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This document constitutes an AIM admission document relating to Pelatro Plc and has been drawn up in accordance with the AIM Rules for Companies. This document does not contain an offer of transferable securities to the public in the United Kingdom within the meaning of section 102B of FSMA and is not required to be issued as a prospectus pursuant to section 85 of FSMA. Accordingly, this document has not been drawn up in accordance with the Prospectus Rules and has not been approved by, or filed with, the FCA or any other authority which would be a competent authority for the purposes of the Prospectus Directive.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers. The London Stock Exchange has not itself examined or approved the contents of this document.

Application has been made for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on AIM at 8.00 a.m. on 19 December 2017. The Ordinary Shares are not dealt in on any other recognised investment exchange and no application has been, or is intended to be, made for the Ordinary Shares to be admitted to trading on any other such exchange. It is emphasised that no application is being made for the admission of the Ordinary Shares to the Official List.

The Directors whose names appear on page 6 of this document, and the Company accept responsibility, both individually and collectively, for the information contained in this document and for compliance with the AIM Rules for Companies. To the best of the knowledge and belief of the Directors and the Company (having 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.

Prospective investors should read the whole text of this document and should be aware that an investment in the Company involves a high degree of risk. In particular, the attention of prospective investors is drawn to Part 2 of this document which sets out certain risk factors relating to any investment in Ordinary Shares. All statements regarding the Group's business, financial position and prospects should be viewed in light of these risk factors.

Pelatro Plc

(incorporated and registered in England and Wales with registered no. 10630166)

Placing of 6,102,212 New Ordinary Shares at a price of 62.5 pence per share

Vendor Placing of 1,314,216 Ordinary Shares at a price of 62.5 pence per share

and

Admission to trading on AIM

Nominated Adviser & Broker



The Placing and Vendor Placing are conditional, amongst other things, on Admission taking place on or before 19 December 2017 (or such later date as the Company and finnCap may agree, but in any event not later than 29 December 2017). The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive all dividends or other distributions declared, made or paid after Admission.

This document does not constitute an offer of, or the solicitation of an offer to buy or subscribe for, Ordinary Shares to any person to whom, or in any jurisdiction in which, such offer or solicitation is unlawful and is not for distribution in or into the United States, Australia, Canada or Japan. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act") or qualified for sale under the laws of any state of the United States or under any applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered for sale or subscription, or sold or subscribed, directly or indirectly, within the United States, Australia, Canada or Japan or to, or for the account or benefit of, any US persons (as such term is defined in Regulation S under the Securities Act) or any national, resident or citizen of Australia, Canada or Japan.

finnCap, which is authorised and regulated in the United Kingdom by the FCA, is acting as nominated adviser and broker to the Company in connection with the Placing, Vendor Placing and Admission. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any

other person in respect of their decision to acquire shares in the Company in reliance on any part of this document. finnCap is acting exclusively for the Company and for no one else in connection with the Placing, Vendor Placing and Admission. finnCap will not regard any other person (whether or not a recipient of this document) as its customer in relation to the Placing, Vendor Placing and Admission and will not be responsible to any other person for providing the protections afforded to customers of finnCap or for providing advice in relation to the Placing and Admission or any transaction or arrangement referred to in this document.

The distribution of this document and the Placing and Vendor Placing, in certain jurisdictions, may be restricted by law. No action has been taken or will be taken by the Company, the Directors or finnCap to permit a public offer of Ordinary Shares or to permit the possession or distribution of this document in any jurisdiction where action for that purpose may be required. This document may not be distributed in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this document comes are required by the Company, the Directors and finnCap to inform themselves about and to observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of the relevant jurisdiction.

Prospective investors should rely only on the information contained in this document. No person has been authorised to give any information or make any representations other than as contained in this document and, if given or made, such information or representations must not be relied upon as having been authorised by the Company, the Directors or finnCap. Without prejudice to the Company's obligations under the AIM Rules, neither the delivery of this document nor any subscription made under this document shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Company or of the Group since the date of this document or that the information contained in this document is correct as of any time subsequent to the date of this document. finnCap has not authorised the contents of this document and, without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied, is made by finnCap Ltd as to the contents of this document and no responsibility or liability whatsoever is accepted by finnCap for the accuracy of any information or opinions contained in this document or for the omission of any material information from this document, for which the Company and the Directors are solely responsible.

The contents of this document are not to be construed as legal, business or tax advice. Prospective investors should consult their own professional advisers for legal, financial or tax advice in relation to an investment or proposed investment in Ordinary Shares.

Copies of this document will be available free of charge to the public during normal business hours on any day (except Saturdays, Sundays and public holidays) from the date of this document until the date which is one month after the date of Admission at the offices of the Company and from the Company's website (www.pelatro.com).

Forward-looking statements

This document contains statements that are, or may be deemed to be, "forward-looking statements". In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "anticipates", "believes", "could", "envisages", "estimates", "expects", "intends", "may", "plans", "projects", "should", "will" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements relate to matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs and current expectations of the Company or the Directors concerning, amongst other things, the results of operations, financial condition, liquidity, prospects, growth and strategies of the Company and the industry in which the Group operates.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The actual results, performance or achievements of the Company or developments in the industry in which the Group operates may differ materially from the future results, performance or achievements or industry developments expressed or implied by the forward-looking statements contained in this document.

Prospective investors are strongly recommended to read the risk factors set out in Part 2 of this document for a more complete discussion of the factors that could affect the Company's future performance and the industry in which the Group operates. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements in this document may not occur.

The forward-looking statements contained in this document speak only as at the date of this document. The Company undertakes no obligation to update or revise publicly the forward-looking statements contained in this document to reflect any change in expectations or to reflect events or circumstances occurring or arising after the date of this document, except as required in order to comply with its legal and regulatory obligations (including under the AIM Rules).

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PLACING STATISTICS

Placing Price	62.5 pence
Number of Existing Ordinary Shares	18,211,040
Number of EIS/VCT Placing Shares	4,375,428
Number of General Placing Shares	1,726,784
Number of New Ordinary Shares	6,102,212
Number of Vendor Placing Shares	1,314,216
Enlarged Share Capital	24,313,252
Percentage of the Enlarged Share Capital represented by the Vendor Placing Shares	5.41 per cent
Percentage of the Enlarged Share Capital represented by the New Ordinary Shares	25.10 per cent
Gross proceeds of the Placing receivable by the Company	c. £3.81 million
Gross proceeds of the Vendor Placing receivable by the Vendor Shareholder	c. £0.82 million
Estimated net proceeds of the Placing receivable by the Company	c. £3.0 million
Market capitalisation of the Company at the Placing Price	c. £15.2 million
ISIN Number	GB00BYXH8F66
SEDOL Number	BYXH8F6
LEI	213800U45T7TEZX38V60
TIDM	PTRO
Website	www.pelatro.com

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of publication of this document	13 December 2017
Admission and commencement of dealings	8.00 a.m. on 19 December 2017
CREST accounts credited (where applicable)	19 December 2017
Despatch of definitive share certificates (where applicable)	within 14 days of Admission

Notes:

References to time are to Greenwich Mean Time (GMT) unless otherwise stated. Each of these dates is subject to change at the absolute discretion of the Company and finnCap

DIRECTORS, SECRETARY AND ADVISERS

Directors	Richard Joseph Day (Non-Executive Chairman) Subash Menon (Managing Director) Sudeesh Yezhuvath (Executive Director) Nicholos ("Nic") James Hellyer (Finance Director) Pieter Christiaan Verkade (Non-Executive Director)
Company Secretary	Nic Hellyer
Registered Office	49 Queen Victoria Street London EC4N 4SA
Nominated Adviser and Broker	finnCap Ltd 60 New Broad Street London EC2M 1JJ
Solicitors to the Company	Memery Crystal LLP 44 Southampton Buildings London WC2A 1AP
Solicitors to the Nominated Adviser and Broker	Marriott Harrison LLP 11 Staple Inn London WC1V 7QH
Reporting Accountants and Auditors	Crowe Clark Whitehill LLP St Bride's House 10 Salisbury Square London EC4Y 8EH
Registrars	Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA
Financial PR	IFC Advisory Limited 73 Watling Street London EC4M 9BJ
Website	www.pelatro.com

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"Admission"	admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
"AIM"	the market of that name operated by the London Stock Exchange
"AIM Rules for Companies" or "AIM Rules"	the rules for companies whose securities are admitted to trading on AIM, as published by the London Stock Exchange from time to time
"AIM Rules for Nominated Advisers"	the rules setting out the eligibility requirements, ongoing obligations and certain disciplinary matters in relation to nominated advisers, as published by the London Stock Exchange from time to time
"Articles of Association" or "Articles"	the articles of association of the Company adopted on 13 December 2017, a summary of certain provisions of which is set out in paragraph 7 of Part 5 of this document
"Board"	the board of directors of the Company
"certificated" or "in certificated form"	in relation to an Ordinary Share, recorded on the Company's register as being held in certificated form (that is not in CREST)
"Companies Act"	the Companies Act 2006, as amended
"Company" or "Pelatro"	Pelatro Plc, a company incorporated in England and Wales with registered number 10630166
"Concert Party"	all Shareholders in the Company prior to Admission, including Kiran Menon, Varun Menon, Sudeesh Yezhuvath, Suresh Yezhuvath and Ravi Shanmugam, together with anyone deemed to be acting in concert with them, as defined in the Takeover Code, including Subash Menon
"Corporate Governance Code"	the UK Corporate Governance Code issued by the Financial Reporting Council, as in force from time to time
"CREST"	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the CREST Regulations
"CREST Regulations" or "Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time
"Directors"	the directors of the Company at the date of this document whose names are set out on page 6 of this document or the directors of the Company from time to time as the context may require
"Disclosure and Transparency Rules"	the disclosure guidance and transparency rules sourcebook made by the FCA under Part 6 of FSMA
"EBITDA"	earnings before interest, tax, depreciation and amortisation

"EIS"	Enterprise Investment Scheme under provision of Part 5 of the Income Tax Act 2007
"EIS/VCT Placing"	the conditional placing by finnCap on behalf of the Company at the Placing Price of the EIS/VCT Placing Shares pursuant to the Placing Agreement
"EIS/VCT Placing Shares"	4,375,428 New Ordinary Shares to be issued by the Company pursuant to the EIS/VCT Placing
"Enlarged Share Capital"	the entire issued ordinary share capital of the Company immediately following Admission comprising the Existing Ordinary Shares and the New Ordinary Shares
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Existing Ordinary Shares"	the 18,211,040 Ordinary Shares that are in issue at the date of this document
"FCA"	the UK Financial Conduct Authority
"Founders"	Subash Menon and Sudeesh Yezhuvath
"Founder Associates"	Kiran Menon, Vanun Menon and Suresh Yezhuvath
"FSMA"	the Financial Services and Markets Act 2000, as amended
"General Placing"	the conditional placing of the General Placing Shares by finnCap on behalf of the Company at the Placing Price pursuant to the Placing Agreement
"General Placing Shares"	1,726,784 New Ordinary Shares to be issued by the Company pursuant to the General Placing
"Group" or "Pelatro Group"	the Company and its subsidiaries (as defined in the Companies Act) as at Admission
"Historic Pelatro Group"	Pelatro LLC, Pelatro Pte and Pelatro Solutions
"HMRC"	Her Majesty's Revenue & Customs
"Lock-in Agreement"	the agreement by which the Related Parties have agreed, with finnCap and the Company, to give certain undertakings with respect to their holdings of Ordinary Shares on Admission, details of which can be found in paragraph 12 of Part 5 of this document
"Locked-in Shareholders"	the Related Parties
"London Stock Exchange"	London Stock Exchange Plc
"New Ordinary Shares"	the 6,102,212 Ordinary Shares being the EIS/VCT Placing Shares and the General Placing Shares
"Nominated Adviser" or "finnCap"	finnCap Ltd, nominated adviser and sole broker to the Company
"Official List"	the Official List of the UK Listing Authority

"Ordinary Shares"	ordinary shares with a nominal value of 2.5 pence each in the capital of the Company
"Pelatro LLC"	Pelatro LLC, a wholly owned subsidiary of the Company incorporated in Delaware, US
"Pelatro Pte"	Pelatro Pte Limited, a wholly owned subsidiary of the Company incorporated in Singapore
"Placee"	an investor to whom Placing Shares are issued pursuant to the Placing
"Placing"	the EIS/VCT Placing and the General Placing
"Placing Agreement"	the conditional agreement dated 13 December 2017 made between the Company, the Directors, the Vendor Shareholder and finnCap relating to the Placing, details of which can be found in paragraph 12 of Part 5 of this document
"Placing Price"	62.5 pence per New Ordinary Share
"Placing Shares"	the 6,102,212 New Ordinary Shares to be issued to Placees pursuant to the Placing
"Prospectus Directive"	EU Prospectus Directive 2003/71/EC including any relevant measure in each member state of the European Economic Area that has implemented Directive 2003/71/EC
"Prospectus Rules"	the prospectus rules made by the FCA under Part 6 of FSMA
"QCA"	the Quoted Companies Alliance
"Related Parties"	the Founders, Kiran Menon, Varun Menon and Suresh Yezhuvath
"Relationship Agreement"	the relationship agreement dated 13 December between the Company, finnCap, the Founders and certain Related Parties, details of which can be found in paragraph 12 of Part 5 of this document
"SDC" or "Software Development Centre" or "Pelatro Solutions"	Pelatro Solutions Private Limited, the company with which the Group has an agreement for software development, implementation and support and is to be acquired pursuant to the SDC Acquisition Agreement
"SDC Acquisition"	the acquisition of the SDC by Pelatro to be completed on 12 December 2017, pursuant to the SDC Acquisition Agreement
"SDC Acquisition Agreement"	the agreement dated 12 December 2017 made between Pelatro and the SDC Vendors, pursuant to which the SDC Vendors have agreed to sell 100 per cent. of the SDC to the Company
"SDC Vendors"	Suresh Yezhuvath and Sandhya Menon
"Software Development Services Agreement"	the software development services agreement dated 12 December 2017 between Pelatro Pte and the SDC, further details of which can be found in paragraph 12 of Part 5 of this document
"Shareholders"	holders of Ordinary Shares from time to time

"Takeover Code"	The City Code on Takeovers and Mergers
"Takeover Panel"	the Panel on Takeovers and Mergers
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland
"UK Listing Authority"	the FCA acting in its capacity as the competent authority for the purposes of Part 6 of FSMA
"uncertificated" or "in uncertificated form"	in relation to an Ordinary Share, recorded on the Company's register as being held in uncertificated form in CREST and title to which may be transferred by means of CREST
"VAT"	value added tax
"VCT"	a company approved as a Venture Capital Trust under the provisions of part 6 of the Income Tax Act 2007
"Vendor Placing"	the conditional placing of Vendor Placing Shares by finnCap as agent for the Vendor Shareholder pursuant to the Placing Agreement
"Vendor Placing Shares"	the 1,314,216 Existing Ordinary Shares to be conditionally placed pursuant to the Vendor Placing
"Vendor Shareholder"	Suresh Yezhuvath
"\$", "USD" or "dollars"	US dollars, the lawful currency of the United States
"£", "GBP" or "sterling"	UK pounds sterling, the lawful currency of the United Kingdom

GLOSSARY OF TECHNICAL TERMS

"app"	an application, especially as downloaded by a user to a mobile device
"ARPU"	Average Revenue per User
"AT&T"	A T & T Inc.
"Bahamas Telecom"	BTC, Bahamas Telecommunications Company Ltd
"B2C"	business-to-consumer
"BI"	business intelligence
"Big Data"	large sets of structured and unstructured data
"capex"	capital expenditure
"CAGR"	Compound Annual Growth Rate
"Gartner"	Gartner, Inc.
"Globe Telecom"	Globe Telecom Inc.
"IBM"	International Business Machines Corporation, an American multinational computer technology corporation
"IN platforms"	Intelligent Network Platforms
"Inwi"	Inwi, a Moroccan telecommunications company, owned by Wana Corporate
"MCCM"	MultiChannel Campaign Management
"omnichannel"	multichannel
"Oracle"	Oracle Corporation, an American multinational computer technology corporation
"RFP"	request for proposal
"Robi Axiata"	Robi Axiata Limited, Bangladeshi mobile operator
"Smart Cambodia"	Smart Axiata Company Limited, Cambodian mobile operator
"SMS"	short message service
"SMSC"	short message service centre
"Sudatel"	Sudatel Telecom Group Limited
"Telcos"	telecommunications companies
"USSD"	Unstructured Supplementary Service Data
"Vodafone"	Vodafone Group plc

PART 1 - INFORMATION ON THE GROUP

1 INTRODUCTION

Pelatro Plc provides precision marketing software for use by its customers in B2C applications, with a current focus on providing multi channel campaign management software to Telcos that provides a contextualised, relevant and personalised solution for end users.

Pelatro, which was incorporated in February 2017 and acts as a holding company for the Group, is incorporated in the UK with subsidiaries in the US and Singapore and the SDC in Bangalore India, which was acquired on 12 December 2017 and at that time became a wholly owned subsidiary of the Company. The Group's software development and implementation teams are employed by the SDC and the Group's IP is held through its Singaporean subsidiary. The Group has been operating since March 2013 and its solution is currently deployed in six Telcos with two further implementations scheduled. This resulted in the Group moving into profitability in 2016.

Pelatro's precision marketing solution, mViva, uses Big Data analytics to study growing end user data to reveal patterns, trends, associations and key behavioural traits.

mViva then applies algorithms to analyse this data and to identify patterns for each end user. Based on this analysis, relevant offers (which can include additional services or customised campaigns) are made to end users through a variety of channels like SMS, email and apps. mViva allows customers to generate smaller relevant segments of end users, which can be as small as one end user. By using mViva's targeted approach, Pelatro's customers have experienced an increase of up to 5 per cent. of annual incremental revenue per end user through the upselling of products.

mViva is currently deployed by six Telcos across Asia, Africa and the Caribbean and is being implemented in two others. These contracts mean the software will be used by Telcos to target a combined user base of more than 120 million.

The Company is undertaking the Placing as the Directors believe a much larger opportunity exists globally amongst Telcos, both in terms of potential customers and additional products. In addition, the Company has also identified other industry verticals which could provide an additional opportunity once the Group develops a suitable product and marketing strategy, which it only expects to do after further penetration into potential Telco customers.

2 HISTORY AND BACKGROUND

The origins of the Group began in March 2013 when Kivar Infotech Private Limited, which was subsequently renamed Pelatro Solutions Private Limited (the "SDC"), was incorporated in India by Subash Menon and Sudeesh Yezhuvath, who previously worked together in developing Subex Limited, a global leader in Telco software for business optimisation, to carry out development work and implementation services in relation to mViva.

Pelatro LLC was subsequently founded in the US in March 2015 by Subash Menon and Sudeesh Yezhuvath with the objective of offering specialised, enterprise class software solutions for precision marketing campaigns which had been developed by the SDC, as described below. The focus of the business has been on the Telco vertical which has been undergoing a series of challenges, including market maturity, saturation and customer churn. In addition, there are increased customer demands and higher expectations of Telcos' offering at lower price points. The Group undertook extensive studies of the industry's requirements and designed an innovative solution based on the fundamental premise that Telcos need to move away from a 'one size fits all' approach and address each individual subscriber with products and offerings that are contextual, relevant and personalised.

Pelatro LLC entered into an agreement with SDC in India in 2015 under which the SDC was engaged to develop, implement and support the software, mViva. The Group secured its first contract and generated revenues in 2015. In 2016, the Group won two new contracts and achieved revenues of \$1.2 million and profit after tax of \$0.3 million. Today, its solution is applied to over 120 million end users globally, with its solution having been deployed in eight Telcos.

In 2015, Pelatro LLC acquired 90% of Pelatro Solutions before it was then acquired in the subsequent year by Sudeesh Yezhuvath, Kiran Menon and Varun Menon. Subsequently, ownership of Pelatro Solutions was transferred to the SDC Vendors on 1 July 2017. The Company acquired the SDC pursuant to the SDC

Acquisition Agreement on 12 December 2017.

In November 2016, Pelatro Pte was incorporated in Singapore and its initial subscribers were Sudeesh Yezhuvath and Kiran Menon. In January 2017 98% of Pelatro Pte was acquired by Pelatro LLC and Pelatro Pte entered into a software development services agreement with the SDC at the same date whereby the SDC provided development services for mViva but for the benefit of the Group. Subsequently Pelatro Pte became a wholly owned subsidiary of the Company on 7 September 2017. The Group's IP is held by Pelatro Pte.

Finally, Pelatro Plc was originally incorporated as Beraf Technologies Limited in England and Wales before being renamed Pelatro Limited. The company was re-registered as a Plc in July 2017 and subsequently acquired both Pelatro LLC and Pelatro Pte in September 2017 and the SDC on the 12 December 2017.

3 PRODUCT AND TECHNOLOGY

The Directors believe that Telcos face a growing number of challenges: their products and services have become increasingly commoditised and thus differentiation is becoming more of a challenge. Further, end users tend to look at telecommunications services as a utility, resulting in decreasing margins for Telcos. Finally, as a mature industry, the revenue potential from new customers is limited. Telcos need to look to existing customers to generate new revenue streams.

The Directors believe that these challenges call for a three pronged strategy from the Telcos:

- Increase Average Revenue Per User (“ARPU”)
- Increase customer retention
- Increase share of spend by each customer

This strategy requires that Telcos adopt a new approach, by engaging end users in a personalised manner and through continuous dialogue, which can then help the Telco to understand the actual needs of the customer and market accordingly. Following discussions with various Telcos, the Directors believe that a significant element of their strategy will be focused on effective campaign management, which benefits from precision marketing. Pelatro's success in winning contracts demonstrates recognition of this by Telcos and establishes the fact that Pelatro's product has helped Telco customers to increase their revenue materially.

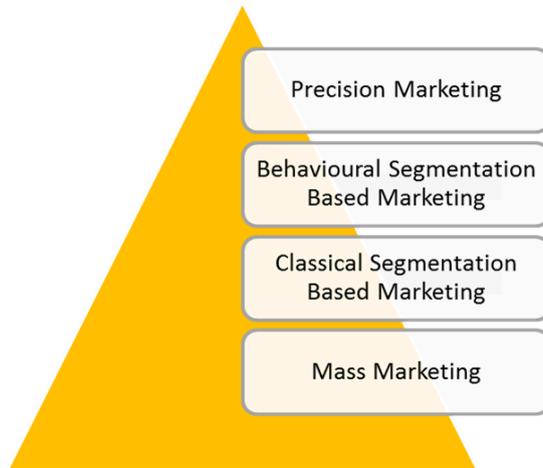
3.1 PRECISION MARKETING

Mass marketing, used by many Telcos, involves sending campaigns and offers to large groups of customers in the network, with little basis for differentiation. This has been documented to produce insubstantial results and Telcos are therefore attempting to increase the number of segments of their own end user base to enable them to send different offers to different segments. The method used for segmentation is therefore very important. Initially, classical segmentation methods, such as those based on revenue generated and minutes of use, were used.

Subsequently, with the arrival of data warehouses, business intelligence segmentation based on actual behaviour of end users has become increasingly possible, and most of the Telcos practice this to some extent. Segments are defined based on behaviour (e.g. all high value customers whose spend has been reducing 10 per cent. compared to average weekly spend), and the segments derived from rules are then sent generic campaigns designed by the marketing team.

However, even when using sophisticated data warehouses, or BI tools, it has been observed that the offer-acceptance percentage ratio is around low single digits. This means that the great majority of those to whom these offers have been sent have found the offers irrelevant.

The key to precision marketing is to be relevant to end users in order to drive up the offer-acceptance ratio and that is where mViva can play a key role.



Precision marketing is founded on the principle of using data-driven insights to deliver the right message, to the right person, at the right time. Since this captures the context of the customer, the relevance would be fairly high.

Precision marketing requires full knowledge of the needs and behaviour of each customer in their individual context. The Directors believe that the next evolution in campaign management is to be more customer-centric and not product-centric. This approach will demand deep insight into the customer's behaviour and context.

The Directors believe that mViva is a next generation solution focused on using contextual data coupled with relevant micro-segmentation to facilitate precision marketing. mViva uses contextual data to come up with offers and actions that are relevant and interesting to a pin-pointed segment, or even one individual.

3.2 ***MVIVA FEATURES***

mViva offers a variety of features that help Telcos to achieve precision marketing:

- Multi-dimensional customer profile
- "Segment of one" marketing
- Micro segmentation based on any combination of the customer profile fields
- Individualised, targeted, multi-stage campaigns
- Streaming analytics based real-time campaigns
- Statistical and machine learning based analytics
- Analytical capability to collate and display usage data across various parameters like revenue, age in network, ARPU etc. with drill down facility
- Real-time insights
- Offers based on resellers / dealers
- Closed loop marketing solution
- Customer lifecycle management
- Big data capabilities
- Full functional workflow
- Analytical dashboards and reports
- Multi-channel communications
- Cloud ready
- Calendar functionality with scheduling capability

3.3 ***MVIVA BENEFITS***

Relevant information is gleaned out of transaction records of the end user – such as calls, recharges, messages, downloads and complaints. Intelligent algorithms are then applied to analyse through these large volumes of data to identify patterns and the context of each customer. Each customer can then be provided with a relevant offer. The system has the ability to work with post-paid and pre-paid customers in all types of telecommunication service providers. At a high level, the product offers the following features and benefits:

- Intelligent micro-segmentation based on dynamic parameters, which allow identification of customers with similar profiles and needs
- Intelligent offers based on each micro-segment, which increases adoption of offers
- Drives additional usage and recharges through the delivery of offers relevant to the customer, at the right time
- Increases cross-sales and up-sales through offers relevant to the customer
- Increases efficiency of campaigns through relevant targeting leading to the increased acceptance of campaigns
- Increases speed of campaign production
- Increases number of concurrent campaigns
- Increases ability to “test-and-learn” by putting out multiple pilot campaigns
- Full functional workflow including integration with a variety of network elements like Intelligent Network platforms, SMS Centre, charging systems, billings systems, mediation device and other systems for automatic dispatch of offers

mViva has, thus far, resulted in incremental revenue increases of up to 5 per cent, per year, per customer, for the Telco through these features.

3.4 ***INTELLECTUAL PROPERTY***

A key element of a software business is intellectual property and its ownership. The Group has developed innovative and cutting edge technology which has helped it to differentiate its product from that of the competition. This technology is being continuously improved and developed to maintain the differentiating edge. The entire intellectual property is developed by the SDC and is fully owned by the Group.

3.5 ***BARRIERS TO ENTRY***

There are several barriers to enter Pelatro's business, including deep knowledge of the domain, data science, algorithms and advanced software languages. In addition to these, the time required to develop a commercial product like mViva runs into several years and the Directors believe that mViva is currently the most advanced product available.

4 ***CUSTOMERS AND PIPELINE***

mViva is equally applicable for a variety of verticals such as Telcos, retail and financial services, however, currently Pelatro is currently focused on Telcos.

The operators in the Telco sector are broadly classified into three Tiers – Tier 1, Tier 2 and Tier 3. Within Tier 1, there are Global Tier 1 operators like AT&T and Vodafone and Regional Tier 1 operators like Axiata Group and Globe Telecom Philippines. Telcos are tiered by their number of subscribers and position in the market in which they operate. Pelatro currently targets Regional Tier 1 operators, Tier 2 operators and Tier 3 operators.

Pelatro's current customers are as follows:

Robi Axiata Limited, Bangladesh: A regional Tier 1 operator with approximately 70 million subscribers.

Smart Axiata Limited, Cambodia: A Tier 2 operator with approximately 12 million subscribers. It is the largest operator in Cambodia.

Dialog Axiata Plc, Sri Lanka: A Tier 1 quad (provides mobile, fixed line, broadband and digital TV services) play operator with approximately 12 million subscribers. It is the largest operator in Sri Lanka.

Celcom, Malaysia: A Tier 1 operator with approximately 14 million subscribers.

Bahamas Telecom, Bahamas: A Tier 3 operator with approximately 250,000 subscribers.

Inwi, Morocco: A Tier 2 operator with approximately 15 million subscribers.

Sudatel, Sudan: A Tier 2 operator with approximately 14 million subscribers.

Expresso, Senegal: A Tier 2 operator with approximately 3 million subscribers.

In addition to the above customers, the Company is in discussions with a further 18 Telcos, across 4 continents, of which six are in advanced stage. The 12 month pipeline includes customers with a combined subscriber base of approximately 150 million.

4.1 Customer Case study - Robi Axiata

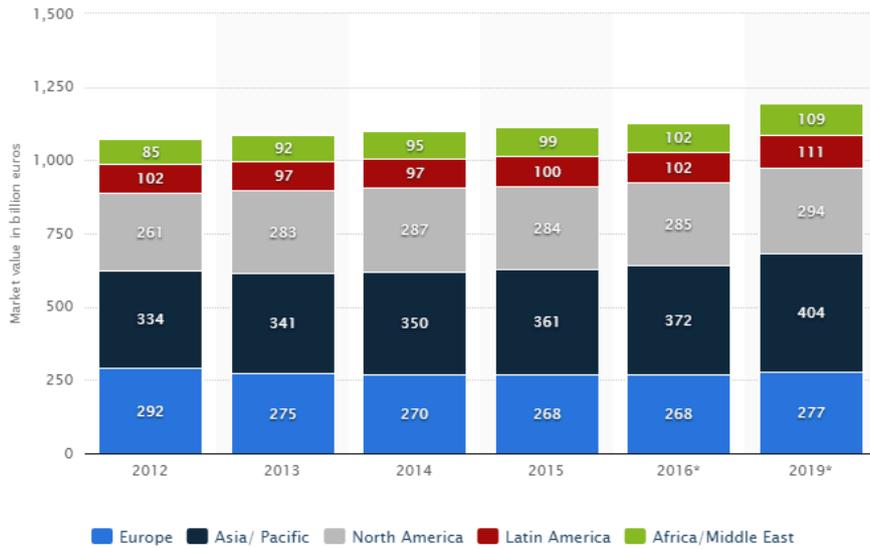
Robi Axiata is the second largest mobile operator in Bangladesh. Prior to engaging with Pelatro LLC (subsequently novated to Pelatro), Robi Axiata used a UK company, Business Logic Systems as its vendor. After failing to meet their requirements, Robi Axiata invited various vendors (IBM, SAS, Intersec, Lumata, Pelatro LLC and others) to demonstrate a set of use cases. This process was repeated three times as the use cases became more complex. Following this detailed process, Pelatro LLC was shortlisted.

Those on the final shortlist were thoroughly examined on a number of technical aspects such as product architecture, deployment architecture, scalability, high availability and computing environment. Pelatro LLC was then chosen to participate in a proof of concept implementation phase. After successful completion, Robi Axiata entered into a contract with Pelatro LLC and paid for a 5 year licence for 25m subscribers. Subsequently this has been upgraded twice resulting in a current licence for unlimited subscribers.

5 THE INDUSTRY AND MARKET

The global Telco industry had an estimated revenue base of over US\$1.3 trillion in 2016. The break-up by region, in millions of Euros, is given below. The projected CAGR from 2016 to 2019 on this large base of revenue is 2% (Source: Statista).

Chart 1



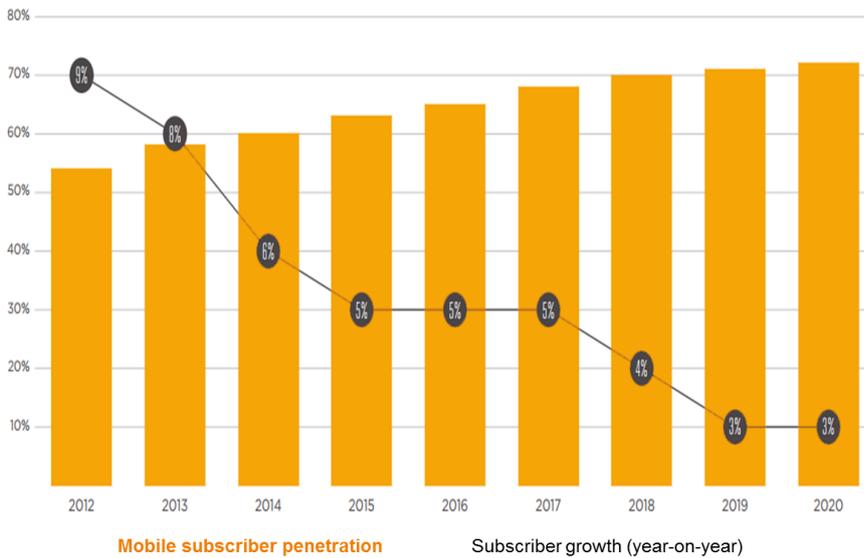
© Statista 2017

Source: Statista (2017)

As per the details of a study conducted by GSM Association, the global association of all mobile operators, the number of mobile subscribers was 4.8 billion at the end of 2016 and is expected to grow to 5.7 billion by the end of 2020. This means a net addition of 225 million subscribers each year, representing a CAGR of approximately 4.39 per cent from 2016 to 2020. This compares with a net addition of 650 million, in 2011, demonstrating the increased maturity of the industry. Chart 2 shows this strong trend of net new subscribers.

Chart 2

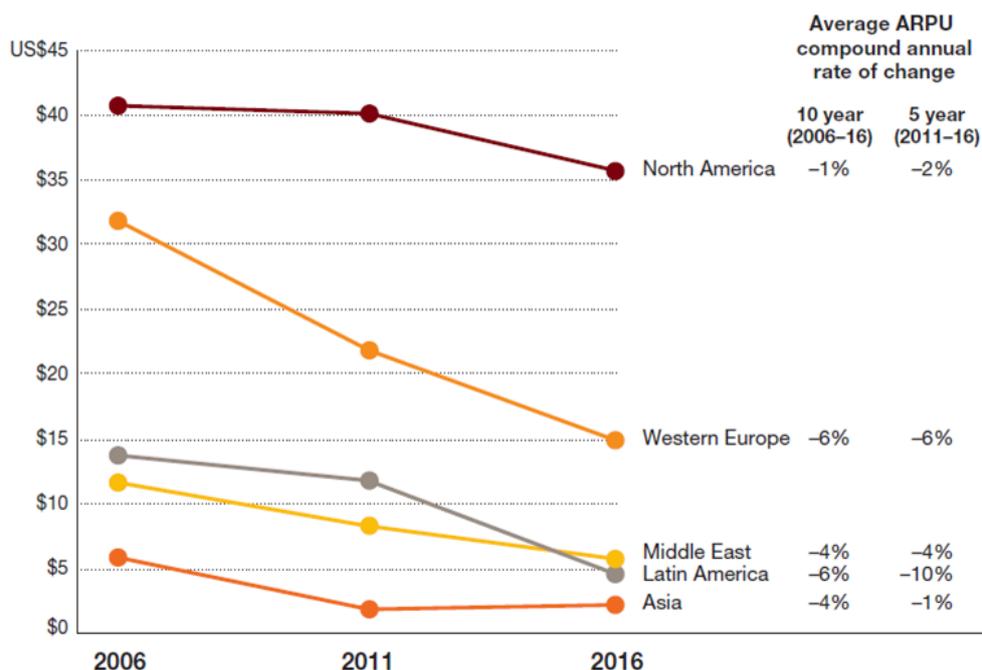
Unique mobile subscriber penetration (global average)



Source: GSMA Intelligence 2016

The decline in net new subscribers has occurred at the same time as falling ARPU, as shown below in Chart 3.

Chart 3



Source: Strategy & Research and Analysis 2017

The combination of the reduction in net new subscribers and declining ARPU has increased pressure on Telcos in both developed and emerging markets. At some stage, the subscriber base is expected to reach full saturation and once that happens, revenue will start falling unless there is reversal in ARPU trends. The appreciation of these market dynamics has, in the view of the Directors, presented an opportunity for Pelatro, as Telcos are increasingly focused on increasing ARPU and reducing customer churn.

The Telco industry has traditionally invested heavily in various assets to ensure that the latest technology is offered to its subscribers. Telcos are expected to face a steady upward climb in capital expenditure, resulting in a further squeeze on their cash margins. This trend is partly driven by a global move in demand for new services, particularly for data. Though demand for these services has resulted in network congestion and lower network speeds leading to customer dissatisfaction. It is necessary for Telcos to redress these issues and that requires higher network capacity and advanced software solutions to minimise network usage. Thus, the operators are experiencing twin challenges of revenue sliding and capex increasing to allow additional network capacity.

It is in this scenario that next generation solutions like mViva become appealing to the Telco industry. An attractive aspect of mViva is the increased ARPU generated through its use, which drives high return on investment for the product due to the high precision achieved leading to higher acceptance of campaigns by subscribers, which in turn results in higher revenue. As per a new report from Gartner (Competitive Landscape: CSP Multichannel Campaign Management Worldwide 2017 published on 26 May 2017), the global market for Multichannel Campaign Management (MCCM) solutions across all verticals was estimated to be about US\$6 billion in 2015 with an expected growth rate of 24% from 2015 to 2018. Focusing on the Telco sector, Markets & Markets has forecast the market for MCCM to grow to US\$2.7 billion in 2019, reflecting a CAGR of 19% from 2014 to 2019.

6 GROWTH STRATEGY

The Directors believe that the Group's opportunities for profitable growth lie within mViva's innovative and differentiated offering and are limited only by its ability to reach the different Telcos and establish the value add and differentiation that the Company provides. The Company's profitable growth strategy has three main components – products, customer experience and markets.

6.1 PRODUCT

Pelatro's growth strategy is to ensure that the Company's product is the most advanced and is able to deliver a differentiated edge and add value to customers. From inception, the Company has focused on this aspect and has replaced the products of several established players such as IBM and Oracle to date.

The Directors believe that winning eight contracts in the past two and a half years suggests that mViva is superior to competing products. Pelatro intends to invest adequately to ensure that this superiority is enhanced with time by continuously developing advanced features and functionalities that add value to the operations of its customers.

6.2 CUSTOMER EXPERIENCE

The Directors believe that not only does mViva deliver superior customer experience for Telcos' own customers, but equally importantly, mViva also provides excellent customer experience for the Telcos themselves. This is achieved through proven processes to ensure on-time implementation, 24/7 support and a high level of responsiveness to the changing needs and expectations of customers. With regard to mViva, it delivers an end to end work flow starting with collection of all the relevant data in real time from a variety of network elements. Post that, mViva analyses the data and creates profiles of the subscribers which are then used by the marketing personnel of the Telco to design campaigns. The next step execution of the campaigns leading to provisioning of rewards and reporting. Finally, the solution learns from each interaction to further improve its intelligence thereby making it a closed loop solution.

6.3 MARKETS

The Company has a strategy to expand its target markets. The first element being to expand its reach in new geographies, principally Europe and North America, whilst continuing to expand its presence in geographies like Latin America, Africa and Asia. The Company believes that this will be achieved by strengthening the sales team. The current sales team is adequate to achieve the expected result for 2018 and the enhanced sales team will be able to deliver growth from 2019 onwards.

The second element is to add more products that are adjacent in nature and to sell these to the existing customer base. For example, a Loyalty Management Solution is likely to be complementary to mViva as the former endeavours to increase customer satisfaction leading to increased revenue.

As detailed earlier in this document, mViva should have application opportunities in other verticals like banking, financial services, insurance and retail. Thus, the third growth element is expected to be an entry into one or more of these markets in the medium term.

6.4 SALES STRATEGY

The Company has a clear sales strategy. This strategy, which encompasses all critical areas, will progressively open up new vistas and enable the Company to address larger market opportunities while positioning it as a key player in the chosen space. The Company employs various outreach channels like digital, references and conferences to identify potential opportunities. Given the nature of its business, most of the opportunities are for replacement of an incumbent solution and this has resulted in a wide market. The Company has a two pronged strategy - product and position. The first element product is to ensure that mViva is best in class and is able to deliver higher incremental revenue than the competing products. This is critical to succeed in a replacement situation as replacing an incumbent is a painful and expensive process. A potential customer has to be sure of the incremental benefit to be willing to take on the trouble of replacing their existing solution. Once the potential customer has become convinced about the incremental benefit on the basis of demonstrations and discussions, the second element is brought into play i.e. position, to provide total comfort for the potential customer to move forward. In the second element, the Company facilitates engagement between the potential customer and its existing customers for the former to learn from the experience of its existing customers and get references. Thus, these two elements work in tandem, to aim to achieve success.

7 COMPETITION

The Directors believe that the Company is well placed to deliver growth by displacing incumbent providers of campaign management software due to a variety of factors listed below:

- Superior and differentiated product
- Past experience of the Founders in building a similar company
- Marquee customers who are highly referenceable
- Low cost for development and support

Over the past two years, the Company has faced competition from approximately ten competitors. These

include a few global corporations that often offer campaign management systems as part of a wider software and service offering, and several regional and niche companies. In almost all of the bids that the Company has participated in, the Directors believe that mViva has been judged the best product based on detailed technical evaluation.

The Directors believe that the fact that Pelatro has been chosen multiple times, in competition with the largest players in the industry, lends additional credibility to the offering when the Company participates in new Request For Proposal (RFP) processes. In the “Competitive Landscape: CSP Multichannel Campaign Management Worldwide 2017” report published by Gartner on 26 May 2017, Pelatro was included among nine other vendors. It is pertinent to note that Pelatro is the youngest and the smallest company in that list, which goes to prove that mViva is well regarded in the marketplace .

8 REASONS FOR ADMISSION AND USE OF PROCEEDS

The Group, having already invested in the development of mViva and entered into its first commercial contracts, now intends to promote and sell the software globally. In order to do this it intends to invest and expand the Group's sales force through the hiring of approximately 3 or 4 new sales staff (£0.77 million per annum). The Company also intends to invest approximately £0.77 million in marketing. In addition, £0.75 million of the funds will be used for the costs of Admission and £1.5 million for general working capital purposes and to strengthen the balance sheet to better position the Company with prospective large scale customers. The Group is seeking to raise gross proceeds of approximately £3.8 million through the issue of 6,102,212 New Ordinary Shares, as well as Admission to AIM.

The Directors believe that Admission will additionally benefit the Group by:

- Providing access to capital to invest and take advantage of both organic and inorganic growth opportunities
- Improving the stature, credibility and transparency of the Group, in the industry, which will assist with certain potential customers

The proceeds will mainly be invested in sales and marketing, particularly in developed economies such as Europe and North America.

9 SELECTED FINANCIAL INFORMATION

The Group prior to the SDC Acquisition

The following summary financial information has been extracted from the Historical Financial Information set out in Section D and Section G Part 3 of this document should be read in conjunction with the full text of this document and with the financial information presented in Part 3. Investors should not rely solely on this summarised financial information.

	\$'000	\$'000	\$'000
	Twelve months ended 31 December 2015 (Audited)	Twelve months ended 31 December 2016 (Audited)	Six months ended 30 June 2017 (Unaudited)
Revenue	353	1,205	1,548
Gross profit	114	573	1,194
Operating profit	30	360	972
EBITDA*	73	509	1,037
Capitalised software development costs	173	366	237

* EBITDA is operating profit after adding back depreciation and amortisation

In accordance with IFRS, the Group capitalises only that proportion of expenditure on development of software which it can be demonstrated relates to securing future economic benefits for the Group.

The effect of the SDC Acquisition and the Placing

The historic financials for the SDC until 31 March 2017 are included in Section E of Part 3. In considering the effects of the SDC Acquisition on the Group's income statement, investors should note that the revenue of the SDC is derived from Group entities and therefore is included in the historic financial information of the Group either as costs of the Group either in the Group's Statement of Profit or Loss or as "Development of Intangibles" in the Group's Statements of Cash Flows. Therefore, it is important that investors do not add the revenues of the Group and the SDC in calculating the Group's revenues as enlarged by the SDC. Given the SDC has run at broadly break-even, the Group's profitability would have been broadly the same as that reported in Section 5 of Part 3, although a large proportion of the costs of the Group will be transferred to administrative expenses rather than cost of sales following the SDC Acquisition. For the period when the SDC was owned by the Group from 1 July 2015 to 1 August 2016, in assessing the Group's financial history investors should disregard the line items "Income from Discontinued Operations", "Assets Classified as held for sale" and "Liabilities directly associated with assets classified as held for sale", as these relate entirely to the SDC.

The effect of the SDC Acquisition and the Placing on the net assets of the Group is demonstrated in Part 4 "Unaudited Pro Forma Statement of Net Assets".

10 CURRENT TRADING AND FUTURE PROSPECTS

The Directors are pleased with the Company's performance during the current year to date, which is in line with expectations and shows continued new business wins and increasing demand for the Company's products and services.

The historical financial information for the six months ending 30 June 2017 shown in Part 3 demonstrates revenues increased to US\$1.55m from US\$0.2m in the comparable period in the previous year. As well as ongoing operations, the Company has continued to win new contracts in new geographies, adding Inwi, Dialog, Celcom and Espresso to its customer base this year. The Directors expect to announce further new contract wins over the coming months. In line with the Board's strategy and use of proceeds, the Company intends to add additional sales team members to support increased marketing and business development.

In addition, in the six months to 30 September 2017, the SDC generated revenue of INR 43,284,072 (US\$671,769)¹, generating a small loss after tax. As stated in paragraph 9 above, these revenues are derived entirely from Group entities, pursuant to the cost budget agreed under the terms of the SDSA.

11 BOARD OF DIRECTORS AND FOUNDERS

Subash Menon, age 52 – Co-Founder and Managing Director

Subash co-founded the Group in April 2013. Prior to Pelatro, Subash was the CEO and founder of Subex Limited ("Subex"), a company he transformed from a systems integrator in telecoms hardware to a global

¹ Exchange rate: 1:0.016 INR/USD

leader in Telco software for business optimisation. Subash also guided Subex through a successful IPO in India (NSE and BSE) in 1999 and through seven acquisitions in the UK, US and Canada, driving revenues to in excess of US\$100m, prior to leaving Subex in 2012.

Sudeesh Yezhuvath, age 48 – Co-Founder and Executive Director

Sudeesh co-founded the Group with Subash in 2013. Sudeesh joined Subash at Subex in 1993, where he worked as a Sales Engineer. There, he progressed to a board Director and Chief Operating Officer. Sudeesh exited from Subex in 2012, by which time it had grown to be a global leader with over 200 Telco operators, across more than 70 countries.

Nicholos (Nic) Hellyer, age 54 – Finance Director

Nic joined Pelatro in August 2017 as Finance Director. Nic is a Chartered Accountant who brings a wealth of board level experience from his 25 years' in Investment Banking. Nic spent the majority of his banking career at UBS and HSBC, advising on a wide range of transactions including public takeovers, private M&A, IPOs and other equity fund raisings. Nic has also spent time in industry as CFO of Buddi Limited, and is currently a consultant to Opus Corporate Finance.

Richard Day, age 57 – Non Executive Chairman

Richard joined the Board of Pelatro as Non-Executive Chairman in August 2017. Richard is a qualified solicitor with an abundance of experience in the financial services industry. Richard co-founded Arden Partners in 2002 and was instrumental in launching their admission to AIM in 2006. Richard also helped in successfully taking Cogenpower to AIM in 2016, a combined heat and power generating company of which he has been Non-Executive Director since 2015. In addition to this, Richard is currently the CFO of AIM listed iEnergizer and is on the board of EGS Energy as a non-executive director.

Pieter Christiaan Verkade, age 51 – Non Executive Director

Pieter was appointed to the Board of Pelatro in November 2017 as Non-Executive Director. He is also currently the Chairman and Co-Founder of Viva Africa, an African content aggregator and producer for music and video, a role he has held since February 2016. Prior to this, Pieter spent sixteen years working in numerous board level roles for various companies within the telecommunications industry. These included Discover Digital International, CoolMAIN, Telenor International, Orange and MTN, at which he worked across both Europe and Africa.

12 INFORMATION ON THE SDC AND THE SDC ACQUISITION

The SDC

Pelatro Solutions (the SDC) was founded in 2013, and carried out the development and implementation of mViva from its office in India. Subsequently in 2015, Pelatro LLC was incorporated and then acquired Pelatro Solutions, which became the Software Development Centre for the Group. Pelatro LLC divested its stake in the SDC in December 2016 to Sudeesh, Varun and Kiran who subsequently sold the SDC to the SDC Vendors on 1 July 2017. Pelatro LLC then entered into a software development services agreement with the SDC, which was subsequently novated to Pelatro Pte in January 2017, subsequent to which Pelatro Pte became a wholly owned subsidiary of the Company. Pursuant to that agreement, the Group was provided development and implementation services by the SDC. The Company acquired the SDC from the SDC Vendors for US\$34,644, pursuant to the SDC Acquisition Agreement, on 12 December 2017, such that the SDC is, at the date of this document, a 100% owned subsidiary of Pelatro Plc. For further information on the SDC acquisition please see paragraph 12.1.9 of Part 5 of this document.

Employees and Key Management of the SDC and the Group

Prior to the SDC Acquisition, the SDC employed 47 people, primarily in the software development and implementation teams. Key management of the SDC and the Group are as follows:

Anuradha, Chief Mentor

Anuradha has over 24 years of experience handling software development including 10 years at Siemens and 10 years at Subex. She was the Head of Engineering at Subex. She is the Chief Mentor with overall responsibility for recruitment, training, skill enhancement and general management of personnel.

Arun Kumar Krishna, Head of Engineering

Arun has over 16 years of experience handling software development and was Senior Project Manager

in charge of roadmap development for the two products that generated 80% of the revenue at Subex. He is Head of Engineering and is responsible for road map, development, implementation and support. The entire technical team reports to Arun.

Pramod Prabhakar, Chief Architect

Pramod has over 11 years of experience in software design and algorithms. He held the 9th rank globally in HackerRank in January 2013. He is the Chief Architect and is fully responsible for all aspects of product and deployment architecture.

George Thomas, Head of Data Analytics

George has over 11 years of experience in software development, specialising in applying statistics, machine learning and analytics to different areas in the Telco sector. He is the Head of Data Analytics with overall responsibility for areas like predictive analytics, modelling, machine learning, artificial intelligence and algorithms.

13 CORPORATE GOVERNANCE

The Directors recognise the value and importance of high standards of corporate governance. Accordingly, whilst the Corporate Governance Code does not apply to AIM companies, the Directors intend to observe the requirements of the Corporate Governance Code to the extent they consider appropriate in the light of the Company's size, stage of development and resources. The Board also proposes, so far as practicable, to follow the recommendations set out in the Corporate Governance Code for Small and Mid Sized Companies published by the Quoted Companies Alliance ("QCA Code").

13.1 Board

The Board will be responsible for the overall management of the Group including the formulation and approval of the Company's long term objectives and strategy, the approval of budgets, the oversight of Company operations, the maintenance of sound internal control and risk management systems and the implementation of Company strategy, policies and plans. Whilst the Board may delegate specific responsibilities, there will be a formal schedule of matters specifically reserved for decision by the Board; such reserved matters will include, amongst other things, approval of significant capital expenditure, material business contracts and major corporate transactions. The Board will formally meet six times each year to review performance.

On Admission, the Board will be comprised of five Directors, of whom three are executive and two are non-executive. The Board considers all of the non-executive Directors to be independent.

The Board has established an audit committee, remuneration committee and nomination committee with formally delegated duties and responsibilities, as described below.

13.2 Audit committee

The audit committee will be responsible for monitoring the integrity of the Company's financial statements, reviewing significant financial reporting issues, reviewing the effectiveness of the Company's internal control and risk management systems, monitoring the requirement for an internal audit function and overseeing the relationship with the external auditors (including advising on their appointment, agreeing the scope of the audit and reviewing the audit findings) and reviewing arrangements for the Company's employees to raise concerns about possible wrongdoing in financial reporting. The audit committee will initially comprise Richard Day and Pieter Verkade and will be chaired by Richard Day. The audit committee will meet at least twice times a year at appropriate times in the reporting and audit cycle and otherwise as required. The audit committee will also meet regularly with the Company's external auditors.

13.3 Remuneration committee

The remuneration committee will be responsible for determining and agreeing with the Board the framework for the remuneration of the chairman, the executive Directors and other designated senior executives and, within the terms of the agreed framework, determining the total individual remuneration packages of such persons including, where appropriate, bonuses, incentive payments and share options or other share awards. The remuneration of non-executive Directors will be a matter for the chairman and the executive members of the Board. No Director will be involved in any decision as to his or her own remuneration.

The remuneration committee will initially comprise Richard Day and Pieter Verkade and will be chaired by Richard Day. The remuneration committee will meet at least twice a year and otherwise as required.

13.4 **Nomination committee**

The nomination committee will be responsible for reviewing the structure, size and composition of the Board and identifying and nominating, for the approval of Board, candidates to fill vacancies on the Board as and when they arise.

The nomination committee will initially comprise Pieter Verkade and Richard Day and will be chaired by Pieter Verkade. The nomination committee will meet at least twice a year and otherwise as required.

14 **SHARE DEALING CODE**

The Company has adopted a share dealing code for Directors and applicable employees of the Group for the purpose of ensuring compliance by such persons with the provisions of the AIM Rules relating to dealings in the Company's securities (including, in particular, Rule 21 of the AIM Rules) and the Market Abuse Regulation (EU No. 596/2014). The Directors consider that this share dealing code is appropriate for a company whose shares are admitted to trading on AIM.

The Company will take proper steps to ensure compliance by the Directors and applicable employees with the terms of the share dealing code and the relevant provisions of the Market Abuse Regulation and the AIM Rules (including Rule 21).

15 **DIVIDEND POLICY**

The Directors currently propose to re-invest earnings of the Company to finance the development and expansion of the business and, accordingly, it is not envisaged that the Company will pay a dividend in the first twelve months following Admission.

The Board will, however, assess the desirability of the payment of dividends on an ongoing basis and will consider doing so when the development of the Company allows and the Board considers it commercially prudent to do so. The declaration and payment of dividends and the quantum of such dividends will, in any event, be dependent upon the Company's financial condition, cash requirements and future prospects, the level of profits available for distribution and other factors regarded by the Board as relevant at the time.

16 **TAXATION**

The attention of investors is drawn to the information regarding taxation set out in paragraph 17 of Part 5 of this document. This information is intended only as a general guide to the current tax position under UK taxation law for certain types of investor. **Investors who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK are strongly advised to consult their professional advisers.**

17 **DETAILS OF THE PLACING AND THE VENDOR PLACING**

finnCap has entered into the Placing Agreement with the Company, the Directors and the Vendor Shareholder. Under the Placing Agreement, finnCap has conditionally agreed, as agent of the Company, to use its reasonable endeavours to procure subscribers for the EIS/VCT Placing Shares and the General Placing Shares and purchasers for the Vendor Placing Shares at the Placing Price. The Placing Shares and Vendor Placing Shares are being placed with institutional and other investors. The Placing and Vendor Placing are not being underwritten.

The Placing and Vendor Placing are conditional, amongst other things, on Admission taking place on or before 19 December 2017 (or such later date as the Company and finnCap may agree, but in any event not later than 29 December 2017) and on the Placing Agreement becoming unconditional and not being terminated prior to Admission.

The Placing Shares will be issued credited as fully paid and will, on Admission, rank pari passu in all respects with the Existing Ordinary Shares including the right to receive all dividends or other distributions declared, made or paid after Admission. The New Ordinary Shares will represent approximately 25.10 per cent. of the Enlarged Share Capital.

After deduction of fees, commissions and expenses payable by the Company, the net proceeds of the Placing receivable by the Company will be approximately £3.0 million. A commentary on the proposed use

of the net proceeds of the Placing is given in paragraph 8 in this Part 1.

The Vendor Shareholder has indicated a desire to realise a proportion of his investment in the Company. Under the Vendor Placing, the Vendor Shareholder has agreed to sell 1,314,216 Vendor Placing Shares at the Placing Price and these shall be placed with investors by finnCap. The Vendor Placing Shares will represent approximately 5.41 per cent. of the Enlarged Share Capital at Admission. The Company will not receive any proceeds of the sale of the Vendor Placing Shares. After deductions of commissions payable by the Vendor Shareholder, the net proceeds of the Vendor Placing receivable by the Vendor Shareholder will be approximately £0.82 million.

18 LOCK-IN AND ORDERLY MARKET ARRANGEMENTS

Each of the Related Parties, who will together be beneficially interested in a total of 15,288,166 Ordinary Shares on Admission (representing 62.88 per cent. of the Enlarged Share Capital), have undertaken to the Company and finnCap that, except in limited circumstances, they will not dispose of any Ordinary Shares during the period of 12 months from Admission and that, during the period of 12 months from the first anniversary of the date of Admission, they will not dispose of any Ordinary Shares unless such disposal is made on an orderly market basis through the Company's broker from time to time.

Each of the other existing Shareholders have entered into separate orderly market deeds with the Company, pursuant to which the existing Shareholders undertake that they will, until 31 December 2018, retain their entire interest in Ordinary Shares and will not dispose of the legal or beneficial ownership or any other interest in any of the Ordinary Shares unless such disposal is made on an orderly market basis through the Company's broker from time to time following written consent of the Company.

Further details of the Lock-In Agreement is set out in paragraph 12 of Part 5 of this document.

19 RELATIONSHIP AGREEMENT

On Admission (and following completion of the Vendor Placing), Subash Menon, Kiran Menon, Varun Menon, Suresh Yezhuvath and Sudeesh Yezhuvath will be interested in Ordinary Shares as follows: Subash Menon, 9,684,244 (held by Subash Menon's sons, Varun Menon - 4,842,122 Ordinary Shares and Kiran Menon - 4,842,122 Ordinary Shares); Sudeesh Yezhuvath, 3,309,309 Ordinary Shares and Suresh Yezhuvath 2,294,613 Ordinary Shares respectively representing 62.88 per cent. in aggregate of the Enlarged Share Capital.

The Directors are satisfied that the Company is capable of carrying on its business independently of the Related Parties that all transactions and relationships between the Founders and the Founder Associates and the Company are and will continue to be at arm's length and on commercial terms.

To ensure that Shareholders are adequately protected in this regard, the Company and finnCap have entered into the Relationship Agreement with the Related Parties. Pursuant to the Relationship Agreement, the Founders have both given certain undertakings to the Company and finnCap to the effect that the Board can, amongst other things, operate on an independent basis. Further information on the Relationship Agreement can be found at paragraph 12 of Part 5 of this document.

20 ADMISSION, SETTLEMENT AND DEALINGS

Application has been made to the London Stock Exchange for the Existing Ordinary Shares and the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on AIM on 19 December 2017. The Ordinary Shares will be in registered form and will be eligible for settlement through CREST.

21 CREST

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles of Association contain provisions concerning the holding and transfer of Ordinary Shares in uncertificated form in accordance with the CREST Regulations. The Company has applied for the Ordinary Shares to be admitted to CREST with effect from Admission and Euroclear has agreed to such admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system 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.

In the case of Placees who have requested to receive New Ordinary Shares in uncertificated form, it is expected that CREST accounts will be credited with effect from 19 December 2017. In the case of Placees who have requested to receive New Ordinary Shares in certificated form, it is expected that share certificates will be despatched by post within 14 days of the date of Admission.

No temporary documents of title will be issued. All documents sent by or to a Placee who elects to hold Ordinary Shares in certificated form, or at his or her direction, will be sent through the post at the Placee's risk. Pending the despatch of definitive share certificates, transfers will be certified against the register of members of the Company.

22 THE TAKEOVER CODE

The Company is a public company incorporated in England and Wales and its Ordinary Shares will be admitted to trading on AIM. Accordingly, the Takeover Code applies to the Company.

The Takeover Code governs, inter alia, transactions which may result in a change of control of a company to which the Takeover Code applies. Under Rule 9.1 of the Takeover Code any person who acquires, whether by a series of transactions over a period of time or not, an interest (as defined in the Takeover Code) in shares which, taken together with shares in which he is already interested or in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, that person will, except with the consent of the Panel, be required to make a general offer to all the remaining shareholders to acquire their shares. Similarly, Rule 9 of the Takeover Code also provides that when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, then, except with the consent of the Panel, such person shall extend offers, on the basis set out in Rules 9.3, 9.4 and 9.5 of the Takeover Code, to the holders of any class of equity capital whether voting or non voting and also to the holders of any other class of transferable securities carrying voting rights.

An offer under Rule 9 must be in cash and must be at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the company in question during the 12 months prior to the announcement of the offer.

Where any person who, together with persons acting in concert with him, holds shares carrying more than 50 per cent. of the voting rights of a company, and such person or any person acting in concert with him, acquires any further shares carrying voting rights, the concert party as a whole will not generally be required to make a general offer to the other shareholders to acquire the balance of their shares, though Rule 9 of the Takeover Code would remain applicable to individual members of a concert party who would not be able to increase their percentage interests in the voting rights of such company through or between Rule 9 thresholds without Panel consent.

The Takeover Code defines persons "acting in concert" as comprising persons who, pursuant to an agreement or understanding (whether formal or informal), co operate to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. "Control" means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control. A person and each of its affiliated persons will be deemed to be acting in concert with each other. There is a non exhaustive list of persons who will be presumed to be acting in concert with other persons in the same category unless the contrary is established.

Based on the information available, a concert party, as defined in the Takeover Code, is presumed to exist, consisting of all shareholders in the Company prior to Admission. Immediately following Admission, the Concert Party will be interested in, in aggregate, 16,896,824 issued Ordinary Shares representing approximately 69.50 per cent. of the Enlarged Issued Share Capital.

Since, on Admission, the Concert Party will together hold Ordinary Shares carrying more than 50 per cent. of the voting rights of the Company, it will be free to increase its aggregate holding of shares carrying voting rights in the Company without any obligation to make a general offer for the Company under Rule 9.

23 EIS AND VCT STATUS

VCT

The Company has obtained advance assurance from HMRC that the New Ordinary Shares in the Company should represent a “qualifying holding” for the purposes of investment by VCTs. The continuing status of such New Ordinary Shares as a qualifying holding for VCT purposes will be conditional, inter alia, on the New Ordinary Shares being held as a “qualifying holding” for VCT purposes throughout the period of ownership. Neither the Company nor the Directors nor the Company’s advisers give any warranty, representation or undertaking that any VCT investment in the Company will remain a qualifying holding.

EIS

The Company has obtained advance assurance from HMRC to confirm that they would be able to authorise the Company to issue certificates under section 204 of the Income Tax Act 2007 in respect of New Ordinary Shares issued to individuals, following receipt from the Company of a properly completed compliance statement (EIS 1 form) within the prescribed time limit stipulated in section 205(4) of the Income Tax Act 2007. The continuing status of such New Ordinary Shares as qualifying for EIS purposes will be conditional on the qualifying conditions being satisfied throughout the relevant period of ownership. Neither the Company nor the Directors nor the Company’s advisers give any warranty, representation or undertaking that any investment in the Company by way of such shares will remain a qualifying investment for EIS purposes. EIS eligibility is also dependent on a Shareholder’s own position and not just that of the Company. Accordingly, prospective investors should take their own advice in this regard.

24 FURTHER INFORMATION

The attention of prospective investors is drawn to the financial and other information set out in Parts 2 to 5 inclusive of this document, which provide additional information on the Company. In particular, prospective investors are advised to consider carefully the risk factors relating to any investment in Ordinary Shares set out in Part 2 of this document.

PART 2 - RISK FACTORS

Any investment in the Ordinary Shares would be subject to a number of risks. Prior to investing in the Ordinary Shares, prospective investors should consider carefully the factors and risks associated with any investment in the Ordinary Shares, the Company's business and the industry in which it operates, together with all other information contained in this document including, in particular, the risk factors described below. Additional risks and uncertainties that are not currently known to the Company, or that it currently deems immaterial, may also have an adverse effect on the Company's business, financial condition and operating results. If this occurs the price of the Ordinary Shares may decline and investors could lose all or part of their investment. Investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in light of the information in this document and their personal circumstances.

The following is not an exhaustive list or explanation of all risks that prospective investors may face when making an investment in the Ordinary Shares and should be used as guidance only. The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materialising, of the potential significance of the risks or of the scope of any potential harm to the Company's business, prospects, results of operation and financial position.

GENERAL RISKS

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result. A prospective investor should consider with care whether an investment in the Company is suitable for them in the light of his personal circumstances and the financial resources available to him.

Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the investment objectives of the Company will be achieved. Investors may not get back the full or any amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future.

Changes in economic conditions, including, for example, interest rates, currency exchange rates, rates of inflation, as well as industry conditions, competition, political and diplomatic events and trends, tax laws and other factors can substantially and adversely affect equity investments and the Company's prospects.

RISKS RELATING TO THE GROUP'S INDUSTRY, GROUP'S BUSINESS AND OPERATIONS

The Group has a clear growth strategy which will need to be managed and may distract focus from its day-to-day business and operations

As set out in Part I of this document, the Board intends to carry out certain growth and expansion strategies through developing its existing business into the Telco market. Although the potential of this market appears to be significant, there is the risk that the Company will be unable to achieve sales or profitability. The execution of the Company's growth and expansion strategies may also place strain on its managerial, operational and financial reserves and the failure to implement such a strategy may adversely affect the Company's reputation, business, prospects, results of operation and financial condition.

Business Strategy

The value of an investment in the Company is dependent, *inter alia*, upon the Group achieving the aims set out in this document. Although the Group has a clearly defined strategy, there can be no guarantee that its objectives will be achieved or that the Group will achieve the level of success that the Directors expect or that certain successes might not cannibalise previous successes. Furthermore, the Group may decide to change aspects of its strategy described in this document. The Group's ability to implement its business strategy successfully may be adversely impacted by factors that the Group cannot currently foresee, such as unanticipated market forces, costs and expenses or technological factors. Should it be unsuccessful in implementing its strategy or should it take longer than expected to implement, the future financial results of the Group could be negatively impacted.

The Company cannot ensure that any expansion into new markets will be successful

As part of its growth strategy the Group intends to explore opportunities in new markets as well as continuing to grow in its existing markets. Any expansion into new markets would expose the Group to a variety of risks including: different regulatory requirements; different customer preferences; managing foreign operations; and exchange rate risk.

The Company and its senior key personnel may expend working capital and management time on expansion into a new market which ultimately either proves to be unsuccessful or takes a much longer period than anticipated to become successful. Failures and/or delays in successfully launching into new markets or growing as planned in its existing markets may have a material adverse effect on the Company's results of operations and prospects.

Inability to find appropriate acquisition targets and/or integrate future acquisitions

The Group may consider acquiring other businesses if suitable opportunities become available. Any future acquisition poses integration and other risks which may significantly affect the Group's results or operations. To the extent that suitable opportunities arise, the Company may expand its business through the identification and acquisition of companies, technologies, products and services.

There can also be no assurance that even if the Group initially identifies a suitable acquisition or opportunity, this will prove to be suitable following due diligence or that the Group will obtain the financing necessary to complete and support such acquisitions or acquire businesses on satisfactory terms, or that any business acquired will prove to be profitable. In addition, the evaluation and integration of acquisitions of independent companies is complex, costly and a time-consuming process involving a number of possible problems and risks, including possible adverse effects on the Group's operating results, diversion of management's attention, failure to retain personnel, failure to maintain customer service levels, disruption to relationships with customers and other third parties, risks associated with unanticipated events or liabilities and difficulties in the assimilation of the operations, technologies, systems, services and products of the acquired companies.

No assurance can be given that the Group will be able to manage future acquisitions profitably or to integrate such acquisitions successfully without substantial costs, delays or other problems and any failure to achieve successful integration of such acquisitions could have a material adverse effect on the results of operations or financial condition of the Group. If the Group is unable to attract and retain key officers, managers and technical personnel, to adequately effect any such acquisitions and integration, the Group's ability to execute its business strategy successfully and to provide quality services to its customers could be materially and adversely affected.

Renewal of long term contracts

The Group's customers have no obligation to renew their contracts after the expiration of their initial licence. The Company cannot accurately predict renewal rates, which may decline or fluctuate as a result of a number of factors, including customer dissatisfaction with the Group's solution, customers' ability to continue their operations and spending levels and deteriorating general economic conditions. If the Group's customers do not renew their contracts for the Group's solution, the Group's ongoing revenue will decline and the Group's business will suffer.

The Company is reliant on key executives and personnel

Given the relatively small size of the Company, its business, development and prospects are dependent upon the continued services and performance of its Directors and other key personnel. In particular, the Group places significant reliance on Pelatro Solutions and the small number of people within it for the development and operational performance of mViva, and the loss of these personnel could affect the Group's product development and its ability to implement the software as required under its material contracts. The experience and commercial relationships of the Company's personnel help provide the Company with a competitive advantage. In order to be able to develop, support and maintain its business, the Company must also recruit and retain suitably qualified personnel. There is no assurance that it will always be able to do so on a timely basis. The Directors believe that the loss of services of any existing key executives, for any reason, or failure to attract and retain necessary additional personnel, could adversely impact on the business, development, financial condition, results of operations and prospects of the Company.

The Group is reliant on a small number of customers that provide a large proportion of its revenues

A small number of customers represent a significant proportion of the Group's total revenue although customers concentration has been reducing and is expected to continue to reduce. The relationship of the Company with its key customers could be materially adversely affected by a number of factors, including a decision by a key customer to change how, or from whom, they source the products currently provided by the Company, an inability to agree on mutually acceptable pricing terms or a significant dispute with or between the Company.

Furthermore the Group's customers may cease to use or reduce their use of the Group's products. Were a material number of customers to cease to use or reduce their use of the Group's products then this could materially and adversely affect the Group's business.

If the Company's commercial relationship with any of its key customers terminates for any reason, or if one of its key customers significantly reduces its business with the Company and the Company is unable to enter into similar relationships with other customers on a timely basis, or at all, the Company's business, its results of operations and/or its financial condition could be materially adversely affected.

The Group operates in a highly competitive industry and the advent of new technologies and industry practices may adversely affect the Group's business, results of operations and financial condition

The sector in which the Group operates is competitive and there can be no certainty that the Group will be able to increase or retain its market position. There can be no guarantee that the Group's current competitors or new entrants to the market will not bring superior technologies, products or services to the market or equivalent products at a lower price which may have an adverse effect on the Group's business.

Increased competition may cause price reductions, reduced gross margins and loss of market share, any of which could have a material adverse effect on the Group's business, financial condition and results of operations.

Competitors and potential competitors of the Group may have significantly greater financial, technical, marketing, service or resources than the Group and have access to a larger base of products, longer operating histories or greater name recognition. The Group's relative size, and the fact that it is a less established entrant to the market, may be considered negatively by prospective customers. In addition, the Group's competitors may be able to respond more quickly than the Group can to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products/ services and to their development.

Although the Directors believe that the Group will compete favourably in its targeted market, there can be no assurance that the Group can maintain its competitive position against current and any potential competitors, especially those with greater financial, marketing, service, support, technical and other resources.

The Group's business and operations may be adversely affected if the Group is not able to meet its service obligations under its various customer contracts

The service agreements contain turnaround times, are dependent on hitting customer requirements and standards to earn revenues. The consequence of missing any of these may adversely affect the Company's reputation, business, prospects, results of operation and financial condition.

The Group may be subject to data privacy breaches and any failure to protect confidential information could harm the Group's reputation and expose the Group to litigation or other actions

The Group is subject to a number of laws relating to privacy and data protection, including the UK's Data Protection Act 1988 and the Privacy and Electronic Communications (EC Directive) Regulations 2003, the General Data Protection Regulation (GDPR) (Regulation (EU) 2016/679) as well as relevant non-EEA data protection and privacy laws. Such laws govern the Group's ability to process, including to collect, use and transfer, personal information relating to its members, as well as personal information relating to its employees.

Despite controls to protect the confidentiality and integrity of customer information, the Group may breach applicable legal restrictions or may be subject to unauthorised third party access including by attack

from computer programmes who attempt to penetrate its network security and misappropriate confidential information.

If the Group or any of the third party service providers on which it relies fails to store or transmit information online in a secure manner, or if any unauthorised or unlawful loss, disclosure or destruction of personal data was otherwise to occur, the Group may be subject to sanctions, claims from third parties, including in relation to the infringement of privacy rights, and/or investigative or enforcement action (including criminal proceedings and significant pecuniary penalties) by the Information Commissioner's Office in the UK or similar regulatory authorities in other jurisdictions in which the Group operates.

Whilst the Group strives to comply with all applicable laws, regulations, policies and legal obligations relating to privacy and data protection, it is possible that such requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and/or may conflict with other rules or the Group's practices. Any perceived or actual failure to protect confidential data could harm the Group's reputation and credibility, reduce its sales, reduce its ability to attract and retain members or result in litigation or other actions being brought against it or the imposition of fines and, as a result, could have a material adverse effect on its business, results of operations and financial condition.

The Group will become subject to more onerous privacy and data protection legislation, with higher on-going compliance costs

The regulatory framework for privacy and data protection issues worldwide is evolving, and various government and consumer agencies and public advocacy groups have called for new regulation and changes in industry practices. For example, a new EU data protection framework in the form of the General Data Protection Regulation (the "GDPR") will replace the existing EU data protection regime in the United Kingdom and will be directly applicable in all EU Member States including the United Kingdom, without the need for implementing national legislation, from May 2018. The GDPR will place more onerous obligations on data controllers and will regulate data processors. The Group will be required to implement new policies and procedures in order to comply with these obligations.

In particular, the GDPR will broaden the definition of personal data, strengthen the rights of data subjects, increase penalties for non-compliance and continue to restrict the transfer of personal data to countries outside the EU. The GDPR will also limit what would be considered valid consent on behalf of an individual, introduce a "right to be forgotten" (a broadened right by individuals to have their data deleted at their request) and substantially increase the enforcement powers of the European Commission.

It is likely that new laws and regulations will be adopted in other jurisdictions where the Group operates or will operate and handles or shares data, including without limitation in the United States. Existing laws and regulations may also be interpreted in new ways that could affect the Group's business. The Group may need to commit significant employee and other resources to ensure compliance with new laws and regulations relating to privacy and data protection and adopt new business practices in a manner which could reduce its revenue or compromise its ability to effectively pursue its growth strategy, which could have a material adverse effect on its business, results of operations and financial condition.

If the Group fails to comply with new privacy and data protection laws when it is required to do so by the GDPR and other applicable laws and regulations, this may result in investigative or enforcement action (including criminal proceedings and significant increased penalties) by the Information Commissioner's Office in the UK or similar regulatory authorities in other jurisdictions in which the Group operates. This in turn could damage its reputation, lead to negative publicity, result in the loss of the goodwill of its existing members and deter new members, all of which would have a material adverse effect on the Group's business, results of operations and financial condition.

Reliance on Information Technology

The Group's dependency upon technology exposes the Group to significant risk in the event that such technology or the Group's systems experience any form of damage, interruption or failure. Any malfunctioning of the Group's technology and systems, or those of key third parties, even for a short period of time, could result in a lack of confidence in the Group's services, with a consequential material adverse effect on the Group's operations and results.

The Group's systems are vulnerable to damage or interruption from events including but not limited to:

- natural disasters;

- power loss;
- telecommunication failures;
- software failures;
- computer hacking activities; and
- acts of war or terrorism.

The Group's systems are also vulnerable to break-ins, sabotage and international acts of vandalism by internal employees and contractors as well as third parties. Any interruption in the availability of the Group's website, core cloud-based software solution, support site or telephone systems could create a business interruption and a large volume of customer complaints. The Group's products and the software on which they are based are complex and may contain undetected defects and problems may be discovered from time to time in existing, new or enhanced products. Undetected defects could damage the Group's reputation, ultimately leading to an increase in the Group's costs or reduction in its revenues.

The Group may need to comply with more onerous legislation with respect to the internet and online retail and marketing

The application or modification of existing laws or regulations relating to online marketing operations more, or the adoption of new laws and regulations relating to these matters, could materially and adversely affect the manner in which the Group conducts its business. For example, enhanced data protection laws may impose additional burdens on the Group and increase its costs of business, which could have a material and adverse effect on the Company's business, financial condition, results of operations and prospects.

Protection of intellectual property

The technology used by the Group includes software and other code and content which is owned by the Group and software that has been developed by third-parties, to which the Group has either been granted a third party licence or the Group uses an open source licence.

The Group is dependent on proprietary rights in software and other technology which relies on laws governing copyrights, trademarks and confidentiality for its protection. The Group is also dependent on contractual provisions regarding intellectual property ownership and licensing. These laws enable the Group to protect and/or enforce intellectual property rights in software, including the ability to restrict use of software to those who have obtained relevant authorisation. Failure of the Group to effectively restrict the use of software may result in another party copying or obtaining the software for unauthorised use or otherwise infringing the Group's intellectual property.

Some countries where the Group provides its service may not have adequate protection for intellectual property in their legal system, and policing unauthorised use of proprietary information internationally is both complex and costly. The Group may not be able to detect and prevent infringement of its intellectual property.

Whilst it is not uncommon for a company's technology to consist of both owned and licensed code, the Group's continuing right to use certain software is therefore dependent on the Group's relevant licensors to licence the use of that software. Any failure by the Group to comply with the terms of its licences could result in a licence being terminated by the relevant licensor, and the Group would no longer be entitled to continue its use of that software. As an additional consequence, the use outside of the terms of a software licence may provoke legal action for the infringement of the rights of the relevant licensor. The Group may not have adequate measures to ensure that it remains compliant with the terms stipulated in its licence to use that third party software.

The above issues related to the protection of the Group's intellectual property may adversely impact the Group's operating performance and increase its costs of business, which could have a material and adverse effect on the Company's business, financial condition, results of operations and prospects.

The Group may be unable to protect its intellectual property effectively from misappropriation by others, including current or potential competitors

The Group's success and ability to compete depend, in part, upon its proprietary technology and other intellectual property, including the "mViva" brand. Whilst the Group has a number of patent applications pending, there is no assurance that these will be granted and, at present, the business, its logo, brand

name, websites' domain names, content and proprietary technology underpinning the Group's websites and IT platform rely on the protection of registered domain names, copyright and trade secret laws and confidentiality agreements. However, not all of the Group's intellectual property has been or can be protected by registration. If third parties independently discover the Group's trade secrets or access proprietary information or systems, the Group may not be able to rely on any intellectual property rights to prevent the use of such trade secrets, information or systems by such parties and this could have a material adverse effect on the Group's business, results of operations and financial condition.

In addition, effective trademark, copyright, patent and trade secret protection may not be granted or be available in every jurisdiction in which the Group operates. Policing unauthorised use of the Group's proprietary information is difficult and expensive.

The Group may be the subject of claims of infringement of the rights of others or party to claims to determine the scope and validity of the intellectual property rights of others. In particular, the Group may be subject to copyright infringement claims in respect of third party developed software or other IT applications. Such claims, whether or not valid, could require the Group to spend significant sums in litigation, pay damages, re-brand or re-engineer services, acquire.

Litigation relating to the Group's intellectual property, whether instigated by the Group to protect its rights or arising out of alleged infringement of third party rights, may result in substantial costs and the diversion of resources and management attention and there can be no guarantees as to the outcome of any such litigation, or that it can be effectively used to enforce the Group's rights.

Existing Shareholder influence

Following Admission, the aggregate beneficial interest in the Company of the Related Parties will amount to 15,288,166 Ordinary Shares, being 62.88 per cent. of the Enlarged Share Capital. Accordingly, the Related Parties are in a position to have significant influence over the Company's operations and business strategy.

Notwithstanding that the Company, finnCap and the Related Parties have entered into the Relationship Agreement, as described in paragraph 12 of Part 5 of this document there is no guarantee that the Related Parties interests (either individually or jointly) will coincide with the interests of other Shareholders. The Related Parties will be in a position to exert significant influence over the Company's affairs, and will be able to significantly influence the outcome of any Shareholder resolution, irrespective of how other Shareholders vote.

The Related Parties (either individually or jointly) may cause the Company to take actions that are not in the interests of the Company or its other Shareholders. In the event that the interests of one or more of the Related Parties conflict with those of other Shareholders, or if the Concert Party (either individually or jointly) choose to cause the Company to pursue objectives that would conflict with the interests of the other Shareholders, such other Shareholders may be left in a disadvantageous position as a result of the actions of one or more of the Related Parties.

The Group's insurance cover may not be adequate enough to fully cover its liabilities

The Group has extensive insurance covering risks relating to its liabilities for operations and other generally insured risks, however, there can be no certainty that the Company's insurance cover is adequate to protect against every eventuality. The Company cannot be certain that it may not become a part to any insurance claim made either directly against the Company, supplier or a customer. The occurrence of an event for which the Company did not have adequate insurance cover could have a materially adverse effect on the business, financial condition and results of operations of the Company.

Group is exposed to fluctuations of the value of the Indian Rupee, Singapore Dollar and British Pound against the US Dollar, being the reporting currency for the Group

The Group generates revenues in currencies including pounds sterling, Indian Rupee, Singapore Dollar, US dollars and incurs costs in Indian Rupees and pounds sterling, while it prepares its financial statements in US dollars. The Group may therefore be subject to foreign exchange risk which may arise as a result of the Group having operations located in various parts of the world, as revenue and costs generated by international operations will be impacted by foreign exchange rates. Fluctuations in exchange rates between currencies in which the Group operates may cause fluctuations in the Group's financial results and cash flows which are not necessarily related to the Group's underlying operations.

Political and economic instability could adversely affect business and economic conditions in India generally and the Group's Business, results of operations and financial condition

A substantial part of the Group's development operations are undertaken in India. Consequently, political, economic, and social factors, changes in Indian law or regulations and the status of India's relations with other countries may adversely affect the Group's operations and its ability to carry out its business.

Since 1991, successive Indian governments have pursued policies of economic liberalisation and financial sector reforms. However, there can be no assurance that such policies will continue.

The Group and the Group's customers have significant operations in the developing countries, including Morocco, Sudan, Sri Lanka, Malaysia and Bangladesh. Investors in emerging markets should be aware that these markets are subject to greater risk than more developed markets, including in some cases significant legal, economic, tax and political risks. Investors should also note that emerging economies are subject to rapid change and that the information set forth in this document may become outdated relatively quickly.

The Group has to continuously evolve its product(s) and technologies to ensure that they do not become obsolete. Inability to keep up with the evolution of technology will materially impact the ability of the Group to sell/licence its product(s) and generate revenue.

The markets in which the Group operates are characterised by rapid technological change, changes in use and customer requirements and preferences, frequent product and service introductions employing new technologies, and the emergence of new industry standards and practices that could render the Group's existing technology and products obsolete or competitively impaired.

In order to compete successfully, the Group will need to continue to improve its products, and may need to develop and market new products and capabilities that keep pace with technological change. This may place excessive strain on the Group's capital resources which may adversely impact on the revenues and profitability of the Group or the Group's ability to achieve such developments.

The success of the Group depends on its ability to anticipate and respond to technological changes and customer preferences in a timely and cost-effective manner. There can be no assurance that the Group will be able to effectively anticipate and respond to technological changes and customer preferences in the future or, if it can do so, that it will have sufficient financial resource to respond effectively to such changes in a timely manner.

The Group's products could be superseded by superior technology, more competitively priced technology and products. Research and development by others may render the Group's products obsolete or competitively impaired.

The Group could be subject to future litigation

From time to time, the Group may be subject, directly or indirectly, to litigation arising out of its operations, with and without merit. Damages claimed under such litigation may be material or may be indeterminate, and the outcome of such litigation may materially impact the Group's business, results of operations or financial condition. While the Group assesses the merits of each lawsuit and defends itself accordingly, it may be required to incur significant expenses or devote significant resources to defending itself against such litigation.

Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty in the litigation process, there can be no assurance that there will be resolution of any particular legal proceeding. In addition, the adverse publicity surrounding such claims could have a material adverse effect on the Group's business, results of operations and financial condition.

The costs of compliance with AIM corporate governance and accounting requirements are significant

In becoming a public company, the Company will be subject to enhanced requirements in relation to disclosure controls and procedures and internal control over financial reporting. The Company may incur significant costs associated with its public company reporting requirements, including costs associated with applicable AIM corporate governance requirements. The Company expects to incur significant legal and financial compliance costs as a result of these rules and regulations and if the Group does not comply with all applicable legal and regulatory requirements, this may have a material adverse effect on the Group's

business, financial condition, results of operations and prospects.

The employment of Subash Menon and Sudeesh Yezhuvath by the Company is conditional on their receipt of the requisite permission to work in the United Kingdom

Subash Menon's and Sudeesh Yezhuvath's service agreements with the Company will commence on the later of Admission and having been granted leave under Tier 2 (Intra-Company Transfer). Until the necessary permission is granted, neither Subash Menon nor Sudeesh Yezhuvath will be eligible to work in the United Kingdom, their service agreements with the Company not come into effect and they will be employed by Pelatro Solutions. Until such permission is granted, or in the event that such permission is not granted, there will be no formal agreement setting out the terms of their employment with the Company. The Company will therefore not benefit from the usual protections afforded to it by director service agreements; in particular, it could not directly enforce any restrictive covenants to prevent Subash Menon or Sudeesh Yezhuvath from soliciting any business or customer of the Group. Given the reliance by the Company on Subash Menon and Sudeesh Yezhuvath any failure to receive the necessary permissions could have an adverse effect on the Company's business.

RISKS RELATING TO TAXATION

Future changes in tax legislation applicable to the Company's entities may reduce net returns to Shareholders

The tax treatment of the Group entities is subject to changes in tax legislation or practices in territories in which Group entities are resident for tax purposes. Such changes may include (but are not limited to) the taxation of operating income, investment income, dividends received or (in the specific context of withholding tax) dividends paid. Any changes to tax legislation or practices in countries in which the Group entities are resident for tax purposes may have a material adverse effect on the financial position of the Company and/or the Group entities, potentially reducing net returns to Shareholders.

There may be additional income tax burden due to POEM regulation in India

Statements in this document concerning the taxation of the Group could be subject to change. The Government of India has a tax legislation titled "Place of Effective Management" (POEM) which operates on the concept of the location of management control of any entity. If the location of management control of any entity, including those that are registered in other countries, is established to be in India, then the active business of that entity is deemed to be in India and the profit of that entity will be taxed as per Indian tax regulation.

The concept of the location and control of the Company's active business is indicative of the highest level of control of the Company, which is wholly a question of fact. The Company intends to manage its affairs so that it is not deemed to be an active business in India for tax purposes. However whilst the Company is not aware of any challenge to its current status under POEM, because there is no complete definition of the activities that constitute whether the Company is an active business in India, the Indian Government may contend successfully that the Company is not, in particular as two of the Company's executive Directors reside in India, thereby resulting in POEM being applicable and the Company becoming liable to pay additional tax, which will be the differential between the rate applicable in India and the rate paid by the Company for that particular financial year.

Were such a conclusion to be made, this could materially impact the tax payable by the Group and the results of the Group's operations could be adversely affected.

There can be no assurance that the Company will be able to make returns to Shareholders in a tax-efficient manner

It is intended that the Directors will structure the Group to maximise returns for investors in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not borne out in practice, taxes may be imposed with respect to any of the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Shareholders (or Shareholders in certain jurisdictions). Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends. In addition, the Company may incur costs in taking steps to mitigate any such adverse effect

on the post-tax returns for Shareholders.

EIS and VCT status

The EIS/VCT Placing Shares will be issued to investors seeking to benefit from the tax advantages available pursuant to the VCT and/or EIS legislation. The Company has obtained advance assurance from HMRC that the VCT Placing Shares will constitute a qualifying holding for VCTs and that the EIS Placing Shares will satisfy the requirements for tax relief under EIS under Part 5 (EIS) and Part 6 (VCT) of Chapter 4 of the Income Tax Act 2007, and that the Ordinary Shares will be eligible shares for the purposes of section 173 and section 285(3A) of the Income Tax Act 2007.

The advance assurance only relates to the qualifying status of the Company and its Ordinary Shares and will not guarantee that any particular investment will be a qualifying holding for a VCT investor or that any particular investor will qualify for EIS relief in respect of an acquisition of Ordinary Shares. The continuing availability of EIS relief and the status of the relevant VCT Placing Shares as a qualifying holding for VCT purposes will be conditional, amongst other things, on the Company continuing to satisfy the requirements for a qualifying company throughout the period of three years from the date of the investor making its investment (under EIS) and, for VCT purposes, throughout the period the Ordinary Shares are held as a “qualifying holding”. Neither the Company nor its Directors nor the Company’s advisers is giving any warranties or undertakings that any relief under the EIS or that VCT qualifying status will be available in respect of the Placing, or that in due course such relief or status will not be withdrawn.

Any person who is in any doubt as to their taxation position should consult their professional tax adviser in order that they may fully understand how the rules apply in their individual circumstances.

ANY CHANGES IN TAXATION LEGISLATION OR THE INTERPRETATION OF TAXATION LEGISLATION COULD AFFECT THE COMPANY’S ABILITY TO PROVIDE RETURNS TO SHAREHOLDERS. THE TAXATION OF AN INVESTMENT IN THE COMPANY DEPENDS ON THE INDIVIDUAL CIRCUMSTANCES OF THE RELEVANT INVESTOR.

Any change in the Company’s tax status or in taxation law could negatively affect the Company’s ability to provide returns to Shareholders

Statements in this document concerning the taxation of the Group or of Shareholders are based on current tax law and practice, which is subject to change. The taxation of an investment in the Company also depends on the individual circumstances of the relevant Shareholder. Any Shareholder who is in doubt as to its tax position should consult an appropriate adviser.

INVESTMENT AND AIM RISKS

Suitability

Investment in the Ordinary Shares may not be suitable for all readers of this document. Readers are accordingly strongly advised to consult a person authorised under FSMA who specialises in investments of this nature before making any investment decisions.

Investment in AIM-traded securities

Investment in shares traded on AIM involves a higher degree of risk, and such shares may be less liquid, than shares in companies which are listed on the Official List. The AIM Rules are less demanding than those rules that govern companies admitted to the Official List. It is emphasised that no application is being made for the admission of the Company’s securities to the Official List. An investment in the Ordinary Shares may be difficult to realise. Prospective investors should be aware that the value of an investment in the Company may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. Investors may therefore realise less than, or lose all of, their investment.

Share price volatility and liquidity

The share price of quoted companies can be highly volatile and shareholdings can be illiquid. The price at which the Ordinary Shares are quoted and the price which investors may realise for their Ordinary Shares will be influenced by a large number of factors, some specific to the Company and its operations, and others which may affect quoted companies generally. These factors could include the performance of the

Company, large purchases or sales of the Ordinary Shares, currency fluctuations, legislative changes and general economic, political, regulatory or social conditions.

Access to further capital

The Company may require additional funds to enhance existing products and services; fuel inorganic growth strategies, respond to business challenges and further develop its sales and marketing channels and capabilities. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. If the Company raises additional funds through further issues of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities could have rights, preferences and privileges superior to those of current shareholders. Any debt financing secured by the Company in the future could involve restrictive covenants relating to its capital-raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, the Company may not be able to obtain additional financing on terms favourable to it, if at all. If the Company is unable to obtain adequate financing or financing on terms satisfactory to it, when required, its ability to continue to support its business growth and to respond to business challenges could be significantly limited.

Dilution

Following completion of Admission, the holders of the Existing Ordinary Shares will experience dilution in their proportionate ownership and voting interests in the Company. If available, future financings to provide required capital may dilute Shareholders' proportionate ownership in the Company. The Company may raise capital in the future through public or private equity financings or by raising debt securities convertible into Ordinary Shares, or rights to acquire these securities. Any such issues may exclude the pre-emption rights pertaining to the then outstanding shares. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the Company's existing Shareholders. Moreover, the further issue of Ordinary Shares could have a negative impact on the trading price and increase the volatility of the market price of the Ordinary Shares. The Company may also issue further Ordinary Shares, or create further options over Ordinary Shares, as part of its employee remuneration policy, which could in aggregate create a substantial reduction in the value of the Ordinary Shares and dilute the proportion of the Company's share capital in which investors are interested.

Future sale of Ordinary Shares

The Company is unable to predict when and if substantial numbers of Ordinary Shares will be sold in the open market following Admission. Any such sales, or the perception that such sales might occur, could result in a material adverse effect on the market price of the Ordinary Shares.

Dividends

There can be no assurance as to the level of future dividends. Subject to compliance with the Act and the Articles, the declaration, payment and amount of any future dividends are subject to the discretion of the Directors, and will depend on, inter alia, the Company's earnings, financial position, cash requirements, availability of profits and the Company's ability to access, and repatriate within the Group, cash flow and profits generated outside the UK. There is no guarantee that a dividend will ever be paid.

Legislation and compliance

This document has been prepared on the basis of current legislation, rules and practice and the Directors' interpretation thereof. Such interpretation may not be correct and it is always possible that legislation, rules and practice may change.

Estimates in financial statements

Preparation of consolidated financial statements requires the Group to use estimates and assumptions. Accounting for estimates requires the Group to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. The Group's accounting policies require management to make certain estimates and assumptions as to future events and circumstances. In addition, the carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. If the estimates and assumptions are inaccurate, the Group could

be required to write down the value of certain assets. On an ongoing basis, the Group re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

The Group will have to identify and develop new products to ensure growth and to maintain its position in the industry. Inability to do so will negatively impact revenue and growth.

As is the case with all software companies, it is essential to expand by identifying new products to ensure growth as well as to increase the level of engagement with each customer. Such identification will result in investment and in the event of the product(s) identified failing due to any reason, the investment will have to be written off.

Given the nature of its business, the Group may wish to acquire companies for their technology and/or customer relationships. Inability to consummate such transactions and/or poor execution of such transactions will negatively impact revenue and growth.

Software companies worldwide acquire to expand their footprint and to grow. The Group may also have to resort to that strategy in the years to come. However, that strategy is fraught with risks as the group could fail in the identification and/or integration of potential targets.

Competitors may successful copy the technology of the Group leading to erosion of differentiation and hence reduced revenue and growth. Further, the Group may not succeed in defending such actions.

The Group believes that successful copying of its technology by competitors is highly unlikely due to a variety of reasons. However, such a possibility does exist leading to potential loss in revenue and market position.

The Group's operations are subject to a number of laws and regulations, principally in the United Kingdom, Singapore, United States and India, which may be subject to change without warning.

The Group's services are subject to a variety of laws and regulations, principally in the United Kingdom, United States, Singapore and India but also in other jurisdictions around the world including Malaysia, Bangladesh, Morocco, Senegal etc. No assurance can be given that no member of the Group will ever find itself in breach of such laws and regulations.

Any delay in receiving payments from its customers could have a significant adverse effect on the Group's revenues, business and results of operations

The Group competes in a highly competitive market place for its products and services across various countries and continents. Payment collection could get delayed leading to cash flow problems.

The Group's growth is dependent on the willingness of new customers to outsource and adopt new technology platforms.

The majority of the Group's revenue at present is derived from contracts to replace incumbent software platforms. Such replacement can take time and be expensive for clients, and lack of willingness to undergo such a process may inhibit the growth of the Group.

PART 3 - FINANCIAL INFORMATION ON THE COMPANY, THE PELATRO GROUP AND PELATRO SOLUTIONS

Section A - Accountants' Report to the Company



13 December 2017

The Directors
Pelatro Plc
49 Queen Victoria Street
London, EC4W 4SA

The Directors
finnCap Limited
60 New Broad Street
London, EC2M 1JJ

Crowe Clark Whitehill LLP
Chartered Accountants
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Dear Sirs,

Introduction

We report on the audited financial information set out in Section B of Part 3 (the "Historical Financial Information") of Pelatro Plc (the "Company") on the basis of the accounting policies set out in paragraph 2. This Historical Financial Information has been prepared for inclusion in the admission document (the "Document") of the Company dated 13 December 2017. This report is required by paragraph 20.1 of Annex 1 of the Prospectus Directive Regulation as applied by part (a) of Schedule Two to the AIM Rules for Companies (the "AIM Rules") and is given for the purposes of complying with the AIM Rules and for no other purpose.

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the Historical Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

It is our responsibility to form an opinion on the Historical Financial Information and to report our opinion to you.

Basis of Opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Historical Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Historical Financial Information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Historical Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Save for any responsibility arising under Paragraph (a) of Schedule Two of the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any person other than the addressees of this letter for any loss suffered by any such person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Paragraph (a) of Schedule Two of the AIM Rules for Companies, consenting to its inclusion in the Document.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the Document, a true and fair view of the state of affairs of the Company as at the date stated and of its profits, financial position, cash flows and changes in equity for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in any jurisdictions other than the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those other standards and practices.

Declaration

For the purposes of paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Paragraph (a) of Schedule Two of the AIM Rules.

Yours faithfully,

Crowe Clark Whitehill LLP
Chartered Accountants

Section B: Historical financial information on the Company

Statement of Financial Position as at 31 July 2017

	Note	£
Assets		
Current assets		
Cash and cash equivalents		12,575
Total Assets		12,575
Equity and liabilities		
Capital and reserves		
Share capital	3	12,575
Retained earnings		-
Total equity attributable to equity holders of the parent		12,575
Total liabilities		-
Total equity and liabilities		12,575

Statement of Comprehensive Income for the period from 21 February 2017 to 31 July 2017

	Note	£
Revenue		-
Finance costs		-
Profit for the period		-
Total comprehensive income attributable to equity owner		-

Statement of Changes in Equity

	Share capital £	Retained earnings £	Total equity £
On incorporation	100	-	100
Issue of share capital	12,475	-	12,475
Retained profit for the period	-	-	-
Other comprehensive income for the period	-	-	-
As at 31 July 2017	12,575	-	12,575

Share capital comprises the ordinary issued share capital of the Company.

Retained earnings represent the aggregate retained earnings of the Company.

Statement of Cash Flows for the period from 21 February 2017 to 31 July 2017

	£
Financing activities	
Proceeds from issue of share capital	12,575
Net cash from financing activities	12,575
Net increase in cash and cash equivalents	12,575
Cash and cash equivalents at beginning of period	-
Cash and cash equivalents at end of period	12,575

NOTES TO THE FINANCIAL INFORMATION

1. GENERAL INFORMATION

The Company was incorporated in England and Wales on 21 February 2017 as a private limited company with the name Beraf Technologies Ltd and changed its name to Peltatro Limited on 5 April 2017. Its registered office is located at Albert Buildings, 49 Queen Victoria Street, London, EC4W 4SA. The Company did not trade during the period ended 31 July 2017. On 3 August 2017 the Company was re-registered as a public limited company.

2. ACCOUNTING POLICIES

Basis of preparation

The Company's objective is to grow and develop its trade of the provision of a platform and analytics to Telcos. The directors have concluded that it is appropriate for the financial information to be prepared on a going concern basis.

The financial information of the Company is presented in British Pounds Sterling ("£").

The financial information has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"), including interpretations made by the International Financial Reporting Interpretations Committee (IFRIC) issued by the International Accounting Standards Board (IASB). The standards have been applied consistently.

Standards and interpretations issued but not yet applied

At the date of authorisation of the financial information, certain new standards, amendments and interpretations to existing standards have been published by the International Accounting Standards Board but are not yet effective and have not been adopted by the Company. All relevant standards, amendments and interpretations to existing standards will be adopted in the Company's accounting policies in the first period beginning on or after the effective date of the relevant pronouncement.

The Directors do not anticipate that the adoption of these standards, amendments and interpretations will have a material impact on the financial information in the periods of initial application.

Cash and cash equivalents

Cash in the statement of financial position and the statement of cash flows is cash held on call with banks.

Financial assets

The Directors classify the Company's financial assets as loans and receivables at fair value through profit or loss. The Directors determine the classification of its financial assets at initial recognition. The financial assets held comprise cash and cash equivalents and these are classified as loans and receivables.

Comparative figures

No comparative figures have been presented as the financial information covers the period from incorporation on 21 February 2017 to 31 July 2017.

3. SHARE CAPITAL

Ordinary shares	£
Issued: 50,000 Ordinary shares of £1.00 each	50,000
Paid up: 50,000 Ordinary Shares 25 pence paid	12,575

The Company was incorporated on 21 February 2017. On incorporation, 100 ordinary shares were issued and the nominal value of ordinary shares was £1.00 per share.

On 31 July 2017, 49,900 ordinary shares were issued to Sudeesh Yezhuvath, Kiran Menon and Varun Menon of which 25 pence per share was paid up.

4. DIRECTOR'S EMOLUMENTS

No emoluments were paid to the directors during the period under review.

5. FINANCIAL INSTRUMENTS

All of the Company's financial assets are classified as loans and receivables. As at 31 July 2017, the Company's financial assets comprised £12,575 of cash and cash equivalents.

6. ULTIMATE CONTROLLING PARTY

There was no ultimate controlling party of the Company at the balance sheet date.

7. EARNINGS PER SHARE

The calculation for earnings per share (basic and diluted) for the relevant period is based on the profit after income tax attributable to equity holders for the period from incorporation on 21 February 2017 to 31 July 2017 was £nil.

8. FINANCIAL INSTRUMENTS – RISK MANAGEMENT

The Company is exposed through its operations to credit risk and liquidity risk. In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Directors' objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout this financial information.

Financial instruments

The carrying value of the financial instruments of the Company as at 31 July 2017 comprises £12,575 of cash and cash equivalents.

General objectives, policies and processes

The Directors have overall responsibility for the determination of the Company's risk management objectives and policies. Further details regarding these policies are set out below:

Credit risk

The Company had receivables of £nil as at 31 July 2017. The maximum exposure to credit risk at the end of each reporting period is the fair value of each class of receivables set out above. The Company held no collateral as security.

Liquidity risk

Liquidity risk arises from the Directors' management of working capital. It is the risk that the Company will encounter difficulty in meeting its financial obligations as they fall due.

The Directors' policy is to ensure that the Company will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, the Directors seek to maintain a cash balance sufficient to meet expected requirements.

9. CAPITAL RISK MANAGEMENT

The Directors' objectives when managing capital are to safeguard the Company's 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 to reduce the cost of capital. At the date of this financial information, the Company had been financed by equity. In the future, the capital structure of the Company is expected to consist of borrowings and equity attributable to equity holders of the Company, comprising issued share capital and reserves

10. SUBSEQUENT EVENTS

On 3 August 2017 the Company was re-registered as a public limited company.

On 7 September 2017 the Company subdivided 50,000 of its existing issued ordinary shares of £1 each into 40 ordinary shares of 2.5 pence each ("Ordinary Shares"), On the same day the Company acquired

the entire share capital of Pelatro LLC and that of Pelatro Pte in consideration for the issue of a further 16,211,040 Ordinary Shares and the payment of \$88,100 in cash, respectively.

On 12 December 2017, the Company acquired the entire ordinary share capital of Pelatro Solutions, pursuant to the SDC Acquisition Agreement.

11. NATURE OF FINANCIAL INFORMATION

The financial information presented above does not constitute statutory accounts for the period under review.

Section C - Accountants' Report on the Pelatro Group



13 December 2017

The Directors
Pelatro Plc
49 Queen Victoria Street,
London, EC4W 4SA

The Directors
finnCap Limited
60 New Broad Street
London, EC2M 1JJ

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Chartered Accountants
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Lane
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Dear Sirs,

Introduction

We report on the audited financial information set out in Section D of Part 3 (the "Historical Financial Information") of Pelatro LLC and its subsidiary, Pelatro Solutions Private Limited ("Pelatro Solutions") (together referred to as the "Pelatro Group") on the basis of the accounting policies set out in paragraph 4. This Historical Financial Information has been prepared for inclusion in the admission document dated 13 December 2017 (the "Document") of Pelatro Plc (the "Company"). This report is required by paragraph 20.1 of Annex 1 of the Prospectus Directive Regulation as applied by part (a) of Schedule Two to the AIM Rules for Companies (the "AIM Rules") and is given for the purposes of complying with the AIM Rules and for no other purpose.

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the Historical Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

It is our responsibility to form an opinion on the Historical Financial Information and to report our opinion to you.

Basis of Opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Historical Financial Information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Historical Financial Information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Historical Financial Information is free from material misstatement whether caused by fraud or other irregularity or error.

Save for any responsibility arising under Paragraph (a) of Schedule Two of the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any person other than the addressees of this letter for any loss suffered by any such person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Paragraph (a) of Schedule Two of the AIM Rules for Companies, consenting to its inclusion in the Document.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the Document, a true and fair

view of the state of affairs of the Pelatro Group as at the date stated and of its profits, financial position, cash flows and changes in equity for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in any jurisdictions other than the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those other standards and practices.

Declaration

For the purposes of paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Paragraph (a) of Schedule Two of the AIM Rules.

Yours faithfully,

Crowe Clark Whitehill LLP

Chartered Accountants

Section D – Historical Financial Information on the Pelatro Group

Consolidated statement of financial position

The consolidated statements of financial position of the Pelatro Group as at 31 December 2015 and 2016, are set out below:

		As at 31 December	
	Note	2015 \$'000	2016 \$'000
Non-current assets			
Intangible assets	5	130	357
Total non-current assets		130	357
Current assets			
Trade and other receivables	6	250	157
Cash and bank balances		67	196
		317	353
Assets classified as held for sale	11	603	-
Total current assets		920	353
Total assets		1,050	710
Current liabilities			
Trade and other payables	8	80	331
		80	331
Liabilities directly associated with assets classified as held for sale	11	941	-
Total current liabilities		1,021	331
Total liabilities		1,021	331
Equity			
Capital	7	20	20
Retained earnings		45	359
Foreign exchange reserve		17	-
Equity attributable to owners of the Pelatro Group		82	379
Non-controlling interests		(53)	-
Total equity		29	379
Total equity and liabilities		1,050	710

Consolidated statement of profit or loss and other comprehensive income

The consolidated statements of comprehensive income of the Pelatro Group for the period from 30 March 2015 to 31 December 2015 and the year to 31 December 2016, are set out below:

	Note	31 December	
		2015 \$'000	2016 \$'000
Continuing operations			
Revenue		353	1,205
Cost of sales		(239)	(632)
Gross profit		114	573
Other income		45	-
Administrative expenses		(129)	(213)
Profit before tax		30	360
Income tax expense	10	-	-
Profit for the year from continuing operations		30	360
Discontinued operations			
Profit / (loss) for the year from discontinued operations		17	(49)
Profit for the period / year	9	47	311
Attributable to:			
Owners of the Pelatro Group		45	314
Non-controlling interests		2	(3)
		47	311
Exchange differences on translation of foreign operations which may subsequently be reclassified to profit or loss		19	(19)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax)		19	(19)
Total comprehensive income		66	292
Attributable to:			
Owners of the Pelatro Group		62	297
Non-controlling interests		4	(5)
		66	292
Pro Forma Earnings per share			
to the owners of the Pelatro Group			
Basic and diluted	13	0.3c	1.7c
From continuing operations			
Basic and diluted	13	0.2c	2.0c

Consolidated statement of changes in equity

The consolidated statements of changes in equity of the Pelatro Group for the period from 30 March 2015 to 31 December 2015 and the year ended 31 December 2016, are set out below:

	Capital \$'000	Foreign exchange reserve \$'000	Retained profits \$'000	Attributable to owners of the Pelatro Group \$'000	Non- controlling interests \$'000	Total equity \$'000
Balance at 1 April 2015						
Increase in share capital	20	-	-	20	-	20
Profit after taxation for the financial year	-	-	45	45	2	47
Other comprehensive income	-	17	-	17	2	19
Non-controlling interests gained on acquisition of a subsidiary	-	-	-	-	(57)	(57)
Balance at 31 December 2015	20	17	45	82	(53)	29
Profit after taxation for the financial year	-	-	314	314	(3)	311
Exchange differences reclassified to profit or loss on disposal of foreign operations	-	(17)	-	(17)	(2)	(19)
Non-controlling interest lost on disposal of subsidiary	-	-	-	-	58	58
Balance at 31 December 2016	20	-	359	379	-	379

Consolidated Statement of cash flows

The consolidated statements of cash flows of Pelatro Group for the period from 30 March 2015 to 31 December 2015 and the year ended 31 December 2016, are set out below:

	Note	31 December	
		2015 \$'000	2016 \$'000
Cash flow from operating activities			
Profit for the period before taxation		47	289
<i>Adjustment for:</i>			
Amortisation of intangible assets		43	138
Depreciation of tangible assets		-	11
Operating cash flows before movements in working capital		90	438
(Increase)/decrease in trade and other receivables		(475)	59
Increase/(decrease) in trade and other payables		441	(72)
Cash generated from operating activities		56	425
Income tax paid		-	-
Net cash generated from operating activities		56	425
Cash flows used in investing activities			
Purchase of tangible assets		(3)	(2)
Development of intangibles		(173)	(366)
Cash inflow on acquisition of subsidiary net of cash acquired		27	-
Net cash and cash equivalents divested with subsidiary		-	(16)
Loans to Members		-	(17)
Net cash used in investing activities		(149)	(401)
Cash flows from financing activities			
Proceeds from borrowings		180	54
Issue of capital		34	-
Net cash generated by financing activities		214	54
Net increase in cash and cash equivalents		121	78
Net foreign exchange differences		(2)	(1)
Cash and equivalents at beginning of period		-	119
Cash and equivalents at end of period	12	119	196

NOTES TO THE FINANCIAL INFORMATION

1. GENERAL INFORMATION

The principal operating companies within the Pelatro Group for the periods covered by this review were Pelatro LLC which was formed on 30 March 2015 in Delaware USA, and its subsidiary, Pelatro Solutions, which was incorporated in India on 21 March 2013.

2. PRINCIPAL ACTIVITIES

The principal activities of the entities of the Pelatro Group are the acquisition of rights to data analytics software and the sale and distribution of those rights, principally to Telcos.

3. BASIS OF PREPARATION

This financial information has been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB"), including related Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Pelatro Group has not applied in advance the following accounting standards and interpretations (including the consequential amendments, if any) that have been issued by the International Accounting Standards Board (IASB) but are not yet effective for the current financial period:

IFRSs and IC Interpretations (Including The Consequential Amendments)	Effective Date
IFRS 9 Financial Instruments	1 January 2018
IFRS 15 Revenue from Contracts with Customers	1 January 2018
IFRS 16 Leases	1 January 2019

Based on an analysis of the Pelatro Group's financial assets and financial liabilities as at 31 December 2015 and 2016, on the basis of the facts and circumstances that existed on those dates, the Directors have performed a preliminary assessment of the impact of IFRS 9 and IFRS 16 to the Pelatro Group's consolidated financial statements and concluded that all financial assets and financial liabilities will continue to be measured on the same bases as is currently adopted.

As regards the provision of software services, the Directors have preliminarily assessed that these performance obligations are satisfied over time and that the method currently used to measure the progress towards complete satisfaction of these performance obligations will continue to be appropriate under IFRS 15. However, the Directors are still in the process of assessing the full impact of the application of IFRS 15 on the Pelatro Group's financial statements and it is not practicable to provide a reasonable financial estimate of the effect until the Directors complete such detailed review. As a result, the above preliminary assessment is subject to change. The Directors do not intend to apply the standard early and intend to use the full retrospective method upon adoption.

4. SIGNIFICANT ACCOUNTING POLICIES

Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated by the Directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that affect the application of Pelatro Group's accounting policies and disclosures, and have a significant risk of causing a material adjustment to the carrying amounts of assets, liabilities, income and expenses are discussed below:

(a) Intangible assets, including goodwill

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses if any. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

At the respective period and year ends, the Directors considered the recoverability of the Pelatro Group's intangible assets arising from the capitalisation of software rights acquired which are

included in the consolidated statement of financial position at 31 December 2016 with a carrying amount of \$357,000 (31 December 2015: \$130,000). Based on sales of the rights to use the software products represented by these intangible assets, the Directors are confident that the carrying amount of the asset will be recovered in full. This situation will be closely monitored, and adjustments made in future periods if future market activity indicates that such adjustments are appropriate.

Acquisitions of businesses are accounted for using the acquisitions method. Any excess of the cost of the business combination over Pelatro's Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities is recognised in the Consolidated Statement of Financial Position as goodwill and is not amortised. After initial recognition, goodwill is stated at cost less any accumulated impairment losses, with the carrying value being reviewed for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value may be impaired.

Functional and Foreign Currencies

(a) Functional and presentation currency

The financial information is presented in US Dollars ("\$"), which is the functional currency of Pelatro LLC and the Pelatro Group's presentation currency.

(b) Transactions and balances

Transactions in foreign currencies are converted into the functional currency on initial recognition, using the exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

(c) Foreign operations

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Pelatro Group's foreign operations are translated into US Dollars using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Pelatro Group's entire interest in a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Pelatro Group are reclassified to profit or loss.

Financial Instruments

Financial instruments are recognised in the statements of financial position when the Pelatro Group has become a party to the contractual provisions of the instruments. Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Distributions to holders of financial instruments classified as equity are charged directly to equity. A financial instrument is recognised initially at its fair value and disclosed in the statements of financial position in the individual category associated with each item.

(a) Financial assets

The Pelatro Group classifies its loans and receivables as its financial assets. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables). The Pelatro Group has not classified any of its financial assets as fair value through the profit or loss or as held to maturity.

(b) Financial liabilities

Trade and other creditors are classified as financial liabilities measured at amortised cost. These

items are stated at the transaction price due to their short term nature.

(c) **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Capital is classified as equity. Incremental costs directly attributable to the issue of new capital or options are shown in equity as a deduction, net of tax, from proceeds.

(d) **Derecognition**

A financial asset or part of it is derecognised when the obligation specified in the contract is discharged or cancelled or expires or the financial asset is transferred to another party without retaining control of substantially all risks and rewards of the asset. On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Intangible Assets

(a) **Owned assets**

Intangible assets are measured on initial recognition at cost and, following initial recognition, stated at cost less accumulated amortisation and accumulated impairment losses, if any. The cost of an asset comprises its purchase price.

(b) **Amortisation**

Intangible assets with finite lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that they may be impaired.

The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Amortisation charges in respect of intangible assets are included in administrative expenses

Amortisation is charged to profit or loss (unless it is included in the carrying amount of another asset) on a straight-line basis to write off the depreciable amount of the assets net of the estimated residual values over their estimated useful lives. A full amortisation charge is made in the year of purchase.

The principal annual rates used for this purpose are:

	Estimated Useful Life	Estimated Residual Value as a Percentage of Cost
Software rights acquired	4 years	nil

Impairment

(a) **Impairment of financial assets**

All financial assets (other than those categorised at fair value through profit or loss), are assessed at the end of each reporting period whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset.

(b) **Impairment of non-financial assets**

The carrying values of assets, other than those to which IAS 36 - Impairment of Assets does not apply, are reviewed at the end of each reporting period for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount of the assets is the higher of the assets' fair value less costs to sell and their value-in-use, which is measured by reference to discounted future cash flow. An impairment loss is recognised in profit or loss immediately.

Income Taxes

Pelatro LLC is a US LLC and is treated as a flow-through entity for both US federal and state income tax purposes. As such, its Members are taxed on their distributable share of the profits of the business, and Pelatro LLC itself is not subject to US federal or state income tax. Therefore, no provision or liability (including deferred tax) for federal or state income taxes relating to Pelatro LLC is included in this historical financial information.

Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, and bank balances.

Employee Benefits

The Pelatro Group as constituted (excluding Pelatro Solutions, which is reported as "Classified as held for sale") had no employees during the periods under review. All services to the Pelatro Group were provided by employees of Pelatro Solutions.

Revenue and Other Income

(a) Revenue recognition

Revenue is measured at the fair value of consideration received or receivable and represents amounts for services provided to third parties in the normal course of business during the period, net of value added tax and resulting from the principal activities of the Pelatro Group.

Each element of revenue (described below) is recognised only when:

- (i) Provision of the services has occurred;
- (ii) The consideration receivable is fixed or determinable; and
- (iii) Collection of the amount due from the customer is reasonably assured.

License revenue is recognised based on milestones linked to specific deliverables across multiple phases of the project, or, if contractually linked to the incremental revenue derived by that customer from use of the license, based on a pre-agreed share of the incremental revenue which is calculated, agreed and recognised at the end of each month.

Services that have been delivered at the end of a financial period but which have not been invoiced at that time are recognised as revenue in the statement of comprehensive income and shown within prepayments and accrued revenue in the statement of financial position.

Operating Segments

The Pelatro Group has adopted IFRS 8 "Operating Segments" from the date of transition to IFRS. IFRS 8 "Operating Segments" requires the Pelatro Group to determine and present its operating segments based on information which is provided internally to the chief operating decision maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing the performance of the operating segment, has been identified as the Board of Directors.

For management purposes, the Pelatro Group's activities are principally related to the provision of data analytics services which involve the performance of different processes for customers. All the processes are primarily subject to the same risks and returns. All other activities performed by the Pelatro Group are solely to support its primary revenue generation activities of the provision of data analytics services. As such, the management monitors the consolidated operating results of the Pelatro Group for making decisions about resource allocations and performance assessment and accordingly, there is considered to be only one segment and therefore the financial information present entity-wide information.

The Pelatro Group primarily serves customers in Africa, Asia and the Caribbean.

Assets Classified as Held For Sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

5. INTANGIBLE ASSETS

Cost	Software rights \$'000	Total \$'000
At 30 March 2015	-	-
Additions	173	173
At 31 December 2015	173	173
Additions	365	365
At 31 December 2016	538	538

Accumulated amortisation and impairment losses	Software rights \$'000	Total \$'000
At 30 March 2015	-	-
Charge for the period	43	43
At 31 December 2015	43	43
Charge for the year	138	138
At 31 December 2016	181	181

Net book value	Software rights \$'000	Total \$'000
At 31 December 2015	130	130
At 31 December 2016	357	357

6. TRADE AND OTHER RECEIVABLES

The Pelatro Group's normal trade credit terms range from 30 to 60 days. Other credit terms are assessed and approved on a case-by-case basis.

	As at 31 December	
	2015 \$'000	2016 \$'000
Accrued income	250	140
Due from Members	-	17
	250	157

7. CAPITAL

The movements in the capital of Pelatro LLC are as follows:

	As at 31 December	
	2015 \$'000	2016 \$'000
At 1 April 2015 / 1 January 2016	-	20
Additions	20	-
At 31 December	20	20

Ownership interests in a limited liability company business structure are not represented by shares, instead the Members each have a membership interest representing an undivided claim in all assets of the business and the right to a portion of business profits. As disclosed in Note 19, on 7 September 2017, the Company issued 16,211,040 fully paid ordinary shares, which have a par value of 2.5 pence, carry one vote per share, a right to dividends and a right to participate in the winding up of the Company.

8. TRADE PAYABLES AND OTHER PAYABLES

The Pelatro Group's principal creditor is Pelatro Solutions. Historically no fixed trade terms have been given, instead payments have been made on request.

	As at 31 December	
	2015 \$'000	2016 \$'000
Trade and other payables	55	291
Accruals	25	40
	80	331

As at 31 December 2015 Pelatro LLC owed Pelatro Solutions approximately \$352,000 – such amount has been eliminated from the amounts shown above on consolidation of the Pelatro Group financial information.

9. PROFIT BEFORE TAXATION

	Period ended 31 December	
	2015 \$'000	2016 \$'000
Profit before taxation is arrived at after charging:		
Amortisation of software rights acquired	43	138
Cost of software rights acquired and expensed	77	552

10. INCOME TAX EXPENSE

	Period ended 31 December	
	2015 \$'000	2016 \$'000
Current tax expense	-	-
Deferred tax charge	-	-
	-	-

Pelatro LLC is a US LLC and is treated as a flow-through entity for both US federal and state income tax purposes. As such, its Members are taxed on their distributable share of the profits of the business, and Pelatro LLC itself is not subject to US federal or state income tax. Therefore, no provision or liability for federal or state income taxes (including deferred tax) relating to Pelatro LLC is included in this historical financial information. Similarly, no reconciliation of income tax expense applicable to the profit before taxation at the statutory tax rate to income tax expense at the effective tax rate is presented.

11. BUSINESS COMBINATIONS AND ASSETS HELD FOR SALE

On 7 July 2015 Pelatro Solutions issued 90,000 new equity shares to Pelatro LLC, making Pelatro LLC its 90% shareholder. Pelatro Solutions carries out all software development operations on behalf of Pelatro LLC and was acquired in order to integrate the software development operations with the selling activities of Pelatro LLC. However, by so integrating the operations, Pelatro Group became potentially subject to India's Place of Effective Management ("POEM") legislation and hence by 31 December 2015 there was an intention to sell Pelatro Solutions and as such assets were classified as held for sale from that date. On 1 April 2016, Pelatro LLC's 90,000 shares in Pelatro Solutions were purchased by related individuals as follows: 18,000 shares by Sudeesh Yezhuvath, 32,000 shares by Kiran Menon (Subash Menon's son) and 40,000 shares by Varun Menon (Subash Menon's son). Accordingly at the date of sale the ultimate controlling party of Pelatro Solutions was Subash Menon.

On 1 January 2017 Pelatro Solutions entered into the Software Development Services Agreement with the Pelatro Group which, subject to various terms and conditions, oblige it to continue to develop data analytic software on behalf of the Pelatro Group and transfer the rights to that software at an agreed price.

The fair values of the identifiable assets and liabilities of Pelatro Solutions as at the date of acquisition were:

	\$'000
Current assets	
Cash and cash equivalents	55
Trade receivables	139
	194
Non-current assets	
Property, plant and equipment	32
	32
Current liabilities	
Payables	(4)
Borrowings	(779)
	(783)
Net (liabilities) acquired at fair value	(557)
Non-controlling interest measured at fair value	56
Goodwill arising on acquisition	515
Purchase consideration	14

From the date of acquisition, Pelatro Solutions contributed revenue of \$38,000 and \$131,000 loss to loss before tax (such amounts included in profits from discontinued operations). If the combination had taken place at the beginning of the year, revenue from discontinued operations would have been \$38,000 and loss before tax from discontinued operations for the Pelatro Group would have been \$349,000.

Analysis of cash flows on acquisition:

	\$'000
Net cash acquired with the subsidiary	41
Consideration paid to Pelatro Solutions	(14)
	<u>27</u>

On 1 April 2016, Pelatro LLC entered into an agreement to dispose of Pelatro Solutions in order to comply with the requirements of Indian "POEM" legislation. The proceeds of sale substantially exceeded the carrying amount of the related net liabilities and accordingly no impairment losses were recognised on the reclassification of these operations as held for sale.

Analysis of profit for the year from discontinued operations:

	\$'000 2015	\$'000 2016
Profit/(loss) before tax	17	(44)
Tax	-	-
Gain on disposal of operation including a cumulative exchange gain of \$19,000 reclassified from foreign currency translation reserve to profit and loss	-	(5)
Profit/ (loss) for the period from discontinued operations	17	(49)
Attributable to:		
Owners of Pelatro Group:	15	(44)
Non-controlling interests:	2	(5)

Analysis of assets and liabilities over which control was lost:

	\$'000
Current assets	
Cash and cash equivalents	57
Trade and other receivables	409
	466
Non-current assets	
Goodwill	515
Property, plant and equipment	26
	541
Current liabilities	
Payables	(1,025)
Net assets/(liabilities) disposed of	(18)

Cash flows from discontinued operations

	Period/year ended 31 December	
	2015 \$'000	2016 \$'000
Net cash (out)flows from operating activities	(178)	(46)
Net cash (out)flows from investing activities	(3)	(2)
Net cash inflows from financing activities	194	54
Net cash inflows	13	6

12. CASH AND SHORT-TERM DEPOSITS

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following at 31 December 2015 and 2016

	As at 31 December	
	2015 \$'000	2016 \$'000
Cash at bank and on hand	67	196
Cash at banks and short-term deposits attributable to discontinued operations	52	-
Cash and cash equivalents	119	196

13. EARNINGS PER SHARE

It is of limited significance to calculate earnings per share based on the historical consolidated equity. Accordingly, a pro forma earnings per share has been included based on the relevant number of shares in the Company following the Pelatro Group's reorganisation but prior to the issue of shares to raise new funds. The calculation of earnings per share is based on the following earning and number of shares.

	Period ended 31 December	
	2015 \$'000	2016 \$'000
Profit attributable to equity holders of the parent:		
Continuing operations	30	360
Discontinued operations	17	(49)
Profit attributable to ordinary equity holders of the parent for basic earnings	47	311
Number of ordinary shares	18,211,040	18,211,040
Basic earnings per share attributable to shareholders	0.3c	1.7c
Basic earnings per share for continuing operations attributable to shareholders	0.2c	2.0c

Diluted loss per share is not applicable as there were no dilutive potential shares outstanding at the end of the reporting period. It is of limited significance to calculate earnings per share on the historical capital.

14. SIGNIFICANT RELATED PARTY DISCLOSURE

(a) Identities of related parties

The Pelatro Group has related party relationships with its directors and entities of which the directors have significant financial interests, including Pelatro Solutions following its disposal.

(b) Other than those disclosed elsewhere in the financial information (in particular in Note 11), the Pelatro Group also carried out the following significant transactions with the related parties as disclosed below:

	Period ended 31 December	
	2015	2016
	\$'000	\$'000
Total payments to Pelatro Solutions in respect of software rights acquired	432	1,007

As at 31 December 2016, the Pelatro Group owed Sudeesh Yezhuvath, a director and hence related party, approximately \$45,000 in respect of travel expenses incurred by him in relation to his activities on behalf of the Pelatro Group.

15. OPERATING AND GEOGRAPHIC SEGMENTS

As set out in Note 4.11 there is considered to be only one operating segment and therefore this financial information presents entity-wide information.

In the periods under review, the Pelatro Group operated in five principal geographic areas, the US (country of domicile of Pelatro LLC), the Bahamas, Morocco, Bangladesh and India (the country of domicile of Pelatro Solutions). The analysis of the Pelatro Group's revenue by geographical segments based on customers' locations is as follows:

	Revenue for the period ended 31 December	
	2015	2016
	\$'000	\$'000
Bahamas	353	548
Morocco	-	27
Bangladesh	-	630
	353	1,205

Included in revenues arising from the sale of rights to data analytics software of \$1,205,000 (2015: \$353,000) are revenues of approximately \$630,000 (2015: \$nil) which arose from sales to the Pelatro Group's largest customer in 2016, and approximately \$548,000 (2015: \$353,000) which arose from sales to the Pelatro Group's second largest customer in 2016 (largest in 2015). No other single customers contributed 10% or more to the Pelatro Group's revenue for either 2016 or 2015.

Information about Pelatro Group's non-current assets by location of assets are as follows:

	Non-current assets as at 31 December	
	2015	2016
	\$'000	\$'000
US	130	357
	130	357

Non-current assets comprise intangible assets which are deemed to be held by the holding company of the Pelatro Group.

16. FINANCIAL INSTRUMENTS

The Pelatro Group's activities are exposed to a variety of market risks including foreign currency risk, credit risk and liquidity risk. The Board of Directors has overall responsibility for the establishment and oversight of the Pelatro Group's risk management framework which seeks to minimise potential adverse effects on the Pelatro Group's financial performance.

Financial Risk Management Policies

The Pelatro Group's policies in respect of the major areas of treasury activity are as follows:

(a) **Market Risk**

(i) Foreign Currency Risk

The Pelatro Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than US Dollars. The currencies giving rise to this risk are primarily Singapore Dollars (SGD), British Pounds (GBP) and Emirati Dirhams (AED). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level. At the balance sheet dates the Pelatro Group had no material exposures to any currencies other than USD.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Pelatro Group does not have any from interest-bearing financial liabilities and hence is not exposed to interest rate risk.

(iii) Equity Price Risk

The Pelatro Group does not have any quoted investments and hence is not exposed to equity price risk.

(1) **Credit Risk**

Pelatro Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. The Pelatro Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including cash and bank balances), the credit risk from its liquid funds is limited as the counterparties are banks with high credit ratings which have not experienced any losses in such accounts.

Credit risk concentration profile

Given the stage of development of the Pelatro Group, over the period under review it has contracted with a relatively small number of customers and hence trade receivables are concentrated amongst those customers. The Pelatro Group minimises credit risk by dealing exclusively with those customers who it believes have a high credit rating.

Exposure to credit risk

As the Pelatro Group does not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of the financial assets at the end of the reporting periods. The exposure of credit risk for trade receivables by geographical region is as follows:

	As at 31 December	
	2015 \$'000	2016 \$'000
UK	-	-
Overseas	250	157
	<u>250</u>	<u>157</u>

(b) Ageing analysis

The ageing analysis of the Pelatro Group's trade receivables at the end of the reporting periods is as follows:

	As at 31 December	
	2015 \$'000	2016 \$'000
Not past due and not impaired	250	157
Past due but not impaired:	-	-
- 3 to 6 months	-	-

	As at 31 December	
	2015	2016
	\$'000	\$'000
- over 6 months	-	-
	250	157

(c) **Liquidity Risk**

Liquidity risk arises from the Directors' management of working capital. It is the risk that the Pelatro Group will encounter difficulty in meeting its financial obligations as they fall due. The Directors' policy is to ensure that the Pelatro Group will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, the Directors seek to maintain a cash balance sufficient to meet expected requirements or that cash flows will be available to meet its obligations under all reasonably expected circumstances.

The following table sets out the maturity profile of the financial liabilities as at the end of the reporting periods based on contractual undiscounted cash flows.

As at 31 December 2015	Weighted average effective rate %	Carrying amount \$'000	Contractual undiscounted cash flows \$'000	Within 1 Year \$'000	1 – 5 Years \$'000	Over 5 Years \$'000
Trade and other payables	-	55	55	55	-	-
Other payables and accruals	-	25	25	25	-	-
		80	80	80		

As at 31 December 2016	Weighted average effective rate %	Carrying amount \$'000	Contractual undiscounted cash flows \$'000	Within 1 Year \$'000	1 – 5 Years \$'000	Over 5 Years \$'000
Trade and other payables	-	291	291	291	-	-
Accruals	-	40	40	40	-	-
		331	331	331		

Capital Risk Management

The Pelatro Group manages its capital to ensure that entities within the Pelatro Group will be able to maintain a capital structure appropriate to the support of their businesses and to maximise shareholder value. To achieve this objective, the Pelatro Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of any dividend payment, returning of capital to shareholders or issuing new shares.

There was no change in the Pelatro Group's approach to capital management during the financial period under review.

Classification Of Financial Instruments

	2015 \$'000	2016 \$'000
Financial asset		
<u>Loan and receivables financial assets</u>		
Trade receivables	250	140
Amounts due from Members	-	17
Cash and bank balances	67	196
	317	353

	2015 \$'000	2016 \$'000
Financial liability		
<u>Other financial liabilities</u>		
Trade and other payables	55	291
Other payables and accruals	25	40
	<u>80</u>	<u>331</u>

Fair value measurement

At 31 December 2015 and 2016, there were no financial instruments carried at fair value. The fair values of the financial assets and financial liabilities approximated their carrying amounts due to the relatively short-term maturity of the financial instruments (maturity within the next 12 months).

17. COMMITMENTS

As at the balance sheet dates, the Pelatro Group had no material commitments.

18. CONTINGENCIES

As at the balance sheet dates, the Pelatro Group had no material contingencies.

19. SUBSEQUENT EVENTS

On 1 January 2017 Pelatro Pte issued 490 new shares to Pelatro LLC for \$490. Following this transaction, the relevant shareholding of Pelatro LLC in Pelatro Pte was 98 per cent.

On 7 September 2017 the Company acquired the entire share capital of Pelatro LLC and that of Pelatro Pte in consideration for the issue of a further 16,211,040 Ordinary Shares and the payment of \$88,100 in cash, respectively.

20. NATURE OF FINANCIAL INFORMATION

The financial information presented above does not constitute statutory financial statements for the Pelatro Group for the periods under review.

Section E: Accountants' Report on Pelatro Solutions Private Limited ("Pelatro Solutions")



13 December 2017

The Directors
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The Directors
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Dear Sirs,

Introduction

We report on the audited financial information set out in Section F of Part 3 (the "Historical Financial Information on Pelatro Solutions") for the period ended 31 March 2017 on the basis of the accounting policies set out in note 3. This Historical Financial Information has been prepared for inclusion in the Admission document (the "Document") of the Company dated 13 December 2017. This report is required by paragraph 20.1 of Annex 1 of the Prospectus Directive Regulation as applied by part (a) of Schedule Two to the AIM Rules for Companies (the "AIM Rules") and is given for the purposes of complying with the AIM Rules and for no other purpose.

Responsibilities

The directors of the Company (the "Directors") are responsible for preparing the Historical Financial Information in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

It is our responsibility to form an opinion on the Historical Financial Information on Pelatro Solutions and to report our opinion to you.

Basis of Opinion

We conducted our work in accordance with Standards of Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the Historical Financial Information on Pelatro Solutions. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the Historical Financial Information on Pelatro Solutions and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Historical Financial Information on Pelatro Solutions is free from material misstatement whether caused by fraud or other irregularity or error.

Save for any responsibility arising under Paragraph (a) of Schedule Two of the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any person other than the addressees of this letter for any loss suffered by any such person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Paragraph (a) of Schedule Two of the AIM Rules for Companies, consenting to its inclusion in the Document.

Opinion

In our opinion, the Historical Financial Information on Pelatro Solutions gives, for the purposes of the Document, a true and fair view of the state of affairs of Pelatro Solutions as at the date stated and of its profits, financial position, cash flows and changes in equity for the period then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in any jurisdictions other than the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those other standards and practices.

Declaration

For the purposes of paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Paragraph (a) of Schedule Two of the AIM Rules.

Yours faithfully,

Crowe Clark Whitehill LLP
Chartered Accountants

Section F: Historical Financial Information on Pelatro Solutions

Statements of Financial Position

The statements of financial position of Pelatro Solutions as at 31 March 2015, 2016 and 2017 are set out below:

	Note	As at 31 March		
		2015 INR'000	2016 INR'000	2017 INR'000
<i>Non-current assets</i>				
Property, plant and equipment	4	752	588	1,239
Intangible assets	5	1,294	1,159	1,185
Deposits	6	2,015	2,155	2,655
Total non-current assets		4,061	3,902	5,079
<i>Current assets</i>				
Trade and other receivables	7	58	26,859	9,511
Prepayments		485	653	1,956
Cash and bank balances	8	455	1,627	2,310
Total current assets		998	29,139	13,777
Total assets		5,059	33,041	18,856
<i>Equity</i>				
Issued capital	9	100	1,000	1,000
Retained earnings		(36,613)	(36,268)	(35,154)
Total equity		(36,513)	(35,268)	(34,154)
<i>Non-current liabilities</i>				
Borrowings	10	-	-	18,496
Total non-current liabilities		-	-	18,496
<i>Current liabilities</i>				
Trade and other payables	11	4,078	11,089	5,495
Borrowings	10	37,494	57,220	20,926
Deferred revenue	12	-	-	8,093
Total current liabilities		41,572	68,309	34,514
Total equity and liabilities		5,059	33,041	18,856

Statements of profit or loss and other comprehensive income

The statements of comprehensive income of Pelatro Solutions for each of the three years ended 31 March 2015, 2016 and 2017 are set out below.

	Note	As at 31 March		
		2015 INR'000	2016 INR'000	2017 INR'000
Revenue		1,899	41,631	61,486
Other income		172	32	21
Employee expenses		(15,292)	(23,869)	(37,565)
Administrative expenses		(7,602)	(17,675)	(21,592)
Gain on foreign exchange		-	263	361
Operating profit/(loss)		(20,823)	382	2,711
Finance costs		(28)	(37)	(1,597)
Profit/(loss) before taxation		(20,851)	345	1,114
Income tax expense	15	-	-	-
PROFIT FOR THE YEAR		(20,851)	345	1,114
Other comprehensive income for the year, net of tax		-	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(20,851)	345	1,114
Earnings per share:	16			
Basic and diluted (INR)		(2,085)	4.5	11.1

Statements of changes in equity

The statements of changes in equity of Pelatro Solutions for each of the three years ended 31 March 2015, 2016 and 2017 are set out below:

	Share capital	Distributable retained profits	Total
	INR'000	INR'000	INR'000
Balance at 1 April 2014	100	(15,762)	(15,662)
Increase in share capital	-	-	-
Profit after taxation for the financial year	-	(20,851)	(20,851)
Balance at 31 March 2015	100	(36,613)	(36,513)
Increase in share capital	900	-	900
Profit after taxation for the financial year	-	345	345
Balance at 31 March 2016	1,000	(36,268)	(35,268)
Increase in share capital	-	-	-
Profit after taxation for the financial year	-	1,114	1,114
Balance at 31 March 2017	1,000	(35,154)	(34,154)

Statements of cash flows

The statements of cash flow statements of Pelatro Solutions for each of the three years ended 31 March 2015, 2016 and 2017 are set out below:

	Note	As at 31 March		
		2015 INR'000	2016 INR'000	2017 INR'000
Cash flows from operating activities				
Total comprehensive income for the year		(20,851)	345	1,114
<i>Adjustment for:</i>				
Finance costs recognised in profit or loss		28	37	1,597
Depreciation of tangible non-current assets		447	504	391
Amortisation of intangible non-current assets		150	191	312
Operating cash flows before movements in working capital		(20,226)	1,077	3,414
(Increase)/decrease in trade and other receivables		-	(26,801)	17,348
(Increase)/decrease in prepayments		(2,423)	281	(1,003)
Increase/(decrease) in trade and other payables		2,127	7,011	(5,594)
Increase in deferred income		-	-	8,093
Leasehold deposit paid		-	(140)	(500)
Cash generated from operating activities		(20,522)	(18,572)	21,758
Interest paid		(28)	(37)	(1,597)
Income tax paid		-	(449)	(300)
Net cash generated from operating activities		(20,550)	(18,918)	20,361
Cash flows from investing activities				
Acquisition of property, plant and equipment		(440)	(341)	(1,042)
Development of intangibles		-	(55)	(338)
Net cash used in investing activities		(440)	(396)	(1,380)
Cash flows from financing activities				
Issue of share capital		-	900	-
Proceeds from third party borrowing		-	-	20,200
Repayment of third party borrowings		(15,957)	-	(474)
Proceeds from related party borrowings		43,602	57,248	9,660
Repayments of related party borrowings		(6,108)	(37,522)	(47,184)
Net cash generated by/(used in) financing activities		21,357	20,626	(17,798)
Net increase in cash and cash equivalents		367	1,172	683
Cash and equivalent at beginning of period		88	455	1,627
Cash and equivalent at end of period		455	1,627	2,310

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Pelatro Solutions is a private company limited by shares and was incorporated on 21 March 2013 in India. The registered office and principal place of business is at No. 403, 7th A Main, 1st Block, HRBR Layout, Bangalore 560043, India.

The principal activities of Pelatro Solutions are the development of software solutions for precision marketing, principally for telecommunications companies.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRSS)

2.1 NEW AND REVISED IFRSSs IN ISSUE BUT NOT YET EFFECTIVE

Pelatro Solutions has not applied in advance the following accounting standards and interpretations (including the consequential amendments, if any) that have been issued by the International Accounting Standards Board (IASB) but are not yet effective for the current financial period:

IFRSs and IC Interpretations (Including The Consequential Amendments)	Effective Date
IFRS 9 Financial Instruments	1 January 2018
IFRS 15 Revenue from Contracts with Customers	1 January 2018
IFRS 16 Leases	1 January 2019

Based on an analysis of Pelatro Solutions' financial position as at 31 March 2017 on the basis of the facts and circumstances that existed at that date, the directors of Pelatro Solutions have performed a preliminary assessment of the impact of upcoming IFRSS and amendments thereto to the Company's financial statements and concluded that, apart from IFRS 15 and IFRS 16 discussed below, the above accounting standards and interpretations (including the consequential amendments) will not have a material impact on Pelatro Solutions' future financial statements.

As regards the provision of software development services, the Directors have preliminarily assessed that these performance obligations are satisfied at contractual rates as expenses are incurred and that the method currently used to measure satisfaction of these performance obligations will continue to be appropriate under IFRS 15.

On implementation of IFRS 16 in respect of the year ending 31 March 2020, based on its preliminary assessments Pelatro Solutions would expect to recognise on its balance a lease liability of approximately INR 950,000, with a broadly corresponding asset relating to the right to use the property which is the subject of the current lease. Pelatro Solutions does not intend to apply the standard retrospectively and so any difference between the carrying value of the asset created and the corresponding liability will be applied as an adjustment to opening equity at the date of initial application

Regarding future leases entered into after the expiry of the current lease, Pelatro Solutions will recognise the present value of "right of use" leases (which are expected to relate principally to lease obligations on property occupied) on its balance sheet, with a corresponding liability recognised to reflect the present value of amounts which will become due under such leases using the effective interest method. The right-of-use asset will be accounted for similarly to a purchased asset and depreciated or amortised over the useful life of the asset.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 STATEMENT OF COMPLIANCE

This financial information has been prepared in accordance with IFRSS issued by the International Accounting Standards Board ("IASB"), including related Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Going Concern basis of accounting

At the balance sheet date Pelatro Solutions, had cash resources (being cash and cash equivalents) as set out in the cash flow statement.

The Directors monitor future cash requirements against current resources and the availability of future funding, which includes the proceeds expected in connection with Placing and Admission to AIM, and have prepared detailed financial forecasts and cash flows looking beyond 12 months from the date of this Historical Financial Information. In developing these forecasts, they make enquiries and form assumptions as to future revenues and expenditures based upon their view of the current and future economic conditions that will prevail over the forecast period.

Having considered uncertainties under the current economic environment, and after making enquiries, the Directors have a reasonable expectation that resources are adequate to continue in operation for the foreseeable future. Accordingly, they have adopted the going-concern basis in preparing the Historical Financial Information.

3.2 REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable. Revenue from a contract to provide services is recognised at contractual rates (cost plus an agreed margin) as labour hours and direct expenses are incurred.

3.3 LEASING COMMITMENTS

Rentals paid under operating leases are charged to the statement profit and loss and other comprehensive income on a straight line basis over the period of the lease.

3.4 FUNCTIONAL AND FOREIGN CURRENCIES

(a) Functional and Presentation Currency

The financial information is presented in Indian Rupees ("INR"), which is the functional and presentational currency of Pelatro Solutions.

(b) Transactions and Balances

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

3.5 EMPLOYEE BENEFITS

Wages, salaries, paid annual leave, sick leave and bonuses are measured on an undiscounted basis and are recognised in profit or loss in the period in which the associated services are rendered by employees of Pelatro Solutions. Retirement benefits are charged on an accrual basis to the profit and loss account of the year in which contributions to the respective funds are due.

3.6 INCOME TAXES

Income tax for the year comprises current and deferred tax.

Current tax is the expected amount of income taxes payable in respect of the taxable profit for the reporting period and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous financial years, calculated in accordance with the relevant tax regulations applicable to Pelatro Solutions.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences other than those that arise from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the

deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

3.7 PROPERTY, PLANT AND EQUIPMENT

(a) *Owned Assets*

Items of property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses, if any. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the location and condition for its intended use.

(b) *Depreciation*

Depreciation is charged to profit or loss (unless it is included in the carrying amount of another asset) on a straight-line basis to write off the depreciable amount of the assets net of the estimated residual values over their estimated useful lives of between 3 and 5 years.

3.8 INTANGIBLES

Costs of software acquired are accounted for in accordance with "IAS 38 Intangible Assets" and costs that meet the qualifying criteria are capitalised and systematically amortised over the useful economic life of the intangible asset. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3.9 IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

At the end of each reporting period, Pelatro Solutions reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

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

3.10 FINANCIAL INSTRUMENTS

Financial instruments are recognised in the statements of financial position when Pelatro Solutions has become a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value.

(a) **Financial Assets**

On initial recognition, financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables financial assets, or available-for-sale financial assets, as appropriate.

(i) *Loans, Deposits and Receivables Financial Assets*

Trade receivables and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables financial assets. Loans and receivables financial assets are measured at amortised cost using the effective interest method, less any impairment loss. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(ii) *Derecognition of financial assets*

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset. On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new

asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in profit or loss.

(b) **Financial Liabilities**

All financial liabilities are initially measured at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method other than those categorised as fair value through profit or loss.

(i) *Other Financial Liabilities*

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

(ii) *Derecognition of Financial Liabilities*

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires..

(c) **Equity Instruments**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

4. PROPERTY, PLANT AND EQUIPMENT

Net book value	As at 1 April 2014 INR'000	Additions INR'000	Disposals INR'000	Depreciation INR'000	As at 31 March 2015 INR'000
Computer equipment	759	344	-	(441)	662
Office equipment	-	96	-	(6)	90
Total	759	440	-	(447)	752

Net book value	As at 1 April 2015 INR'000	Additions INR'000	Disposals INR'000	Depreciation INR'000	As at 31 March 2016 INR'000
Computer equipment	662	341	-	(486)	517
Office equipment	89	-	-	(18)	71
Total	751	341	-	(504)	588

Net book value	As at 1 April 2016 INR'000	Additions INR'000	Disposals INR'000	Depreciation INR'000	As at 31 March 2017 INR'000
Computer equipment	517	952	-	(365)	1,104
Office equipment	71	90	-	(26)	135
Total	588	1,042	-	(391)	1,239

5. INTANGIBLE ASSETS

Net book value	As at 1 April 2014 INR'000	Externally acquired additions INR'000	Disposals INR'000	Amortisation INR'000	As at 31 March 2015 INR'000
Software	1,444	-	-	(150)	1,294
Total	1,444	-	-	(150)	1,294

Net book value	As at 1 April 2015	Externally acquired additions	Disposals	Amortisation	As at 31 March 2016
	INR'000	INR'000	INR'000	INR'000	INR'000
Software	1,294	24	32	(191)	1,159
Total	1,294	24	32	(191)	1,159
Net book value	As at 1 April 2016	Externally acquired additions	Disposals	Amortisation	As at 31 March 2017
	INR'000	INR'000	INR'000	INR'000	INR'000
Software	1,159	338	-	(312)	1,185
Total	1,159	338	-	(312)	1,185

Costs of software acquired are amortised on a straight line basis over 9 years from the time of installation. The remaining amortisation period at 31 March 2017 is 6 years. Amortisation expense is charged to administrative expenses in the statement of profit and loss.

6. DEPOSITS

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
VAT deposit	15	15	15
Deposit re leasehold premises	2,000	2,140	2,640
	2,015	2,155	2,655

7. TRADE RECEIVABLES AND OTHER RECEIVABLES

In the period under review, Pelatro Solutions has traded mainly with members of the Pelatro Group. There have been no specific credit terms for these sales. Trading with third parties has been on terms typically around 60 days. All such amounts have now been collected in full.

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Trade receivables	-	26,307	8,257
Other receivables	58	552	1,254
	58	26,859	9,511

8. CASH AND BANK BALANCES

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Cash in hand	6	14	52
Cash at banks	449	1,613	2,258
	455	1,627	2,310

9. SHARE CAPITAL

Number of shares of INR 10 authorised and in issue	2015	2016	2017
At 1 April	10,000	10,000	100,000
Shares issued for cash in the year	-	90,000	-
At 31 March	10,000	100,000	100,000

Subscribed and paid up capital	2015	2016	2017
	INR'000	INR'000	INR'000
At 1 April	100	100	1,000
Shares issued for cash in the year	-	900	-
At 31 March	100	1,000	1,000

10. LOANS AND BORROWINGS

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
<i>Non-current liabilities</i>			
Secured term loan	-	-	18,496
	-	-	18,496
<i>Current liabilities</i>			
Current portion of term loan	-	-	1,230
Amounts owed to related parties	37,494	57,220	19,696
Total loans and borrowings	37,494	57,220	20,926

The non-current secured term loan was primarily secured on the personal property of Sudeesh Yezhuvath, a director of Pelatro Solutions until 15 November 2016 and a 20 per cent. shareholder in Pelatro Solutions until its sale to Pelatro Plc on 12 December 2017.

The loan is with a third party and its terms is 10 years from November 2016, interest rate of 11.0% rising to 12.5% in September 2017, repayable in 120 equal instalments of INR 278,255 of principal and interest.

Unsecured borrowings in 2016 comprise a loan from Subash Menon; in 2015 from Sudeesh Yezhuvath (INR 28,250,000) and Subash Menon (INR 9,244,325). These loans are interest free and repayable on demand.

11. TRADE PAYABLES AND OTHER PAYABLES

The normal trade credit terms granted to Pelatro Solutions range from 30 to 60 days.

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Trade payables	400	621	616
Other payables	3,678	9,208	3,529
Amounts due to related parties	-	1,260	1,350
	4,078	11,089	5,495

12. DEFERRED REVENUE

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Deferred revenue	-	-	8,093

As at 31 March		
2015	2016	2017
INR'000	INR'000	INR'000
-	-	8,093

13. PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging:

	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Fees payable to the Company's auditor for audit services	20	35	35
Fees payable to the Company's auditor for other services: tax compliance	-	15	15
Amortisation of intangible assets	150	191	312
Depreciation of property, plant and equipment	447	504	391
Operating lease expense	718	1,897	2,940

14. WAGES AND SALARIES

	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Wages and salaries	15,075	23,274	36,218
Social security contributions	-	301	1,102
Benefits	217	294	245
	15,292	23,869	37,565

The average number of persons employed by Pelatro Solutions during the period was:

	Year to 31 March		
	2015	2016	2017
Sales	2	2	2
Software Development	12	18	31
Administration	3	3	3
	17	23	36

The remuneration of the Directors, who were considered to be the only members of key management, was as follows:

	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Directors' emoluments	-	5,091	5,400
Benefits	-	-	-
	-	5,091	5,400

15. INCOME TAX EXPENSE

	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Current tax			
In respect of the current year	-	-	-
Deferred tax			
In respect of the current year	-	-	-

	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Total income tax expense recognised in the year	-	-	-

A reconciliation of income tax expense applicable to the profit before taxation at the statutory tax rate to income tax expense at the effective tax rate is as follows:

	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Profit before taxation	(20,851)	345	1,113
Tax at the applicable rate of 33%	(6,881)	114	367
Tax effects of:			
- non-deductible expenses	260	312	439
- effect of concessions (depreciation under Income Tax Act and other allowances)	(341)	(217)	(285)
Deferred tax asset not recognised	6,962	-	-
Benefit of previously unrecognised tax loss to reduce current tax expense	-	(209)	(521)
Income tax expense	-	-	-

The tax rate used for the above reconciliations above is the corporate tax rate of 33% (30% plus education cess at 3%) payable on taxable profits under the Indian Income Tax Act, 1961.

No deferred tax assets have been recognised due to uncertainties over their recovery in the foreseeable future. The unrecognised deferred tax asset is made up of the following:

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Unused taxed losses	10,309	9,653	8,107
Temporary timing differences	961	1,629	2,431
	11,270	11,282	10,538

16. PROFIT/(LOSS) PER SHARE

<i>Numerator</i>	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Profit/(loss) for the year and loss used in basic and diluted EPS	(20,851)	345	1,113
<i>Denominator</i>	As at 31 March		
	2015	2016	2017
Weighted average number of shares used in basic and diluted EPS	10,000	76,148	100,000
Profit/(loss) per share – basic and diluted	Year to 31 March		
	2015	2016	2017
	INR	INR	INR
	(2,085)	4.5	11.1

Diluted profit/(loss) per share is not applicable as there were no dilutive potential shares outstanding at the end of the reporting periods.

17. OPERATING AND GEOGRAPHIC SEGMENTS

Operating segments

Pelatro Solutions has adopted IFRS 8 “Operating Segments” from the date of transition to IFRS. IFRS 8 “Operating Segments” requires Pelatro Solutions to determine and present its operating segments based on information which is provided internally to the chief operating decision maker (the “CODM”). The CODM, who is responsible for allocating resources and assessing the performance of the operating segment, has been identified as the Directors of Pelatro Solutions.

For management purposes, Pelatro Solutions’ activities are principally related to the research and development of data analytics software which involve the performance of different processes for end users. All the processes are primarily subject to the same risks and returns. All other activities performed by Pelatro Solutions’ are solely to support its primary revenue generation activities. As such, the management monitors the operating results of Pelatro Solutions as a whole for making decisions about resource allocations and performance assessment and accordingly, there is considered to be only one segment and therefore the financial information present entity-wide information.

Geographic Segments

An analysis of Pelatro Solutions’ revenue by geographical segments based on customers’ locations is as follows:

	Year to 31 March		
	2015	2016	2017
Burundi	1,899	-	-
USA	-	37,131	58,486
India	-	4,500	3,000
	1,899	41,631	61,486

Included in revenues arising from the sale of data analytics software of INR 61,486,000 (2016: INR 41,631,000; 2015 INR 1,899,000) are revenues of approximately 58,486,000 (2016: INR 37,131,000; 2015 INR nil)) which arose from sales to Pelatro Solutions’ largest customer in 2017. Revenues of INR 1,899,000 in 2015 were all to Pelatro Solutions largest customer in that year.

Pelatro Solutions non-current assets by location of assets are as follows:

	As at 31 March		
	2015	2016	2017
India	1,295	1,159	1,185
	1,295	1,159	1,185

18. FINANCIAL INSTRUMENTS

Pelatro Solutions’ activities are exposed to a variety of market risks (including foreign currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. Pelatro Solutions’ overall financial risk management policy seeks to minimise potential adverse effects on Pelatro Solutions’ financial performance.

18.1 FINANCIAL RISK MANAGEMENT POLICIES

Pelatro Solutions’ policies in respect of the major areas of treasury activity are as follows:

(a) Market Risk

(i) Foreign Currency Risk

Pelatro Solutions’ is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than Indian Rupees, which arise (a) from amounts billed to Pelatro LLC in US Dollars (“USD”) in respect of costs incurred in Indian Rupees, as well as (b) from activities of staff travelling outside India and occurring expenses accordingly. The latter expenditure is not significant and amounts to be reimbursed are not outstanding for lengthy periods. Other foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

Foreign currency risk sensitivity analysis

The following table details the sensitivity analysis to a reasonably possible change in the

foreign currencies at the end of the reporting periods, with all other variables held constant:

Effect on profit after taxation and on equity	As at 31 March		
	2015	2016	2017
	Increase/ (decrease)	Increase/ (decrease)	Increase/ (decrease)
	INR'000	INR'000	INR'000
US Dollar			
- strengthened by 5%	-	(1,315)	(413)
- weakened by 5%	-	1,315	413

(ii) **Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. All of Pelatro Solutions' interest-bearing financial instruments have a fixed interest rate and accordingly there is no interest rate risk arising.

(b) **Credit Risk**

Pelatro Solutions' exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. Pelatro Solutions' only trade receivables in the current year are those relating to its activities with members of the Pelatro Group, and accordingly, given the related party relationship, there is not considered to be a material risk of default.

(c) **Liquidity Risk**

Liquidity risk arises mainly from business activities, general funding and the Directors' management of working capital. It is the risk that Pelatro Solutions' will encounter difficulty in meeting its financial obligations as they fall due. The Directors' policy is to ensure that Pelatro Solutions will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, the Directors seek to ensure that they maintain (a) cash balances sufficient to meet expected requirements and/or (b) funding through committed credit facilities.

The following table sets out the maturity profile of the financial liabilities as at the end of the reporting periods based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting periods):

As at 31 March 2015	Weighted average effective rate %	Carrying amount INR'000	Contractual undiscounted cash flows INR'000	Due within 1 year INR'000	Due within 1- 5 years INR'000	Due over 5 years INR'000
Trade payables	nil	400	400	400	-	-
Other payables and accruals	nil	3,678	3,678	3,678	-	-
Loans from related parties	nil	37,494	37,494	37,494	-	-
		41,572	41,572	41,572	-	-
As at 31 March 2016	Weighted average effective rate %	Carrying amount INR'000	Contractual undiscounted cash flows INR'000	Due within 1 year INR'000	Due within 1- 5 years INR'000	Due over 5 years INR'000
Trade payables	nil	621	621	621	-	-
Other payables and accruals	nil	9,208	9,208	9,208	-	-
Amounts due to related parties	nil	1,260	1,260	1,260	-	-
Loans from related parties	nil	57,220	57,220	57,220	-	-
		68,309	68,309	68,309	-	-

As at 31 March 2017	Weighted average effective rate %	Carrying amount	Contractual undiscounted cash flows	Due within 1 year	Due within 1- 5 years	Due over 5 years
		INR'000	INR'000	INR'000	INR'000	INR'000
Trade payables	nil	616	616	616	-	-
Other payables and accruals	nil	3,529	3,529	3,529	-	-
Amounts due to related parties	nil	1,350	1,350	1,350	-	-
Loans from related parties	nil	19,696	19,696	19,696	-	-
Other interest- bearing loans	12.5	19,726	19,726	1,230	6,282	12,214
		44,917	44,917	26,421	6,282	12,214

18.2 CAPITAL RISK MANAGEMENT

Pelatro Solutions manages its capital to ensure that it will be able to maintain a capital structure appropriate to the support of its businesses and to maximise shareholder value. To achieve this objective, Pelatro Solutions may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of any dividend payment, returning of capital to shareholders or issuing new shares. There was no change in the Pelatro Group's approach to capital management during the financial period under review.

18.3 CLASSIFICATION OF FINANCIAL INSTRUMENTS

	As at 31 March		
	2015 INR'000	2016 INR'000	2017 INR'000
Financial assets- loans and receivables			
Long-term loans and advances	2,015	2,155	2,655
Trade and other receivables	58	26,859	9,511
Other assets	485	653	1,956
Cash and bank balances	455	1,627	2,310
Financial liabilities- measured at amortised cost			
Long-term borrowings	-	-	18,496
Trade and other payables	4,078	11,089	5,495
Short term borrowings	37,494	57,220	20,926

18.4 FAIR VALUE MEASUREMENT

At 31 March 2015, 2016 and 2017, there were no financial instruments carried at fair values. The fair values of the financial assets and financial liabilities approximated their carrying amounts due to the relatively short-term maturity of the financial instruments (maturity within the next 12 months) or the fact that the interest rates were approximately equivalent to market rates at the time.

19. LEASES

Operating leases – lessee

The total future value of minimum lease payments is due as follows:

	As at 31 March		
	2015 INR'000	2016 INR'000	2017 INR'000
Not later than one year	1,453	2,140	2,447
Later than one year and not later than five years	6,636	4,075	1,628
Later than five years	-	-	-
	8,089	6,215	4,075

The Company entered into a 5 year lease in November 2014 for its premises at 1st Block, HRBR Layout, Bangalore.

20. RELATED PARTY TRANSACTIONS

During each year, the Company entered into the following transactions with related parties:

Related party and nature of transaction - income/(expense)	Year to 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Fellow subsidiary – sales	-	37,131	58,486
Key management personnel– consultancy fee payable	-	(450)	(500)
Relative of key management personnel– consultancy fee payable	-	(810)	(1,000)
Key management personnel – director’s salary paid	-	(2,281)	(2,400)

The Directors are deemed to be the only key management personnel.

Amounts outstanding at the end of the year in respect of transactions with related parties were as follows:

Amount outstanding - debtor/(creditor)	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Fellow subsidiary – receivables	-	25,897	8,690
Key management personnel – consultancy fee payable	-	(450)	(450)
Relative of key management personnel– consultancy fee payable	-	(810)	(900)
Key management personnel – net loan outstanding	(37,494)	(57,220)	(19,696)
Key management personnel – outstanding reimbursements in respect of expenses incurred on behalf of PSPL	(3,348)	(8194)	(2,010)

Details of unsecured loan transactions with key management personnel are as follows:

	As at 31 March		
	2015	2016	2017
	INR'000	INR'000	INR'000
Outstanding at the beginning of the year	-	37,494	57,220
Loan taken during the year	43,602	57,248	9,660
Loan repaid during the year	(6,108)	(37,522)	(47,184)
Outstanding at the end of the year	37,494	57,220	19,696

22. CAPITAL COMMITMENTS

As at 31 March 2017, Pelatro Solutions had no material capital commitments (2016: nil; 2015: nil)

23. CONTINGENCIES

As at 31 March 2017, Pelatro Solutions had no material contingencies (2016: nil; 2015: nil)

24. SUBSEQUENT EVENTS

On 12 December 2017, the entire issued share capital of Pelatro Solutions was acquired by Pelatro Plc for a cash consideration of \$US34,644.

25. ULTIMATE PARENT COMPANY

At the date of this report the ultimate controlling party of Pelatro Solutions is considered to be Pelatro Plc,

which is incorporated in United Kingdom.

26. NATURE OF FINANCIAL INFORMATION

The financial information presented above does not constitute statutory financial statements for the period under review.

Section G - Unaudited Interim Financial Information on the Pelatro Group

Set out below are the unaudited results of Pelatro LLC and its subsidiaries, Pelatro Pte and Pelatro Solutions Private Limited ("Pelatro Solutions") (for the period 1 January to 1 April 2016 only) (together referred to as the "Pelatro Group") for the six months ended 30 June 2017, together with the unaudited results for the Pelatro Group the comparative six months ended 30 June 2016.

Consolidated Statement of Comprehensive Income

The statements of consolidated comprehensive income of the Pelatro Group for the six month period ended 30 June 2017 and the six month period ended 30 June 2016 are set out below:

	Note	Six months ended 30 June 2017 \$'000 (Unaudited)	Six months ended 30 June 2016 \$'000 (Unaudited)
Continuing operations			
Revenue	6	1,548	237
Cost of sales		(354)	(204)
Gross profit		1,194	33
Administrative expenses		(222)	(35)
Profit/(loss) before tax		972	(2)
Income tax expense		(153)	-
Profit/(loss) for the period from continuing operations after taxation		819	(2)
Discontinued operations			
Loss for the period from discontinued operations		-	(49)
Profit/(loss) for the period		819	(51)
Attributable to:			
Owners of the Pelatro Group		822	(48)
Non-controlling interests		(3)	(3)
		819	(51)
Other comprehensive income			
Exchange differences on translation of foreign operations which may subsequently be reclassified to profit or loss		(2)	(19)
Other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax)		(2)	(19)
Total comprehensive income/(loss)		817	(70)
Attributable to:			
Owners of the Pelatro Group		820	(65)
Non-controlling interests		(3)	(5)
		817	(70)
Pro forma earnings/(loss) per share	11		
From continuing and discontinued operations:			
Basic and diluted		4.5c	(0.3)c
From continuing operations:			
Basic and diluted		4.5c	nil

Consolidated Statement of Financial Position

The statements of consolidated financial position of the Pelatro Group as at 30 June 2017 and at 31 December 2016 are set out below:

	Note	As at 30 June 2017 \$'000 (Unaudited)	As at 31 December 2016 \$'000 (Audited)
Non-current assets			
Intangible assets	7	529	357
		<u>529</u>	<u>357</u>
Current assets			
Trade and other receivables	8	923	157
Cash and bank balances		347	196
		<u>1,270</u>	<u>353</u>
Total Assets		<u>1,799</u>	<u>710</u>
Current liabilities			
Trade and other payables	9	523	331
Deferred revenue	10	80	-
		<u>603</u>	<u>331</u>
Total Liabilities		603	331
Equity			
Capital		20	20
Retained earnings		1,181	359
Foreign exchange reserve		(2)	-
Equity attributable to owners of the Pelatro Group		<u>1,199</u>	<u>379</u>
Non-controlling interests		(3)	-
		<u>1,196</u>	<u>379</u>
Total Equity and Liabilities		<u>1,799</u>	<u>710</u>

Consolidated Statement of Changes in Equity

The statements of changes in equity of the Pelatro Group for the six months periods ended 30 June 2016, 31 December 2016 and 30 June 2017, are set out below:

	Capital \$'000	Foreign exchange reserve \$'000	Retained profits \$'000	Attributable to owners of the Pelatro Group \$'000	Non- controlling interests \$'000	Total equity \$'000
Balance at 1 January 2016	20	17	45	82	(53)	29
Loss after taxation for the period	-	-	(48)	(48)	(3)	(51)
Exchange differences reclassified to profit or loss on disposal of foreign operations	-	(17)	-	(17)	(2)	(19)
Non-controlling interest lost on disposal of subsidiary	-	-	-	-	58	58
Balance at 30 June 2016	20	-	(3)	17	-	17
Profit after taxation for the period	-	-	362	362	-	362

	Capital \$'000	Foreign exchange reserve \$'000	Retained profits \$'000	Attributable to owners of the Pelatro Group \$'000	Non- controlling interests \$'000	Total equity \$'000
Balance at 31 December 2016	20	-	359	379	-	379
Profit after taxation for the period	-	-	822	822	(3)	819
Other comprehensive income	-	(2)	-	(2)	-	(2)
Balance at 30 June 2017	20	(2)	1,181	1,199	(3)	1,196

Consolidated Statement of Cash Flows

The statements of consolidated cash flows for the Pelatro Group for the six months ended 30 June 2016 and 30 June 2017 are set out below:

	Six months ended 30 June 2017 \$'000 (Unaudited)	Six months ended 30 June 2016 \$'000 (Unaudited)
Cash flow from operating activities		
Profit/(loss) for the period before taxation	817	(51)
Adjustments for:		
Amortisation of intangible assets	65	32
Depreciation of tangible assets		11
Income tax payable	153	-
Operating cash flows before movements in working capital	1,035	(8)
Increase in trade and other receivables	(766)	(75)
Increase/(decrease) in trade and other payables	(65)	166
Increase in deferred income	80	-
Cash generated from operating activities	284	83
Income tax paid	-	-
Net cash generated from operating activities	284	83
Cash flows used in investing activities		
Development of intangibles	(237)	(118)
Purchase of tangible assets	-	(2)
Net cash and cash equivalents divested with subsidiary	-	(52)
Net cash used in investing activities	(237)	(172)
Cash flows from financing activities		
Proceeds from borrowings	104	54
Net cash generated by financing activities	104	54
Net increase/(decrease) in cash and cash equivalents	151	(35)
Cash and equivalent at beginning of period	196	119
Cash and equivalents at end of period	347	84

NOTES TO THE FINANCIAL INFORMATION

1. GENERAL INFORMATION

The consolidated unaudited interim consolidated financial information represents the consolidated results of Pelatro LLC which was formed on 30 March 2015 in Delaware USA, and its subsidiaries, Pelatro Solutions Private Limited (“Pelatro Solutions”) (for the period 1 January to 1 April 2016 only) and Pelatro Pte Ltd (together referred to as the “Pelatro Group”).

On 1 April 2016, Pelatro LLC’s 90,000 shares in Pelatro Solutions were purchased by related individuals as follows: 18,000 shares by Sudeesh Yezhuvath, 32,000 shares by Kiran Menon (Subash Menon’s son) and 40,000 shares by Varun Menon (Subash Menon’s son); accordingly amounts relating to Pelatro Solutions are shown only in comparative figures for the period to 30 June 2016.

2. FUNCTIONAL AND PRESENTATION CURRENCY

The financial information is presented in US Dollars (“\$”), which is the functional currency of Pelatro LLC and the Pelatro Group’s presentation currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The combined financial information has been prepared on a basis consistent with the audited results of the Historical Pelatro Group for the year ended 31 December 2016, and in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRSs).

4. INCOME TAX EXPENSE

	Six months ended 30 June	
	2017 \$'000	2016 \$'000
Current tax	153	-
	<u>153</u>	<u>-</u>

Income tax for the year comprises current tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the reporting period and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous financial years. No deferred tax is provided as there is no material difference between the tax bases of assets and liabilities and their carrying amounts in the financial statements in the relevant subsidiary.

Pelatro LLC is a US LLC and is treated as a flow-through entity for both US federal and state income tax purposes for the periods under review. As such, its Members are taxed on their distributable share of the profits of the business, and Pelatro LLC itself is not subject to US federal or state income tax. Therefore, no provision or liability (including deferred tax) for federal or state income taxes related to Pelatro LLC is included in this historical financial information.

5. BUSINESS COMBINATIONS AND ASSETS HELD FOR SALE

Pelatro Pte Limited, the Company’s only subsidiary at the end of 30 June 2017, was incorporated in Singapore on 21 November 2016. On 1 January 2017 Pelatro Pte Limited issued 490 new shares to Pelatro LLC for \$490; following this transaction Pelatro LLC owned 98% of the issued share capital of Pelatro Pte Limited.

The fair value of the net assets of Pelatro Pte Limited at the date of acquisition was \$10, representing loans to related parties with no other assets or liabilities. From the date of acquisition, Pelatro Pte Limited contributed revenue of \$250,000 and \$19,000 loss to profit before tax

6. SEGMENTAL REPORTING

The Pelatro Group has adopted IFRS 8 “Operating Segments” from the date of transition to IFRS. IFRS 8 “Operating Segments” requires the Pelatro Group to determine and present its operating segments based on information which is provided internally to the chief operating decision maker (the “CODM”). The CODM, who is responsible for allocating resources and assessing the performance of the operating segment, has been identified as the Board of Directors.

For management purposes, the Pelatro Group’s activities are principally related to the provision of data analytics services which involve the performance of different processes for customers. All the processes are primarily subject to the same risks and returns. All other activities performed by the Pelatro Group are solely to support its primary revenue generation activities of the provision of data analytics services. As such, the management monitors the consolidated operating results of the Pelatro Group for making decisions about resource allocations and performance assessment and accordingly, there is considered to be only one segment and therefore the financial information presented is entity-wide information.

The Pelatro Group primarily serves customers in Africa, Asia and the Caribbean. The analysis of the Pelatro Group’s revenue by geographical segments based on customers’ locations is as follows:

	Six months ended 30 June	
	2017 \$'000	2016 \$'000
Caribbean	134	237
Africa	691	-
Asia	723	-
	1,548	237

Included in revenues arising from the sale of rights to data analytics software of \$1,548,000 for the period (2016: \$237,000) are revenues of approximately \$676,000 (2016: \$nil) which arose from sales to the Pelatro Group's largest customer, and approximately \$500,000 (2016: \$nil) which arose from sales to the Pelatro Group's second largest customer. Revenues of approximately \$237,000 in 2016 arose from the Pelatro Group’s largest customer in that period.

7. INTANGIBLE ASSETS

Six months ended 30 June 2017	Software rights \$'000	Total \$'000
<i>Cost :</i>	538	538
<i>At 1 January 2017</i>		
<i>Additions</i>	237	237
<i>At 30 June 2017</i>	775	775
<i>Accumulated amortisation and impairment losses:</i>		
<i>At 1 January 2017</i>	181	181
<i>Charge for the period</i>	65	65
<i>At 30 June 2017</i>	246	246
Net book value		
At 30 June 2017	529	529

8. TRADE AND OTHER RECEIVABLES

	30 June 2017 \$'000	31 December 2016 \$'000
Trade and other receivables	906	140
Amounts due from Members	17	17
	923	157

In assessing the recoverability of these debts, the Directors have given due consideration to all pertinent information relating to the ability of the customers to settle. If an account balance is deemed uncollectible, the account is impaired in full. If an account is potentially uncollectible, the Pelatro Group makes an impairment provision for such amounts. The impairment provision was \$nil at 30 June 2017 (31 December 2016: \$nil).

9. TRADE AND OTHER PAYABLES

	30 June 2017 \$'000	31 December 2016 \$'000
Trade and other payables	266	331
Income tax payable	153	-
Amounts due to related parties	104	-
	523	331

10. DEFERRED REVENUE

	30 June 2017 \$'000	31 December 2016 \$'000
Deferred revenue	80	-
	80	-

Deferred revenue arises from an implementation fee wholly payable as at 30 June 2017 in respect of services which were only partly complete.

11. PRO FORMA BASIC AND DILUTED EARNINGS PER SHARE

It is of limited significance to calculate earnings per share based on the historical consolidated equity. Accordingly, a pro forma earnings per share has been included based on the relevant number of shares in the Company following the group reorganisation but prior to the issue of shares to raise new funds on admission to AIM. The calculation of earnings per share is based on the following earnings and number of shares.

	Six months ended 30 June	
	2017 \$'000	2016 \$'000
Profit attributable to equity holders of the parent:		
Continuing operations	822	(2)
Discontinued operations	-	(49)
Profit attributable to ordinary equity holders of the parent for basic earnings	822	(51)
Number of ordinary shares	18,211,040	18,211,040
Basic earnings per share attributable to shareholders	4.5c	(0.3)c

	Six months ended 30	
	June	
	2017	2016
	\$'000	\$'000
Basic earnings per share for continuing operations attributable to shareholders	4.5c	nil

12. SUBSEQUENT EVENTS

On 12 December 2017 the Company acquired the entire share capital of Pelatro LLC and that of Pelatro Pte Limited in consideration for the issue of a further 16,211,040 Ordinary Shares and the payment of \$34,644 in cash, respectively.

13. SIGNIFICANT RELATED PARTY TRANSACTIONS

Amounts due from related parties

Other than those disclosed elsewhere in the financial information, the Pelatro Group also carried out the following significant transactions with the related parties as disclosed below:

	Six months ended 30	
	June	
	2017	2016
	\$'000	\$'000
Payments to Pelatro Solutions in respect of software rights acquired (gross)	328	331

Payments made to related parties

During the 6 months to 30 June 2017, the Pelatro Group paid management fees to Subash Menon (2017: \$36,567; 2016: nil) and Sudeesh Yezhuvath (2017: \$36,567; 2016: nil).

14. NATURE OF THE FINANCIAL INFORMATION

The financial information presented above does not constitute statutory accounts for the period under review.

PART 4 - UNAUDITED PRO FORMA STATEMENT OF NET ASSETS

Section A- Accountants' Report on the Unaudited Pro Forma Statement of Net Assets



13 December 2017

The Directors
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The Directors
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Dear Sirs,

Introduction

We report on the unaudited pro forma statement of net assets of Pelatro Plc (the "Company") and its subsidiaries Pelatro LLC, Pelatro Pte (together the "Pelatro Group") and its acquisition of Pelatro Solutions Private Limited (combined as the "Group") (the "Pro Forma Financial Information") set out in Part 4 Section B of the Company's AIM admission document dated 13 December 2017 (the "Admission Document"). The Pro Forma Financial Information has been prepared on the basis of the notes thereto, for illustrative purposes only, to provide information about how the placing and admission of the Company and its securities to trading on AIM, might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing its financial information for the period ended 31 July 2017, the period ended 30 June 2017 for the Pelatro Group and the year ended 31 March 2017 for Pelatro Solutions. This report is required by Schedule Two of the AIM Rules for Companies (the "AIM Rules") and is given for the purpose of complying with that schedule and for no other purpose.

Responsibilities

It is the responsibility of the directors of the Company (the "Directors") to prepare the Pro Forma Financial Information. It is our responsibility to form an opinion on the Pro Forma Financial Information as to the proper compilation of the Pro Forma Financial Information and to report our opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting 4000 as issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial information with the Directors.

We planned and performed our work so as to obtain all the information and explanations we considered

necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Opinion

In our opinion:

- the Pro Forma Financial Information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Paragraph (a) of Schedule Two of the AIM Rules, we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with Schedule Two of the AIM Rules.

Yours faithfully

Crowe Clark Whitehill LLP

Chartered Accountants

Section B - Unaudited Pro Forma Statement of Net Assets

Set out below is an unaudited pro-forma statement of net assets of the Company (the “Pro-Forma Financial Information”), which has been prepared on the basis of the Company’s financial information at 31 July 2017 and the financial information of the Pelatro Group at 30 June 2017, as adjusted for the following

- acquisition of Pelatro Solutions
- acquisition of Pelatro Pte
- Placing proceeds, as set out in the notes below.

The unaudited pro forma statement has been prepared for illustrative purposes only and because of its nature will not represent the actual consolidated financial position of the Company at the date of Admission.

Unaudited pro-forma statement of net assets

(US\$ '000)	Company(audited) (Note 1)	Pelatro Group (unaudited) (Note 2)	Acquisition of Pelatro Solutions (audited) (Note 3)	Acquisition of Pelatro Pte (Note 4)	Placing proceeds (Note 5)	Unaudited pro forma net assets (Unaudited)
Non-current assets						
Property, plant and equipment	-	-	19	-	-	19
Intangible assets	-	529	18	-	-	547
Long-term loans and advances	-	-	41	-	-	41
Total non-current assets	-	529	78	-	-	607
Current assets						
Trade and other receivables	-	923	146	-	-	1,069
Other assets	-	-	30	-	-	30
Cash and cash equivalents	17	347	1	-	4,019	4,384
Total current assets	17	1,270	177	-	4,019	5,483
Total assets	17	1,799	255	-	4,019	6,090
Non-current liabilities						
Borrowings	-	-	285	-	-	285
	-	-	285	-	-	285
Current liabilities						
Trade and other payables	-	523	85	2	-	610
Short term borrowings	-	-	322	-	-	322
Deferred income	-	80	125	-	-	205
Total current liabilities	-	603	532	2	-	1,137
Total liabilities	-	603	817	2	-	1,422
Net assets/(liabilities)	17	1,196	(562)	(2)	4,019	4,668

Notes:

- (1) The financial information relating to the Company has been extracted from the Company's financial information for the period ended 31 July 2017, as set out in Part B of the Document. This financial information has been converted from GBP to USD using the exchange rate 1:1.3161. No account has been taken of the results of the Company subsequent to 31 July 2017.
- (2) The financial information relating to the Pelatro Group has been extracted from the Pelatro Group's financial information for the period ended 30 June 2017, as set out in Part 3 Section G of the Document. No account has been taken of the results of the Pelatro Group subsequent to 30 June 2017.
- (3) The Company acquired the entire share capital of Pelatro Solutions for US\$34,644 in cash pursuant to the SDC Acquisition Agreement on 12 December 2017. The cash and cash equivalent in Pelatro Solutions amounted to approximately US\$35,538 at 31 March 2017, which has been adjusted for the purchase price of US\$34,644, resulting in the net cash and cash equivalent position to be US\$894. The remaining financial information relating to Pelatro Solutions has been extracted from Pelatro Solutions financial information for the period ended 31 March 2017, as set out in Part 3 Section F of the Document This financial information has been converted from INR to USD using the exchange rate 65:1. No account has been taken of the results of Pelatro Solutions subsequent to 31 March 2017.
- (4) On 7 September 2017, the Company acquired the entire share capital of Pelatro Pte in consideration of US\$88,100 in cash. Of this amount US\$86,338 was due to the Pelatro Group and US\$1,762 was due to individual shareholders.
- (5) The Company raised US\$5.1 million (gross) from the Placing. Associated costs of the Placing were approximately US\$1.1 million (excluding VAT). The net proceeds from the Placing received by the Company were approximately US\$4 million. The Placing and the associated costs have been translated from GBP to USD using the exchange rate of 1:1.3395.

PART 5 - ADDITIONAL INFORMATION

1 THE COMPANY

- 1.1 The Company was incorporated and registered in England and Wales on 21 February 2017 under the Companies Act as a private limited company with the name Beraf Technologies Ltd and registered number 10630166. The Company changed its name to Pelatro Limited on 5 April 2017. The Company re-registered from a private limited company to a public limited company, becoming Pelatro Plc, on 3 August 2017.
- 1.2 The liability of the Company's members is limited to the amount, if any, unpaid on the Ordinary Shares.
- 1.3 The Company is domiciled in the UK and it is governed by, and its securities were created under, the Companies Act and the regulations made thereunder.
- 1.4 The Company's registered office and principal place of business is located at Albert Buildings, 49 Queen Victoria Street, London, EC4N 4SA. The telephone number of the Company's registered office is +44 (0)207 653 1954 and the Company's web address at which information required by Rule 26 of the AIM Rules can be found is <http://www.pelatro.com>.
- 1.5 Other than the Board, the Company has the Remuneration Committee, the Audit Committee and the Nomination Committee.
- 1.6 The principal activities of the entities of the Group are the development of data analytics software and the sale and distribution of the rights to that software, principally to Telcos.

2 THE GROUP

2.1

- (i) On Admission, the Company is the holding company of the following subsidiaries (all held directly):

Name	Country of incorporation	Registered office	Activity	Ownership interest (per cent.)
Pelatro Pte. Ltd.	Singapore	1 Raffles Place, #10-62 One Raffles Place, Singapore 048616	Sale and distribution of analytics software	100
Pelatro LLC	USA	110, Summit Avenue, Suite 1, Montvale, NJ 07645, USA	Sale and distribution of analytics software	100
Pelatro Solutions Private Limited	India	No. 403, 7 th A Main, 1 st Block, HRBR Layout, Bangalore - 560 043	Development of analytics software	100 ²

3 SHARE CAPITAL

- 3.1 The issued share capital of the Company on incorporation was £100 made up of 100 ordinary shares of £1.00 each.
- 3.2 The changes to the issued share capital of the Company which occurred between 21 February 2017, being the date of its incorporation, and the date of this document are as follows:
- (a) On 31 July 2017:

² 99,999 shares are held by the Company, and 1 share is held by Anuradha on behalf of the Company.

- (i) The Shareholders passed an ordinary resolution in accordance with section 551 of the Companies Act to allot ordinary shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £50,000, and a special resolution to disapply the pre-emption provisions under section 561 of the Companies Act up to an aggregate nominal amount of £50,000.
- (ii) The Board resolved to allot an aggregate of 49,900 ordinary shares of £1.00 each, totalling 50,000 ordinary shares of £1.00 each in issue, as follows:

Name	Previous Shareholding	Ordinary Shares allotted	Revised total
Sudeesh Yezhuvath	20	9,980	10,000
Kiran Menon	38	19,960	19,998
Varun Menon	38	19,960	19,998
Ravi Shanmugam	4	-	4
Total	100	49,900	50,000

- (b) On 7 September 2017 the Shareholders passed an ordinary resolution in accordance with section 618 of the Companies Act to sub-divide the 50,000 ordinary shares of £1.00 each in the capital of the Company to 2,000,000 Ordinary Shares.
 - (c) On 7 September 2017:
 - (i) the Shareholders passed an ordinary resolution in accordance with section 551 of the Companies Act that the Directors be generally and unconditionally authorised to allot Ordinary Shares:
 - (A) up to an aggregate nominal amount of £405,276 as consideration for the acquisition by the Company of Pelatro LLC;
 - (B) up to an aggregate nominal amount of £130,000 in connection with the Placing; and
 - (C) generally up to an aggregate nominal amount of £193,914 (being approximately one third of the Company's issued share capital as at the date of this document);
 - (ii) the Shareholders passed a special resolution in accordance with section 570 of the Companies Act that the directors be generally empowered to allot ordinary shares of £0.025 each in the capital of the Company as if section 561(1) of the Companies Act did not apply, provided that such power be limited to the allotment of:
 - (A) up to an aggregate nominal amount of £130,000 in connection with the Placing; and
 - (B) generally, up to an aggregate nominal amount of £58,175 (being approximately 10 per cent of the Company's issued share capital as at the date of this document); and
 - (iii) the Board resolved to allot an aggregate of 16,211,040 Ordinary Shares as consideration for the acquisition of Pelatro LLC.
- 3.3 The Company's issued share capital as at the date of this document is 18,211,040 Ordinary Shares.
- 3.4 The Placing comprises an offer of up to 6,102,212 New Ordinary Shares to be issued by the Company at the Placing Price. The issue of New Ordinary Shares will dilute holders of Ordinary Shares immediately prior to the Placing by 25.1 per cent. On Admission, following completion of the Placing, the issued, fully paid, share capital of the Company will be 24,313,252. The Vendor Placing will not require New Ordinary Shares.
- 3.5 Save as disclosed in paragraphs 3, 4 and 9 of this Part 5:
- (a) no share or loan capital of the Company has been issued or is proposed to be issued;

- (b) there are no Ordinary Shares in the Company not representing capital;
- (c) there are no Ordinary Shares held by or on behalf of the Company itself;
- (d) there are no outstanding convertible securities, exchangeable securities or securities with warrants issued by the Company;
- (e) there are no acquisition rights and/or obligations over authorised but unissued share capital of the Company and the Company has made no undertaking to increase its share capital; and
- (f) no share or loan capital of the Company is under option and the Company has not agreed conditionally or unconditionally to put any share or loan capital of the Company under option.

4 SECURITIES BEING ADMITTED

- 4.1 The Ordinary Shares are ordinary shares of 2.5 pence each in the capital of the Company, issued in Pounds Sterling.
- 4.2 The International Security Identification Number (ISIN) of the Ordinary Shares is GB00BYXH8F66 and the Stock Exchange Daily Official List (SEDOL) number will be BYXH8F6.
- 4.3 The Ordinary Shares will be in registered form. They will be capable of being held in certificated form or in uncertificated form in CREST. The Company's register of members will be kept by Euroclear, the operator of the CREST system and the Company's registrars, Equiniti of Level 6, Broadgate Tower, 20 Primrose Street, London, EC2A 2EW.
- 4.4 The dividend and voting rights attaching to the Ordinary Shares are set out in paragraphs 7.2 and 7.13 of this Part 5.
- 4.5 Section 561 of the Companies Act gives the Shareholders rights of pre-emption in respect of allotments of securities which are or are able to be paid up in cash (other than by way of allotments to employees pursuant to an employee share scheme as defined under section 1166 of the Companies Act). Subject to limited exceptions and to the extent authorised pursuant to the Resolutions, unless Shareholder approval is obtained in a general meeting of the Company, the Company must normally offer Ordinary Shares to be issued for cash to existing shareholders pro-rata to their shareholdings.
- 4.6 The Ordinary Shares will have no right to share in the profits of the Company other than through a dividend, distribution or return of capital (further details of which are set out in paragraph 7.13 of this Part 5).
- 4.7 Each Ordinary Share will be entitled on a pari passu basis with all other issued Ordinary Shares to share in any surplus on a liquidation of the Company.
- 4.8 The Ordinary Shares will have no redemption or conversion rights.

5 TAKEOVERS

- 5.1 The Takeover Code applies to the Company. Rule 9 of the Takeover Code therefore applies to any person, or group of persons, acting in concert, who acquires, whether by a series of transactions over a period of time or not, an interest in shares which, taken together with shares in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of the Company. It would also apply to any person who, together with persons acting in concert with him, is already interested in shares which in aggregate carry not less than 30 per cent. (but not more than 50 per cent.) of the voting rights of the Company if that person, or any person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested. Where Rule 9 applies, the person or concert party group is normally required by the Panel to make a general offer in cash to acquire from the other shareholders the remaining shares in the company at not less than the highest price paid by him or them within the preceding twelve months. Rule 9 is subject to a number of dispensations.
- 5.2 In the event a bidder for shares in the Company acquires at least nine-tenths in value of the issued share capital of the Company to which an offer relates the bidder may in accordance with the

procedure set out in section 979 of the Companies Act require the holders of any shares he has not acquired to sell them subject to the terms of the offer. Those Shareholders may in turn require the bidder to purchase their shares on the same terms.

- 5.3 No person has made a public takeover bid for the Company's issued share capital since 21 february 2017, being the date of incorporation.

6 CONTROL

- 6.1 As at Admission, the Concert Party, which consists of all Shareholders immediately prior to Admission, is expected to have an interest in 69.50 per cent. of the Enlarged Share Capital, as detailed in paragraph 22 of Part 1 of this Admission Document.
- 6.2 As at Admission, to the best of the knowledge of the Company and save as disclosed in paragraph 6.1 above, there are other no persons who directly or indirectly control the Company, where control means owning 30 per cent. or more of the voting rights attaching to the share capital of the Company.
- 6.3 The Company is not aware of any arrangements which may at a subsequent date result in a change in control of the Company.

7 MEMORANDUM AND ARTICLES OF ASSOCIATION

The Articles include provisions to the following effect:

7.1 *Objects of the Company*

Under the Companies Act, the objects of the Company are unrestricted. The Articles do not specify any restrictions on the objects of the Company.

7.2 *Voting Rights*

Subject to any rights or restrictions as to voting attached to any class of shares, at any general meeting, on a show of hands, every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, has one vote and, in the case of a poll, every member present in person or by proxy has one vote for every share of which he is the holder. No member is entitled to vote at a general meeting either personally or by proxy if any calls in respect of shares held by him have not been paid.

7.3 *Notices of General Meetings*

An annual meeting of the Company shall be called on 21 clear days' notice, that is excluding the date of deemed receipt of such notice and the date of the meeting. Any general meeting of the Company shall be called on 14 clear days' notice, subject, in either case, to the Companies Act. The Directors can call a general meeting at any time they think fit. The Company is required to send notice to members (except where the member is not entitled to such notice under the Articles or pursuant to any other restrictions imposed), the Company's Directors and Auditors. Notice will be sent to those registered in the register of members of the Company at such relevant time as is decided by the Directors in accordance with the Articles. The notice of annual general meeting or general meeting may include a time at which the member must be entered on such register in order to have the right to vote.

In the absence of a specific provision in the Articles, the quorum at meetings of the shareholders of the Company will be two persons, in accordance with section 318 of the Companies Act.

7.4 *Sanctions on Shareholders*

Any member representing 0.25 per cent. or more in nominal value of the issued shares of any class shall not be entitled to vote, receive payment of dividend or other distribution or transfer their shareholding (except in certain circumstances) if he, having been given a section 793 notice, has failed to give the information thereby required within 14 days of such notice. Such restrictions will cease to apply upon any arm's length sale or upon such information being provided.

7.5 **Variation of Rights**

The Articles do not include any special rules for changing the rights attaching to any of its shares. Therefore the rights attached to any class of shares may, in accordance with the Companies Act, be altered or cancelled with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class.

Subject to the provisions of the Companies Act, the Company may by ordinary resolution increase its share capital, consolidate and divide all or any of its shares into shares of a larger amount, cancel any shares not taken or agreed to be taken by any person and sub-divide its shares into shares of a smaller amount and, as set out in the Companies Act, by special resolution (and, with court approval where required) reduce its authorised or issued share capital or any capital redemption reserve and any share premium account in any way subject to authority required by law.

Subject to applicable law, the Company may purchase its own shares.

7.6 **Lien and Forfeiture**

The Company has a first and paramount lien on every share which is not fully paid for all amounts payable to the Company whether called or payable at a fixed time in respect of that share. The Board may sell shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 days of notice requiring the holder to do so.

Subject to the Articles and the terms on which the shares are allotted, the Board may make such calls on shareholders in respect of any money unpaid on their shares. Each shareholder shall (subject to receipt of at least 14 days' notice) pay to the Company the amount called on his shares. If a call or any instalment of a call remains unpaid in whole or part the Board may give the member not less 14 days' notice requiring payment together with interest and expenses. The notice should also state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

7.7 **Directors**

A director is not required to hold any qualification shares.

Board Powers

The Directors are responsible for the management of the Company's business and the Directors may exercise all the Company's powers and may do on its behalf anything that can be done by the Company. The Board may delegate any of its power to such persons or committees as it thinks fit. The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

Directors' Conflicts of Interest

Director must declare to the other Directors any situation in which he has or could have a direct or indirect interest that conflicts or possibly might conflict with the interests of the Company. Save in relation to permitted clauses, any Director so interested cannot count as part of a meeting of the Directors in relation to voting for quorum purposes.

The permitted causes referred to above are:

- (a) the giving of any guarantee, security or indemnity to a director in respect of money lent by him or obligations incurred by him at the request or for the benefit of the Company or any of its subsidiary undertakings;
- (b) any security given by the Company to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings which the Director has himself guaranteed or secured in whole or in part;
- (c) any contract or arrangement by a director to subscribe for shares, debentures or other securities of the Company issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof or to the public or any section thereof, or to underwrite any shares, debentures or other securities of the Company;
- (d) any contract or arrangement in which he is interested by virtue of his interest in shares or debentures or other securities of or by the Company or by reason of any other interest in or through

the Company;

- (e) any contract or arrangement in which he is interested directly or indirectly as shareholder holding less than 1 per cent. of any class of the equity share capital of, or the voting rights in such company as an officer, shareholder, creditor or otherwise howsoever;
- (f) any proposal concerning the adoption, modification or operation of an employee's share scheme, a pension fund or retirement, death or disability benefits scheme which relates both to the directors and employees of the Company or any of its Subsidiaries and does not provide in respect of any director any such privilege or advantage not accorded to the employees to which such scheme or fund relates;
- (g) any arrangement for the benefit of employees of the Company or of any of its Subsidiaries under which the Director benefits in a similar manner to the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom such arrangement relates; and
- (h) any proposal, contract, transaction or arrangement concerning
 - (i) the purchase or maintenance of insurance for the benefit of directors or persons who include directors, or
 - (ii) indemnities in favour of directors, or
 - (iii) the funding of expenditure by one or more directors in defending proceedings against him or them or
 - (iv) doing anything to enable such director or directors to avoid incurring such expenditure.

The Directors shall have the power to authorise certain conflicts, provided that the relevant Director does not vote or count in the quorum in respect of any decision on such authorisation.

Summarised under sub-paragraphs above either generally or in relation to any particular matter, or ratify any transactions not duly authorised by reason of a contravention of such provision.

Borrowing powers

The Directors may exercise all the powers of the Company to borrow money, indemnify and guarantee, and to mortgage or charge all or any part of its undertaking, property, assets (present and future), and to create debenture and loan stock whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Directors' Meetings

The quorum for meeting of the Board is two Directors.

7.8 Directors Remuneration and expenses

The Directors are entitled to such remuneration as the Directors determine for their services to the Company as directors, and for any other service which they undertake for the Company.

The Directors are entitled to be repaid all reasonable expenses properly incurred by them respectively in connection with their attendance at meetings of directors or committees of directors, general meetings or separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers in relation to the Company.

7.9 Retirement and Appointment of Directors

The Company may from time to time by ordinary resolution appoint any person willing to act and who is permitted by law to do so, to be a director. The Directors may also from time to time appoint directors but any director so appointed shall retire by rotation at the next annual general meeting of the Company and stand for re-election.

A Director will also automatically cease to be a director if he becomes prohibited by law of holding such office and in certain other circumstances.

7.10 Retirement by Rotation

At every annual general meeting, any directors appointed by the Board since the last general meeting and any directors who were not appointed or re-appointed at one of the preceding two annual general meetings of the Company shall retire by rotation and stand for re-election.

7.11 Directors' indemnity and insurance

Subject to the Companies Act, the Company may indemnify any Director and any director of any associated company may be indemnified against any liability by him, including in connection with negligence, default, breach of duty and against any liability incurred by him in defending civil or criminal proceedings in which judgment is given in his favour.

Any former director may be provided with funds to meet his expenditure incurred or to be incurred by him in defending any criminal or civil proceeding which relate or are alleged to relate to his actions or omission as a director.

In each case, officers shall not be indemnified in certain circumstances, including against liability owed to the Company or any associate of the Company, to pay a fine by way of penalty, in defending criminal or civil proceedings brought by the Company/an associated company in which he is convicted or judgment is given against him (as applicable) or where such indemnity would be prohibited or rendered void by the Companies Act or any other provision of law.

The Directors may also purchase and maintain at the expense of the Company for any Director or any director of any associated company, insurance against any liability, which has or may be incurred by a relevant Director in connection with his duties or powers in relation to the Company or any associated company.

7.12 Transfers

Subject to the provision of the Companies Act, all transfers of shares held in certificated form may be effected by transfer in any usual form or in any other form acceptable to the Directors and shall be executed by or on behalf of the transferor and, if the share is partly paid, the transferee. The Directors may refuse to register the transfer of a certificated share if it is not fully paid, the transfer is not lodged at the Company's registered office or such other appointed place, it is not duly stamped, it is not accompanied by the share certificate or similar documents, it is in respect of more than one class of share or if it is in favour of more than four transferees. All transfers of share held in uncertificated form will be effected by means of the relevant system. A transfer of share held in uncertificated form must not be registered if the transfer is in favour of more than four transferees.

7.13 Dividends

There are no fixed dates on which a dividend entitlement arises. The Company may by ordinary resolution from time to time declare dividends to be paid to Shareholders, although the amount of the dividend cannot exceed the amount recommended by the Directors. In addition, the Directors may pay interim dividends if justified by the profits of the Company available for distribution.

Unless otherwise specified, the dividend payment to each Shareholder shall be calculated proportionately to the amounts paid up on each issued Ordinary Share. All dividend payments shall be non-cumulative.

All unclaimed dividends may be used for the benefit of the Company until claimed and shall not attract interest. Any dividend which remains unclaimed twelve years after the date the dividend becomes due for payment shall, at the option of the Directors, be forfeited and shall revert to the Company.

There are no dividend restrictions attaching to the Ordinary Shares, provided they are fully paid up. Payments of dividends may be made by any method the Directors consider appropriate and on a cash dividend there are no special arrangements for non-resident Shareholders. The Directors may make such arrangements as they consider expedient in connection with a dividend payment in shares to deal with any legal or other difficulties that may arise in any territory in which non-resident Shareholders are present. Subject to the passing of an ordinary resolution by the members, members may be offered the right to elect to receive shares or other securities in any company, credited as fully paid, rather than cash.

The Ordinary Shares rank *pari passu* as a class in terms of preference, restriction and all other rights.

7.14 Drag along

Section 983 of the Companies Act provides that if, within certain time limits, an offer is made for the share capital of the Company, the offeror is entitled to acquire compulsorily any remaining shares if it has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90 per cent. in value of the shares to which the offer relates and in a case where the shares to which the offer relates are voting shares, not less than 90 per cent. of the voting rights carried by those shares. The offeror would effect the compulsory acquisition by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their shares and, six weeks from the date of the notice, pay the consideration for the shares to the Company to hold on trust for the outstanding shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under the Companies Act must, in general, be the same as the consideration available under the takeover offer.

7.15 Tag Along

Section 983 of the Companies Act permits a minority shareholder to require an offeror to acquire its shares if the offeror has acquired or contracted to acquire shares in the Company which amount to not less than 90 per cent. in value of all the voting shares in the Company and carry not less than 90 per cent. of voting rights. Certain time limits apply to this entitlement. If a shareholder exercises its rights under these provisions, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

8 INTERESTS OF THE DIRECTORS AND SIGNIFICANT SHAREHOLDINGS

8.1 As expected to be immediately following completion of the Placing and Admission, the interests of the Directors and persons connected to them (within the meaning of section 252 of the Companies Act) in the share capital of the Company, the existence of which is known to or could with reasonable diligence be ascertained by the Directors, are (other than the rights set out in paragraph 9 of this Part 5) as follows:

Name	At the date of this document		Immediately following Admission	
	Number of Ordinary Shares	Percentage Holding (%)	Number of Ordinary Shares	Percentage Holding (%)
Subash Menon ⁽¹⁾	9,684,244	53.18%	9,684,244	39.83%
Sudeesh Yezhuvath	3,309,309	18.17%	3,309,309	13.61%
Richard Day	19,457	0.11%	19,457	0.08%
Pieter Verkade	-	-	-	-
Nicholos Hellyer	-	-	80,000	0.33%

(1) Held by Subash's sons, Varun Menon – 4,842,122 Ordinary Shares – and Kiran Menon – 4,842,122 Ordinary Shares.

(2) Held by Nicholos Hellyer - 40,000 Ordinary Shares - and his wife Dr Fawzia Ali - 40,000 Ordinary Shares.

(i) Save as disclosed in paragraph 8.1 above, the Company is not aware of any interest in the Company's share capital which amounts or would, immediately following Admission, amount to 3 per cent. or more of the Company's issued share capital other than the following:

Name	At the date of this document		Immediately following Admission	
	Number of Ordinary Shares	Percentage Holding (%)	Number of Ordinary Shares	Percentage Holding (%)
Subash Menon ⁽¹⁾	9,684,244	53.18%	9,684,244	39.83%
Sudeesh Yezhuvath	3,309,309	18.17%	3,309,309	13.61%
Suresh	3,608,829	19.82%	2,294,613	9.44%

Name	At the date of this document		Immediately following Admission	
	Number of Ordinary Shares	Percentage Holding (%)	Number of Ordinary Shares	Percentage Holding (%)
Yezhuvath Herald Investment Management Ltd	-	-	1,600,000	6.58%
Artemis Fund Management Limited	-	-	1,200,000	4.94%
Rathbones Investment Management Limited	-	-	1,089,828	4.48%
Maven Capital Partners UK LLP	-	-	800,000	3.29%

(1) Held by Subash's sons, Varun Menon – 4,842,122 Ordinary Shares – and Kiran Menon – 4,842,122 Ordinary Shares.

The voting rights of the Shareholders set out in paragraphs 8.1 and 8.2 do not differ from the voting rights held by other Shareholders.

- 8.2 There are no outstanding loans granted or guarantees provided by the Company to or for the benefit of any of the Directors. There are no outstanding loans or guarantees provided by the Directors to or for the benefit of the Company.
- 8.3 Save as disclosed in this paragraph 8, no Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company during the current or immediately preceding financial year, or during any earlier financial year and which remains in any respect outstanding or unperformed.
- 8.4 Save as otherwise disclosed in this document, none of the Directors nor any member of their respective families nor any person connected with the Directors (within the meaning of section 252 of the Companies Act) has any holding, whether beneficial or otherwise, in the share capital of the Company.
- 8.5 None of the Directors nor any member of their respective families is dealing in any related financial product (as defined in the AIM Rules) whose value in whole or in part is determined directly or indirectly by reference to the price of the Ordinary Shares, including a contract for difference or a fixed odds bet.

9 DIRECTORS' SERVICE AGREEMENTS/LETTERS OF APPOINTMENT

The Company has entered into service agreements/letters of appointment with the Directors as follows:

9.1 *Executive directors*

Subash Menon

Subash Menon has entered into a service agreement with the Company dated 13 December 2017 pursuant to which he has agreed to act as managing director and president of the Company. The agreement states that his employment as managing director and president of the Company commences on the later of Admission and the receipt by Mr Menon of the requisite permission to be employed in the UK. Either party may terminate Mr Menon's employment and role as managing director and president of the Company by giving at least 12 months' notice, and in that case the Company may make a payment in lieu of notice. The Company can also terminate Mr Menon's employment and role as managing director of

the Company immediately in certain specified situations. Mr Menon's annual salary under this agreement is £90,000. Mr Menon may also become entitled to be paid a termination payment of up to 2 times annual salary, dependant on the achievement of certain conditions in the first 3 years after Admission relating to total shareholder returns and earnings per share targets.

Until he receives the requisite permission, Mr Menon will be employed by Pelatro Solutions on the same terms as the set out above (but with obligations owed directly to Pelatro Solutions rather than the Company). He has also entered into a letter of appointment with the Company, which sets out his duties as a director of the Company. It is intended that both the service agreement with Pelatro Solutions and the letter of appointment with the Company will terminate if Mr Menon receives the requisite immigration permission and in which case the service agreement with the Company will take effect.

Subash Menon also is party to a management fee agreement with Pelatro Pte dated 1 January 2017 pursuant to which he has agreed to provide management consulting services to Pelatro Pte for a monthly fee of \$8,500 SGD, resulting in an annual fee of \$102,000 SGD. The agreement can be terminated on 45 days' prior notice. Mr Menon's total annual income from the Group is therefore approximately £150,000.

Sudeesh Yezhuvath

Sudeesh Yezhuvath has entered into a service agreement with the Company dated 13 December 2017 pursuant to which he has agreed to act as chief executive officer of the Company. The agreement states that his employment as chief executive officer of the Company commences on the later of Admission and the receipt by Mr Yezhuvath of the requisite permission to be employed in the UK. Either party may terminate Mr Yezhuvath's employment and role as chief executive officer of the Company by giving at least 12 months' notice, and in that case the Company may make a payment in lieu of notice. The Company can also terminate Mr Yezhuvath's employment and role as Chief Executive Officer of the Company immediately in certain specified situations. Mr Yezhuvath's annual salary under this agreement is £90,000. Mr Yezhuvath may also become entitled to be paid a termination payment of up to 2 times annual salary, dependant on the achievement of certain conditions in the first 3 years after Admission relating to total shareholder returns and earnings per share targets.

Until he receives the requisite permission, Mr Yezhuvath will be employed by Pelatro Solutions on the same terms as the set out above (but with obligations owed directly to Pelatro Solutions rather than the Company). He has also entered into a letter of appointment with the Company, which sets out his duties as a director of the Company. It is intended that both the service agreement with Pelatro Solutions and the letter of appointment with the Company will terminate if Mr Yezhuvath receives the requisite immigration permission and in which case the service agreement with the Company will take effect.

Sudeesh Yezhuvath is also party to a management fee agreement with Pelatro Pte dated 1 January 2017, pursuant to which he provides management consulting services to Pelatro Pte for a monthly fee of \$8,500 SGD, resulting in an annual fee of \$102,000 SGD. This agreement can be terminated on 45 days' prior notice. Mr Yezhuvath's total annual income from the Group is therefore approximately £150,000.

Nicholos Hellyer

Nicholos Hellyer has entered into a service agreement with the Company dated 13 December 2017 pursuant to which he has agreed to act as finance director of the Company. The agreement states that his employment as finance director of the Company commences on Admission and shall continue until terminated. Either party may terminate Mr Hellyer's employment and role as finance director of the Company by giving at least 3 months' notice. The Company can terminate Mr Hellyer's employment and role as finance director of the Company immediately in certain specified situations and at their discretion make a payment in lieu of notice. The agreement provides for an annual salary of £60,000 and Mr Hellyer is obliged to work 8 days each calendar month on average during the calendar year. The agreement also states that the Company will grant Mr Hellyer the option to purchase up to 50,000 Ordinary Shares in the Company (the "Option") during three specified periods (the "Option Periods"). The consideration shall be an exercise price of £0.625 per Ordinary Share, and the Option shall only be exercisable during the Option Periods

9.2 **Non-executive directors**

Richard Day

Conditional on Admission, on 13 December 2017, Richard Day entered into a letter of appointment pursuant to which he was appointed to act as non-executive chairman of the Company. Mr Day is entitled to a director's fee of £40,000 per annum. The appointment is for an initial term of 12 months and will be terminable at any time on 3 months' prior written notice by either party.

Pieter Verkade

Conditional on Admission, on 13 December 2017, Pieter Verkade entered into a letter of appointment pursuant to which he was appointed to act as non-executive director of the Company. Mr Verkade is entitled to a director's fee of £24,000 per annum. The appointment is for an initial term of 12 months and will be terminable at any time on 3 months' prior written notice by either party.

10 **ADDITIONAL INFORMATION ON THE DIRECTORS**

10.1 In addition to directorships of the Company, the Directors hold or have held the following directorships or have been partners in the following partnerships within the five years prior to the date of this document:

Director	Age	Current Directorships and Partnerships (other than the Company)	Past Directorships and Partnerships
Sudeesh Yezhuvath	48	Pelatro Pte Ltd	Subex Limited Subex Limited Subex Technologies Ltd Kivar Holdings Pvt Ltd Pelatro Solutions Pvt Ltd
Subash Menon	52	Pelatro Pte Ltd	Subex Limited Subex Technologies Ltd Central India Commercial Exchange Ltd Kivar Holdings Pvt Ltd Reha Urban Infra Pvt Ltd Puducherry Municipal Services Pvt Ltd Trans Infra Projects Pvt Ltd Reha Environ Pvt Ltd Bhilai Durg Waste Management Pvt Ltd Raipur Waste Management Pvt Ltd Subex Technologies Ltd Pelatro Solutions Pvt Ltd
Nicholos Hellyer	54	Colaba Consulting Limited (dormant) Canary View (Narrow Street) Management Company Limited	Development Through Challenge (company limited by guarantee)
Richard Day	57	RJD Corporate Limited Cogenpower Plc* EGS Energy Limited	Arden Partners Plc More Global PLC Envent Capital Markets Limited Greka Drilling Ltd
Pieter Verkade	51	Viva Africa Discover Digital Int. CoolMAIN Digital Discover Digital International	MTN Cyprus MTN Ghana MTN Cameroon MTN Cote D'Ivoire MTN Kenya MTN Namibia MTN Botswana CCA South Africa

*Cogenpower Company Voluntary Arrangement approved on 24/10/2017

10.2 Same as disclosed in paragraph 10.1 above, none of the Directors has:

- (a) any unspent convictions in relation to indictable offences;

- (b) had any bankruptcy order made against him or entered into any voluntary arrangements;
- (c) been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, been subject to a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;
- (d) been a partner in any partnership which has been placed in compulsory 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;
- (e) been the owner of any assets or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
- (f) been publicly criticised by any statutory or regulatory authority (including recognised professional bodies); or
- (g) been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a company.

11 EMPLOYEES

During the period since 21 February 2017, being the date of incorporation, the Company had no employees. On Admission, the Group will have 50 employees, including the 47 employed by of the SDC prior to the SDC Acquisition.

12 MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, have been: (i) entered into by a member of the Group within the two years immediately preceding the date of this document and are, or may be, material; or (ii) entered into by a member of the Group and contain any provision under which any member of the Group has any obligation or entitlement which is (or may be) material to the Group as at the date of this document.

12.1 *The Company*

12.1.1 *Placing Agreement dated 13 December 2017 between (1) the Company, (2) the Directors, (3) the Vendor Shareholder and (4) finnCap*

Pursuant to the Placing Agreement dated 13 December 2017 between (1) the Company, (2) the Directors (3) the Vendor Shareholder and (4) finnCap, finnCap as the Company's nominated adviser and broker, have been granted certain powers and authorities in connection with the application for Admission. Under the terms of the Placing Agreement, the Company, the Directors and the Vendor Shareholder have given certain customary warranties, and the Company has given an indemnity, to finnCap in connection with Admission and other matters relating to the Group and its affairs. finnCap may terminate the Placing Agreement in certain specified circumstances prior to Admission, principally if any of the warranties has ceased to be true and accurate in any material respect or shall have become misleading in any respect, or in the event of circumstances existing which make it impracticable or inadvisable to proceed with Admission.

The Placing Agreement is subject to the satisfaction or waiver of a number of conditions including Admission. Such conditions must be satisfied (or where possible, waived) by 19 December 2017 (or such later time as may be agreed by the Company and finnCap, being not later than 29 December 2017).

12.1.2 *Lock-in and Orderly Market Agreement dated 13 December 2017 between (1) the Company, (2) finnCap and (3) the Related Parties*

Pursuant to the Lock-in and Orderly Market Agreement, each of the Related Parties has undertaken to the Company and finnCap that, subject to certain limited exceptions, they will not dispose of Ordinary Shares held by them for a period of 12 months from the date of Admission.

Each Related Party has also undertaken that for the period of 12 months following the anniversary of the date of Admission, they will only dispose of Ordinary Shares held by them with the consent of finnCap and then through finnCap, or through the Company's broker at that time.

12.1.3 Nominated Adviser and Broker Agreement dated 13 December 2017 between (1) finnCap and (2) the Company

The Company appointed finnCap to act as Nominated Adviser and broker to the Company on an ongoing basis as required by the AIM Rules with effect from Admission. The Company has agreed to pay finnCap, a fee of £60,000 per annum (plus VAT), rising to £65,000 on the first anniversary of Admission, for retaining its services as Nominated Adviser and broker. The agreement contains certain undertakings and indemnities given by the Company in respect of, inter alia, compliance with all applicable laws and regulations. The Company agreed to comply with its legal obligations and those of AIM and the London Stock Exchange and to consult and discuss with finnCap all of its announcements and statements and to provide finnCap with any information finnCap believes is necessary to enable it to carry out its obligations to the Company or the London Stock Exchange as Nominated Adviser. Pursuant to these arrangements, finnCap has agreed, inter alia, to provide such independent advice and guidance to the Directors as they may require to ensure compliance by the Company on a continuing basis with the AIM Rules. These arrangements continue for an initial period of 12 months from Admission unless terminated for reason prior to such date in accordance with the terms of the Nominated Adviser Agreement and thereafter until terminated in accordance with the terms thereof.

12.1.4 Relationship Agreement dated 13 December 2017 between (1) the Company, (2) finnCap and (3) Related Parties

Conditional on Admission, the Company entered into the Relationship Agreement with finnCap and the Related Parties, being Subash Menon, Kiran Menon, Varun Menon, Suresh Yezhuvath and Sudeesh Yezhuvath, on 13 December 2017. Pursuant to the Relationship Agreement, the Related Parties agree that the management of the Company should be conducted independently of their interests and that any transactions any relationships between the Related Parties and any member of the Group must be at arm's length and on normal commercial terms. Each of the Related Parties also agrees and undertakes to the Company and finnCap that they will exercise the voting rights attaching to their Ordinary Shares (whether legally or beneficially owned) in a manner required to ensure, so far as they are reasonably able, that the affairs of the Group are conducted in accordance with the Relationship Agreement. Further, if a Related Party is acting as Director he shall be obliged to act and vote in the best interests of the Company.

12.1.5 Assignment Deed dated 27 October 2017 between (1) the Company and (2) Pelatro LLC

The Company entered into the Assignment Deed with Pelatro LLC on 27 October 2017. Under the terms of a transfer agreement between Pelatro Solutions and Pelatro LLC dated 1 April 2015, Pelatro Solutions assigned the benefit of a master agreement, a licence agreement, a professional services agreement and a statement of work between Pelatro Solutions and Cable & Wireless International HQ Limited ("C&W") dated 11 March 2015 and an adoption agreement between Pelatro Solutions and the Bahamas Telecommunications Company Limited ("BTC") dated March 2015 (together the "BTC Agreement"). Under the terms of a novation agreement between Pelatro Solutions, C&W and BTC dated 1 July 2017, Pelatro Solutions novated the BTC Agreement to the Company and the parties to the novation agreement covenanted (inter alia) that Pelatro Solutions would stand substituted by the Company in the BTC Agreement. In order to perfect the novation agreement, the Assignment Deed assigned the benefit of the BTC Agreement from Pelatro LLC to the Company

12.1.6 Novation Agreement dated 1 July 2017 between (1) the Company, (2) Pelatro LLC and (3) Robi Axiata Limited

Robi Axiata Limited and Pelatro LLC entered into an agreement for supply, delivery and implementation of integrated campaign management software solution between dated 30 November 2015 (the "Original Agreement") and an amendment and addendum to the Original Agreement dated 11 April 2017 (the "Amendment Agreement"). Under the terms of the Novation Agreement, Pelatro LLC novated the Original Agreement and the Amendment Agreement to the Company and the parties to the Novation Agreement covenanted (inter alia) that Pelatro LLC would stand substituted by the Company in the Original Agreement

and the Amendment Agreement.

12.1.7 Novation Agreement dated 1 July 2017 between (1) the Company, (2) Pelatro LLC and (3) Wana Corporate

Wana Corporate and Pelatro LLC entered into an agreement for supply, delivery and implementation of integrated campaign management software solution between dated 22 March 2017 (the "Wana Agreement"). Under the terms of the Novation Agreement, Pelatro LLC novated the Wana Agreement to the Company and the parties to the Novation Agreement covenanted (inter alia) that Pelatro LLC would stand substituted by the Company in the Wana Agreement.

12.1.8 Deed of Novation dated 7 September 2017 between (1) the Company, (2) Pelatro LLC, (3) Sudeesh Yezhuvath, (4) Kiran Menon and (5) Varun Menon

Pelatro LLC owed £40,120.25 to Sudeesh Yezhuvath, Kiran Menon and Varun Menon (the "Shareholder Loan"). Sudeesh Yezhuvath, Kiran Menon and Varun Menon owed an aggregate amount of £37,425 to the Company in respect of the unpaid nominal value of ordinary shares in the Company issued to them on 31 July 2017. Pursuant to the Deed of Novation, the benefit of the Shareholder Loan was novated to the Company, so the outstanding amount could be offset against the unpaid nominal value. The novation created an inter-company loan of £40,120.25 from the Company to Pelatro LLC.

12.1.9 SDC Acquisition Agreement date 12 December 2017 between (1) the Company and (2) the SDC Vendors, being Sandhya Menon and Suresh Yezhuvath

On 12 December 2017, the Company purchased 99.9 per cent of the issued share capital of the SDC and Anurahdu purchased 0.1 per cent of the issued share capital of the SDC from the SDC Vendors, for a total consideration of US\$34,644 payable in cash. Under the terms of the SDC Acquisition Agreement, the SDC Vendors gave certain customary warranties in respect of the SDC, and have agreed not to solicit any employee, customer or supplier of the SDC or the Company for a period of six months following the date of the agreement. The liability of the SDC Vendors in respect of a claim for breach of warranty is limited to US\$34,644, save for any claim for breach of a warranty relating to title or capacity.

12.2 The Group

12.2.1 US Share Purchase Agreement

As part of a pre-Admission re-organisation, the Company entered into the US Share Purchase Agreement with Sudeesh Yezhuvath, Varun Menon and Kiran Menon (the "Sellers") on 27 October 2017. Pursuant to the US Share Purchase Agreement, the Company purchased the entire issued share capital of Pelatro LLC from the Sellers and the Sellers received a total of 16,211,040 Ordinary Shares in Pelatro Plc in consideration.

12.2.2 Singapore Share Purchase agreement

As part of a pre-Admission re-organisation, the Company entered into the Singapore Share Purchase Agreement with Pelatro LLC, Sudeesh Yezhuvath and Kiran Menon (the "Sellers") on 27 October 2017. Pursuant to the Singapore Share Purchase Agreement, the Company purchased the entire issued share capital of Pelatro LLC from the Sellers and the Sellers received a total of US\$88,100 cash in consideration.

12.2.3 Software Development Services Agreement dated 12 December 2017 between (1) Pelatro Pte and (2) Pelatro Solutions

Pelatro Pte entered into the revised Software Development Services Agreement with Pelatro Solutions on 12 December 2017. Pursuant to the Software Development Services Agreement, Pelatro Pte has engaged Pelatro Solutions to develop computer operating platforms and software programs on an ongoing basis for Pelatro Pte. Pursuant to the Software Development Services Agreement, Pelatro Solutions has also agreed to deliver and install the Group's mViva software at the sites of such Pelatro Pte customers as Pelatro Pte may direct, and provide training and maintenance to such customers if requested. Pelatro Solutions has further agreed not to carry out any software development activities, either on its own account or for any other party, without the express prior written consent of Pelatro Pte. The Pelatro Group

is permitted to source development and implementation services from other parties. Pelatro Pte may terminate the Software Development Services Agreement at any time by providing not less than 45 days' notice to Pelatro Solutions. Pelatro Pte has the right at any time to appoint another provider to replace Pelatro Solutions. Pelatro Solutions may only terminate the agreement in limited circumstances, including upon an event of insolvency or an un-remedied material breach of the agreement.

13 RELATED PARTY TRANSACTIONS

13.1 The following amounts are outstanding at the date of this Admission Document under informal zero-interest loan arrangements between the Group and the Directors:

- (a) Pelatro Pte owes approximately INR 30,925,489 (£358,326.22) to Pelatro Solutions;
- (b) Pelatro Solutions owes INR 23,115,098 (£267,829.09) to Sudeesh Yezhuvath; and
- (c) Pelatro Solutions owes INR 4,660,000 (£53,994.30) to Subash Menon.

13.2 Save as disclosed in paragraphs 12.1.2, 12.1.4, 12.1.8, 12.1.9, 12.2.1, 12.2.2, 12.2.3, 13.1 and 18.8 of this Part 5 and Part 3 of this Admission Document, '*Historical Financial Information*', the Company has not entered into any related party transactions since 21 February 2017, being the date of incorporation.

14 LITIGATION

No member of the Group is or has been involved in any governmental, legal or arbitration proceedings, and the Company is not aware of any such proceedings pending or threatened by or against any member of the Group, which may have or have had during the twelve months preceding the date of this document a significant effect on the financial position or profitability of the Group.

15 NO SIGNIFICANT CHANGE

15.1 Save for the matters disclosed in this document, there has been no significant change in the financial or trading position of the Company since 21 February 2017, being the date of its incorporation.

15.2 Save for matters disclosed in this document, and the pre-Admission re-organisation, there has been no significant change in the financial or trading position of the Group since 30 June 2013, being the date to which its last unaudited interim financial information has been prepared.

15.3 Save for matters disclosed in this document, there has been no significant change in the financial or trading position of Pelatro Solutions since 31 March 2017, being the date to which its last audited financial statements were prepared.

16 WORKING CAPITAL

The Directors are of the opinion, having made due and careful enquiry, that the Group will have sufficient working capital for its present requirements, that is for at least 12 months from the date of Admission.

17 TAXATION

17.1 *Introduction*

The following paragraphs are intended as a general guide only to the United Kingdom tax position of Shareholders who are the beneficial owners of Ordinary Shares in the Company who are individuals that are United Kingdom tax resident and domiciled in the United Kingdom and who hold their shares as investments (otherwise than under an individual savings account (ISA)) only and not as securities to be realised in the course of a trade.

Certain Shareholders, such as dealers in securities, collective investment schemes, insurance companies and persons acquiring their Ordinary Shares in connection with their employment or as an office holder may be taxed differently and are not considered. Furthermore, the following paragraphs do not apply to:

- potential investors who intend to acquire Ordinary Shares as part of a tax avoidance arrangement; or

- persons with special tax treatment such as pension funds or charities.

Any prospective purchaser of Ordinary Shares in the Company who is in any doubt about their tax position or who is subject to taxation or domiciled in a jurisdiction other than the United Kingdom should consult their own professional adviser immediately.

Unless otherwise stated the information in these paragraphs is based on current United Kingdom tax law and published HMRC practice as at the date of this document. Shareholders should note that tax law and interpretation can change (potentially with retrospective effect) and that, in particular, the rates, basis of and reliefs from taxation may change. Such changes may alter the benefits of investment in the Company.

17.2 Income Tax – taxation of dividends

The taxation of dividends paid by the Company and received by a Shareholder resident for tax purposes in the United Kingdom is summarised below.

United Kingdom resident individuals

Dividend income is subject to income tax as the top slice of the individual's income. Each individual has an annual Dividend Allowance of £5,000 per annum, for dividends received before 5 April 2018, £2,000 for dividends received after 6 April 2018. Therefore individuals do not have to pay tax on the first £5,000 of all dividend income they receive.

Dividends in excess of the Dividend Allowance are taxed at the individual's marginal rate of tax, with dividends falling within the basic rate band taxable at 7.5 per cent (the "dividend basic rate"), those within the higher rate band taxable at 32.5 per cent. (the "dividend higher rate") and those within the additional rate band taxable at 38.1 per cent. (the "dividend additional rate").

United Kingdom discretionary trustees

The annual Dividend Allowance available to individuals is not available to United Kingdom resident trustees of a discretionary trust. Since 6 April 2016, United Kingdom resident trustees of a discretionary trust in receipt of dividends are liable to income tax at a rate of 20 per cent on the trust's share of the standard rate band rising to 38.1 per cent on dividend income in excess of the trust's share of the standard rate band. This mirrors the dividend additional rate.

United Kingdom resident companies

Shareholders that are bodies corporate resident in the United Kingdom for tax purposes, may (subject to anti-avoidance rules) be able to rely on Part 9A of the Corporation Tax Act 2009 to exempt dividends paid by the Company from being chargeable to United Kingdom corporation tax. Such shareholders should seek independent advice with respect to their tax position.

United Kingdom pension funds and charities are generally exempt from tax on dividends that they receive.

Non-United Kingdom tax residents

Generally, shareholders who are not resident for United Kingdom tax purposes will not be subject to any United Kingdom taxation in respect of United Kingdom dividend income. Those shareholders may be subject to tax on United Kingdom dividend income under any law to which that person is subject to tax outside the United Kingdom. Shareholders who are not tax resident for United Kingdom tax purposes should consult their own tax advisers with regard to their liability to taxation in respect of the dividend income.

Withholding tax

Under current United Kingdom tax legislation no tax is withheld from dividends or redemption proceeds paid by the Company to Shareholders.

17.3 United Kingdom taxation of capital gains

The following paragraphs summarise the tax position in respect to a disposal of Ordinary Shares by a Shareholder resident in the United Kingdom. To the extent that a Shareholder acquires Ordinary Shares allotted to him, the amount paid for the Ordinary Shares will generally constitute the base cost of the Shareholder's holding.

A disposal of Ordinary Shares by a Shareholder who is tax resident in the United Kingdom may give rise to a chargeable gain or an allowable loss for the purposes of United Kingdom taxation of chargeable gains, depending on the Shareholder's circumstances and subject to any available exemptions or reliefs.

For individual Shareholders who are United Kingdom tax resident or only temporarily non-United Kingdom tax resident, capital gains tax at the rate of 10 per cent. for basic rate taxpayers or 20 per cent. for higher or additional rate taxpayers may be payable on any gain (after any available exemptions, reliefs or losses). For Shareholders that are bodies corporate any gain may be within the charge to corporation tax. Individuals may benefit from certain reliefs and allowances (including a personal annual exemption allowance) depending on their circumstances. Shareholders that are bodies corporate resident in the United Kingdom for taxation purposes will benefit from indexation allowance which, in general terms, increases the chargeable gains tax base cost of an asset in accordance with the rise in the retail prices index, but will not create or increase an allowable loss.

Individual Shareholders who subscribe for shares and continuously hold their Ordinary Shares for no less than three years may, on a subsequent disposal of those Ordinary Shares, qualify for "Investors' relief". Investors' Relief provides for a reduced rate of capital gains tax of 10 per cent. on gains realised on the disposal of certain ordinary shares, up to a lifetime limit of £10m of gains, subject to various conditions being met by both the investor and investee company.

The relevant qualifying conditions of Investors' Relief are considered likely to be met by the Company and/or the Enlarged Group. However neither the Company, its Directors or advisors can guarantee that those conditions will be or will continue to be met throughout the required share-holding period.

For trustee Shareholders of a discretionary trust who are United Kingdom tax resident, capital gains tax at the rate of tax of 20 per cent. may be payable on any gain (after any available exemptions, reliefs or losses).

Non-United Kingdom tax resident Shareholders will not normally be liable to United Kingdom taxation on gains unless the Shareholder is trading in the United Kingdom through a branch, agency or permanent establishment and the Ordinary Shares are used or held for the purposes of the branch, agency or permanent establishment.

17.4 Stamp duty and stamp duty reserve tax

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or stamp duty reserve tax (SDRT) or (except where stated otherwise) to persons connected with depositary arrangements or clearance services who may be liable at a higher rate.

No UK stamp duty or SDRT will generally be payable on the issue or allotment of Ordinary Shares.

Neither UK stamp duty nor SDRT should arise on transfers of Ordinary Shares on AIM (including instruments transferring Shares and agreements to transfer Ordinary Shares) based on the following assumptions:

- the Shares are admitted to trading on AIM, but are not listed on any market (with the term "listed" being construed in accordance with section 99A of the Finance Act 1986), and this has been certified to Euroclear; and
- AIM continues to be accepted as a "recognised growth market" as construed in accordance with section 99A of the Finance Act 1986).

In the event that either of the above assumptions does not apply, stamp duty or SDRT may apply to transfers of Ordinary Shares in certain circumstances.

Any prospective purchaser of Ordinary Shares in the Company who is in any doubt about their tax position or who is subject to taxation or domiciled in a jurisdiction other than the United Kingdom should consult their own professional adviser immediately.

17.5 Enterprise investment scheme

The Company has received provisional clearance from HMRC that the First Tranche Placing Shares will rank as a qualifying investment for the purposes of the Enterprise Investment Scheme and for the purposes of investment by Venture Capital Trusts.

EIS provides the following tax reliefs for individual investors provided investments are held for three years and that the investor qualifies as an individual entitled to relief under the EIS rules:

- Initial income tax relief of up to 30 per cent. of the amount subscribed (subject to a maximum investment of £1,000,000). The income tax relief is withdrawn if the shares are not retained for a minimum of 3 years.
- Exemption from capital gains tax CGT on a disposal of the eligible shares where the disposal takes place more than three years after they are acquired and where EIS income tax relief has been claimed on those shares and not withdrawn.
- Liability of individuals and certain trustees to CGT arising from the disposal of any assets may be deferred by investing the gain (or part of the gain) in the shares of a qualifying company. The investment must be made within a time period beginning one year before and ending three years after the original disposal. The capital gain deferred will crystallise on the disposal of the EIS shares.
- Where a loss is incurred by an investor on the first disposal of his EIS shares, the loss calculated after deducting EIS income tax relief from the cost of the investment may be set against either chargeable gains or taxable income at the election of the investor.

A claim for CGT deferral relief or income tax relief under EIS is made by the individual investors and/or trustees claiming the relief.

Investors considering taking advantage of any of the reliefs under EIS or available to VCTs should seek their own professional advice in order that they may fully understand how the rules apply in their individual circumstances. As the rules governing EIS and VCT reliefs are complex and interrelated with other legislation, if any potential investors are in any doubt as to their tax position, require more detailed information than the general outline above, or are subject to tax in a jurisdiction other than the UK, they should consult their professional adviser.

The continuing availability of EIS relief and the status of the First Tranche Placing Shares as a qualifying holding for VCT purposes will be conditional on the Company and trade continuing to satisfy the requirements of EIS and VCT throughout the relevant period (three years from the date of share issue for EIS).

The Directors intend to manage the Company so as to maintain the status of the Company as a qualifying company for EIS purposes and its shares as a qualifying VCT investment. However, neither the Directors nor the Company give any warranty or undertaking that EIS relief or VCT qualifying status, if granted, will not be withdrawn, nor do they warrant or undertake that the Company will conduct its activities in a way that qualifies for or preserves its status.

18 GENERAL

- 18.1 The net proceeds of the Placing are expected to be £3.0 million, and the net proceeds of the Vendor Placing are expected to be £0.57 million although the Company will not receive the proceeds of the Vendor Placing. The total costs and expenses relating to Admission are payable by the Company and are estimated to amount to approximately £0.8 million (excluding VAT).
- 18.2 Apart from the application for Admission, no application will be made for dealings in the Ordinary Shares on any recognised investment exchange.
- 18.3 Crowe Clark Whitehill has given and not withdrawn its written consent to the inclusion in this document of its reports in Part 3 and Part 4.
- 18.4 finnCap has given and not withdrawn its written consent to the inclusion in this document of reference to its name in the form and context in which it appears.
- 18.5 Where information has been sourced from a third party this information has been accurately reproduced. So far as the Company and the Directors are aware and are able to ascertain from information provided by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.
- 18.6 The accounting reference date of the Company is 31 December. The current accounting period will end on 31 December 2017.
- 18.7 The Placing Price of £0.625 represents a premium of £0.6 over the nominal value of £0.025 per

Ordinary Share.

- 18.8 Save as disclosed in this document, no person (other than the Company's professional advisers named in this document and trade suppliers) has at any time within the 12 months preceding the date of this document received, directly or indirectly, from the Company or entered into any contractual arrangements to receive, directly or indirectly, from the Company on or after Admission any fees, securities in the Company or any other benefit to the value of £10,000 or more, except:
- a. Nicholas Hellyer received in aggregate £20,143 pursuant to a consultancy agreement dated 17 July 2017 with Pelatro LLC; and
 - b. Richard Day received in aggregate £44,670, comprising a flat fee of £15,000 and monthly payments totalling £29,670, together with 19,457 Ordinary Shares as set out in paragraph 8.1 of this Part 5, pursuant to an arrangement entered into on 7 October 2016 between Pelatro LLC and RJD Corporate Limited (a company wholly-owned by Richard Day).

19 AVAILABILITY OF ADMISSION DOCUMENT

Copies of this Admission Document are available for download from the Company's website at <http://www.pelatro.com> and are available free of charge at the offices of finnCap Ltd at 60 New Broad Street, London, EC2M 1JJ or by calling +44 (0)207 220 0500 and at the Company's registered office during normal business hours on any weekday (Saturdays and public holidays excepted), and shall remain available for at least one month after Admission.

Dated: 13 December 2017