STRATEGIC REPORT, REPORT OF THE DIRECTORS AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018 FOR

MINIMOB LIMITED

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CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

	Page
Company Information	1
Strategic Report	2
Report of the Directors	3
Chartered Accountants' Report	4
Income Statement	5
Other Comprehensive Income	6
Statement of Financial Position	7
Statement of Changes in Equity	8
Notes to the Financial Statements	q

COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2018

DIRECTORS: Mr P Dimitropoulos

Ms V J Nocetti

SECRETARY: Ms V J Nocetti

REGISTERED OFFICE: 14 Old Queen Street

London SW1H 9HP

REGISTERED NUMBER: 05512988 (England and Wales)

ACCOUNTANTS: AGK Partners

Chartered Accountants

1 Kings Avenue London N21 3NA

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their strategic report for the year ended 31 December 2018.

REVIEW OF BUSINESS

The Company was AIM listed until delisting on 29 April 2016 InternetQ Plc announced on 31 March 2016 that further to the unconditional offer for the entire share capital of the Company made on 23 March 2016 by DMWSL 805 Ltd (Bidco), it requested the cancellation of trading of its shares. The cancellation of trading took effect on 29 April 2016 at which time all ordinary shares of the Company were no longer admitted to trading on AIM and hence delisted

The Company re-registered as a private limited company from a Plc as from 9 June 2016 and then on 4 May 2017 changed its name to Minimob Ltd

As a result of the above transaction, InternetQ Group Ltd (formerly DMWSL 805 Łtd) became the legal parent of InternetQ Ltd (former InternetQ Plc) There was no change in the control of the Group and the parent company's continuing operations and executive management were those of InternetQ Ltd. Accordingly, the substance of the transaction was that the Company acquired InternetQ Group Ltd in a reverse acquisition

The Company's statement of financial position as detailed on page 7 shows a satisfactory position, shareholders' equity amounting to £7,633,142 (2017: £21,959,821) The directors did not recommend any payments of dividends during the year.

InternetQ Group Limited has provided statutory guarantees to Minimob Limited in accordance with Section 479C of the Companies Act 2006 and as a result Minimob Limited is exempt from audit by virtue of Section 479A of the Companies Act 2006.

PRINCIPAL RISKS AND UNCERTAINTIES

The main financial risks, to which the company has exposure, are foreign currency, interest, price and credit risks.

Foreign currency risk - The Company's principal foreign currency exposure arise from investment in foreign subsidiaries and loans to and from them. The risk is mitigated by holding the cash flows in Euros.

Credit risk - Investments of cash and surpluses, borrowings are made through banks and companies which must fulfil criterias approved by the Board.

Price risk - Expenditure made by the company is authorised by management prior to it being made so to ensure the best prices being paid

Interest rate risk - The Company's borrowings include bank overdrafts and bank loans which attract interest at the market rate. The Company has, historically taken the decision to accept the risk of increased interest charges resulting from changes in interest rates and does not intend to change this policy in the immediate future.

Competition risk - Management closely monitors performances of its competitors

The Company is well placed in terms of cash flow to provide flexibility and restrict credit and liquidity risk

FUTURE DEVELOPMENTS

The Group has a robust infrastructure and well established relationships with leading telecom partners worldwide which enables it to offer the expertise and reliability in the field. It will continue its operations through the subsidiary companies established overseas.

ON BEHALF OF THE BOARD:

Ms V J Nocetti -\Secretary

16 December 2019

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report with the financial statements of the company for the year ended 31 December 2018

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of holding investments and the Group is involved in mobile marketing solutions and digital entertainment that enables brands MNOs and media companies to design and implement targeted, interactive and measurable campaigns by engaging with and entertaining mobile network subscribers via their mobile devices

DIVIDENDS

The total dividends distributed during the period amounted to £ 14,366,757 out of which £ 9,366,757 were dividends in specie.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

Mr P Dimitropoulos

Ms V J Nocetti

ON BEHALF OF THE BOARD:

Ms V J Nocetti - Secretary

16 December 2019

CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED FINANCIAL STATEMENTS OF MINIMOB LIMITED

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Minimob Limited for the year ended 31 December 2018 which comprise the Income Statement, Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed within the ICAEW's regulations and guidance at http://www.icaew.com/en/membership/regulations-standards-and-guidance.

This report is made solely to the Board of Directors of Minimob Limited, as a body, in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of Minimob Limited and state those matters that we have agreed to state to the Board of Directors of Minimob Limited, as a body, in this report in accordance with ICAEW Technical Release 07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Minimob Limited and its Board of Directors, as a body, for our work or for this report

It is your duty to ensure that Minimob Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Minimob Limited You consider that Minimob Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Minimob Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

AGK Partners Chartered Accountants 1 Kings Avenue London N21 3NA

16 December 2019

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £	2017 £
REVENUE		-	-
Administrative expenses		78,632	166,586
		(78,632)	(166,586)
Other operating income		276,987	1,204,421
OPERATING PROFIT	4	198,355	1,037,835
Interest receivable and similar income		1,062	13,151
Equipolity leads an investment and financia	-1	199,417	1,050,986
Fair value losses on investments and financi assets	aı	(135,518)	(1,903,291)
		63,899	(852,305)
Interest payable and similar expenses	5	23,829	27,003
PROFIT/(LOSS) BEFORE TAXATION		40,070	(879,308)
Tax on profit/(loss)	6	<u> </u>	
PROFIT/(LOSS) FOR THE FINANCIAL YEA	AR	40,070	(879,308)

OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

Notes	2018 £	2017 £
PROFIT/(LOSS) FOR THE YEAR	40,070	(879,308)
OTHER COMPREHENSIVE INCOME		
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	40,070	(879,308)

MINIMOB LIMITED (REGISTERED NUMBER: 05512988)

STATEMENT OF FINANCIAL POSITION 31 DECEMBER 2018

		201	18	201	7
Nov cuppeus con	Notes	£	£	£	£
NON CURRENT ASSETS Investments	9		26,910,962		36,412,436
CURRENT ASSETS Debtors Cash at bank	10	4,600,582		1,627,950 9,007	
		4,600,582		1,636,957	
CREDITORS Amounts falling due within one year	11	23,878,403		16,089,572	
NET CURRENT LIABILITIES			(19,277,821)		(14,452,615)
TOTAL ASSETS LESS CURRENT LIABILITIES			7,633,141		21,959,821
CAPITAL AND RESERVES Called up share capital Share premium Other reserves Retained earnings	14		100,977 (1,482,535) 9,014,699		100,977 44,783,747 (1,482,542) (21,442,361)
SHAREHOLDERS' FUNDS			7,633,141		21,959,821

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 December 2018

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2018 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The inancial statements were approved by the Board of Directors on 16 December 2019 and were signed on its behalf by:

Mr P Dimitropoulos - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital £	Retained earnings £	Share premium £	Other reserves £	Total equity £
Balance at 1 January 2017	100,977	(20,563,053)	44,783,747	2,588,282	26,909,953
Changes in equity Total comprehensive loss		(879,308)		(4,070,824)	(4,950,132)
Balance at 31 December 2017	100,977	(21,442,361)	44,783,747	(1,482,542)	21,959,821
Changes in equity Capital reduction Dividends Total comprehensive income	- - -	(14,366,757) 44,823,817	(44,783,747)	- -	(44,783,747) (14,366,757) 44,823,817
Balance at 31 December 2018	100,977	9,014,699		(1,482,542)	7,633,134

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. STATUTORY INFORMATION

Minimob Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2 ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland.

These accounts present information about the company as a single undertaking and not of the Group headed by it Group accounts incorporating the company and its subsidiaries are prepared separately by the ultimate parent company in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union which can be obtained at the registered office address of the company.

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

· the requirements of Section 7 Statement of Cash Flows.

Significant judgements and estimates

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accountingestimates are recognised in the period in which the estimate is revised where the revision affects only that period or in the period of the revision and future periods where the revision affects both current and future periods.

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost less any provision for impairment.

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Foreign currencies

Transactions in foreign currencies are initially recognised at the rate of exchange ruling at the date of the transaction

At the end of each reporting period foreign currency monetary items are translated at the closing rate of exchange Non-monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction. All differences are charged to profit or loss.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and in hand.

Page 9 continued...

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

2. ACCOUNTING POLICIES - continued

Financial assets

Initial recognition and measurement

Financial assets are classified as such at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate The company determines the classification of its financial assets at initial recognition

All financial assets are recognised initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e, the date that the company commits to purchase or sell the asset.

The company's financial assets include loans and other receivables.

Subsequent measurement- Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the income statement. The losses arising from impairment are recognised in the profit and loss account.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

The rights to receive cash flows from the asset have expired

The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'passthrough' arrangement.

Impairment of financial assets

The Company assesses, at each reporting date, 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 deemed to be impaired if there is objective evidence of impairment as a result of one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies. Financial liabilities are recognised at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the financial statements if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously

Page 10 continued..

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

2. ACCOUNTING POLICIES - continued

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

2	EMDLOVEES AND	DIDECTORS
J.	EMPLOYEES AND	DIKECTORS

	2018 £	2017 £
Wages and salaries	10,097	10,034
The average number of employees during the year was as follows:	2018	2017
Administration		2
Directors' remuneration	2018 £ 10,097	2017 £ 10,034
OPERATING PROFIT/(LOSS)		
The operating profit (2017 - operating loss) is stated after charging.		
Remuneration to Group Auditors	2018 £ 14,198	2017 £ 123,732
INTEREST PAYABLE AND SIMILAR EXPENSES	2018 £	2017 £

6 TAXATION

Interest payable

4

5.

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 31 December 2018 nor for the year ended 31 December 2017.

Factors that may affect future tax charges

Deferred tax on unrelieved tax losses has not been recognised as it is not probable thay they will be recovered in the near future

7. DIVIDENDS

	2016 £	2017 £
Ordinary shares shares of 0.25p each	14,366,757	-
		

8 PARENTAL GUARANTEE

InternetQ Group Limited has provided statutory guarantees to Minimob Limited in accordance with Section 479C of the Companies Act 2006.

Minimob Limited is exempt from audit by virtue of Section 479A of the Companies Act 2006.

27,003

2017

23,829

2010

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

9. **NON CURRENT ASSETS**

	2018	2017
Charac in avaira undartalunga	£ 26 812 806	£ 26 215 171
Shares in group undertakings Financial assets	26,812,896 98,066	36,315,171 97,265
rinanciai assets		97,200
	26,910,962	36,412,436
		=======================================
Additional information is as follows:		
		Shares in
		group
		undertakings £
COST		Z.
At 1 January 2018		36,315,171
Amounts w/off investments		(135,518)
Investment transfer to parent		(100,010)
company		(9,366,757)
At 31 December 2018		26,812,896
NET BOOK VALUE		
At 31 December 2018		26,812,896
At 04 Daniel 0047		26 215 171
At 31 December 2017		36,315,171
Investments (neither listed nor unlisted) were as follows:		
, , , , , , , , , , , , , , , , , , ,	2018	2017
	£	£
Financial assets	98,066	97,265
		
The second of the Obstance of the Obstance of the second De	which data in the above control of com-	samaa inaluda tha
The company's investments at the Statement of Financial Po	isition date in the share capital of com	panies include the
following.		
InternetQ South East Asia(renamed to Minimob Pte Ltd)		
Registered office: Singapore		
Nature of business: Tele-communication services		
	%	
Class of shares:	holding	

	%
Class of shares:	holding
Ordinary	63.76

•	2018	2017
	£	£
Aggregate capital and reserves	21,161,161	20,839,778
Loss for the year	(148,271)	(3,854,286)
• •		

Internetq Telecommunication and Internet Services S.A
Registered office. Greece
Nature of business: Wireless communication and telecommunication
%

holding 100.00 Class of shares Ordinary

2017 2018 £ 17,913,666 17,953,249 Aggregate capital and reserves (1,969,127)(191,378)Loss for the year

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

9. NON CURRENT ASSETS - continued

Mobile Entertainment Solutions Ltd Registered office: London Nature of business. Other information technology service	%		
Class of shares: Ordinary	holding 100.00	2018 £	2017 £
Aggregate capital and reserves Loss for the year		(35)	(35) (24,682)
Mobile Works Latam LLC Registered office. Chile Nature of business. Tele-communication services	%		
Class of shares: Ordinary	holding 100.00	2018 £	2017 £
Aggregate capital and reserves (Loss)/profit for the year		14,105,519 (18,016)	14,144,173 7,710,308
Up Mobile Holdings INC Registered office. Panama Nature of business. Tele-communication services	%		
Class of shares: Ordinary	holding 100.00	2018 £	2017 £
Aggregate capital and reserves (Loss)/profit for the year		5,080,969 (252,771)	5,292,997 3,555,841
Minimob (CY) Ltd Registered office: Cyprus Nature of business: Tele-communication services	%		
Class of shares: Ordinary	holding 100.00	2018 £	2017 £
Aggregate capital and reserves Loss for the year		(264,109) (559,083)	298,724 (456,572)
Internetq Investments Ltd Registered office: Cyprus Nature of business: Holding of investments	%		
Class of shares Ordinary	holding 100 00	2018 £	2017 £
Aggregate capital and reserves Loss for the year		(536,526) (53,649)	(478,345) (73,595)

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

10. D	EBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR
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10.	PERIOD AND THE PERIOD OF THE P	2018 £	2017 £
	Amounts owed by group undertakings	4,600,582	1,627,950
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2018 £	2017 £
	Bank loans and overdrafts (see note 12)	465	3,460,208
	Trade creditors	19,685	21,226
	Amounts owed to group undertakings	23,733,215	12,380,778
	Other creditors	119,868	118,889
	Accrued expenses	5,170 ——————	108,471
		23,878,403	16,089,572
12	LOANS		
	An analysis of the maturity of loans is given below:		
		2018	2017
		£	£
	Amounts falling due within one year or on demand:		
	Bank overdrafts	465	-
	Bank loans		3,460,208
		<u>465</u>	3,460,208
13.	SECURED DEBTS		
	The following secured debts are included within creditors:		
		2018	2017
		£	£
	Bank loans		3,460,208

The bank has a fixed and floating charge on the company's assets. In May 2015, the Company entered into a revolving credit facility of up to the principal amount of €15m which bears interest of 3.167 % . As of 31 December 2017 the balance was €3 900.000 bearing an interest of 2.629%. The company has also pledged shares for the revolving credit facility.

The following have been pledged as collateral for the revolving credit facility:

- 1) Share pledge from Minimob Limited over the shares in InternetQ Telecommunications and Internet Services S.A.
- 2) Share pledge from InternetQ Telecommunications and Internet Services S.A. over the shares in MDI Mobile Dialogue International Limited.
- 3) Share pledge from Minimob Limited over the shares in Mobile Works Latam LLC.
- 4) Share pledge from Mobile Works Latam LLC over the shares in Interacel Holdings LLC
- 5) Share charge from Interneta Pic over the shares in InternetQ South East Asia PTE LTD.
- 6) Share charge from InternetQ South East Asia PTE LTD over the shares in InternetQ Hong Kong LTD.
- 7) Security deed from InternetQ South East Asia PTE LTD, securing amongst other assets, the IP, namely, Minimob, Badabee and MobiDialogue platforms.

All the pledges were satisified in May 2018.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2018

14. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid

 Number:
 Class:
 Nominal value:
 2018 £
 2017 £

 40,390,238
 Ordinary shares
 0.25p
 100,977
 100,977

15. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the Group.

16 ULTIMATE CONTROLLING PARTY

The parent company is InternetQ Group Ltd, a company incorporated in England and Wales. The group accounts are available from 14 Old Queen Street, London, England, SW1H 9HP.