

**MOBILE STREAMS PLC**

ANNUAL REPORT  
FOR THE YEAR ENDED  
30 JUNE 2020

Company registration number:	03696108
Registered office:	125 Wood Street London EC2V 7AW
Directors:	Nigel Burton (Chairman) Mark Epstein (Chief Operating Officer) Charles Goodfellow (Non-Executive Director)
Secretary:	Pennsec Limited 125 Wood Street London EC2V 7AW
Bankers:	National Westminster Bank plc 30 Market Place Newbury RG14 5AG
Auditor:	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD
Nominated Adviser:	Beaumont Cornish Limited Building 3 566 Chiswick High Road London W4 5YA
Broker:	Peterhouse Capital Limited 3rd Floor 80 Cheapside London EC2V 6EE
Registrar:	Computershare The Pavilions Bridgwater Road Bristol BS13 8AE
Corporate web site:	<a href="http://www.mobilestreams.com">www.mobilestreams.com</a>

## **Contents**

Chairman's statement	4
Strategic report	5
Directors' report	12
Corporate Governance Statement	15
Independent Auditors Report on the Consolidated Financial Statements	20
Consolidated statement of comprehensive income	24
Consolidated statement of financial position	25
Consolidated statement of changes in equity	26
Consolidated cash flow statement	27
Summary of significant accounting policies	28
Notes to the consolidated financial statements	33
Independent Auditors Report on the Company Financial Statements	46
Company statement of financial position	50
Company statement of changes in equity	51
Company accounting policies	52
Notes to the company financial statements	53

## Chairman's Statement

The Board of Mobile Streams plc presents its audited accounts for the financial year ended 30 June 2020.

In the year to 30 June 2020 Mobile Streams continued to offer games and other content direct to consumers across a wide range of mobile devices in three emerging markets. Market conditions in Argentina in particular, the peso devaluation, had an adverse effect on revenues, leading to increased losses. As a result of the reductions in revenue, a comprehensive cost-cutting programme was undertaken during the year.

Group revenue for the year ended 30 June 2020 was £0.6m (2019: £1.3m). Trading EBITDA (calculated as profit before tax, interest, amortisation, depreciation, share compensation expense and impairment of assets) was negative £0.6m for year (2019: negative £0.7m). Loss before tax was £1.6m (2019: £0.6m loss). Most of the reduction in revenues is attributable to challenging trading conditions in Argentina. Revenue in Argentina (which equated to 77% of Group revenue) on a constant currency basis decreased by 25% from AR\$48m to AR\$36m.

The Directors do not propose payment of a dividend (2020: £Nil). The Group had a net cash balance of £1.3m, with no debt, at 30 June 2020 (2019: £0.1m cash with no debt).

The Group's principal business remains the generation of revenues through relationships with mobile operators and content aggregators, and the Board expects that in the current financial year the majority of revenues are again likely to be generated in Latin America.

In November 2019 the Company announced that it would launch a new data insight and intelligence platform, called Streams, based on licensing of the Krunch Data platform. The Streams business provides bespoke services to the B2B (business to business) market and targets customers in the US, LatAm and Europe. Following the year end, the Company announced the launch of the Streams SaaS ("Software as a Service") platform on 6 July, and since 14 October customers have been able to access the service and pay for it online.

The Board believes that the Streams data offering is the largest opportunity for the Company to deliver growth in shareholder value via newly developed products and services. The main focus for the current year will be growing and developing the product and sales pipeline.

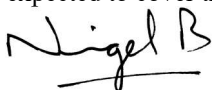
The traditional content delivery side of the business still brings in ongoing revenue and therefore will be continued, however the majority of investment going forwards will be in growing the new data insight and intelligence business.

During the year, 5 subsidiaries were closed (Singapore, Australia, Chile, Appitalism and The Nickels Group). The effect of the derecognition was duly exposed in the statements.

During the year, the Company raised £1.76m before expenses through Placings in November 2019, April 2020 and May 2020. The Placing in November 2019 was accompanied by the appointment of new advisers and a strengthening of the Board. The Placings in April and May followed a three month suspension in trading of the shares whilst the new management prepared audited accounts, hampered by the failure of previous management to make adequate preparations. The share issues in April and May demonstrated strong investor support for the strategy of growing the Streams data insight and intelligence platform, based on licensing of the Krunch Data platform.

The Directors have considered the impact of the Covid-19 pandemic on the business, and at the time of writing revenues have not been affected. All our staff work from home, and the online nature of the existing business, both in terms of content delivery and revenue collection, means that we do not envisage any disruption to that business unless a prolonged economic downturn results in a rise in cancellations. The Streams business is also largely remote, although in the short term face to face marketing has been impacted and demand could be affected as clients themselves respond to the ongoing effects of the pandemic.

The Directors have prepared a cashflow forecast which indicates that the amount raised during the year to 30 June is expected to cover the Company's working capital requirements for the foreseeable future.



**Nigel Burton**  
**Chairman**  
**15 December 2020**

## **Operating review**

Mobile Streams' performance during the financial year ended 30 June 2020 was driven primarily by its Mobile Internet subscription sales in Argentina and India.

Group revenue for the year ended 30 June 2020 was £0.6m (2019: £1.3m). The gross profit of £0.2m (2019: £0.5m) decreased by 67%. The gross profit margin decreased from 37.5% to 25.6% as a result of higher impact of the marketing (direct to consumer) costs related to its Mobile Internet division.

During the period, both the Group's Mobile Internet revenues and its Mobile Operator revenues decreased. As consumers steadily update their phones from legacy feature and flip phone models to smartphones, they have generally used the operator content portals less, whilst using independent portals, as well as the open mobile internet, more actively.

### **Mobile Internet sales**

The Argentine Peso devalued significantly during the period, affecting the revenues when expressed in GBP. We continue to work with our longest standing billing partner locally and this remains the foundation of the overall business.

The Indian mobile market has stabilised after the last years development. During 2020, network connections have continued improving throughout the country, lowered prices for data and had an impact on the financial results of other carriers.

Our largest customer in India merged their Indian businesses, disrupting the Company's ability to monetise its services as platforms were merged and new contracts concluded.

### **Mobile Operator sales**

The Group has several contracts with mobile operators that allow the distribution of content through their mobile portals, although the revenue has been reduced year on year partially because of consumer preferences and greater competition.

There was a reduction in the number of consumer visitors to these portals, which has been a continuing trend for several years. The Group's teams share and implement the best retailing practices in order to increase the conversion of visitors into customers to mitigate the natural decline in this revenue stream as the market changes.

The mobile operator revenue stream is now immaterial to the overall Group given its decline and the shift to mobile internet sales.

### **Sales by Territory**

Operations in Argentina were extremely challenging in the year as a result of general market conditions and regulation in the local market for mobile content subscriptions. Revenues in Argentina decreased 25% in Argentine Pesos terms from AR\$48m to AR\$36m. As a result of the Peso devaluation in the year of 26.9%, the revenues expressed in Sterling show a 42.6% decrease from £0.9m to £0.5m, equating to 77% of Group revenues.

Revenues in India represented 19.5% of the revenues of the Group. Indian revenues have been reducing due to the reduction in marketing campaigns. Trading was more challenging than anticipated because of policy changes at one of the Group's key partners and lower revenue from another.

### **Financial review**

Group revenue for the year ended 30 June 2020 was £0.6m, a 52.4% decrease on the previous year (2019: £1.3m).

Gross profit was £0.2m, a decrease of 67% during the year (2019: £0.5m). The gross profit margin decreased from 37.5% to 25.6% on account of increased efficiency of marketing (Direct to Consumer) costs related to Mobile Internet.

## STRATEGIC REPORT

Selling, marketing and administrative expenses were £Nil, a 100% decrease (2019: £0.2m).

The Group recorded a loss after tax of £1.6m for the year ended 30 June 2020 (2019 loss: £0.4m). Basic earnings per share decreased to a loss of 0.379 pence per share (2019: loss of 0.368 pence per share). Adjusted earnings per share (excluding interest, depreciation, amortisation, impairments and share compensation expense) decreased to a loss of 0.379 pence per share (2019: loss of 0.362 pence per share).

The Group had cash of £1.34m at 30 June 2020, with no debt (2019: £0.12m of cash with no debt).

**Financial performance**

	<b>Year to 30 June 2020 £000's</b>	<b>Year to 30 June 2019 £000's</b>
Revenue	<b>636</b>	1,335
Gross profit	<b>163</b>	501
Selling and Marketing Costs		(239)
Administrative Expenses*	<b>(773)</b>	(930)
Trading EBITDA**	<b>(610)</b>	(668)
Depreciation and Amortisation	-	(3)
Impairments	-	-
Share Based Compensation	-	(3)
Operating loss	<b>(610)</b>	(674)
Loss on derecognition of subsidiaries	<b>(953)</b>	-
Finance Income	-	113
Finance Expense	-	(4)
Loss before tax	<b>(1,563)</b>	(565)

\* Administrative expenses exclude amortisation, depreciation and share compensation expense.

\*\* Calculated as profit before tax, interest, amortisation, depreciation, share compensation expense and impairment of assets.

**Key performance indicators (“KPI’s”)**

Gross profit as a percentage of revenue is a measure of our profitability. Gross profit was £0.2m for the year ended on 30 June 2020 (2019: £0.5m). The KPIs used by the Group are Trading EBITDA\*\*, variance in revenue and gross profit. These KPIs are reviewed on a regular basis, largely by reference to budgets and reforecasts. Trading EBITDA was a loss of £0.6m for the year ended on 30 June 2020 (2019: loss of £0.7m).

Earnings before tax, interest, amortisation, depreciation, share compensation expense and impairment of assets (Trading EBITDA) measured exactly as stated. All tax, interest, amortisation, depreciation, share compensation expense and impairment of assets entries in the consolidated income statement are added back to profit after tax in calculating this measure.

Although revenue in Argentina decreased by 42.6% during the year, like-for-like revenue on a constant currency basis decreased by 25%.

Gross profit as a percentage of revenue is a measure of the Group’s profitability. Gross profit margin was 25.6% for the year ended on 30 June 2020 (2019: 37.5%).

\*\*EBITDA is a non-IFRS measure and is calculated as profit before tax, interest, amortisation, depreciation, share compensation expense and impairment of assets.

## STRATEGIC REPORT

### Strategy

The Group's principal business remains the generation of revenues through relationships with mobile operators and content aggregators, using the Group's expertise in selling content to consumers in developing markets.

In November 2019 the Company announced that it would launch a new data insight and intelligence platform, called Streams, based on licensing of the Krunch Data platform. The main focus for the current year will be in growing and developing the product and sales pipeline.

### Share Issue

In November 2019, the Group issued 249,738,938 shares at a value of 0.113 pence per share. In April 2020, the Group issued 98,437,500 shares at a value of 0.08 pence per share. In May 2020, the Group issued 182,812,500 shares at a value of 0.08 pence per share, and 333,333,333 shares at a value of 0.3 pence per share, and 143,500,000 shares at a value of 0.2 pence per share. The share issues in April and May demonstrated strong investor support for the strategy of growing the Streams data insight and intelligence platform, based on licensing of the Krunch Data platform.

The Group's source of capital is the parent company's equity shares. The Group has not raised debt financing in the past and does not expect to do so in the future.

The total number of shares in issue as at 30 June 2020 was 1,148,574,804 (30 June 2019: 140,752,533) with a par value of £0.002 per share. All issued shares are fully paid.

In November 2019, shareholders approved the proposal to sub-divide the entire existing share capital, both issued and to be issued, consisting of ordinary shares of 0.2 pence nominal value each, into ordinary Shares of 0.01 pence nominal value each and deferred shares of 0.19 pence nominal value each, thus enabling the company to lawfully implement the placing at the issue price.

Each new ordinary share resulting from the share reorganisation had the same rights (including voting and dividend rights and rights on a return of capital) as each existing ordinary share except that they have a nominal value of 0.01 pence each.

The deferred shares have very limited rights which are deferred to the ordinary shares and will effectively carry no value as a result. Accordingly, the holders of the deferred shares are not entitled (unless they also hold ordinary shares) to receive notice of, attend or vote at general meetings of the Company, nor be entitled to receive any dividends or any payment on a return of capital until at least £10,000,000 has been paid on each ordinary share.

### Principal risks and uncertainties

The nature of the Group's business and strategy makes it subject to a number of risks.

The Directors have set out below the principal risks facing the business.

### Contracts with Mobile Network Operators (MNOs)

While Mobile Streams maintains relationships with numerous MNOs in the various territories, a small number of operators account for a high portion of the Group's business. The Group is seeking to mitigate this risk by broadening its overall offering.

### Contracts with rights holders

The majority of content provided by Mobile Streams is licensed from rights holders. While Mobile Streams is not dependent on any single rights holder for its entertainment content, termination, non-renewal or significant

## STRATEGIC REPORT

renegotiation of a contract could result in lower revenue.

The Group continues to enter into new content licensing arrangements to mitigate these risks.

### **Competition**

Competition from alternative providers could adversely affect operating results through either price pressures, or lost custom. Products and pricing of competitors are continuously monitored to ensure the Group is able to react quickly to changes in the market.

### **Fluctuations in currency exchange rates**

Approximately 99% of the Group's revenue relates to operations outside the UK. The Group is therefore exposed to foreign currency fluctuations and the financial condition of the Group may be adversely impacted by foreign currency fluctuations. Argentina had an inflation rate of 42.76% for the period July 2019 – June 2020 and the Argentinian economy is designated as a hyper-inflationary. See note 20 "Foreign currency risk"

The Group has operations in India and Latin America. As a result, it faces both translation and transaction currency risks.

Currency exposure is not currently hedged, though the Board continuously reviews its foreign currency risk exposure and potential means of combating this risk.

### **Dependencies on key executives and personnel**

The success of the business is substantially dependent on the Directors and senior management team. The risks have been mitigated by strengthening the Board and management team during the year.

### **Technology risk**

A significant portion of the future revenues are dependent on the Group's technology platforms. Instability or interruption of availability for an extended period could have an adverse impact on the Group's financial position.

Mobile Streams has invested in resilient hardware architecture and continues to maintain software control processes to minimise this risk.

### **Management controls and reporting procedures and execution**

The ability of the Group to implement its strategy in a competitive market requires effective planning and management control systems. The Group's future growth will depend upon its ability to expand whilst improving exposure to operational, financial and management risk.

### **Going concern risk**

In common with the Going Concern disclosures in the Group financial statements, the Company financial statements have been prepared on a going concern basis, which assumes that the Group and the Company will continue in operational existence for the foreseeable future, being 12 months from the date of sign-off of these accounts.

The Group and Company use annual budgeting, forecasting and regular performance reviews to assess the longer-term profitability of the Group and make strategic and commercial changes as required ensuring cash resources are maintained. Although there was a significant fall in revenues and a loss for the year ending 30 June 2020, the Group actively manages its use of cash, particularly marketing and other expenditure.



## STRATEGIC REPORT

After consideration of the above, the Directors consider that the continued adoption of the going concern basis is appropriate.

### **Financial risk management objectives and policies**

The Group uses various financial instruments. These include cash and various items, such as trade receivables and trade payables that arise directly from its operations. The numerical disclosures relating to these policies are set out in the notes to the financial statements.

The existence of these financial instruments exposes the Group to a number of financial risks, which are described in more detail below. The Group does not currently use derivative products to manage foreign currency or interest rate risks.

The main risks arising from the Group's financial instruments are market risk, currency risk, liquidity risk and credit risk. The Directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous periods.

### **Market risk**

Market risk encompasses three types of risk, being currency risk, fair value interest rate risk and price risk. In this review interest rate and price risk have been ignored as they are not considered material risks to the business.

### **Liquidity risk**

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

The Group currently has no borrowing arrangements in place and prepares cash flow forecasts which are reviewed at Board meetings to monitor liquidity.

### **Credit risk**

The Group's principal financial assets are bank deposits, cash and trade receivables. The credit risk associated with the bank deposits and cash is limited as the counterparties have high credit ratings assigned by international credit-rating agencies. The principal credit risk arises therefore from the Group's trade receivables. Most of the Group's trade receivables are large mobile network operators or media groups. Whilst historically credit risk has been low management continuously monitors its financial assets and performs credit checks on prospective partners.

### **Revenues**

Revenues in Argentina decreased 25% in Argentine Pesos terms from AR\$48m to AR\$36m. As a result of the Peso devaluation in the year of 26.9%, the revenues expressed in Sterling show a 42.6% decrease from £0.9m to £0.5m, equating to 77% of Group revenues.

Revenues in India represented 19.5% of the revenues of the Group. The Indian Rupee remained stable during the last 12 months with a devaluation of 5.4% to the British Pound.

### **Future developments**

In November 2019 the Company announced that it would launch a new data insight and intelligence platform, called Streams, based on licensing of the Krunch Data platform. The Streams business provides bespoke services to the B2B (business to business) market and targets customers in the US, LatAm and Europe. The Streams business secured its first paying client in April 2020, with further clients signed in June 2020. Following the year end, the Company announced the launch of the Streams SaaS ("Software as a Service") platform on 6 July, and since 14 October customers have been able to access the service and pay for it online.

## STRATEGIC REPORT

The Board believes that the Streams data offering is the largest opportunity for the Company to deliver growth in shareholder value via newly developed products and services. The main focus for the current year will be growing and developing the product and sales pipeline.

### Potential impact of Brexit

The UK's exit from the European Union is unlikely to impact the Group materially at an operational level, as almost all of the Group's revenues are derived from customers based outside the EU.

### Section 172 Companies Act disclosure

When making decisions, the Directors of the Company must act in a way they consider, in good faith, is most likely to promote the success of the Company for the benefit of its members as a whole, while also considering the broad range of stakeholders who interact with and are impacted by the business. Throughout the year, while discharging their duties, section 172(1) requires a Director to have regard, amongst other matters, to the:

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

In discharging their section 172(1) duties, the Directors have had regard to the factors set out above, as well as other factors relevant to the decisions being made. The Board acknowledges that not all decisions made will necessarily result in a positive outcome for all stakeholders, nevertheless the Board aims to ensure that the decisions made are consistent and intended to promote the Company's long-term success.

Examples of how the Directors have engaged with the Company's stakeholders with regard to section 172(1) are detailed below:

#### Shareholders

The Board aims to build long term shareholder value by pursuing the stated strategy. RNS updates are provided as required, and in addition Directors respond to all queries received from investors, within the necessary regulatory and commercial constraints.

#### Employees

The Board strives to maintain and develop a culture where all employees feel valued and included. The Board has engaged with employees, within the limits resulting from the Covid-19 pandemic. The company supports the professional and personal development of employees, which are viewed as fundamental to the continued success of the company.

#### Suppliers, customers and others

The Board recognises that it is crucial that the company delivers a reliable service to its customers. Strong relationships with suppliers are maintained, including by seeking to pay suppliers within their agreed terms wherever possible.

The Board regards compliance with all relevant regulatory frameworks with the upmost importance. As a data and telecommunications business it is essential that the company fully complies with data protection and other regulations across all territories in which it operates. Audit and Compliance functions report to the Board on a regular basis. Training and monitoring are continually developed and open communication between the Board and stakeholders is encouraged.

#### Community and environment

Mobile Streams is aware of the different environments in which it operates. Furthermore, the company has responded pragmatically to the Covid-19 pandemic, in particular to ensure the safety of our employees and other key stakeholder groups mentioned above.

MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

STRATEGIC REPORT

The Strategic Report was approved by the Board and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'Nigel B', with a horizontal line underneath.

**Nigel Burton**  
**Chairman**  
**15 December 2020**

## DIRECTORS' REPORT

**Items dealt with in the Strategic Report**

- Business review
- Principal risks and uncertainties
- Future developments

The principal activities of the Group are the sale of content for distribution on mobile devices and provision of data insight and intelligence platforms and services. The Company is registered in England and Wales under company number 03696108.

**Results and dividends**

The trading results and the Group's financial position for the year ended 30 June 2020 are shown in the attached financial statements, and are discussed further in the Strategic Report.

The Directors have not proposed a dividend for this year (2019: £Nil).

**Directors and their interests**

The Directors of the Company (the "Board" or the "Directors"), who served during the year, together with their beneficial interests in the ordinary shares of the Group, as at 30 June 2020, are set out below. All Directors served on the Board throughout the year.

**Shares held or controlled by Directors**

	<b>Ordinary shares of £0.001 each 30 June 2020</b>	<b>Ordinary shares of £0.001 each 30 June 2019</b>
Nigel Burton	<b>8,849,557</b>	-
Mark Epstein	-	-
Charles Goodfellow	-	-
Enrique Benasso (resigned 1 October 2019)	-	-
S Buckingham (resigned 6 December 2019)	-	12,385,500
P Tomlinson (resigned 2 April 2020)	-	40,000
J Bill (resigned 26 November 2019)	-	10,000

The current Directors of the Company are listed below in the Corporate Governance Statement.

**Options**

The table below summarises the exercise terms of the various options over ordinary shares of 0.01 pence (2019: 0.20 pence) which have been granted and were still outstanding at 30 June 2020.

	Options Held at 1 July 2019	Options Granted during the period	Options exercised during the period	Options Held at 30 June 2020	Exercise price	Earliest date from which exercisable	Latest expiry date
	Number	Number	Number	Number	£		
E Benasso	285,000	-	-	285,000	0.180	13 June 2015	12 June 2024

The remuneration of the Directors for the year amounted to £275k (2019: £316k). The remuneration of the highest paid Director was £79,000 (2019: £253,000).

The remuneration of each of the Directors and Senior Management for the period ended 30 June 2020 is set out below:

## DIRECTORS' REPORT

							Year to 30 June 2020	Year to 30 June 2019
	Salary	Fees	Benefits	Post employment benefits	Other Long Term benefits	Termination Benefits	Total	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
S Buckingham *	44	32	3	-	-	-	79	253
M Epstein	23	-	-	-	-	-	23	-
T Gutteridge #	23	-	-	-	-	-	23	-
A Jamieson #	23	-	-	-	-	-	23	-
C Goodfellow	23	-	-	-	-	-	23	-
N Burton	23	-	-	-	-	-	23	-
P Tomlinson *	-	31	-	-	-	-	31	25
J Bill *	-	-	-	-	-	-	-	10
E Benasso *	50	-	-	-	-	-	50	28
Total	209	63	3	-	-	-	275	316

\* Resigned during the year

# Senior management (non-Board role)

Benefits comprise medical health insurance. All items are considered short term in nature.

The three Directors appointed during the year, namely Nigel Burton, Charles Goodfellow and Mark Epstein and two senior employees Annabel Jamieson and Tom Gutteridge, all agreed to annual remuneration of £30,000 each, and also agreed to accept payment for their services in Ordinary Shares, subject to deduction and payment of all necessary taxes, until such time as the Directors are satisfied that the Company is able to make these payments out of operating cashflow. As outlined in the Placing Circular dated 30 March 2020, to defer the cash costs (principally National Insurance and PAYE taxes) to the Company it has been agreed that the issue of these Ordinary Shares will be deferred until the interim results to 31 December 2020 are issued in early 2021, at the Placing Price. The table includes the accrued director's fees for the year corresponding to the period from 26 November 2019 to 30 June 2020.

### Going Concern

The financial statements have been prepared on a going concern basis. The Directors acknowledge that there is an uncertainty over the ability of the Group to meet its funding requirements having incurred a net loss for the year of £1.6m.

Following the successful placing and Board changes in November 2019, the Directors have reduced costs further, and have launched a new data insight and intelligence platform, called Streams. The Streams business provides bespoke services to the B2B (business to business) market and targets customers in the US, LatAm and Europe. The Streams business secured its first paying client in April 2020, with further clients signed in June 2020. Following the year end, the Company announced the launch of the Streams SaaS ("Software as a Service") platform on 6 July, and since 14 October customers can access the service and pay for it online. The Group's forecasts assume that Streams will represent a growing proportion of revenues.

The Directors have prepared a cashflow forecast which indicates that existing resources are expected to cover the Company's working capital requirements for the foreseeable future.

The Directors believe, that based on these developments and the forecasts and projections prepared, that sufficient liquid resources are available for the Company to continue to operate as a going concern for the foreseeable future, and that the Company will be able to access adequate capital to operate successfully.

### Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Director's Report and the Financial Statements in accordance with applicable laws and regulations.

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

## DIRECTORS' REPORT

law to prepare the Company Financial Statements in accordance with IFRS as adopted by the EU.

Under company law the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company and Group for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards and IFRSs have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the Financial Statements, and the Directors' Remuneration Report comply with the Companies Act 2006 and Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors confirm that:

- So far as each Director is aware, there is no relevant audit information of which the Group's auditor is unaware, and
- 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 auditor is aware of that information.

This confirmation is given pursuant to section 418 of the Companies Act 2006 and should be interpreted in accordance with and subject to those provisions.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Auditor**

PKF Littlejohn UK LLP have indicated their willingness to continue in office.

## DIRECTORS' REPORT

### Corporate Governance Statement

The Board is committed to maintaining high standards of corporate governance.

The Company's Corporate Governance Statement, which includes full details of the recognised corporate governance code which the Company complies with and an explanation of any departure from the code, is maintained on its website, as required by AIM rules. The information is reviewed at least once per annum and the website includes the date on which the information was last reviewed. The most recent review has been undertaken during the process of preparing the Annual Report and Financial Statements.

As a company whose shares are traded on AIM, the Board seeks to comply with the Quoted Companies Alliance's Corporate Governance Code ("the QCA Code"). In addition, the Directors have adopted a code of conduct for dealings in the shares of the Company by directors and employees and are committed to maintaining the highest standards of corporate governance. Nigel Burton, in his capacity as Non-Executive Director, has assumed responsibility for ensuring that the Company has appropriate corporate governance standards in place and that these requirements are followed and applied within the Company as a whole. The corporate governance arrangements that the Board has adopted are designed to ensure that the Company delivers long term value to its shareholders and that shareholders have the opportunity to express their views and expectations for the Company in a manner that encourages open dialogue with the Board. The Board recognises that its decisions regarding strategy and risk will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The Board is very aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole and the way that employees behave. A large part of the Company's activities is centred upon what needs to be an open and respectful dialogue with employees, clients and other stakeholders. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company successfully to achieve its corporate objectives. The Board places great importance on this aspect of corporate life and seeks to ensure that this flows through all that the Company does.

The resignation of Enrique Benasso as a Director was announced in October 2019. In November 2019 the resignation of Jonathan Bill as a Director and the appointment of Nigel Burton, Charles Goodfellow and Mark Epstein to the Board as Directors were announced, at the same time Peter Tomlinson stepped down as Non-Executive Chairman and was replaced by Nigel Burton. The resignation of Simon Buckingham as a Director and CEO was announced in December 2019. Mr. Tomlinson resigned as Director on 2 April 2020.

No other material governance related matters occurred during the financial year ended 30 June 2020.

The Company's Corporate Governance report, which can also be found on the website, follows.

### Corporate Governance Report

The QCA Code sets out 10 principles that should be applied. These are listed below together with a short explanation of how the Company applies each of the principles:

#### Principle One

##### *Business Model and Strategy*

The Board has concluded that the highest medium and long term value can be delivered to its shareholders by the adoption of a single strategy for the Company. The Company will seek to grow its business organically, aided by the JV Agreement with Krunch, and will seek out further complementary partnerships and acquisitions that create enhanced value.

#### Principle Two

##### *Understanding Shareholder Needs and Expectations*

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. The Company has close ongoing relationships with its private shareholders. Institutional shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. In addition, all shareholders are encouraged to attend the Company's Annual General Meeting. Investors also have access to current information on the Company through its website, [www.mobilestreams.com](http://www.mobilestreams.com), and via Mark Epstein, COO who is available to answer investor relations enquiries.

#### Principle Three

##### *Considering wider stakeholder and social responsibilities*

The Board recognises that the long-term success of the Company is reliant upon the efforts of the employees of the Company and its contractors, suppliers, regulators and other stakeholders. The Board has put in place a range of

## DIRECTORS' REPORT

processes and systems to ensure that there is close oversight and contact with its key resources and relationships. For example, all employees of the Company participate in a structured Company-wide annual assessment process which is designed to ensure that there is an open and confidential dialogue with each person in the Company to help ensure successful two way communication with agreement on goals, targets and aspirations of the employee and the Company. These feedback processes help to ensure that the Company can respond to new issues and opportunities that arise to further the success of employees and the Company. The Company has close ongoing relationships with a broad range of its stakeholders and provides them with the opportunity to raise issues and provide feedback to the Company.

**Principle Four***Risk Management*

In addition to its other roles and responsibilities, the Audit and Compliance Committee is responsible to the Board for ensuring that procedures are in place and are being implemented effectively to identify, evaluate and manage the significant risks faced by the Company. The risk assessment matrix below sets out those risks, and identifies their ownership and the controls that are in place. This matrix is updated as changes arise in the nature of risks or the controls that are implemented to mitigate them. The Audit and Compliance Committee reviews the risk matrix and the effectiveness of scenario testing on a regular basis. The following principal risks and controls to mitigate them, have been identified:

Activity	Risk	Impact	Control(s)
<b>Management</b>	Recruitment and retention of key staff	Reduction in operating capability	Stimulating and safe working environment
			Balancing salary with longer term incentive plans
<b>Regulatory adherence</b>	Breach of rules	Censure or withdrawal of authorisation	Strong compliance regime instilled at all levels of the Company
<b>Strategic</b>	Damage to reputation	Inability to secure new capital or clients	Effective communications with shareholders coupled with consistent messaging to our customers
	Inadequate disaster recovery procedures	Loss of key operational and financial data	Robust compliance Secure off-site storage of data
<b>Financial</b>	Liquidity, market and credit risk	Inability to continue as going concern	Robust capital management policies and procedures
		Reduction in asset values	Appropriate authority and investment levels as set by Treasury and Investment Policies
	Inappropriate controls and accounting policies	Incorrect reporting of assets	Audit and Compliance Committee

The Directors have established procedures, as represented by this statement, for the purpose of providing a system of internal control. An internal audit function is not considered necessary or practical due to the size of the Company and



## DIRECTORS' REPORT

the close day to day control exercised by the executive directors. However, the Board will continue to monitor the need for an internal audit function. The Board works closely with and has regular ongoing dialogue with the Company financial controller and has established appropriate reporting and control mechanisms to ensure the effectiveness of its control systems.

### **Principle Five**

#### *A Well Functioning Board of Directors*

As at the date hereof the Board comprised, the COO Mark Epstein and two Non-Executive Directors, Nigel Burton and Charles Goodfellow. Biographical details of the current Directors are set out within Principle Six below. Executive and Non-Executive Directors are subject to re-election at intervals of no more than three years. The letters of appointment of all Directors are available for inspection at the Company's registered office during normal business hours.

The Board meets at least eight times per annum. It has established an Audit and Compliance Committee and a Remuneration Committee, particulars of which appear hereafter. The Board has agreed that appointments to the Board are made by the Board as a whole and so has not created a Nominations Committee. The Non-Executive Directors are considered to be part time but are expected to provide as much time to the Company as is required. The Board considers that this is appropriate given the Company's current stage of operations. It shall continue to monitor the need to match resources to its operational performance and costs and the matter will be kept under review going forward. The Board notes that the QCA recommends a balance between executive and non-executive Directors and recommends that there be two independent non-executives. Nigel Burton and Charles Goodfellow are considered to be Independent Directors. Further commentary in relation to the board's assessment of independence is set out within Principle Six below.

The Directors are of a view that the Company does not currently require a separate CFO to be appointed to the board due to the current scale of operations and financial experience of the directors. In particular the Company's non-executive Chairman, Nigel Burton, has significant experience as Chief Financial Officer to a number of private and public companies. The Company's CFO, Enrique Benasso, reports to the board. The Board will continue to monitor this position.

As the Company grows and develops the board will periodically review its corporate governance framework to ensure it remains appropriate for the size, complexity and risk profile of the Company

#### *Attendance at Board and Committee Meetings*

The Company shall report annually on the number of Board and committee meetings held during the year and the attendance record of individual Directors. To date in the current financial year the Directors have a 100% record of attendance at such meetings. In order to be efficient, the Directors meet formally and informally both in person and by telephone. During the year there were 8 Board meetings, with all directors being present at all meetings. The volume and frequency of such meetings is expected to continue at a similar rate. The Audit and Compliance Committee met three times and the Remuneration Committee, met twice, in each case with all members present.

### **Principle Six**

#### *Appropriate Skills and Experience of the Directors*

The Board currently consists of four Directors led by Chairman Nigel Burton and, in addition, the Company has contracted the outsourced services of Pennsec Limited to act as the Company Secretary. The Company believes that the current balance of skills in the Board as a whole, reflects a very broad range of commercial and professional skills across geographies and industries and each of the Director's has experience in public markets. As demonstrated below in the descriptions of each Director, the Board has the necessary commercial, financial and legal skills required for the effective leadership of the Group.

The Board recognises that it currently has a limited diversity and this will form a part of any future recruitment consideration if the Board concludes that replacement or additional directors are required.

Each Director undertakes a mixture of formal and informal continuing professional development as necessary to ensure that their skills remain current and relevant to the needs of the Group.

#### **Mr Charles Edouard Goodfellow, Non-Executive Director**

Charles Goodfellow has over 30 years' experience in the London capital markets, having worked initially in equity sales and then in corporate finance for various London investment banks and corporate finance specialists. He specialises in assisting smaller companies across a range of sectors in raising growth capital, as well as targeting industry partners capable of taking strategic stakes and control.

## DIRECTORS' REPORT

### **Dr Nigel John Burton, Non-Executive Chairman**

Following over 14 years as an investment banker at leading City institutions including UBS Warburg and Deutsche Bank, including as the Managing Director responsible for the energy and utilities industries, Nigel spent 15 years as Chief Financial Officer or Chief Executive Officer of a number of private and public companies. Nigel is currently a Non-Executive Director of AIM listed companies Digitalbox plc, Corcel plc and eEnergy plc.

### **Mr Mark Alexander Epstein, Chief Operating Officer**

Mark is an experienced CEO, director, entrepreneur, expert in marketing, communications, technology and mobile. Mark is the co-founder of Krunch.ai a next generation insight and intelligence platform, IgniteAMT a digital transformation company and IgniteCAP an incubation and investment business. Mark also co-founded and was CEO on its AIM listing of The People's Operator PLC, a cause-based mobile phone network that had operations the UK and USA. Prior to that Mark co-founded Mass1 which he grew into one of the UK's most successful campaign agencies. He has also held numerous senior management positions in his career.

Dr Burton and Mr Goodfellow are considered to be independent directors of the Company. In coming to this conclusion, the board has taken a number of matters into consideration including:

- the absence of previous employment or material business relationships with the Company and its Shareholders;
- that none are party to any performance related share schemes; and service length with the Company.

### **Principle Seven**

#### *Evaluation of Board Performance*

The Board has undertaken an internal review of the Board, the Committees and individual Directors, in the form of peer appraisal and discussions, to determine their effectiveness and performance as well as the Directors' continued independence.

The evaluation concluded that the Board demonstrates the appropriate level of skills, knowledge and performance for the size and nature of the Group. The Directors will continue to review the need to strengthen the Board as the Group develops.

### **Principle Eight**

#### *Corporate Culture*

The Board recognises that its decisions regarding strategy and risk will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The corporate governance arrangements that the Board has adopted are designed to ensure that the Company delivers long term value to its shareholders and that shareholders have the opportunity to express their views and expectations for the Company in a manner that encourages open dialogue with the Board. The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole and that this will impact the performance of the Company. The Board is very aware that the tone and culture set by the Board will greatly impact all aspects of the Company as a whole and the way that employees behave. A large part of the Company's activities is centred upon what needs to be an open and respectful dialogue with employees, clients and other stakeholders. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives.

The Board places great import on this aspect of corporate life and seeks to ensure that this flows through all that the Company does. The Directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge. There is frequent dialogue between the Directors and senior management of the principal operating subsidiaries. The Board monitors the corporate culture through a mix of formal and informal feedback, based on which the Board is confident that a healthy culture consistent with the principles adopted exists.

The Company has adopted, with effect from the date on which its shares were admitted to AIM, a code for Directors' and employees' dealings in securities which is appropriate for a company whose securities are traded on AIM and is in accordance with the requirements of the Market Abuse Regulation which came into effect in 2016.

### **Principle Nine**

#### *Maintenance of Governance Structures and Processes*

Ultimate authority for all aspects of the Company's activities rests with the Board, the respective responsibilities of the Chairman and Chief Operating Officer arising as a consequence of delegation by the Board. The Board has adopted appropriate delegations of authority which set out matters which are reserved to the Board. The Chairman is responsible

## DIRECTORS' REPORT

for the effectiveness of the Board, while management of the Company's business and primary contact with shareholders has been delegated by the Board to the Chief Executive Officer.

### *Audit and Compliance Committee*

The Audit and Compliance Committee comprises Dr Nigel Burton and Charles Goodfellow and Nigel Burton chairs this committee. The Audit and Compliance Committee has primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Company is properly measured and reported. It receives reports from the executive management and auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Company. The Audit and Compliance Committee shall meet not less than twice in each financial year and it has unrestricted access to the Company's auditors.

### *Remuneration Committee*

The Remuneration Committee comprises Nigel Burton and Charles Goodfellow, and Charles Goodfellow chairs this committee. The Remuneration Committee reviews the performance of the executive directors and employees and makes recommendations to the Board on matters relating to their remuneration and terms of employment. The Remuneration Committee also considers and approves the granting of share options pursuant to the share option plan and the award of shares in lieu of bonuses pursuant to the Company's Remuneration Policy.

### *Nominations Committee*

The Nominations Committee comprises Nigel Burton and Charles Goodfellow, and Nigel Burton chairs this committee.

### *Non-Executive Directors*

The Board has adopted guidelines for the appointment of Non-Executive Directors which have been in place and which have been observed throughout the year. These provide for the orderly and constructive succession and rotation of the Chairman and non-executive directors insofar as both the Chairman and non-executive directors will be appointed for an initial term of three years and may, at the Board's discretion believing it to be in the best interests of the Company, be appointed for subsequent terms. The Chairman may serve as a Non-Executive Director before commencing a first term as Chairman.

In accordance with the Companies Act 2006, the Board complies with: a duty to act within their powers; a duty to promote the success of the Company; a duty to exercise independent judgement; a duty to exercise reasonable care, skill and diligence; a duty to avoid conflicts of interest; a duty not to accept benefits from third parties and a duty to declare any interest in a proposed transaction or arrangement.

## **Principle Ten**

### *Shareholder Communication*

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. The Company responds to all shareholders who contact the Directors, and as a result has positive ongoing relationships with a wide range of shareholders. All shareholders and analysts have the opportunity to discuss issues and provide feedback at meetings with the Company. The Company also provides shareholder updates whenever appropriate using both regulatory and other channels. In addition, all shareholders are encouraged to attend the Company's Annual General Meeting.

Investors also have access to current information on the Company through its website, [www.mobilestreams.com](http://www.mobilestreams.com), and via Mark Epstein, COO, who is available to answer investor relations enquiries.

The Company includes, when relevant, in its annual report, any matters of note arising from the audit or remuneration committees.

On behalf of the Board



**Nigel Burton**  
**Chairman**  
**15 December 2020**

REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF MOBILE STREAMS PLC

**Opinion**

We have audited the group financial statements of Mobile Streams Plc (the ‘group’) for the year ended 30 June 2020 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity and the Consolidated Statements of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the group financial statements:

- give a true and fair view of the state of the group’s affairs as at 30 June 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Basis for opinion**

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

**Conclusions relating to going concern**

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

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

**Our application of materiality**

The group materiality for the financial statements as a whole was set at £23,000 (2019: £21,000) based on 4% of loss before tax (2019: 1.5% of revenue). Loss before tax was used as the basis for materiality as the Group, following the management change in the year, is diversifying its business model and is therefore in a transitional phase and revenue is no longer the key driver. Performance materiality was calculated at 70% (£16,100) of materiality for the financial statements as a whole as there is still inherent risk within the accounting function of the Group.

We have agreed with those charged with governance that we would report any individual audit difference in excess of £1,050 as well as differences below this threshold that, in our view, warranted reporting on qualitative grounds.

**An overview of the scope of our audit**

In designing our audit, we determined materiality and assessed the risk of material misstatement in the group financial statements. In particular, we looked at areas involving significant accounting estimates and judgements by the directors including the valuation of share options. These areas were however not considered to constitute Key Audit Matters. We also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatements due to fraud. Of the seven reporting components of the Group, a full scope audit was performed on the complete financial information of three components (UK, Argentina and India) and, for the other components, a limited scope review was performed.

The group’s key accounting function is based in Argentina and our audit was performed from our office with regular contact with relevant personnel throughout. No component auditors were used in the audit.

## REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF MOBILE STREAMS PLC

**Key audit matters**

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

Key Audit Matter	How the scope of our audit responded to the key audit matter
<b>Going concern (refer to significant accounting policies)</b>	
<p>Based on our planning procedures we have determined there is uncertainty surrounding going concern for the Group. Whilst the cash position of the Group has increased from fund raising activities in the year, revenue has fallen by 52% and the Group's operations are not cash generative.</p> <p>As a result, there is the risk that it is not appropriate to prepare the financial statements on the going concern basis</p>	<p>We performed the following procedures</p> <ul style="list-style-type: none"> <li>▪ Obtained and critically analysed cash flow forecasts, management accounts, and budgets from management for a period of at least 12 months from the date of signing the financial statements and challenged management in relation to assumptions within the forecasts;</li> <li>▪ Performed sensitivity analysis on the cash flow forecast;</li> <li>▪ Reviewed documents for reasonableness by comparing previous forecasts to actual results;</li> <li>▪ Considered the current available financial headroom with reference to the current cash balances and confirmed existence, legality and enforceability of any financial support arrangements;</li> <li>▪ Reviewed meeting minutes for any references to financial difficulties;</li> <li>▪ Reviewed RNS releases and discuss subsequent events and future plans with management;</li> <li>▪ Considered the impact of COVID-19 on going concern; and</li> <li>▪ Ensured sufficient disclosure of Management's assessment of the impact of COVID-19 and the measures being taken to mitigate the risks its poses.</li> </ul>

**Other information**

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

## REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF MOBILE STREAMS PLC

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

We have nothing to report in this regard.

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

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

- the information given in the strategic report and the directors' report for the financial year for which the group financial statements are prepared is consistent with the group financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the group and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of directors**

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

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

### **Auditor's responsibilities for the audit of the financial statements**

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

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

### **Other matter**

We have reported separately on the parent company financial statements of Mobile Streams Pls for the year ended 30 June 2020.

MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF MOBILE STREAMS PLC

**Use of our report**

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



**Joseph Archer (Senior Statutory Auditor)**

15 Westferry Circus

**For and on behalf of PKF Littlejohn LLP**

Canary Wharf

**Statutory Auditor**

London E14 4HD

**15 December 2020**

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 30 June 2020 £000's	Year ended 30 June 2019 £000's
Revenue	17	636	1,335
Cost of sales	17	(473)	(834)
<b>Gross profit</b>	17	<b>163</b>	501
Selling and marketing costs	17	-	(239)
Administrative expenses *	17	(773)	(936)
<b>Operating Loss</b>		<b>(610)</b>	(674)
Profit (loss) on derecognition of subsidiaries		(953)	-
Finance income	4	-	113
Finance expense	5	-	(4)
<b>Loss before tax</b>		<b>(1,563)</b>	<b>(565)</b>
Tax expense	9	-	151
<b>Loss for the year</b>		<b>(1,563)</b>	<b>(414)</b>
<b>Attributable to:</b>			
Equity shareholders of Mobile Streams plc		(1,563)	(414)

### Earnings per share

		Pence per share	Pence per share
Basic earnings per share	8	(0.379)	(0.368)
Diluted earnings per share	8	(0.379)	(0.368)

\* Administrative expenses include Depreciation, Amortisation and Impairment £Nil (year ended 30 June 2019: £1k); Share Based Compensation £3k (year ended 30 June 2019: £3k). Other administrative expenses £0.8m (year ended 30 June 2019: £0.9m).

	Year ended 30 June 2020 £000's	Year ended 30 June 2019 £000's
<b>Loss for the year</b>	<b>(1,563)</b>	(414)
Amounts which may be reclassified to profit & loss		
Exchange differences on translating foreign operations	956	(219)
<b>Total comprehensive loss for the year</b>	<b>(607)</b>	(633)
<b>Total comprehensive loss for the year attributable to:</b>		
Equity shareholders of Mobile Streams plc	(607)	(633)



# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	Year ended 30 June 2020 £000's	Year ended 30 June 2019 £000's
<b>Assets</b>			
<b>Current</b>			
Trade and other receivables	11	221	347
Cash and cash equivalents	12	1,340	115
		<b>1,561</b>	<b>462</b>
<b>Total assets</b>		<b>1,561</b>	<b>462</b>
<b>Equity</b>			
<b>Equity attributable to equity holders of Mobile Streams plc</b>			
Called up share capital	15	382	280
Share premium		14,126	12,610
Translation reserve		(3,050)	(4,005)
Retained earnings		(10,463)	(8,974)
<b>Total equity</b>		<b>995</b>	<b>(89)</b>
<b>Current</b>			
Trade and other payables	13	566	551
		<b>566</b>	<b>551</b>
<b>Total liabilities</b>		<b>566</b>	<b>551</b>
<b>Total equity and liabilities</b>		<b>1,561</b>	<b>462</b>

The notes on pages 33 to 45 form part of these financial statements.

The financial statements were approved by the Board of Directors on 15 December 2020 and are signed on its behalf by:



**Nigel Burton**  
Chairman

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Equity attributable to equity holders of Mobile Streams plc				
	Called up share capital	Share premium	Translation reserve	Retained earnings	Total Equity
	£000's	£000's	£000's	£000's	£000's
<b>Balance at 30 June 2018</b>	<b>200</b>	<b>12,550</b>	<b>(3,786)</b>	<b>(8,563)</b>	<b>401</b>
Balance at 1 July 2018	200	12,550	(3,786)	(8,563)	401
Credit for share based payments	-	-	-	3	3
New Equity	80	60	-	-	140
<b>Transactions with owners</b>	<b>80</b>	<b>60</b>	<b>-</b>	<b>3</b>	<b>143</b>
Disposal of subsidiary	-	-	-	-	-
Loss for the 12 months ended 30 June 2019	-	-	-	(414)	(414)
Exchange differences on translating foreign operations	-	-	(219)	-	(219)
Total comprehensive loss for the year	-	-	(219)	(414)	(633)
<b>Balance at 30 June 2019</b>	<b>280</b>	<b>12,610</b>	<b>(4,005)</b>	<b>(8,974)</b>	<b>(89)</b>
Balance at 1 July 2019	280	12,610	(4,005)	(8,974)	(89)
New Equity	102	1,516	-	73	1,691
<b>Transactions with owners</b>	<b>102</b>	<b>1,516</b>	<b>-</b>	<b>73</b>	<b>1,691</b>
Disposal of subsidiary	-	-	-	-	-
Loss for the 12 months ended 30 June 2020	-	-	-	(1,563)	(1,563)
Exchange differences on translating foreign operations	-	-	956	-	956
Total comprehensive loss for the year	-	-	956	(1,563)	(607)
<b>Balance at 30 June 2020</b>	<b>382</b>	<b>14,126</b>	<b>(3,050)</b>	<b>(10,463)</b>	<b>995</b>

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## CONSOLIDATED CASH FLOW STATEMENT

		Year ended 30 June 2020 £000's	Year ended 30 June 2019 £000's
<b>Operating activities</b>			
Loss before taxation		(1,563)	(565)
Adjustments:			
Share based payments		-	3
Depreciation		-	3
Interest received	4	-	(113)
Interest paid	5	-	4
Changes in trade and other receivables		126	557
Changes in trade and other payables		15	(859)
Loss on foreign exchange		953	
Tax paid		-	(62)
Exchange (losses)		36	(141)
<b>Total cash generated in operating activities</b>		<b>(433)</b>	<b>(1,173)</b>
<b>Investing activities</b>			
Additions to property, plant and equipment		-	-
Interest received	4	-	113
Interest paid	5	-	(4)
<b>Net Cash generated from investing activities</b>		<b>-</b>	<b>109</b>
<b>Financing activities</b>			
Equity fundraise (net of expenses paid)		1,658	140
<b>Net Cash generated from financing activities</b>		<b>1,658</b>	<b>140</b>
<b>Net change in cash and cash equivalents</b>		<b>1,225</b>	<b>(924)</b>
Cash and cash equivalents at beginning of year		115	1,039
<b>Cash and cash equivalents, end of year</b>	12	<b>1,340</b>	<b>115</b>

No net debt reconciliation has been shown as the Company has no debt.

## **MOBILE STREAMS PLC**

Annual report for the year ended 30 June 2020

### **GROUP ACCOUNTING POLICIES**

Mobile Streams plc (the Company) and its subsidiaries (together 'the Group') sell digital content, primarily for distribution on mobile devices. The Group has subsidiaries in Europe, Asia, North America and Latin America. The Group has made various strategic acquisitions to build its market share in these regions.

The Company is a public limited company incorporated and domiciled in the United Kingdom. The address of its registered office is 125 Wood Street, London, EC2V 7AW.

The Company is listed on the London Stock Exchange's Alternative Investment Market.

These consolidated financial statements were approved for issue by the Board of Directors on 15 December 2020.

### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Basis of preparation**

The Group financial statements consolidate those of the parent company and all of its subsidiary undertakings drawn up to 30 June 2020. They have been prepared in accordance with applicable International Financial Reporting Standards as adopted by the EU and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. All references to IFRS in these statements refer to IFRS as adopted by the EU.

The financial statements have been prepared under the historical cost convention.

#### **Consolidation**

Control is achieved where the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control is lost.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated in full. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Subsidiaries' accounting policies have been changed where necessary to ensure consistency with the policies adopted by the Group.

The separate financial statements and related notes of the Company on pages 50-55 are prepared in accordance with FRS 101.

#### **Foreign currency translation**

##### **(a) Presentational currency**

The consolidated and parent company financial statements are presented in British pounds. The functional currency of the parent entity is also British pounds.

##### **(b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date the transaction occurs. Any exchange gains or losses resulting from these transactions and the translation of monetary assets and liabilities at the consolidated statement of financial position date are recognised in the consolidated income statement, except to the extent that a monetary asset or liability represents a net investment in a subsidiary when exchange differences arising on translation are recognised in equity within the translation reserve. Amount due from or to subsidiaries are treated as part of net investment in the subsidiary when settlement is neither planned nor likely to occur in the foreseeable future. Upon settlement, amounts that have arisen are taken directly to profit or loss.

Foreign currency balances are translated at the year-end using exchange rate prevailing at the year-end.

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## GROUP ACCOUNTING POLICIES

### (c) Group companies

The financial results and position of all group entities that have a functional currency different from the presentation currency of the Group are translated into the presentation currency as follows:

- i assets and liabilities for each consolidated statement of financial position are translated at the closing exchange rate at the date of the consolidated statement of financial position.
- ii income and expenses for each consolidated income statement are translated at average exchange rates (unless it is not a reasonable approximation to the exchange rate at the date of transaction).
- iii all resulting exchange differences are recognised as a separate component of equity (cumulative translation reserve).

### Hyper-inflationary currencies

The Argentinian economy is designated as a hyper-inflationary. The financial statements of the Argentinian subsidiary are stated in terms of the purchasing power at the end of the reporting period through the selection of a general price index before translation into the Group's presentation currency being GBP.

### Going Concern

The financial statements have been prepared on a going concern basis, which assumes that the Group and the Company will continue in operational existence for the foreseeable future, being 12 months from the date of sign-off of these accounts.

The Group uses annual budgeting, forecasting and regular performance reviews to assess the longer-term profitability of the Group and make strategic and commercial changes as required ensuring cash resources are maintained. Although there was a significant fall in revenues and a loss for the year ending 30 June 2020, the Group actively manages its use of cash, particularly marketing and other expenditure. Post year-end and following the change in Directors the Group raised funds through the issue of new equity.

After consideration of the above the Directors consider that the continued adoption of the going concern basis is appropriate.

### New standards and interpretations not yet adopted

At the date of approval of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not been adopted by the EU):

- Amendments to References to Conceptual Framework in IFRS Standards – effective from 1 January 2020
- Definition of Material (Amendments to IAS 1 and IAS 8) – effective from 1 January 2020
- Amendment to IFRS 3 Business Combinations – effective 1 January 2020\*
- Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current – effective 1 January 2022\*

*\*subject to EU endorsement*

The effect of all other new and amended Standards and Interpretations which are in issue but not yet mandatorily effective is not expected to be material.

## GROUP ACCOUNTING POLICIES

### Taxation

Current tax is the tax currently payable based on taxable profit for the year.

Deferred income tax is provided, using the liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Group and it is probable that reversal will not occur in the foreseeable future.

Deferred income tax is determined using tax rates known by the consolidated statement of financial position date and that are expected to apply when the deferred income tax asset is realised or the deferred income tax liability is settled. Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax liabilities are provided in full. There is no discounting of assets or liabilities.

Changes in deferred tax assets or liabilities are recognised as a component of the tax expense in the consolidated income statement, except where they relate to items that are charged or credited directly to equity or other comprehensive income, in which case the related deferred tax is also charged or credited directly to equity or other comprehensive income.

### Provisions

Provisions, including those for legal claims, are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the consolidated statement of financial position date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

### Financial Assets

#### a) Classification

The Group classifies its financial assets as receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

#### Receivables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the Statement of Financial Position date. These are classified as non-current assets. The Group's receivables comprise trade and other receivables and cash and cash equivalents in the Statement of Financial Position.

#### b) Recognition and Measurement

Financial assets are initially measured at fair value plus transactions costs. Receivables are subsequently carried at amortised cost using the effective interest method, except for short term receivables.

#### c) Impairment of Financial Assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset, or a group of financial assets, is impaired. A financial asset, or a group of financial assets, is impaired, and impairment losses are incurred, only if there is objective evidence of impairment as a result of one or more events that occurred

## **GROUP ACCOUNTING POLICIES**

after the initial recognition of the asset (a “loss event”), and that loss event (or events) has an impact on the estimated future cash flows of the financial asset, or group of financial assets, that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal repayments;
- the disappearance of an active market for that financial asset because of financial difficulties;
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio; or
- for assets classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost.

### **Assets carried at amortised cost**

The amount of impairment is measured as the difference between the asset’s carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred), discounted at the financial asset’s original effective interest rate. The asset’s carrying amount is reduced, and the loss is recognised in the Statement of Comprehensive Income. As a practical expedient, the Group may measure impairment on the basis of an instrument’s fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor’s credit rating), the reversal of the previously recognised impairment loss is recognised in the Statement of Comprehensive Income.

### **Financial Liabilities**

Financial liabilities are obligations to pay cash or other financial assets and are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial liabilities are initially measured at fair value, net of transactions costs. They are subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the Group or Company’s contractual obligations expire, are cancelled or are discharged. The Group’s financial liabilities consist of trade and other payables.

### **Cash and Cash Equivalents**

For the purpose of the cash flow statements, cash and bank overdrafts comprise cash at bank and in hand.

### **Revenue recognition**

Under IFRS 15, Revenue from Contracts with Customers, five key points to recognise revenue have been assessed:

Step 1: Identify the contract(s) with a customer;

Step 2: Identify the performance obligations in the contracts;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

## GROUP ACCOUNTING POLICIES

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity, and specific criteria have been met for each of the Group's activities, as described below.

The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement. Where the Group makes sales relating to a future financial period, these are deferred and recognised under 'deferred revenue' on the Statement of Financial Position.

### Share based payments

Employees (including Directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions'). Service providers also may receive settlement for their services in the form of share-based payments.

The Group has applied the requirements of IFRS 2 Share-Based Payments to all grants of equity instruments.

The cost of equity settled transactions with employees is measured by reference to the fair value at the grant date of the equity instruments granted. The fair value is determined by using the Black-Scholes model. The cost of services provided to the Company settled by share-based payments are either fair valued in same manner as those for employees or, if available, by reference to the cash equivalent of those services.

The cost of equity-settled transactions is recognised in the consolidated income statement, together with a corresponding increase in retained earnings, over the periods in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ('vesting date'). At each consolidated statement of financial position 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 and of the number of equity instruments that will ultimately vest. Market conditions are taken into account in determining the fair value of the options granted, at grant date, and are subsequently not adjusted for. The movement in cumulative expense since the previous consolidated statement of financial position date is recognised in the consolidated income statement, with a corresponding entry in equity.

No expense or increase in equity is recognised for awards that do not ultimately vest. Awards where vesting is conditional upon a market condition are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

### Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are charged to the share premium account.

Operating leases are leases in which the risks and rewards of ownership are not transferred to the lessee.

### Equity balances

#### a) Called up share capital

Called up share capital represents the aggregate nominal value of ordinary shares in issue.

#### b) Share premium

The share premium account represents the incremental paid up capital above the nominal value of ordinary shares issued.

#### c) Translation Reserve

The translation reserve represents the cumulative translation adjustments on translation of foreign operations.



# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are evaluated on a regular basis and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances.

#### 1.1 CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The directors of the group have determined that there are no critical accounting estimates, judgements and assumptions associated with the group's activities.

### 2. SERVICES PROVIDED BY THE GROUP'S AUDITOR

The Group (including its overseas subsidiaries) obtained the following services from the Group's auditor and network firms:

	Year ended 2020 £000's	Year ended 2019 £000's
Fees payable to the Company's auditor and its associates for the audit of the parent company and consolidated accounts	82	42
Non-Audit services:		
Fees payable to the Company's auditor and its associates for other services:	-	3
Tax compliance		
	<u>82</u>	<u>45</u>

### 3. OPERATING LOSS

Operating loss is stated after charging the following items:

	Year ended 2020 £000's	Year ended 2019 £000's
Depreciation	-	3
Loss on foreign currency	55	(117)
	<u>55</u>	<u>(114)</u>

### 4. FINANCE INCOME

	Year ended 2020 £000's	Year ended 2019 £000's
Interest receivable	-	113
	<u>-</u>	<u>113</u>

### 5. FINANCE EXPENSE

	2020 £000's	2019 £000's
Interest expense	-	(4)
	<u>-</u>	<u>(4)</u>

## MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### 6. DIRECTORS' AND OFFICERS' REMUNERATION

The Directors are regarded as the key management personnel of Mobile Streams plc. Charges in relation to remuneration received by key management personnel for services in all capacities during the year ended 30 June 2020 are detailed in the Directors Report on pages 12-19.

#### 7. DIRECTORS AND EMPLOYEES

Staff costs including Directors during the year were as follows:

	<b>2020</b> <b>£000's</b>	<b>2019</b> <b>£000's</b>
Wages and salaries	<b>356</b>	892
Social security costs	<b>6</b>	51
	<b>362</b>	<b>943</b>

The average number of employees during the year was as follows:

	<b>Year ended</b> <b>2020</b> <b>Number</b>	<b>Year ended</b> <b>2019</b> <b>Number</b>
Management	<b>4</b>	8
Administration	<b>-</b>	1
	<b>4</b>	<b>9</b>

#### 8. EARNINGS PER SHARE ('EPS')

Basic earnings per share is calculated by dividing the loss or profit attributable to equity holders of the company by the weighted average number of ordinary shares in issue during the period. For the year ended 30 June 2020, 4m (2019: 4m) options over ordinary shares have been excluded from the calculations of earnings per share; the options were non-dilutive in both years as the company was loss-making.

Reconciliations of the earnings and weighted average number of shares used in the calculations are set out below.

The adjusted EPS figures have been calculated to reflect the underlying profitability of the business by excluding non-cash charges for depreciation, amortisation, impairments and share compensation charges.

	<b>Year ended</b> <b>2020</b> <b>Pence per share</b>	<b>Year ended</b> <b>2019</b> <b>Pence per share</b>
Basic loss per share	<b>(0.379)</b>	(0.368)
Diluted loss per share	<b>(0.379)</b>	(0.368)

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Reconciliations of the earnings and weighted average number of shares used in the calculations are set out below.

	2020 £000's	2019 £000's
Loss for the year	(1,563)	(414)
<b>For adjusted earnings per share</b>	<b>£000's</b>	<b>£000's</b>
Loss for the year	(1,563)	(414)
Add back: share compensation expense	3	3
Add back: depreciation and amortisation	-	3
Adjusted loss for the year	(1,560)	(408)

### Weighted average number of shares

	Number of shares	Number of shares
For basic earnings per share	411,881,204	112,588,149
Exercisable share options	-	-
For diluted earnings per share	411,881,204	112,588,149
	Pence per share	Pence per share
Adjusted Loss per share	(0.379)	(0.362)
Adjusted diluted Loss per share	(0.379)	(0.362)

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 9. INCOME TAX

The tax (credit)/charge is based on the profit before tax for the year and represents:

	2020	2019
	£'000	£'000
Foreign tax on profits of the period	-	(225)
<i>Total current tax</i>	-	(225)
<i>Deferred tax:</i>		
Origination & reversal of timing differences: (Deferred tax charge/(credit) (Note 17))	-	74
Total Deferred tax	-	74
Total Tax benefit	-	(151)

	2020	2019
	£'000	£'000
<b>Factors affecting the tax charge for the period</b>		
<b>Loss on ordinary activities before tax</b>	(1,563)	(565)
Loss multiplied by weighted average tax rate applicable of corporation tax in the United Kingdom of 19%	(297)	(107)
Adjustment in respect of prior years - foreign tax	-	(225)
Prior year tax adjustments - deferred tax	-	74
Deferred tax not recognized	297	107
Tax credit	-	(151)

### 10. DIVIDENDS

No dividends were paid or proposed during the current year or prior year.

### 11. TRADE AND OTHER RECEIVABLES

	2019 £000's	2019 £000's
Trade receivables	30	63
Accrued receivables	11	57
Other debtors	180	227
	<u>221</u>	<u>347</u>

The carrying value of receivables is considered a reasonable approximation of fair value.

## MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

In addition, some of the unimpaired trade receivables are overdue as at the reporting date. The age profile of trade receivables is as follows:

	<b>2020</b> <b>£000's</b>	<b>2019</b> <b>£000's</b>
<b>Within terms</b>		
Not more than 30 days	<b>12</b>	58
<b>Overdue</b>		
Not more than 3 months	<b>16</b>	62
More than 3 months but not more than 6 months	-	8
More than 6 months but not more than 1 year	<b>2</b>	23
More than 1 year	<b>29</b>	244
Provision for doubtful debts	<b>(29)</b>	(49)
	<b>30</b>	<b>347</b>

	<b>2020</b> <b>£000's</b>	<b>2019</b> <b>£000's</b>
Opening provision for doubtful debts	<b>49</b>	157
Change in provision during the year	<b>(20)</b>	(108)
Closing provision for doubtful debts	<b>29</b>	<b>49</b>

Trade and other receivables that are not impaired are considered to be collectible within the Group's payment terms, negotiated with each customer.

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 12. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include the following components:

	2020 £000's	2019 £000's
Argentina's cash at bank and in hand	52	67
Other companies	1,288	48
Cash at bank and in hand	<u>1,340</u>	<u>115</u>

### 13. TRADE AND OTHER PAYABLES

	2020 £000's	2019 £000's
Trade payables	317	271
Other payables	59	119
Accruals and deferred income	190	161
	<u>566</u>	<u>551</u>

All amounts are current. The carrying values are considered to be a reasonable approximation of fair value.

### 14. DEFERRED TAX ASSETS AND LIABILITIES

	Balance 30 June 2018 £000's	Recognised in consolidated income statement £000's	Balance 30 June 2019 £000's	Recognised in consolidated income statement £000's	Translation Adjustment £000's	Balance 30 June 2020 £000's
<b>Deferred tax asset:</b>						
- Expenses accrued	13	(13)	-	-	-	-
- Royalties	20	(20)	-	-	-	-
- Bonus provisions	-	-	-	-	-	-
- Others	41	(41)	-	-	-	-
Deferred tax asset	<u>74</u>	<u>(74)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The deferred tax asset credit was reversed due to uncertainty over the timing of future taxable profits. The balance in the prior year resulted from unpaid intercompany balances in Argentina, which were completely written-off during the year to 30 June 2020.

### 15. SHARE CAPITAL

The Company only has one class of share. The total number of shares in issue as at 30 June 2020 was 1,148,574,804 with a par value of 0.01 pence per share (30 June 2019: 140,752,533 with a par value of 0.20 pence per share). All issued shares are fully paid.

The Group's main source of capital is the parent company's equity shares. The policy which is met by the Group is to retain sufficient authorised share capital so as to be able to issue further shares to fund acquisitions, settle share-based

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

transactions and raise new funds. Share based payments relate to employee share options schemes. The schemes have restrictions on headroom so as not to dilute the value of issued shares of the Company. The Group has not raised debt financing in the past and does not expect to do so in the future.

Allotted, called up and fully paid	Year ended 2020	Year ended 2019
In issue at 1 July	140,752,533	100,752,533
Issued during year	1,007,822,271	40,000,000
In issue at 30 June	1,148,574,804	140,752,533

The balance in the share premium account represents the proceeds received above the nominal value on the issue of the Company's equity share capital.

In November 2019, the Group issued 249,738,938 shares at a value of 0.113 pence per share. In April 2020, the Group issued 98,437,500 shares at a value of 0.08 pence per share. In May 2020, the Group issued 182,812,500 shares at a value of 0.08 pence per share, and 333,333,333 shares at a value of 0.3 pence per share, and 143,500,000 shares at a value of 0.2 pence per share.

The Group's source of capital is the parent company's equity shares. The Group has not raised debt financing in the past and does not expect to do so in the future.

The total number of shares in issue as at 30 June 2020 was 1,148,574,804 (30 June 2019: 140,752,533) with a par value of 0.01 pence per share (2019: 0.2 pence per share). All issued shares are fully paid.

In November 2019, shareholders approved the proposal to sub-divide the entire existing share capital, both issued and to be issued, consisting of ordinary shares of 0.2 pence nominal value each, into ordinary Shares of 0.01 pence nominal value each and deferred shares of 0.19 pence nominal value each, thus enabling the company to lawfully implement the placing at the issue price.

Each new ordinary share resulting from the share reorganisation had the same rights (including voting and dividend rights and rights on a return of capital) as each existing ordinary share except that they have a nominal value of 0.01 pence each.

The deferred shares have very limited rights which are deferred to the ordinary shares and will effectively carry no value as a result. Accordingly, the holders of the deferred shares are not entitled (unless they also hold ordinary shares) to receive notice of, attend or vote at general meetings of the Company, nor be entitled to receive any dividends or any payment on a return of capital until at least £10,000,000 has been paid on each ordinary share.

The share premium recognised during the year was £1,516,000. This premium corresponds to the difference between the nominal value at the time of the share issue and the corresponding proceeds of the share issue.

**16. SHARE-BASED PAYMENTS**

The Group operates three share option incentive plans – an Enterprise Management Incentive Scheme, a Global Share Option Plan and an ISO Sub Plan - in order to attract and retain key staff. The remuneration committee can grant options over shares in the Company to employees of the Group. Options are granted with a fixed exercise price equal to the market price of the shares under option at the date of grant and are equity settled, the contractual life of an option is 10 years. Exercise of an option is subject to continued employment. Options are valued at the date of grant using the Black-Scholes option pricing model. The options detailed below do not include the warrants issued by the Company.

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Range of exercise prices	2020	Number of Shares (000's)	Weighted average remaining life (years):	2019	Number of Shares (000's)	Weighted average remaining life (years):
	Weighted average exercise price (£)			Weighted average exercise price (£)		
			Contractual			Contractual
£0 - £0.50	0.282	1,014	2.3	0.282	1,014	3.3
£0.51 - £1.00	0.640	3,487	1.1	0.640	3,487	2.1

No share options were exercised during the year ended 30 June 2020 (2019: Nil).

The total charge for the year relating to employee share-based payment plans was £3k (2019: £3k), all of which related to equity-settled share-based payment transactions.

## 17. SEGMENT REPORTING

As at 30 June 2020, the Group was organised into 4 geographical segments: Europe, North America, Latin American, and Asia Pacific. The operating segments are organised, managed and reported to the Board of Directors. Revenues are from external customers only and generated from three principal business activities: the sale of mobile content through Multi-National Organisation's (Mobile Operator Services), the sale of mobile content over the internet (Mobile Internet Services), and the provision of data insight and intelligence platforms and services (Other Service Fees).

All operations are continuing and all inter-segment transactions are priced and carried out at arm's length.

£000's	Europe	Asia Pacific	North America	Latin America	Consol	Group
Mobile Operator Services	-	124	4	502	-	630
Mobile Internet Services	-	-	-	-	-	-
Other Service fees	6	-	-	-	-	6
<b>Total Revenue</b>	<b>6</b>	<b>124</b>	<b>4</b>	<b>502</b>	<b>-</b>	<b>636</b>
Cost of sales	-	(27)	-	(446)	-	(473)
<b>Gross profit</b>	<b>6</b>	<b>97</b>	<b>4</b>	<b>56</b>	<b>-</b>	<b>163</b>
Selling, marketing and administration expenses	(595)	(2)	(23)	(153)	-	(773)
<b>Trading EBITDA*</b>	<b>(589)</b>	<b>95</b>	<b>(19)</b>	<b>(97)</b>	<b>-</b>	<b>(610)</b>
Depreciation, amortisation and impairment	-	-	-	-	-	-
Share based compensation	-	-	-	-	-	-
Profit (loss) for derecognition of subsidiaries	-	(177)	(818)	42	-	(953)
Finance income	-	-	-	-	-	-
Finance expense	-	-	-	-	-	-
<b>Loss before tax</b>	<b>(589)</b>	<b>(82)</b>	<b>(837)</b>	<b>(55)</b>	<b>-</b>	<b>(1,563)</b>
Taxation	-	-	-	-	-	-
<b>Loss after tax</b>	<b>(589)</b>	<b>(82)</b>	<b>(837)</b>	<b>(55)</b>	<b>-</b>	<b>(1,563)</b>
Segmental assets	1,299	51	1	210	-	1,561
Segmental liabilities	349	45	5	167	-	566



# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The segmental results for the year ended 30 June 2019 were as follows:

£000's	Europe	Asia Pacific	North America	Latin America	Consol	Group
Mobile Operator Services	3	-	9	-	-	12
Mobile Internet Services	-	423	-	900	-	1,323
<b>Total Revenue</b>	<b>3</b>	<b>423</b>	<b>9</b>	<b>900</b>	<b>-</b>	<b>1,335</b>
Cost of sales	-	(173)	(3)	(658)	-	(834)
<b>Gross profit</b>	<b>3</b>	<b>250</b>	<b>6</b>	<b>242</b>	<b>-</b>	<b>501</b>
Selling, marketing and administration expenses	1,152	409	(1,098)	(1,630)	-	(1,167)
<b>Trading EBITDA*</b>	<b>1,155</b>	<b>659</b>	<b>(1,092)</b>	<b>(1,388)</b>	<b>-</b>	<b>(666)</b>
Depreciation, amortisation and impairment	-	-	-	(3)	-	(3)
Share based compensation	(5)	-	-	-	-	(5)
Finance income	-	-	-	113	-	113
Finance expense	(38)	-	35	(1)	-	(4)
<b>Loss before tax</b>	<b>1,112</b>	<b>659</b>	<b>(1,057)</b>	<b>(1,279)</b>	<b>-</b>	<b>(565)</b>
Taxation	-	-	-	151	-	151
<b>Loss after tax</b>	<b>1,112</b>	<b>659</b>	<b>(1,057)</b>	<b>(1,128)</b>	<b>-</b>	<b>(414)</b>
Segmental assets	34	27	18	383	-	462
Segmental liabilities	187	117	3	244	-	551

\* Earnings before interest, tax, depreciation, amortization, impairments of assets and share compensation

## MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The totals presented in the Group's operating region segments reconcile to the Group's key financial figures as presented in its financial statements as follows:

	2020 £000's	2019 £000's
<b>Segment revenues</b>		
Total segment revenues	636	1,335
<b>Group's revenues</b>	<b>636</b>	<b>1,335</b>
<b>Segment results</b>		
Total segment Loss after tax	(1,563)	(414)
<b>Group's Loss after tax</b>	<b>(1,563)</b>	<b>(414)</b>
<b>Segment assets</b>		
Total segment assets	1,561	462
Consolidation eliminations	-	-
<b>Group's assets</b>	<b>1,561</b>	<b>462</b>
<b>Segment liabilities</b>		
Total segment liabilities	566	551
Consolidation eliminations	-	-
<b>Group's liabilities</b>	<b>566</b>	<b>551</b>

Revenue in Argentina represents 77% of the total revenue of the Group (2019: 65%); then India 19.5% (2019: 31%), Mexico 2.3% (2019: 3.1%) and the rest of the companies 1.2%. One main customer in Argentina comprises 77% of total Group revenue (2019: 65%).

#### 18. CAPITAL COMMITMENTS

The Group has no capital commitments as at 30 June 2020 (30 June 2019: £Nil).

#### 19. RELATED PARTY TRANSACTIONS

##### Key Management

The only related party transactions that occurred during the year were the remuneration of senior management disclosed in the Remuneration Committee Report.

##### Related Parties

During the year the Company made payments of £70,000 to Krunch Data Limited ("Krunch"), a company in which Mark Epstein (Board member) has a beneficial interest. These payments were made in accordance with the joint venture agreement dated 22 November 2019 (the "JV Agreement"), as described in the Circular dated 6 November 2019. In November 2020 it was agreed to extend the initial revenue split arrangements in the JV Agreement (whereby the Company retains 100% of revenues) until the end of 2021. Under the JV agreement, MOS will also continue to pay Krunch client set up costs and the costs of data clean-up and agreed software development at cost.

#### 20. RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to currency and liquidity risk, which result from both its operating and investing activities. The Group's risk management is coordinated in close co-operation with the Board and focuses on actively securing the

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Group's short to medium term cash flows by minimising the exposure to financial markets. The most significant financial risks to which the Group is exposed are described below. Also refer to the accounting policies.

### Foreign currency risk

The Group is exposed to transaction foreign exchange risk. The currencies where the Group is most exposed to volatility are Argentine Peso, Mexican Peso and Indian Rupee.

Currently no hedging instruments are used. The Company will continue to review its currency risk position as the overall business profile changes.

Foreign currency denominated financial assets and liabilities, which are all short-term in nature and translated into local currency at the closing rate, are as follows.

	2020				2019			
	000's				000's			
	USD	AUS	ARS	Other	USD	AUS	ARS	Other
Nominal amounts	£	£	£	£	£	£	£	£
Financial assets	1	-	200	61	18	-	366	44
Financial liabilities	(5)	-	(123)	(89)	(3)	-	(190)	(171)
Short-term exposure	(4)	-	77	(28)	15	-	176	(127)

Percentage movements for the period in the exchange rates for the British Pound to US Dollar, Australian Dollar and Argentine Peso are below. These percentages have been determined based on the average exchange rates during the period.

	2020	2019
US Dollar	4%	4%
Argentine Peso	-27%	-31%

### Liquidity risk

The Group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs. Management prepares cash flow forecasts which are reviewed at Board meetings to ensure liquidity. The Group has no borrowing arrangements.

As at 30 June 2020, the Group's financial liabilities were all current and have contractual maturities as follows:

30 June 2020	Within 6 months	6 to 12 months
	£000's	£000's
Trade and other payables	566	-

The maturity of the Group's financial liabilities, which were all current at the previous year end, was as follows:

	Within 6 months	6 to 12 months
	£000's	£000's
Trade and other payables	390	-

### Capital Management Disclosures

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group could issue new shares.

The Group considers its capital to comprise the following:

	2020	2019
	£000's	£000's
Ordinary Share capital	382	280
Share premium	14,126	12,610
translation reserve	(3,050)	(4,005)
Retained earnings	(10,463)	(8,974)
	<u>995</u>	<u>(89)</u>

## 21. FINANCIAL INSTRUMENTS

The Company's financial instruments comprise primarily cash and various items such as trade debtors and trade payables which arise directly from operations. The main purpose of these financial instruments is to provide working capital for the Company's operations. The Company does not utilise complex financial instruments or hedging mechanisms.

The tables below set out the Group's accounting classification of each class of its financial assets and liabilities.

	2020	2019
	£000's	£000's
<b>Financial Assets</b>		
Accrued Receivables	11	57
Trade receivables	28	63
Cash and Cash equivalents	1,340	115
<b>Total</b>	<u>1,379</u>	<u>235</u>
<b>Financial Liabilities</b>		
Trade Creditors	(317)	(271)
Accrued content costs	(63)	(91)
Other Accrued liabilities	(127)	(70)
<b>Total</b>	<u>(507)</u>	<u>(432)</u>

All of the above financial assets' carrying values are approximate to their fair values, as at 30 June 2020 and 2019.

In the view of management, all of the above financial liabilities' carrying values approximate to their fair values as at 30 June 2020 and 2019.

## 22. ULTIMATE CONTROLLING PARTY

The Directors do not consider there to be an ultimate controlling party due to the composition of the share register.

## 23. EVENTS AFTER THE REPORTING DATE

The Directors have considered the impact of the Covid-19 pandemic on the business, and at the time of writing revenues have not been affected. All our staff work from home, and the online nature of the existing business, both in terms of

## **MOBILE STREAMS PLC**

Annual report for the year ended 30 June 2020

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

content delivery and revenue collection, means that we do not envisage any disruption to the business unless a prolonged economic downturn results in a rise in cancellations. Marketing of the Streams Data platform is also largely remote, although in the short term demand could be affected as clients themselves respond to the ongoing situation.

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MOBILE STREAMS PLC

### Opinion

We have audited the financial statements of Mobile Streams Plc (the 'parent company') for the year ended 30 June 2020 which comprise the parent company Statement of Financial Position, the parent company Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the parent company financial statements:

- give a true and fair view of the state of the parent company's affairs as at 30 June 2020;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

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

### Conclusions relating to going concern

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

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

### Our application of materiality

The company materiality for the financial statements as a whole was set at £21,445 (2019: £18,000). Loss before tax was used as the basis for materiality as the Group, following the management change in the year, is diversifying its business model and is therefore in a transitional phase and revenue is no longer the key driver. Performance materiality was calculated at 70% (£15,015) of materiality for the financial statements as a whole.

We have agreed with those charged with governance that we would report any individual audit difference in excess of £1,072 (2019: £900) as well as differences below this threshold that, in our view, warranted reporting on qualitative grounds.

### An overview of the scope of our audit

In designing our audit, we determined materiality and assessed the risk of material misstatement in the group financial statements. In particular, we looked at areas involving significant accounting estimates and judgements by the directors. These areas were however not considered to constitute Key Audit Matters. We also addressed the risk of management

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MOBILE STREAMS PLC**

override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatements due to fraud.

**Key audit matters**

Key Audit Matter	How the scope of our audit responded to the key audit matter
<b>Going concern (refer to significant accounting policies)</b>	
<p>Based on our planning procedures we have determined there is uncertainty surrounding going concern for the Company. Whilst the cash position of the Group has increased from fund raising activities in the year, revenue has fallen by 52% and the Group's operations are not cash generative. The Company is reliant on the underlying performance of its subsidiaries to continue as a going concern.</p> <p>As a result, there is the risk that it is not appropriate to prepare the financial statements on the going concern basis</p>	<p>We performed the following procedures</p> <ul style="list-style-type: none"> <li>■ Obtained and critically analysed cash flow forecasts, management accounts, and budgets from management for a period of at least 12 months from the date of signing the financial statements and challenged management in relation to assumptions within the forecasts;</li> <li>■ Performed sensitivity analysis on the cash flow forecast;</li> <li>■ Reviewed documents for reasonableness by comparing previous forecasts to actual results;</li> <li>■ Considered the current available financial headroom with reference to the current cash balances and confirmed existence, legality and enforceability of any financial support arrangements;</li> <li>■ Reviewed meeting minutes for any references to financial difficulties;</li> <li>■ Reviewed RNS releases and discuss subsequent events and future plans with management;</li> <li>■ Considered the impact of COVID-19 on going concern; and</li> <li>■ Ensured sufficient disclosure of Management's assessment of the impact of COVID-19 and the measures being taken to mitigate the risks it poses.</li> </ul>

**Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the parent company financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MOBILE STREAMS PLC

be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the parent company financial statements are prepared is consistent with the parent company financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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

In the light of the knowledge and understanding of the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

### Responsibilities of directors

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

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

### Auditor's responsibilities for the audit of the financial statements

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

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

### Other matter



## **MOBILE STREAMS PLC**

Annual report for the year ended 30 June 2020

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MOBILE STREAMS PLC**

We have reported separately on the group financial statements of Mobile Streams Plc for the year ended 30 June 2020.

#### **Use of our report**

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

**Joseph Archer (Senior Statutory Auditor)**

**For and on behalf of PKF Littlejohn LLP**

**Statutory Auditor**

**15 December 2020**

**15 Westferry Circus**

**Canary Wharf**

**London E14 4HD**

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## COMPANY STATEMENT OF FINANCIAL POSITION

		30 June 2020 £000's	30 June 2019 £000's
<b>Fixed assets</b>			
Investments in subsidiaries	1	-	-
<b>Total fixed assets</b>		-	-
<b>Current assets</b>			
Debtors	2	40	24
Cash and cash equivalents		1,259	10
<b>Total current assets</b>		1,299	34
Creditors: amounts falling due within one year	3	(349)	(187)
<b>Current Liabilities</b>		(349)	(187)
<b>(Net Liabilities) / Net assets</b>		<b>950</b>	<b>(153)</b>
<b>Capital and reserves</b>			
Called up share capital	4	382	280
Share premium	5	14,126	12,610
Profit and loss account		(13,558)	(13,043)
<b>Shareholders deficit / Shareholders funds</b>		<b>950</b>	<b>(153)</b>

The parent Company has taken advantage of Section 408 of the Companies Act 2006 and has not included its own Statement of Comprehensive Income account in these financial statements. The parent Company's recognised loss for the year ended 30 June 2020 was £588k.

The notes on pages 52 to 55 form part of these financial statements.

The financial statements were approved by the Board of Directors on 15 December 2020.



**Nigel Burton**  
Chairman

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2020

	Share capital account £000	Share premium account £000	Profit and loss account £000	Total £000
At 1 July 2018	200	12,550	(14,477)	(1,727)
New equity issue	80	60	-	140
Loss for the year	-	-	1,431	1,431
Share based payments - share options	-	-	3	3
At 30 June 2019	<b>280</b>	<b>12,610</b>	<b>(13,043)</b>	<b>(153)</b>
At 1 July 2019	280	12,610	(13,043)	(153)
New equity issue	102	1,516	73	1,691
Loss for the year	-	-	(588)	(588)
At 30 June 2020	<b>382</b>	<b>14,126</b>	<b>(13,558)</b>	<b>950</b>

# **MOBILE STREAMS PLC**

Annual report for the year ended 30 June 2020

## **NOTES TO COMPANY FINANCIAL STATEMENTS**

### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Statement of compliance**

These financial statements have been prepared in accordance with applicable accounting standards and in accordance with Financial Reporting Standard 101 – “Reduced Disclosure Framework” (FRS 101). The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have all been applied consistently throughout the year unless otherwise stated.

The financial statements have been prepared on a historical cost basis. The financial statements are presented in Sterling (£) and have been presented in round thousands (£'000).

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore, these financial statements do not include:

1. A statement of cash flows and related notes
2. The requirements of IAS 24 related party disclosures to disclose related party transactions entered in to between two or more members of the group as they are wholly owned within the group.
3. The effect of future accounting standards not adopted.
4. Certain share based payment disclosures.
5. Disclosures in relation to impairment of assets.
6. Disclosures in respect of financial instruments (other than disclosures required as a result of recording financial instruments at fair value).

Additionally, the consolidated Group prepares accounts under IFRS which should be read in conjunction with these statements.

#### **Basis of preparation**

The financial statements have been prepared on the historical cost basis. The principal accounting policies are set out below. The company has applied the exemption under section 408 of the Companies Act 2006 and has not included the individual profit and loss account statement in the financial statements.

#### **Going concern**

In common with the Going Concern disclosures in the Group financial statements, the Company financial statements have been prepared on a going concern basis, which assumes that the Group and the Company will continue in operational existence for the foreseeable future, being 12 months from the date of sign-off of these accounts.

The Group and Company use annual budgeting, forecasting and regular performance reviews to assess the longer term profitability of the Group and make strategic and commercial changes as required ensuring cash resources are maintained. Although there was a significant fall in revenues and a loss for the year ending 30 June 2020, the Group actively manages its use of cash, particularly marketing and other expenditure.

After consideration of the above the Directors consider that the continued adoption of the going concern basis is appropriate.

### **INVESTMENTS IN SUBSIDIARIES**

Investments in subsidiaries are stated in the Company's consolidated statement of financial position at cost less provisions for impairment.

### **COMPANY PROFIT AND LOSS ACCOUNT**

The parent Company has taken advantage of Section 408 of the Companies Act 2006 and has not included its own profit and loss account in these financial statements. The parent Company's recognised loss for the year ended 30 June 2020 was £588,000 (2019: £1,413,000).

# MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

## NOTES TO COMPANY FINANCIAL STATEMENTS (CONTINUED)

### 1. INVESTMENT IN SUBSIDIARY COMPANIES

	30 June 2020 £000's	30 June 2019 £000's
Cost	3,636	3,636
Accumulated impairment	(3,636)	(3,636)

#### Net Book Value after impairment

-                      -

Investments in subsidiaries are reviewed for impairment when events indicate the carrying amount may not be recoverable and are accounted for in the Company's financial statements at cost less accumulated impairment losses.

#### Investments in Subsidiary undertakings comprise:

Subsidiary	Proportion held		Total held by Group	Country of incorporation	Status
	Directly by Mobile Streams plc	By other Group companies			
Mobile Streams Inc.	100%	-	100%	USA	Dormant
Appitalism, Inc.	100%	-	100%	USA	Closed
Mobile Streams de Argentina SRL	50%	50%	100%	Argentina	Active
Mobile Streams Chile Limitada	50%	50%	100%	Chile	Closed
Mobile Streams Columbia Limitada.	50%	50%	100%	Colombia	Dormant
Mobile Streams of Mexico de CV	50%	50%	100%	Mexico	Active
The Nickels Group Inc.	-	100%	100%	USA	Closed
Mobile Streams Venezuela SA	100%	-	100%	Venezuela	Closed
Mobile Streams Australia Pty Limited	-	100%	100%	Australia	Closed
Mobile Streams (Hong Kong) Limited	100%	-	100%	Hong Kong	Dormant
Mobile Streams Singapore Limited	-	100%	100%	Singapore	Closed
Mobile Streams India Private Limited	99.99%	-	99.99%	India	Active
Streams Data Limited	100%	-	100%	UK	Active

All the subsidiaries' issued shares were ordinary shares and their principal activities were the distribution of licensed mobile phone content and the provision of data insight and intelligence platforms and services.

The registered offices addresses are:

#### Mobile Streams plc

125 Wood Street  
London  
EC2V 7AW

#### Mobile Streams, Inc.

PO Box 471191  
Celebration  
FL 34747-4679

## **MOBILE STREAMS PLC**

Annual report for the year ended 30 June 2020

### **NOTES TO COMPANY FINANCIAL STATEMENTS (CONTINUED)**

#### **Mobile Streams Australia PTY LTD**

ABN: 11 095 019 748

Level 13, Macquarie House

167 Macquarie St

Sydney NSW 2000

AUSTRALIA

#### **Mobile Streams Hong Kong Limited**

B8, 10/F Proficient Industrial Center

6 Wang Kwun Rd

Kowloon Bay, Hong Kong

#### **Mobile Streams Singapore PTE LTD**

House 101 - Upper Cross Street #05-35

People's Park Centre

Singapore 058357

#### **Mobile Streams Argentina SRL**

Viamonte 1815 3rd Floor appt G

Ciudad Autonoma de Buenos Aires

Republica Argentina

#### **Mobile Streams India:**

2106, Wing A, Bldg/2, Raheja Willows, CHS L,

Birchwood, Akruli Rd, Kandivali East, Maharashtra,

India

#### **Mobile Streams Colombia**

AV. CRA 13 No. 69-74 OF. 701

Municipio Bogota D.C..

Colombia

#### **Mobile Streams Mexico**

Calle Florencia No. 57, 3° Piso,

Colonia Juarez, Delegacion Cuauhtemoc, Ciudad de Mexico, C.P. 06600.

Mexico

#### **Streams Data Limited**

125 Wood Street

London

EC2V 7AW

## MOBILE STREAMS PLC

Annual report for the year ended 30 June 2020

### NOTES TO COMPANY FINANCIAL STATEMENTS (CONTINUED)

#### 2. DEBTORS

	2020	2019
	£000's	£000's
Trade debtors	-	24
Other debtors	40	-
	<u>40</u>	<u>24</u>

We estimate these receivables are fully recoverable during the next year.

#### 3. CREDITORS

##### Creditors: amounts falling due within one year

	2020	2019
	£000's	£000's
Trade creditors	225	129
Accruals and deferred income	124	58
	<u>349</u>	<u>187</u>

#### 4. SHARE CAPITAL

For details of share capital refer to note 15 to the Group financial statements.

#### 5. SHARE PREMIUM ACCOUNT

For details of share capital refer to note 15 to the Group financial statements.

#### 6. CAPITAL COMMITMENTS

The Company has no capital commitments at 30 June 2020 (2019: Nil).

#### 7. CONTINGENT LIABILITIES

As at 30 June 2020 there were no contingent liabilities (2019: Nil).

#### 8. RELATED PARTY TRANSACTIONS

During the year the Company remunerated the Directors and Officers as disclosed in note 7 in the consolidated financial statements.

The company is taking advantage of the exemption per IAS 24 which does not require disclosure of transactions entered into between members of a group when one of the transacting parties is a wholly owned subsidiary.

#### 9. DIRECTORS AND EMPLOYEES

The average number of employees during the year to 30 June 2020 was as follows:

	Year ended 2020 Number	Year ended 2019 Number
Management	3	2
Administration	-	-
	<u>3</u>	<u>2</u>