Company Registration No. 10628634 (England and Wales)

KOMPLI HOLDINGS PLC

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FROM INCORPORATION ON 20 FEBRUARY 2017 TO 30 JUNE 2017

Jeffreys Henry LLP
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

KOMPLI HOLDINGS PLC

COMPANY INFORMATION

Directors	J H Davies G R Boot
Company number	10628634
Registered office	1 Charterhouse Mews London EC1M 6BB
Auditors	Jeffreys Henry LLP Finsgate 5-7 Cranwood Street London EC1V 9EE
Bankers	Santander Bank Plc 4th Floor 100 Ludgate Hill London EC4M 7RE
Solicitors	DWF Solicitors Capital House 85 King William Street London EC4N 7BL

KOMPLI HOLDINGS PLC

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KOMPLI HOLDINGS PLC

STRATEGIC REPORT
FOR THE PERIOD ENDED 30 JUNE 2017

Principal activities and fair review of the business

The principal activity of the Group is the development of a due diligence platform to sell to its clients. The Group uses advanced software technologies that can search and solve the needs of its clients. This investment into due diligence combined with the team's specialist knowledge generates immediate and sustainable cost savings for clients, and long-term returns for the Group and its investors.

Business Strategy

Kompli's business model selects appropriate technology for clients, based on their scale and needs. The Group aims to deliver significant savings each year. The Group specialises in providing due diligence solutions, which incorporate its new built platform.

Review of business

During the period the Company acquired a 100% interest in Kompli-Global Limited. This is a business combination involving entities under common control, and therefore the Consolidated Financial Statements have been prepared using the Group reorganisation accounting basis.

The Group made a loss of £301,328 for the period. The directors realise that there has been a major cash burn in building up the business; they consider that the Company has adequate resources for on-going operating expenses.

The Group focus will be on ensuring additional fundraising is in place to ensure the main trading subsidiary can make the necessary growth for the Group to reach and pass breakeven.

Principal risks and uncertainties

The principal risk to the Group is that it will be unable to raise the necessary capital in order to carry out its business plan in full. The Group's ability to be successful and profitable also depends on the continued service of its directors.

The directors constantly monitor the financial risks and uncertainties facing the Group with particular reference to the exposure of credit risk and liquidity risk. They are confident that suitable policies are in place and that all material financial risks have been considered. Further discussion on risk and sensitivity analysis is discussed within note 4.

Key performance indicators

At this stage of the Company's development, the key performance indicators that the directors monitor are management of liquid resources i.e. cash flows and bank balances together with general administrative expenses, which are tightly controlled.

	2017
Loss for the period (£)	301,328
Cash and Cash equivalents (£)	42,713
Net liability (£)	(200,328)

KOMPLI HOLDINGS PLC

STRATEGIC REPORT
FOR THE PERIOD ENDED 30 JUNE 2017

Future developments

The Directors believe that the prospects of the Group are good and will be in line with management forecasts, however, the Company is still at an early stage in its development and this should be considered.

On behalf of the board

Robert Boot
Director

12 October 2017

KOMPLI HOLDINGS PLC

DIRECTORS' REPORT
FOR THE PERIOD ENDED 30 JUNE 2017

The directors present their report and financial statements for the period ended 30 June 2017.

Principal activities
The principal activity of the Group is the management and operation of its due diligence platform to sell reliable information to its clients.

Results and dividends
The results for the period are set out on page 8.

Future developments
As per the Strategic Review Report.

Directors
The following directors have held office during the period:

G R Boot	Appointed 20 February 2017
J H Davies	Appointed 20 February 2017

Directors' interest
At the date of this report the directors held the following beneficial interest in the ordinary share capital of the Group:

	2017
G R Boot	10,000
J H Davies	62,500

Substantial interests
As at 30 June 2017 the following had an interest of 3% or more in the ordinary share capital of the Group:

	Ordinary shares No.	**Percentage**
G R Boot	10,000	9.9
J H Davies	62,500	61.8
J A Jee	7,000	6.9
F Hutchinson	5,000	5.0
T Langley	5,000	5.0
J McLellan	4,000	3.9

Financial risk and management of capital
The major balances and financial risks to which the Group is exposed to and the controls in place to minimise those risks are disclosed in Note 4.

A description of how the Group manages its capital is also disclosed in Note 4.

Financial instruments
The Group has not entered into any financial instruments to hedge against interest rate or exchange rate risk.

DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 30 JUNE 2017

Auditors
Jeffreys Henry LLP were appointed as auditors to the Group 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 Strategic Report and Directors' Report and the Group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Company financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union. 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 group and company and of the profit or loss of the group 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 the Company financial statements have been prepared in accordance with IFRS as adopted by the European Union 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. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities and for the preparation of a Strategic Report and Directors' Report which complies with Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Information published on the website is accessible in many countries and legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement of disclosure to auditors
Each person who is a Director at the date of approval of this Annual Report confirms that:

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each Director has taken all the steps that he ought to have taken as Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The Directors' Report was approved by the Board on 12 October 2017 and signed on its behalf by:

Mr Robert Boot
Director

12 October 2017

KOMPLI HOLDINGS PLC

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF KOMPLI HOLDINGS PLC
FOR THE PERIOD ENDED 30 JUNE 2017

Opinion

We have audited the financial statements of Kompli Holdings Plc (the 'parent company') and its subsidiaries (the 'group') for the period ended 30 June 2017, which comprise the Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Cash Flows, Company Statement of Cash Flows, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity and the related notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2017 and of the group's loss for the period then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF KOMPLI HOLDINGS PLC
FOR THE PERIOD ENDED 30 JUNE 2017

Other information
The directors are responsible for the other information. The other information comprises the information included in the Directors' report and financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the group financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the group financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)
TO THE MEMBERS OF KOMPLI HOLDINGS PLC
FOR THE PERIOD ENDED 30 JUNE 2017

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Sanjay Parmar
Senior Statutory Auditor

For and on behalf of
Jeffreys Henry LLP (Statutory Auditors)
Finsgate 5-7 Cranwood Street
London
EC1V 9EE
Date: 12 October 2017

KOMPLI HOLDINGS PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 30 JUNE 2017

	Notes	Period ended 30 June 2017 £
Continuing Operations		
Revenue		-
Cost of Sales		-
Gross Profit		-
Administrative Expenses		(281,242)
Operating Loss	**6**	**(281,242)**
Finance Costs	**8**	(20,088)
Finance Income	**8**	2
Loss on ordinary activities before taxation		(301,328)
Income tax expense	**9**	-
Loss for the period		**(301,328)**
Loss per share (in pence)	**11**	**(2.98)**

The notes on pages 15 to 28 form part of these financial statements.

KOMPLI HOLDINGS PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2017

	Notes	30 June 2017 £
Assets		
Non-current assets		
Development costs	13	418,269
Current Assets		
Trade and other receivables	15	164,591
Cash and cash equivalents	16	42,713
		207,304
Total Assets		**625,573**
Equity and liabilities		
Equity		
Ordinary Shares	17	101,000
Retained Losses	18	(301,328)
Total equity		(200,328)
Liabilities		
Non-current Liabilities		
Borrowings	19	588,457
Current Liabilities		
Trade and other payables	20	237,444
Total Liabilities		825,901
Total Equity and Liabilities		**625,573**

The notes on pages 15 to 28 form part of these financial statements.

Approved by the Board and authorised for issue on 12 October 2017

Mr Robert Boot
Director

Company Registration No. 10628634

KOMPLI HOLDINGS PLC

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2017

	Notes	2017 £
Assets		
Non-Current Assets		
Investment in Subsidiary	14	1
		1
Current Assets		
Other debtors	15	101,000
		101,000
Total Assets		**101,001**
Equity and liabilities		
Equity		
Ordinary Shares	17	101,000
Total equity		101,000
Liabilities		
Current Liabilities		
Trade and other payables	19	1
Total Liabilities		1
Total Equity and Liabilities		**101,001**

The notes on pages 15 to 28 form part of these financial statements.

Approved by the Board and authorised for issue on 12 October 2017

Mr Robert Boot
Director

Company Registration No. 10628634

KOMPLI HOLDINGS PLC

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 30 JUNE 2017

	Notes	Period ended 30 June 2017 £
Cash outflows from operating activities		
Cash consumed in operations	21	(228,475)
Finance costs paid		-
Finance income received		-
Net cash outflows from operating activities		(228,475)
Cash flows from investing activities		
Purchase of development costs		(418,269)
Purchase of Property, plant and equipment		-
Net cash outflows from investing activities		(418,269)
Cash flows from financing activities		
Proceeds from issue of equity		101,000
Proceeds from issue of loans		588,457
Net cash outflows from financing activities		689,457
Net increase/(decrease) in cash and cash equivalents		42,713
Cash and cash equivalents at beginning of the period		-
Cash and cash equivalents at end of the period		42,713

The notes on pages 15 to 28 form part of these financial statements.

KOMPLI HOLDINGS PLC

COMPANY STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 30 JUNE 2017

	Notes	Period ended 30 June 2017 £
Cash outflows from operating activities		
Cash consumed in operations	21	(100,999)
Net cash outflows from operating activities		(100,999)
Cash flows from investing activities		
Payments to purchase subsidiary shares		(1)
Net cash outflows from investing activities		(1)
Cash flows from financing activities		
Proceeds from issue of equity		101,000
Net cash outflows from financing activities		-
Net increase in cash and cash equivalents		-
Cash and cash equivalents at beginning of the period		-
Cash and cash equivalents at end of the period		-

The notes on pages 15 to 28 form part of these financial statements.

KOMPLI HOLDINGS PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 JUNE 2017

	Share Capital	Retained Losses	Total
	£	£	£
As at 20 February 2017	-	-	-
Loss for the period	-	(301,328)	(301,328)
Issue of share capital	101,000	-	101,000
As at 30 June 2017	101,000	(301,328)	(200,328)

Share capital is the amount subscribed for shares at nominal value.

Accumulated losses represent the cumulative loss of the group attributable to equity shareholders.

The notes on pages 15 to 28 form part of these financial statements.

KOMPLI HOLDINGS PLC

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 JUNE 2017

	Share capital	Retained earnings	Total
	£	£	£
As at 20 February 2017	-	-	-
Issue of share capital	101,000	-	101,000
Loss for the period	-	-	-
As at 30 June 2017	101,000	-	101,000

Share capital is the amount subscribed for shares at nominal value.

Retained losses represent the cumulative loss of the group attributable to equity shareholders.

The notes on pages 15 to 28 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2017

1 General information

Kompli Holdings plc ("the Company") and its subsidiaries (together, the "Group") has been set up to invest in advanced due diligence technologies which can reduce risk for customers. The Group is based in the United Kingdom and all entities have been incorporated in the United Kingdom. The address of the registered office is disclosed on the Company information page at the front of the annual report.

The Company was incorporated on 20 February 2017 and the subsidiary was incorporated on 23 June 2016.

2 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented unless otherwise stated

2.1 Going concern

The financial statements have been prepared on the assumption that the Group is a going concern. When assessing the foreseeable future, the directors have looked at the period of at least 12 months from the date of approval of this report. The forecast cash-flow requirements of the business are contingent upon the liability of the Company to generate future sales and the ability to cover its ongoing administrative expenses and repayment of any short-term borrowings.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Just Loans Group Plc have provided a letter of continued support and delayed request for repayment of their loan for over twelve months. Accordingly, they continue to adopt a going concern basis in preparing the annual report and financial statements.

2.2 Basis of preparation

The financial statements are prepared in accordance with applicable International Financial Reporting Standards ("IFRS") including standards and interpretations issued by the International Accounting Board, as adopted by the European Union.

The company has adopted IFRS effective from 20 February 2016. There are no transition adjustments required in relation to prior period balances.

The financial statements have been prepared on a going concern basis under the historical cost convention, except as otherwise described in the accounting policies.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2.16.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 30 JUNE 2017

2.3 International Financial Reporting Standards

New and amended standards adopted by the Company

Standards, interpretations and amendments to published standards that are not yet effective

The following new standards, amendments to standards and interpretations have been issued, but are not effective for the financial period beginning 1 July 2016 and have not been early adopted:

Reference	Title	Summary	Application date of standard (Periods commencing on or after)
Amendments to IFRS 1	First-time adoption of International Financial Reports Standards	Amendments resulting from Annual Improvements 2014-2016 Cycle (removing short-term exemptions)	1 July 2018
Amendments to IFRS 2	Share-based payments	Amendments to clarify the classification and measurement of share based payment transactions	1 July 2018
Amendment to IFRS 4	Insurance Contracts	Amendments regarding the interaction of IFRS 4 and IFRS 9	1 July 2018
IFRS 9	Financial Instruments	Requirements on the classification and measurement of financial assets and liabilities and includes an expected credit losses model which replaces the current loss impairment model. Also includes the hedging amendment that was issued in 2013	1 July 2018
Amendments to IFRS 12	Disclosure of interests in other entities	Amendments resulting from Annual Improvements 2014-2016 (Clarifying Scope)	1 July 2017
IFRS 15	Revenue from contracts with customers	Specifies how and when to recognize revenue from contracts as well as requiring more information and relevant disclosures.	1 July 2018
IFRS 16	Leases	Original Issue	1 July 2019
IFRS 17	Insurance Contracts	Establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts issued.	1 July 2021
Amendments to IAS 7	Statement of Cash Flows	Amendments as a result of the disclosure initiative	1 July 2017
Amendments to IAS 12	Income Taxes	Amendments regarding the recognition of deferred tax assets for unreleased losses	1 July 2017
Amendments to IAS 28	Investments in Associates and Joint Ventures	Amendments resulting from Annual improvements 2014-2016 cycle (Clarifying certain fair value measurements	1 July 2018

2.3 International Financial Reporting Standards (continued)

Amendments to IAS 39	Financial Instruments: Recognition and measurement	Amendments to permit entity to elect to continue to apply the hedge accounting requirements in IAS 39 for a fair value hedge of the interest rate exposure of a portion of a portfolio of financial assets or financial liabilities when IFRS 9 is applied and to extend the fair value option to certain contracts that meet the 'own use' scope exception	1 July 2018
Amendments to IAS 40	Investment Property	Amendments to clarify transfers or property to or from investment property	1 July 2018
Amendments to IFRIC 22	Foreign Currency transactions and advance consideration	Amendments to clarify the accounting for transactions that include the receipt or payment of advance consideration in a foreign currency.	1 July 2019
Amendments to IFRIC 23	Uncertainty over income tax treatments	Addresses how to reflect uncertainty in accounting for income taxes.	1 July 2019

The Directors anticipate that the adoption of these standard and the interpretations in future period will have no material impact on the financial statements of the company.

2.4 Consolidation

(a) Subsidiaries

The group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary amounts reported by subsidiaries have been adjusted to conform with the group's accounting policies.

(b) Changes in ownership interest in subsidiaries without change of control

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 30 JUNE 2017

2.4 Consolidation (continued)

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(c) Disposal of subsidiaries

When the group ceases to have control any retained interest in the entity is re- measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2.4 Investments in subsidiaries

Investments are held as non-current assets at cost less any provision for impairment. Where the recoverable amount of the investment is less than the carrying amount, impairment is recognised.

2.5 Intangible Assets

Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated. Costs are capitalised where the expenditure will bring future economic benefit to the company.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful economic lives.

2.6 Segmental reporting

Operating segments are reported based on financial information provided to the Board, which is used to make strategic decisions. The directors' believe that the only operating segment is that reportable for the investment in advanced due diligence technologies which can reduce risk for customers. There has been no revenue generated in the year and trading began post year. Accordingly, no separate segmental reporting has been produced.

2.7 Financial assets and liabilities

The group classifies it financial assets at fair value through profit and loss or as loans and receivables and classifies its financial liabilities as other financial liabilities. Management determines the classification of its investments at initial recognition. A financial asset or financial liability is measure initially at fair value. At inception transaction cost that are directly attributable to its acquisition or issue, for an item not at fair value through profit or loss, is added to the fair value of the financial asset and deducted from the fair value of the financial liability.

2.7 Financial assets and liabilities (continued)

(a) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the group provides money, goods or services directly to a debtor with no intention of trading the receivable. Loans are recognised when the funds are advanced to customers. Loans and receivables are carried at amortised cost using the effective interest method (see below).

(b) Other financial liabilities
Other financial liabilities are non-derivative financial liabilities with fixed or determinable payments. Other financial liabilities are recognised when cash is received from the depositors. Other financial liabilities are carried at amortised cost using the effective interest method. The fair value of other liabilities repayable on demand is assumed to be the amount payable on demand at the Statement of Financial Position date.

Amortised cost measurement
The amortised cost of a financial asset or financial liability is the amount at which the financial asset or liability is measured at initial recognition, minus principal payments, plus or minus the cumulative amortisation using the effective interest method of any difference between the initial amount recognised and maturity amount, minus any reduction for impairment.

Fair value measurement
Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date. The fair value of assets and liabilities in active markets are based on current bid and offer prices respectively. If the market is not active the group establishes fair value by using appropriate valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same for which market observable prices exist, net present value and discounted cash flow analysis.

Derecognition
Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the group has transferred substantially all of the risks and rewards of ownership. In transaction in which the group neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset and it retains control over the asset, the group continues to recognise the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset. There have not been any instances where assets have only been partly derecognised. The group derecognises a financial liability when its contractual obligation is discharged, cancelled or expire.

Impairment
The Group assesses at each financial position date whether there is objective evidence that a financial asset or group of financial assets is impaired. If there is objective experience (such as significant financial difficulty of obligor, breach of contract, or it becomes probable that debtor will enter bankruptcy), the asset is tested for impairment. The amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows (excluding future expected credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (that is, the effective interest rate computed at initial recognition).The carrying amount of the asset is reduced through use of an allowance account. The amount of loss is recognised in the Statement of Comprehensive Income.

2.8 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

2.9 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

2.10 Capital management

Capital is made up of stated capital, premium and retained earnings. The objective of the Company's capital management is to ensure that it maintains strong credit ratings and capital ratios. This will ensure that the business is correctly supported and shareholder value is maximized.

The Company manages its capital structure through adjustments that are dependent on economic conditions. In order to maintain or adjust the capital structure, the Company may choose to change or amend dividend payments to shareholders or issue new share capital to shareholders. There were no changes to the objectives, policies or processes during the period.

2.11 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against share capital.

2.12 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred.

Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings consist of interest bearing loans, which are considered to be issued at market rate. Borrowings also consist of interest-bearing debentures, which are quoted.

2.13 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 30 JUNE 2017

2.14 Income tax expense

Current income tax which is payable on taxable profits is recognised as an expense in the period in which the profits arise.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

3 Critical accounting estimates and judgments

The group makes certain judgements and estimates which affect the reported amount of assets and liabilities. Critical judgements and the assumptions used in calculating estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Research and development

Management judgement is required to determine whether any of the Group's individual research and development projects reached the development stage during the year in accordance with IAS 38 and whether any amounts should be capitalised as intangible assets based on management's assessment of the technical, commercial and financial viability of the individual projects.

4 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

4 Financial risk management (continued)

4.1 Financial risk factors

The Group's activities expose it to a variety of risks. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

a) Credit risk
The Group doesn't have any credit risk from lenders at the present time.

b) Cash flow and Interest rate risk
The Group has the loan with a related party at the accounting date. The Group accounts for the loan at fair value. The Group also has its debentures which are at a fixed rate of interest exposing the Group to fair value interest rate risk. The Group does not manage any cash flow interest rate risk.

c) Liquidity risk
The Group is careful to ensure that its loans and investments can be realised prior to the due date for the repayment of loans. This applies equally to the underlying investments of the companies or projects in which the Group invests.

d) Capital risk
The Group takes great care to protect its capital investments. Significant due diligence is undertaken prior to making any investment. The investment is closely monitored.

e) Market risk
The Group currently operates only in the United Kingdom and is exposed to market risks in that jurisdiction. A general economic downturn at a global level, or in one of the world's leading economies, could also impact on the Group. In addition, terrorism and other hostilities, as well as disturbances in worldwide financial markets, could have a negative effect on the Group. Regulatory requirements, taxes, tariffs and other trade barriers, price or exchange controls or other governmental policies could also limit the Group's operations. These risks are also applicable to most companies and the risk that the Group will be more affected than the majority of companies is assessed as small.

f) Price risk
The principal activity of the Group is the operation of its due diligence software platform to sell information to its clients. The Group does not have a diversified portfolio of services and is therefore at risk.

4.2 Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure appropriate for its growth plans.

In order to maintain or adjust the capital structure the Group may issue new shares or alter debt levels. There were no changes to the objectives, policies or processes either during the period.

5 Segment information

The Company's single line of business is the management and operation of its due diligence platform to sell reliable information to its clients. The Company began trading after the period end from August 2017. We will be able to report on how the costs are derived from each geographical segment when presenting the financial statements for the year ended 30 June 2018.

6 Operating loss

	2017 £
Operating loss is stated after charging:	
Audit fees	10,000
Directors remuneration	80,588

7 Employee benefit expense

Employees and Directors	2017 £
Wages and salaries	4,734
Directors remuneration	80,588
Social security costs	19,537
	104,859

The average monthly number of employees (including directors) during the period was:

	2017 Number
Directors	4
Staff	4
	8

8 Finance income and costs

	2016 £
Finance income	
Bank Interest	2
Finance costs	
Finance cost in relation to debentures	-
Other interest paid	(20,088)
	(20,086)

9 Taxation

	2017 £
Total current tax	-
Factors affecting the tax charge for the period	
Loss on ordinary activities before taxation	(301,328)
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19%	(57,252)
Non-deductible expenses	-
Tax losses carried forward	57,252
Current tax charge for the period	-

The Group has estimated tax losses of £301,328 available for carry forward against future trading profits. The deferred tax assets at a rate of 19% at the period-end of £57,252 has not been recognised in the financial statements due to the uncertainty of the recoverability of the amount. The Group is also in the process of applying for a corporation tax credit in respect of Research and Development expenditure.

10 Loss of parent company

As permitted by Section 408 of the Companies Act 2006 the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial period was £nil.

11 Loss per share

Basic earnings per share is calculated by dividing the earnings attributable shareholders by the weighted average number of ordinary shares outstanding during the period. Reconciliations are set out below:

	2017
Earnings/(losses) attributable to ordinary shareholders	(301,328)
Weighted average number of shares	101,000
Basic and diluted earnings/(loss) per share (in pence)	(2.98)

12 Dividends

No dividends were paid or proposed for the period ended 30 June 2017.

13 Development costs

Group

	Development Costs
	£
Cost	
Additions	418,269
At 30 June 2017	**418,269**

The Group's policy is to capitalise all development costs once it meets the IAS 38 guidelines. Amortisation of development costs will be over 5 years and will commence once the benefits start to be received by the Group.

14 Fixed asset investments

Company

	Shares in group undertakings
	£
Cost	
Additions	1
At 30 June 2017	1

The group had the following subsidiaries and associates at 30 June 2017, all of which have been included in the Group consolidation:

Name	**Country of incorporation and place of business**	**Nature of business**	**Proportion of ordinary shares held by parent and group (%)**
Kompli Global Limited	UK	Licensing	100.0

15 Trade and other receivables

	2017	Company 2017
	£	**£**
Current		
Trade receivables	-	-
VAT receivable	92,691	-
Prepayments	71,900	-
Amounts owed by Group undertakings	-	101,000
	164,591	101,000

16 Cash and cash equivalents

For the purposes of the Statement of Cash Flows, cash and cash equivalents include cash at banks and on hand and deposits with banks. Cash and cash equivalents at the end of the reporting period as shown in the Statement of Cash Flows can be reconciled to the related items in the Statement of Financial Position as follows:

	2017	Company 2017
	£	**£**
Cash and cash equivalents	42,713	-

The carrying amount of cash and cash equivalents approximates to its fair value.

17 Share capital

	2017
	£
Allotted, called up and fully paid	
101,000 Ordinary shares of £1 each	101,000

During the period the Group had the following share transactions:

On 20 February 2017, the Company issued 101,000 ordinary shares at the nominal value of £1.

18 Accumulated losses

	Group	Company
	£	**£**
At 1 July 2016	-	-
Loss for the period	(301,328)	-
At 30 June 2017	(301,328)	-

19 Borrowings

	Group 2017 £	Company 2017 £
Non-current		
Debentures and other loans	588,457	-
	588,457	-

	Repayment date	Annual interest
The Just Loans Group Plc	5 years	12%

12% interest has been charged on this loan and it is repayable within 5 years. Management have outlined this will not be repaid in the next twelve months.

20 Trade and other payables

	2017 £	Company 2017 £
Trade payables	165,009	-
Taxation and social welfare	-	-
Accruals	22,435	1
Other creditors	50,000	-
	237,444	**1**

Accruals principally comprise amounts outstanding for on-going expenses and accrued interest on issued debentures. The carrying amount of other payables approximates to its fair value.

Other creditors includes a directors loan of £50,000, this is interest free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE PERIOD ENDED 30 JUNE 2017

21 Cash generated from operations

	Group 2017 £	Company 2017 £
Loss before taxation	(301,328)	-
Adjustments for:		
Changes in working capital:		
- (Increase)/Decrease in trade and other receivables	(164,591)	(101,000)
- Increase/(Decrease) in trade and other payables	237,444	1
	(228,475)	(100,999)

22 Control

John Davies who owns 62% of the Company has the ultimate controlling party.

23 Related party transactions

Group

At the period end, John Davies, director, owed £50,000 in the form as a director's loan. This is interest free and repayable on demand.

At the period end, The Just Loans Group Plc was owed £588,457. This is charged 12%interest and fully repayable in the next 5 years.

24 Contingent liabilities

The Group has no contingent liabilities in respect of legal claims arising from the ordinary course of business.

25 Capital commitments

There was no capital expenditure contracted for at the end of the reporting period but not yet incurred.