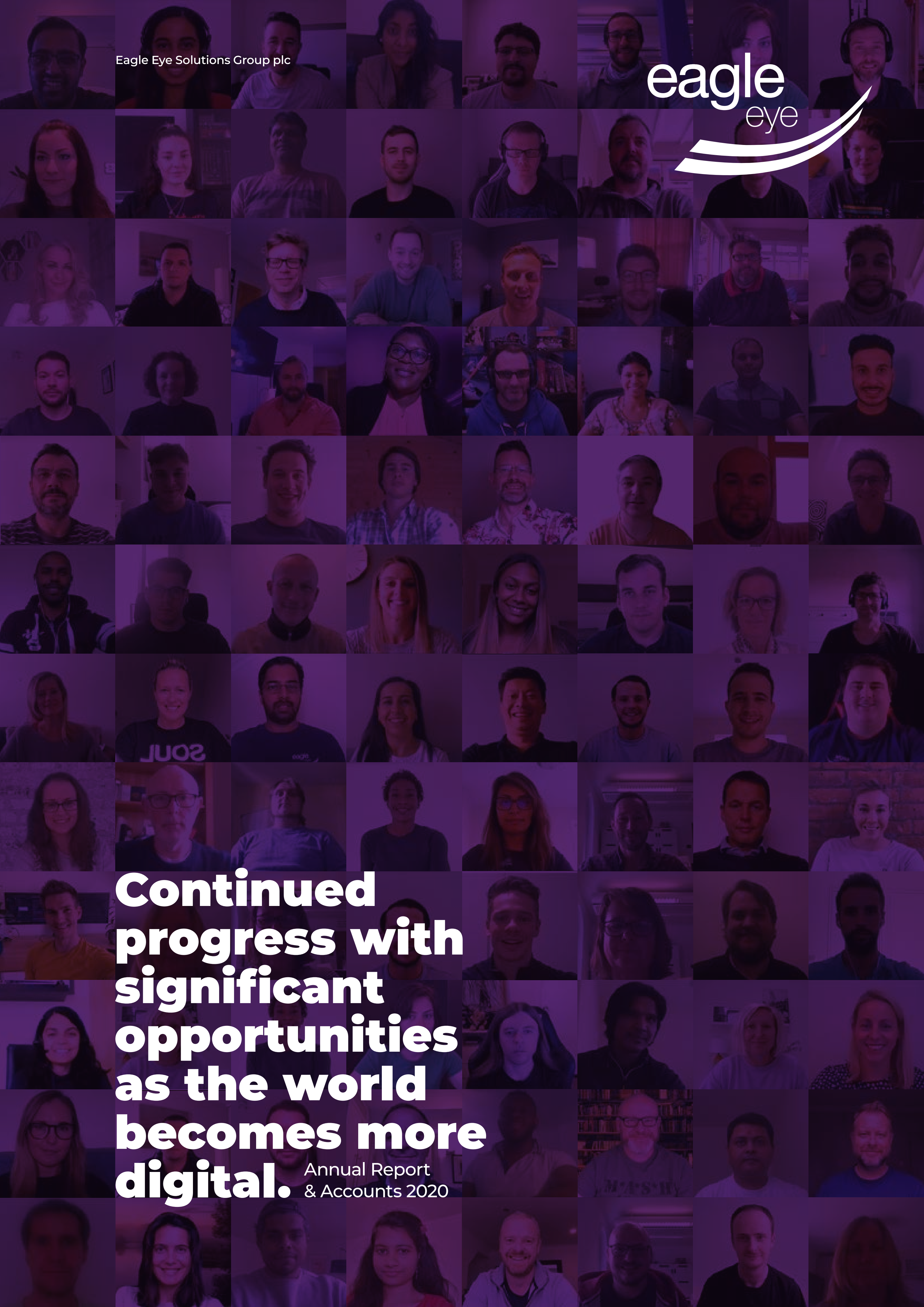
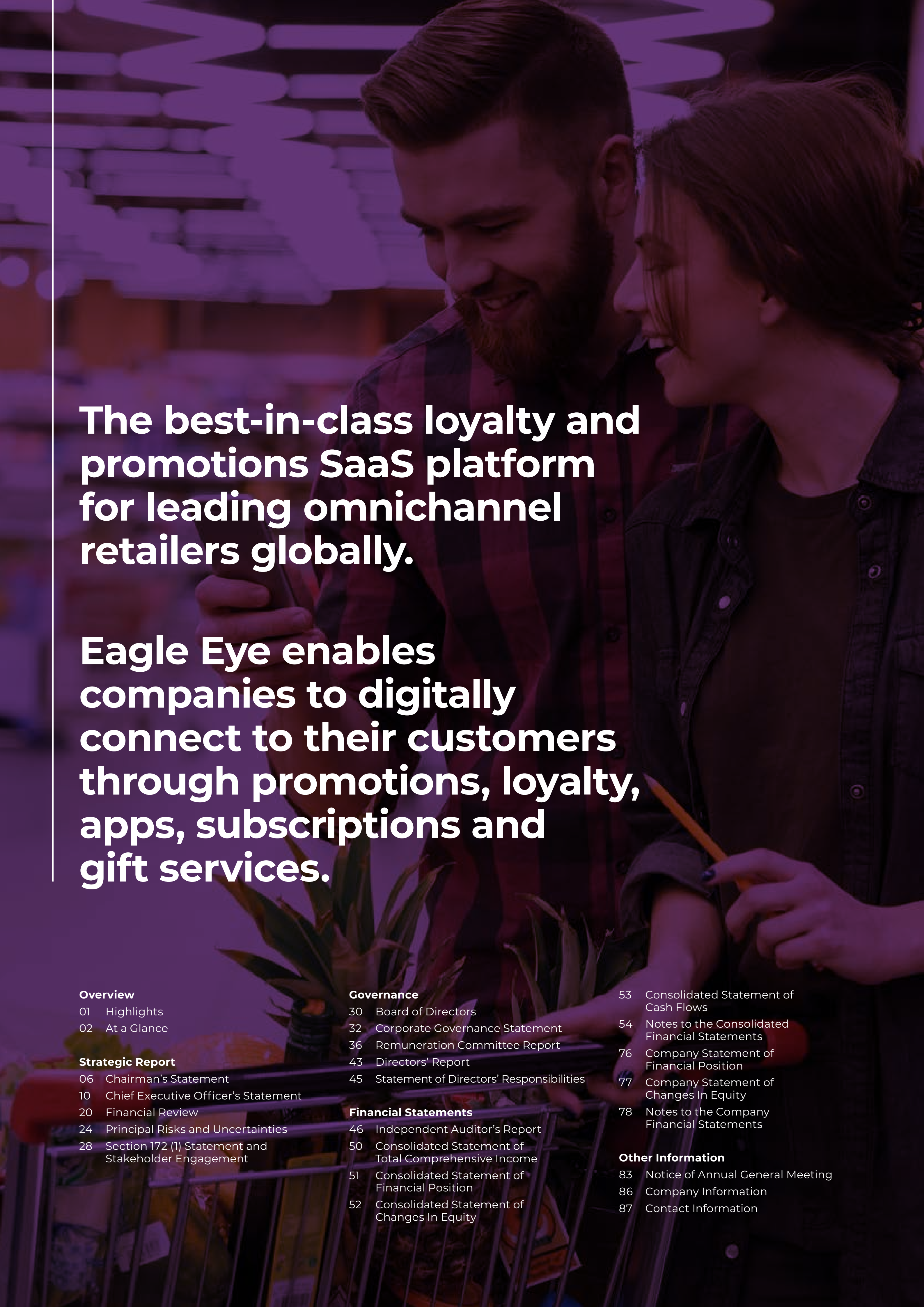
Eagle Eye Solutions Group plc



Continued progress with significant opportunities as the world becomes more digital.

Annual Report & Accounts 2020



The best-in-class loyalty and promotions SaaS platform for leading omnichannel retailers globally.

Eagle Eye enables companies to digitally connect to their customers through promotions, loyalty, apps, subscriptions and gift services.

Overview

Strategic Report

Governance

Financial Statements

Other Information

Highlights

How we did financially

Group revenue

£20.4m
(2019: £16.9m)
+21%

Read more on **page 22**

Gross margin

94%
(2019: 93%)
+1ppt

Read more on **page 22**

Recurring revenue, from subscription fees and transactions

£14.9m
(2019: £12.0m)
+73%

Read more on **page 22**

Adjusted EBITDA[1]

£3.3m
(2019: £0.7m)
+359%

Read more on **page 23**

Recurring revenue % of Group revenue

73%
(2019: 71%)
+2ppts

Read more on **page 22**

Net cash inflow[2]

£2.8m
(2019: Outflow of £1.6m)

Read more on **page 23**

How we did operationally

Continued growth of the Tier 1 customer base both in the UK and in new geographies resulting in an uplift in 'win' related revenue.

Two flagship international clients won and reached go-live in the year, **The Warehouse Group** in New Zealand and **Southeastern Grocers** in the USA.

Growing number of powerful collaborations to target the US market: **dunnhumby**, **Ecrebo** and **News America Marketing**.

AIR volumes grew by **140%** year-on-year to 2.1bn (FY19: 0.9bn).

Continued innovation and platform enhancements, including **30%** improvement in speed and responsiveness and new analytics integrations.

Contract extensions with **Sainsbury's**, **ASDA** and **JD Sports** in the UK.

Long-term contract customer churn rate by value remained very low at **0.9%** (FY19: 0.8%).

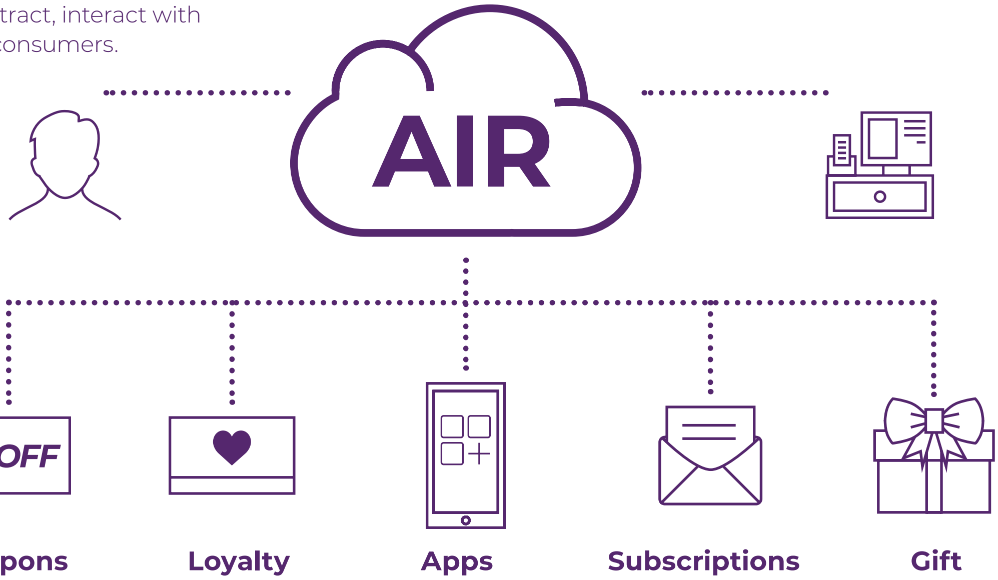
1 EBITDA has been adjusted for the exclusion of share-based payment charges along with depreciation, amortisation, interest and tax from the measure of profit.

2 Net cash/(debt) is cash and cash equivalents less borrowings.

At a Glance

One platform, many products

Our **Eagle Eye AIR** platform enables clients to attract, interact with and retain consumers.



What the world's largest retailers need

We believe there are three key components to success when it comes to winning in the always-on, omnichannel world.

Data management

Structure, manage and store data to enable advanced analytics and customer insights to drive future transactions

Transactional capability

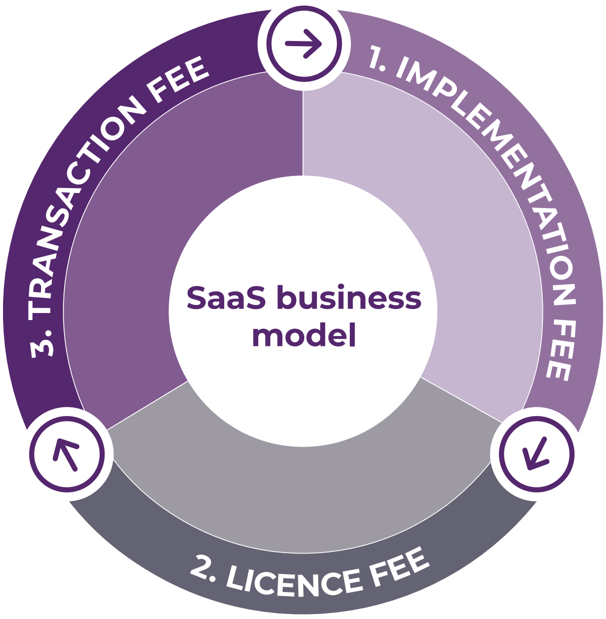
eagle eye

Deliver the right action to the end customer at the Point of Sale and capture all data points

User Experience

Entice and engage the customer with the right content in the right channels

How we make money



1. One off implementation fee
2. Recurring licence fee for access to Eagle Eye AIR
3. Transaction fee

   Per issuance X pence – linked to value

   Per redemption 3–5 times issuance

   OR

   Interaction fees (earn and burn of points) for loyalty services replaces issuance and redemption

Markets we operate in

Loyalty

- single customer view;
- increased customer retention;
- build brand advocates;
- drive customer engagement; and
- collect data to inform promotions.

Size of market

$11.4bn[1]

Global loyalty management market by 2025 (23% CAGR)

%OFF

Coupons

- versatile promotions;
- decreased operations costs;
- fraud protection;
- improved ROI;
- increased average spend; and
- measurable and targeted.

Size of market

$67bn[2]

Global value of mobile coupons redeemed in US by 2023 (31% Growth)

Gift

- acquire new customers;
- generate new revenues;
- access new sales channels;
- access to indirect B2B sales channels;
- personalisation of gift purchase; and
- customer care.

Size of market

$1.4trn[3]

Global gift card market by 2030 (13% CAGR)

1 Mordor Intelligence, Loyalty management market – growth, trends and forecasts (2020–2025), January 2020.

2 Digital Loyalty Programmes: Market Trends, Credit Cards & Retailer Readiness 2020–2025, Juniper Research, 6 July 2020.

3 Persistence Market Research, 28 April 2020.

Our Growth Strategy Has Four Main Elements

1. Win, Transact and Deepen

Strategy	Progress	
Win: bring more customers on to the Eagle Eye AIR platform	300+ Clients	New customers secured included **The Warehouse Group** (NZ), **Southeastern Grocers** (USA), and new UK customers, including **Pret A Manger**, **TGI Fridays** and **Mowgli Street Food**. Increased go live speed for Southeastern Grocers and The Warehouse Group.
Transact: drive higher redemption and interaction volumes through the platform	2.1bn redemptions and interactions ⬆ 140%	Revenue from branded drinks campaign **grew 26%** despite impact of COVID-19. Added over **1,000** hospitality venues to over **7,000** by the end of June 2020. New Audience partners, including **Tradedoubler**.
Deepen: encourage our customers to adopt more of our product portfolio as they become more adept at digital marketing	0.9% churn rate* * Long-term contract customer churn rate by value.	Increased use of platform by **Tier 1** customers. Multi-year contract renewals with **Sainsbury's**, **ASDA** and **JD Sports**.

2. Innovation

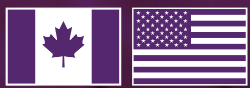
One of our core values is innovation. Over the course of the year, we have continued to enhance our AIR platform, working in collaboration with our clients to ensure that our technology continues to deliver to meet their, and their consumers', ever-changing needs.

3. International growth

Winning new international customers and taking them live in significantly reduced timescales, provides us with a gateway to new territories.

UK and Europe

Canada and North America



Australia and New Zealand

4. Better, simpler, cheaper

Significant improvements to our AIR platform to ensure it is the most scalable and robust loyalty and promotions platform on the market.

Agile methodology implemented across the business has facilitated faster decision making and swifter response to change.

30% platform speed improvement

200 times faster offer allocation

New POS integrations

GCP migration: 140% growth in transaction volumes resulting in only a 6% increase in infrastructure costs

Chairman's Statement

I am delighted to report on another successful year for Eagle Eye, during what has been a challenging time for all, delivering 21% growth in revenue, a significant improvement in adjusted EBITDA to £3.3m (2019: £0.7m) and a considerably improved cash position.

Another successful year

Malcolm Wall
Non-executive Chairman

“Underlined the Group’s resilience, agility and ability to adapt.”

The challenges of operating during a global pandemic have underlined the Group’s resilience, agility, and ability to adapt to the new operational environment, demonstrating the benefits of the initiatives commenced in the prior year, such as the move to the Google Cloud Platform (‘GCP’) and our commitment to investing in line with, not ahead of, revenue growth. Our people and the AIR platform have continued to deliver for our major clients; we have won new business both domestically and internationally; and we continued to innovate, supporting the acceleration of retailers’ digital engagement activities, all while carefully managing our resources. The management team demonstrated their ability to be agile in the face of a global pandemic, rapidly implementing cash management procedures and new marketing initiatives. Throughout the pandemic, great emphasis has been placed on continuous communication with clients, partners and employees and it is evident to me that the Group has emerged as a strengthened team as a result.

Of all the operational achievements in the year, one to particularly note is the accelerated speed with which we can now take significant new clients live, as achieved with our two new international clients going live in just a few months following contract signing. This puts the Group on a strong footing to accelerate growth as new customers join the platform. Importantly, the successful go-live of these two new international customers means we now have flagship clients to act as footholds for expansion into new geographies, supported by our teams in the UK.

The year has also underlined the ability of the AIR platform to cater to the requirements of significant retailers, demonstrated by the platform’s speed and scale of handling transaction volumes. Some of the world’s largest retailers have chosen Eagle Eye because they can be assured that they have the best in class transaction platform which is needed to match their growing AI capabilities.

With a growing number of flagship customers in new geographies, I am confident in our ability to continue to grow our share of the global digital loyalty and promotions market.

Recurring revenue

73%

Chairman's Statement continued

Financial results

Group revenue increased to £20.4m (2019: £16.9m) despite the impact of the COVID-19 pandemic and recurring revenues increased to 73% of Group revenues (2019: 71%). The Group generated adjusted EBITDA of £3.3m, an increase of 359% on the prior year (2019: £0.7m), ahead of revised market expectations, reflecting the growth in revenues combined with a continued focus on managing the cost base, releasing investment into the business in line with revenue growth. The focus of the management team on costs, spend and cash management delivered a significantly improved cash performance in the year. The Group closed the year with a net cash position of £1.5m (30 June 2019: net debt position of £(1.2)m). The Group benefited from approximately £2.2m of COVID-19 related cash management measures and prudent working capital management, resulting in a cash inflow of £2.8m (2019: outflow £1.6m) for the year, which will partly unwind in FY21. The Board is confident that the Group continues to have sufficient headroom to support its existing growth plans within its £5m banking facility, which has been extended to September 2021. At the year end, the Group had a net cash position of £1.5m giving the Group total headroom of £6.5m.

Summary

At this point in my review it is customary to thank the staff for their contribution in the year. This year, more than any, I have observed their ability and agility to handle the challenges of COVID-19 in a manner which has been remarkable to witness and I thank them all for their hard work and dedication, both to the business and our customers. I would like to once again thank all our customers, partners, suppliers and shareholders for their continued support throughout the year and I look forward to achieving further successes together in the future.

The impact of COVID-19 has accelerated change in the retail sector, prompting growth in digital engagement and eCommerce, and underlining the need for brands to build direct to consumer propositions. Eagle Eye's ability to provide services to help businesses acquire, connect with and retain customers and build on loyalty has never been more relevant.

I am incredibly proud of the business Eagle Eye has become, with metrics such as customer retention rates, recurring revenue and growth rates demonstrating the quality of the business. These factors, coupled with the size of its addressable market and growing customer base provide the Board with confidence in the ongoing resilience of Eagle Eye and its ability to capitalise on the long-term growth opportunity the digital transformation of retail marketing represents.

Malcolm Wall,
Non-executive Chairman

Group revenue

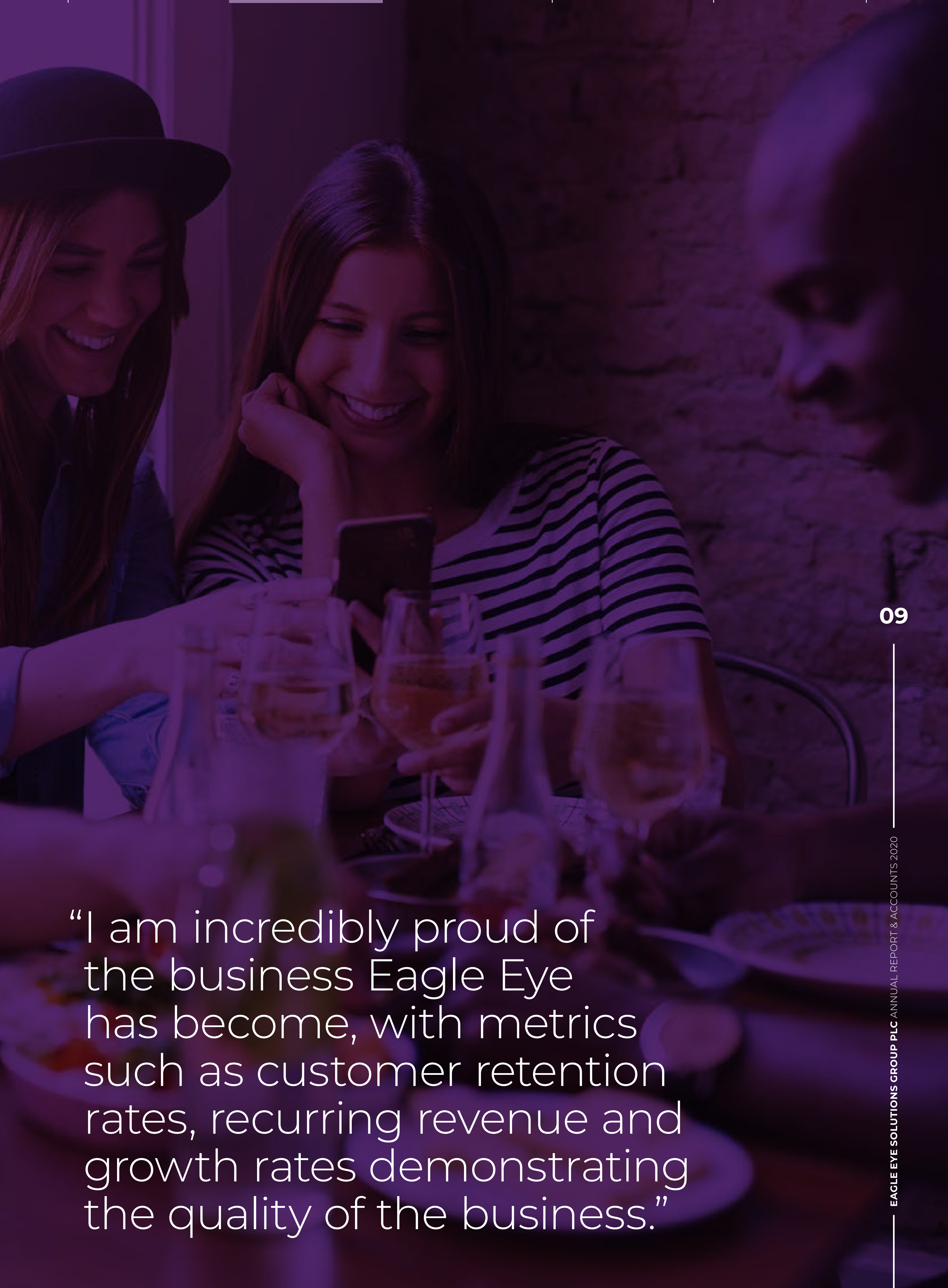
£20.4m
(2019: £16.9m)

EBITDA

£3.3m
(2019: £0.7m)

Net cash

£1.5m
(2019: Net debt £1.2m)



"I am incredibly proud of the business Eagle Eye has become, with metrics such as customer retention rates, recurring revenue and growth rates demonstrating the quality of the business."

The COVID-19 pandemic has clearly had a marked impact on the global economy. However, our people responded with great agility and I believe we have emerged as a stronger company, successfully navigating the impact of lockdown on segments of our customer base and quickly implementing measures to protect our balance sheet and support our customers, while increasing our strength as a team. I am incredibly pleased with how we have responded and more confident than ever in our ability to thrive.

Excellent progress

Tim Mason
Chief Executive Officer

"I believe we have emerged as a stronger company."

Our growing number of Tier 1 customers demonstrates our ability to deliver for enterprise level clients. We have growing proof of the performance of the AIR platform and its unique ability to deliver leading loyalty and promotions programmes for some of the largest retailers in the world. Alongside our long-standing Tier 1 customers in the UK, we can now point to an increasing number of international clients, proving we have the means to enter new geographies and capture an increased share of the expanding global digital loyalty and promotions market.

Market opportunity

The impact of the global pandemic has seen the acceleration of the shift to digital for both consumers and retailers, as demonstrated by a 28% increase in Global eCommerce sales in June 2020 compared to June 2019 (ACI Worldwide Research). Pure play online retailers and omnichannel retailers have seen significant growth during this time, while traditional bricks and mortar retailers have struggled. It is now clear that having an omnichannel strategy that harnesses this shift in buying behaviour will be key to retailers building resilience and maximising recovery.

However, according to a recent report by McKinsey* into retail behaviour, a critical component for delivering a great omnichannel experience is being able to deliver hyperlocal and personalised experiences, both in store and online. To achieve this, retailers need to be able to track a customer across all interactions, with an offer engine sitting behind each of the channels, bringing them all together. Our AIR digital marketing platform provides retailers with a better, simpler and highly efficient way to achieve genuine omnichannel personalisation by providing a consolidated view of each customer, tracking every customer interaction, connecting to the Point of Sale (the till) and all other customer touchpoints thus enabling retailers to deliver the best data-derived and personalised action to each customer. The importance of this can be seen in the same report, which found that during the lockdown, between 12% and 21% of survey respondents said they switched to brands that sent them relevant messages or promotions via their preferred channel.

We operate in large, global markets: Promotions; Loyalty; and Gift, which benefit both from inherent growth and the ongoing conversion to digital. Examples of the level of growth forecast by industry research houses in these markets are:

- 31% growth in the total value of mobile coupons redeemed between 2020–2023, to USD 67.6bn (Digital Loyalty Programmes: Market Trends, Credit Cards & Retailer Readiness 2020–2025, Juniper Research, 6 July 2020);
- 23.3% Compound Annual Growth Rate (CAGR) in the global loyalty management market between 2020–2025, to USD 11.4bn (Mordor Intelligence, Loyalty management market – growth, trends and forecasts (2020–2025), January 2020); and
- 13% CAGR in the global gift cards market between 2020–2023, to USD 1.4tn (Persistence Market Research, 28 April 2020).

This data illustrates that the addressable market for Eagle Eye is significant and growing and, therefore, even relatively small increases in market share would be transformational for our business.

* Retail reimagined: The new era for customer experience – Periscope by McKinsey August 2020.

Chief Executive Officer's Statement continued

Delivering against all elements of our growth strategy

I am pleased to report the following progress across all four elements of our growth strategy:

1. 'Win, Transact and Deepen'

Our customer strategy is to:

- 'Win': bring more customers on to the Eagle Eye AIR platform;
- 'Transact': drive higher redemption and interaction volumes through the platform; and
- 'Deepen': encourage our customers to adopt more of our product portfolio as they become more adept at digital marketing.

Our high level of customer retention means that each new customer win significantly adds to our growth prospects, with revenue from our largest revenue-generating customers typically increasing by a multiple of over three times by the end of their third year on the AIR platform, through both use of the platform and the addition of new services. This trend has now been consistently exhibited by key clients for over five years.

Win

The year saw an increased win rate, both in the UK and in new geographies, resulting in an uplift in 'Win' related revenue. New customers secured included The Warehouse Group (NZ), Southeastern Grocers (USA), and new UK customers, including Pret a Manger, TGI Fridays, Mowgli Street Food and London Theatres Direct. These new customer implementations contributed to revenue growth in the year, and importantly provide an increased base for future expected growth as these customers increase their use of the AIR platform.

Transact

The technical strength of the AIR platform and its growing reach can be seen in the strong growth in redemptions and interactions ('AIR volumes') in the year, growing by 140% year-on-year to 2.1bn (FY19: 0.9bn). This growth was primarily driven by growth in loyalty transactions following the successful launch of new programmes and deepening of existing accounts, but also reflecting growth in all other types of transactions.

Brands & Audiences

The AIR platform is also used by brands to run campaign activations across our growing Retailer, Operator and Audience Network. While this element of the business was impacted by the COVID-19 lockdown, overall the revenue from branded drinks campaigns grew 26% to £0.8m (FY19: £0.7m), delivered over just the first nine months of the year, driven by both the increased number of brands and increased average value per campaign. Brand campaigns run in the year included Guinness' Passbook campaign, Greene King's Icebreaker campaign and Lost Lager by BrewDog.

We have increased the attractiveness of the AIR platform to Brands through the implementation of our 'Connected Campaigns' proposition, incorporating a light touch integration with an operator's Point of Sale system to allow smaller operators to join the platform very quickly. As a result, the number of hospitality venues on the platform increased by over 1,000 during lockdown, to over 7,000 by the end of June 2020. This considerably increased number of venues creates a more attractive platform for Brands to exploit.

The other element of our 'Transact' strategy is our Audience partners, who include affiliate networks and membership groups. During the year, we signed several new partners and saw the addition of the first Affiliate network, Tradedoubler, which alone provides our clients with the ability to disseminate their offers and promotions far wider than ever before, to over 180,000 additional publishers.

Deepen

We saw continued growth in recurring revenues in the year, as existing clients increased their use of the AIR platform. The key driver of this is our Tier 1 customer segment where we have seen growth from both the increased use of the platform for promotional activity and the greater take-up of new services by Tier 1 customers. The year also saw several Tier 1 customers move from implementation to successful go-live on the AIR platform, driving a strong increase in recurring, transactional revenues.

Our long-term contract customer churn rate by value remains very low at 0.9% (FY19: 0.8%) with several multi-year contract renewals taking place, including Sainsbury's, ASDA and JD Sports, demonstrating the stickiness of the AIR platform.

Growth in AIR volumes

140%

Increase in infrastructure costs just

6%

"The Group has increased its relevance and proven its ability to rapidly innovate by launching initiatives to support our clients in the face of COVID-19"

Supporting our clients through the COVID-19 lock-down

The Group has increased its relevance and proven its ability to rapidly innovate by launching initiatives to support our clients in the face of COVID-19. These included the launch of a Text and Trace service within hours of the UK Government announcing the need for hospitality operators to collect guest contact details, which is now live in over 3,000 locations including Greene King, Marstons and Extra Motorway Services. We have also introduced new app-based click & collect and pay at table solutions to help operators provide a contactless customer experience. We were pleased to donate the AIR platform to power the UK's Grand Outdoor Summer Café campaign, a fundraising initiative to thank Key Workers for their huge contribution during these unprecedented times.

2. Innovation and the AIR platform

Innovation

One of our core values is innovation. Over the course of the year, we have continued to enhance our AIR platform, working in collaboration with our clients to ensure that our technology continues to deliver to meet their, and their consumers', ever-changing needs.

Better data: A key focus has been on developing the platform to further strengthen our capability to deliver real-time hyper-personalisation for our clients. We have invested in building standard integrations to third party analytics providers to streamline the process from data-driven insight into digital execution.

Additional channels: We have launched our new, personalised Message At Till capability which we believe will soon have many innovative use cases associated to it, based on the different ways in which businesses will deploy the technology.

Personalised loyalty: Our clients wanted to implement new strategies to enable their consumers to personalise the way in which they could be rewarded for their loyalty. We therefore developed a new Reward Bank feature which enables consumers to select from a range of available products or services for which they can exchange their earned loyalty points.

ESG: We worked in collaboration with our clients to support Charity Donations, a feature which allows a customer to select from available charities to whom they can donate the value of their loyalty points. We expect this feature to develop and become more and more popular as our clients' ESG initiatives continue to come to the fore.

Coalition schemes: B2B partnerships beyond charities have also become more important to our clients, with many businesses looking to develop their own ecosystem with their loyalty currency at its heart. To support this, we have developed a new and streamlined way to facilitate partnerships in the platform, enabling scheme partners to run incentives which reward participating consumers in the scheme owners' currency, with no involvement from the scheme owner required.

AIR Platform

Underpinning the development work highlighted above, are the significant improvements we have continued to make to our underlying technology. During the year, we drove a 30% improvement in speed and responsiveness of our platform by taking advantage of new tools and technology available to us through our partnership with Google. We have developed a new process for deploying hundreds of millions of hyper-personalised offers per week and reducing the offer allocation process from 12 hours to 40 minutes. We will continue to invest in this foundational work which is core to ensuring that AIR is the most scalable and robust loyalty and promotions platform on the market, maintaining our position as a technology leader, which is a pre-requisite for successfully serving Tier 1 clients.

In the year, we delivered new Point of Sale integrations to Oracle Simphony and Oracle Micros RES, expanding our international addressable market in hospitality.

Our move to GCP has been completed, successfully moving all our AIR platforms in all our geographies to GCP. We have seen excellent benefits from the move and will continue to build on the tools and technologies that the move to GCP enables.

Chief Executive Officer's Statement continued

We are now live with AIR in the UK, Canada, USA and Australia and without the move to GCP the opening up of new geographies would have been significantly more expensive and would not have been possible in the time period. GCP allows us to activate new infrastructure in a matter of hours and at a relatively small size, with the ability to grow the capacity as required by wins in the region. This gives us the ultimate flexibility to grow compute power as we sign up new customers and as our existing customers require it.

Thanks to the implementation of GCP and our cloud transformation journey, we no longer need to manage hardware and datacentres as we used to and so have embraced the world of DevOps and agile platform management to run a 24/7 global operations team and via the use of tools such as New Relic, we are able to monitor and react to issues in real-time before they affect our customers.

We are upskilling our technical teams by putting employees through the Google Cloud Certification process as part of their personal development. The skills gained from these accreditations will enable us to gain more hands-on experience and a deeper understanding of Google Cloud products.

As we move into 2021, we will be implementing further changes including the introduction of site reliability engineering in order to be more scalable, automated, reliable, standardised and secure.

3. International growth

We have started to prosecute our international growth strategy in the year, winning new customers, taking them live in significantly reduced timescales and providing us with a gateway to new territories. Our new agile methodologies have enabled us to supplement our local teams by our global resource pool, enabling us to open up these geographies in a cost-efficient and scalable manner.

We now have a small team on the ground in Australia, supporting The Warehouse Group of New Zealand, and our North American and UK teams have successfully secured and gone live with our first US customer, Southeastern Grocers.

US

Since the signing of a five-year contract with Southeastern Grocers, Inc., a top 20 grocer in the US, in December 2019, we have made rapid progress to deploy the AIR platform and begin a multi-phased implementation. Nine media channels will be enabled, with the first channel, Message at Till which is a coupon on a receipt, going live in June 2020 within six months of contract signing. Revenues from this contract will continue to grow in future years, as the number of live channels and transactions flowing through the AIR platform increase.

Powerful collaborations

Having initially secured the contract alongside our first US partner, News America Marketing, we are now delivering this contract alongside additional delivery partners Ecrebo, the receipt marketing technology provider and dunnhumby, a global leader in customer data analytics. These three companies represent powerful, relevant relationships to optimise our expansion into the US. Combining these relationships with our own, direct marketing activities, we believe provides us with the right mix to capture more of what is the world's largest promotions and loyalty market and we are encouraged by the increasing number of opportunities entering our sales pipeline.

Australasia & Asia Pacific

The Warehouse Group, one of the largest retailing groups in New Zealand, has moved to the pilot phase of its digital customer engagement and community give back programme following a team member trial.

The pilot programme launched in its largest brand, The Warehouse, in June 2020, commencing the generation of transaction revenues at that time. With one customer secured and a team on the ground in Australia, we are now exploring opportunities to target the Tier 1 retail market in the wider Asia Pacific region, where we have identified a good level of enterprise level prospects.

Moving forward, our strategy for international expansion will continue to be centred around securing a landmark client in a new geography to spearhead expansion into that region. Where possible, we will utilise already existing resources to support new geographies, until the relevance of our offering to that market has been proven and the profitable viability of market specific investment confirmed.

4. 'Better, Simpler, Cheaper'

While investing in innovation and growing the business, we simultaneously look for inherent productivity and efficiencies coming from the scale of what we do. The relevance of this ethos came to the fore at the time of the COVID-19 pandemic when the agility of the organisation enabled us to swiftly implement home working and the change of working practices required to ensure its successful execution. The proof of this can be seen both in the continued successes with our Tier 1 customer implementations as well as the strong financials we have reported.

We have now implemented the agile methodology, not only within software development, but across the business. At the start of the year, we introduced our concept of being a Team of Teams, to help facilitate faster decision making and swifter response to changes in our end markets. As we expand geographically this will allow the business to grow and flourish.

The business is now split between functions that form the core 'backbone' of the business, such as infrastructure and security, finance and HR, and other functions whose activity and location is assigned each quarter, depending on the business requirements at the time, such as customer wins and implementation. The benefits of this model mean that we can remain a lean organisation but are able to support customers across multiple geographies and invest in line with, rather than ahead of, revenue growth, ensuring that we are efficiently using our capital resources.

The benefits of our migration to GCP, our lead 'Better, Simpler, Cheaper' initiative from 2019, can be seen in the 140% growth in transaction volumes through the platform, only resulting in a 6% increase in infrastructure costs, to £4.4m (FY19: £4.1m).

People

We have set ourselves the goal of being a great place to work and to create an environment where our people can flourish. We continue to place investment in our people at the heart of what we do, providing them with training and tools to be the best they can be.

We passionately believe that it is the values of an organisation that sets them apart. Our values of teamwork, passion, excellence, fun, integrity and innovation are summarised at Eagle Eye as being Purple behaviours. It is the Purpleness of our team that has enabled us to cope as well as we have in the face of COVID-19. Keeping values fresh and top of mind in an organisation is a full-time job and to this end this year we have established a Values Committee to recognise and reward individuals and teams who display 'Purple' behaviour.

Increased communication has been vital during the year and we have put in place our 'Tea with Teams' weekly company updates, Sales & Operations meetings to streamline the hand off between the two functions and quarterly senior leadership meetings to align and empower the senior team on the strategy of the business and enable appropriate resource allocation.

Eagle Eye has always prided itself on fostering a diverse and inclusive workplace and culture in line with its strong and clearly defined values. This year we have encouraged employees to create Employee Resource Groups and so far we have two, one for mental health and another for racial diversity.

COVID-19

We continue to monitor the impact of COVID-19, reviewing and updating our business continuity plans accordingly. We have proven our ability to respond to the immediate changes thrust upon our clients and ourselves, but we will not be complacent. We will continue to closely monitor the health of all of our client relationships, implement strong cash management practices and invest in line with growth.

COVID-19 saw many of the Group's Food and Beverage (F&B) and non-grocery retail clients in the UK shut from mid-March until early July, impacting circa 10% of the Group's revenue base prior to the impact of COVID-19. The primary impact of this was on transactional revenue but there was also an impact on the continued deepening of client accounts that we would traditionally see.

Following the lifting of lockdown, we have seen a partial recovery in our F&B and Non-Grocery retail revenues; however, we remain cognisant that we may enter new lockdown restrictions at any point. We are conscious that whilst these could affect revenue, we are confident that we have the right structure and agility to respond to changes in the external environment. We are continuing to generate new business opportunities.

Outlook

In spite of the challenging global outlook, we have continued to make excellent progress against our strategic objectives this year, delivering leading loyalty and promotions programmes for some of the largest retailers in the world. Our people have been outstanding during these challenging times, and I am assured of our ability to respond to whatever may lie ahead.

We will continue to invest in our people, product development, sales and marketing, and in new geographies during the year ahead, whilst carefully managing the business and cost base. This will enable us to capitalise on accelerated digital transformation in the retail sector, as well as sustain the momentum we have gained in the US and Australasia.

The first few months of the new financial year have begun well, in line with the Board's expectations, but we must of course be cognisant of the ongoing COVID-19 pandemic and possible delay to corporate decision-making and impact on our leisure and non-grocery retail clients particularly. We anticipate revenues from our existing clients to grow during the year, as new phases of their programmes are implemented, and we have a focused strategy to capture more of the Tier 1 market.

We have made great progress on those things that we can control and responded with great agility to those things outside our control. I am confident that this will stand us in remarkably good stead whatever the future may hold. The business is in better shape than it was pre-COVID-19 and I am excited by the opportunity ahead.

Tim Mason,
Chief Executive Officer

Case Study

SOUTHEASTERN GROCERS

Powering Southeastern Grocers to monetise data and media channels

One of the largest supermarket companies in the US, Southeastern Grocers selected Eagle Eye in late 2019 to expand its media channels, as well as customer loyalty and CPG promotions. As it adapts to changing shopping behaviours and customer needs, Southeastern Grocers will rely on Eagle Eye's AIR Platform to grow its digital and channel marketing capabilities.

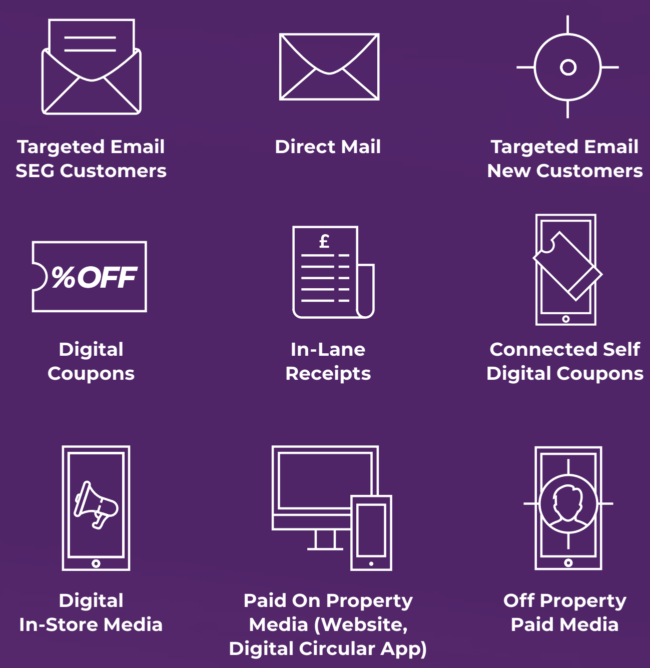
Powerful collaborations

Having initially secured the contract alongside our first US partner, News America Marketing, the premier marketing services company, we are now delivering this contract alongside additional delivery partners Ecrebo, the receipt marketing technology provider and dunnhumby, a global leader in customer data science.

"What started as an initial strategy to improve our coupon marketing has evolved into a much larger and comprehensive strategy to become digitally connected with customers, better understand behaviours across different channels, and be able to serve each customer individually with the right offers and content."

Adam Kirk
Senior Vice President of Marketing at Southeastern Grocers

Creating new omnichannel channels for monetisation



Case Study

BREWDOG CAMPAIGN

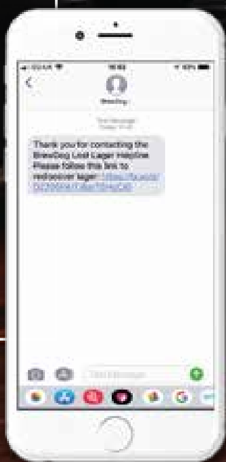
Lost Lager awareness campaign

BrewDog ran an innovative awareness campaign to encourage lager drinkers in selected Mitchells & Butlers venues to try Lost Lager.

LOST LAGER IS LOST AND WE NEED THE HELP OF THE CRAFT BEER COMMUNITY TO FIND IT AGAIN

INTRODUCING THE LOST HELPLINE, A FREE TEXT SERVICE FOR PEOPLE TO REPORT THEIR SIGHTINGS OF **LOST LAGER**, FAR AND WIDE

ANYONE WHO HELPS US TO TRACK DOWN **LOST LAGER** WILL RECEIVE A FREE PINT



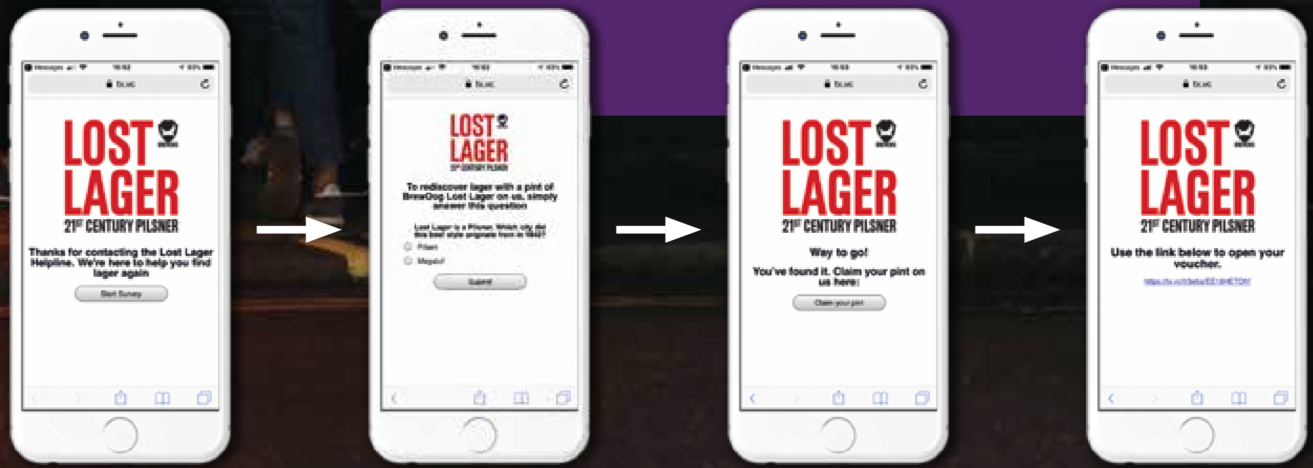
"Working with Eagle Eye helped us engage with drinkers and introduce them to Lost Lager in a fun and innovative way. Setting up the Lost Lager Helpline with the support of Eagle Eye's technology brought us really positive results through an instant free pint reward".

Ben Lockwood
Marketing Manager – On Trade
BrewDog plc

Posters were placed in O'Neill's pubs around the country appealing to the craft beer community to report sightings of Lost Lager.

Customers texted 'Lost' to a special campaign number and received an SMS reply with a link to a landing page where they completed a survey question to receive a QR code that could be redeemed there and then.

Eagle Eye provided the SMS service for the campaign and issued the QR codes for the free pints. These codes were then redeemed at the pub's point-of-sale system which is integrated to Eagle Eye's AIR platform. This enabled BrewDog to measure how the campaign performed including day of week and time of day redemption analysis as well as the best performing venues.



Financial Review

FY20 has seen us build on the foundations laid in the prior year for running the business in a 'Better, Simpler, Cheaper' way, exercising agility in how we manage the cost base, whilst continuing to invest in growth.

Significant increase in adjusted EBITDA

Lucy Sharman-Munday
Chief Financial Officer and Company Secretary

Key Performance Indicators

Financial	2020 £000	2019 £000
Revenue	20,421	16,929
Recurring revenue	14,916	11,999
Adjusted EBITDA[1]	3,278	714
Operating loss before interest and tax	(42)	(2,531)
Net cash/(debt)[2]	1,519	(1,237)
Cash and cash equivalents	1,519	1,363
Short-term borrowings	–	(2,600)

Non-financial	2020	2019
AIR volumes	2,121.8m	883.5m
Recurring revenue:		
– Licence revenue	£7.7m, 38%	£6.5m, 38%
– AIR transaction revenue	£6.0m, 29%	£4.5m, 27%
– SMS transaction revenue	£1.2m, 6%	£1.0m, 6%
Total recurring revenue	73%	71%
Long-term contract customer churn by value	0.9%	0.8%

1 Adjusted EBITDA excludes share-based payment charges along with depreciation, amortisation, interest and tax from the measure of profit and is reconciled to the GAAP measure of loss before taxation in note 21.

2 Net cash/(debt) is cash and cash equivalents less borrowings.

Financial Review continued

Group results

Revenue

Revenue growth for the Group was 21% for the year (FY19: 23%). Half on half growth was achieved during the year despite revenue being held back by the impact of COVID-19 on the Group's F&B clients and some of its High Street retail clients. Revenue growth of 3% was achieved in H2 20 compared to H1 20, which itself grew by 13% from H2 19.

COVID-19 saw many of the Group's clients in the UK shut from mid-March 2020 until early July 2020, impacting circa 10% of the Group's revenue base prior to the impact of COVID-19. The primary impact of this was on transactional revenue but there was also an impact on the continued deepening of client accounts that we would traditionally see.

Revenue growth was driven by important wins during the year, both in the UK and new international territories, deepening of existing relationships across all sectors and successful contract renewals, including for Asda and Sainsbury's. AIR volumes, a key measure of usage of the AIR platform, grew by 140% year-on-year to 2.1bn for the year (FY19: 0.9bn). This was driven by Tier 1 usage and increased volumes through existing F&B and other retail clients, in part driven by a 26% increase in Brand and Audience partner revenue, despite brand opportunities being shut down for the last quarter of the year by COVID-19.

Overall, revenue from the AIR platform represents 94% of total revenue, £19.2m (FY19: 94%, £15.9m). SMS messaging revenue, which represents the other 6% of Group revenue, grew by 25% to £1.3m (FY19: £1.0m), primarily due to increased revenue seen from clients where the Group is integrated not only for their High Street stores but also for their eCommerce offering. The Group is also using its SMS messaging platform to support clients in following the UK Government's Track & Trace guidelines post year end, but overall SMS is expected to continue to represent a decreasing proportion of the business in future years.

Overall, £14.9m of revenue was generated from subscription fees and transactions over the network, representing 73% of total revenue (FY19: 71%, £12.0m). The balance, £5.5m, relates to implementation fees for new customers or new services for existing customers and represents 27% of total revenue (FY19: 29%, £4.9m). The increase in implementation fees primarily reflects new contract wins in the US and the UK.

Gross profit

Gross profit grew 21% to £19.1m (FY19: £15.8m) and gross margin increased to 94% (FY19: 93%). This improvement in margin reflects the maintenance of AIR platform gross margin at 97% (FY19: 97%) offset by the lower margin SMS messaging business which continues to account for only 2% of gross profit (FY19: 2%).

Costs of sales include the cost of sending SMS messages, revenue share agreements and outsourced, bespoke development work. All internal resource costs are recognised within operating costs, net of capitalised development and contract costs.

Adjusted operating expenses

FY20 has seen us build on the foundations laid in the prior year for running the business in a 'Better, Simpler, Cheaper' way, exercising agility in how we manage the cost base, whilst continuing to invest in growth. Growth in adjusted operating expenses has been limited to just 5% at £15.8m (FY19: £15.0m). This cost represents sales and marketing, product development (net of capitalised costs), operational IT, general and administration costs.

The increase in staff costs to £12.1m (FY19: £11.2m) reflected standard annual pay awards and increased commission/bonus reflecting increased new customer win rate and the Group's strong EBITDA performance. Average headcount for the year was 139 (FY19: 138). We continue to invest in the product and sales and marketing; within staff costs, gross expenditure on product development remained constant at £4.0m (FY19: £4.0m) and sales and marketing spend was £2.9m (FY19: £2.3m).

The successful migration of our environments to GCP was completed in August 2019. Transaction volumes grew by 140%, new infrastructure investment was required to support new international clients and further environments for staging and development were added, to help enhance the scalability and stability of the AIR platform. The successful migration to GCP meant that infrastructure costs increased by just 6% to £4.4m (FY19: £4.1m). Reflecting the Group's agile investment strategy and cost control measures during COVID-19, marketing, travel and administration costs were 15% lower than in FY19 at £2.1m (FY19: £2.5m).

Capitalised product development costs were £2.4m (FY19: £2.2m), whilst amortisation of capitalised development costs was £2.0m (FY19: £1.7m). Contract costs (including costs to obtain contracts and contract fulfilment costs), recognised as assets under IFRS 15, were £0.5m (FY19: £0.4m) and amortisation of contract costs was £0.5m (FY19: £0.3m).

Adjusted EBITDA

The growth in revenue and tight control of costs, particularly through the COVID-19 period, has resulted in a significant increase in adjusted EBITDA which is up 359% at £3.3m (FY19: £0.7m) for the year. To provide a better guide to the underlying business performance, adjusted EBITDA excludes share-based payment charges along with depreciation, amortisation, interest and tax from the measure of profit. The GAAP measure of operating loss before interest and tax was just short of break-even at £0.04m loss (FY19: £2.5m loss) reflecting the EBITDA profit achieved in the year and a decrease in the non-cash share-based payment charge to £0.5m (FY19: £0.8m), reflecting the impact of COVID-19 on future performance related vesting assumptions, offset by increased depreciation and amortisation costs.

EPS and dividend

Finance expense was maintained at £0.3m (FY19: £0.3m) reflecting utilisation of the Group's revolving loan facility during the year, prior to it being fully repaid.

Following the Group's move to EBITDA profitability, a deferred tax asset has been recognised utilising a proportion of the historic losses brought forward in the UK. This, and the continued successful R&D tax claims, partially offsets overseas tax charges of £0.3m.

As a result, loss after taxation was £0.5m (FY19: £2.4m) and reported basic and diluted loss per share improved by 81% to 1.77p (FY19: loss per share 9.27p).

The Board does not feel it appropriate at this time to commence paying dividends and continues to invest in its growth strategy.

Group Statement of Financial Position

The Group had net assets of £4.4m at 30 June 2020 (30 June 2019: £4.3m), including capitalised intellectual property of £3.7m (30 June 2019: £3.3m). The movement in net assets reflects the exercise of share options during the year offset by loss after tax in the year.

Non-current assets increased by £0.1m following recognition of a deferred tax asset reflecting expected utilisation of tax losses brought forward in future periods. Current assets increased by £1.0m primarily due to higher revenue in the year. Liabilities increased by £1.0m due to increased payment terms with suppliers and tax authorities in the light of COVID-19 offset by the repayment of the Group's revolving credit facility.

Cashflow and net cash

The Group ended the year with net cash of £1.5m (30 June 2019: net debt of £1.2m) being better than the Board's expectations. Overall net cash inflow for the year was £2.8m (FY19: outflow of £1.6m).

The main components to the net cash inflow were the operating cash inflow of £6.1m (FY19: inflow of £1.6m), reflecting the EBITDA profit of £3.3m (FY19: £0.7m), a working capital inflow of £2.6m (FY19: £0.4m), primarily as a result of COVID-19 deferrals, and net tax receipts of £0.2m (FY19: £0.5m), offset by capital investment in the AIR platform of £2.4m (FY19: £2.2m), payments in respect of leases £0.3m (FY19: £0.3m) and interest due on the Group's revolving credit facility with Barclays £0.2m (FY19: £0.2m).

The Group has made use of a number of COVID-19 linked schemes in order to manage its working capital, including the deferral of VAT and PAYE in the UK. Together with revised payment terms agreed with suppliers, this has allowed the Group to offer extended payment terms to some of its F&B sector clients who have been hardest hit by COVID-19. The net impact of these schemes and extended terms was c.£2.0m at 30 June 2020, which will partly unwind during FY21 in line with agreed plans.

Banking facility

The Group has remained comfortably within its banking covenants which relate to available headroom and adjusted EBITDA performance. Following the year end, the Group has extended the term of its revolving loan facility with Barclays Bank PLC to expire on 30 September 2021. The revolving loan facility is structured to be for a minimum amount of £5.0m, increasing to £5.7m for part of H2 21 to ensure sufficient flexibility in the facility in the event of a second COVID-19 wave. The Group's gross cash of £1.5m (FY19: £1.5m) and the fully undrawn £5.0m facility (FY19: £2.4m undrawn) gives the Group £6.5m of headroom, which the Directors believe is sufficient to support the Group's existing growth plans.

Principal Risks and Uncertainties

Risk	Description
Evolution of the market	The Group operates in an evolving market and there is a possibility that the rate of growth in mobile commerce will not match independent predictions or that users of mobile devices will change their behaviour with respect to mobile commerce. The Group's services are new and continually evolving and it is difficult to predict the future growth rates, if any, and the size of these markets. The evolution of the markets in which the Group operates is particularly uncertain due to COVID-19. Even if the market for the Group's products develops as anticipated, the Group may face severe competition from other businesses offering similar products and services and there can therefore be no assurance that the Group will be able to secure customers for its products and services on acceptable terms and conditions, or successfully adjust the Group's strategy to meet the changing market dynamics. The Group is in and continues to enter new international markets and not all of these markets may be at the same stage of development. The Group may face competition from other local businesses in those territories offering similar products and services and there can therefore be no assurance that the Group will be able to secure customers for its services on acceptable terms and conditions, or successfully adjust the Group's strategy to meet the different dynamics of these new markets. These risks are mitigated by the strength and experience of the Group's management team.
Technological changes could overtake the products being developed by the Group	The Group's business is dependent upon technology which could be superseded by superior technology, more competitively priced technology or a shift in retail practices which could affect both the potential profitability and the saleability of the Group's product offering. Staying abreast of technological changes may require substantial investment. The Group's existing software products need to develop continually in order to meet customer requirements. The Group may encounter delays and incur additional development and production costs and expenses, over and above those expected by the Directors, in order to develop suitable technologies and products. The technology used in the Group's products is still evolving and is highly complex and may change rapidly. Research and development by other companies may render any of the Group's products in development, or currently available, obsolete. This risk is primarily mitigated by the quality of the technical staff recruited, investment in defining and refining the product roadmap and the use of the agile development methodology.
Protection of intellectual property	The Group's success and ability to compete effectively are in large part dependent upon exploitation of proprietary technologies and products that the Group has developed internally, the Group's ability to protect and enforce its intellectual property rights so as to preserve its exclusive rights in respect of those technologies and products, and its ability to preserve the confidentiality of its know-how. The Group relies primarily on enforcement of its pending and granted patents under applicable patent laws and non-disclosure agreements to protect its intellectual property rights. No assurance can be given that the Group will develop further technologies or products which are patentable, that patents will be sufficiently broad in their scope to provide protection for the Group's intellectual property rights against third parties, or that patents will have been granted in all new territories which the Group enters. Patents pending or future patent applications may not be granted and the lack of any such patents may have a material adverse effect on the Group's ability to develop and market its proposed products. Where patents have been granted the Group may not have the resources to protect any such issued patent from infringement. There is a significant delay between the time of filing of a patent application and the time its contents are made public, and others may have filed patent applications for subject matter covered by the Group's pending patent applications without the Group being aware of those applications. The Group's patent applications may not have priority over patent applications of others and its pending patent applications may not result in issued patents. Even if the Group obtains patents, they may not be valid or enforceable against others. Moreover, even if the Group receives patent protection for some or all of its products, those patents may not give the Group an advantage over competitors with similar products. Furthermore, the Group cannot patent much of the technology that is important to its business. If the Group fails to obtain adequate access to, or protection for, the intellectual property required to pursue its strategy, the Group's competitors may be able to take advantage of the Group's research and development efforts. Once granted, a patent can be challenged both in the patent office and in the courts by third parties. Third parties can bring material and arguments which the patent office granting the patent may not have seen. Therefore, issued patents may be found by a court of law or by the patent office to be invalid or unenforceable or in need of further restriction.

Risk	Description
Product risk	The Group's business involves providing customers with highly reliable software and services. If the software or services contain undetected defects when first introduced or enhanced, the Group may fail to meet its customers' performance requirements or otherwise satisfy the contract specifications. As a result, it may lose customers and/or may become liable to them for damages. Whilst the Group has liability insurance in place and endeavours to negotiate limitations on its liability in its customer contracts, this is not always commercially possible. Additionally, the Group is committed to developing products for its customers on a set timeline. However, the pace of progress of the development projects may not be as expected and the Group could fail to meet its customers' timing or performance requirements. As a result of these risks, the Group may lose customers, may become liable to those customers for damages and may suffer damage to its reputation.
Infrastructure risk	The Group has service level commitment obligations with some of its customers in which it provides various guarantees regarding levels of service. The Group may not be able to meet these levels of service due to a variety of factors, both inside and outside the Group's control. If the Group fails to provide the levels of service required by the agreements, such customers may be entitled to terminate their contracts or may choose not to enter into new work orders with the Group and this may also damage the Group's reputation and reduce the confidence of the Group's customers in its software and services, impairing its ability to retain existing customers and attract new customers. To mitigate against this risk, the Group has service level agreements in place with key suppliers and has multiple suppliers and sites, including a live disaster recovery site, to ensure continuity of service to its customers.
Reliance on key suppliers	The Group is dependent on a small number of key suppliers for the hosting of its IT infrastructure and delivery of messaging services. A disruptive event affecting any one of these suppliers could mean that the Group is unable to meet its customers' timing or performance requirements. As a result of these risks, the Group may lose customers, may become liable to those customers for damages and may suffer damage to its reputation. To mitigate against this risk, the Group has service level agreements in place with these key suppliers and has multiple suppliers and sites, including a live disaster recovery site, to ensure continuity of service to its customers.
Online security breaches, data loss and fraud	Security breach and fraud remain key concerns in the online payments world and any security breach or fraud event might deter consumers from purchasing goods via online voucher and offer content or using a Digital Wallet. Any move away from the mobile channel for purchasing goods could have a negative impact on the Group's growth prospects and revenues. Security breach and fraud may also lead to regulatory investigations, sanctions (including fines) and litigation with clients and consumers. Any regulatory investigation or litigation may be costly and may divert efforts and attention of the Group's key management and other personnel and resources, may cause wider reputational damage to the Group and may result in existing clients terminating contracts and deter potential new clients from becoming actual clients. Any compromise of the Group's systems, security breaches or data loss may result in the temporary inability of the Group to operate its services and clients' mobile sites and applications and therefore may have a detrimental impact on the Group's revenues, both directly through the inability of the Group's clients to trade or of the Group to authenticate offers, and indirectly through loss of confidence in the security of the Group's platform. In line with its ISO 27001 accredited and SOC 1 compliant procedures, the Group uses third party security and data compliance services to monitor and mitigate against this risk, in addition to client specific security testing, and has robust business continuity procedures in place.

Principal Risks and Uncertainties continued

Risk	Description
Dependence on key customers and sectors	The Group is dependent on a number of key contracts and partner relationships for its current and future growth and development. A limited number of clients account for a large percentage of the Group's revenue. Whilst the Group endeavours to enter and renew long-term agreements with its clients, there can be no assurance that clients will continue to be secured on acceptable terms and conditions. The Group is also focussed on the Grocery, Food and Beverage and Retail sectors. Although a downturn in each of these sectors can result in increased demand for the Group's services, as discounts and offers are used to encourage footfall, a long-term downturn could have a negative impact on the Group's growth prospects and revenues. Although this risk is mitigated by entry into additional territories and refinement of the Group's products for entry into new sectors, there has been a significant impact on the Group's Food & Beverage clients from COVID-19. The majority of these clients are now trading again but a second COVID-19 wave could have a negative impact on the Group's revenues.
Employee recruitment and retention	The ability to continue to attract and retain employees with the appropriate expertise and skills cannot be guaranteed. Finding and hiring top talent can be costly and might require the Group to grant significant equity awards or other incentives, which could adversely impact its financial results. The Group's future development and prospects depend to a significant degree on the experience, performance and continued service of its senior management team. Effective product development and innovation, upon which the Group's success is dependent, is in turn dependent upon attracting and retaining talented technical and marketing employees, who represent a significant asset and serve as the source of the Group's technological and product innovations. In addition, to continue to expand the Group's customer base, increase sales and achieve growth generally, the Group will need to hire additional qualified sales personnel as well as in administrative and operational support functions. If the Group is unable to hire, train and retain such talent in a timely manner an undue burden could be placed on existing employees, the development and introduction of the Group's products could be delayed and its ability to sell its products and otherwise to grow its business could be impaired, which may have a detrimental effect upon the overall performance of the Group.
Changes in applicable laws and regulations	Laws and regulations governing internet-based services, related communication services and information technology, eCommerce, the processing of personal data, the processing of payment card data and mobile commerce in the United Kingdom and other territories continue to evolve and, depending on the evolution of such regulations, may adversely affect the Group's business. This risk is mitigated for the Group by the Compliance Manager who is responsible for ensuring that all applicable laws and regulations related to the digital services provided by the Group are understood and addressed.
Exit of UK from European Union	The UK is currently scheduled to leave the European Union on 31 December 2020 (commonly referred to as 'Brexit'). Negotiations between the UK and the European Union on the form of a future trade agreement are ongoing and, as a result, the impact of Brexit is not yet clear, but it may significantly affect the fiscal, monetary and regulatory landscape in the United Kingdom, and could have a material impact on its economy and the future growth of its various industries. Depending on the final exit terms achieved, the United Kingdom could lose access to the single European Union market and the global trade deals negotiated by the European Union on behalf of its members. Such a change in trade terms could affect the attractiveness of the United Kingdom as an investment centre and, as a result, could have a detrimental effect on UK companies. This may impact the Group's ability to access funding in the future, and its prospects. Although no direct impact is expected to the Group's relationship with its customers and key suppliers, it is not possible at this point in time to predict fully the effects of an exit of the UK from the European Union; it could have a material effect on the Group's business, financial condition and results of operations. In particular, it may impact the Group's ability to recruit suitably skilled staff for its UK-based operations.
Exchange rate risk	As the Group's international operations continue to grow, exchange rate fluctuations could have a material effect on the Group's profitability or the price competitiveness of its services. There can be no assurance that the Group would be able to compensate or hedge against such adverse effects and therefore negative exchange rate movements could have a material adverse effect on the Group's business, prospects and financial performance.

Employee involvement

The Group recognises and seeks to encourage the involvement of its employees, with the aim being the recruitment, motivation and retention of quality employees throughout the Group. The Group encourages employee performance through employee remuneration packages, including by granting share options, and by promoting its core values to employees. The Group ensures that employees are fully aware of financial and economic factors affecting its performance.

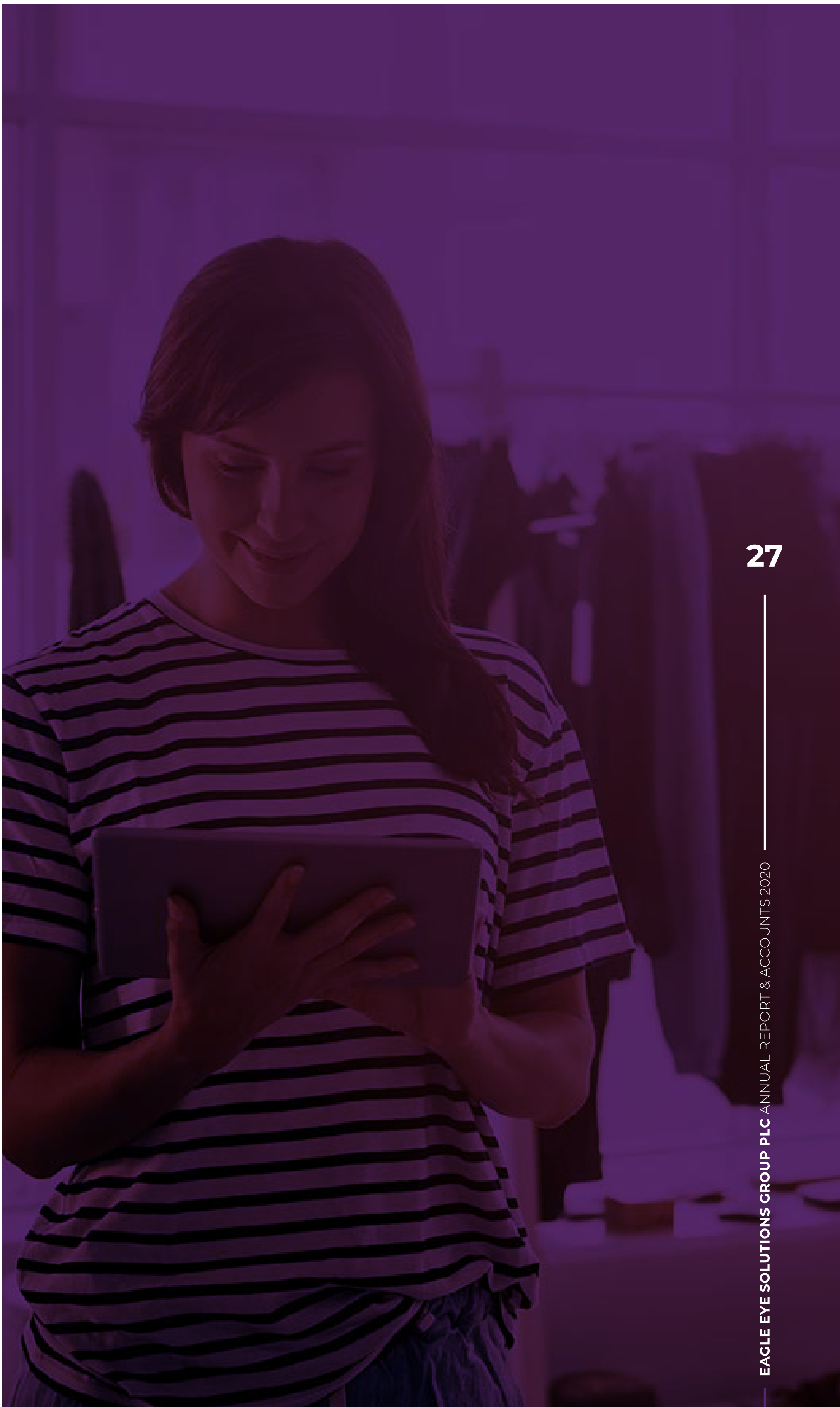
The Group's employment policies, including the commitment to equal opportunity, are designed to attract, retain and motivate employees regardless of sex, race, religion or disability. Equality of treatment includes full and fair assessment of applications and extends to training and continuing career development.

The Group is committed to ensuring and communicating the requirements for a safe and healthy working environment for all employees, consistent with health and safety legislation and, where practicable, gives full consideration to applications for employment from disabled persons.

By order of the Board

Lucy Sharman-Munday
Chief Financial Officer and Company Secretary
5 New Street Square
London
EC4A 3TW

15 September 2020



Section 172 (1) Statement and Stakeholder Engagement

The Directors are aware of their duty under Section 172 of the Companies Act 2006 to act in the way which they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and, in doing so, to have regard (amongst other matters) to the:

- likely consequences of any decisions in the long-term;
- interests of the Company's employees;
- need to foster the Company's business relationships with suppliers, customers and others;
- impact of the Company's operations on the community and environment;
- Company's reputation for high standards of business conduct; and
- need to act fairly as between members of the Company.

The ways in which these duties are addressed is set out opposite:

Stakeholder
Employees
Shareholders
Customers
Suppliers
Community and Environment

"The plc Board has been supportive during this period, commending the team on their handling of the pandemic."

How we engage	Significant events
See 'Take into account wider stakeholder and social responsibilities and their implications for long-term success' on page 32 of the Corporate Governance Statement.	On the guidance from Government, COVID-19 required a move to remote working for all employees; this has been in play since the end of March 2020. During this period management have increased levels of communication to employees to keep them abreast of Company updates. Employee driven initiatives to look after the wellbeing of our staff include the creation of its first Employee Resource Groups to cover mental health and racial diversity. The plc Board has been supportive during this period, commending the team on their handling of the pandemic.
See 'Seek to understand and meet shareholder needs and expectations' on page 32 of the Corporate Governance Statement.	COVID-19 meant that it was no longer possible to hold face to face meetings with shareholders, but the Group was able to make use of video conferencing to communicate with shareholders. The Board continues to review and revise its objectives on at least a quarterly basis to address the rapidly changing environment in which the Group operates and to ensure that investment is made where it will have the biggest return.
See 'Take into account wider stakeholder and social responsibilities and their implications for long-term success' on page 32 of the Corporate Governance Statement.	The Group acted to support its customers in the sectors worst affected by COVID-19, agreeing extended payment terms and reduced fees where applicable. In addition, the Company innovated and launched their 'Text and Trace' service to satisfy local prevention requirements.
See 'Take into account wider stakeholder and social responsibilities and their implications for long-term success' on page 32 of the Corporate Governance Statement.	The Group worked in partnership with its key infrastructure supplier, Rackspace, to transition to Google's cloud platform. Although benefits are already being seen in FY20, the move to GCP will provide long-term benefits as the business grows both in terms of transactions volumes processed and into new territories. In addition, further benefit is expected from adoption of new technologies available through GCP. The Group was able to rely on its strong relationship with key suppliers to negotiate extended payment terms during COVID-19.
The Group has a charity committee which is responsible for organising events and identifying opportunities where the Group and its employees can assist those in need. The Group engages with its landlords and neighbouring businesses to address local issues and share successes.	No significant events related to this stakeholder.

Board of Directors

Proven strength in our leadership

Tim Mason

Chief Executive Officer

Tim joined as Chairman in January 2016 later moving to CEO in September 2016. Tim has over 30 years' experience within the grocery and retail industries, with a strong background in strategic marketing and customer loyalty. Previously Tim was a managing director at Sun Capital Partners and is currently a non-executive director at Gousto. Prior to that he was Deputy CEO at Tesco from January 2010 to December 2012. He held a number of other roles within the Tesco Group including CMO for Tesco and CEO of Fresh & Easy LLC. Whilst at Tesco, Tim was instrumental in the creation of Clubcard, Express, Personal Finance and Tesco.com.

Lucy Sharman-Munday

Chief Financial Officer and Company Secretary

Lucy joined the Group in 2014, her prior experience being in the technology sector. In addition to finance and governance, she is involved in international growth of the business. Prior to joining Eagle Eye, she was the CFO of the 5one group, the global consultancy providing services, analysis and software to help retailers achieve a customer centric strategy. She also worked for Adapt Group Ltd, a managed services company, and in 2006 iSOFT plc as an integral part of the turn-around team that successfully sold the business to IBA Health Group at the end of 2007. Lucy began her career at KPMG in 1999 and is a member of the Institute of Chartered Accountants in England & Wales.

Steve Rothwell

Founder and Chief Technology Officer

Steve's passion for building technology solutions for retailers and seeing them in action led to the creation of the Eagle Eye Group in 2003. Steve is responsible for the product vision, development and roadmap, for creating technology to help retailers delight their customers. Steve previously also founded the successful software consultancy Eagle Eye Technology Limited. As a software engineer by trade, Steve has operated as a developer and technical consultant for Consult Hyperion, operating in the payment and media industries. Steve has a BEng in Electrical and Electronic Engineering from the University of Leicester and trained as a software engineer with Ericsson.

Board Committee Membership

A – Audit Committee R – Remuneration Committee

Malcolm Wall

Non-executive Chairman

Malcolm joined the Group as a Non-executive Director in 2014, taking the role of Chairman in September 2016. He was previously CEO, and then advisor to the board, of Abu Dhabi Media Company. He is also the former Chief Executive, Content for Virgin Media where he ran Virgin's television proposition, the Virgin Media portal and their television channel groups. Malcolm joined Virgin from United Business Media, where he was Chief Operating Officer. He has also worked in senior executive roles for a number of ITV companies, including Granada, Anglia and Southern. Malcolm is currently Chairman of Dock10 Limited, Factory 42 Limited, River Media Partners Limited and the Harlequin Foundation.

A R

Bill Currie

Non-executive Director

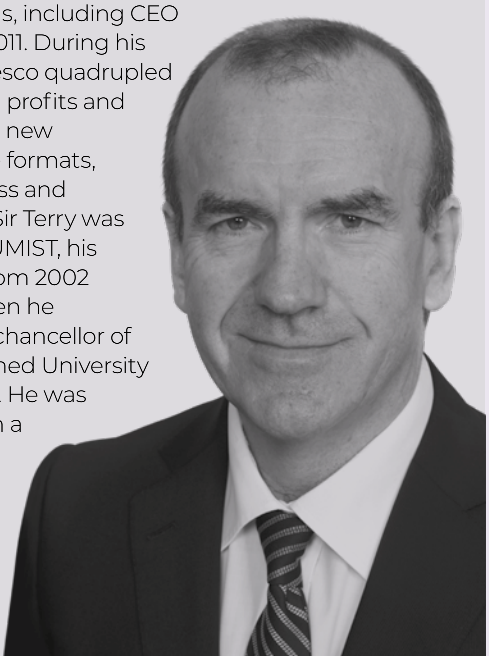
Bill joined the Group as a Non-executive Director in 2011. He is the founder of the William Currie group of companies. Previously he was a top ranked city investment analyst, serving as Joint Managing Director of Charterhouse Securities and Director of Research at BZW. Bill and his wife, Kate, were co-founders of The Fragrance Shop Limited. His current directorships include LMA (Holdings) Limited, Orcha Health Limited, Syrenis Limited and Belvedere Schools Limited.

A

Sir Terry Leahy

Non-executive Director

Sir Terry joined the Group as a Non-executive Director in 2011. He became a Senior Advisor to the CD&R funds in 2011 and serves as Chairman of BUT and a director of Motor Fuel Group. In his 32 year career at Tesco plc, Sir Terry helped to transform the company into the third largest retailer in the world, serving in a number of senior positions, including CEO from 1997 to 2011. During his CEO tenure, Tesco quadrupled both sales and profits and expanded into new products,store formats, lines of business and geographies. Sir Terry was chancellor of UMIST, his alma mater, from 2002 until 2004 when he became a co-chancellor of the newly formed University of Manchester. He was honoured with a doctorate of Science from Cranfield University in June 2007.



Robert Senior

Non-executive Director

Robert joined the Group as a Non-executive Director in 2018. He was previously worldwide CEO of Saatchi & Saatchi. Robert is a partner at Redrice Ventures, Chairman of Boys & Girls, a Dublin based independent advertising agency, and is Chairman of the Durham University Campaign Board. He is on the speaker circuit and sits on the Castore sportswear board.

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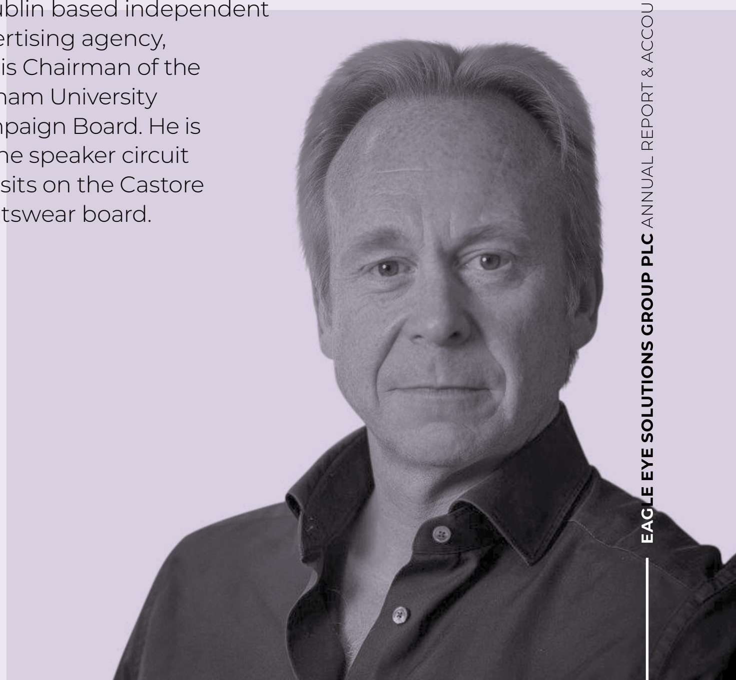


Corporate Governance Statement

Principles of Corporate Governance

The Directors recognise the importance of sound corporate governance and confirm that the Group is complying with the QCA Corporate Governance Code (as devised by the QCA in consultation with a number of significant institutional small company investors). The QCA Code is constructed around 10 broad principles and a set of disclosures. The QCA has stated what it considers to be appropriate arrangements for growing companies and asks companies to provide an explanation about how they are meeting the principles through the prescribed disclosures. The Directors have explained how each principle is applied below. The Directors consider that the Group does not depart from any of the principles of the QCA Code.

Establish a strategy and business model which promote long-term value for shareholders

The Group's strategy is reviewed by the Board on an annual basis at an offsite strategy event. The Group's strategy is to drive long-term value for shareholders from:

- continued development of the Group's product offering;
- revenue growth from both new and existing accounts;
- realising opportunities in relevant new sectors and geographies; and
- scaling the cost base efficiently with the objective of being EBITDA positive and then cash generative in line with management expectations.

Seek to understand and meet shareholder needs and expectations

In addition to shareholders being welcomed and provided the opportunity to speak to the Directors at the Annual General Meeting ('AGM'), the Group has a series of events designed to educate and listen to shareholders as set out below. Due to the impact of COVID-19, a number of these events have been held online.

- Private investor sessions held twice per year for significant shareholders.
- Roadshows held twice per year for institutional investors;
- Annual event held covering general developments in the market and our business.
- Equity analyst and sell-side briefings held throughout the year for broader investor insight.

Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Group's key stakeholders are its shareholders (see 'Seek to understand and meet shareholder needs and expectations' above), employees, customers and suppliers. Each has their own communication and interaction strategy.

- **Employees:** The Group operates a weekly video-conference 'town hall' for all employees that provides a business update and a forum to celebrate success and for employees to ask questions. There are also additional quarterly briefings to update employees on Company performance in the previous quarter and objectives for the next quarter. This is supplemented by an annual 'Company Day' which is attended by all employees in person, providing strategic direction and Company objectives for the year ahead, a look back at progress and performance in the year and a recognition of those employees who have best demonstrated the Group's values. As part of the Group's values, we encourage employees to 'get involved'. The Group's clubs and societies such as netball, golf, theatre and hackathons all provide opportunities to do good and benefit society. The Group also has a charity committee which is responsible for organising events and identifying opportunities where the Group and its employees can assist those in need. The Group is encouraging the formation of Employee Resource Groups and so far has two: mental health first aiders who are responsible for encouraging employee wellbeing and another promoting racial diversity.
- **Customers:** All customer accounts have an assigned account management team who meet regularly with their respective clients to understand their business needs and how the Group can assist them in meeting their objectives. The Group regularly issues an NPS (Net Promoter Score) survey and a working committee ensures that key take outs from the survey are acted upon. The Group holds a number of differently themed webinars during the year which give customers a flavour of what is on the roadmap and examples of real-life uses of the Group's products. This is supplemented by an email newsletter sent to all customers.

The Group also holds an annual event that includes insight on the sector, an update from customers using the Group's technology, an update on the Group's product roadmap and an opportunity for clients to speak to each other and to members of the Group's executive leadership team.

- **Suppliers:** The Group's largest suppliers are for hosting and recruitment services. The relationships for suppliers in these categories are owned by the Chief Operating Officer/ Chief Technology Officer and HR Director respectively. It is their role to meet the key suppliers on a timely basis to communicate the Group's business needs and the supplier's performance against expectations. A number of the Group's suppliers are also invited to join and present during customer webinars.

Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Directors are responsible for the Group's system of internal controls and reviewing its effectiveness.

Although no system of internal control can completely eliminate the risk of failure to achieve business objectives or provide absolute assurance against material misstatement or loss, the Group's controls are designed to provide reasonable assurance over the reliability of financial information and the Group's assets.

The key controls are as follows:

- the Executive Directors have a close involvement with the day to day operations and, with the involvement of staff, identify business risks and monitor controls;
- there is a comprehensive process of financial reporting based on the annual budget that is approved by the Board. Monthly financial results are reported with analysis of key variances against expectations;
- the corporate risk register is owned by the executive leadership team and is reviewed by the Board on a quarterly basis. The risk register considers the impact, probability, controls in place and any mitigating factors to be considered for each risk. Where applicable, it also sets out the risk treatment plan;
- in addition, the key risks are, where applicable, reflected in the Group's ISO 27001 statement of applicability which is monitored by the Group's Security Management Team and Information Security Committee; and
- employees are encouraged to report any new risks through the Group's internal reporting procedures.

The Group's Principal Risks and Uncertainties are set out on pages 24 to 26.

There is currently no internal audit function as the Board and Audit Committee considers that given the Group's current stage of development, it is not necessary but this will be reviewed annually as the Group evolves.

Maintain the Board as a well-functioning, balanced team led by the chair and ensure that between them, the Directors have the necessary up-to-date experience, skills and capabilities

The Board is responsible to shareholders for the proper management of the Group. A Statement of Directors' Responsibilities is set out on page 45 and the interests and experience of the Board are set out on pages 30 and 31. The Non-executive Directors have a particular responsibility to ensure that the strategies proposed by the executive Directors are fully considered.

The Board comprises of the Non-executive Chairman, who was independent at the time of appointment, three executive Directors and three other Non-executive Directors. Of the Non-executive Directors, the Board considered two to be Independent Directors (Robert Senior and Malcolm Wall). The Non-executive Directors have retail, media, advertising and technology business expertise.

The executive leadership team includes three members of the Board, the Chief Executive Officer (who has a retail background), the Chief Technology Officer (who has a technology background) and the Chief Financial Officer (who has a finance in technology businesses background).

The Board holds regular meetings and is responsible for formulating, reviewing and approving the Group's strategy, budgets and corporate actions and overseeing the Group's progress towards its goals. Each year, the Non-executive Directors are required to attend 10–12 Board and Board committee meetings as well as a whole day offsite strategy session, which helps to shape the Group's strategy for the coming year and beyond.

Corporate Governance Statement continued

Board Committees

The Board has two Committees with clearly defined terms of reference which are set by the Board. The role, work and members of the committees are outlined on page 35.

Meetings of the Board and its committees held during the year and the attendance of the Directors are summarised below:

	Board meetings		Audit Committee		Remuneration Committee	
	Possible	Attended	Possible	Attended	Possible	Attended
Tim Mason	11	11	–	–	–	–
Steve Rothwell	11	11	–	–	–	–
Lucy Sharman-Munday	11	11	–	–	–	–
Bill Currie	11	10	3	3	–	–
Sir Terry Leahy	11	11	–	–	–	–
Robert Senior	11	11	–	–	7	7
Malcolm Wall	11	11	3	3	7	7

The Board has a schedule of regular business, financial and operational matters and each Board committee has compiled a schedule of work to ensure that all areas for which the Board has responsibility are addressed and reviewed during the course of the year. The Company Secretary compiles the Board and committee papers which are circulated to Directors prior to meetings. The Company Secretary provides minutes of each meeting and every Director is aware of the right to have any concerns minuted and to seek independent advice at the Group's expense where appropriate.

Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board carries out an annual 360° board assessment that assesses the objectives, strategy and remit of the Board, performance management, risk management and the experience, skills and capabilities of the Directors to manage the business. This assessment is owned by the Chairman who uses the feedback to improve reporting processes and oversight. The executive leadership team has objectives that are fed from the Group's annual strategy session. Appraisals are held twice per annum and are discussed at the Remuneration Committee.

Promote a corporate culture that is based on ethical values and behaviours

The Group has six core values that employees are recruited by (as well as skill) and are remunerated by (as well as achievement of objectives). These are:

- excellence;
- innovation;
- integrity;
- passion;
- fun; and
- teamwork.

Excellence encapsulates what the Group calls 'the Purple Standard' and is what is looked for on a day to day basis from the Group's employees and suppliers.

The Board believes that a culture based on these values provides a competitive advantage and is consistent with fulfilment of the Group's strategy. The culture is monitored through the biannual employee appraisal process and through the use of a satisfaction and engagement survey which is performed annually. The executive leadership team reviews the key findings of the survey and determines whether any action is required.

Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

In addition to the Board and its committees referred to under 'Maintain the Board as a well-functioning, balanced team led by the Chair and ensure that between them, the Directors have the necessary up-to-date experience, skills and capabilities' and set out in more detail below, the Group operates a number of sub-boards, each of which has a Chairman and an Executive Director sponsor and are attended by a wider cross-section of key senior managers from across the business.

- The executive leadership team reviews the day to day operations against the business objectives set within the Group's strategy.
- The Sales and Operations Board monitors the sales, strategic partnerships and project delivery required to achieve the targeted revenue growth.

- The Product Board monitors the product delivery against the roadmap and takes customer and market feeds to drive the innovation of the product that is discussed, debated and prioritised within this forum.
- The People Board discusses all employee related matters, including reward and benefits, talent attraction and retention strategy, employee relations and recruitment.

Remuneration Committee

The Remuneration Committee is currently chaired by Robert Senior and consists of two Non-executive Directors, Robert Senior and Malcolm Wall. The Committee is expected to meet no less than twice a year. Executive Directors may attend meetings at the Committee's invitation.

The Remuneration Committee is responsible for determining and agreeing with the Board the broad policy for the remuneration and employment terms of the executive Directors, Chairman and other senior executives and, in consultation with the Chief Executive Officer, for determining the remuneration packages of such other members of the executive management of the Group as it is designated to consider. The Committee is also responsible for the review of, and making recommendations to the Board in connection with, share option plans and performance related pay and their associated targets, and for the oversight of employee benefit structures across the Group.

The remuneration of Non-executive Directors is a matter for the Board. No Director may be involved in any decision as to their own remuneration. This Remuneration Committee report includes a summary of the remuneration policy and the Annual Report on Remuneration.

Audit Committee

The Audit Committee is chaired by Bill Currie, and consists of two Non-executive Directors, Bill Currie and Malcolm Wall. The Audit Committee meets formally not less than three times every year and otherwise as required. The external auditors are invited to each meeting and the Chief Executive Officer and Chief Financial Officer (together with members of the finance team as appropriate) attend by invitation.

The Committee assists the Board in meeting its responsibilities in respect of corporate governance, external financial reporting and internal controls, including, amongst other things, reviewing the Group's annual financial statements, reviewing and monitoring the extent of the non-audit services undertaken by external auditors, advising on the appointment of external auditors and reviewing the effectiveness of the Group's internal controls and risk management systems.

In fulfilment of these objectives the Committee:

- reviews the Group's financial statements and finance-related announcements, including compliance with statutory and listing requirements. Compliance is reviewed each year with the Chief Financial Officer and enhancements are made as appropriate;
- considers whether these statements and announcements provide a fair, balanced and understandable view of the Group's strategy and performance, and of the associated risks. Further consideration of these matters is also provided by the Board as a whole;
- considers the appropriateness of accounting policies and significant accounting judgements and the disclosure of these in the financial statements;
- reviews the effectiveness of financial controls and systems. The Group does not have an internal audit function and the Committee continues to be of the view that the Group is not yet of a size and complexity to warrant the establishment of such a function; and
- oversees the relationship with and performance of the external auditors.

Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

Communications with shareholders are set out above under 'Seek to understand and meet shareholder needs and expectations'. Meetings with analysts and institutional shareholders are held following the interim and full year results and on an ad-hoc basis. These meetings are usually held by the CEO and the CFO. There is an opportunity at the AGM for individual shareholders to raise general business matters. Notice of the AGM is provided at least 21 days in advance of the meeting being held.

Additionally, communications with other relevant stakeholders are set out above under 'Take into account wider stakeholder and social responsibilities and their implications for long-term success'. The Group's informative website contains information to be of interest to new and existing investors. In addition, the Group retains the services of a financial PR consultancy, providing an additional contact avenue for investors.

Remuneration Committee Report

Directors' remuneration policy

The Group's remuneration policy is formulated to attract and retain high-calibre executives and motivate them to develop and implement the Group's business strategy in order to optimise long-term shareholder value. It is the intention that this policy should conform to best practice standards and that it will continue to apply for 2021 and subsequent years, subject to ongoing review as appropriate.

The policy is framed around the following key principles:

- total rewards will be set at levels that are sufficiently competitive to enable the recruitment and retention of high-calibre executives;
- total incentive-based rewards will be earned through the achievement of performance conditions consistent with shareholder interests;
- the design of long-term incentives will be prudent and will not expose shareholders to unreasonable financial risk;
- in considering the market positioning of reward elements, account will be taken of the performance of the Group and of each individual executive Director; and
- reward practice will conform to best practice standards as far as reasonably practicable.

When formulating the quantum and structure of remuneration, the Remuneration Committee takes account of a number of different factors including market practice and external market data of the level of remuneration offered to directors of similar role and seniority in other companies whose activities and size are similar, as well as the experience and performance of both the Executive Directors and the Group. In addition, the pay and employment conditions of employees are also considered when determining Directors' remuneration. The Remuneration Committee may also seek advice from external consultants where appropriate and the services of Korn Ferry were retained during the year. No Director was involved in deciding the level and composition of their own remuneration.

The Executive Directors receive an amount of fixed pay made up of a base salary, and in some cases a benefits package and pension contribution.

Short term performance for senior executives is incentivised using an annual bonus scheme based on the achievement of profitability, revenue and personal strategic goals. Long term performance is incentivised by way of a long-term incentive plan ('LTIP') based on the achievement of performance goals aligned to the Company's business strategy and measured over a three-year period.

Employees of the Group are rewarded for excellent performance by the award of EMI options. Vesting of these options is based on the achievement of certain revenue and profit targets to be achieved three years after the grant of the options.

These various schemes provide the Board with tools to help it to continue to strengthen the alignment of employee and shareholder interests.

Executive Directors' remuneration for 2020

2020 base salaries

The Executive Directors' base salaries were increased in the year effective from 1 January 2020 by 3%. Salary is considered as well as the overall remuneration packages of the Executive Directors, their relative responsibilities and the performance of the Group during the previous 12 months.

	Salary 1 January 2019 £000	Salary 1 January 2020 £000
Tim Mason	324	334
Steve Rothwell	187	193
Lucy Sharman-Munday	187	193

2020 Annual bonus

The Executive Directors have a maximum annual bonus opportunity of 100% of salary with performance measured on both personal objectives linked to the strategic direction of the business (maximum opportunity 25% of annual salary) and revenue and EBITDA achievement (maximum opportunity 75% of annual salary, split equally between revenue and EBITDA). The combined target bonus opportunity is 50% of salary. The delta between the target (50%) and the maximum (100%) represents the stretch target.

The revenue target range was between £18.6m and £25.0m; the outturn being £20.4m and the EBITDA target range between £2.6m and £3.5m with the outturn being £3.3m. This resulted in a combined payout of 27.5% (out of a maximum of 75%) for all Executive Directors. Personal objectives are set and monitored on a quarterly based. These are based both on KPIs and objectives linked to the strategic focus of the business in the areas of responsibility for each Director. In addition, the CEO has an element that is based on the overall performance of all executives.

The total bonus payable to the Executive Directors in respect of both the financial (revenue and EBITDA) and personal objective performance in FY20 was determined as set out below:

	Maximum performance	Actual performance	Actual bonus payable
Tim Mason	100% of salary payable	50.3% of salary payable	£168,143
Steve Rothwell	100% of salary payable	47.8% of salary payable	£92,325
Lucy Sharman-Munday	100% of salary payable	50.7% of salary payable	£97,875

Remuneration Committee Report continued

LTIP award granted in FY2020

On 13 February 2020 LTIP awards were granted as nominal cost options under the Eagle Eye LTIP Share Option Scheme to the Executive Directors subject to the following performance targets to be met during the performance period of three financial years ending 30 June 2022.

Performance targets for FY20 LTIP awards

Performance measures	Threshold vesting	Target vesting	Stretch vesting	Super Stretch
	35% of salary (23.3% of max)	62.5% of salary (41.6% of max)	100% of salary (66.6% of max)	150% of salary
Revenue – 50% of award	£28.300m	£30.700m	£33.100m	£35.500m
Adjusted EBITDA – 50% of award	£5.700m	£6.100m	£6.600m	£8.400m

1 There is linear vesting in between each of the vesting points.

2 The Committee may scale back the level of vesting if it considers at the time of vesting that the formulaic level of vesting does not reflect the overall underlying performance of the Company or investor experience taking into account, among other matters, share price.

3 The LTIP award has a value at the date of grant of 100% of salary. To manage dilution through share awards, achievement of the Super Stretch target is likely to be satisfied with cash with no link to share price movement from the date of grant.

LTIP awards with performance period ending in FY20

The LTIP awards granted in 2017 as nominal cost options will vest as set out in the table below, to the extent the targets set were met during the performance period of three financial years ending 30 June 2020. The targets were initially based on accounting standards followed by the Company prior to the adoption of IFRS 15 and IFRS 16. For assessment of actual performance, the targets have been restated for the adoption of IFRS 15 and IFRS 16.

Performance targets	Threshold performance	Target performance	Stretch performance	Actual performance	% of award vesting
Revenue (50% of award)	£19.230m	£21.600m	£23.970m	£20.421m	24%
Adjusted EBITDA (50% of award)	£1.950m	£2.200m	£2.450m	£3.278m	50%

	Date of grant	Maximum number of shares	Number of shares vesting	Total value of LTIP award vesting[1]
Tim Mason	9 November 2017	83,871	62,408	£97,544
Steve Rothwell	9 November 2017	47,527	35,365	£55,275
Lucy Sharman-Munday	9 November 2017	47,527	35,365	£55,275

1 Value of award uses three month average share price to 30 June 2020 of £1.563 and nominal cost exercise price of £0.01 per share as the share price on the actual date of vesting is not known.

The Committee has reviewed and is comfortable with the underlying performance of the Company and considers that no scale back of vesting levels is necessary.

Outstanding LTIP awards

	FY	Date of grant	Type of award	Number of shares granted	Exercise price £	Vested during the year	Exercised during the year	Lapsed during the year	Vested unexercised	Total 30 June 2020	Performance period ends
Tim Mason	2016	4 January 2016	LTIP	443,165	0.01	–	–	–	443,165	443,165	N/A
	2017	21 September 2016	LTIP appointment award	221,388	0.01	153,606	–	67,782	153,606	153,606	N/A
	2018	9 November 2017	LTIP appointment award	221,679	0.01	153,808	–	67,871	153,808	153,808	N/A
	2018	9 November 2017	LTIP	83,871	0.01	–	–	–	–	83,871	30 June 2020
	2019	8 January 2019	LTIP appointment award	221,679	0.01	221,679	–	–	221,679	221,679	N/A
	2019	8 January 2019	LTIP	472,500	0.01	–	–	–	–	472,500	30 June 2021
	2020	13 February 2020	LTIP	188,775	0.01	–	–	–	–	188,775	30 June 2022
				1,853,057		529,093	–	135,653	972,258	1,717,404	
Steve Rothwell	2014	4 April 2014	EMI	292,696	0.51	–	200,000	–	92,696	92,696	N/A
	2014	4 April 2014	Unapproved	229,759	0.51	–	–	–	229,759	229,759	N/A
	2015	16 December 2014	EMI	51,545	0.51	–	–	–	51,545	51,545	N/A
	2016	12 January 2016	LTIP	45,926	0.01	–	–	–	45,926	45,926	N/A
	2017	21 September 2016	LTIP	96,242	0.01	61,497	–	34,745	61,497	61,497	N/A
	2018	9 November 2017	LTIP	47,527	0.01	–	–	–	–	47,527	30 June 2020
	2019	8 January 2019	LTIP	267,750	0.01	–	–	–	–	267,750	30 June 2021
	2020	13 February 2020	LTIP	109,050	0.01	–	–	–	–	109,050	30 June 2022
				1,140,495		61,497	200,000	34,745	481,423	905,750	
Lucy Sharman-Munday	2015	17 July 2014	EMI	62,500	1.55	–	–	–	62,500	62,500	N/A
	2015	3 November 2014	EMI	62,500	1.55	–	–	–	62,500	62,500	N/A
	2016	12 January 2016	LTIP	39,383	0.01	–	–	–	39,383	39,383	N/A
	2017	21 September 2016	LTIP	91,582	0.01	58,520	–	33,062	58,520	58,520	N/A
	2018	9 November 2017	LTIP	47,527	0.01	–	–	–	–	47,527	30 June 2020
	2019	8 January 2019	LTIP	267,750	0.01	–	–	–	–	267,750	30 June 2021
	2020	13 February 2020	LTIP	109,050	0.01	–	–	–	–	109,050	30 June 2022
				680,292		58,520	–	33,062	222,903	647,230	

Remuneration Committee Report continued

Performance targets for FY19 LTIP awards

Performance measures	Threshold vesting	Target vesting	Stretch vesting	Super Stretch vesting
	35% of salary (23.3% of max)	62.5% of salary (41.6% of max)	100% of salary (66.6% of max)	150% of salary
Revenue – 50% of award	£22.200m	£24.900m	£27.600m	£30.300m
Adjusted EBITDA – 50% of award	£3.350m	£3.850m	£4.350m	£4.750m

1 There is linear vesting in between each of the vesting points.

2 The Committee may scale back the level of vesting if it considers at the time of vesting that the formulaic level of vesting does not reflect the overall underlying performance of the Company or investor experience taking into account, among other matters, share price.

3 The targets for FY19 LTIP awards were initially based on accounting standards prior to the adoption of IFRS 15 and IFRS 16, these targets have been restated for current accounting standards.

Company Chairman and Non-executive Directors

The Non-executive Directors' fees were reviewed with effect from 1 January 2020 with no changes being made. The fee for the Company Chairman was held at £60,000, the Non-executive Directors' base fee at £30,000 with additional fees for chairing the Remuneration Committee and Audit Committee at £5,000.

Total Directors' Remuneration

The table below sets out the total remuneration payable to the Directors:

30 June 2020	Salary and fees £000	Annual bonus[1] £000	Other benefits[2] £000	Pension £000	Long-term incentives[3] £000	Total £000
Tim Mason	329	168	15	–	98	610
Steve Rothwell	190	92	2	6	55	345
Lucy Sharman-Munday	190	98	5	9	55	357
Malcolm Wall[4]	63	–	–	–	–	63
Robert Senior	35	–	–	–	–	35
Terry Leahy	30	–	–	–	–	30
Bill Currie	35	–	–	–	–	35
	872	358	22	15	208	1,475

1 The annual bonus shown in the table above for FY20 is in respect of performance for FY20 (and is paid in FY21).

2 Benefits represent allowances payable, including car allowance.

3 The performance period for the FY18 LTIP awards (granted November 2017) ended on 30 June 2020. The awards are valued using the average share price for the last three months of the financial year (as the date of vesting is after approval of this report).

4 Malcolm Wall fulfilled the role as Remuneration Committee Chair during the period from July 2018 to November 2019 in addition to his role as Chairman.

30 June 2019	Salary and fees £000	Annual bonus[5] £000	Other benefits £000	Pension £000	Long term incentives[6] £000	Total £000
Tim Mason	320	119	11	–	884	1,334
Steve Rothwell	183	65	–	6	103	357
Lucy Sharman-Munday	183	82	5	6	98	374
Malcolm Wall[4]	65	–	–	–	–	65
Robert Senior	22	–	–	–	–	22
Terry Leahy	30	–	–	–	–	30
Bill Currie	35	–	–	–	–	35
	838	266	16	12	1,085	2,217

4 Malcolm Wall fulfilled the role as Remuneration Committee Chair during the period from July 2018 to November 2019 in addition to his role as Chairman.

5 The annual bonus shown for FY19 is in respect of performance for FY19 (and was paid in FY20).

6 The value of the LTIP awards has been updated from last year's disclosure to reflect the actual share price on vesting.

Application of remuneration policy for FY21

Base salaries

The Executive Directors base salaries will be reviewed by the Remuneration Committee during the course of the year with any increases effective from 1 January 2021.

Annual bonus

The Executive Directors annual bonus opportunity will follow the same format as FY20 with a maximum annual bonus opportunity of 100% of salary with performance measured both on personal objectives linked to the strategic direction of the business (maximum opportunity 25% of annual salary) and revenue and EBITDA achievement (maximum opportunity 75% of annual salary, split equally between revenue and EBITDA). The combined target bonus opportunity is 50% of salary. The delta between the target (50%) and the maximum (100%) represents the stretch target.

LTIP awards

The Committee intends to grant LTIP awards to the Executive Directors over shares with a value equivalent to up to 150% of salary, subject to achievement of stretching Revenue and EBITDA targets measured over three financial years to 30 June 2023. The targets will be determined prior to awards being granted and will be disclosed in the FY21 Remuneration Report.

Company Chairman and Non-executive Directors

The fees for the Company Chairman and Non-executive Directors will be reviewed during the course of the year with any increases effective from 1 January 2021.

Remuneration Committee Report continued

Shares held by Directors

	Beneficially owned shares		Unvested subject to performance targets		Vested unexercised	
	30 June 2019	30 June 2020	30 June 2019	30 June 2020	30 June 2019	30 June 2020
Tim Mason	241,839	241,839	1,221,117	745,146	443,165	972.258
Steve Rothwell	1,511,672	1,511,672	411,519	424,327	619,926	481,423
Lucy Sharman-Munday	39,982	39,982	406,859	424,327	164,383	222,903
Malcolm Wall	37,529	37,529	–	–	–	–
Robert Senior	17,372	27,190	–	–	–	–
Bill Currie	3,413,322	3,413,322	–	–	–	–
Terry Leahy	2,420,970	2,420,970	–	–	–	–

Directors' Report

The Directors present their annual report and the audited consolidated financial statements for the year ended 30 June 2020.

Principal activities, business review and future developments

The principal activity of the Group is enabling businesses to create digital connections enabling personalised real-time marketing, through the provision of its marketing technology software as a service solution.

Corporate Status

Eagle Eye Solutions Group plc (the 'Company') is a public limited company domiciled in the United Kingdom and was incorporated in England & Wales with company number 8892109 on 12 February 2014. The Company has its registered office at 5 New Street Square, London EC4A 3TW. The principal places of business of the Group are its offices in Guildford, Manchester and London and it also operates in Toronto, Canada, Melbourne, Australia and Jacksonville, Florida, USA.

Directors

Tim Mason
Steve Rothwell
Lucy Sharman-Munday
Bill Currie
Sir Terry Leahy
Robert Senior
Malcolm Wall

The Company has agreed to indemnify its Directors against third party claims which may be brought against them and has put in place a Directors' and Officers' insurance policy.

The market price of the Company's shares at the end of the financial year was £1.68 and the range of the market price during the year was between £1.20 and £2.44.

Substantial Shareholdings

At 14 September 2020, the Directors have been notified of the following beneficial interests in excess of 3% of the issued share capital of the Company (excluding those shares held in treasury).

	Total shares	%
Bill Currie *	3,413,322	13.26
Sir Terry Leahy *	2,420,970	9.41
Stonehage Fleming	2,063,001	8.02
Andrew Sutcliffe	2,032,158	7.90
Canaccord Genuity	1,679,667	6.53
Christopher Gorell Barnes	1,531,866	5.95
Steve Rothwell	1,511,672	5.87
Julian Reiter	1,342,390	5.22
Timothy Miller	872,975	3.39
Edward Pippin	855,000	3.32

* Includes shares held by family members.

Directors' Report continued

Research and Development

Details of the Group's policy for the recognition of expenditure on research and development of its Eagle Eye AIR platform and other products are set out in note 1 of the consolidated financial statements.

Risk Management Objectives and Policies

Details of the Group's financial risk management objectives and policies are set out in note 16 of the consolidated financial statements. The key non-financial risks that the Group faces are set out on pages 24 to 26 of the Strategic Report.

Related Party Transactions

Details of the Group's transactions and year end balances with related parties are set out in note 20 of the consolidated financial statements.

Dividends

The Directors do not recommend the payment of a dividend (2019: £nil).

Strategic report

The Company has chosen in accordance with Companies Act 2006, section 414C (11) to set out in the Company's strategic report on pages 06 to 29 information required to be contained in the Directors' Report by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7, where not already disclosed in the Directors' Report, including trends and factors affecting the Group and an analysis of the development and performance of the business, including key performance indicators.

Statement as to disclosure of information to the auditor

The Directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. Each of the Directors has confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

Auditor

RSM UK Audit LLP were appointed for the year ended 30 June 2020 and have indicated their willingness to continue in office.

By order of the Board

Lucy Sharman-Munday
Company Secretary
5 New Street Square
London
EC4A 3TW

15 September 2020

Statement of Directors' Responsibilities

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

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors are required by the AIM Rules of the London Stock Exchange to prepare Group financial statements in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union ('EU') and have elected under company law to prepare the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

The Group financial statements are required by law and IFRS adopted by the EU to present fairly the financial position and performance of the Group; the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group and the Company for that period.

In preparing each of the Group and Company financial statements, the Directors are required to:

a. select suitable accounting policies and then apply them consistently;

b. make judgements and accounting estimates that are reasonable and prudent;

c. for the Group financial statements, state whether they have been prepared in accordance with IFRSs adopted by the EU and for the Company financial statements state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the Company financial statements; and

d. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report

to the members of Eagle Eye Solutions Group plc

Opinion

We have audited the financial statements of Eagle Eye Solutions Group Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2020 which comprise the consolidated statement of total comprehensive income, consolidated and company statements of financial position, consolidated and company statements of changes in equity, consolidated statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2020 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Summary of our audit approach

Key audit matters	**Group** • Revenue recognition No key audit matters are identified in respect of the parent company
Materiality	**Group** • Overall materiality: £193k (2019: £137k) • Performance materiality: £144k (2019: £118k) **Parent Company** • Overall materiality: £97k (2019: £137k) • Performance materiality: £72k (2019: £118k)
Scope	Our audit procedures covered 95% of revenue and 97% of net assets

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the group financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the group financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

Key audit matter description	*Key audit matter description(Refer to page 55 regarding the accounting policy in respect of revenue recognition, page 60 in respect of critical judgements and estimates applied by the Directors and note 3 to the financial statements on page 61)* Appropriate and accurate income recognition is required to be applied by the Directors to ensure that revenue is fairly stated in the financial statements. There is a risk that contracts, performance obligations and transaction prices are not appropriately identified resulting in a material error in revenue recognised and that revenue recognised in the period does not reflect the stage of service delivery.
How the matter was addressed in the audit	Detailed testing was undertaken on a sample of sales invoices in the year checking it had been recognised in line with the disclosed accounting policy and agreeing amounts and nature of services back to the associated contract. The revenue to be recognised based on the contract and policy was recalculated and any amounts accrued or deferred were traced to the relevant schedules. Significant new contracts and modifications to existing contracts were separately reviewed to ensure their application was in accordance with the standard and the policies adopted by the group. Controls testing was undertaken to determine the completeness of revenue recognised in the period.
Key observations	The distinction as to the nature of development services and resulting conclusion as to whether a separate performance obligation exists in relation to these services is noted as a key judgement as disclosed on page 60 of the accounting policies.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures. When evaluating whether the effects of misstatements, both individually and on the financial statements as a whole, could reasonably influence the economic decisions of the users we take into account the qualitative nature and the size of the misstatements. Based on our professional judgement, we determined materiality as follows:

	Group	Parent company
Overall materiality	£193k (2019: £137k)	£97k (2019: £137k)
Basis for determining overall materiality	6% of EBITDA	1% of total assets
Rationale for benchmark applied	EBITDA is considered to be the key indication of the performance of the business by its major stakeholders	Total assets in the non-trading parent company is considered to be the key indication of the value of trading subsidiary companies
Performance materiality	£144k (2019: £118k)	£72k (2019: £118k)
Basis for determining performance materiality	75% of overall materiality	75% of overall materiality
Reporting of misstatements to the Audit Committee	Misstatements in excess of £9,650 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.	Misstatements in excess of £4,850 and misstatements below that threshold that, in our view, warranted reporting on qualitative grounds.

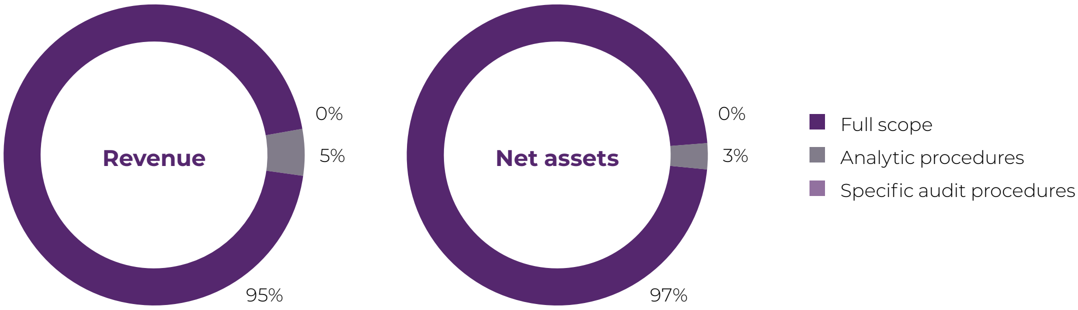
Independent Auditor's Report continued

to the members of Eagle Eye Solutions Group plc

An overview of the scope of our audit

The group consists of 6 components, of which three are based in the UK, two are based in North America and one is based in Australia.

The coverage achieved by our audit procedures was:



Full scope audits were performed for three components and analytical procedures were performed at group level for the remaining three components.

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 45, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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

Alastair John Richard Nuttall (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants
3 Hardman Street
Manchester
M3 3HF

15 September 2020

Consolidated Statement of Total Comprehensive Income

for the year ended 30 June 2020

	Note	2020 £000	2019 £000
Continuing operations			
Revenue	3	20,421	16,929
Cost of sales		(1,318)	(1,171)
Gross profit		19,103	15,758
Adjusted operating expenses[1]		(15,825)	(15,044)
Profit before interest, tax, depreciation, amortisation and share-based payment charge		3,278	714
Share-based payment charge		(464)	(822)
Depreciation and amortisation		(2,856)	(2,423)
Operating loss	4	(42)	(2,531)
Finance income	6	1	1
Finance expense	6	(291)	(277)
Loss before taxation		(332)	(2,807)
Taxation	7	(122)	447
Loss after taxation for the financial year		(454)	(2,360)
Foreign exchange adjustments		(98)	51
Total comprehensive loss attributable to the owners of the Parent for the financial year		(552)	(2,309)

1 Adjusted operating expenses excludes share-based payment charge, depreciation and amortisation.

Loss per share from continuing operations			
Basic and diluted	8	(1.77)p	(9.27)p

Consolidated Statement of Financial Position

as at 30 June 2020

	Note	2020 £000	2019 £000
Non-current assets			
Intangible assets	9	6,494	6,158
Contract fulfilment costs	10	209	217
Property, plant and equipment	11	903	1,205
Deferred taxation	15	121	–
		7,727	7,580
Current assets			
Trade and other receivables	12	4,840	3,618
Current tax receivable		–	370
Cash and cash equivalents	16	1,519	1,363
		6,359	5,351
Total assets		14,086	12,931
Current liabilities			
Trade and other payables	13	(7,879)	(4,874)
Financial liabilities	14	–	(2,600)
		(7,879)	(7,474)
Non-current liabilities			
Other payables	13	(1,783)	(1,137)
Total liabilities		(9,662)	(8,611)
Net assets		4,424	4,320
Equity attributable to owners of the Parent			
Share capital	17	257	255
Share premium	17	17,256	17,066
Merger reserve	17	3,278	3,278
Share option reserve		3,525	3,236
Retained losses		(19,892)	(19,515)
Total equity		4,424	4,320

These financial statements were approved by the Board on 15 September 2020 and signed on its behalf by:

L Sharman-Munday
Director

T Mason
Director

Consolidated Statement of Changes in Equity

for the year ended 30 June 2020

	Share capital £000	Share premium £000	Merger reserve £000	Share option reserve £000	Retained losses £000	Total £000
Balance at 1 July 2018	254	17,055	3,278	2,430	(17,222)	5,795
Loss for the financial year	–	–	–	–	(2,360)	(2,360)
Other comprehensive income						
Foreign exchange adjustments	–	–	–	–	51	51
	–	–	–	–	(2,309)	(2,309)
Transactions with owners recognised in equity						
Exercise of share options	1	11	–	–	–	12
Fair value of share options exercised in the year	–	–	–	(16)	16	–
Share-based payment charge	–	–	–	822	–	822
	1	11	–	806	16	834
Balance at 30 June 2019	255	17,066	3,278	3,236	(19,515)	4,320
Loss for the financial year	–	–	–	–	(454)	(454)
Other comprehensive income						
Foreign exchange adjustments	–	–	–	–	(98)	(98)
	–	–	–	–	(552)	(552)
Transactions with owners recognised in equity						
Exercise of share options	2	190	–	–	–	192
Fair value of share options exercised in the year	–	–	–	(175)	175	–
Share-based payment charge	–	–	–	464	–	464
	2	190	–	289	175	656
Balance at 30 June 2020	257	17,256	3,278	3,525	(19,892)	4,424

Included in Retained losses is a cumulative foreign exchange balance of £31,000 (2019: £129,000).

Consolidated Statement of Cash Flows

for the year ended 30 June 2020

	2020 £000	2019 £000
Cash flows from operating activities		
Loss before taxation	(332)	(2,807)
Adjustments for:		
Depreciation	370	407
Amortisation	2,487	2,016
Share-based payment charge	464	822
Finance income	(1)	(1)
Finance expense	291	277
(Increase)/decrease in trade and other receivables	(1,222)	429
Increase/(decrease) in trade and other payables	3,793	(71)
Income tax paid	(180)	(9)
Income tax received	389	506
Net cash flows from operating activities	6,059	1,569
Cash flows from investing activities		
Payments to acquire property, plant and equipment	(68)	(111)
Payments to acquire intangible assets and contract fulfilment costs	(2,815)	(2,596)
Net cash flows used in investing activities	(2,883)	(2,707)
Cash flows from financing activities		
Net proceeds from issue of equity	192	12
Proceeds from borrowings	2,000	3,300
Repayment of borrowings	(4,600)	(1,800)
Capital payments in respect of leases	(224)	(257)
Interest paid in respect of leases	(44)	(56)
Interest received	2	1
Interest paid	(248)	(222)
Net cash flows from financing activities	(2,922)	978
Net increase/(decrease) in cash and cash equivalents in the year	254	(160)
Foreign exchange adjustments	(98)	51
Cash and cash equivalents at beginning of year	1,363	1,472
Cash and cash equivalents at end of year	1,519	1,363

Notes to the Consolidated Financial Statements

1 Accounting policies

Basis of preparation

These consolidated financial statements have been prepared on a going concern basis under the historical cost convention, and in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and the International Financial Reporting Interpretations Committee (IFRIC) interpretations issued by the International Accounting Standards Board (IASB) that are effective or issued and early adopted as at the date of these financial statements and in accordance with the provisions of the Companies Act 2006.

The profit before interest, tax, depreciation, amortisation and share-based payment charge (adjusted EBITDA – see note 21) is presented in the income statement as the Directors consider this performance measure provides a more accurate indication of the underlying performance of the Group and is commonly used by City analysts and investors.

The preparation of financial statements requires management to exercise its judgement in the process of applying accounting policies. The areas involving a higher degree of judgement, or areas where assumptions and estimates are significant to the Financial Information, are disclosed in note 2.

The presentational and functional currency of the Group is sterling. Results in these financial statements have been prepared to the nearest £1,000.

New standards, amendments and interpretations issued but not effective for the financial year beginning 1 July 2019 and not early adopted

The IASB and IFRIC have issued the following relevant standards and interpretations with effective dates as noted below:

Standard	Key requirements	Effective date (for annual periods beginning on or after)
Amendments to IFRS 3 – definition of a business	The amendments clarify the minimum requirement to be a business and narrow the definition of outputs.	1 January 2020
Amendments to IAS 1 and IAS 8 on the definition of material	The amendments align the definition of 'material' across the standards and clarify certain aspects of the definition.	1 January 2020
Amendments to IFRS 9, IAS 39 and IFRS 7 – Interest rate benchmark reform	The amendments provide certain reliefs in connection with interest rate benchmark reform, relating to hedge accounting.	1 January 2020
Amendment to IFRS 16 'leases' COVID-19 related rent concessions	The amendment provides an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification.	1 June 2020
IFRS 17 Insurance Contracts	The standard establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts issued.	1 January 2023
Amendments to IAS 1, Presentation of financial statements on classification of liabilities	The amendments affect the presentation of liabilities in the statement of financial position, but not the amount or timing of recognition of any asset, liability, income or expense.	1 January 2021

There are no other IFRSs, IFRIC interpretations or amendments that are not yet effective that would be expected to have a material impact on the Group.

Going concern

As part of their going concern review the Directors have followed the guidelines published by the Financial Reporting Council entitled 'Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks – Guidance for directors of companies that do not apply the UK Corporate Governance Code'.

The Directors have prepared detailed financial forecasts and cash flows looking beyond 12 months from the date of approval of these consolidated financial statements. In developing these forecasts, the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period. A number of forecasts have been produced which take into consideration different assumptions on the timing and extent of recovery from COVID-19, including the risk of debtor default and the likely different recovery profiles of the different sectors in which the Group's services are offered.

On the basis of the above projections, and although the Group has net current liabilities at 30 June 2020, the Directors are confident that the Group has sufficient working capital and available funds to honour all of its obligations to creditors as and when they fall due. In reaching this conclusion, the Directors have considered the forecast cash headroom, including the impact of the extension of the revolving credit facility with Barclays Bank plc and the covenants associated with it, the resources available to the Group and the potential impact of changes in forecast growth and other assumptions, including the potential to avoid or defer certain costs and to reduce discretionary spend as mitigating actions in the event of such changes. Accordingly, the Directors continue to adopt the going concern basis in preparing these consolidated financial statements.

Basis of consolidation

The consolidated financial statements consolidate those of the Company and its subsidiary undertakings drawn up to 30 June each year. Subsidiaries are entities where the Company has: power over the entity; exposure, or rights, to variable returns from its involvement with the entity; and the ability to use its power over the entity to affect the amount of its returns. The Group generally obtains and exercises control through voting rights.

The results of subsidiaries acquired are consolidated from the date on which control passed under the acquisition method. This involves the recognition at fair value of the assets, liabilities and contingent liabilities of the subsidiary at the acquisition date. These fair values are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable from contracts with customers for the provision of the Group's services, excluding any applicable sales taxes, and is recognised at the point that the performance obligations to the customer have been satisfied, as set out below.

Products and Services	Nature and timing of satisfaction of performance obligations and significant payment terms
Development and set up fees	The Group uses an Agile methodology in its development. When delivering services to certain clients the nature of this development is that the exact form and functionality of the final solution is agreed through consultation with the client as the development progresses. In these circumstances, the development phase of the project which is not integral to the provision of the basic Software as a Service (SaaS) solution is a separate performance obligation, which is delivered over the period of development, with revenue recognised based on the number of hours worked. In other cases, where the client has purchased the Group's standard product, there is a single performance obligation – the delivery of a SaaS solution. In these circumstances, the development and set up fees will be recognised over the period from when the SaaS solution is launched to the client to the end of the contract period.
Subscription fees	Subscription fees covering, inter alia, licences, hosting and support services, form part of the SaaS performance obligation and are recognised over time from when the SaaS solution is made available to the end of the contract period. Generally for the provision of a SaaS solution, such revenue is recognised on a straight line basis. Subscription fees are invoiced on a monthly, quarterly, bi-annual or annual basis. Where invoices are raised in advance of the performance obligation being satisfied, a portion is recognised in deferred income in the Statement of Financial Position.
Transactional fees	Transactional fees are linked to transactional volumes and are recognised as the transactions occur, due to the inherent unpredictability of their timing and volume.

Where the services provided to a client represent a single performance obligation the entire transaction price is allocated to that performance obligation. In determining the transaction price, consideration is given to any amounts collected on behalf of third parties, which are not included within the transaction price, and whether there is any financing component. The Group's credit terms offered to its clients mean that there is no finance component to amounts charged to clients.

Where a contract covers multiple performance obligations, such as where the development phase of a project and the delivery of the SaaS solution represent separate performance obligations, the transaction price for each individual performance obligation will be determined by considering a number of factors including the stand alone selling price for the services provided to satisfy the performance obligation, any variable consideration and the properties of any associated licences.

Notes to the Consolidated Financial Statements continued

1 Accounting policies continued

Cost of sales

The Group's cost of sales includes costs directly attributable to distinct sales including the cost of sending SMS messages, revenue share agreements and outsourced bespoke development work.

Operating loss

Operating loss comprises the Group's revenue for the provision of services, less the costs of providing those services and administrative overheads, including depreciation and amortisation of the Group's non-current assets.

Property, plant and equipment

Purchased property, plant and equipment is stated at cost less accumulated depreciation and any provision for impairment losses.

Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is charged so as to write off the costs of assets over their estimated useful lives, on the following bases:

Right of use assets	In line with term of lease
Computer equipment	2 to 3 years, straight-line
Office furniture and fittings	3 to 5 years, straight-line

The economic lives of assets are reviewed by the Directors on at least an annual basis and are amended as appropriate.

Intangible assets

Goodwill

Goodwill arising on business combinations represents the difference between the consideration for a business acquisition and the fair value of the net identifiable assets acquired, less any accumulated impairment losses. The consideration for a business acquisition represents the fair value of assets given and equity instruments issued in return for the assets acquired. Goodwill is not amortised but is subject to an impairment review which is performed at least annually.

Costs to obtain contracts

The Group recognises the incremental costs of obtaining contracts with customers as an asset if those costs are expected to be recoverable, and records them in 'intangible assets' in the Consolidated Statement of Financial Position. Incremental costs of obtaining contracts are those costs that the Group incurs to obtain a contract with a customer that would not have been incurred if the contract had not been obtained and are amortised over the expected initial period of the client relationship. The Group does not reinstate costs previously expensed should the recognition criteria be met in a later period.

Internally-generated development intangible assets

An internally-generated development intangible asset arising from the Group's product development is recognised if, and only if, the Group can demonstrate all of the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Internally-generated development intangible assets are amortised in the statement of comprehensive income on a straight-line basis over their estimated useful lives of three years.

Where no internally-generated intangible asset can be recognised, research and development expenditure is recognised as an expense in the period in which it is incurred.

Contract fulfilment costs

The Group recognises the costs incurred in fulfilling future performance obligations for contracts with customers, where those costs are directly associated with the contract, as an asset if those costs are expected to be recoverable, and records them in 'other assets' in the Consolidated Statement of Financial Position. Costs associated with fulfilment of future performance obligations are amortised over the period that those specific performance obligations are performed.

Impairment of non-current assets

The Group reviews the carrying amounts of its assets annually 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). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. An intangible asset with an indefinite useful life is tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell 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.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. In the case of a cash-generating unit, any impairment loss is charged first to any goodwill in the cash-generating unit and then pro rata to the other assets of the cash-generating unit.

Financial instruments

Financial assets and financial liabilities are recognised in the Consolidated Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument. Financial assets are de-recognised when the contracted rights to the cash flows from the financial asset expire or when the contracted rights to those assets are transferred. Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired.

Financial assets

(a) Trade and other receivables

Trade and other receivables are recognised initially at their fair value and then at amortised cost. Appropriate provisions for estimated irrecoverable amounts are recognised in the statement of comprehensive income when there is objective evidence that the assets are impaired. Trade and other receivables are shown in note 16 as 'loans and receivables'.

(b) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits held on call with banks. Cash and cash equivalents are shown in note 16 as 'loans and receivables'. The Group does not consider cash received on behalf of and due to the Group's clients as cash and cash equivalents. These amounts are held within other debtors.

Financial liabilities and equity

(c) Trade and other payables

Trade payables are recognised initially at their fair value and then amortised cost. Trade and other payables are shown in note 16 as 'other financial liabilities'.

(d) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of issue costs.

Notes to the Consolidated Financial Statements continued

1 Accounting policies continued

Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract is a lease, the Group assesses whether:

- the contract involves the use of an identified asset;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise the contracted fixed payments.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate or if the Group changes its assessment of whether it will exercise an extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to £nil.

Short term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets which the Group considers to be any lease with an annual cost of less than £5,000. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Employee benefits

The Group operates a defined contribution auto-enrolment personal pension scheme for employees of the Group. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension costs charged in the income statement are the contributions payable to the scheme in respect of the accounting period.

Current and deferred income tax

Current tax

The tax currently payable is based on taxable profit or loss for the year in each territory. Taxable profit or loss differs from the profit or loss for the financial year as reported in the statement of total comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

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

Share-based payments

The Company issues equity-settled share-based remuneration to certain employees as consideration for services. Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted calculated using the Black-Scholes model. The fair value determined at the grant date of equity-settled share-based payments is recognised as an expense over the vesting period on a straight-line basis, based on the Group's estimate of the number of instruments that will eventually vest with a corresponding adjustment to equity. The expected life used in the valuation, based on the Directors' best estimate, takes account of the effect of non-transferability, exercise restrictions, and behavioural considerations.

Non-vesting and market vesting conditions are taken into account when estimating the fair value of the options at grant date. Service and non-market vesting conditions are taken into account by adjusting the number of options expected to vest at each reporting date.

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

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

Equity

Equity comprises the following:

- share capital, representing the nominal value of issued shares of the Company;
- share premium, representing the excess over the nominal value of the fair value of consideration received for shares, net of expenses of the share issue;
- merger reserve, representing the excess of the Company's investment over the nominal value of Eagle Eye Solutions Limited's shares acquired using the principles of merger accounting;
- share option reserve, representing the cost of equity-settled share-based payments until such share options are exercised or lapse; and
- retained losses.

Notes to the Consolidated Financial Statements continued

2 Critical accounting estimates and judgements

The preparation of these consolidated financial statements requires the Directors to make judgements and estimates that affect the reported amounts of assets and liabilities at each reporting date and the reported amounts of revenue during the reporting periods. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates. Information about such judgements and estimations are contained in individual accounting policies. The key judgements and sources of estimation uncertainty that could cause an adjustment to be required to the carrying amount of assets or liabilities within the next accounting period are outlined below:

Capitalisation of internally-generated intangible assets

Careful judgement by the Directors is applied when deciding whether the recognition requirements as defined within IAS 38 Intangible Assets for development costs have been met. This is necessary as the economic success of any product development is uncertain until such time as technical viability has been proven and commercial supply agreements are likely to be achieved. Judgements are based on the information available at each reporting date which includes contracts signed, pipeline conversations and results of QA testing. In addition, all internal activities related to research and development of new products are continuously monitored by the Directors through the Product Board. The Directors exercise judgement in determining the costs to be capitalised and will use estimates to determine the useful economic life to be applied to the asset.

Impairment of internally-generated intangible assets

The Group reviews the carrying value of its assets annually to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists a review of the recoverable value of the asset is performed. This review involves the use of judgement to consider the future projected income streams that will result from the aforementioned costs. The expected future cash flows are modelled and discounted over the estimated expected life of the assets in order to test for impairment. In the years represented in these consolidated financial statements no impairment charge was recognised as a result of these reviews.

Impairment of goodwill

The Group determines whether goodwill arising on acquisitions is impaired at least on an annual basis. This requires an estimation of the 'value in use' of the cash-generating units to which the goodwill is allocated. Estimating a value in use amount requires the Directors to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

The Group's patented, proprietary technology and service offering are unique and there are therefore no direct competitors against whom forecast growth and discount rates can be compared. Therefore the growth and discount rates are selected based on comparison with those of the Group's partners and those companies that the Group is compared with by City analysts and investors.

The actual cash flows may be different from the Directors' estimates, which could impact the carrying value of the goodwill and therefore operating results negatively. The value of goodwill at 30 June 2020 is £2.7m (2019: £2.7m).

Revenue recognition

Revenue is measured based on the consideration specified in a contract with a client and is recognised when the performance obligations specified in a contract are transferred to a client, which may be at a point in time or over time.

For the Group's largest clients, the initial stage of engagement will often include scoping and rescoping of the solution, working in consultation with our clients under an agile methodology. In this case revenue for the implementation services will be recognised as the scoping and development of the solution is completed. Otherwise, the performance obligation is the delivery of a SaaS solution and the implementation is an integral part of this. The associated revenue will therefore be recognised over the period that the service is live, post implementation. Therefore the Directors must exercise their judgement in determining those instances where the implementation services form a separate performance obligation for the client.

Revenue related to implementation services in the year to 30 June 2020 was £5,505,000 (2019: £4,930,000).

Once a service is live for a client there is generally only one performance obligation – the provision of the SaaS solution. This meets the criteria to be recognised over time and, because the SaaS solution should be provided on a continuing basis, the Directors have exercised their judgement that it is appropriate to recognise this revenue on a straight-line basis, reflecting the passage of time.

Contract costs

Costs associated with winning new contracts, such as sales commission for the Group's 'Win' sales team, are capitalised within intangible assets and amortised over the longer of the contract period or the expected term of the client relationship, where significant further costs are not expected to be incurred for renewal. Costs associated with implementation of the Group's SaaS solution are capitalised as Contract fulfilment costs and amortised over the period of the performance obligation. The Directors exercise judgement in determining the costs to be capitalised and use estimates to determine the expected term of the client relationship. Contract costs capitalised in the year to 30 June 2020 were £463,000 (2019: £418,000).

Share-based payment charge

The Group issues share options to certain employees. The Black-Scholes model is used to calculate the appropriate charge for these options. The choice and use of this model to calculate a charge involves using a number of estimates and judgements to establish the appropriate inputs to be entered into the model, covering areas such as the use of an appropriate risk-free interest rate and dividend rate, exercise restrictions and behavioural considerations. A significant element of judgement is therefore involved in the calculation of the charge. In addition, the Directors estimate the percentage of options that are expected to vest considering the likelihood of achieving performance targets and employee churn rates. Should more options vest than estimated the charge would increase.

The total charge recognised in the year to 30 June 2020 is £464,000 (2019: £822,000). Further information on share options can be found in note 18.

Deferred tax asset recognition

The Directors' judgement is required to determine the amount of tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Although the tax losses brought forward are not expected to expire and despite the Group's increased EBITDA profit in the Year, given the impact of COVID-19, the Group's history of recent taxable losses and continued investment for growth, an asset is only expected to be probable for two years from the date of these financial statements and therefore in the judgement of the Directors the tax losses carried forward over and above expected profits for the next two years do not meet the 'probable' definition criteria for an asset within IAS 12. The carrying value of the unrecognised tax losses at 30 June 2020 was £22.4m (2019: £22.7m). The value of the deferred tax asset not recognised at 30 June 2020 was £4.3m (2019: £4.3m). Further information on the Group's deferred tax position can be found in Note 15.

3 Revenue analysis

The Group is organised into one principal operating division for management purposes. Therefore the Group has only one operating segment and segmental information is not required to be disclosed. All non-current assets are held in the United Kingdom.

Revenue is analysed as follows:

Service	2020 £000	2019 £000
Development and set up fees	5,505	4,930
Subscription and transaction fees	14,916	11,999
	20,421	16,929

Product	2020 £000	2019 £000
AIR revenue	19,165	15,927
Messaging revenue	1,256	1,002
	20,421	16,929

Timing	2020 £000	2019 £000
Services transferred at a point in time	–	71
Services transferred over time	20,421	16,858
	20,421	16,929

Notes to the Consolidated Financial Statements continued

3 Revenue analysis continued

In the year to 30 June 2020, revenue from two of the Group's customers represented more than 10% of the Group's revenue. Revenue related to those customers was £6,101,000 and £5,121,000 respectively. In the year to 30 June 2019, revenue from two of the Group's customers represented more than 10% of the Group's revenue. Revenue related to those customers was £6,023,000 and £3,403,000 respectively.

All revenues are from external customers. Continuing revenues can be attributed to the following geographical locations, based on the customers' location:

	2020 £000	2019 £000
United Kingdom	13,398	10,276
North America	6,706	6,023
Rest of Europe	159	210
Asia Pacific	158	420
	20,421	16,929

The amount of revenue recognised in 2020 from performance obligations satisfied (or partially satisfied) in previous periods is £nil (2019: £nil).

Transaction price allocated to the remaining performance obligation

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date.

	2021 £000	2022 £000	2023 £000	Total £000
Development and set up fees	526	6	–	532
Subscription fees	7,420	3,194	1,402	12,016
	7,946	3,200	1,402	12,548

No consideration from contracts with customers is excluded from the amounts presented above.

4 Operating loss

Operating loss is stated after charging to the statement of comprehensive income:

	2020 £000	2019 £000
Depreciation of owned tangible assets	149	143
Depreciation of right of use assets	221	264
Amortisation of intangible assets	2,112	1,768
Amortisation of contract fulfilment costs	375	248
Net employee costs (see note 5)	9,281	8,618
IT infrastructure costs	3,760	3,678
Expenses relating to short-term leases	243	108
Auditor's remuneration		
Audit of Parent and consolidated accounts	35	34
Audit of the Company's subsidiaries	33	21
Non-audit services		
Other non-audit services[1]	52	67
Research and development	661	641

1 Other non-audit services includes tax services of £15,000 (2019: £30,000) and Sarbanes Oxley compliance costs for Eagle Eye Solutions Canada Limited of £33,000 (2019: £31,000).

5 Particulars of staff

The average number of persons employed by the Group, including executive Directors, during the year was:

	2020 No	2019 No
Product development	52	51
Operations	49	48
Sales and administration	38	39
	139	138

The aggregate payroll costs of these persons were:

	2020 £000	2019 £000
Wages and salaries	10,149	9,080
Share-based payment charge	464	822
Social security costs	1,148	1,080
Pension costs – defined contribution plan	335	226
	12,096	11,208
Less: amounts capitalised as intellectual property	(2,352)	(2,172)
Less: amounts capitalised as contract costs	(463)	(418)
	9,281	8,618

Key management remuneration

Remuneration of the key management team, including Directors, during the year was as follows:

	2020 £000	2019 £000
Aggregate emoluments including short-term employee benefits	1,738	1,507
Share-based payment charge	395	781
Pension costs – defined contribution plan	29	22
Social security costs	240	214
	2,402	2,524

Directors' remuneration

Remuneration of Directors during the year was as follows:

	2020 £000	2019 £000
Aggregate emoluments including short-term employee benefits	1,252	1,120
Pension costs – defined contribution plan	15	12
	1,267	1,132

The remuneration of the highest paid Director during the year was:

	2020 £000	2019 £000
Aggregate emoluments including short-term employee benefits	512	450

The remuneration of individual Directors is disclosed in the Remuneration Report on page 40. Retirement benefits are accruing to two (2019: two) Directors. Steve Rothwell exercised 200,000 options over ordinary shares with an exercise price of £0.51 per share on 19 September 2019. There were no other share options exercised by Directors during the year (2019: nil).

Notes to the Consolidated Financial Statements continued

6 Finance income and expense

	2020 £000	2019 £000
Interest receivable on bank deposits	1	1

	2020 £000	2019 £000
Interest payable on revolving credit facility	247	221
Interest on lease liability	44	56
	291	277

7 Taxation

	2020 £000	2019 £000
Current tax		
UK Corporation tax at 19.00% (2019: 19.00%)	–	(371)
Overseas tax	274	125
Adjustments in respect of prior years	(31)	(201)
	243	(447)
Deferred tax		
In respect of current year	(121)	–
In respect of prior years	–	–
	(121)	–
Tax on loss on ordinary activities	122	(447)
Tax reconciliation		
Loss before tax	(332)	(2,807)
Tax using UK corporation tax rate of 19.00% (2019: 19.00%)	(63)	(533)
Non-deductible expenses	2	1
Employee share acquisition relief	(56)	(4)
Share-based payments	88	156
Temporary timing differences	129	(3)
Overseas tax	274	125
Unrelieved tax losses	(74)	383
Research and development tax credit claim	(178)	(572)
Tax on loss on ordinary activities	122	(447)

8 Loss per share

The calculation of basic and diluted loss per share is based on the result attributable to ordinary shareholders divided by the weighted average number of ordinary shares in issue during the year. The weighted average number of shares for the purpose of calculating the basic and diluted measures is the same. This is because the outstanding share options would have the effect of reducing the loss per ordinary share and therefore would be anti-dilutive. Basic and diluted loss per share from continuing operations is calculated as follows:

	2020			2019		
	Loss per share pence	Loss £000	Weighted average number of ordinary shares	Loss per share pence	Loss £000	Weighted average number of ordinary shares
Basic and diluted loss per share	(1.77)	(454)	25,659,034	(9.27)	(2,360)	25,454,371

9 Intangible assets

	Goodwill £000	Costs to obtain contracts £000	Intellectual property £000	Total £000
Cost				
At 1 July 2018	2,664	193	9,223	12,080
Additions	–	133	2,178	2,311
At 30 June 2019	2,664	326	11,401	14,391
Additions	–	96	2,352	2,448
At 30 June 2020	2,664	422	13,753	16,839
Amortisation				
At 1 July 2018	–	84	6,381	6,465
Charge for the year	–	78	1,690	1,768
At 30 June 2019	–	162	8,071	8,233
Charge for the year	–	102	2,010	2,112
At 30 June 2020	–	264	10,081	10,345
Net book value				
At 30 June 2020	2,664	158	3,672	6,494
At 30 June 2019	2,664	164	3,330	6,158
At 1 July 2018	2,664	109	2,842	5,615

The Group's intellectual property relates to its internally developed AIR platform and the acquired intellectual property of 2ergo Limited which consisted of a then stand-alone messaging platform and an app and customer interface loyalty solution, both of which have now been integrated within the AIR platform. Costs to obtain contracts relates to the incremental costs of obtaining contracts which would not have otherwise been incurred.

The Group's goodwill relates to its acquisition of 2ergo Limited on 16 April 2014. Following the successful integration of the acquired 2ergo business, the Group has one identifiable cash generating unit in the UK. An annual impairment review of the goodwill arising on the 2ergo acquisition has therefore been performed for the UK cash generating unit. The recoverable value of the unit has been based on its value in use. The cash flow projections, which were based on three year forecasts approved by the Directors and then extended to cover a five year period with a terminal value assumed, supported the carrying value of goodwill and the Group's intellectual property with no impairment required.

2020 Cash generating unit	Carrying value of goodwill £000	Period over which cash flows have been projected	Growth rate beyond management approved forecasts	Discount rate for cashflow projections
UK	2,664	5 years	1.5%	12%

2019 Cash generating unit	Carrying value of goodwill £000	Period over which cash flows have been projected	Growth rate beyond management approved forecasts	Discount rate for cashflow projections
UK	2,664	5 years	2.0%	10%

As the acquired 2ergo business is fully integrated, the smallest cash generating unit which the goodwill relates to is the UK cash generating unit.

The key assumptions underlying the forecast are the continued success in winning new business and the discount rate applied. These assumptions are based on management's experience, the current pipeline and the historical success of the cash-generating unit. As the Group's SaaS AIR platform is a unique solution in the marketplace there are no directly comparable companies to compare against when estimating the discount and growth rates to be applied. The rates chosen are estimated considering those used by the Group's partners, other entities that the Group is compared with by City analysts and investors and other entities with similar characteristics to the Group.

The forecast for the unit provides sufficient headroom over the value of goodwill and intangible assets attributed to the cash-generating unit. The Group has no intangible assets with indefinite useful lives other than goodwill.

Notes to the Consolidated Financial Statements continued

10 Contract fulfilment costs

	2020 £000	2019 £000
At 1 July	217	180
Additions	367	285
Amortisation	(375)	(248)
At 30 June	209	217

Costs to fulfil contracts are charged to the income statement as amortisation over the period of satisfaction of the performance obligations that those costs relate to.

11 Property, plant and equipment

	Right of use assets £000	Computer equipment £000	Office furniture and fittings £000	Total £000
Cost				
At 1 July 2018	1,497	359	263	2,119
Additions	–	63	48	111
At 30 June 2019	1,497	422	311	2,230
Additions	–	68	–	68
Disposals	–	(4)	–	(4)
At 30 June 2020	1,497	486	311	2,294
Depreciation				
At 1 July 2018	220	248	150	618
Charge for the year	264	88	55	407
At 30 June 2019	484	336	205	1,025
Charge for the year	221	85	64	370
Disposals	–	(4)	–	(4)
At 30 June 2020	705	417	269	1,391
Net book value				
At 30 June 2020	792	69	42	903
At 30 June 2019	1,013	86	106	1,205
At 1 July 2018	1,277	111	113	1,501

12 Trade and other receivables

	2020 £000	2019 £000
Trade receivables	3,679	2,297
Less: Provision for expected credit losses	(164)	(22)
	3,515	2,275
Prepayments	521	580
Accrued income	464	730
Other receivables	340	33
	4,840	3,618

The ageing of trade receivables that were not impaired at 30 June 2020 was:

	2020 £000	2019 £000
Not past due	2,989	1,504
Up to 3 months past due	411	728
More than 3 months past due	115	43
	3,515	2,275

Accrued income and other receivables are not past due (2019: not past due).

The Group trades only with recognised, credit-worthy third parties. Receivable balances are monitored on an ongoing basis with the aim of minimising the Group's exposure to credit losses. The Group has reviewed in detail all items comprising the above not past due and overdue but not impaired trade receivables to ensure that no impairment exists. In addition to assessing the recoverability of each debt invoice individually, the Group also assesses whether it is appropriate to make any general provision for expected credit losses taking into account such factors as historic collection rates and the general economic conditions for clients in each of the sectors the Group serves.

As at 30 June 2020, trade receivables of £164,000 (2019: £22,000) were impaired and provided for. £101,000 (2019: all) of these were more than three months old, with the balance relating to specific debtors which had been significantly impacted by COVID-19. The amount of the provision was £164,000 as at 30 June 2020 (2019: £22,000). Movements on the provision for impairment of trade receivables are as follows:

	2020 £000	2019 £000
At 1 July	22	22
Provision for expected credit losses charged	142	2
Receivables written off during the year	–	(2)
At 30 June	164	22

The other classes within trade and other receivables do not contain impaired assets. The maximum exposure to credit risk for trade and other receivables at the reporting date is the carrying value of each class of receivable disclosed above.

Notes to the Consolidated Financial Statements continued

12 Trade and other receivables continued

Significant changes in the accrued income balances during the period are as follows:

	2020 £000	2019 £000
At 1 July	730	1,369
Transfers from accrued income recognised at the beginning of the period to receivables	(700)	(1,268)
Increases as a result of progress made against performance obligations, excluding amounts recognised as revenue during the year	434	629
At 30 June	464	730

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

	2020 £000	2019 £000
Sterling	3,674	2,911
Canadian dollars	806	532
Australian dollars	140	175
US dollars	220	–
	4,840	3,618

13 Trade and other payables

	2020 £000	2019 £000
Current		
Trade payables	1,591	1,020
Accruals	2,539	1,446
Lease liabilities	104	224
Deferred income	1,163	1,489
Overseas corporate tax	160	106
Other payables	2,322	589
	7,879	4,874
Non-current		
Lease liabilities	704	830
Deferred income	1,079	307
	1,783	1,137

Significant changes in the deferred income balances during the period are as follows:

	2020 £000	2019 £000
At 1 July	1,796	1,450
Revenue recognised that was included in the deferred income balance at the beginning of the year	(1,622)	(1,083)
Increases due to cash received, excluding amounts recognised as revenue during the year	2,068	1,429
At 30 June	2,242	1,796

The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

	2020 £000	2019 £000
Sterling	9,152	5,722
Canadian dollars	317	247
Australian dollars	176	42
US dollars	17	–
	9,662	6,011

14 Financial liabilities

	2020 £000	2019 £000
Short-term borrowings	–	2,600

The £5.0m revolving credit facility from Barclays Bank PLC expires on 30 September 2021, having been extended after the year end. As security for the facility, Barclays Bank PLC holds fixed and floating charges over the assets of the Group, including the intellectual property and trade debtors of the Group.

15 Deferred tax asset

The elements of deferred taxation are as follows:

	2020 £000	2019 £000
Accelerated capital allowances and intellectual property	201	261
Tax losses	(322)	(261)
	(121)	–

Movement in deferred tax:

	Accelerated capital allowances and intellectual property £000	Tax losses £000	Total £000
At 1 July 2018 and 2019	(261)	261	–
Credited to income statement	60	61	121
At 30 June 2020	(201)	322	121

No deferred tax asset is recognised for unused tax losses and deferred taxation arising on share options across the Group of £22.4m (2019: £22.7m) due to uncertainty over the timing of their recovery.

16 Financial instruments and financial risk management

The Group is exposed to a variety of financial risks that arise from its use of financial instruments: credit risk, liquidity risk, foreign exchange risk and capital risk.

Principal financial instruments

The principal financial instruments used by the Group from which financial instrument risk arises are as follows:

- trade and other receivables;
- cash and cash equivalents;
- trade and other payables; and
- financial liabilities.

Notes to the Consolidated Financial Statements continued

16 Financial instruments and financial risk management continued

Principal financial instruments continued

	2020 £000	2019 £000
Financial assets		
Loans and receivables		
Trade and other receivables	3,979	3,005
Cash and cash equivalents	1,519	1,363
	5,498	4,368
Financial liabilities		
Other financial liabilities		
Trade and other payables	7,260	4,109
Financial liabilities	–	2,600
	7,260	6,709

Disclosures in respect of the Group's financial risks are set out below:

Financial risk management

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

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from trade receivables from customers and cash deposits with financial institutions. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit checks are performed on new and potential customers and receivable balances are monitored on an ongoing basis with the aim of minimising the Group's exposure to bad debt. The Directors consider the above measures to be sufficient to control the credit risk exposure.

The Group gives careful consideration to which organisations it uses for its banking services in order to minimise credit risk. At the reporting date, the Group's cash held on short-term deposit with Barclays Bank plc in the United Kingdom was £1,247,000 (2019: £865,000), with Investec Bank plc in the United Kingdom was £nil (2019: £15,000), with HSBC Bank plc in the United Kingdom was £1,000 (2019: £1,000), with HSBC Bank Canada in Canada was £265,000 (2019: £482,000) and with Citizen's Bank in the United States of America was £6,000 (2019: £nil).

The carrying amount of financial assets recorded in the consolidated financial statements represents the Group's maximum exposure to credit risk without taking into account the value of any collateral obtained. In the Directors' opinion there have been no impairments of financial assets in the period, other than in relation to trade receivables written off of £nil (2019: £2,000). The Group assesses whether it is appropriate to make any general provision for bad debt taking into account such factors as historic collection rates and the general economic conditions for clients in each of the sectors the Group serves. The Group's trade receivables and contract assets do not contain significant financing components and therefore the Group uses the Simplified Approach to calculating expected credit losses under IFRS 9. The size of the bad debt provision at 30 June 2020 has been increased to reflect the potential impact and uncertainty of COVID-19 on certain of the Group's clients, in particular those operating in the Food and Beverage sector.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group manages its cash flows to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or damage to the Group's reputation.

The Group has extended the term of its £5.0m revolving loan facility with Barclays Bank plc to 30 September 2021, secured on the Group's assets. At 30 June 2020, £nil of this facility had been utilised (2019: £2.6m), leaving headroom of £6.5m (2019: £3.8m).

The Directors manage liquidity risk by regularly reviewing the Group's cash requirements by reference to short-term cash flow forecasts and medium-term working capital projections prepared by management.

Foreign exchange risk

The majority of the Group's revenues and costs are in sterling (the Company's functional currency) and involve no currency risk. Activities in currencies other than sterling are funded as much as possible through operating cash flows, mitigating foreign exchange risk. Funds held in foreign currencies and not required for operating expenses in the local currency are converted to sterling on a prompt basis taking into consideration prevailing foreign exchange rates at the time of receipt. The Group's revolving credit facility is denominated in sterling. The Group has the following cash and cash equivalent deposits:

	2020 £000	2019 £000
Sterling	1,233	685
Canadian dollars	277	497
Australian dollars	3	166
New Zealand dollars	–	15
US dollars	6	–
	1,519	1,363

The gross value of receivables and payables by currency is disclosed in notes 12 and 13 respectively. The Group has the following net other financial instruments:

	2020 £000	2019 £000
Sterling	(4,162)	(1,569)
Canadian dollars	560	353
Australian dollars	111	76
US dollars	210	–
New Zealand dollars	–	36
	(3,281)	(1,104)

A 5% change in the currency translation rate between sterling and overseas currencies would have the following effect on the Group's net assets and loss before tax:

Canadian dollars	2020 £000	2019 £000
Net assets	36	42
Loss before tax	165	155

Australian dollars	2020 £000	2019 £000
Net assets	4	15
Loss before tax	(24)	15

US dollars	2020 £000	2019 £000
Net assets	10	–
Loss before tax	25	–

Maturity of financial assets and liabilities

All of the Group's financial assets and financial liabilities at each reporting date are either receivable or payable within one year, other than in respect of the Group's leases (see note 19).

Notes to the Consolidated Financial Statements continued

16 Financial instruments and financial risk management continued

Capital management

The Group's capital structure is comprised of shareholders' equity and debt raised through the revolving credit facility with Barclays Bank plc. The objective of the Group when managing capital is to maintain adequate financial flexibility to preserve its ability to meet its financial obligations, both current and long-term. The capital structure is managed and adjusted to reflect changes in economic conditions. The Group funds its expenditures on commitments from existing cash and cash equivalent balances, primarily received from operating cash flows, issuances of shareholders' equity and from the revolving credit facility with Barclays. There are no externally imposed capital requirements. Financing decisions are made by the Directors based on forecasts of the expected timing and level of capital and operating expenditure required to meet the Group's commitments and development plans.

17 Share capital and reserves

The authorised share capital of the Company at 30 June 2020 is 25,735,455 ordinary shares of 1p each.

	Number of shares issued and fully paid	Share capital £000	Share premium £000
At 1 July 2018	25,444,127	254	17,055
Issue of share capital	22,800	1	11
At 30 June 2019	25,466,927	255	17,066
Issue of share capital	268,528	2	190
At 30 June 2020	25,735,455	257	17,256

On 19 July 2019, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 15,000.

On 19 September 2019, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 200,000.

On 31 January 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 8,528.

On 3 February 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 10,000.

On 6 February 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 30,000.

On 7 February 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 5,000.

Merger reserve

The acquisition of its principal subsidiary, Eagle Eye Solutions Limited, by the Group in 2014 did not meet the definition of a business combination and therefore fell outside the scope of IFRS 3. The acquisition was therefore accounted for in accordance with the principles of merger accounting as set out in Financial Reporting Standard 6 – Acquisitions and Mergers.

The consideration paid to the shareholders of Eagle Eye Solutions Limited was 13,641,384 ordinary shares of 1p each. A merger reserve arises on consolidation being the difference between the nominal value of the shares issued on acquisition and the net assets acquired.

18 Share option schemes

The Company has a share option scheme for certain employees and Directors of the Group. Options are generally exercisable at a price equal to the market price of the Company's shares on the day immediately prior to the date of grant. Options are forfeited if the employee or Director leaves the Group before the options vest. The service and performance criteria relating to the options are the continuing employment of the holder and the achievement of certain earnings based performance criteria and in the case of the LTIP Share Option Scheme, may include the overall underlying performance of the Company, taking into account, among other matters, the Company's share price (as set out on pages 38 to 40).

	2020		2019	
	Number of share options	Weighted average exercise price £	Number of share options	Weighted average exercise price £
Outstanding at the beginning of the year	4,404,419	0.65	2,817,712	0.65
Granted during the year	611,965	0.01	1,702,507	0.61
Exercised in the year	(268,528)	(0.72)	(22,800)	(0.51)
Lapsed in the year	(210,960)	(0.10)	(93,000)	(0.64)
Outstanding at the end of the year	4,536,896	0.59	4,404,419	0.65
Exercisable at the end of the year	1,939,152	0.61	1,432,098	0.57

In the year ended 30 June 2020, options were granted on 13 February 2020. The aggregate of the estimated fair value of the options granted on that day was £1,310,000 and the share price on that date was £2.15.

In the year ended 30 June 2019, options were granted on 8 January 2019. The aggregate of the estimated fair value of the options granted on that day was £1,640,000 and the share price on that date was £1.00.

In the year ended 30 June 2020, options were exercised as follows:

Date of exercise	Share price
19 July 2019	£1.805
19 September 2019	£1.735
31 January 2020	£2.140
3 February 2020	£2.090
6 February 2020	£2.160
7 February 2020	£2.160

In the year ended 30 June 2019, options were exercised on 18 January 2019. The share price on that date was £1.35.

Notes to the Consolidated Financial Statements continued

18 Share option schemes continued

Options outstanding under the Company's share option schemes were as follows:

Name of scheme	2020 No of options	2019 No of options	Calendar year of grant	Exercise period	Exercise price per share
EMI Share Option Scheme	191,529	400,057	2014	2014–2024	£0.51
EMI Share Option Scheme	175,000	200,000	2014	2014–2024	£1.55
EMI Share Option Scheme	63,808	73,808	2015	2015–2025	£2.07
EMI Share Option Scheme	71,472	71,472	2015	2015–2025	£2.23
EMI Share Option Scheme	105,000	105,000	2016	2016–2026	£1.32
EMI Share Option Scheme	30,000	55,000	2016	2016–2026	£1.06
EMI Share Option Scheme	63,193	65,693	2017	2017–2027	£2.69
EMI Share Option Scheme	132,500	137,500	2017	2017–2027	£2.33
EMI Share Option Scheme	50,000	50,000	2019	2019–2029	£1.00
LTIP Share Option Scheme	802,097	937,686	2016	2016–2026	£0.01
LTIP Share Option Scheme	376,066	443,937	2017	2017–2027	£0.01
LTIP Share Option Scheme	1,634,507	1,634,507	2019	2019–2029	£0.01
LTIP Share Option Scheme	611,965	–	2020	2020–2030	£0.01
Unapproved Share Option Scheme	229,759	229,759	2014	2014–2024	£0.51

The weighted average remaining contractual life of these options is 7.3 years (2019: 7.7 years).

The fair value of the employees' services received in exchange for the grant of share options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the share options granted. Fair value is determined by reference to the Black-Scholes option pricing model.

The inputs into the option pricing model are as follows:

	2020	2019
Weighted average exercise price	£0.59	£0.65
Expected volatility	25.3%–44.4%	25.3%–44.4%
Expected life	5–8 years	5–8 years
Risk free interest rate	0.2%–1.9%	0.2%–1.9%
Expected dividends	Nil	Nil

The volatility of the Company's share price on each date of grant is calculated as the average of the annualised standard deviations of daily continuously compounded returns on the Company's stock.

The Group recognised a charge of £464,000 (2019: £822,000) related to equity-settled share-based payment transactions in the year.

19 Leases

The following expenses relating to leases were recognised during the period.

	2020 £000	2019 £000
Depreciation charge for right of use assets	221	264
Interest expense on lease liabilities	44	56
Short-term lease expense	243	108
Total cash outflow for leases	268	313

The carrying value of and, where applicable, additions to the Group's right of use assets are disclosed in note 11.

At 30 June, the Group had aggregate minimum lease payments under non-cancellable leases for office and other sites under IFRS 16 as follows:

	2020 £000	2019 £000
Due within 1 year	145	224
Due within 2–5 years	766	184
	911	408

The Group's Guildford office lease agreement can be cancelled at the end of its initial 10 year term, which commenced in July 2015. The lease for the Group's Manchester office can be cancelled at the end of its initial 10 year term, which commenced in December 2013. There are no options for extension or termination and there are no residual value guarantees.

20 Related party transactions

The remuneration of the Directors and key management personnel is disclosed in note 5.

During the year the Group acquired sub-contractor technical development services to the value of £61,000 (2019: £107,000) from Eagle Eye Technology Limited, a company in which Stephen Rothwell, a Director of the Company, holds an interest. At 30 June 2020, £3,000 (2019: £33,000) was outstanding in respect of these services.

During the year the Group acquired sub-contractor building consultancy services with respect to the refit of the Group's Manchester office to the value of £nil (2019: £5,000) from Paragon BC UK Limited, a company in which the husband of Lucy Sharman-Munday, a Director of the Company, is a director. At 30 June 2020, £nil (2019: £nil) was outstanding in respect of these services.

During the year the Group provided services to the value of £nil (2019: £1,200) to Purple Wifi Limited, a subsidiary of So Purple Group Limited, a company in which Terry Leahy, a Director of the Company, is a Director. At 30 June 2020, £nil (2019: £nil) was outstanding in respect of these services.

None of the key management personnel of the Group owe any amounts to any company within the Group (2019: £nil), nor are any amounts due from any company in the Group to any of the key management personnel (2019: £nil).

21 Alternative performance measure

EBITDA is a key performance measure for the Group and is derived as follows:

	2020 £000	2019 £000
Loss before taxation	(332)	(2,807)
Add back:		
Finance income and expense	290	276
Share-based payments	464	822
Depreciation and amortisation	2,856	2,423
EBITDA	3,278	714

22 Net cash/(debt)

	30 June 2019 £000	Cash flow £000	Foreign exchange adjustments £000	30 June 2020 £000
Cash and cash equivalents	1,363	254	(98)	1,519
Financial liabilities	(2,600)	2,600	–	–
Net cash/(debt)	(1,237)	2,854	(98)	1,519

23 Ultimate controlling party

The Directors do not consider there to be an ultimate controlling party due to no individual party owning a majority share in the Company. See page 43 for information on percentage shareholdings.

Company Statement of Financial Position

as at 30 June 2020

	Note	2020 £000	2019 £000
Non-current assets			
Investments in subsidiaries	4	7,919	7,630
Current assets			
Trade and other receivables	5	9,623	12,731
Cash and cash equivalents		10	32
		9,633	12,763
Total assets		17,552	20,393
Current liabilities			
Trade and other payables	6	(182)	(2,766)
Net assets		17,370	17,627
Equity attributable to owners of the Parent			
Share capital	7	257	255
Share premium	7	17,256	17,066
Share option reserve		3,525	3,236
Retained losses		(3,668)	(2,930)
Total equity		17,370	17,627

The Company has not presented its own income statement as permitted by section 408 (4) of the Companies Act 2006. The loss for the financial year dealt with in the accounts of the Company is £738,000 (2019: £748,000).

These financial statements were approved by the Board on 15 September 2020 and signed on its behalf by:

L Sharman-Munday
Director

T Mason
Director

Company number: 08892109

Company Statement of Changes in Equity

for the year ended 30 June 2020

	Share capital £000	Share premium £000	Share option reserve £000	Retained losses £000	Total £000
Balance at 1 July 2018	254	17,055	2,430	(2,182)	17,557
Loss for the financial year	–	–	–	(748)	(748)
Transactions with owners recognised in equity					
Exercise of share options	1	11	–	–	12
Fair value of share options exercised in the year	–	–	(16)	–	(16)
Share-based payment charge	–	–	822	–	822
	1	11	806	–	818
Balance at 30 June 2019	255	17,066	3,236	(2,930)	17,627
Loss for the financial year	–	–	–	(738)	(738)
Transactions with owners recognised in equity					
Exercise of share options	2	190	–	–	192
Fair value of share options exercised in the year	–	–	(175)	–	(175)
Share-based payment charge	–	–	464	–	464
	2	190	289	–	481
Balance at 30 June 2020	257	17,256	3,525	(3,668)	17,370

Notes to the Company Financial Statements

1 Accounting policies

Basis of preparation

These financial statements have been prepared on a going concern basis under the historical cost convention, and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. These financial statements conform to FRS 102.

The preparation of financial statements requires management to exercise its judgement in the process of applying accounting policies. The areas involving a higher degree of judgement, or areas where assumptions and estimates are significant to the Financial Information, are disclosed in note 2.

In accordance with FRS 102, the Company has taken advantage of the exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share-based Payment' – Sections 26.18(b), 26.18 and 26.23; and
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The presentational and functional currency of the Company is sterling. Results in these financial statements have been prepared to the nearest £1,000.

Going concern

As part of their going concern review the Directors have followed the guidelines published by the Financial Reporting Council entitled 'Guidance on Risk Management and Internal Control and Related Financial and Business Reporting'.

The Directors have prepared detailed financial forecasts and cash flows looking beyond 12 months from the date of approval of these consolidated financial statements. In developing these forecasts the Directors have made assumptions based upon their view of the current and future economic conditions that will prevail over the forecast period.

On the basis of the above projections, the Directors are confident that the Group has sufficient working capital and available funds to honour all of its obligations to creditors as and when they fall due. In reaching this conclusion, the Directors have considered the forecast cash headroom, the resources available to the Group and the potential impact of changes in forecast growth and other assumptions, including the potential to avoid or defer certain costs and to reduce discretionary spend as mitigating actions in the event of such changes. This means that the Company expects to be able to recover its intercompany receivables. Accordingly, the Directors continue to adopt the going concern basis in preparing these financial statements.

Investments

Investments held by the Company are stated at cost less any provision for impairment in the Company's financial statements. The cost includes the non-cash impact of Group settled share-based payment arrangements.

Impairment of investments

The Company reviews the carrying values of its investments annually to determine whether there is any indication that those investments have suffered an impairment loss. If any such indication exists, the recoverable amount of the investment is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell 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 investment for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount.

Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument. Financial assets are de-recognised when the contracted rights to the cash flows from the financial asset expire or when the contracted rights to those assets are transferred. Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired.

Financial assets

(a) Trade and other receivables

Trade and other receivables are recognised initially at their fair value and then at amortised cost. Appropriate provisions for estimated irrecoverable amounts are recognised in the statement of comprehensive income when there is objective evidence that the assets are impaired.

(b) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits held on call with banks.

Financial liabilities and equity

(c) Trade and other payables

Trade payables are recognised initially at their fair value and then amortised cost.

(d) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of issue costs.

Current income tax

The tax currently payable is based on taxable loss for the year. Taxable loss differs from the loss for the financial year as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Share-based payments

The Company issues equity-settled share-based remuneration to certain employees of the Group as consideration for services. Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted, calculated using the Black-Scholes model. The fair value determined at the grant date of equity-settled share-based payments is recognised as an expense for employees of the Company, or as an investment in the subsidiary entity employing the relevant employees otherwise, over the vesting period on a straight-line basis, based on the Directors' estimate of the number of instruments that will eventually vest with a corresponding adjustment to equity. The expected life used in the valuation, based on the Directors' best estimate, takes account of the effect of non-transferability, exercise restrictions, and behavioural considerations.

Non-vesting and market vesting conditions are taken into account when estimating the fair value of the options at grant date. Service and non-market vesting conditions are taken into account by adjusting the number of options expected to vest at each reporting date.

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

Equity

Equity comprises the following:

- share capital, representing the nominal value of issued shares of the Company;
- share premium, representing the excess over the nominal value of the fair value of consideration received for shares, net of expenses of the share issue;
- share option reserve, representing the cost of equity-settled share-based payments until such share options are exercised or lapse; and
- retained losses.

Notes to the Company Financial Statements continued

2 Critical accounting estimates and judgements

The preparation of these financial statements requires the Directors to make judgements and estimates that affect the reported amounts of assets and liabilities at each reporting date. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates. Information about such judgements and estimations is contained in individual accounting policies. The key judgements and sources of estimation uncertainty that could cause an adjustment to be required to the carrying amount of assets or liabilities within the next accounting period are outlined below:

Impairment of investments

An impairment review of the Company's investments in its subsidiaries is undertaken at least annually. This review involves the use of judgement to consider the future projected income streams that will result from those investments. The expected future cash flows are modelled and discounted over the expected life of the investments in order to test for impairment. In the years represented in these financial statements no impairment charge was recognised as a result of these reviews.

Share-based payment charge

The Company issues share options to certain employees of the Group. The Black-Scholes model is used to calculate the appropriate charge for these options. The use of this model to calculate a charge involves using a number of estimates and judgements to establish the appropriate inputs to be entered into the model, covering areas such as the use of an appropriate interest rate and dividend rate, exercise restrictions and behavioural considerations. A significant element of judgement is therefore involved in the calculation of the charge. In addition, the Directors estimate the percentage of options that are expected to vest considering the likelihood of achieving performance targets and employee churn rates. Should more options vest than estimated the charge would increase.

The total charge recognised by the Company in the year to 30 June 2020 is £nil (2019: £nil) with a capital contribution in a subsidiary company of £464,000 (2019: £822,000). Further information on share options can be found in note 18 to the consolidated financial statements.

3 Particulars of staff

The Company had no staff during the year or the prior year, other than Directors. Details of Directors' remuneration are contained in note 5 to the consolidated financial statements.

4 Investments

Investments in subsidiaries and joint ventures

	£000
Cost and net book value	
At 1 July 2018	6,824
Fair value of options exercised in the year	(16)
Share-based payment charge	822
At 30 June 2019	7,630
Fair value of options exercised in the year	(175)
Share-based payment charge	464
At 30 June 2020	7,919

Investment	Principal activity	Country of incorporation	Class and percentage of shares held and voting rights
Eagle Eye Solutions Limited[1]	Digital loyalty services	England & Wales	Ordinary 100%
Eagle Eye Solutions (North) Limited[1]	Dormant	England & Wales	Ordinary 100%
Eagle Eye Solutions Canada Limited[2]	Digital loyalty services	Canada	Ordinary 100%
Eagle Eye Solutions Australasia Pty Limited[3]	Digital loyalty services	Australia	Ordinary 100%
Eagle Eye Solutions Inc[4]	Digital loyalty services	United States	Ordinary 100%

1 The registered office address of this entity is 5 New Street Square, London, EC3A 4TW, UK.

2 The registered office address of this entity is 400–725 Granville Street, Vancouver, BC, V7Y 1G5, Canada.

3 The registered office address of this entity is Level 21, 55 Collins Street, Melbourne 3000, Vic, Australia.

4 The registered office address of this entity is 251 Little Falls Drive, Wilmington, DE 19808-1674, USA.

5 Trade and other receivables

	2020 £000	2019 £000
Amounts due from Group undertakings	9,613	12,709
Prepayments and accrued income	10	11
Other receivables	–	11
	9,623	12,731

The Company's receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable disclosed above. All of the Company's receivables are denominated in Sterling.

6 Trade and other payables

	2020 £000	2019 £000
Current		
Trade payables	107	124
Accruals and deferred income	75	42
Short-term borrowings	–	2,600
	182	2,766

Notes to the Company Financial Statements continued

7 Share capital

The authorised share capital of the Company at 30 June 2020 is 25,735,455 ordinary shares of 1p each.

	Number of shares issued and fully paid	Share capital £000	Share premium £000
At 1 July 2018	25,444,127	254	17,055
Issue of share capital	22,800	1	11
At 30 June 2019	25,466,927	255	17,066
Issue of share capital	268,528	2	190
At 30 June 2020	25,735,455	257	17,256

On 19 July 2019, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 15,000.

On 19 September 2019, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 200,000.

On 31 January 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 8,528.

On 3 February 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 10,000.

On 6 February 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 30,000.

On 7 February 2020, the Company issued 1p ordinary shares pursuant to the exercise of employee share options. The total number of shares issued on this date was 5,000.

8 Related party transactions

The remuneration of the Directors is disclosed in note 5 to the consolidated financial statements.

9 Ultimate controlling party

The Directors do not consider there to be an ultimate controlling party due to no individual party owning a majority share in the Company. See page 43 for information on percentage shareholdings.

Notice of Annual General Meeting

Company no. 8892109

EAGLE EYE SOLUTIONS GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **AGM** of Eagle Eye Solutions Group plc (the '**Company**') will be held at the offices of 31 Chertsey Street, Guildford, Surrey, GU1 4HD at 12.00pm on 17 November 2020.

In light of the current and anticipated public health guidelines in connection with the COVID-19 pandemic, the AGM will be held as a closed meeting. Shareholders will not be allowed to attend the AGM and the Company intends to refuse entry to shareholders who do attempt to attend.

The AGM will be held with the minimum required quorum present, including the chair of the meeting and another person designated by the Board as being necessary to form a quorum.

We strongly encourage you to vote by completing and submitting a form of proxy. As anyone seeking to attend the meeting in person (beyond the two persons designated by the Board as being necessary to form a quorum) will be refused entry, you should appoint the chair of the AGM as your proxy to ensure that your vote is counted. A form of proxy is enclosed with this notice. To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's Registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, by no later than 12.00pm on Friday 13 November 2020.

The AGM will be held in order to consider and, if thought fit, pass the following resolutions which will be proposed as special or ordinary resolutions as indicated.

ORDINARY BUSINESS

Ordinary resolutions

1. THAT the report of the Directors, the financial statements and the report of the auditors for the Company's financial year ended 30 June 2020, be received and adopted.
2. THAT Lucy Sharman-Munday, who retires by rotation and is eligible for re-election pursuant to article 19 of the Company's articles of association, be re-appointed as a Director of the Company.
3. THAT Malcolm Wall, who retires by rotation and is eligible for re-election pursuant to article 19 of the Company's articles of association, be re-appointed as a Director of the Company.
4. THAT:

   (a) RSM UK Audit LLP of 9th Floor, 3 Hardman Street, Manchester M3 3HF be re-appointed as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company at which financial statements are laid before the Company's shareholders; and

   (b) the Directors be authorised to determine the auditors' remuneration.

SPECIAL BUSINESS

Ordinary resolutions

5. THAT the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to:

   (a) allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £85,839.75; and

   (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £171,679.50 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) of this resolution 5) in connection with an offer by way of a rights issue to:

      (i) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and

      (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,

   and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

   These authorities shall apply in substitution for all previous authorities (but without prejudice to the validity of any allotment pursuant to such previous authority) and expire at the end of the next AGM of the Company or, if earlier, 15 months after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.

Notice of Annual General Meeting continued

Special resolutions

6. THAT, subject to the passing of resolution 5, the Directors be generally and unconditionally empowered for the purposes of section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash:

   (a) pursuant to the authority conferred by resolution 5; or

   (b) where the allotment constitutes an allotment within the meaning of section 560(2)(b) of the Act,

   in each case as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

   (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 5, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only) to:

   (A) the holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and

   (B) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors of the Company otherwise consider necessary,

   and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

   (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted under the terms of any share option scheme adopted or operated by the Company and the allotment of shares pursuant to any share incentive plan ('SIP') adopted or operated by the Company; and

   (iii) the allotment of equity securities, other than pursuant to paragraphs (i) and (ii) above of this resolution, up to an aggregate nominal amount of £25,751.93.

   This power shall (unless previously renewed, varied or novated by the Company in general meeting) expire at the conclusion of the next AGM of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board

Lucy Sharman-Munday,
Company Secretary

For and on behalf of Eagle Eye Solutions Group plc
Dated: 22 October 2020

Registered Office:
5 New Street Square,
London EC4A 3TW

Notes:

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he votes. As stated earlier, you are strongly encouraged to appoint the Chairman of the meeting as your proxy, as there will be no general admittance to the meeting beyond the Chairman and one other shareholder to form a quorum.
2. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 12.00pm on 13 November 2020 (or, in the event of any adjournment, no later than 12.00pm on the date which is two days before the time of the adjourned meeting (weekends and public holidays in England and Wales excluded), together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
4. If you do not complete and return a proxy form, you will not be able to attend the meeting and vote in person and therefore you are strongly encouraged to complete and return your proxy form appointing the Chairman as your proxy.
5. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. To be entitled to vote at the meeting, members must be registered in the register of members of the Company at 6.30pm on 13 November 2020 (or, in the event of any adjournment, no later than 6.30pm on the date which is two days before the time of the adjourned meeting (weekends and public holidays in England and Wales excluded). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Company Information

Directors	Malcolm Wall Tim Mason Steve Rothwell Lucy Sharman-Munday Bill Currie Sir Terry Leahy Robert Senior
Secretary	Lucy Sharman-Munday
Company number	8892109
Registered office	5 New Street Square London EC4A 3TW
Nominated Adviser and Joint Broker	Investec Bank plc 30 Gresham Street London EC2V 7QP
Joint Broker	Shore Capital Cassini House 57 St James's Street London SW1A 1LD
Bankers	Barclays Bank plc 27 Soho Square London W1D 3QR
Solicitors	Taylor Wessing LLP 5 New Street Square London EC4A 3TW
Independent auditor	RSM UK Audit LLP Chartered Accountants Ninth Floor 3 Hardman Street Manchester M3 3HF

Contact Information

Head Office:

31 Chertsey Street
Guildford
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eagleeye.com

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