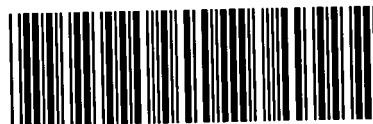


Registered Number: 10515447

Wonderbill Limited
Annual Report and Audited Financial Statements
For the year ended 31 December 2018

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Wonderbill Limited

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Wonderbill Limited

Company Information

Directors
R S Hunter
R M Linck (resigned 1 August 2019)
A Chowdhury (resigned 2 May 2019)
F J V Aragon
S Clifford
C Martin
N W Mead (appointed 12 August 2019)

Company Secretary Shell Corporate Secretary Limited

Registered number 10515447

Registered office Shell Centre
London
SE1 7NA

Independent auditors Ernst & Young LLP
Statutory Auditors
1 More London
London
SE1 2AF

Wonderbill Limited

Strategic Report for the year ended 31 December 2018

The Directors of Wonderbill Limited (the "Company") present their Strategic Report for the year ended 31 December 2018.

Principal activities

Wonderbill is a digital bill management platform that tracks the spending and usage of household bills and provides solutions to save money including price comparison and switching services.

Following the change in ownership during 2019, the Directors anticipate working closer with the parent company Shell to explore additional distribution channels.

Business review

The loss for the year was as follows:

	Year ended 31 December 2018 \$	Period from 7 December 2016 to 31 December 2017 \$
Loss before tax	(18,736,656)	(5,962,406)
Tax on loss	4,475,889	-
Loss for the financial year	(14,260,767)	(5,962,406)

The Company's losses before taxation during the year of \$18,736,656 (2017: \$5,962,406) where significantly greater than 2017, the primary driver of these losses were the recognition of an impairment of \$10,090,375 on its Intellectual Property. During the year, the Company also paid greater interest on intercompany loans compared to 2017.

The net asset position as at year end was as follows:

	2018 \$	2017 \$
Net assets	3,034,526	9,876,421

The reduction of net assets is mainly attributable to the \$10,090,375 impairment of intellectual property.

Key performance indicators

The Key Performance Indicators used are the number of active customers, these are currently 70,000 (2017:15,000) and administration expenditure of \$7,750,103 (2017: \$6,054,576).

Principal risks and uncertainties

The Company has adopted its Group's approach to risk management which is as follows:

The Group recognises that managing risk effectively is critical to achieving business objectives. Every business and function is required to review their environment, state clear objectives and identify risks to the achievement of those objectives; assess the impact and likelihood of the risks materialising; and implement effective actions designed to achieve business objectives; safeguard company assets from inappropriate use, loss or fraud; facilitate economic, effective, efficient and safe operations; and enable compliance with the applicable regulatory requirements. The Group also requires every business and function to monitor, communicate and report changes in the risk environment and the effectiveness of actions taken to manage identified risks on an ongoing basis.

Wonderbill Limited

Strategic Report for the year ended 31 December 2018 (continued)

Principal risks and uncertainties (continued)

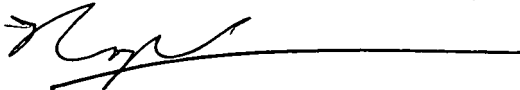
The Company's Risk Register identifies the following potential key risks:

- Solvency risk;
- Legal and data security risks including GDPR; and
- Product/Market fit risk including the business model assumptions, quality of the data model and competition.

Future developments

During 2019, the ownership structure of the Company changed, see note 21. The Company anticipates working closely with other divisions within Shell to leverage the Company's technological capabilities.

Approved by the Board of Directors on 17th Sep 2019 and signed on its behalf by:



R S Hunter
Director
Wonderbill Limited

Wonderbill Limited

Directors' Report for the year ended 31 December 2018

The Directors present their report and the audited financial statements of the Company for the year ended 31 December 2018.

Results and dividends

The loss for the financial year after taxation, amounted to \$14,260,767 (2017: loss \$5,962,406). The Directors do not recommend the payment of any dividends (2017: \$nil).

Directors

The names of persons who have served as Directors of the Company during the year are listed on page 1.

Going concern

These financial statements have been prepared on a going concern basis.

The Company has access to sufficient funds to operate in the immediate future. However, at the date on which the financial statements were approved by the Directors, it does not yet have committed funding to allow it to operate in accordance with the latest available business plan projections for the full 12 months from the date of approval. The Directors have a reasonable expectation the Company will be able to access additional internal RDS Group funding to support the execution of the latest available business plan. The timing and completion of additional financing represents a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern in the longer term. Nevertheless, the Directors believe that the Company will continue its operational existence for the foreseeable future and therefore they continue to adopt the going concern basis of accounting in preparing the financial statements. The financial statements do not contain the adjustments that would be required if the Company was unable to continue as a going concern.

Subsequent events

Notable post-balance sheet events are:

On 2 May 2019, Shell Ventures B.V. (Shell) completed the acquisition of Wonderbill Limited and the Company became a wholly-owned subsidiary of Shell, within Shell's New Energies division.

Future developments

Details of the Company's future developments can be found in the Strategic Report on page 3.

Disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware. Each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Political contributions

The Company made no political donations or incurred any political expenditure during the year or prior period.

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

Approved by the Board of Directors on 17th Sept 2019 and signed on its behalf by:



R S Hunter
Director
Wonderbill Limited

Shell Centre
London
SE1 7NA

Wonderbill Limited

Statement of Directors' Responsibilities in respect of the Annual Report and Audited Financial Statements for the year ended 31 December 2018

The Directors are responsible for preparing the Strategic Report, 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 year. Under that law the Directors have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 year. In preparing the 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 UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Wonderbill Limited

Independent Auditors' Report to the Members of Wonderbill Limited

Opinion

We have audited the financial statements of Wonderbill Limited (the "Company") for the year ended 31 December 2018, which comprise the Profit and loss account, Statement of comprehensive income, Balance sheet, Statement of changes in equity, and the related notes 1 to 21, 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 FRS 101 "Reduced Disclosure Framework" (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 2018 and of its loss for the year 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 Auditor's 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 UK, including the FRC'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.

Material uncertainty related to going concern

We draw attention to Note 1.2 to the financial statements, concerning the Company's ability to access additional funding to continue its operational existence for the foreseeable future. As stated in Note 1.2, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Opinions on other matter 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

Wonderbill Limited

Independent Auditors' Report to the Members of Wonderbill Limited (continued).

Matters on which we are required to report by exception

In the light of our 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 and the Directors' report.

We have nothing to report in respect of the following matters where 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 Statement of Directors' responsibilities set out 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.

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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's member(s) 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 member(s) as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

William Testa (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
2019

23 September 2019

Wonderbill Limited

Profit and Loss Account for the year ended 31 December 2018

		Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	Note	\$	\$
Turnover	3	12,930	-
Cost of sales		(32,040)	(28,085)
Gross loss		(19,110)	(28,085)
Administrative expenses		(7,750,103)	(6,054,576)
Impairment of intellectual property		(10,053,058)	-
Operating loss		(17,822,271)	(6,082,661)
Interest receivable and similar income	7	-	165,465
Interest payable and similar expenses	8	(914,385)	(45,210)
Loss before taxation		(18,736,656)	(5,962,406)
Tax credit on the loss	9	4,475,889	-
Loss for the financial year/period		(14,260,767)	(5,962,406)

Wonderbill Limited

Statement of Comprehensive Income for the year ended 31 December 2018

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Loss for the financial year/period	(14,260,767)	(5,962,406)
Other comprehensive income/(expense)		
Foreign exchange gain/(loss) on translation	230,320	(297,124)
Total comprehensive expense for the year/period	<u>(14,030,447)</u>	<u>(6,259,530)</u>

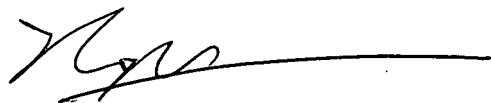
Wonderbill Limited

Balance Sheet as at 31 December 2018

	Note	2018 \$	2017 \$
Fixed assets			
Intangible assets	10	-	10,090,375
Tangible assets	11	57,262	78,672
		<u>57,262</u>	<u>10,169,047</u>
Current assets			
Debtors	12	4,537,163	215,243
Cash at bank and in hand		1,061,326	6,100,010
		<u>5,598,489</u>	<u>6,315,253</u>
Creditors: amounts falling due within one year	13	(2,621,225)	(778,745)
Net current assets		<u>2,977,264</u>	<u>5,536,508</u>
Total assets less current liabilities		<u>3,034,526</u>	<u>15,705,555</u>
Creditors: amounts falling due after more than one year	14	-	(5,829,134)
Net assets		<u>3,034,526</u>	<u>9,876,421</u>
Capital and reserves			
Called up share capital	18	22,691	15,690
Share Premium		22,827,938	15,674,685
Profit and Loss account		(20,223,173)	(5,962,406)
Share based payment reserve		473,874	230,330
Other reserve		-	215,246
Translation reserve		(66,804)	(297,124)
Total shareholders' funds		<u>3,034,526</u>	<u>9,876,421</u>

The notes on pages 13 to 31 form part of these financial statements.

The financial statements on pages 8 to 31 were approved by the Board of Directors on 17th Sept. 2019 and were signed on its behalf by:



R S Hunter
Director
Wonderbill Limited
Company number: 10515447

Wonderbill Limited

Statement of Changes in Equity for the year ended 31 December 2018

	Called up share capital \$	Share Premium account \$	Share based payment reserve \$	Other reserve \$	Translation reserve \$	Profit and Loss account \$	Total shareholders' funds \$
At 1 January 2018	15,690	15,674,685	230,330	215,246	(297,124)	(5,962,406)	9,876,421
Total Comprehensive expense for the year							
Loss for the financial year	-	-	-	-	-	(14,260,767)	(14,260,767)
Other comprehensive expense	-	-	-	-	230,320	-	230,320
Total comprehensive expense for the year	-	-	-	-	230,320	(14,260,767)	(14,030,447)
Transactions with owners, recorded directly in equity							
Shares issued during the year	7,001	7,153,253	-	(215,246)	-	-	6,945,008
Equity-settled share based payment transactions	-	-	243,544	-	-	-	243,544
Total contributions by and distributions to owners	7,001	7,153,253	243,544	(215,246)	-	-	7,188,552
At 31 December 2018	22,691	22,827,938	473,874	-	(66,804)	(20,223,173)	3,034,526

Wonderbill Limited

Statement of Changes in Equity for the period ended 31 December 2017 (continued)

	Called up share capital \$	Share Premium account \$	Share based payment reserve \$	Other reserve \$	Translation reserve \$	Profit and shareholders' Loss account \$	Total shareholders' funds \$
At 7 December 2016	-	-	-	-	-	-	-
Total Comprehensive expense for the period							
Loss for the financial period - restated	-	-	-	-	-	(5,962,406)	(5,962,406)
Other comprehensive expense - restated	-	-	-	-	(297,124)	-	(297,124)
Total comprehensive expense for the period - restated	-	-	-	-	(297,124)	(5,962,406)	(6,259,530)
Transactions with owners, recorded directly in equity							
Shares issued during the period	15,690	15,674,685	-	-	-	-	15,690,375
Equity-settled share based payment transactions	-	-	230,330	-	-	-	230,330
Convertible loan issuance	-	-	-	215,246	-	-	215,246
Total contributions by and distributions to owners	15,690	15,674,685	230,330	215,246	-	-	16,135,951
At 31 December 2017	15,690	15,674,685	230,330	215,246	(297,124)	(5,962,406)	9,876,421

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018

1 Accounting policies

Wonderbill Limited is a private company limited by shares and is incorporated, domiciled and registered in England and Wales in the United Kingdom. The registered number is 10515447 and the registered address is Shell Centre, London, SE1 7NA.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Royal Dutch Shell PLC, includes the Company in its consolidated financial statements. The consolidated financial statements of Royal Dutch Shell PLC are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Shell Centre, London, SE1 7NA.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Certain disclosures regarding revenue;
- Comparative period reconciliations for share capital tangible fixed assets, intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- An additional balance sheet for the beginning of the earliest comparative period following the correction or error;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the Company.

As the consolidated financial statements of Royal Dutch Shell PLC include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the Directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

1.1 Change in accounting policy

The Company has adopted the following IFRSs in these financial statements:

IFRS 15: Revenue from Contracts with Customers

IFRS 15: Revenue from Contracts with Customers, was issued in May 2014 and has been implemented by the Company from 1 January 2018. The standard provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of performance obligations in a contract and requires revenue to be recognised to show the transfer of promised goods and services to customers in an amount that reflects the consideration which the Company expects to be entitled to in exchange for those goods and services.

After analysis, the new standard has been found to have no impact on the amount or timing of recognition of reported revenue in the current nor in the prior reporting period. The new standard is not expected to have a material impact on future anticipated revenues.

IFRS 9: Financial Instruments

IFRS 9: Financial Instruments, was issued in July 2014 and has been implemented by the Company from 1 January 2018. The standard includes requirements for recognition and measurement, impairment, derecognition and general hedge accounting. After a review of these requirements, management concluded that there is no material impact arising from IFRS 9 within the current reporting period and therefore no adjustments or disclosures are required in relation to the adoption.

1.2 Measurement convention

The financial statements are prepared on the historical cost basis.

1.3 Going concern

These financial statements have been prepared on a going concern basis.

The Company has access to sufficient funds to operate in the immediate future. However, at the date on which the financial statements were approved by the Directors, it does not yet have committed funding to allow it to operate in accordance with the latest available business plan projections for the full 12 months from the date of approval. The Directors have a reasonable expectation the Company will be able to access additional internal RDS Group funding to support the execution of the latest available business plan. The timing and completion of additional financing represents a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern in the longer term. Nevertheless, the Directors believe that the Company will continue its operational existence for the foreseeable future and therefore they continue to adopt the going concern basis of accounting in preparing the financial statements. The financial statements do not contain the adjustments that would be required if the Company was unable to continue as a going concern.

1.4 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the Balance Sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the Profit and Loss Account. Foreign exchange differences arising on translation to the Company's presentation currency are recognised in the Statement of Comprehensive Income.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

1.5 Financial instruments

(i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

Financial assets

Financial assets are classified at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets is determined by the contractual cash flows and where applicable the business model for managing the financial assets.

A financial asset is measured at amortised cost if the objective of the business model is to hold the financial asset in order to collect contractual cash flows and the contractual terms give rise to cash flows that are solely payments of principal and interest. Financial assets at amortised cost are initially recognised at fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset. Subsequently the financial asset is measured using the effective interest method less any impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. All equity instruments and other debt instruments are recognised at fair value. For equity instruments, on initial recognition, an irrevocable election (on an instrument-by-instrument basis) can be made to designate these as at FVOCI (without recycling to profit and loss) instead of FVTPL. Dividends received on equity instruments are recognised as other income in profit or loss when the right of payment has been established, except when the company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

1.5 Financial instruments (continued)

Financial assets (continued)

(ii) Classification and subsequent measurement (continued)

(b) Subsequent measurement and gains and losses

Financial assets at FVTPL - these assets (other than derivatives designated as hedging instruments) are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost - These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI - these assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI - these assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

1.5 Financial instruments (continued)

(iii) Derivative financial instruments and hedging

Derivative financial instruments

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserve. Any ineffective portion of the hedge is recognised immediately in the profit and loss account.

When the forecast transaction subsequently results in the recognition of a non-financial item (including a non-financial item that becomes a firm commitment for which fair value hedge accounting is applied - see below), the associated cumulative gain or loss is removed from the hedging reserve and is included in the initial carrying amount of the non-financial asset or liability.

For all other hedged forecast transactions, the associated cumulative gain or loss is removed from equity and recognised in the profit and loss account in the same period or periods during which the hedged expected future cash flows affects profit or loss.

When the hedging instrument is sold, expires, is terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the profit and loss account immediately.

Fair value hedges

Where a derivative financial instrument is designated as a hedge of the variability in fair value of a recognised asset or liability or an unrecognised firm commitment, all changes in the fair value of the derivative are recognised immediately in the profit and loss account. The carrying value of the hedged item is adjusted by the change in fair value that is attributable to the risk being hedged (even if it is normally carried at cost or amortised cost) and any gains or losses on remeasurement are recognised immediately in the profit and loss account (even if those gains would normally be recognised directly in reserves).

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

1.5 Financial instruments (continued)

(iv) Impairment

The Company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI and contract assets (as defined in IFRS 15).

The Company measures loss allowances at an amount equal to lifetime ECL, except for other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition which are measured as 12-month ECL.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

1.6 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Depreciation

Depreciation is charged to the Profit and Loss Account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land is not depreciated. The estimated useful lives are as follows:

- Computer equipment 3 years

Depreciation methods, useful lives and residual values are reviewed at each Balance Sheet date.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

1.7 Intangible assets

Intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

Amortisation

Amortisation is charged to the Profit and Loss Account on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life are systematically tested for impairment at each Balance Sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Intellectual property indefinite life

1.8 Impairment

Non-financial assets

The carrying amounts of the Company's non-financial assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the Profit and Loss Account.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.9 Turnover

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue recognition is based on a five-step model which requires, for each customer contract, that the transaction price is apportioned to the separate performance obligations set out in the contract on a relative standalone selling price basis, and recognised as revenue at the point at which control of goods or services is transferred to the customer. In determining the transaction price, variable revenue is included in the transaction price where it is highly probable that it will be realised. Revenue is taken into account where it is expected to be collectible.

The Company enters into transactions with customers with a single performance obligation, that of commission receivable on product introductions including energy, mobile, broadband and insurance.

Revenue is recognised in respect of a performance obligation when it is both distinct from other performance obligations in the contract and the performance obligation has been fully satisfied. Criteria applied in assessing whether a performance obligation is distinct include determining whether a) it is separately identifiable within the contract, and

b) whether the customer can benefit from the service either on its own, or in combination with other readily available resources.

Commission on successful switches

Revenue is recognised on the number of successful switches based on monthly reports generated by intermediate related parties and a corresponding provision is recognised for any switches that are still eligible to be cancelled within the "Cooling-off Period".

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

1.10 Expenses

Interest receivable and Interest payable

Interest payable and similar expenses include interest payable that is recognised in profit or loss using the effective interest method and net foreign exchange losses that are recognised in the Profit and Loss Account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset.

Interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

1.11 Functional currency and presentational currency

The Company's functional currency is GBP and the Company's presentation currency is USD.

1.12 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1.13 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Profit and Loss Account in the periods during which services are rendered by employees.

Share-based payment transactions

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Company.

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured using an option valuation model, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

2. Critical accounting judgments in applying accounting policies and key sources of estimation uncertainty

Subsequent accounting of Intellectual property development expense

Expenditure on research activities is recognised in the Profit and Loss Account as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit and loss account as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Following the purchase of the intellectual property, all subsequent development expenditure has not been capitalised on the basis that the cost of any assets could not be measured reliably and therefore not meeting the recognition criteria. These costs have been recognised in the Profit and Loss Account during the year.

Indefinite life of Intellectual property

The intellectual property in the entity has been assessed to have an indefinite useful life for the following reasons:

- a) The Company holds an asset (website/mobile applications) that does not have an easily definable end date of generating cash - websites/mobiles applications do not have a typical life cycle.
- b) There is continuous development of code and one cannot compartmentalise and attribute individual codes to certain time periods.
- c) There is high uncertainty around competitive environment, and one cannot at this point state when product would become obsolete due to actions of competitors.
- d) Useful life of the website/mobile applications do not relate to useful life of other assets of the entity - ie the only other main assets are laptops which do not influence the former.

The carrying amounts of the Company's intellectual property asset was reviewed at the reporting date to determine whether there is any indication of impairment. The Directors determined there was an impairment of \$10,090,375 based upon the enterprise value of the sale of the shares from The Boston Consulting Group to Shell Ventures B.V on 2 May 2019.

Recognition of deferred tax asset

In the prior year the Company did not recognise deferred tax assets due to the material uncertainty upon the Company's ability to continue as a going concern. However, in the current year the Directors have recognised the cumulative deferred tax asset for group relief purposes.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

3. Turnover

By major products/service lines:

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Affiliate Commissions	12,930	-
	<u>12,930</u>	<u>-</u>

By geographical markets:

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
UK	12,930	-
	<u>12,930</u>	<u>-</u>

4. Expenses and auditors' remuneration

Auditor's remuneration:

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Amounts receivable by the Company's auditor in respect of:		
Audit of financial statements of subsidiaries of the Company	11,408	4,751
	<u>11,408</u>	<u>4,751</u>

5. Staff numbers and costs

The average number of persons employed by the Company (including Directors) during the year, analysed by category was as follows:

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
Product & Engineering	21	16
Operations	25	19
Sales, General and Admin	7	7
	<u>53</u>	<u>42</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

5. Staff numbers and costs (continued)

The aggregate payroll costs of these persons were as follows:

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Wages and salaries	2,989,389	858,483
Social security costs	336,045	99,922
Share based payments (Note 16)	243,544	230,330
	<u>3,568,978</u>	<u>1,188,735</u>

6. Directors' remuneration

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Directors' remuneration	430,540	68,682
Amounts receivable under long term incentive schemes	230,325	230,330
Company contributions to money purchase pension plans	5,983	-
	<u>666,848</u>	<u>299,012</u>

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid Director was \$224,682 (2017: \$171,700)

The information above represents the remuneration received by two Directors of the Company, the remaining Directors are remunerated by other Group companies. It is not practicable to ascertain separately the element that relates to their emoluments for services to the Company. These Directors did not receive any emoluments from the Company for their services to the Company.

7. Interest receivable and similar income

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Net foreign exchange gain	-	165,465
	<u>-</u>	<u>165,465</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

8. Interest payable and similar expenses

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Interest payable to parent company	442,426	39,234
Interest payable to related parties	68,029	5,976
Net foreign exchange losses	403,930	-
	<u>914,385</u>	<u>45,210</u>

9. Taxation

Recognised in the Profit and Loss Account:

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
<i>UK corporation tax</i>		
Current tax on loss for the year/period	-	-
Group relief receivable	(3,378,155)	-
Adjustments in respect of prior periods	(1,079,993)	-
Total current tax	<u>(4,458,148)</u>	<u>-</u>
<i>Deferred tax</i>		
Origination and reversal of temporary differences	(17,741)	-
Tax deferred tax charge	<u>(17,741)</u>	<u>-</u>
Tax on loss	<u>(4,475,889)</u>	<u>-</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

9. Taxation (continued)

The effective tax rate for the year calculated on the basis of total corporation tax credit as a proportion of loss before tax is 19%. This compares with the standard rate of corporation tax of 19% (2017: 19.29%) as follows:

	Year ended 31 December 2018	Period from 7 December 2016 to 31 December 2017
	\$	\$
Reconciliation of affecting the tax rate		
Loss for the year/period	(14,260,767)	(5,962,406)
Total tax (credit)/expense	(4,475,889)	-
Loss excluding taxation	(18,736,656)	(5,962,406)
Tax using the UK corporation tax rate of 19.00% (2017: 19.29%)	(3,559,965)	(1,150,148)
<u>Effects of:</u>		
Expenses not deductible for tax purposes	46,308	44,770
Adjustment to tax charge in respect of previous periods	(1,079,993)	-
Adjust closing deferred tax to average rate of 19.00% (2017: 19.29%)	2,087	138,372
Adjust opening deferred tax to average rate of 19.00% (2017: 19.29%)	(1,493)	-
Effects of foreign exchange differences on translation	129,851	(58,019)
Deferred tax not recognised	(12,684)	1,025,025
Total tax (credit)/expense for the year/period	(4,475,889)	-

Factors that may affect future tax charges

The standard rate of corporation tax in the UK reduced from 20% to 19% with effect from 1 April 2017 and is expected to reduce from 19% to 17% with effect from 1 April 2020.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

10. Intangible assets

	Intellectual property \$
Cost	
At 1 January 2018	10,090,375
At 31 December 2018	<u>10,090,375</u>
Amortisation	
At 1 January 2018	-
Impairment charge	10,090,375
At 31 December 2018	<u>10,090,375</u>
Net book value	
At 31 December 2018	-
At 31 December 2017	<u>10,090,375</u>

The carrying amounts of the Company's intellectual property asset was reviewed at the reporting date to determine whether there is any indication of impairment. The Directors determined there was an impairment of \$10,090,375 based upon the enterprise value of the sale of the shares from The Boston Consulting Group to Shell Ventures B.V on 2 May 2019.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

11. Tangible assets

	Computer equipment \$
Cost	
At 1 January 2018	83,171
Additions	7,640
At 31 December 2018	<u>90,811</u>
Depreciation	
At 1 January 2018	4,499
Depreciation charge for the year	29,050
At 31 December 2018	<u>33,549</u>
Net book value	
At 31 December 2018	<u>57,262</u>
At 31 December 2017	<u>78,672</u>

12. Debtors

	2018 \$	2017 \$
Other debtors	54,347	213,892
Taxation receivable	4,458,148	-
Deferred tax assets (see note 15)	17,741	-
Prepayments and accrued income	6,927	1,351
	<u>4,537,163</u>	<u>215,243</u>

13. Creditors: amounts falling due within one year

	2018 \$	2017 \$
Trade creditors	10,949	146,407
Taxation and social security	91,406	73,005
Amounts owed to Group undertakings	1,992,500	-
Other creditors	53,124	122,078
Accruals	473,246	437,255
	<u>2,621,225</u>	<u>778,745</u>

The current year amounts owed to Group undertaking are loans that bear interest at 182 basis points plus LIBOR. These are repayable during 2019.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

14. Creditors - amounts falling due after more than one year

	2018	2017
	\$	\$
Amounts owed to Group undertakings	-	5,044,222
Loans with related parties	-	784,912
	<u>-</u>	<u>5,829,134</u>

The prior year amounts owed to Group undertakings were unsecured convertible loan that bore interest at 8.0%. These matured during the year.

15 Deferred tax asset and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2018	2017	2018	2017	2018	2017
	\$	\$	\$	\$	\$	\$
Tangible fixed assets	(17,741)	-	-	-	(17,741)	-
Net tax (assets) / liabilities	<u>(17,741)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(17,741)</u>	<u>-</u>

Movement in deferred tax during the year

	1 January 2018	Recognised in profit and loss account	31 December 2018
	\$	\$	\$
Tangible fixed assets	-	(17,741)	(17,741)
	<u>-</u>	<u>(17,741)</u>	<u>(17,741)</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

16. Share based payments

Wonderbill Limited operates a share option scheme for certain Directors of the Company. The Company granted 136,762 (2017:138,444) equity settled options during the year, vesting monthly over a 3 year period.

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2018	Number of options 2018	Weighted average exercise price 2017	Number of 2017
Outstanding at the beginning of the year	\$0.01	138,444	-	-
Forfeited during the year	\$0.01	-	-	-
Granted during the year	\$0.01	136,762	\$0.01	138,444
Outstanding at the end of the year	<u>\$0.01</u>	<u>275,206</u>	<u>\$0.01</u>	<u>138,444</u>
Exercisable at the end of the year	<u>-</u>	<u>-</u>	<u>\$0.01</u>	<u>46,149</u>

The options outstanding at the year end have an exercise price of \$0.01 (2017: \$0.01) and a weighted average contractual life of 8.25 years (2017: 9.25 years).

136,762 (2017: 138,444) options were granted in the year ended 31 December 2018. The Black Scholes option pricing model is used: to determine the fair value of stock options.

The Company used the following valuation assumptions to estimate the fair value of options granted during the year ended 31 December 2018.

	2018	2017
Fair value at grant date	\$0.58	\$4.99
Weighted average share price	\$0.59	\$5.00
Exercise price	\$0.01	\$0.01
Expected volatility	50%	50%
Option life (years)	10.00	10.00
Risk-free interest rate	1.28%	1.47%

The expected volatility is based on the historical volatility and is calculated based on the weighted average remaining life of the share options, adjusted for any expected changes to future volatility due to publicly available information.

The total expenses recognised for the year and the total liabilities recognised at the end of the year arising from share-based payments are as follows:

	2018	2017
	\$	\$
Equity settled share based payment expense	243,544	230,330
	<u>243,544</u>	<u>230,330</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

17. Defined contribution plans

The Company operates a defined contribution pension plan. The total expense relating to these plans in the current year was \$33,457 (2017: \$nil).

18. Called up share capital

	2018 \$	2017 \$
Called up, allotted and fully paid:		
1,009,037 (2017: 1,009,037) of \$0.01 each	10,090	10,090
1,199,460 (2017: 560,000) Series A shares of \$0.01 each	11,995	5,600
60,550 (2017: nil) Series A1 shares of \$0.01	606	-
	<u>22,691</u>	<u>15,690</u>

On 22 October 2018 the Company issued 553,462 Series A preferred shares of \$0.01 each for \$10.00 per share. The shares were satisfied by the conversion of \$5,534,615 of unsecured convertible loan notes by Shell Ventures B.V. giving rise to share premium of \$5,529,084.

On 22 October 2018 the Company issued 85,998 Series A preferred shares of \$0.01 each for \$10.00 per share. The shares were satisfied by the conversion of \$859,981 of unsecured convertible loan notes by The Boston Consulting Group Inc. giving rise to share premium of \$859,119.

On 22 October 2018 the Company issued 60,550 Series A1 shares of \$0.01 each for \$10.00 per share to Shell Ventures B.V. giving rise to share premium of \$604,893.

All classes of shares have equal voting rights. Each shareholder will have one vote in respect of each share held. All shareholders have equal rights to participate in dividend distributions. Series A Preferred shares have priority over Ordinary shares on liquidation.

Reserves

Called-up shared capital

Represents the nominal value of shares issued.

Share Premium

Represents the excess paid over the nominal value of shares issued.

Share based payment reserve

Represents the cumulative obligation is to deliver its own equity instruments for services received from employees.

Other Reserve

Other reserves represent the equity component of the convertible loan issued to related parties. For further details see note 14.

Translation Reserve

The translation reserve represents the foreign exchange loss generated on the translation of the Company's financial figures from its functional currency GBP to the presentation currency of these financial statements USD.

Profit and Loss Account

Represents the reserves for net gains and losses recognised in the Profit and Loss Account.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2018 (continued)

19. Ultimate parent undertaking and controlling party

The immediate parent Company is Shell Ventures B.V. and the ultimate parent undertaking and controlling party is Royal Dutch Shell PLC, which is registered in England and Wales in the United Kingdom.

Royal Dutch Shell PLC is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 31 December 2018. The consolidated financial statements of Royal Dutch Shell PLC can be obtained from the Company Secretary at Shell Centre, London, SE1 7NA.

20. Related party transactions

	Receivable/(payable) balance as at		Sales/(purchases) during the year		Loan balance	
	2018	2017	2018	2017	2018	2017
	\$	\$	\$	\$	\$	\$
Shell Ventures B.V. (a)	-	-	40,000	10,090,375	1,992,500	5,044,222
The Boston Consulting Group (b)	-	102,762	-	2,869,219	-	784,912
	-	102,762	40,000	12,959,594	1,992,500	5,829,134

(a) Shell Ventures B.V. is the controlling majority share holder and the immediate parent company. During the period Shell Ventures B.V. provided transfers under finance arrangements including loans and equity contributions in cash. Shell Ventures B.V. also provided the sale of the intellectual property intangible asset to the Company.

(b) The Boston Consulting Group is the minority share holder of the Company. The Boston Consulting Group provided transfers under finance arrangements including loans and equity contributions in cash along with interim support services to the Company during its Commercialisation phase.

21. Subsequent events

Notable post-balance sheet events are:

On 2 May 2019, Shell Ventures BV (Shell) completed the acquisition the shares in Wonderbill Limited owned by the The Boston Consulting Group and the Company became a wholly-owned subsidiary of Shell, within Shell's New Energies division.

All the employee share options have either lapsed or been cancelled subsequent of the change in ownership of the Company. As a result key staff were offered long term incentive plans.