                  | 100,000            |
| Balance at 28 January 2016                         |              | <u>100,000</u>             | <u>(19,948)</u>                    | <u>80,052</u>      |

**STARTUP GIANTS PLC**

**STATEMENT OF CASH FLOWS**

**FOR THE PERIOD ENDED 28 JANUARY 2016**

---

|   | <b>Notes</b> | <b>2016</b>   |                      |
|---|--------------|---------------|----------------------|
|   |              | <b>£</b>      | <b>£</b>             |
| <b>Cash flows from operating activities</b>         |              |               |                      |
| Cash absorbed by operations                         | <b>12</b>    |               | (12,500)             |
| <b>Financing activities</b>                         |              |               |                      |
| Proceeds from issue of shares                       |              | <u>50,000</u> |                      |
| <b>Net cash generated from financing activities</b> |              |               | <u>50,000</u>        |
| <b>Net increase in cash and cash equivalents</b>    |              |               | 37,500               |
| Cash and cash equivalents at beginning of period    |              |               | <u>-</u>             |
| <b>Cash and cash equivalents at end of period</b>   |              |               | <u><u>37,500</u></u> |

# STARTUP GIANTS PLC

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE PERIOD ENDED 28 JANUARY 2016

---

#### 1 Accounting policies

##### Company information

Startup Giants Plc is a limited company domiciled and incorporated in England and Wales. The registered office is 71-75 Shelton Street, London, WC2H 9JQ.

##### 1.1 Accounting convention

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

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

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

##### 1.2 Going concern

The directors have at the time of approving the financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

##### 1.3 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill shall be considered to have a finite useful life, and shall be amortised on a systematic basis over its life. If an entity is unable to make a reliable estimate of the useful life of goodwill, the life shall not exceed five years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is subsequently reversed if, and only if, the reasons for the impairment loss have ceased to apply.

##### 1.4 Cash and cash equivalents

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

##### 1.5 Financial assets

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

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Other financial assets classified as fair value through profit or loss are measured at fair value.

# STARTUP GIANTS PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 28 JANUARY 2016

---

#### 1 Accounting policies

##### ***Loans and receivables***

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

##### ***Impairment of financial assets***

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. The impairment loss is recognised in profit or loss.

##### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

#### 1.6 Financial liabilities

Basic financial liabilities are initially measured at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Other financial liabilities classified as fair value through profit or loss are measured at fair value.

##### ***Other financial liabilities***

Other financial liabilities, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

##### ***Derecognition of financial liabilities***

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

#### 1.7 Equity instruments

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

#### 2 Operating (loss)/profit

2016

£

Operating (loss)/profit for the period is stated after charging/(crediting):

|   |                   |
|---|-------------------|
| Fees payable to the company's auditors for the audit of the company's annual accounts | 1,500             |
| Amortisation of intangible assets   | 3,333             |
|   | <u>          </u> |

---

**STARTUP GIANTS PLC**

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

**FOR THE PERIOD ENDED 28 JANUARY 2016**

---

**3 Employees**

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

|       | <b>2016<br/>Number</b> |
|-------|------------------------|
| Total | 2                      |
|       | <u>2</u>               |
|       | <u>2</u>               |

**4 Intangible fixed assets**

|                                     | <b>Goodwill<br/>£</b> |
|-------------------------------------|-----------------------|
| <b>Cost</b>                         |                       |
| At 16 July 2015                     | -                     |
| Additions - separately acquired     | 50,000                |
|                                     | <u>50,000</u>         |
| At 28 January 2016                  | 50,000                |
|                                     | <u>50,000</u>         |
| <b>Amortisation and impairment</b>  |                       |
| At 16 July 2015                     | -                     |
| Amortisation charged for the period | 3,333                 |
|                                     | <u>3,333</u>          |
| At 28 January 2016                  | 3,333                 |
|                                     | <u>3,333</u>          |
| <b>Carrying amount</b>              |                       |
| At 28 January 2016                  | 46,667                |
|                                     | <u>46,667</u>         |

**5 Financial instruments**

|   | <b>2016<br/>£</b> |
|---|-------------------|
| <b>Carrying amount of financial assets</b>      |                   |
| Debt instruments measured at amortised cost     | 39,988            |
|   | <u>39,988</u>     |
|   | <u>39,988</u>     |
| <b>Carrying amount of financial liabilities</b> |                   |
| Measured at fair value through profit or loss   |                   |
| Measured at amortised cost                      | 4,205             |
|   | <u>4,205</u>      |
|   | <u>4,205</u>      |

**STARTUP GIANTS PLC**

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

**FOR THE PERIOD ENDED 28 JANUARY 2016**

---

**6 Debtors**

**Due within one  
year  
2016  
£**

Loans and other receivables 90

---

Trade debtors disclosed above are classified as loans and receivables and are therefore measured at amortised cost.

**7 Creditors**

**Due within one  
year  
2016  
£**

**Notes**

Accruals 4,205

---

4,205

---

**8 Share capital**

**2016  
£**

**Ordinary share capital**

**Issued and fully paid**

10,000,000 Ordinary shares of 1p each 100,000

---

100,000

---

During the period, 5,000,000 ordinary shares were allotted and fully paid at par for cash consideration to provide initial working capital. A further 5,000,000 ordinary shares were issued on acquisition of goodwill from J Buckler.

**9 Retained earnings**

**2016  
£**

At beginning of period -

Loss for the period (19,948)

---

At end of period (19,948)

---

## 10 Related party transactions

### Remuneration of key management personnel

The remuneration of key management personnel, who are also directors, is as follows.

|                        | 2016<br>£ |
|------------------------|-----------|
| Aggregate compensation | -         |

### Other transactions with related parties

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

On 21 September 2015, the company purchased goodwill and all associated intellectual property from J Buckler relating to his existing Monaco based business also known as Startup Giants. The consideration for this purchase was the issue of a further 5,000,000 1p ordinary shares at par value.

As at 28 January 2016, the company was owed £90 by J Buckler.

## 11 Controlling party

The ultimate controlling party is J Buckler.

## 12 Cash generated from operations

|  | 2016<br>£       |
|--|-----------------|
| Loss for the period                              | (19,948)        |
| Adjustments for:                                 |                 |
| Amortisation and impairment of intangible assets | 3,333           |
| Movements in working capital:                    |                 |
| (Increase)/decrease in debtors                   | (90)            |
| Increase/(decrease) in creditors                 | 4,205           |
| <b>Net cash absorbed by operations</b>           | <b>(12,500)</b> |

Company Registration No. 09690364 (England and Wales)

STARTUP GIANTS PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 2017

## STARTUP GIANTS PLC

### COMPANY INFORMATION

---

|                          |  |  |
|--------------------------|--|--|
| <b>Directors</b>         | J Buckler<br>V Filmer-Sankey<br>F Betito<br>J Robertson  | (Appointed 29 March 2016)<br>(Appointed 16 May 2016) |
| <b>Secretary</b>         | V Filmer-Sankey  |  |
| <b>Company number</b>    | 09690364   |  |
| <b>Registered office</b> | 71-75 Shelton Street<br>Covent Garden<br>London<br>WC2H 9JQ  |  |
| <b>Auditor</b>           | Clarkson Hyde LLP<br>3rd Floor<br>Chancery House<br>St Nicholas Way<br>Sutton<br>Surrey<br>SM1 1JB |  |

---

# STARTUP GIANTS PLC

## CONTENTS

---

|                                   | <b>Page</b> |
|-----------------------------------|-------------|
| Strategic report                  | 1           |
| Directors' report                 | 2 - 3       |
| Independent auditor's report      | 4 - 5       |
| Profit and loss account           | 6           |
| Statement of comprehensive income | 7           |
| Balance sheet                     | 8           |
| Statement of changes in equity    | 9           |
| Statement of cash flows           | 10          |
| Notes to the financial statements | 11 - 15     |

---

**STARTUP GIANTS PLC**

**STRATEGIC REPORT**

**FOR THE YEAR ENDED 31 JANUARY 2017**

---

The directors present the strategic report for the year ended 31 January 2017.

**Fair review of the business**

The company incurred limited expenditure in the year whilst preparing for a listing on NEX Exchange but, otherwise, did not trade in the period under review.

On behalf of the board

J Buckler

**Director**

14 June 2017

## **STARTUP GIANTS PLC**

### **DIRECTORS' REPORT**

#### **FOR THE YEAR ENDED 31 JANUARY 2017**

---

The directors present their annual report and financial statements for the year ended 31 January 2017.

#### **Principal activities**

Startup Giants plc is a UK-based start-up accelerator that invests in and mentors internet technology start-up businesses in the UK.

#### **Directors**

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

J Buckler

V Filmer-Sankey

F Betito

(Appointed 29 March 2016)

J Robertson

(Appointed 16 May 2016)

#### **Results and dividends**

The results for the year are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

#### **Auditor**

In accordance with the company's articles, a resolution proposing that Clarkson Hyde LLP be reappointed as auditor of the company will be put at a General Meeting.

#### **Statement of directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the 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 and then apply them consistently;
- make judgements 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 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.

#### **Statement of disclosure to auditor**

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

**STARTUP GIANTS PLC**

**DIRECTORS' REPORT (CONTINUED)**

**FOR THE YEAR ENDED 31 JANUARY 2017**

---

On behalf of the board

J Buckler

**Director**

14 June 2017

## **STARTUP GIANTS PLC**

### **INDEPENDENT AUDITOR'S REPORT**

#### **TO THE MEMBERS OF STARTUP GIANTS PLC**

---

We have audited the financial statements of Startup Giants Plc for the year ended 31 January 2017 set out on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**STARTUP GIANTS PLC**

**INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

**TO THE MEMBERS OF STARTUP GIANTS PLC**

---

**Matters on which we are required to report by exception**

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

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

**Andrew Seton (Senior Statutory Auditor)**  
**for and on behalf of Clarkson Hyde LLP**

14 June 2017

**Chartered Accountants**  
**Statutory Auditor**

3rd Floor  
Chancery House  
St Nicholas Way  
Sutton  
Surrey  
SM1 1JB

**STARTUP GIANTS PLC**

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 JANUARY 2017**

---

|                                    |              | <b>Year ended<br/>31 January<br/>2017</b> | <b>period ended<br/>28 January<br/>2016</b> |
|------------------------------------|--------------|---|---|
|                                    | <b>Notes</b> | <b>£</b>                                  | <b>£</b>                                    |
| Administrative expenses            |              | (47,517)                                  | (19,948)                                    |
| <b>Loss before taxation</b>        |              | (47,517)                                  | (19,948)                                    |
| Taxation                           | <b>4</b>     | -   | -   |
| <b>Loss for the financial year</b> | <b>10</b>    | (47,517)                                  | (19,948)                                    |

The profit and loss account has been prepared on the basis that all operations are continuing operations.

**STARTUP GIANTS PLC**

**STATEMENT OF COMPREHENSIVE INCOME**

**FOR THE YEAR ENDED 31 JANUARY 2017**

---

|  | <b>2017</b>     | <b>2016</b>     |
|--|-----------------|-----------------|
|  | <b>£</b>        | <b>£</b>        |
| <b>Loss for the year</b>                       | (47,517)        | (19,948)        |
| <b>Other comprehensive income</b>              | -               | -               |
| <b>Total comprehensive income for the year</b> | <u>(47,517)</u> | <u>(19,948)</u> |

**STARTUP GIANTS PLC****BALANCE SHEET**

AS AT 31 JANUARY 2017

---

|   | Notes | 2017<br>£       | £               | 2016<br>£      | £               |
|---|-------|-----------------|-----------------|----------------|-----------------|
| <b>Fixed assets</b>                                   |       |                 |                 |                |                 |
| Goodwill  | 5     |                 | 41,667          |                | 46,667          |
| <b>Current assets</b>                                 |       |                 |                 |                |                 |
| Debtors   | 7     | -               |                 | 90             |                 |
| Cash at bank and in hand                              |       | 8,953           |                 | 37,500         |                 |
|   |       | <u>8,953</u>    |                 | <u>37,590</u>  |                 |
| <b>Creditors: amounts falling due within one year</b> | 8     | <u>(18,085)</u> |                 | <u>(4,205)</u> |                 |
| <b>Net current (liabilities)/assets</b>               |       |                 | <u>(9,132)</u>  |                | <u>33,385</u>   |
| <b>Total assets less current liabilities</b>          |       |                 | <u>32,535</u>   |                | <u>80,052</u>   |
| <b>Capital and reserves</b>                           |       |                 |                 |                |                 |
| Called up share capital                               | 9     |                 | 100,000         |                | 100,000         |
| Profit and loss reserves                              | 10    |                 | <u>(67,465)</u> |                | <u>(19,948)</u> |
| <b>Total equity</b>                                   |       |                 | <u>32,535</u>   |                | <u>80,052</u>   |

The financial statements were approved by the board of directors and authorised for issue on 14 June 2017 and are signed on its behalf by:

J Buckler  
**Director**

**Company Registration No. 09690364**

**STARTUP GIANTS PLC**

**STATEMENT OF CHANGES IN EQUITY**

**FOR THE YEAR ENDED 31 JANUARY 2017**

---

|  | Share capital       | Profit and<br>loss reserves | Total    |
|--|---------------------|-----------------------------|----------|
| Notes  | £                   | £                           | £        |
| <b>Balance at 16 July 2015</b>                     | -                   | -                           | -        |
| <b>Period ended 28 January 2016:</b>               |                     |                             |          |
| Loss and total comprehensive income for the period | -                   | (19,948)                    | (19,948) |
| Issue of share capital                             | <b>9</b><br>100,000 | -                           | 100,000  |
|  | <hr/>               | <hr/>                       | <hr/>    |
| <b>Balance at 28 January 2016</b>                  | 100,000             | (19,948)                    | 80,052   |
| <b>Year ended 31 January 2017:</b>                 |                     |                             |          |
| Loss and total comprehensive income for the year   | -                   | (47,517)                    | (47,517) |
|  | <hr/>               | <hr/>                       | <hr/>    |
| <b>Balance at 31 January 2017</b>                  | 100,000             | (67,465)                    | 32,535   |
|  | <hr/>               | <hr/>                       | <hr/>    |

**STARTUP GIANTS PLC**

**STATEMENT OF CASH FLOWS**

**FOR THE YEAR ENDED 31 JANUARY 2017**

---

|   |              | <b>2017</b> |              | <b>2016</b> |               |
|---|--------------|-------------|--------------|-------------|---------------|
|   | <b>Notes</b> | <b>£</b>    | <b>£</b>     | <b>£</b>    | <b>£</b>      |
| <b>Cash flows from operating activities</b>                   |              |             |              |             |               |
| Cash absorbed by operations                                   | <b>11</b>    |             | (28,547)     |             | (12,500)      |
| <b>Net cash used in investing activities</b>                  |              |             | -            |             | -             |
| <b>Financing activities</b>                                   |              |             |              |             |               |
| Proceeds from issue of shares                                 |              | -           |              | 50,000      |               |
| <b>Net cash (used in)/generated from financing activities</b> |              |             | -            |             | 50,000        |
| <b>Net (decrease)/increase in cash and cash equivalents</b>   |              |             | (28,547)     |             | 37,500        |
| Cash and cash equivalents at beginning of year                |              |             | 37,500       |             | -             |
| <b>Cash and cash equivalents at end of year</b>               |              |             | <u>8,953</u> |             | <u>37,500</u> |

# STARTUP GIANTS PLC

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 JANUARY 2017

---

#### 1 Accounting policies

##### **Company information**

Startup Giants Plc is a private company limited by shares incorporated in England and Wales. The registered office is 71-75 Shelton Street, Covent Garden, London, WC2H 9JQ.

##### **1.1 Accounting convention**

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

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

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

##### **1.2 Going concern**

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

##### **1.3 Intangible fixed assets - goodwill**

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

##### **1.4 Cash and cash equivalents**

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

##### **1.5 Financial instruments**

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

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

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

##### ***Basic financial assets***

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

## 1 Accounting policies

### *Other financial assets*

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

### *Derecognition of financial assets*

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

### *Classification of financial liabilities*

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

### *Basic financial liabilities*

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

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

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

### *Derecognition of financial liabilities*

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

## 1.6 Equity instruments

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

## 2 Judgements and key sources of estimation uncertainty

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

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

**STARTUP GIANTS PLC****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 JANUARY 2017****3 Operating loss**

|   | <b>2017</b>       | <b>2016</b>       |
|---|-------------------|-------------------|
|   | <b>£</b>          | <b>£</b>          |
| Operating loss for the year is stated after charging/(crediting):                         |                   |                   |
| Fees payable to the company's auditor for the audit of the company's financial statements | 2,468             | 1,500             |
| Amortisation of intangible assets   | 5,000             | 3,333             |
|   | <u>          </u> | <u>          </u> |

**4 Taxation**

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

|  | <b>2017</b>       | <b>2016</b>       |
|--|-------------------|-------------------|
|  | <b>£</b>          | <b>£</b>          |
| Loss before taxation   | (47,517)          | (19,948)          |
|  | <u>          </u> | <u>          </u> |
| Expected tax credit based on the standard rate of corporation tax in the UK of 20.00% (2016: 20.00%) | (9,503)           | (3,990)           |
| Unutilised tax losses carried forward  | 9,503             | 3,990             |
|  | <u>          </u> | <u>          </u> |
| Taxation charge for the year   | -                 | -                 |
|  | <u>          </u> | <u>          </u> |

**5 Intangible fixed assets**

|  | <b>Goodwill</b>   |
|--|-------------------|
|  | <b>£</b>          |
| <b>Cost</b>                            |                   |
| At 29 January 2016 and 31 January 2017 | 50,000            |
|  | <u>          </u> |
| <b>Amortisation and impairment</b>     |                   |
| At 29 January 2016                     | 3,333             |
| Amortisation charged for the year      | 5,000             |
|  | <u>          </u> |
| At 31 January 2017                     | 8,333             |
|  | <u>          </u> |
| <b>Carrying amount</b>                 |                   |
| At 31 January 2017                     | 41,667            |
|  | <u>          </u> |
| At 28 January 2016                     | 46,667            |
|  | <u>          </u> |

STARTUP GIANTS PLC

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 JANUARY 2017

| <b>6 Financial instruments</b>                              | <b>2017</b>       | <b>2016</b>       |
|---|-------------------|-------------------|
|   | <b>£</b>          | <b>£</b>          |
| <b>Carrying amount of financial assets</b>                  |                   |                   |
| Debt instruments measured at amortised cost                 | -                 | 39,988            |
|   | <u>          </u> | <u>          </u> |
| <b>Carrying amount of financial liabilities</b>             |                   |                   |
| Measured at amortised cost                                  | 18,085            | 4,205             |
|   | <u>          </u> | <u>          </u> |
| <br><b>7 Debtors</b>  |                   |                   |
|   | <b>2017</b>       | <b>2016</b>       |
|   | <b>£</b>          | <b>£</b>          |
| <b>Amounts falling due within one year:</b>                 |                   |                   |
| Other debtors   | -                 | 90                |
|   | <u>          </u> | <u>          </u> |
| <br><b>8 Creditors: amounts falling due within one year</b> |                   |                   |
|   | <b>2017</b>       | <b>2016</b>       |
|   | <b>£</b>          | <b>£</b>          |
| Accruals and deferred income                                | 18,085            | 4,205             |
|   | <u>          </u> | <u>          </u> |
| <br><b>9 Share capital</b>                                  |                   |                   |
|   | <b>2017</b>       | <b>2016</b>       |
|   | <b>£</b>          | <b>£</b>          |
| <b>Ordinary share capital</b>                               |                   |                   |
| <b>Issued and fully paid</b>                                |                   |                   |
| 10,000,000 Ordinary shares of 1p each                       | 100,000           | 100,000           |
|   | <u>          </u> | <u>          </u> |
|   | <u>          </u> | <u>          </u> |
|   | <u>          </u> | <u>          </u> |
| <br><b>10 Profit and loss reserves</b>                      |                   |                   |
|   | <b>2017</b>       | <b>2016</b>       |
|   | <b>£</b>          | <b>£</b>          |
| At the beginning of the year                                | (19,948)          | -                 |
| Loss for the year   | (47,517)          | (19,948)          |
|   | <u>          </u> | <u>          </u> |
| At the end of the year                                      | (67,465)          | (19,948)          |
|   | <u>          </u> | <u>          </u> |

---

| <b>11 Cash generated from operations</b>         | <b>2017</b>     | <b>2016</b>     |
|--|-----------------|-----------------|
|  | <b>£</b>        | <b>£</b>        |
| Loss for the year after tax                      | (47,517)        | (19,948)        |
| <b>Adjustments for:</b>                          |                 |                 |
| Amortisation and impairment of intangible assets | 5,000           | 3,333           |
| <b>Movements in working capital:</b>             |                 |                 |
| Decrease/(increase) in debtors                   | 90              | (90)            |
| Increase in creditors                            | 13,880          | 4,205           |
| <b>Cash absorbed by operations</b>               | <u>(28,547)</u> | <u>(12,500)</u> |

**12 Controlling party**

The ultimate controlling party is J Buckler.