Glantus Holdings plc
Annual Report 2022

Company registration number (in Ireland): 616225

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COMPANY OVERVIEW

What We Do

Harnessing Technology to Drive Innovation

Unlocking efficiencies and working capital in the Accounts Payable function of large organisations

Glantus is a leading provider of software as a service (“SaaS”) solutions, that help global enterprises analyse, automate and digitise their spending across the Accounts Payable (AP) function, facilitating the unlocking of trapped working capital tied up in credits, duplication and process errors.

Glantus provides a proprietary and fully digital end-to-end solution for companies’ AP finance functions. It leverages technology by deploying advanced data analytics capabilities, including artificial intelligence (AI) and optical character recognition (OCR), Robotic Processes Automation (RPA) and advanced algorithms to consolidate and verify the accuracy of accounts payable. It works to discover and recover lost working capital, improve efficiency, minimise errors, measure performance and mitigate fraud.

Visit our website www.glantus.com or follow on Twitter @GlantusLTD

2022 Summary of Performance

2022 was a challenging year for our company. Integration issues with an acquisition and a downturn in our productivity in the U.S. market while we transitioned our operations to Costa Rica, meant that our run-rate billing had reduced from an expected €1.5m per month to €1m per month. With a cost base structured for a higher revenue than what was being achieved, we were running at a considerable loss. Accordingly, the management team set about adjusting the cost base to align with our run-rate billing. Over the final three months of 2022, we removed €4.2m from our annualised costs and in the first quarter of 2023 we saw the benefits of this work as we returned to profitability.

The company expects give an H1 trading update in week commencing 24 July 2023.

Financial Summary

€'000	FY22	FY21	YoY Change %
Revenue including other incomes	10,493	10,740	(3%)
Adjusted EBITDA	(1,782)	3,103	(157%)
Adjusted EBITDA %	(18%)	29%	(162%)
Adjusted operating (loss)/profit	(4,137)	1,676	(347%)
Adjusted (loss)/profit before tax	(5,583)	709	(887%)
Adjusted basic EPS (cents)	(4.71)	9.36	(150%)
Closing cash and cash equivalents	342	2,353	(85%)

Post Year End Highlights and Outlook

- Trading in the new financial year has been ahead of management's expectations (all figures for 2023 below are unaudited):
    - Jan – Apr 2023 revenues of c.€4.558m, adjusted EBITDA profit of c.€1.3m
    - Momentum has continued with revenues for May 2023 being ahead of budget at €1.1m
    - Realignment of cost base in 2022 has delivered much improved adjusted EBITDA so far in 2023

- Successful €1.4m (gross) fundraising through a subscription of new shares in February 2023

- Costa Rica operations now fully functional and delivering growth in our audit revenues and improved margins

- Board and Management Changes
    - After over five years with Glantus, Gráinne McKeown resigned as Executive Director and Chief Financial Officer on 9 Dec 2022, having made a very valuable contribution to the growth and success of the company
    - Thomas Brooke was appointed as a Non-Executive Director on 8 December 2022
    - After supporting the Company during a challenging period, Diane Gray-Smith, Executive Director and Interim Chief Financial Officer, stepped down from the Board on 16 May 2023
    - Susan O'Connor, who previously worked with Glantus at the time of its IPO, assumed the role of Chief Financial Officer on 16 May 2023

CHIEF EXECUTIVE STATEMENT AND OPERATIONAL REVIEW

The results presented above reflect the tumult in the latter part of 2022. I am extremely proud of the work performed by our executive team during this difficult period. Their professionalism and commitment to the Company and its shareholders brought about a remarkable turnaround in a short timeframe.

I would like to thank my fellow directors, Chairman Barry Townsley, non-executive directors Tom Price and Thomas Brooke, executive director Geoff Keating and former executive directors Gráinne McKeown and Diane Gray-Smith for their invaluable contributions during this period as we steered the Company to firmer ground. Their dedication and commitment have been very much appreciated.

Having overcome the challenges we faced, our teams are committed to supporting our expanding service offering and achieving operational efficiencies, whilst remaining focussed on delivery to our customers and shareholders.

We look forward to the rest of 2023 with renewed energy and confidence.

Strategy

Glantus operates in the very exciting AP market. This market continues to grow and as we leave the Covid pandemic behind and large organisations return to growth, opportunities will continue to open up for Glantus.

Glantus' target customer is any organisation with an annual spend of over $500m and in excess of 4,000 suppliers.

Our technology works by integrating with our clients' ERP systems to discover and recover lost working capital, improve efficiency, minimise errors, measure performance and mitigate risk. Our award-winning Glantus Data Platform is deployed around existing transactional systems to provide a single platform for Accounts Payable transformation with the simple mission of simplifying data to drive constant innovation.

People

In challenging times, we depend even more on our people. I am very proud of all our teams globally, adapting to new ways of doing business and the new technologies we introduced this year.

This is a rapidly changing market and I thank each and every one of our people for their professionalism, enthusiasm and their commitment to making Glantus the leading provider of AP services in the market.

Outlook

Following the restructuring of the business, we have seen significant cost savings through the reduction in headcount and operational infrastructure costs. Paired with our efforts to consolidate operations globally to re-focus on our technology to encourage margins whilst scaling the business has meant trading in the new financial year has been ahead of management's expectations and the business model and strategy provides a strong platform for significant growth.

Beach Point Capital (BPC) has confirmed that its €5m loan to Glantus is now not repayable until August 2024 and €7.35m is repayable in August 2025. The legal paperwork is in process to formalise this extension.

We look forward to 2023 with increased confidence and determination to grow our organisation and provide an exceptional return to our shareholders.

Maurice Healy, CEO

29 June 2023

COMPLIANCE and RISK

At Glantus, we have a robust compliance process. We are independently audited annually - achieving and maintaining the highest industry standards in Privacy, Cyber Security, Data Protection and Quality for our global business operations. It is our highest priority to protect our people, customers, shareholders and our business.

Our Compliance department ensures that Glantus complies with governance, risk management, laws, and regulations and the department supports all areas of our business in building processes, assessing risks, and making decisions so that our policies and procedures remain up to date.

Our Uncompromising Commitment to Quality

Glantus is determined to always meet our customers' needs and expectations, whilst fulfilling the requirements of ISO9001, ISO27001, ISO27701, GDPR, Cyber Essentials and international statutory law. All of our business and technology operations are aligned to industry best practice and global quality services.

All Glantus people receive mandatory annual GDPR and Information Security and Cyber Security Awareness Training to ensure employees get the most up to date and relevant information.

We Prioritise Accountability and Responsibility at Every Level

It is our highest priority to protect our people, customers, shareholders and our business.

We implement a management process that identifies potential threats to our organisation and the impacts to business operations that those threats if realised, might cause, and which provides a framework for building organisational resilience.

We ensure access control rules for our business comply with factors such as the sensitivity of the information being accessed, the location of personnel accessing the data and legal/regulatory/contractual restrictions.

Regulatory and Legal Compliance, Risk Management, Governance

The Group's risk appetite framework was refreshed during the year, with revised risk appetites, preferences and tolerances considered and recommended by the Risk Committee for the Board's approval.

The Board of Directors is ultimately responsible for the governance of risk management and Glantus's Chief Compliance Officer ensures there is a common and efficient process in place.

We adopt the Quoted Companies Alliance (QCA) Code to ensure the standards of corporate governance.

Glantus implement appropriate technical and organisational measures to maintain the security, confidentiality and integrity of Data and ensure a level of security appropriate to the risk associated with the Processing activity, including, at a minimum, the measures referred to in Article 32(1) of the GDPR. General Data Protection Regulation UK (GDPR UK), Consumers Protection Rights Act (CPRA) and other US State level data protection legislation as it comes into effect.

PRINCIPAL RISKS AND UNCERTAINTIES

Risk	**Potential Impact**	**Mitigation**
Customer Relationships	The Group has many major global customers which it services from UK, Ireland and US. There is a risk that the Group may fail to retain key customers and/or win new contracts which will impact achievement of the growth targets.	The Group maintains close relationships with its existing customers supported by the customer success teams. With pandemic restrictions lifting, we are able to meet customers in person and at key conference and Accounts Payable events. This gives insights to customers' current and future needs allowing for tailored customer support both in product delivery and communications. Customers range across multiple geographical locations, industries and sectors. No one customer accounts for more than 10% of revenue. The Group mitigates the risk by continuing to invest in new product features, which provide additional value to its customers leading to a more embedded relationship.
Pricing	The Group's revenue growth is dependent on retaining existing and attracting new customers. Competitive pricing is an important factor to ensure the customer recognises the value of investment. Under pricing and failure to understand the market conditions and value points can lead to failure to meet revenue and EBITDA growth targets.	The executive management team monitor competitor pricing ensuring differentiators in features and value offered to the customers are clear. Demonstrating value for money to the customer is a key focus while continuing to deliver margins to the Group.
Competition risk	Existing competitors or new entrants to the market may be able to develop products and services that are more	The executive management team continuously monitor other competitive offerings across all products within the Accounts Payable market.

PRINCIPAL RISKS AND UNCERTAINTIES

	attractive to the Group's existing offering. While the Group seeks to expand its market penetration, there can be no guarantee that new customer wins will occur. Inability to attract new customers and serve existing customer needs if continued development of its current product suite is not maintained.	Strong customer relationships and attendance at key Accounts Payable conferences and events provide the ability to connect with customers. This gives visibility of customers' current and future needs which shape the development roadmap and how operations deliver the products and service to the customer. The Group continues to invest in product development with focus on additional features which ensures the customers remain embedded on the Glantus platform which mitigates risk of customers migrating to other competitive offerings.
Dependence on key executives	The Group's business, development and growth is dependent on its ability to attract, develop and retain key management and executives. While the Group has entered into employment contracts / service agreements with each of its key personnel, the retention of their services or other key employees cannot be guaranteed.	The Group continues to invest in attracting and retaining skilled personnel ensuring good onboarding, training and development of key skills. The directors believe the Group continues to operate a competitive remuneration policy focusing on non- financial as well as financial benefits. The OneGlantus ethos focuses on employee wellbeing, inclusion and personal development to attract and motivate our people. Performance management and succession planning include active encouragement to promote from within, providing career path for all our personnel.
Technical change	The Accounts Payable market is increasingly becoming a value add function with demands placed on	Understanding our customers current and anticipating their future needs are met through maintaining close relationships. This is achieved through regular scheduled communication both remote and in person. Gaining insight to customer

PRINCIPAL RISKS AND UNCERTAINTIES

	customers to deliver better working capital. Inability to keep pace with technology changes will impact the success of the Group to develop and introduce new enhanced and competitive product.	pain points assists product development team map new features to the customer technical growth path. The Board believes that continually evolving the product offering mitigates the risk against technological changes.
Data and cyber security	There is a risk of information security breach including cyber attacks leading to the loss of confidentiality of customer data and potential inability to service clients. The risk could have an impact on customer confidence and ability to meet growth targets.	The Board recognises that cyber and security risks are a key focus area which is headed by the Chief Compliance officer and a dedicated compliance function. The compliance functions' responsibility is to ensure that all policies, procedures and standards are maintained while promoting a culture of continuous dialogue with operations and the Board to identify, assess and mitigate risks. The Group has achieved accreditation in ISO 27701, 27001 and 9001 which combined with an integrated Information Management System (IMS), mitigate the risk of security, cyber and data breaches. Comprehensive insurance for all relevant areas of risk are maintained including but not limited to, cyber and business interruption.
Acquisitions	The Group has been successful in strategic acquisitions including obtaining acquisition efficiencies and has stated that it will continue to consider acquiring other suitable	The Group maintains a detailed due diligence process in identifying targets which will add value to the Groups growth.

PRINCIPAL RISKS AND UNCERTAINTIES

	companies of complimentary technologies and customer reach. There is a risk that desired acquisition targets may take longer to complete, anticipated acquisition efficiencies may fail to materialise and expected results may not match the Groups expectations.	The use of external due diligence partners for larger acquisitions assists to objectively evaluate the future potential of an acquisition target, identify and mitigate risks in completion. The Group is experienced at integrating acquisitions specifically on technology, people and processes. There is a focus on personnel and culture ensuring that new teams are onboarded in an inclusive and open manner.
Currency Risk	As the Group is located in Ireland, UK and US, it trades in Euro, USD and GBP. There is an FX risk to the Group based on external market conditions which may lead to a realised or unreleased FX loss.	The Group reports its financial statements in Euro translating at monthly average FX rates. As each company both receives from customers and pays out expenses mostly in its own base currency, the FX risk is deemed low and cash is held in country at local currency level. The group operates bank accounts in Euro, USD and GBP in Ireland and UK to hedge against currency risk exposure. The finance function monitor rolling cashflow forecasts to indicate the Group's currency needs and plan accordingly.
Political, economic, and legislative risks	There may be changes in future government policy or global issues including recession which may impact our customers' ability to grow. This may have a material adverse effect on the Group's business leading to failure to meet growth targets.	The Board monitors closely any changes to the political landscape and will engage with any regulatory or legislative changes as required. The Compliance team continually keep informed of local regulations and data protection laws ensuring quick adoption of any changes which are relevant to the Group's business. The geographical spread of the Group's operations mitigates the impact of any specific economic risk.

Board of Directors

Strength in our Leadership

Maurice Healy — Chief Executive Officer

Maurice is founder and CEO of Glantus. With over 30 years' experience in the technology sector he has been instrumental in the Company's development and growth. He has responsibility to the Board for corporate strategy and appraisal of corporate investment projects. He oversees the integration of acquired businesses.

Maurice has led and listed other technology and telecoms companies. In 1997, he coordinated the admission and placing of shares of ITG Group PLC to the developing companies market in Dublin and AIM in London. In 1999; ITG Group PLC was admitted to the Official London Stock Exchange Lists and a placing and open offer of shares completed. In 2005, Calyx Group PLC, which he founded in 2002, was admitted to AIM which was later taken private at a substantial premium to the IPO price.

Geoff Keating — Chief Technology Officer

Geoff joined the Group in 2017 and is responsible for technology direction and product development. He has over 30 years' experience in the technology sector. Previous roles included operations director in 2016 with EI Systems, a document management solutions provider. From 2012 to 2015 he was chief technology officer at Milner Browne, a company that specialises in the SAP Business One ERP system.

From 1994 to 2012 he was the owner and managing director of Input Systems Limited, a software development company that specialised in integrated business management systems. Before this, he held software development positions at Keysoft and Tomorrow's World.

Barry Townsley CBE — Non-Executive Chairman

Barry joined the Glantus Board as Non-Executive Chairman in May 2021 on the Group's admission to AIM.

Barry has extensive experience at board level in private and capital markets having founded Townsley & Co stockbroking business. He was a founder partner and is the current chairman of Hobart Capital Markets. He is director of Caprice Holdings Limited, vice-chairman of the Serpentine Gallery, London; patron of Trinity Hospice London; president of Weizmann Institute UK and member of the executive board of the Weizmann Institute in Israel Barry is chairman of the Remuneration Committee and a member of the Audit and Risk Committee and Nomination Committee.

Tom Price — Independent Non-Executive Director

Tom joined the Board of Glantus on the Company's admission to AIM in May 2021.

Tom has over 30 years experience as a corporate financier and has held corporate finance roles advising growing businesses across a broad range of sectors. From 2018 to 2019, he worked with Arden Partners PLC as corporate finance director. From 2016 to 2018, he served as corporate finance director with Northland Capital Partners Limited. Prior to this Tom held senior positions at Westhouse Securities, Evolution Securities and Beeson Gregory Limited. He is also treasurer and arts adviser to Cockayne - Grants for the Arts and a trustee of the Braintree Museum Trust.

Tom is chairman of the Nomination Committee and a member of Remuneration Committee. From 2 March 2022 Tom is also chairman of the Audit and Risk Committee.

Thomas Brooke — Independent Non-Executive Director

Thomas Brooke is an experienced business-focused attorney with a track record of success helping fintech companies navigate the law. He is a seasoned General Counsel with over 10 years of experience in product counselling, transactional expertise, managing heavy deal flow, M&A, venture capital, IPOs, and significant international business experience. Thomas has a proven track record of successfully advising fintech companies on legal and regulatory matters, from initial planning to execution. He is passionate about helping companies stay at the forefront of compliance and regulatory changes related to the fintech industry. Thomas is a trusted advisor, committed to helping companies achieve their goals.

Corporate Governance Report

It gives me great pleasure to introduce our Governance statement.

As a Board, we recognise that maintaining the highest standards of corporate governance is critical to support our growth strategy, deliver value to our shareholders and underpin long term success. On admission to AIM, the Group adopted the Quoted Companies Alliance's ('QCA Code') Corporate Governance Code, being the corporate governance code for small and midsize quoted companies. The Board considers this to be appropriate to the nature and size of the Group and its subsidiaries.

The QCA code is constructed around ten broad principles and a set of disclosures. The QCA has stated what it considers to be appropriate for growing companies and asks companies to provide an explanation about how they meet the principles. The following report sets out our approach to governance and how each principle is applied. The Directors consider that the Group does not depart from any of the principles of the QCA code.

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Barry Townsley CBE

Chairman

29 June 2023

Principle 1: Establish a Strategy and Business Model Which Promote Long Term Value for Shareholders

The Board is responsible for the Group's strategy and overall management.

The Group's strategy is reviewed regularly by the Board to ensure

- it is aligned to the goals and targets set for the business;
- product development is aligned for long term growth;
- sales and operations are delivering on a consistent basis;
- the business infrastructure is built for growth balancing risk and value to shareholders; and
- previously agreed actions are progressing.

Principle 2: Seek to understand and meet shareholder needs and expectations

Maintaining regular and clear communication with its shareholders on its performance and strategy is a key commitment for the Board.

The Chief Executive Officer and Chief Financial Officer meet the Group's major shareholders on a regular basis through investor roadshows following release of financial results, to update on the Group's strategy and to understand the shareholder needs and expectations. The feedback is shared with the Board at the regular monthly board meetings.

The Group updates the wider market through webinars on the Investor Meets Company platform and through a series of financial TV and media interviews. Investors and potential investors are encouraged to engage with the Group and can submit questions through a dedicated Investor Relations email address. The Group engages the services of a financial PR consultancy, which acts as a point of contact and to assist the Group in managing news flow.

The Group has appointed professional advisers in relation to legal and corporate advisory matters to assist in reaching our current shareholders and identifying opportunities to attract new investors.

The Group also engages with its shareholders through the Investor section on its corporate website which has all publicly available information including latest results and presentations.

Shareholders are encouraged to attend the Company's Annual General Meeting and any other general meetings of the Company which are convened throughout the year. The Board understands the importance of the Annual General Meeting in allowing Shareholders to have open and direct dialogue with the Board and management of the Company.

Principle 3: Take into Account Wider Stakeholders and Social Responsibilities and their Implications for Long-term Success

The Board is committed to maintaining open and honest relations with all of its stakeholders, both internal and external. The Board's familiarity with the Group's operations and the industry in which it operates enables the Board to clearly identify key stakeholders on which the Group's business relies, which includes employees, customers and contractors.

The Group executive directors and senior management meet regularly with the Group's employees, such as individual department managers, to enable any key feedback to be obtained and reviewed. Additionally, senior management will regularly attend Board meetings to discuss their areas of the business.

The Group is committed to attracting and retaining highly motivated staff which is achieved through a high standard of talent mapping and attraction, annual employee surveys and continuous dialogue through all levels of management and employees. Career progression, promotion of diversity and equal opportunities are key to the success of this.

The Group's senior management welcomes feedback from customers through a variety of channels, including through their relationship managers, via the CX (customer experience) surveys, one to one meetings and at events. The Group has established a Customer Success function to ensure customer experience and value is maximised.

The Group will endeavour to take account of feedback received from stakeholders, making amendments and improvements to products, processes and services where appropriate and where such amendments are consistent with the Group's longer-term strategy. Any significant concerns raised will be reported to the Board. Ultimate responsibility for ensuring that the Group delivers on its corporate responsibility to its stakeholders rests with the Board.

Principle 4: Embed Effective Risk Management, Considering Both Opportunities and Threats, Throughout the Organisation

The entire Board is responsible for ensuring that the risks faced by the Group are appropriately managed in order to allow for the execution and delivery of the Group's strategy. When identifying, assessing and managing risks, the Board is assisted by the Audit and Risk committee, with day-to-day risks being monitored and managed by the Chief Executive Officer and the other executive Board members, with assistance from senior management including the Chief Compliance Officer. The Board believes that the Chief Executive Officer, who has significant experience within the sector, has the required knowledge and skills to be able to manage daily risks.

The Group's general risk appetite is a moderate, balanced one that allows it to maintain appropriate potential for growth and scalability, whilst ensuring regulatory compliance. Further details on the Group's identified risks are contained in the Compliance and Risk section of this report.

The Board has processes in place for reviewing and evaluating risk. Board meetings are normally held monthly, when the Board reviews operational performance, discusses budgets and forecasts and assesses any new area of material risk that have been identified. This ensures that significant risks and changes to risks are identified by the Board. The Board will formally review and document the principal risks to the business at least annually. The Board believes that the Group has robust financial procedures and safeguards are in place regarding expenditure and accounting functions. The Board is assisted in the performance of its risk management duties by the Audit and Risk committee.

Additionally, the Group operates an Integrated Management System (IMS). This system is based on Annex SL which is part of the ISO/IEC Directive Part 1. At the heart of this directive is a set of identical core text and common terms and definitions. This applies to ISO9001, ISO27001 and ISO27001 risk-based standards. Glantus record all risks including strategic, governance, operational, information security, privacy and asset risks. All risks are assessed against likelihood and severity. Risks are reviewed at operational and strategic level to ensure that they are in line with the Group's risk appetite and controls are put in place to mitigate against the identified potential impact. Any change in risk will trigger a review of the controls and mitigating actions to ensure they are still relevant and suitable. Risks are measured in respect of how they will impact the business. Risks are managed through Registers; Interested Parties, Risk Assessment Treatment Plan and Management Programs and independently audited on an annual basis.

Principle 5: Maintain the Board as a well functioning, Balanced Team Led by the Chair

The Group is managed by the Board of Directors which is responsible for the Group's strategy and overall management. The operation of the Board is documented in a formal schedule of matters reserved for its approval.

Composition of the Board

The Board currently consists of five directors. Of the Non-Executive Directors, the Board considers Tom Price and Thomas Brooke, to be independent. The Board considers that the Chairman, Barry Townsley, is not considered independent due to his interest in the Ordinary Shares of the Company.

On 2 March 2022 Diane Gray-Smith became a full-time executive director at which point she ceased to be classified as independent. On 8 December 2022 Thomas Brooke was appointed to the Board as an independent Non-Executive Director. The Board considers that its current composition and structure is appropriate to maintain effective oversight of the Group's activities. As the Company advances, the Board will review its structure on at least an annual basis in order to maintain an appropriate corporate governance environment and independent oversight.

Board Meetings

The Board is updated regularly on the operations of the Group by the Chief Executive Officer. The Company Secretary is directly accessible by all the other Board members, who are also able to take independent professional advice, if needed, in order to perform their duties. Such advice would be taken at the Company's expense.

The Board normally meets monthly, either in person or by video conference. Prior to each Board meeting, the Board and its Committees receive relevant and timely information that will be addressed at each meeting, together with a formal meeting agenda. Additional Board meetings are called as needed, if specific matters need to be considered. Senior executives below Board level attend Board meetings as appropriate to present business updates.

The Board is assisted in its duties by the Audit and Risk Committee, Remuneration Committee and Nomination Committee.

Meetings of the Board and its committees held during the year ended 31 December 2022 and the attendance of the directors are summarised below.

	Board	Audit and Risk Committee	Remuneration Committee	Nomination Committee
Scheduled Meetings in FY22	15	3	1	1
Non-Executive Directors				
Barry Townsley	13	3	1	1
Tom Price	15	3	1	1
Diane Gray-Smith	15	-	-	-
Executive Directors				
Maurice Healy	15	-	-	-
Gráinne McKeown		3	-	-
Geoff Keating	14	-	-	-

Roles and responsibilities of the Chair and Executive Directors

The executive directors are employed on a full-time basis. Non-Executive directors are expected to spend on average a minimum of 15 days a year on Company activities in addition to preparation for and attendance at board and sub-committee meetings. The Non-Executive Chairman will spend additional time per month on Company business.

The Chairman is responsible for facilitating the effective contribution of and engagement of all Board members. The Chairman has responsibility for ensuring the Board discharges its responsibilities including implementation of the Board's decisions, Corporate Governance and chairs the Remuneration Committee.

Non-Executive directors are responsible to constructively challenge and help the Board with effective leadership in relation to the Group's strategy, performance, risk and people management while ensuring a high standard of financial control and corporate governance.

The CEO manages the day-to-day operations of the Group including the executive management team and reports to the Board on the performance of the group and progress on the strategic objectives.

Board Committees

The Group has established Audit and Risk, Remuneration and Nomination committees with clearly defined terms of reference which are set by the Board.

The Audit and Risk Committee has the primary responsibility of monitoring the quality of the internal controls and ensuring the financial performance of the Group is properly measured and reported on. The Committee also reviews the Group's accounting policies and meets with the Group's Auditors to review the audit process and policies. Further details are contained in the Audit and Risk Committee Report.

The Remuneration Committee reviews the performance of the executive directors and makes recommendations to the Board on remuneration changes. Further details are included in the Remuneration Committee Report.

The Nomination Committee will on a regular basis review the structure, size and composition of the Board, as well as the executive and non-executive leadership needs of the organisation. If the Chairman considers it necessary, an independent third party service provider may be engaged to conduct an annual Board review. As part of the Board review, the Nomination Committee will review the skills, knowledge, experience and diversity of the Board. Further details are included in the Nomination Committee Report.

Principle 6: Ensure that Between them the Directors have the Necessary Up-to-date Experience, Skills and Capabilities

The Board considers that its members have an effective and appropriate balance of skills and experience, most notably in areas of technology, data solutions, accounting, finance, governance and capital markets, including mergers and acquisitions and capital raising. The Board, therefore, believes that its members possess the relevant qualifications and skills as well as the balance of personal qualities necessary to effectively oversee and execute the Group's strategy.

The Executive Directors keep their skillsets up to date through attending industry-specific events, by monitoring activity within the sector and making use of professional training and technical and regulatory updates where appropriate. The Non-Executive Directors similarly avail themselves of professional training and technical and regulatory updates as appropriate.

The Board recognises that as the Group evolves, the range of skills and experience required amongst members of the Board will change and that the composition of the Board may need to evolve to reflect these changes.

Principle 7: Evaluate Board Performance Based on Clear and Relevant Objectives, Seeking Continuous Improvement.

The Board's intention is that the performance and effectiveness of the Board, its committees and the individual Directors should be evaluated on an annual basis.The Board has assessed each Board member's continued independence (or otherwise) and has confirmed it as shown within this report. Due to the change in Finance Director and Company Secretary during the course of 2022, performance and effectiveness reviews have been delayed until the second half of 2023.

In reviewing each Board member's performance, the Board will consider, inter alia, the level of achievement of their objectives, assessment of their overall contribution to the performance of the Company and an assessment of their continued independence if applicable.

Succession planning is the responsibility of the Board and is reviewed on a regular basis. When considering succession planning, the Board will take into account the skills and experience required as the Group grows and develops.

Principle 8: Promote a Culture that is Based on Ethical Values and Behaviours

The Board strives to lead by example in its dealings with all its stakeholders. The Board believes that the Group has a culture of responsible and ethical behaviour. The Board will regularly monitor the Group's cultural environment and seek to address any concerns that may arise. The Board will consider the Group's cultural environment when seeking to recruit staff and board directors, and when conducting training and engagement initiatives.

The Board recognises the importance of a strong and coherent corporate culture particularly as the Group grows. In particular, the Board aims for the actions and decisions of the Chief Executive Officer and the wider senior management team to be led by and to showcase the Group's culture. The Board believes that the Group's culture is instilled across all its staff by the example and leadership of its executive directors and senior management. The Board and senior management are prepared to take appropriate action against unethical behaviour, violation of company policies, or misconduct. The Group's performance and reward system endorses the Group's desired ethical behaviour.

The Group operates an Anti-Bribery and Corruption Policy. It is the Group's policy to conduct all of its business in an honest and ethical manner. Glantus take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.

The Group intends to uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it operates. The Board has overall responsibility for ensuring this policy complies with our legal and ethical obligations and that all those under our control comply with it. The Board adopts appropriately robust governance procedures to ensure overall compliance with this policy.

Glantus also operates a Whistle-blower policy and Criminal Finances Act policy for all employees

Principle 9: Maintain Governance Structures and Processes that are fit for Purpose and Support Good Decision Making by the Board

The Non-Executive Chairman is responsible for overseeing and running the business of the Board, ensuring strategic focus and direction is maintained, ensuring that no individual or group dominates the Board's decision-making, and ensuring the non-executives are kept up to date with the Group's business. With guidance from the Group's advisers, the Non-Executive Chairman will assess the appropriateness of the Group's governance structures as the Group continues to develop. The Chief Executive Officer has overall responsibility for formulating, planning and implementing the Group's strategy. As noted in principle 2 above, the Chief Executive Officer and Chief Financial Officer, are primarily responsible for shareholder liaison.

In addition to formal Board meetings, the Chief Executive Officer maintains open and regular communication channels with all Board members and provides regular updates on the financial position and operational status of the Group.

The entire Board is responsible for ensuring the success of the Group, while delivering on its strategy, with matters reserved for the Board including:

- Ensuring the Group's internal control systems and processes are operating effectively, and for establishing an overall control framework;
- Ensuring that commercial risks and financial needs are properly considered;
- All financial matters, which include approval of budgets, changes to the Group's financial and capital structures, changes to business strategy, acquisitions or disposals and incurring any significant capital expenditure;
- Compliance with all relevant health and safety policies;
- Ensuring the Group complies with all rules and regulations as required by AIM, and the jurisdictions it operates in; and
- Any other material matter or business that may affect the Group.

The Group is committed to the evolution of its corporate governance in line with best practice, to the extent the Board members judge it appropriate considering the Group's size, stage of development and resources. However, at present the Board is satisfied with the Group's corporate governance such that there are no specific plans for changes to the Group's corporate governance arrangements in the short term.

Principle 10: Communicate how the Company is Performing by Maintaining a Dialogue with Shareholders and Other Relevant Stakeholders

The Board strives to ensure that all shareholders are kept up to date on the Group's operations, with clear and transparent information being provided on a regular basis. The Board maintains an active dialogue with institutional and private shareholders, and all material information is released through notifications made via a Regulatory Information Service, which are also made available on the Group's website.

In accordance with Stock Exchange requirements, any price sensitive information is released to all shareholders at the same time and published via the regulatory news service ("RNS") on material matters or regulatory in accordance with AIM publication rules. The Group's website is also updated at the same time as any RNS release.

Communication with shareholders and other relevant stakeholders are described in detail above under Principle 2 and 3.

The Group's website is updated with announcements, events and news along with investor presentations and financial results, Annual reports, AGM notifications and all relevant governance materials.

Audit and Risk Committee Report

Tom Price

Non-Executive Director

Chairman of the Audit and Risk Committee

On behalf of the Board, I am pleased to present Glantus' Audit and Risk Committee Report for the year ended 31 December 2022

The Audit and Risk Committee is responsible for monitoring the integrity of the Group's financial statements, reviewing significant financial reporting issues, reviewing the effectiveness of the Group's internal control and risk management systems, and overseeing the relationship with the external auditors (including advising on their appointment, agreeing the scope of the audit and reviewing the audit findings).

Members of the Audit and Risk Committee

The Audit and Risk Committee is appointed by and reports to the Board. The Committee consists of three Non-Executive Directors:

Tom Price (as Chair), Barry Townsley and Thomas Brooke (who was appointed to the Committee in December 2022). The Board is satisfied that the Chair of the Committee has recent and relevant financial experience having previously held a number of senior positions.

Paula Nolan, Chief Compliance Officer and other executive directors and senior management may attend committee meetings by invitation.

Roles and Responsibilities

The duties of the Audit and Risk Committee are set out in the terms of reference. The main duties of the Audit and Risk Committee are set out below.

As required under Section 167 of the Companies Act 2014, the responsibilities of the Audit and Risk Committee shall include:

- the monitoring of the financial reporting process of the Group;
- the monitoring of the effectiveness of the Group's system of internal control, internal audit and risk management;
- the monitoring of the statutory audit of the Group's statutory financial statements; and
- the review and monitoring of the independence of the statutory auditors.

Specific duties shall include:

- monitor the integrity of the financial statements of the Group, including its annual and half yearly reports, interim management statements, preliminary results' announcements (if any) and any other formal announcement relating to its financial performance; and
- review and report to the Board on significant financial reporting issues and any judgements therein having regard to the matter communicated to it by the external auditor.

In particular, the Committee shall review and challenge where necessary:

- the application and appropriateness of significant accounting policies and any changes to them;
- the methods used to account for significant or unusual transactions;
- the adoption of appropriate accounting standards including estimates and judgements;
- the clarity and completeness of disclosure in the Group's financial statements;
- the assumptions or qualifications in support of the going concern statement;
- the legality of any proposed dividend and the Group's ability to pay it and remain a going concern;
- review any other statements that contain financial information and require Board approval;
- all material information presented with the financial statements, such as the Chief Executive Statement, Compliance and Risk report and any corporate governance statement (insofar as it relates to the audit and risk management).

The Committee shall monitor compliance with financial reporting standards and the AIM Rules for Companies and related guidance and other financial and governance reporting requirements.

If the Committee is not satisfied with any aspect of the proposed financial reporting by the Group, it shall report its views to the Board.

The Committee met three times during 2022 and also receives a risk report on a monthly basis.

The Audit and Risk Committee also met after the year end to review the auditor's audit planning report and later approve the Group's Financial Results for the year ended 31 December 2022 including review of the external auditor's audit results report.

The Audit and Risk Committee reviewed and was satisfied that:

- The process, procedures and controls in place are adequate to accurately record, assess, mitigate and monitor any risks presented during the course of business; and
- The financial controls and accounting policies in place are appropriate and accurately implemented.

External Auditors and Audit Process

Mazars are engaged to act as external auditors for all entities within the Group in Ireland, UK and US.

The Audit and Risk Committee monitors the relationship between the external auditor and management to ensure independence and objectivity is maintained.

Mazars is invited to attend the Audit and Risk Committee meetings when appropriate. The Audit and Risk Committee has unrestricted access to the external auditors and will also meet with them without management in attendance if required.

The external auditors provide an audit plan which details the scope, materiality and key areas of focus for the audit process. Following the audit process, the external auditors submit the audit results report to the Audit and Risk Committee to review and discuss findings and observations.

No major areas of concern were communicated by the external auditor during the year under review.

Internal Audit

The Group does not have an internal financial audit function. Considering the current size and stage of development of the Group and the existence and effectiveness of a comprehensive overall risk management system within the Group, the Board does not consider it necessary to establish an internal audit function however it will continue to review the situation.

Risk Management and Internal Controls

As outlined in detail on the Compliance and Risk section of this report, the Group has established a framework of risk management and internal control systems, policies and procedures which is managed by the Chief Compliance Officer, Paula Nolan.

During the period, the Audit and Risk Committee reviewed the framework and the Committee is satisfied that the internal control systems in place are currently operating effectively.

Whistleblowing

The Group has in place a whistleblowing policy set out within the Integrated Management System which sets out the formal process by which an employee may raise concerns in confidence. During the year, there were no incidents for consideration.

Anti Bribery and Corruption

The Group has in place an Anti-Bribery and Corruption policy which sets out zero tolerance and process for Anti-Tax Evasion in accordance with the Company's policy for preventing the criminal facilitation of tax evasion and the standards and procedures required to ensure compliance with the Policy. This policy is in reference to the facilitation of tax evasion locally and tax evasion overseas.

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Tom Price

Chairman of the Audit and Risk Committee

29 June 2023

Nomination Committee Report

Tom Price

Non-Executive Director

Chairman of the Nomination Committee

On behalf of the Board, I am pleased to present Glantus' Nomination Committee Report for the year ended 31 December 2022

Members of the Nomination Committee

The Nomination Committee is appointed by and reports to the Board. The Committee consists of three Non-Executive Directors:

• Tom Price (as Chair);

• Barry Townsley

• Thomas Brooke

Thomas Brooke was appointed to the Committee in December 2022 and Diane Gray-Smith left the committee in March 2022 when she became an Executive Director.

The Board is satisfied that the Chair of the Committee has recent and relevant experience.

Although only members of the Committee have the right to attend meetings, other individuals, such as the CEO, CFO, Company Secretary may be invited to attend for all or part of any meeting.

Roles and Responsibilities

The duties of the Nomination Committee are set out in the terms of reference. The Committee's duties include:

• reviewing the structure, size and composition of the Board and Committees ensuring the appropriate balance of skills, experience, independence and knowledge of the Group exists to enable them to discharge their respective duties;

• ensuring there are formal, rigorous and transparent procedures in place for the appointment of new directors of the Board;

• consideration to succession planning for directors and other senior executives;

• identifying and nominating candidates, for the approval of the Board, to fill the Board and Committee vacancies as and when they arise;

• recommending re-election of directors at the annual general meeting; and

• reviewing the balance and effectiveness of the Board on a regular basis.

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Tom Price

Chairman of the Nomination Committee

29 June 2023

Remuneration Committee Report

Barry Townsley CBE

Non-Executive Director

Chairman of the Remuneration Committee

On behalf of the Board, I am pleased to present Glantus' Remuneration Committee Report for the year ended 31 December 2022.

The role of the Remuneration Committee is to assist the Board to fulfil its responsibility to shareholders to ensure that the remuneration policy and practices of the Group reward fairly and responsibly with a clear link to corporate and individual performance, having regard to statutory and regulatory requirements designed to promote the long-term success of the Group.

Members of the Remuneration Committee

The Remuneration Committee is appointed by and reports to the Board. The Committee consists of three Non-Executive Directors:

- Barry Townsley (as Chair);
- Thomas Brooke; and
- Tom Price

Thomas Brooke was appointed to the Committee in December 2022 and Diane Gray-Smith left the committee in March 2022 when she became an Executive Director. The Board is satisfied that the Chair of the Committee has recent and relevant experience.

Although only members of the Committee have the right to attend meetings, other individuals, such as the CEO, CFO, Company Secretary may be invited to attend for all or part of any meeting.

Roles and Responsibilities

The duties of the Remuneration Committee are set out in the terms of reference. The Committee's duties include:

- determine the policy for directors' remuneration, Executive Directors and senior management including pension rights and completion payments;
- design remuneration policies and practices to attract and retain executives and employees which will achieve the Group's strategic goals;
- establish remuneration schemes that promote long-term shareholding, with share awards subject to a total vesting and or holding period of at least three years;
- take into account all regulatory and legal requirements including provisions included in the QCA code;
- review annually remuneration trends across the Group;
- oversee any major changes in employee benefits structures throughout the Group; and
- approve design for any performance related pay scheme operated by the Group.

Directors' Remuneration for the Year Ended 31 December 2022

The table below sets out the detailed remuneration of each director who served during year:

	Salary/ Fees €'000	Benefits In Kind €'000	Pension Contribution €'000	Total 2022 €'000	Total 2021 €'000
Executive Directors					
Maurice Healy	172	-	4	176	165
Gráinne McKeown	127	-	12	139	142
Geoff Keating	143	5	13	161	145
Diane Gray-Smith	178	-	23	201	22
Non-Executive Directors					
Barry Townsley	33	-	-	33	26
Tom Price	28	-	-	28	22
Thomas Brooke	-	-	-	-	-
Total	**681**	**5**	**52**	**738**	**522**

No directors as of 31 December 2022 had any share options or performance related bonus.

Pension Contributions

The Executive Directors commenced participation in the Company pension plan in May 2021. A contribution of 10% of basic salary is paid into the scheme by the Group.

Other Benefits

The Group pays for private healthcare for each Executive Director. The Chief Executive Officer commenced participation in this benefit in 2023.

Share Options

As of 31 December 2022, no share options were in place for any Executive Director.

Executive Directors Service Contracts

The Executive Directors have service contracts with the Group that are terminable by either party on no less than six months' notice.

Non-Executive Directors

The Non-Executive Directors do not participate in any performance related bonus or share option scheme. Each of the Non-Executive Directors has letters of appointment stating their annual fee and which is terminable by either party on no less than three months' notice. The fees (other than the Chairman) are determined by the Chairman and the Executive Directors.

Directors' and Secretary's Share Interests

The Directors' and Secretary's shareholdings in the Group is shown in the Director's Report.

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Barry Townsley CBE

Chairman of the Remuneration Committee

29 June 2023

Directors' Report

The Directors present the Group's annual report and the audited consolidated financial statements for the year ended 31 December 2022.

The principal activity of the Group is providing software as a service ("SaaS") solutions, which assists global corporates analyse, automate and digitise their accounts payable function on its proprietary platform to recover lost working capital.

Directors and Secretary and their Interests

The Directors and Secretary who held office during the year ended 31 December 2022 and up to date of approval of these financial statements are as follows:

Director	Board Title	Date of Appointment	Date of Resignation
Barry Townsley	Non- Executive Chairman	11 May 2021	
Maurice Healy	Chief Executive Officer	30 November 2017	
Gráinne McKeown	Chief Financial Officer	30 November 2017	9 December 2022
Geoff Keating	Chief Technology Officer	20 April 2021	
Tom Price	Non-Executive Director	11 May 2021	
Diane Gray-Smith*	Non-Executive Director	11 May 2021	16 May 2023
Thomas Brooke	Non-Executive Director	8 December 2022	

*Diane Gray-Smith's role changed on 2 March 2022 to that of Executive Director and Chief Corporate Growth Officer.

The number of Ordinary Shares of the Company in which the Directors and Secretary are beneficially interested at 31 December is as follows:

Director	Ordinary Shares 31 Dec 2022	%	Ordinary Shares 31 Dec 2021	%
Barry Townsley	1,115,218	2.95%	1,115,218	2.95%
Maurice Healy	9,510,433	25.14%	9,510,433	25.14%
Gráinne McKeown	1,134,178	3.00%	1,134,178	3.00%
Geoff Keating	4,592,265	12.14%	4,592,265	12.14%
Tom Price	59,411	0.16%	59,411	0.16%
Diane Gray-Smith	185,714	0.49%	35,714	0.09%
Thomas Brooke	-	-	-	-

Results and Dividend

The Directors do not recommend the payment of a dividend for the year ended 31 December 2022 (2021: Nil).

Directors' Indemnities and Insurance

The Group has purchased Directors and Officers Liability Insurance which remains in place at the date of this report. The Group reviews all insurance policies on an annual basis in order to satisfy itself that its level of cover remains adequate.

Directors' Report (continued)

Significant Shareholders

As of 31 December 2022, the following interests of 3% or more of the issued Ordinary Share capital of the Company had been notified to the Company:

Shareholder	Ordinary Shares	%
Maurice Healy (CEO)	9,510,433	25.14%
Geoff Keating (CTO)	4,592,265	12.14%
Andrew Frazer	3,666,405	9.69%
Octopus Investments	2,941,176	7.77%
Amati Global Investors	2,941,176	7.77%
Crux Asset Management	1,513,235	4.00%
Martin Bolland	1,236,142	3.27%
Gráinne McKeown	1,134,178	3%
Joe Keating	1,134,178	3%

Financial Risk Management Objectives and Polices

Details of the Group's financial risk management is set out in note 26 of the consolidated financial statements and in the Principal Risks and Uncertainties section.

Post Balance Sheet Events

Since the reporting period the Company raised €1.4m by way of an issue of new share capital.

Political Donations

The Group has a policy of not making political donations. No donations have been made during the 2022 financial year (2021: Nil).

Auditors and their Independence

Mazars have expressed their willingness to continue in office as auditor in accordance with Section 383(2) of the Companies Act 2014 and a resolution seeking to reappoint them will be proposed at the forthcoming Annual General Meeting.

Statement on Relevant Audit Information

In the case of each person who is a director at the time this report is approved in accordance with Section 332 of the Companies Act 2014:

a) So far as the directors are aware, there is no relevant audit information of which the company's statutory auditors are unaware, and

b) The directors have taken all steps that they ought to have taken as directors to make themselves aware of any relevant audit information, and to establish that the company's statutory auditors are aware of that information.

Accounting Records

The measures taken by the directors to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The company's accounting records are maintained at the company's registered address at Marina House, Block V, Eastpoint Business Park, Dublin, D03 AX24.

Directors' Report (continued)

Directors' Compliance Statement

The Directors acknowledge that they are responsible for securing compliance by the Company with its relevant obligations as defined in the Companies Act 2014 (hereinafter called the 'Relevant Obligations'). The Directors confirm that they have drawn up and adopted a compliance policy statement setting out the Company's policies that, in the Directors opinion, are appropriate to the Company in respect of its compliance with its Relevant Obligations.

The Directors further confirm that the Company has put in place appropriate arrangements or structures that are, in the Directors opinion, designed to secure material compliance with its Relevant Obligations and that they have reviewed the effectiveness of these arrangements or structures during the financial period to which this Annual Report relates.

Going Concern

The financial information for the year ended 31 December 2022 has been prepared on the basis that the Group will continue as a going concern.

The Group going concern assessment is based on forecasts and projections and anticipated trading performance, including assessment of downside scenarios. The assumptions applied are subjective and management applies a judgement in estimating the probability, timing and value of the underlying cash flows.

Whilst there can be no certainty due to the conditions across the world at present, the Directors have reviewed the cashflow forecasts for the business covering a period of at least 12 months from the date of approval of these financial statements, and together with the projected revenue, they are confident that sufficient funding is available to support ongoing trading activity and investment plans for the business.

Employees

People are core to our success and for our business to thrive, we need to ensure our people are aligned to our values and motivated to succeed. We strive to ensure we are creating a supportive and inclusive work environment. We do not tolerate discrimination and appreciate the strengths that a diverse workforce brings. This is supported by our policies on modern slavery, equality and diversity and information security. We have a low risk for health and safety issues however we monitor our teams working from home health and wellbeing.

The Group is committed to ensuring that equal opportunities are accorded to all its employees irrespective of age, gender, sexuality and nationality in respect of training, career development and advancement.

The Environment and the Community

The Group is committed to being of benefit to the communities its serves across the globe. We integrate environmental, social and governance concerns into our business and strategy. Glantus aims to promote the protection and enhancement of the environment and to raise awareness for employees on our current environmental activities (i.e. recycling). We strive to use pollution prevention and environmental best practices in all we do in waste and carbon usage and to provide a safe, sustainable and pleasant environment in which to develop and work.

Approved by the Board of Directors on 29 June 2023 and signed on its behalf below:

Maurice Healy	Geoff Keating
Director	Director
29 June 2023	29 June 2023

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Group and parent company financial statements in accordance with applicable law and regulations.

Irish company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the Group and parent company financial statements and have elected to prepare the financial statements in accordance with IFRS as adopted by the EU and the Companies Act 2014. 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 assets, liabilities and financial position of the Group and Company and of the profit or loss of the Group and parent company for that period. In preparing these consolidated financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the EU, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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 transactions and disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the financial statements comply with the Companies Act 2014. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for ensuring that the Annual Report, taken as a whole, is fair, balanced, and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

Website Publication

The Directors are responsible for ensuring the Annual Report and the consolidated financial statements are made available on a website. Financial statements are published on the Company's website in accordance with the legislation in Ireland governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors.

On behalf of the Board

Maurice Healy	Geoff Keating
Director	Director
29 June 2023	29 June 2023

INDEPENDENT AUDITORS REPORT TO THE MEMBERS OF GLANTUS HOLDINGS PLC

Opinion

We have audited the financial statements of Glantus Holdings Plc ('the Company') and Subsidiaries ('the Group') for the year ended 31 December 2022, which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated and Company Statement of Cash Flows and the notes to the financial statements, including the summary of significant accounting policies set out in Note 2. The financial reporting framework that has been applied in their preparation is Irish Law and International Financial Reporting Standards ('IFRS') as adopted by the European Union.

In our opinion the accompanying financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Group and parent Company as at 31 December 2022 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) 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 Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the director's assessment of the entity's ability to continue to adopt the going concern basis of accounting included the following:

- We obtained the cash flow forecasts prepared for the group;
- We tested the clerical accuracy of the cash flow forecasts;
- We considered the consistency of the forecasts in line with other areas of our audit;
- We assessed the sensitivity of the forecasts prepared by management to changes in the underlying assumptions applied; and
- We assessed the adequacy of the disclosures in the financial statements in relation to going concern.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's or Group's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditor, 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 financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We summarise below the key audit matters in forming our audit opinion above, together with an overview of the principal audit procedures performed to address each matter and, where relevant, key observations arising from those procedures.

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Revenue recognition **(€9.8m million for the year ended 31 December 2022; 2021: €10.5 million)** The following are key considerations: • The significance of revenue to understanding the financial results for users of the financial statements. • The extent of deferred revenue held by the Group and the assessment of its systematic release in line with relevant revenue recognition principles. • The extent of unbilled receivables held by the Group which requires an element of estimation using information tracked per customer and project, hours completed and likelihood of recoverability • The complexity involved in applying IFRS 15. • The complexity associated with the varied nature of bespoke contracts in forming new commercial arrangements.	We performed a number of procedures including the following: • developed an understanding of and evaluated the operating effectiveness of relevant key revenue internal controls, including deferred revenue calculation and release controls; • carried out detailed substantive testing; • on a sample basis, recalculated the deferred and accrued portions of customer agreements and compared this to the amount deferred and accrued on the balance sheet; • assessed associated reconciliations including accounts receivable and deferred revenue for unusual reconciling items; • assessed the value of credit notes raised over the year and for a select period post year end; and • developed a risk-based approach to perform journal entry testing on a sample basis to determine the appropriateness of manual postings to revenue.

<table>
<tr><th>Key Audit Matter</th><th>How Our Audit Addressed the Key Audit Matter</th></tr>
<tr><td>Capitalisation and valuation of development expenditure (€1.5 million capitalised in the year ended 31 December 2022; 2021: €1.2 million). Book value of development expenditure is €2.0m at 31 December 2022; 2021: €1.6m

The Group capitalises costs incurred in the development of its software. These costs are then amortised over the estimated useful life of the software. The costs are mainly comprised of payroll costs.

The Group's process for calculating the value of internally developed software involves judgement as it includes estimating time which staff spend developing software, determining the value attributable to that time, and determining which projects being developed meet the criteria to be capitalised.

Management have to determine an appropriate amortisation period over which the benefits from the development activity will be derived</td><td>Our work on capitalised development costs focused on the Group's process for estimating the time spent by staff on software development that can be capitalised under IAS 38, and the nature of the projects undertaken:
assessing the nature of a sample of projects against the requirements of IAS 38 to determine if they were capital in nature, and the status of ongoing projects;
assessing the procedures applied by the Group to review the rates applied to capitalise payroll costs;
assessing the effectiveness of controls over the payroll process;
assessing capitalised costs with reference to actual payroll information for a sample of employees; and
assessing the adequacy of the disclosures related to capitalised development costs in the consolidated financial statements.
We evaluated the amortisation period and assessed the appropriateness of same in respect of product lifecycle.</td></tr>
<tr><td>Impairment consideration relating to goodwill, IP acquired on acquisition and customer relationships (€14.8 million at 31 December 2022; 2021: €16.0m)

Under IAS 36: Impairment of assets, the Group is required to review goodwill and other intangible assets for impairment at least annually by assessing the recoverable amount of each cash-generating unit, or group of cash-generating units, to which the goodwill and other intangible assets relates.

This is a key audit matter given
the size of the balance relative to the total assets of the group,
the judgements involved in allocating goodwill and intangible assets to each Cash Generating Unit; and
the forward-looking assumptions applied in the value-in-use model prepared in assessing the carrying value of goodwill and other intangible assets (including forecasted cashflows, future growth rates and discount rates applied), which involve estimation and judgement.</td><td>We performed a number of procedures including the following:
We agreed the mathematical accuracy of the calculation of goodwill and validated the appropriateness of the CGUs selected.
We evaluated management's assessment in relation to impairment, particularly their methodology for determining value in use
We completed a detailed assessment of the assumptions underlying the impairment review and modelling, and evaluated these for reasonableness based on our knowledge of the business
We challenged the achievability of growth rates included in the model and checked the forecast figures included within the model had been approved by the Board and these were consistent with information obtained in other audit procedures
We performed a sensitivity analysis on the impairment assessment, to consider the impact of changes in the underlying assumptions</td></tr>
</table>

Our application of materiality

We apply the concept of materiality in planning and performing the audit and in evaluating the impact of misstatements, if any. Materiality is an expression of the relative significance or importance of a matter in the context of the financial statements. Misstatements in the financial statements are material if they, individually or in aggregate, could reasonably be expected to influence the economic decisions of users taken based on the financial statements.

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the consolidated financial statements as a whole as follows:

Overall materiality	€200,000
How we determined it	2% of Group Revenue
Rationale for benchmark applied	This benchmark is considered the most appropriate because Revenue is a key benchmark used by management and shareholders in assessing the performance of the business.
Performance materiality	€160,000 Performance materiality is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole. In determining the current year performance materiality, we considered the following factors: a. The quality of the control environment and whether we were able to rely on controls, b. the amount and nature of control deficiencies, c. the nature, volume and size of misstatements (corrected and/or uncorrected) in the previous audit, d. prior period adjustments or errors found in the current year, e. our assessment of engagement risk
Reporting threshold	We agreed with those charged with governance that we would report to them misstatements identified during our audit above €6,000 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

We determined materiality for the Company to be €402,000 which is 2% of the parent company's total assets, deemed the most appropriate benchmark as the company is a holding company driven by its investments in, and amounts advanced to, subsidiaries. We determined performance materiality for the Company to be €321,600.

Overview of the scope of the audit

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the directors made subjective judgements such as making assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of a risk assessment, our understanding of the Company, its environment, controls and critical business processes, to consider qualitative factors in order to ensure that we obtained sufficient coverage across all financial statement line items.

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.

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 2014

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

- the information given in the Directors’ Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors’ Report has been prepared in accordance with applicable legal requirements;
- the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited; and
- the financial statements are in agreement with the accounting records.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the Group and Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report. The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of Sections 305 to 312 of the Act, which relate to disclosures of directors’ remuneration and transactions are not complied with by the company.

We have nothing to report in this regard.

Respective Responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that they give a true and fair view, and for such internal control as management determines 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 ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or parent Company or to cease operations, or has 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 (Ireland) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations.

We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Based on our understanding of the Group and the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to non-compliance with rules of the London Stock Exchange for companies trading securities on AIM, Companies Act 2014 and taxation legislation and we considered the extent to which non-compliance might have a material effect on the financial statements.

In identifying and assessing risks of material misstatement in respect to irregularities including non-compliance with laws and regulations, our procedures included but were not limited to:

- gaining an understanding of the legal and regulatory framework applicable to the Group, the industry in which it operates and considered the risk of acts by the Group which were contrary to the applicable laws and regulations;
- discussing with the directors and management the policies and procedures in place regarding compliance with laws and regulations;
- discussing amongst the engagement team the identified laws and regulations, and remaining alert to any indications of non-compliance; and
- focusing on areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussions with the directors (as required by auditing standards), from inspection of the Group's, regulatory and legal correspondence and review of minutes of directors' meetings in the year. We also considered those other laws and regulations that have a direct impact on the preparation of financial statements.

Our procedures in relation to fraud included but were not limited to:

- making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- gaining an understanding of the internal controls established to mitigate risks related to fraud;
- discussing amongst the engagement team the risks of fraud such as opportunities for fraudulent manipulation of financial statements, and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, and significant one-off or unusual transactions; and
- addressing the risks of fraud through management override of controls by performing journal entry testing.

The primary responsibility for the prevention and detection of irregularities including fraud rests with both those charged with governance and management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

As a result of our procedures, we did not identify any key audit matters relating to irregularities. The risks of material misstatement that had the greatest effect on our audit, including fraud, are discussed under "Key audit matters" within this report.

A further description of our responsibilities for the audit of the financial statements is located on IAASA's website at : https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Desc ription_of_aud itors_responsiblities_for_audit.pdf.

This description forms part of our auditors' report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act, 2014. 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 auditors' 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.

Lorcan Colclough

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Lorcan Colclough

for and on behalf of Mazars

Chartered Accountants and Statutory Audit Firm

Harcourt Centre,

Block 3,

Harcourt Road,

Dublin 2

29 June 2023

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Year Ended 31 December 2022 €	Year Ended 31 December 2021 €
Revenue	4	9,798,212	10,523,198
Cost of sales		(3,289,804)	(2,178,431)
Gross profit		6,508,408	8,344,767
Income from sale of legacy software and contracts		600,000	-
Administrative expenses		(8,985,378)	(5,458,039)
Exceptional items	5	(1,339,224)	(2,947,986)
Share based payments	19	(56,661)	(23,512)
Amortisation	12	(2,211,004)	(1,229,276)
Depreciation	13	(144,189)	(198,266)
Other income	7	94,625	216,740
Operating Loss		(5,533,423)	(1,295,572)
Finance costs	8	(1,444,983)	(967,214)
Loss on ordinary activities before taxation	9	(6,978,406)	(2,262,786)
Income tax credit/(charge)	10	258,482	(22,006)
Loss for the financial year		(6,719,924)	(2,284,792)
Other comprehensive loss for the year		8,890	126,299
Total comprehensive loss for the year attributable to the owners of the group		(6,711,034)	(2,158,493)
Loss per share – basic and diluted (cent)	11	(17.76)	(6.89)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	31 December 2022 €	31 December 2021 €
Assets			
Non-current assets			
Intangible assets	12	16,767,710	17,508,858
Property, plant and equipment	13	335,708	240,271
		17,103,418	17,749,129
Current assets			
Trade and other receivables	14	4,760,993	6,750,691
Cash and cash equivalents	15	341,590	2,353,130
		5,102,583	9,103,821
Total assets		22,206,001	26,852,950
Equity and liabilities			
Equity			
Called up share capital presented as equity	17	37,833	37,833
Share premium	18	12,082,742	12,082,742
Reorganisation reserve	18	656,060	656,060
Foreign exchange reserve	18	(34,921)	(43,811)
Share option reserve	18	171,173	114,512
Retained earnings	18	(9,510,799)	(2,790,875)
Total equity		3,402,088	10,056,461
Current liabilities			
Trade and other payables	16	11,072,652	6,268,454
Non-current liabilities			
Long term liabilities	16	7,731,261	10,528,035
Total liabilities		18,803,913	16,796,489
Total liabilities and equity		22,206,001	26,852,950

The financial statements were approved and authorised for issue by the board.

Maurice Healy	*Geoff Keating*
___________________________________	___________________________________
Maurice Healy	Geoff Keating
Director	Director
29 June 2023	29 June 2023

COMPANY STATEMENT OF FINANCIAL POSITION

	Note	31 December 2022 €	31 December 2021 €
Assets			
Non-current assets			
Financial assets	23	16,185,275	16,093,702
Property, plant and equipment	13	1,144	242
		16,186,419	16,093,944
Current assets			
Trade and other receivables	14	6,283,583	4,708,843
Cash and cash equivalents	15	82,220	584,902
		6,365,803	5,293,745
Total assets		22,552,222	21,387,689
Equity and liabilities			
Equity			
Called up share capital presented as equity	17	37,833	37,833
Share premium	18	12,082,742	12,082,742
Share option reserve	18	171,173	114,512
Retained earnings	18	(4,263,305)	(2,634,784)
Total Equity		8,028,443	9,600,303
Current liabilities			
Trade and other payables	16	6,873,779	1,851,460
Non-current liabilities			
Long term liabilities	16	7,650,000	9,935,926
Total liabilities		14,523,779	11,787,386
Total liabilities and equity		22,552,222	21,387,689

The financial statements were approved and authorised for issue by the board.

Maurice Healy	*Geoff Keating*
Maurice Healy	Geoff Keating
Director	Director
29 June 2023	29 June 2023

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Note	Called up share capital presented as equity	Share premium account	Reorganisation reserve	Foreign exchange reserves arising on translation	Share option reserve	Retained earnings	Total
At 1 January 2021		1,275	999,791	656,060	(170,110)	91,000	(1,480,874)	97,142
Share based payment charge		-	-	-	-	23,512	-	23,512
Reorgansiation for AIM listing	18	25,000	(999,791)	-	-	-	974,791	-
Issue of shares	18	11,558	12,082,742	-	-	-	-	12,094,300
Total comprehensive loss for the year		-	-	-	126,299	-	(2,284,792)	(2,158,493)
At 31 December 2021		**37,833**	**12,082,742**	**656,060**	**(43,811)**	**114,512**	**(2,790,875)**	**10,056,461**
At 1 January 2022		37,833	12,082,742	656,060	(43,811)	114,512	(2,790,875)	10,056,461
Share based payment charge						56,661		56,661
Total comprehensive loss for the year					8,890		(6,719,924)	(6,711,034)
At 31 December 2022		**37,833**	**12,082,742**	**656,060**	**(34,921)**	**171,173**	**(9,510,799)**	**3,402,088**

COMPANY STATEMENT OF CHANGES IN EQUITY

	Note	Called up share capital presented as equity	Share Premium account	Share Option reserve	Retained earnings	Total
		€	€	€	€	€
At 1 January 2021		1,275	999,792	91,000	(1,583,436)	(491,369)
Share based payment charge		-	-	23,512	-	23,512
Reorganisation for AIM Listing	18	25,000	(999,792)	-	974,792	-
Issue of shares	18	11,558	12,082,742	-	-	12,094,300
Total comprehensive loss for the period		-	-	-	(2,026,140)	(2,026,140)
At 31 December 2021		**37,833**	**12,082,742**	**114,512**	**(2,634,784)**	**9,600,303**
At 1 January 2022		37,833	12,082,742	114,512	(2,634,784)	9,600,303
Share based payment charge				56,661		56,661
Total comprehensive loss for the year					(1,628,521)	(1,628,521)
At 31 December 2022		**37,833**	**12,082,742**	**171,173**	**(4,263,305)**	**8,028,443**

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year Ended 31 December 2022 €	Year Ended 31 December 2021 €
Cash flows from operating activities		
Group loss after tax	(6,719,924)	(2,284,792)
Adjusted for:		
Interest payable	1,444,983	967,214
R&D tax credit income	(83,626)	(72,180)
Income tax expense	(258,482)	22,006
Depreciation	144,189	198,266
Amortisation	2,211,004	1,229,276
Movement in trade and other receivables	1,537,323	(2,339,028)
Movement in trade and other payables	3,111,289	1,795,343
Loss on disposal of tangible assets	17,855	17,180
Net tax (paid)/received	-	(3,852)
R&D refund (paid)/received	-	(71,596)
Share-based payment expense	56,661	23,512
Effects of movement in exchange rates	8,881	126,389
Net cash flows generated from/(used in) operating activities	1,470,153	(392,262)
Cash flows from investing activities		
Purchase of property, plant and equipment	(257,460)	(37,405)
Payment for acquisition of subsidiaries, net of cash acquired	-	(6,853,315)
Payment of deferred consideration	(836,833)	(2,363,482)
Payment for software development asset	(1,469,859)	(1,189,195)
Net cash used in investing activities	(2,564,152)	(10,443,397)
Cash flow from financing activities		
Loans received	1,866,666	4,536,666
Interest payable	(1,444,983)	(967,214)
Exceptional costs (including IPO in prior year)	(1,339,224)	(2,947,986)
Equity (Proceeds from issue of shares)	-	11,613,587
Equity (IPO costs against share premium)	-	(936,985)
Net cash generated (used in)/from financing activities	(917,541)	11,298,068
Net (decrease)/increase in cash and cash equivalents	(2,011,540)	462,409
Cash and cash equivalents at the beginning of the year	2,353,130	1,890,721
Cash and cash equivalents at the end of the year	341,590	2,353,130

COMPANY STATEMENT OF CASH FLOWS

	31 December 2022 €	31 December 2021 €
Cash flows from operating activities		
Company loss after tax	(1,628,521)	(2,026,140)
Adjusted for:		
Interest payable	1,188,521	937,787
Income tax expense	-	2,567
Depreciation	587	241
Movement in trade and other receivables	4,524	(21,940)
Movement in trade and other payables	1,036,181	-
Loss on disposal of tangible assets	1,155	1,916,680
Share-based payment expense	56,661	23,512
Net cash flows generated from operating activities	659,108	832,707
Cash flows from investing activities		
Purchase of property, plant and equipment	(2,644)	-
Payment of deferred consideration	-	(2,026,685)
Net cash used in investing activities	(2,644)	(2,026,685)
Cash flow from financing activities		
Amounts (advanced to) group companies	(1,496,299)	(11,025,793)
Loans received	1,908,426	4,550,000
Interest payable	(1,188,521)	(937,787)
Exceptional costs (including IPO in prior year)	(382,752)	(1,912,031)
Equity (Proceeds from issue of shares)	-	11,590,075
Equity (IPO costs against share premium)	-	(936,985)
Net cash (used in)/generated from financing activities	(1,159,146)	1,327,479
Net (decrease)/increase in cash and cash equivalents	(502,682)	133,501
Cash and cash equivalents at the beginning of the year	584,902	451,401
Cash and cash equivalents at the end of the year	82,220	584,902

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Glantus Holdings Plc ("the Company") is a public limited company incorporated in the Republic of Ireland. The registered office is Marina House, Block V, Eastpoint Business Park, Dublin, D03 AX24.

The principal activity of the Group is a provider of software as a service ("SaaS") solutions, which assists global corporates analyse, automate and digitise their accounts payable function on its proprietary platform to recover lost working capital. Foreign operations are included in accordance with the policies set out in Note 3.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

Compliance with IFRS, new standards and interpretation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') and interpretations issued by the IFRS Interpretations Committee ('IFRS IC') applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the International Accounting Standards Board and as adopted by the EU, and the Companies Act 2014. The consolidated financial statements of the group are presented in Euro ("€").

Under the Companies Act 2014 the company is exempt from the requirement to present its own profit and loss account. The company's loss for the year ended 2022 was €1,628,521 (2021: €2,026,140).

The IFRS accounting policies adopted are consistently applied for the previous financial year.

There are no changes to IFRS which became effective for the company during the financial year which resulted in material changes to the financial statements.

New standards and interpretations

The company financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and their interpretations issued by the International Accounting Standards Board (IASB) as adopted by the EU. The following new standards or interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) were effective in the current financial year and did not result in a material impact to the company's results:

- Amendments to IAS 37 – Onerous Contracts: Cost of Fulfilling a Contract
- Amendments to IAS 16 – Property, Plant and Equipment: Proceeds before Intended Use
- Amendments to IFRS 1 First-time Adoption of International Financial Standards, IFRS 9 Financial Instruments, IFRS 16 Leases and IAS 41 Agriculture: Annual Improvements to IFRS Standards 2018-2020
- Amendments to IFRS 3 – Business Combinations: References to Conceptual Framework

The IASB and IFRIC have issued the following standards and interpretations with an effective date after the date of the Financial Statements which the company has not early adopted.

New/Revised International Financial Reporting Standards	**Description**	**Effective Date – periods beginning on or after**
IFRS 17	Insurance Contracts	1 January 2023
IFRS 10 and IAS 28	Amendment to Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2023
IAS 1	Amendment to Classification of Liabilities as Current or Non-current	1 January 2024
IAS 8	Amendment to Definition of Accounting Estimates	1 January 2023
IAS 12	Amendment to Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
IFRS 16	Amendment to Sale and Lease buyback	1 January 2024

The Directors anticipate that the adoption of the above standards and interpretations issued by the IASB and the IFRIC will not have a material impact on the Company's Financial Statements.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) **Going concern**

Management have prepared projections and forecasts taking account of reasonably possible changes in trading performance and the funding facilities available from the date of approval of the financial statements.

The directors therefore have reasonable expectations that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

(c) **Basis of consolidation**

The financial statements of the Group incorporate the financial information of the Company (the parent) and entities controlled by the Company (its subsidiaries) made up to 31 December each year.

Control is achieved when the Company:

- has the power over the subsidiary entity;
- is exposed, or has rights, to variable returns from its involvement with the subsidiary entity; and
- has the ability to use its power to affect those returns.

The Group reassesses whether it controls the subsidiaries if facts and circumstance indicate that there are changes to their control.

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Intra-group assets and liabilities, equity, income, expenses and cashflows relating to intra-group transactions are eliminated on consolidation. Where necessary, the accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of.

The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) **Business combinations and goodwill**

Business combinations are accounted for by applying the purchase method.

The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued. Where control is achieved in stages the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities unless the fair value cannot be measured reliably, in which case the value is incorporated in goodwill. Where the fair value of contingent liabilities cannot be reliably measured, they are disclosed on the same basis as other contingent liabilities.

Goodwill recognised represents the excess of the fair value and directly attributable costs of the purchase consideration over the fair value to the Group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

On acquisition, goodwill is allocated to cash-generating units that are expected to benefit from the combination. Goodwill is assessed for impairment when there are indicators of impairment and any impairment is charged to the statement of comprehensive income.

(e) **Revenue recognition**

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer. An analysis of the revenue recognition principles applied in each of the Group's operating segments is provided below:

Subscriptions
Annual subscriptions are recognised on a straight-line basis, for the right to continued access to the licensed intellectual property and the support and maintenance services for the licences held, in accordance with the licence agreement in place. Annual subscriptions include all support, maintenance, software updates and other services provided to the customers.

Income arising on support contracts and subscription sales where the provision of the service has not been completed at the year-end date is deferred and recognised as the service is provided.

Transactional
Revenue is generated from the provision vendor credit recovery services to its customers and earn a fixed contractual percentage on the amount of vendor credits approved by the customer. Upon the customer's acceptance of the vendor credits identified, revenue is recognised at that point in time, net of discounts and provided that the company has no significant related obligations or collection uncertainties remaining.

Rendering of professional services and licences
Professional services are customer-specific services which are provided for specific needs of individual customers with no alternative uses for the Group. The Group has an enforceable right to payment for performance towards the performance obligation completed to date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) **Revenue recognition (continued)**

Revenue from rendering of services is recognised over time in the accounting period in which the services are rendered by applying the input method of measuring progress toward complete satisfaction of the performance obligation; primarily on a time and materials basis. Revenue is recognised based on the amount of fees that the Group is entitled to invoice for services performed to date based on the pre-agreed contracted rates.

On the basis of the input method as described above, the time and materials costs incurred to fulfil a contract are recognised as revenue and a subsequent contract asset is recorded, if and only if all of the following criteria are met:

- the costs relate directly to a contract;
- the costs generate or enhance resources of the entity that will be used in satisfying performance obligations in the future; and
- the costs are expected to be recovered.

These include costs such as direct labour, direct materials, and the allocation of overheads that relate directly to the contract. Contract assets are disclosed separately as unbilled receivables in Trade and other receivables (Note 14).

Revenue generated from the sale of software licenses and other ready-made products is recognised at a point in time upon delivery of the software and/or product to the customer, provided that the Group has no significant related obligations or collection uncertainties remaining.

(f) **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.

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 and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

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 and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- amounts expected to be payable under a residual value guarantee.

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, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee.

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 zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment', and lease liabilities in trade and other payables in the statement of financial position. Right-of-use asset of office rentals is presented under ‘property, plant and equipment’. The movement of right-of-use of the assets of the Group during the years is disclosed in Notes 13.

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 of offices and licenses that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) **Foreign currencies**

Foreign currency transactions are translated into the individual entities' respective functional currencies at the exchange rates prevailing on the date of the transaction. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains, and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Euro using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated accordingly.

(h) **Employee benefits**

The Group provides a range of benefits to employees, including bonus arrangements, paid holiday arrangements and defined contribution pension plans.

Short term benefits
Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the financial year.

Defined contribution pension plans
The Group operates a defined contribution plan for certain employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

Share-based payments
The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value of the equity instruments (excluding the effect of non-market-based vesting conditions) at the date of grant. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 19. The cost of equity-settled transactions with employees is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined by an external valuer using an appropriate pricing model. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) **Employee benefits (continued)**

At each year end date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions, the number of equity instruments that will ultimately vest, or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in the cumulative expense since the previous year end date is recognised in the statement of comprehensive income, with a corresponding entry in 'share option reserves'.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative.

(i) **Borrowing costs**

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

(j) **Interest income**

Interest income comprises of income on cash held on interest-bearing bank deposits. Interest income is recognised as it occurs in the statement of comprehensive income, using the effective interest rate method.

(k) **Income tax**

The taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss 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 end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

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 financial information and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method.

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 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. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) **Income tax (continued)**

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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.

(l) **Research and development tax credit**

Research and development tax credits are recognised as a gain, set against the related expenditure in the year to which they relate. To the extent that the related expenditure is capitalised the tax credit is deferred on the statement of financial position.

(m) **Intangible assets**

Intangible assets acquired are stated at cost less any accumulated amortisation and any accumulated impairment losses. Cost comprises purchase price and other directly attributable costs.

Intangible assets are amortised on a straight-line basis over its useful economic life, which is considered to be 3-5 years.

Internally-generated intangible assets
Research and development expenditure
Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the 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
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Development expenditure is amortised on a straight-line basis over its useful economic life, which commences when the asset is brought into use, and is considered to be over 3 years.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) **Intangible assets (continued)**

Intellectual property and customer relationships intangible assets
The amount initially recognised for intellectual property and customer relationships acquired on Technology Insights Corporation acquisition was the valuation at the date of acquisition.

Intellectual property is amortised on a straight-line basis over its useful economic life, which commences when the asset was purchased, and is considered to be over 5 years. Customer relationships are amortised on a straight-line basis over its useful economic life, which is considered to be 8 years.

Derecognition of intangible assets
An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(n) **Property, plant and equipment**
Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs, and borrowing costs capitalised.

Depreciation
Depreciation is calculated using the straight-line method to write off the cost of property, plant and equipment over their expected useful lives as follows:

Office equipment	15% - 20%
Fixtures and fittings	12.5% - 20%
Computer equipment	25%
Right of use assets	Lower of the useful life of the asset or the lease term

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Subsequent additions
Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the Group and the cost can be measured reliably.

The carrying amount of any replaced component is derecognised. Major components are treated as a separate asset where they have significantly different patterns of consumption of economic benefits and are depreciated separately over its useful life.

Repairs, maintenance and minor inspection costs are expensed as incurred.

Derecognition
An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

(o) **Impairment of tangible and intangible assets**
The Group reviews the carrying amounts of its tangible and intangible assets as at each reporting date to assess for any indication of 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 it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Irrespective of whether there is any indication of impairment, the Group also tests its intangible assets with indefinite useful lives and intangible assets not yet available for use for impairment annually by comparing their respective carrying amounts with their corresponding recoverable amounts.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its 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.

An impairment loss for the amount by which the asset’s carrying amount exceeds the recoverable amount is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) **Impairment of tangible and intangible assets (continued)**

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(p) **Financial instruments**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Effective interest method
The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount of the financial instrument. Income and expense are recognised on an effective interest basis for debt instruments other than those financial instruments at fair value through profit or loss.

Financial assets
Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

All financial assets are recognised on a trade date - the date on which the Group commits to purchase or sell the asset. They are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss; held-to-maturity investments; loans and receivables; and available-for-sale financial assets. The classification depends on the nature and purpose for which these financial assets were acquired and is determined at the time of initial recognition.

Loans and receivables
The Group's loans and receivables comprise trade and other receivables, amounts due from contract customers and bank balances.

Such loans and receivables are non-derivatives with fixed or determinable payments that are not quoted in an active market. They are measured at amortised cost, using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets
The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets, as well as on financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime Expected Credit Losses ("ECL") for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. When there has not been a significant increase in credit risk since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL which represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date; except for assets for which simplified approach was used.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:
(a) The financial instrument has a low risk of default,
(b) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
(c) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) **Financial instruments (continued)**

The Group considers a financial asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

Derecognition of financial assets
The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds receivables.

Financial liabilities and equity

Classification of debt or equity
Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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

Ordinary share capital
Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

Preference shares
The dividend rights of the preference shares are cumulative, and payment is non-discretionary. The preference shares do not carry any voting rights at meetings. Based on their characteristics the directors consider that these shares should be regarded as a financial liability rather than an equity instrument.

Share premium
The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

Financial liabilities
Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Financial liabilities are classified as at fair value through profit or loss if the financial liability is either held for trading or it is designated as such upon initial recognition.

Other financial liabilities

Trade and other payables
Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

Borrowings
Interest-bearing bank loans and overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings.

Derecognition of financial liabilities
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

(q) **Provisions and contingencies**

Provisions
Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) **Provisions and contingencies (continued)**

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingencies

Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed when an inflow of economic benefits is probable.

(r) **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.

(s) **Related party transactions**

Transactions with entities not wholly group owned are disclosed in accordance with IFRS.

(t) **Segmental information**

Segmental information is presented in respect of the Group's geographical regions and operating segments. The operating segments are based on the Group's management and internal reporting requirements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In preparing this consolidated financial information, the Group makes judgements, estimates and assumptions concerning the future that impact the application of policies and reported amounts of assets, liabilities, income and expenses.

The resulting accounting estimates calculated using these judgements and assumptions are based on historical experience and expectations of future events and may not equal the actual results. Estimates and underlying assumptions are reviewed on an ongoing basis, and revisions to estimates are recognised prospectively. The judgements and key sources of assumptions and estimation uncertainty that have a significant effect on the amounts recognised in the financial information are discussed below.

Critical judgements made in applying the Group accounting policies

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in this consolidated financial information are below:

(a) Intangible assets: Development expenditure

The Group capitalises a proportion of costs related to software development in accordance with its accounting policy. The Group regularly reviews the carrying value of capitalised development costs, which are amortised over 3 years, to ensure they are not impaired, and the amortisation period is appropriate. Management makes judgements about the technical feasibility and economic benefit of completed products, as well as the period of time over which the economic benefit will cease. The carrying value of the internally generated intangible asset held by the Group at each year end is shown in Note 12.

(b) Carrying value of goodwill

The Group tests annually whether the goodwill has suffered any impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. The carrying value of the goodwill held by the Group at each year end is shown in Note 12.

(c) Carrying value of intellectual property acquired

The Group regularly reviews the carrying value of intellectual property acquired, which are amortised over 5 years, to ensure they are not impaired, and the amortisation period is appropriate. Management makes judgements about the period of time over which the economic benefit will cease. The carrying value of the intangible asset held by the Group at each year end is shown in Note 12.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

(d) Carrying value of Customer Relationships
The Group regularly reviews the carrying value of customer relationships, which are amortised over 8 years, to ensure they are not impaired, and the amortisation period is appropriate. Management makes judgements about the period of time over which the economic benefit will cease. The carrying value of the intangible asset held by the Group at each year end is shown in Note 12.

(e) Revenue recognition
The Group recognises revenue in line with IFRS 15 Revenue recognition. Management applies judgement in determining the nature, variable considerations, and timing of satisfaction of promises in the context of the contract that meet the basis of revenue recognition criteria. Significant judgements include identifying performance obligations, identifying distinct intellectual property licenses, and determining the timing of satisfaction and approach in recognising the revenue of those identified performance obligations; whether a point in time or a passage of time approach to be adopted. See applied revenue recognition criteria for each revenue streams within note 2(e) for details on the Group's revenue recognition policies adopted. The amount of the Group's revenue recognised in each year is shown in Note 4.

4. REVENUE

Segmental information

Segmental information is presented in respect of the Group's geographical regions and operating segments in accordance with IFRS 8 'Operating Segments'. The Board considers that there is one identifiable business segment being the provision of software solutions including related recovery audit services.

Recurring revenue is the revenue that annually repeats either under contractual subscription or predicable transactional billing.

	2022	2021
	€	€
Recurring Revenue	7,951,661	9,050,442
Non-recurring revenue	1,846,551	1,472,756
Reported revenue	9,798,212	10,523,198
Recurring as % of total revenue	80%	86%

	2022	2021
	€	€
Amount of revenue by class of activity:		
Recurring subscriptions revenue	5,070,508	3,857,381
Recurring transactional revenue	2,881,153	5,193,061
Professional services and licences revenue	1,846,551	1,472,756
Reported revenue	9,798,212	10,523,198

Geographical analysis

The Group operates in three principal geographical regions being Republic of Ireland, the United Kingdom and the United States of America. The Group has customers in other countries such as Singapore, Australia, Spain, Switzerland, Canada, Mexico and the Netherlands, which are not material for separate identification.

4. REVENUE (Continued)

	2022	2021
Amount of revenue by region:	**€**	**€**
United Kingdom	2,639,756	3,877,673
United States of America	3,879,503	3,678,896
Republic of Ireland	2,796,926	2,478,427
Others	482,027	488,202
Reported Revenue	9,798,212	10,523,198

Contract assets and contract liabilities

Contract assets

Contract assets are disclosed separately as unbilled receivables in trade and other receivables amounting to €1,835,263 (2021: €3,715,891) (Note 14).

Contract liabilities

Contract liabilities are disclosed separately as deferred income in trade and other payables amounting to €1,054,800 (2021: €723,764) (Note 16). The Group is availing of the practical expedient which exempts the disclosure of unsatisfied performance obligations to date since both of the following criteria are met:

- The performance obligations are part of contracts which have an original expected duration of one year or less;
- The Group recognises revenue from the satisfaction of the performance obligations which has been completed to date and to which the Group has a right to invoice.

5. EXCEPTIONAL COSTS

The exceptional items include IPO costs, acquisition costs and costs incurred in post-acquisition restructuring.

	2022	2021
	€	**€**
Acquisition costs	-	1,014,864
Restructuring costs	1,317,706	489,297
AIM Admission costs	-	902,104
Fee to Beach Point Capital on IPO admission	-	1,000,000
Other exceptional costs/(income)	21,518	(458,279)
Total exceptional items	1,339,224	2,947,986

The majority of the restructuring costs of €1.3m consist of redundancy costs of €0.8m

6. EMPLOYEES

The average monthly number of persons employed by the Group (including directors) during the year was as follows:

	2022	2021
Product development and delivery	82	58
Sales and Marketing	5	12
Administration	19	15
	106	85

6. EMPLOYEES (Continued)

The Staff costs comprise:	2022 €	2021 €
Wages and salaries	7,766,473	4,789,145
Redundancy costs	791,247	
Social welfare costs	757,867	493,688
Pension costs	162,582	71,765
	9,478,169	5,354,598

Directors' remuneration	2022	2021
Directors' remuneration in respect of qualifying services in respect of the Group:	€	€
Emoluments	685,943	485,434
Pensions	52,043	36,965
	737,986	522,399

The number of directors to whom retirement benefits are accruing under defined contribution scheme pension costs noted above is 4 (2021: 3).

Staff costs as qualifying development expenditure
The qualifying development expenditure generating an asset as shown in Note 12 consists of qualifying staff costs incurred in relation to the development of the group's projects. During the current period, qualifying costs amounted to €905,727 (2021: €610,984).

7. OTHER INCOME

	2022 €	2021 €
Credit card cashback	10,999	-
Research and development tax credit	83,626	72,180
Grant income	-	144,560
	94,625	216,740

8. FINANCE COSTS

	2022 €	2021 €
Loan interest	1,444,983	961,902
Interest on preference shares	-	5,312
	1,444,983	967,214

9. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The loss on ordinary activities before taxation is stated after charging/ (crediting):

		2022	2021
		€	€
Auditor's remuneration	- Audit of group companies	80,000	110,000
	- Other assurance services	-	192,500
	- Tax advisory services	-	66,750
	- Other non-Audit services	15,000	20,400
Directors' remuneration (Note 6)		737,986	522,399
Depreciation (Note 13)		144,189	198,266
Amortisation (Note 12)		2,211,004	1,229,276
Research and development tax credit (Note 7)		(83,626)	(72,180)
Grant income		-	(144,560)
Loss on disposal of fixed assets		17,855	17,180
Foreign exchange loss/(gain)		151,813	(235,371)
		3,274,221	1,904,660

Other assurance services in 2021 very substantially relate to advisory services work in connection with the IPO.

10. TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Tax on loss on ordinary activities

The current tax charge for the year differs from the amount computed by applying the standard rate of corporation tax in the Republic of Ireland to the (loss) on ordinary activities before taxation. The sources and tax effects of the differences are explained below:

	2022	2021
	€	€
Loss on ordinary activities before tax	(6,978,406)	(2,262,786)
Loss on ordinary activities multiplied by the standard rate of tax of 12.5%	(872,301)	(282,848)
Effects of:		
Depreciation/amortisation greater than capital allowances	135,280	71,220
Non-deductible expenses	181,697	394,528
Disallowable loan interest	19,449	117,161
Higher rates of tax on foreign income	30,306	72,052
Research and development tax credits income	1,153	(44,127)
Tax adjustments in respect of previous years	-	(15,134)
Tax relief at source/income tax	1,793	395
Deferred tax	(286,815)	(234,537)
Share options expense not allowable	-	2,939
Profit on disposal	123,000	-
Losses carried forward	381,712	
Loss utilised	26,244	(59,643)
Total tax (credit)/charge	(258,482)	22,006

10. TAX ON LOSS ON ORDINARY ACTIVITIES (Continued)

(b) Deferred tax asset

	2022	2021
	€	€
At beginning of year (net)	238,797	4,260
Released/(charged) to the statement of comprehensive income (Note 10(a))	286,815	234,537
At end of year (net)	525,612	238,797

	2022	2021
The deferred tax asset (Note 14) is analysed as follows:	€	€
Timing difference between depreciation and capital allowances	101,584	(77,883)
Timing differences between losses forward and utilised	424,028	252,244
Other timing differences		64,436
At end of year	525,612	238,797
The deferred tax liability (Note 16) is analysed as follows:		
Timing differences arising on change in accounting standards	-	-

11. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net loss for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

	2022	2021
	€	€
Loss for the year	(6,719,924)	(2,284,792)
Taxation	(258,482)	22,006
Amortisation	2,211,004	1,229,276
Depreciation	144,189	198,266
Exceptional items	1,339,224	2,947,986
Share based payments	56,661	23,512
Finance costs	1,444,983	967,214
Adjusted Earnings	(1,782,345)	3,103,468
	Number	**Number**
Weighted average number of ordinary shares		
Total shares in issue (weighted)	37,833,316	33,168,289
Total diluted shares (weighted)	40,026,532	35,547,510
EPS	**Cent**	**Cent**
Basic and diluted EPS	(17.76)	(6.89)
Adjusted EPS	**Cent**	**Cent**
Adjusted basic EPS	(4.71)	9.36
Adjusted diluted EPS	(4.71)	8.73

Adjusted EPS is not a defined performance measure in IFRS. The Group's definition of adjusted EPS may not be comparable with similarly titled performance measures disclosures by other entities.

12. INTANGIBLE ASSETS

GROUP 2022

	Development expenditure €	Intellectual Property Acquired on Acquisition €	Customer Relationships €	Goodwill €	Total €
Cost					
At 31 December 2021	3,271,085	3,812,913	2,796,136	10,162,379	20,042,513
Additions	1,472,175	-	-	66,517	1,538,692
Disposals	-	-	-	(69,934)	(69,934)
At 31 December 2022	4,743,260	3,812,913	2,796,136	10,158,962	21,511,271
Amortisation					
At 31 December 2021	(1,714,535)	(317,931)	(182,458)	(318,731)	(2,533,655)
Charged in year	(1,041,511)	(763,035)	(406,458)	-	(2,211,004)
Translation adjustment	-	-	1,098	-	1,098
At 31 December 2022	(2,756,046)	(1,080,966)	(587,818)	(318,731)	(4,743,561)
Net book amounts					
At 31 December 2021	1,556,550	3,494,982	2,613,678	9,843,648	17,508,858
At 31 December 2022	1,987,214	2,731,947	2,208,318	9,840,231	16,767,710

GROUP 2021

	Development expenditure €	Intellectual Property Acquired on Acquisition €	Customer Relationships €	Goodwill €	Total €
Cost					
At 31 December 2020	1,897,040	-	-	6,473,451	8,370,491
Reclassification	184,850	-	-	-	184,850
Additions on acquisition	-	3,812,913	2,796,136	3,744,338	10,353,387
Additions	1,189,195	-	-	-	1,189,195
Adjustments	-	-	-	(55,410)	(55,410)
At 31 December 2021	3,271,085	3,812,913	2,796,136	10,162,379	20,042,513
Amortisation					
At 31 December 2020	(800,798)	-	-	(318,731)	(1,119,529)
Reclassification	(184,850)	-	-	-	(184,850)
Charged in year	(728,887)	(317,931)	(182,458)	-	(1,229,276)
At 31 December 2021	(1,714,535)	(317,931)	(182,458)	(318,731)	(2,533,655)
Net book amounts					
At 31 December 2020	1,096,242	-	-	6,154,720	7,250,962
At 31 December 2021	1,556,550	3,494,982	2,613,678	9,843,648	17,508,858

Development expenditure
In total, research and development costs for the Group qualifying for capitalisation under IAS38 “intangible assets” amounted to €1,472,175 (2021: €1,189,195). Qualifying development expenditure is amortised on a straight-line basis over its useful economic life, which is considered to be 3 years. The amortisation expense amounting to €1,041,511 (2021: €728,887) is included in the consolidated statement of comprehensive income.

Intellectual property Acquired on Acquisition
IP is amortised on a straight-line basis over its useful economic life, which is considered to be 5 years. The amortisation expense amounting to €763,035 (2021: €317,931) is included in the consolidated statement of comprehensive income.

Customer Relationships Acquired on Acquisition
Customer relationships are amortised on a straight-line basis over their useful economic lives, which is considered to be 8 years. The amortisation expense amounting to €406,458 (2021: €182,458) is included in the consolidated statement of comprehensive income.

Impairment testing of goodwill
Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. An impairment loss is recognised for the amount by which the carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units “CGU”).

12. INTANGIBLE ASSETS (Continued)

Sensitivity analysis
Sensitivity analysis was performed by applying reductions to expected growth in revenue and also applying a percentage increase to the weighted average cost of capital used to calculate the fair value less costs of disposal. This analysis resulted in an excess in the recoverable amount over their carrying amount under each approach for the CGUs. Management believe that any reasonable change in any of the key assumptions would not cause the carrying value of goodwill to exceed the recoverable amount.

13. PROPERTY, PLANT AND EQUIPMENT

GROUP 2022

	Right of use assets	Office equipment	Computer equipment	Fixtures & fittings	Leasehold improvements	Total
	€	€	€	€	€	€
Cost						
At 31 December 2021	116,588	55,341	958,113	27,830	-	1,157,872
Additions	160,229	-	55,449	22,633	11,285	249,596
Disposals	(116,588)	(10,508)	(139,042)	(13,541)	-	(279,679)
Translation adjustment	-	(2,381)	4,423	(352)	-	1,690
At 31 December 2022	160,229	42,452	878,943	36,570	11,285	1,129,479
Depreciation						
At 31 December 2021	(116,588)	(44,539)	(734,726)	(21,748)	-	(917,601)
Charge for the year	(21,222)	(3,817)	(115,703)	(2,157)	(1,290)	(144,189)
Disposals	116,588	10,395	123,368	12,055	-	262,406
Translation adjustment	-	2,054	4,533	(974)	-	5,613
At 31 December 2022	(21,222)	(35,907)	(722,528)	(12,824)	(1,290)	(793,771)
Net book amounts						
At 31 December 2021	-	10,802	223,387	6,082	-	240,271
At 31 December 2022	139,007	6,545	156,415	23,746	9,995	335,708

Group 2021

	Right of use assets	Office equipment	Computer equipment	Fixtures & fittings	Leasehold improvements	Total
	€	€	€	€	€	€
Cost						
At 31 December 2020	531,248	39,186	297,522	22,460	41,554	931,970
Reclassification	(8,873)	9,506	2,904	(2,024)	7,064	8,577
Arising on acquisition	-	17,824	583,705	81,410	51,278	734,217
Additions	-	1,056	40,924	-	-	41,980
Disposals	(425,571)	(15,027)	-	(75,173)	(103,258)	(619,029)
Translation adjustment	19,784	2,796	33,058	1,157	3,362	60,157
At 31 December 2021	116,588	55,341	958,113	27,830	-	1,157,872
Depreciation						
At 31 December 2020	(368,921)	(34,210)	(148,628)	(15,183)	(9,570)	(576,512)
Reclassification	8,790	(927)	(11,690)	1,396	(6,231)	(8,662)
Arising on acquisition	-	(15,993)	(462,507)	(78,811)	(48,073)	(605,384)
Charge for the year	(92,886)	(4,478)	(94,137)	(1,857)	(4,908)	(198,266)
Disposals	349,939	12,644	-	73,155	70,408	506,146
Translation adjustment	(13,510)	(1,575)	(17,764)	(448)	(1,626)	(34,923)
At 31 December 2021	(116,588)	(44,539)	(734,726)	(21,748)	-	(917,601)
Net book amounts						
At 31 December 2020	162,327	4,976	148,894	7,277	31,984	355,458
At 31 December 2021	-	10,802	223,387	6,082	-	240,271

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

COMPANY 2022

	Right of use assets	Office equipment	Computer equipment	Fixtures & fittings	Leasehold improvements	Total
Cost	€	€	€	€	€	€
At 31 December 2021	-	-	483	-	-	483
Additions	-	-	2,644	-	-	2,644
Disposals	-	-	(1,386)	-	-	(1,386)
At 31 December 2022	-	-	1,741	-	-	1,741
Depreciation						
At 31 December 2021	-	-	(241)	-	-	(241)
Charge for the year	-	-	(587)	-	-	(587)
Disposals	-	-	231	-	-	231
At 31 December 2022	-	-	(597)	-	-	(597)
Net book amounts						
At 31 December 2021	-	-	242	-	-	242
At 31 December 2022	-	-	1,144	-	-	1,144

COMPANY 2021

	Right of use assets	Office equipment	Computer equipment	Fixtures & fittings	Leasehold improvements	Total
	€	€	€	€	€	€
Cost						
At 31 December 2020	-	-	483	-	-	483
Additions	-	-	-	-	-	-
At 31 December 2021	-	-	483	-	-	483
Depreciation						
At 31 December 2020	-	-	-	-	-	-
Charge for the year	-	-	(241)	-	-	(241)
At 31 December 2021	-	-	(241)	-	-	(241)
Net book amounts						
At 31 December 2020	-	-	483	-	-	483
At 31 December 2021	-	-	242	-	-	242

14. TRADE AND OTHER RECEIVABLES

GROUP

	2022	2021
	€	€
Trade receivables	2,032,430	2,244,243
Unbilled receivables	1,835,263	3,715,891
Prepayments and other receivables	173,147	354,821
Research and development tax credits	187,636	76,473
Corporation tax recoverable	6,905	120,466
Deferred tax asset (Note 10)	525,612	238,797
	4,760,993	6,750,691

COMPANY

	2022	2021
	€	€
Amounts due from group companies	6,181,288	4,594,598
VAT asset	18,787	-
Prepayments	80,941	43,171
Accrued income	-	71,074
Corporation Tax	2,567	-
	6,283,583	4,708,843

14. TRADE AND OTHER RECEIVABLES (Continued)

Amounts due from group companies
The amounts due from group companies are unsecured, interest free and are repayable on demand.

Trade and other receivables
The carrying amounts of trade receivables and other receivables approximate their fair value largely due to the short-term maturities and nature of these instruments. All trade receivables are due within the Group's and Company's normal terms, which is 30 days. Trade receivables are shown net of impairment in respect of doubtful debts.

Unbilled receivables
The terms of the accrued income are based on underlying invoices.

Taxes and tax credits
Taxes and social welfare costs are subject to the terms of the relevant legislation.

15. CASH AND CASH EQUIVALENTS

GROUP

	2022 €	2021 €
Cash and Cash Equivalents	341,590	2,353,130

COMPANY

	2022 €	2021 €
Cash and Cash Equivalents	82,220	584,902

There are no restrictions on the cash held.

16. TRADE AND OTHER PAYABLES

GROUP
Current

	2022 €	2021 €
Bank loan (Note 20)	5,088,890	847,407
Trade payables	749,599	781,780
Lease liabilities (Note 22)	62,832	-
Deferred consideration on acquisition	1,026,471	1,387,272
Corporation tax	121,646	-
Value added tax	462,242	745,331
PAYE and PRSI	774,806	1,157,890
Research and development tax credit	107,619	52,894
Accruals and other creditors	1,623,747	572,116
Deferred revenue	1,054,800	723,764
	11,072,652	6,268,454

16. TRADE AND OTHER PAYABLES (continued)

Non-current

	2022	2021
	€	€
Bank loan (Note 20)	7,650,000	10,024,815
Lease liability (Note 22)	81,261	-
Deferred consideration on acquisition	-	476,032
Research and development tax credit	-	27,188
	7,731,261	10,528,035

COMPANY
Current

	2022	2021
	€	€
Amounts owed to group companies	506,581	416,191
Trade payables	422,137	471,648
Bank Loan (Note 20)	5,000,000	714,074
Corporation tax	-	2,567
Value added tax	-	9,993
PAYE and PRSI	30,148	64,382
Accruals and other creditors	914,913	172,605
	6,873,779	1,851,460

Non-current

	2022	2021
	€	€
Bank loan (Note 20)	7,650,000	9,935,926
	7,650,000	9,935,926

Trade and other payables
The carrying amounts of trade and other payables approximate their fair value largely due to the short-term maturities and nature of these instruments. The repayment terms of trade payables vary between on demand and 30 days. No interest is payable on trade payables.

Reservation of title
Certain trade payables purport to claim a reservation of title clause for goods supplied. Since the extent to which these payables are secured at any time depends on a number of conditions, the validity of some of which is not readily determinable, it is not possible to indicate how much of the above was effectively secured.

Taxes and social welfare costs
Taxes and social welfare costs are subject to the terms of the relevant legislation. Interest accrues on late payments. No interest was due at the financial year end date.

Accruals
The terms of the accruals are based on underlying invoices.

17. CALLED UP SHARE CAPITAL

GROUP and COMPANY

Shares presented as equity

	2022	2021
Authorised Share Capital:	€	€
250,000,000 Ordinary shares of €0.001 each		
Allotted, called up, fully paid:		
37,833,316 Ordinary shares of €0.001 each	37,833	37,833

18. RESERVES

Share premium
The share premium reserve represents the premium on issue of the ordinary shares.

Foreign exchange reserve
The foreign exchange reserve represents gains/losses arising on retranslating the net assets of overseas operations into Euro.

Retained earnings
The retained earnings represent cumulative gains and losses recognised, net of transfers to/from other reserves and dividends paid.

Reorganisation reserve
This reserve represents the difference between the nominal value of the shares issued in the Company and the carrying value of the shares acquired arising from a capital reorganisation.

Share option reserve
The share option reserve represents the movement in share-based payments. The movement in the cumulative expense since the previous year end date is recognised in the statement of comprehensive income, with a corresponding entry in 'share option reserve'.

19. SHARE-BASED PAYMENTS
GROUP and COMPANY

The Company and Group offers a share option scheme to certain employees. The terms and conditions of the options are as follows:

Persons entitled	Method of settlement accounting	Vesting conditions	Contractual life of options
Employees	Equity	Options vest after 12 months, or in certain cases on IPO (whichever is sooner)	7 years

Share-based payments
The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price		Number of options	
	2022	2021	2022	2021
	€	€	€	€
Outstanding at beginning of year	0.30	2.92	2,781,064	113,875
Granted during the year	-	0.32	-	2,667,189
Outstanding at end of year	0.30	0.30	2,781,064	2,781,064
Exercisable at end of year	0.33	0.33	568,093	568,093

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The fair value of employee share options is measured using a Black-Scholes model, which takes into consideration the market values at grant date of €0.91 to €7.05, expected term of 7 years, risk free rate of -0.29% to -0.56% and volatility of 34.8% - 44.87%. Expected dividends is not applicable.

19. SHARE-BASED PAYMENTS (Continued)

The expected volatility is based on that of public companies in the same industry as the Company. The total amount recognised for the year arising from share-based payments is as follows:

	2022	2021
	€	€
Total share-based payment recognised	56,661	23,512

20. BANK LOANS

GROUP

	2022	2021
	€	€
Due within one year	5,088,890	847,407
Due between two and five years	7,650,000	10,024,815
	12,738,890	10,872,222

COMPANY

	2022	2021
	€	€
Due within one year	5,000,000	714,074
Due between two and five years	7,650,000	9,935,926
	12,650,000	10,650,000

Two loans due are in respect of BPC Ireland Lending DAC ("BPC") of €5,000,000 and €7,350,000. The first BPC loan was repayable in 2023 but since year-end BPC has approved the extension of the repayment date to 2024. The second loan is repayable in 2025. Interest is charged on both at 10% per annum. These loans are secured by way of fixed and floating charges over the undertakings and assets of the Company and certain subsidiaries, in favour of BPC Ireland Lending DAC. Any repayment or prepayment of the loans in full shall incur an Exit Fee equal to €1,700,000.

A further loan of €300,000 is from Enterprise Ireland and is repayable in December 2025, with interest charged per annum of 4%.

The Bank of Ireland loan of €88,890 incurs interest at 4% per annum and will be fully repaid by August 2023.

21. COMMITMENTS AND CONTINGENCIES

GROUP

(a) Commitments
On 10 January 2020, BPC Ireland Lending DAC secured a fixed and floating charge over the assets of the companies within the Group.

(b) Contingent liabilities
At the year end the Group had no contingent liabilities.

(c) Lease commitments
The Group has total future minimum lease payments under non-cancellable operating lease commitments as follows:

At 31 December Land and Buildings	2022	2021
	€	€
Due within one year	75,276	-
Due within two to five years	87,767	-
Due after five years	-	-
	163,043	-

22. LEASE LIABILITIES

Group	2022 €	2021 €
Current lease liabilities	62,832	-
Non-current lease liabilities	81,261	-
	144,093	-

The Group's total lease liability over the years are as follows:

	2022 €	2021 €
Opening liability	-	180,451
Additions for the year	160,229	-
Arising on acquisition	-	-
Interest for the year	5,351	11,465
Operating lease expense for the year	(21,487)	(101,431)
Translation adjustment	-	2,331
Termination of Lease Liability	-	(92,816)
Closing lease liability	144,093	-
Short term lease expenses through profit or loss	26,477	-

The Company had no lease commitments at the year end.

The Group's leases included rental of office spaces for business use and right of use licences. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental repayments. The lease terms range from 1 to 2 years depending on the term set in the contract. The effective interest rates charged during the financial period is 12% per annum which reflects the borrowing rate on the loan drawn by the parent Company in 2019.

Right of use asset of office rentals is classified as "property, plant and equipment". The movement of the carrying amount of the right-of-use assets of the Group at the start and end of each reporting period is disclosed in Note 13.

During 2021, it was agreed with the lessor that due to Covid-19 conditions it would no longer be feasible for the Company to continue to rent out the office space with the entire workforce operating on a work-from-home basis. As such, the lease was terminated and there was no liability at year-end.

23. GROUP COMPANIES

The Company holds 100% of the ordinary share capital of Glantus Ireland Limited, Glantus Limited, Glantus Inc., Glantus UK Limited and Tasnua Limited. Glantus UK Limited owns 100% of the shares of Meridian Cost Benefit Limited.

Subsidiary	Country of incorporation	Principal activity	Registered address
Glantus Ireland Limited	Ireland	Software solutions	Marina House, Eastpoint Business Park, Dublin 3
Glantus Limited	United Kingdom	Data analytics solutions	Catherine Suite 40 London Road St Albans Hertfordshire, AL1 1NG
Glantus UK Limited	United Kingdom	Vendor recovery solutions	Catherine Suite 40 London Road St Albans Hertfordshire, AL1 1NG
Meridian Cost Benefit	United Kingdom	Vendor recovery solutions	Catherine Suite 40 London Road St Albans Hertfordshire, AL1 1NG

23. GROUP COMPANIES (Continued)

Subsidiary	Country of incorporation	Principal activity	Registered address
Glantus Inc.	United States	Vendor recovery services	99 South Almaden Boulevard, Suite 600, San Jose, California
Tasnua Limited	Ireland	Inter-group trading	Marina House, Eastpoint Business Park, Dublin 3
Glantus Holdings PLC - UK Branch	United Kingdom	UK holding company	Catherine Suite 40 London Road St Albans Hertfordshire, AL1 1NG

Technology Insight Inc. and Glantus Inc. merged on 1st January 2022.

Shares in subsidiary undertakings

Company	**2022** €	**2021** €
At beginning of year	16,093,702	6,955,755
Acquisitions during the year	-	2,762,377
Long term loans advanced for acquisitions (including interest)	91,573	6,438,681
Early payment discount	-	(63,111)
At end of year	16,185,275	16,093,702

24. ULTIMATE CONTROLLING PARTY

Maurice Healy, the Chief Executive, together with management are considered by the directors to be the Company's ultimate controlling party.

25. PENSION COMMITMENTS

The Group operates defined contribution pension schemes. Pension benefits are funded over the employee's period of service by way of contributions to an insured fund. The Group's contributions are charged to the statement of comprehensive income in the year to which they relate. The details of the amount incurred during the year and the balance payable at the year-end is as follows:

	2022 €	**2021** €
Incurred during the year	162,582	71,765
Payable at year end	28,491	37,497

26. FINANCIAL INSTRUMENTS

Financial risk factors
The Group's activities expose it to a variety of financial risks including credit risk, currency risk, liquidity risk.

The Group uses different methods to measure different types of risk to which it is exposed. Responsibility for managing these risks rests with the Board.

(i) Credit risk
Credit risk refers to the loss that a group would incur if a debtor fails to perform under its contractual obligations. Credit risks are mainly related to cash and cash equivalents and trade debtors.

Exposure to credit risk is monitored on a routine basis. The Group trade only with recognised, creditworthy third parties. Receivable balances are monitored on an ongoing basis. As a result, the Group's exposure to bad debts is not significant. Risk is managed by maintaining close contact with each customer.

26. FINANCIAL INSTRUMENTS (Continued)

	2022 €	2021 €
Ageing of past due but not impaired receivables		
Current	503,927	1,044,907
1 – 3 months	1,189,844	720,240
4+ months	519,099	487,115
	2,212,870	2,252,262
Movement in allowance for doubtful debt		
Balance at 31 December	(180,440)	(8,019)
Trade receivable balance at 31 December (net of provision)	2,032,430	2,244,243

Based on prior experience and an assessment of the current economic environment, the directors consider an impairment provision is required against the trade receivables and consider that the carrying value of the Group's trade and other receivables (net of provision) is a reasonable approximation of their fair value.

(ii) **Currency risk**

The Group conducts its business primarily in Ireland, UK and USA. The Company does not hedge its foreign exchange risk arising on transactions denominated in foreign currencies. This is closely managed with part of the risk being covered by the natural hedge of the non-euro denominated costs and other overheads being paid in local currency.

(iii) **Liquidity risk**

Liquidity risk refers to the risk that the Group encounters difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle. The following table details the Group's remaining contractual maturity for its liabilities. The table has been drawn up based on contractual undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Group is expected to receive or (pay). The table includes both interest and principal cash flows.

GROUP

31 December 2022	Total €	Within 1 year €	Between 1 - 5 years €	Over 5 years €
Financial liabilities	4,786,840	4,786,840	-	-
Deferred consideration	1,026,471	1,026,471	-	-
Lease liabilities	144,093	62,832	81,261	-
Research and development tax credit	107,619	107,619	-	-
Bank loan	12,738,890	5,088,890	7,650,000	-
	18,803,913	11,072,652	7,731,261	-

31 December 2021	Total €	Within 1 year €	Between 1 - 5 years €	Over 5 years €
Financial liabilities	3,980,881	3,980,881	-	-
Deferred consideration	1,863,304	1,387,272	476,032	-
Research and development tax credit	80,082	52,894	27,188	-
Bank loan	10,872,222	847,407	10,024,815	-
	16,796,489	6,268,454	10,528,035	-

COMPANY

31 December 2022	Total €	Within 1 year €	Between 1 - 5 years €	Over 5 years €
Financial liabilities	1,367,198	1,367,198	-	-
Amounts owed to Group Companies	506,581	506,581	-	-
Bank loan	12,650,000	5,000,000	7,650,000	-
	14,523,779	6,873,779	7,650,000	-

26. FINANCIAL INSTRUMENTS (Continued)

31 December 2021	Total	Within 1 year	Between 1 - 5 years	Over 5 years
	€	€	€	€
Financial liabilities	721,195	721,195	-	-
Amounts owed to Group Companies	416,191	416,191	-	-
Bank loan	10,650,000	714,074	9,935,926	-
	11,787,386	1,851,460	9,935,926	-

Fair values
The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial instruments whose carrying amount approximate fair value
Management has determined that the carrying amounts of cash and bank balances, trade and other receivables and trade and other payables reasonably approximate their fair values because these are mostly short-term in nature. The fair values of other classes of financial assets and liabilities are disclosed in their respective notes to these financial information.

The analysis of the carrying amounts of the financial instruments of the Group required under IFRS 9 Financial Instruments is as follows:

Financial assets that are debt instruments measured at amortised cost

GROUP

	2022	2021
	€	€
Trade receivables	2,032,430	2,244,243
Unbilled receivables	1,835,263	3,715,891
Cash and cash equivalents	341,590	2,353,130
Prepayment	173,147	354,821
Corporation Tax Asset	6,905	120,466

COMPANY

	2022	2021
	€	€
Amounts owed from group companies	6,181,288	4,594,598
VAT Asset	18,787	-
Accrued income	-	71,074
Prepayment	80,941	43,171
Corporation Tax Asset	2,567	-
Cash and cash equivalents	82,220	584,902

Financial liabilities at amortised cost

GROUP

	2022	2021
	€	€
Trade payables	749,599	781,780
Bank loan	12,738,890	10,872,222
Lease liabilities	144,093	-
Accruals & other payables	1,623,747	572,116

COMPANY

	2022	2021
	€	€
Amounts owed to group companies	506,581	416,191
Trade payables	422,137	471,648
Bank loan	12,650,000	10,650,000
Accruals and other payables	914,913	172,605

26. FINANCIAL INSTRUMENTS (Continued)

Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Group consists of debts, which includes the borrowings and equity attributable to the shareholders, comprising issued capital and reserves.

27. RELATED PARTY TRANSACTIONS

In common with other companies, which are members of a group of companies, the financial information reflects the effect of such membership. The Group is availing of the exemption contained in IAS 24 Related Party Disclosures and is not disclosing its transactions between wholly owned group companies.

There are no related party sales transaction in 2022 (2021: €400,000 excluding VAT relating to sales to Mendreo for software development and consultancy services. One of the directors of Mendreo Limited is a related party to Maurice Healy).

Key management personnel

The directors have authority and responsibility for planning, directing and controlling the activities of the Company are considered to be key management personnel. Total remuneration is respect of these individuals is €737,986 (2021: €522,399).

The amount due to the directors at the statement of financial position date is €Nil (2021: €Nil).

28. SUBSEQUENT EVENTS

Since 31 December 2022, the Company completed a successful fundraising of €1.4m through a subscription of new shares in February 2023.

There have been no other post balance sheet events that have occurred since the financial year end that require disclosure.

29. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the board on 29 June 2023.

COMPANY INFORMATION

Company Information and Advisers

Directors	Maurice Healy Gráinne McKeown (resigned 9 December 2022) Geoff Keating Diane Gray-Smith (resigned 16 May 2023) Barry Townsley Tom Price Thomas Brooke (appointed 8 December 2022)
Secretary	Paula Nolan (appointed 9 December 2022)
Nominated Adviser	Shore Capital and Corporate Limited Cassini House, 57 St James's Street London, SW1A 1LD
Broker	Shore Capital Stockbrokers Limited Cassini House, 57 St James's Street London, SW1A 1LD
Reporting Accountants and Auditors	Mazars Block 3 – Harcourt Centre, Harcourt Road Dublin 2, D02 A339, Ireland
Legal Advisers - English Law	A&L Goodbody LLP 42-46 Fountain Street, Belfast, BT1 5EF Northern Ireland
Registered Office	Head Office Marina House, Block V, Eastpoint Business Park Clontarf Dublin 3, D03 AX24, Ireland
Company Number	616225
Financial PR and IR	Yellow Jersey PR 231-232 Strand, London, WC2R 1DA
Registrars	Link Registrars Limited 2 Grand Canal Square, Dublin 2 D02 A342, Ireland
Legal Advisers - Irish Law	A&L Goodbody LLP IFSC, 25-28 North Wall Quay, Dublin 1 D01 G104, Ireland
Legal Advisers - US Law	Wilson Sonsini Goodrich & Rosati 650 Page Mill Road, Palo Alto, California 94304 1050, United States