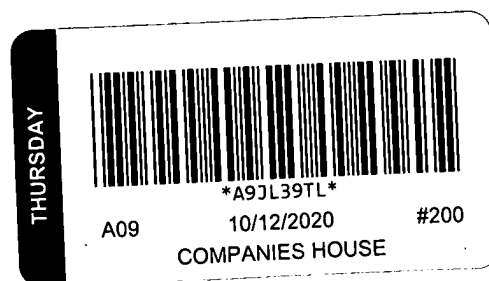


Company Registered Number: 07707973

Sybenetix Limited

Report and financial statements

For the Year ended 31 December 2019



SYBENETIX Limited

Directors

L Ottersgard

L Wikner

C Wessels

Independent Auditor

Berg Kaprow Lewis LLP

35 Ballards Lane

London

N3 1XW

Registered Office

Woolgate Exchange

25 Basinghall Street

London

EC2V 5HA

United Kingdom

Registration Number

07707973

Directors' report

The Directors present their report and financial statements of Sybenetix Limited (the "Company") for the year ended 31 December 2019.

A strategic report has not been prepared by the director as the company is considered a small company. Under the provisions of Companies Act 2006 it is exempt from preparing the strategic report.

Principal activities and Review of the Business

The principal activity of the Company is to provide behavioural analytics focused on the development of market surveillance and compliance monitoring software solutions for banks, asset managers, hedge funds, exchanges, and regulators.

The Directors were satisfied with the performance of the Company during the year ended 31 December 2019 and they are confident that current sales performance can be sustained in the future, while costs are continuously monitored in order to improve overall performance.

Future Developments

The existing customer base is expected to be maintained in 2020 while the Sybenetix platform and products are being cross sold to existing SMARTS customers through the NASDAQ Australian entity SMBC. The Company operates a transfer pricing agreement with SMBC whereby associated costs are re-charged at a cost +6% generating additional revenues.

In March 2020, The World Health Organisation declared COVID-19 a pandemic. As a result, businesses around the world have experienced a significant disruption and many of the Company's customers have been affected by the business restrictions and voluntary closures.

Nasdaq has considered the impact of COVID-19 on the assumptions and estimates used in evaluating our assets and liabilities and determined that there were no material adverse impacts on the Company's results of operations after year end 2019.

Following a June 2016 referendum, the UK government formally announced the country's withdrawal from the EU in March 2017, triggering the beginning of the Brexit process. The UK withdrew from the EU on 31 January 2020, followed by an 11-month transition period terminating 31 December 2020. During the transition period, the UK and EU will seek to negotiate the terms of the UK's future relationship to the EU. The uncertainty surrounding the terms of Brexit, could negatively impact markets and cause weaker macroeconomic conditions that could continue for the foreseeable future.

We continue to evaluate the potential effect of the UK's planned departure from the EU on our business operations and financial results. If the UK's membership in the EU terminates without an agreement for the UK's orderly departure from the EU there could be unfavourable consequences including a deterioration of general economic conditions, increased costs from re-imposition of tariffs on trade between the UK and EU, volatility of foreign exchange rates and legal uncertainty. Brexit may also have adverse tax effects on movement of products or activities between the UK and EU.

Results and Dividends

The Company's loss for the period after taxation amounted to £3,264,260 (2018: loss of £3,002,867). The Directors do not recommend the payment of a final dividend (2018: Nil)

Directors' report (continued)

Going Concern

In accordance with their responsibilities, the directors of the Company have considered the appropriateness of the going concern basis, which has been used in the preparation of these financial statements. The Company's Ultimate parent company, NASDAQ Inc. has confirmed that they will continue to provide financial support to the Company for at least 12 months from the date of approval of these accounts. As a result, the Directors believe that the Company is well placed to manage its business risks.

The Directors have a reasonable expectation that the Company has adequate resources and support to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Principal Risks and Uncertainties

The key business risks and uncertainties affecting the Company are considered to be competition from other companies in the market surveillance and software solutions industry, and economic factors that impact the Company.

Policy and practice on payment of creditors

It is the Company's policy to settle all debts with its creditors on a timely basis, taking account of the credit period agreed with each supplier.

Environment

The Company is committed to pursuing sound environmental policies in all aspects of its business, and seeks to encourage and promote good environmental practice amongst its employees and within the communities in which it operates.

Directors

The directors who served the Company during the period were as follows:

L Ottersgard
L Wikner
C Wessels

Disclosure of information to the Auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Directors' report (continued)

Reappointment of auditors

The auditors, Berg Kaprow Lewis LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board by:

Chantal Wessels

C. Wessels
Director
Date: Sep 24, 2020

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company 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 accounting estimates that are reasonable and prudent;
- state whether applicable Financial Reporting Standards (FRS) 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

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

Independent auditor's report

to the members of SYBENETIX Limited

Opinion

We have audited the financial statements of Sybenetix Limited (the 'Company') for the period ended 31 December 2019, which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes, 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 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the period then ended;
- 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, 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 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.

Other information

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

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

We have nothing to report in this regard.

Independent auditor's report

to the members of SYBENETIX Limited (continued)

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 Auditors' 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. As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Company's internal control.

Independent auditor's report

to the members of SYBENETIX Limited (continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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 Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Berg Kaprow Lewis LLP

Michael Wedge FCA (Senior Statutory Auditor)

for and on behalf of
Berg Kaprow Lewis LLP

Chartered Accountants & Statutory Auditor

London
Date: Sep 24, 2020

Income Statement

for the year ended 31 December 2019

		Year ended 31 December 2019	18 months ended 31 December 2018
	Notes	£	£
Turnover	4	820,357	1,073,433
Administrative expenses		(4,005,902)	(4,017,850)
Operating loss		(3,185,545)	(2,944,417)
Interest receivable and similar income		-	-
Interest payable and similar charges		(96,836)	(42,346)
Operating loss on ordinary activities before taxation	5	(3,282,381)	(2,986,763)
Taxation	6	18,121	(16,104)
Loss for the financial year after taxation		(3,264,260)	(3,002,867)

All amounts are in respect of continuing operations.

Statement of other comprehensive income

for the year ended 31 December 2019

There are no adjustments recognised in the statement of other comprehensive income other than the profit for the financial year attributable to the shareholders of the Company

The notes on pages 12 to 24 form part of these financial statements.

Statement of financial position

As at 31 December 2019

		<i>Year ended 31 December 2019</i>	<i>18 months ended 31 December 2018</i>
	Notes	£	£
Fixed assets			
Intangible fixed assets	8	568,439	286,549
Tangible fixed assets	9	149,168	129,628
Investment in subsidiary	10	280,000	280,000
		<u>997,607</u>	<u>696,177</u>
Current assets			
Debtors	11	155,311	235,055
Cash at bank		<u>146,033</u>	<u>208,926</u>
		301,344	443,981
Creditors: amounts falling due within one year	12	<u>(7,636,049)</u>	<u>(4,212,996)</u>
Net current liabilities		<u>(7,334,705)</u>	<u>(3,769,015)</u>
Total assets less current liabilities		<u>(6,337,098)</u>	<u>(3,072,838)</u>
Net liabilities		<u>(6,337,098)</u>	<u>(3,072,838)</u>
Capital and reserves			
Called up share capital	13	8,361	8,361
Share premium		324,285	324,285
Profit and loss account		<u>(6,669,744)</u>	<u>(3,405,484)</u>
Shareholders' deficit		<u>(6,337,098)</u>	<u>(3,072,838)</u>

The notes on pages 12 to 24 form part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Chantal Wessels

C. Wessels, Director

Date: Sep 24, 2020

Statement of changes in equity

As at 31 December 2019

	Share Capital £	Share Premium £	Profit and loss Account £	Total shareholders' funds £
Shareholder's funds/(deficit) at 1 July 2017	8,361	324,285	(402,617)	(69,971)
Loss for the period	-	-	(3,002,867)	(3,002,867)
Shareholder's funds/(deficit) at 31 December 2018	8,361	324,285	(3,405,484)	(3,072,838)
Shareholder's funds/(deficit) at 1 January 2019	8,361	324,285	(3,405,484)	(3,072,838)
Loss for the year	-	-	(3,264,260)	(3,264,260)
Shareholder's funds/(deficit) at 31 December 2019	8,361	324,285	(6,669,744)	(6,337,098)

Notes to the accounts

For the year ended 31 December 2019

1. Statutory Information

Sybenetix Limited is a company domiciled in England and Wales, registration number 07707973. The registered office is Woolgate Exchange, 25 Basinghall Street, London, EC2V 5HA.

In the previous year, the Company changed its financial year-end from 30 June to 31 December to bring the reporting period in line with the wider NASDAQ group. The comparative figures are therefore for an 18 month period.

2. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The Company's functional and presentational currency is £ Sterling.

The following principal accounting policies have been applied:

Disclosure exemptions

In preparing these financial statements the Company has taken advantage of the following disclosure exemptions conferred by FRS 102:

- The financial statements do not include a statement of cash flows as the Company's results are included as a wholly owned subsidiary in the financial statements of NASDAQ Inc., which are publicly available.
- Certain disclosures required by FRS 102.26 Share based Payments

Exemption from preparing consolidated financial statements

The Company, and the Group headed by it, qualify as small as set out in section 383 of the Companies Act 2006 and the parent and Group are considered eligible for the exemption to prepare consolidated accounts under section 401 of the Companies Act 2006.

Intangible Fixed Assets and Amortisation

An internally generated intangible asset arising from the development of software is recognised only if all of the following conditions are met:

- It is probable that the asset will create future economic benefits;
- The development costs can be measured reliably;
- Technical feasibility of completing the intangible assets can be demonstrated;
- There is the intention to complete the asset and use or sell it;
- There is the ability to use or sell the asset; and

Notes to the accounts (continued)

For the year ended 31 December 2019

Accounting policies (continued)

- Adequate technical, financial and other resources to complete the development and to use or sell the assets are available.

Internally generated intangible assets which consist of global index calculation systems, are amortised over their estimated useful lives which is between five to eight years. Where no internally generated intangible asset can be recognised, development expenditure is charged to profit and loss account in the period in which it is incurred.

Going concern

The financial statements have been prepared on a going concern basis. The Company's Ultimate parent company, NASDAQ Inc. has confirmed that they will continue to provide financial support to the Company for at least 12 months from the date of approval of these accounts. As a result, the Directors believe that the Company is well placed to manage its business risks.

Turnover

Turnover represents the net amount receivable for services provided in the normal course of business, net of discounts, VAT and other sales related taxes. Turnover is recognized in the period that the service has been provided.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Software & Equipment	20% reducing balance
----------------------	----------------------

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Income Statement.

Current and deferred taxation

Tax is recognised in the Income Statement, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted as at the balance sheet date.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

Notes to the accounts (continued)

For the year ended 31 December 2019

- The recognition of deferred tax assets is limited to the extent that the Directors deem it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Foreign currencies

Transactions in foreign currencies are recorded at the rate prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All translation differences are taken to the profit and loss account.

Impairment

The carrying value of assets are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

Pensions

The Company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the period they are payable.

Share Based Payments

NASDAQ has issued share options and restricted stock units to certain directors and employees of the Company. The Company recognises and measures share based payments as an expense based upon a reallocation from the ultimate parent, NASDAQ Inc. This allocation is based upon the actual vesting activity in the year for the company's employees.

3. Critical accounting estimates and judgements

The preparation of the financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Notes to the accounts (continued)

For the year ended 31 December 2019

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

During the year management used critical accounting estimates to calculate provisions related to trade receivables, staff bonuses and other administrative expenses.

4. Turnover

Turnover is measured at fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

39% of the Company's turnover is attributable to geographical markets outside the United Kingdom.

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
United Kingdom	501,626	706,308
Bermuda	202,352	186,119
United States of America	116,379	75,264
Australia	-	105,742
	<u>820,357</u>	<u>1,073,433</u>

5. Operating profit and loss

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

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
Depreciation of tangible fixed assets	48,706	33,408
Amortisation of intangible assets	56,635	-
Auditors' remuneration – audit services	10,000	13,885
Loss/(Gain) on foreign exchange transactions	2,882	(4,437)

Notes to the accounts (continued)

For the year ended 31 December 2019

6. Tax

a) Taxation on profit/(loss) on ordinary activities comprising:

	<i>Year ended</i>	<i>18 months ended</i>
	<i>31 December 2019</i>	<i>31 December 2018</i>
	£	£
UK Corporation tax charge on profit for the year	-	-
Deferred tax charge (credit) for the year	-	-
Total current tax charge/ (credit)	-	-

Deferred tax:

Adjustment in respect of prior periods	-	-
Recognition and reversal of deferred tax asset on timing differences	(18,262)	17,210
Effect of differences in tax rate	141	(1,106)
Total deferred tax credit	(18,121)	16,104
Total tax credit for the year (note 6(b))	(18,121)	16,104

Notes to the accounts (continued)

For the year ended 31 December 2019

6. Tax (continued)

b) Factors affecting tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19%. The standard rate of corporation tax in the UK has been arrived at by reference to the corporation tax rates in effect during the year. The differences are explained below:

	<i>Year ended</i> <i>31 December 2019</i> £	<i>18 months ended</i> <i>31 December 2018</i> £
Profit on ordinary activities before tax	(3,282,381)	(2,986,763)
Profit on ordinary activities multiplied by standard rate of Corporation Tax in the UK of 19% (2018: 19%)	(623,652)	(567,485)
Effects of:		
Expenses not deductible for tax purposes	(4,814)	15,234
Adjustments to prior periods	(22,294)	-
Current year losses on which deferred tax is not recognised	-	95,072
Share based payments permanent difference	(163)	(968)
Surrender of group relief for nil consideration	632,661	475,357
Effect of differences in tax rate	141	(1,106)
Total tax credit for the year	(18,121)	16,104

c) Analysis of deferred tax asset/(liability):

	<i>Year ended</i> <i>31 December 2019</i> £	<i>18 months ended</i> <i>31 December 2018</i> £
Other temporary differences	2,016	(16,104)
Deferred tax asset/(liability)	2,016	(16,104)

Notes to the accounts (continued)

For the year ended 31 December 2019

The Company has estimated losses of £1,537,907 (2018: £1,537,907) available to carry forward against future trading profits.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted as at the Balance Sheet date. The Finance (No. 2) Act 2015 reduced the tax rate to 19% (effective from 1 April 2017). These changes to the main tax rate had been enacted as at the Balance Sheet date.

7. Employee information

The average monthly number of employees during the period was:

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	<i>No.</i>	<i>No.</i>
Administration	5	6
Director	3	2
	<u>8</u>	<u>8</u>

No directors received any remuneration during the period in respect of their services, as they are also directors of other Nasdaq group companies, and therefore, it was not possible to determine an appropriate proportion of their specific services to the Company (2018: £25,000).

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	<i>£</i>	<i>£</i>
Wages and salaries	471,662	1,368,251
Social security costs	58,010	138,945
Other pension costs	26,106	36,884
Share based payments	66,874	62,619
	<u>622,652</u>	<u>1,606,700</u>

Notes to the accounts (continued)

For the year ended 31 December 2019

8. Intangible Assets

	Research & development £
Cost	
At 1 January 2019	286,549
Additions	338,525
At 31 December 2019	625,074
Amortisation	
At 1 January 2019	-
Charge for the year	56,635
At 31 December 2019	56,635
Net book value	
At 31 December 2019	568,439
At 31 December 2018	286,549

Intangible assets are recognised on development costs during the period, and amortised as development is completed.

Notes to the accounts (continued)

For the year ended 31 December 2019

9. Tangible fixed assets

	Software and Equipment £
Cost	
At 1 January 2019	162,035
Additions	68,246
At 31 December 2019	230,281
Depreciation	
At 1 January 2019	(32,407)
Charge for the year	(48,706)
At 31 December 2019	(81,113)
Net book value	
At 31 December 2019	149,168
At 31 December 2018	129,628

Notes to the accounts (continued)

For the year ended 31 December 2019

10. Investment in subsidiary

	Sybenetix Ukraine £
Cost	
At 1 January 2019	280,000
At 31 December 2019	280,000

On acquisition of Sybenetix Limited by Nasdaq in 2017, the subsidiary entity Sybenetix Ukraine LLC was incorporated with an investment of £280,000.

Name of Subsidiary Undertakings	Holding	Country of Incorporation	Nature of Business
Sybenetix Ukraine LLC	100% Common Stock	Ukraine	IT Consultancy

The financial results of the subsidiary undertaking as at 31 December 2019 were as follows:

	<i>Year ended 31 December 2019</i>	
	<i>UAH ₴</i>	<i>GBP £</i>
Share capital and reserves	19,243,000	612,277
Profit for the period	7,371,000	234,532

11. Debtors

	<i>Year ended 31 December 2019</i>	<i>18 months ended 31 December 2018</i>
	£	£
Other debtors	748	14,198
Trade debtors	61,590	60,441
VAT receivable	90,956	53,843
Deferred taxation	2,017	-
Amounts owed by group undertakings	-	106,573
	<u>155,311</u>	<u>235,055</u>

Trade debtors of £61,590 (2018: £60,441) includes a provision for doubtful debts of £248,085 (2018: £55,956).

Notes to the accounts (continued)

For the year ended 31 December 2019

12. Creditors: amounts falling due within one year

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
Amounts payable to Group companies	7,359,555	3,768,830
Accrued liabilities	26,024	227,926
VAT creditor	-	-
Director's loan	-	-
Deferred taxation	-	16,104
Deferred revenue	250,469	200,136
	<u>7,636,048</u>	<u>4,212,996</u>

13. Share capital

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
Called up, allotted and fully paid:	No.	
Ordinary shares of £0.001 each	8,361,124	8,361

14. Related party relationships and transactions

Identity of related parties

Related party is a person or entity that is related to the entity that is preparing its financial statements. Related parties comprise shareholder, board of directors and key management personnel of the Company and their related concerns. The Company, in the ordinary course of business, enters into transactions, at arm's length agreed terms and conditions, with other business enterprises or individuals that fall within the definition of related party contained in UK GAAP FRS 102 –Section 33.

The Company has a related party relationship with its ultimate and immediate parent, other group companies and board of directors.

Immediate parent company

Smarts Broker Compliance PTY Ltd (see note 15)

Ultimate parent company

NASDAQ Inc. (see note 15)

Notes to the accounts (continued)

For the year ended 31 December 2019

15. Related Parties

Board of directors (Key management personnel)

Key management personnel are those having authority and responsibilities directly and indirectly, to control the activities of the entity and for the Company these are considered to be the board of directors. In addition to their salaries, the Company also provides non-cash benefits to key management personnel and contributions to a post-employment defined contribution plan on their behalf. For details of remuneration of key management personnel see note 7.

Related parties balances

At the year end, the Company had the following balances with its related parties:

Due from related parties

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
Amounts receivable from NASDAQ Inc.	-	831
Amounts receivable from other group companies	-	105,742
	<u>-</u>	<u>106,573</u>

Due to related parties

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
Amounts payable to NASDAQ Inc.	15,839	4,234
Amounts payable to other group companies	<u>7,343,716</u>	<u>3,764,596</u>
	<u>7,359,555</u>	<u>3,768,830</u>

The amounts due to other group companies includes an unsecured, interest earning loan from Nasdaq Treasury AB of £7,168,925 (2018: £3,642,887) which has no maturity date and is fully repayable on demand.

Notes to the accounts (continued)

For the year ended 31 December 2019

15. Related Parties (continued)*Revenue from*

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
Services to other group companies	-	105,742
	-	105,742

Interest Paid

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
Interest payable to other group companies	96,836	42,346
	96,836	42,346

Allocation costs from related parties – Overhead charges

	<i>Year ended</i> <i>31 December 2019</i>	<i>18 months ended</i> <i>31 December 2018</i>
	£	£
NASDAQ Inc.	66,874	62,620
Allocation costs from other group companies	3,196,492	1,886,071
	3,263,366	1,948,690

16. Parent undertaking and controlling party

The Company's immediate parent undertaking is Smarts Broker Compliance PTY Ltd, a company incorporated in Australia with the address of principal executive offices located at Level 4, 55 Harrington Street, The Rocks, Sydney, NSW 2000, Australia.

The Company's ultimate parent undertaking is NASDAQ Inc., a company incorporated in the United States of America with the address of principal executive offices located at One Liberty Plaza, 100006, New York.

The directors consider the ultimate parent undertaking and controlling party to be NASDAQ Inc. The parent undertaking of the group for which group financial statements are drawn up and which represents the smallest and largest group is NASDAQ Inc. Copies of the group financial statements can be obtained from the Group's website www.nasdaqomx.com