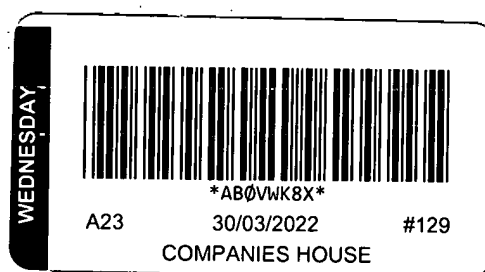


Registered Number: 10515447

Wonderbill Limited
Annual Report and Audited Financial Statements
For the year ended 31 December 2020



Wonderbill Limited

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Wonderbill Limited

Company Information

Directors
F J V Aragon (resigned 31 January 2020)
S Clifford (resigned 31 May 2021)
C C Martin (resigned 17 January 2020)
N W Mead
E Kamm (resigned 31 January 2022)
T Roche (appointed 5 August 2021)
P A Robinson (appointed 16 February 2022)

Company Secretary Shell Corporate Secretary Limited

Registered number 10515447

Registered office
Shell Centre
London
England
SE1 7NA

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

Wonderbill Limited

Strategic Report for the year ended 31 December 2020

The Directors of Wonderbill Limited (the "Company") present their Strategic Report for the year ended 31 December 2020.

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 Company works closer with the parent company Shell to explore additional distribution channels.

Business review

The loss for the year was as follows:

	2020 \$	2019 \$
Loss before tax	(13,747,908)	(5,504,441)
Tax on loss	2,212,816	1,166,987
Loss for the financial year	(11,535,092)	(4,337,454)

The Company's losses before taxation during the year of \$13,747,908 (2019: \$5,504,441) were similar to losses incurred in 2019, excluding the \$8,103,818 provisions recognised as a result the Company's management decision to liquidate the Company in 2022. The losses of 2019 and 2020 were driven by the fact that the Company is a start-up and has not reached the stage of scaling the business yet.

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

	2020 \$	2019 \$
Net liabilities	(4,725,325)	(1,542,906)

The increase in net liabilities is mainly attributable to the \$8,103,818 provisions recognised as a result the Company's management decision to liquidate the Company in 2022 offset by the settlement of \$6,696,534 loan balance with Shell Ventures B.V. and by issuing 669,653 Ordinary shares of \$0.01 each for \$10.00 per share.

The Company's management intend to liquidate the Company in 2022 and currently steps are being taken to finalise the liquidation of the Company. Management do not intend for the Company to undertake alternative activities and consequently, the financial statements have not been prepared on going concern basis and instead been prepared on a break-up basis. See note 1.4 for more details.

Key performance indicators

The Key Performance Indicators used are the number of cumulative customers, these are currently 112,000 (2019: 90,000) and administration expenditure of \$13,858,019 (2019: \$5,107,570).

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.

The Company will continue to follow the above approach to risk management throughout the liquidation process.

The Company's Risk Register identifies the legal and data security risks including GDPR as the key potential risks.

Wonderbill Limited

Strategic Report for the year ended 31 December 2020 (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.

Brexit risk

In a referendum held on 23 June 2016, the UK resolved to leave the European Union ('EU'). On 31 January 2020, the UK left the EU and entered an 11-month transition period until the end of 2020. A transitional period, during which the UK is no longer a member of the EU but is still subject to EU rules and remains a member of the Customs Union, which concluded on 31 December 2020. The UK's future trading relationship with the EU remains subject to negotiation. Although it is still unknown what those terms may be, Brexit may create global economic uncertainty, which may affect the Company's risk profile through introducing potentially significant new uncertainties and instability in financial markets. Given the principal activity and currently all revenue is currently generated in the UK, the directors do not expect any impact on the Company's activities.

Future developments

The directors have made the strategic decision to cease trading and intend to liquidate the Company following the sale and settlement of the remaining net assets in 2022, see note 1.4 for more details. No significant change in the business of the Company has taken place during the year. The Directors do not intend for the Company to undertake alternative activities and consequently, the financial statements have not been prepared on a going concern basis and have instead been prepared on a break-up basis.

Approved by the Board of Directors on 24-Mar-2022 | 17:27 GMT and signed on its behalf by:

DocuSigned by:

Tyson Roche

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T Roche

Director

Wonderbill Limited

Wonderbill Limited

Directors' Report for the year ended 31 December 2020

The Directors present their report and the audited financial statements of the Company for the year ended 31 December 2020.

Results and dividends

The loss for the financial year after taxation, amounted to \$11,535,092 (2019: loss \$4,337,454). The Directors do not recommend the payment of any dividends (2019: \$nil).

Directors

The names of persons who have served as Directors of the Company during the year and to the date of this report are listed on page 1.

Going concern

In previous years, the financial statements were prepared on a going concern basis. However on 9 December 2021, the directors made the strategic decision to cease trading and following the sale and settlement of the net assets, the directors intend to liquidate the Company. Consequently, the directors no longer consider the Company to be a going concern and therefore have prepared the financial statements on a basis other than going concern. The directors consider that a break-up basis of preparation is appropriate in the circumstances. This has resulted in all assets and liabilities being classified as current assets as the intention is to settle all balances within 12 months after the reporting date. There is no material impact on the measurement of assets and liabilities balances arising from the preparation of the financial statements on a break-up basis. However, the Company has recognised a provision of \$6,320,708 in respect of the 2021 costs already incurred and a provision of \$1,783,110 in relation to future expected unavoidable costs to liquidate the Company. No other adjustments were needed.

Subsequent events

Full details of the Company's notable subsequent events can be found in note 20.

Covid-19

The directors have considered the critical estimates and significant judgements and do not deem these impacted by the situation. Global health concerns relating to the coronavirus outbreak have been weighing on the macroeconomic environment, and the outbreak has increased economic uncertainty. The outbreak has resulted in authorities implementing numerous measures to try to contain the virus which have in turn negatively impacted consumer spending.

The Company has adapted during the enforced lockdown and social distancing, by deploying a formal working from home posture for employees to maintain continuity and stability in the business. Therefore, the Company has been largely insulated from the effects of the virus and the business has continued operations.

The future outcome of the outbreak is uncertain and the numbers in these financial statements could be materially different in the future as a result. However, at the date of issuing these financial statements no material impact has been noted.

Future developments

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

Wonderbill Limited

Directors' Report for the year ended 31 December 2020 (continued)

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.

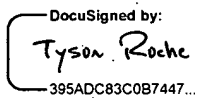
Political contributions

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 24-Mar-2022 | 17:27 GMT and signed on its behalf by:

DocuSigned by:

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T Roche
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 2020

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 (as explained in note 1.4, the Directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 2020, which comprise the Profit and loss account, Statement of comprehensive income Balance sheet, Statement of changes in equity, and the related notes 1 to 20, 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 2020 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.

Emphasis of matter - financial statements prepared on a break up basis

We draw attention to note 1 to the financial statements which explains that the directors intend to liquidate the Company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a break up basis as described in note 1. 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 6, 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 101 "Reduced Disclosure Framework", Companies Act 2006, Bribery Act 2010, Companies (Miscellaneous Reporting) Regulation 2018 and relevant tax compliance regulations in the jurisdictions in which the Company operates, including the United.
- We understood how the Company is complying with those frameworks and Shell group policies by making enquiries of management, those responsible for legal and compliance procedures and the Company Secretary. We corroborated our enquiries through the review of the following documentation:
 - all minutes of board meetings held during the year;
 - the Shell group's code of conduct setting out the key principles and requirements for all staff in relation to compliance with laws and regulations;
 - any relevant correspondence with local tax authorities;
 - and any relevant correspondence received from regulatory bodies.

Wonderbill Limited

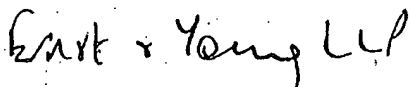
Independent Auditors' Report to the Members of Wonderbill Limited (continued)

- We assessed that revenue was a judgemental area of the audit which might be more susceptible to fraud. We obtained an understanding of the controls over the process for the recognition of revenue and tested in particular the existence of the revenue recorded in the financial statements and any manual adjustments to the revenue.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the controls that the Company established to address risks identified by the entity or that otherwise seek to prevent, deter or detect fraud. We gained an understanding of the entity level controls and policies that the Company applies being part of the Shell group.
- Based on the results of our risk assessment we designed our audit procedures to identify non-compliance with such laws and regulations identified above. Our procedures involved testing of journal entries, with a focus on journals indicating large or unusual transactions or meeting our defined risk criteria based on our understanding of the business, enquiries of legal counsel and management, review of internal audit reports and of the volume and nature of complaints received by the whistleblowing hotline during the year relevant to the Company.

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.



William Testa (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
29 March 2022

Wonderbill Limited**Profit and Loss Account for the year ended 31 December 2020**

	Note	2020 \$	2019 \$
Turnover	3	263,772	71,967
Cost of sales		(38,250)	(39,509)
Gross profit		225,522	32,458
Administrative expenses		(13,858,019)	(5,107,570)
Operating loss		(13,632,497)	(5,075,112)
Interest payable and similar expenses	7	(115,411)	(429,329)
Loss before taxation		(13,747,908)	(5,504,441)
Tax credit on the loss	8	2,212,816	1,166,987
Loss for the financial year		(11,535,092)	(4,337,454)

All of the activities of the Company are classed as discontinuing for the current and prior years.

The notes on pages 15 to 31 form part of these financial statements.

Wonderbill Limited**Statement of Comprehensive Income for the year ended 31 December 2020**

	2020 \$	2019 \$
Loss for the financial year	(11,535,092)	(4,337,454)
Other comprehensive (expense)/income		
Foreign exchange (loss)/gain on translation	<u>(43,862)</u>	<u>233,896</u>
Total comprehensive expense for the year	<u><u>(11,578,954)</u></u>	<u><u>(4,103,558)</u></u>

The notes on pages 15 to 31 form part of these financial statements.

Wonderbill Limited**Balance Sheet as at 31 December 2020**

	Note	2020 \$	2019 \$
Fixed assets			
Intangible assets	9	-	-
Tangible assets	10	-	27,835
		<u>-</u>	<u>27,835</u>
Current assets			
Intangible assets	9	-	-
Tangible assets	10	10,073	-
Debtors	11	3,583,424	4,830,238
Cash at bank and in hand		1,253,110	1,504,797
		<u>4,846,607</u>	<u>6,335,035</u>
Creditors: amounts falling due within one year	12	(1,468,114)	(7,905,776)
Provisions for liabilities	13	(8,103,818)	-
		<u>(4,725,325)</u>	<u>(1,570,741)</u>
Net current liabilities		<u>(4,725,325)</u>	<u>(1,570,741)</u>
Total assets less current liabilities		<u>(4,725,325)</u>	<u>(1,542,906)</u>
Net liabilities		<u>(4,725,325)</u>	<u>(1,542,906)</u>
Capital and reserves			
Called up share capital	17	31,087	22,691
Share Premium		31,216,077	22,827,938
Profit and Loss account		(36,095,719)	(24,560,627)
Translation reserve		123,230	167,092
		<u>(4,725,325)</u>	<u>(1,542,906)</u>
Total shareholders' deficit		<u>(4,725,325)</u>	<u>(1,542,906)</u>

The going concern basis of preparation is no longer appropriate and therefore the financial statements have been prepared on a basis other than going concern, given the strategic decision by the directors to cease trading and liquidate the Company in 2022, see note 1.4 for further details.

The notes on pages 15 to 31 form part of these financial statements.

The financial statements on pages 10 to 31 were approved by the Board of Directors on 24-Mar-2022 | 17:27 GMT and were signed on its behalf by:

DocuSigned by:

Tyson Roche

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T Roche

Director

Wonderbill Limited

Company number: 10515447

Wonderbill Limited**Statement of Changes in Equity for the year ended 31 December 2020**

	Called up share capital \$	Share Premium \$	Share based payment reserve \$	Translation reserve \$	Profit and sharehold- ers' deficit \$	Total
At 1 January 2020	22,691	22,827,938	-	167,092	(24,560,627)	(1,542,906)
Total Comprehensive expense for the year						
Loss for the financial year	-	-	-	-	(11,535,092)	(11,535,092)
Other comprehensive expense	-	-	-	(43,862)	-	(43,862)
Total comprehensive expense for the year	-	-	-	(43,862)	(11,535,092)	(11,578,954)
Transactions with owners, recorded directly in equity						
Share capital issued during the year (see note 17)	8,396	8,388,139	-	-	-	8,396,535
Total contributions by and distributions to owners	8,396	8,388,139	-	-	-	8,396,535
At 31 December 2020	31,087	31,216,077	-	123,230	(36,095,719)	(4,725,325)

The notes on pages 15 to 31 form part of these financial statements.

Wonderbill Limited**Statement of Changes in Equity for the year ended 31 December 2020 (continued)**

	Called up share capital \$	Share Premium \$	Share based payment reserve \$	Translation reserve \$	Profit and shareholders' Loss account \$	Total deficit \$
At 1 January 2019	22,691	22,827,938	473,874	(66,804)	(20,223,173)	3,034,526
Total Comprehensive expense for the year						
Loss for the financial year	-	-	-	-	(4,337,454)	(4,337,454)
Other comprehensive income	-	-	-	233,896	-	233,896
Total comprehensive expense for the year	-	-	-	233,896	(4,337,454)	(4,103,558)
Transactions with owners, recorded directly in equity						
Equity-settled share based payment transactions (see note 15)	-	-	(473,874)	-	-	(473,874)
Total contributions by and distributions to owners	-	-	(473,874)	-	-	(473,874)
At 31 December 2019	22,691	22,827,938	-	167,092	(24,560,627)	(1,542,906)

The notes on pages 15 to 31 form part of these financial statements.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020

1. Accounting policies

1.1 Basis of preparation

Wonderbill Limited (the "Company") 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, England, 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 accounting standards in conformity with the requirements of the Companies Act 2006 ("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, Shell PLC, includes the Company in its consolidated financial statements. The consolidated financial statements of 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 and 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;
- Disclosures of transactions with a management entity that provides key management personnel services to the Company; and
- Disclosures required by IFRS 5 Non-current Assets Held for Sale and Discontinued Operations in respect of the cash flows of discontinued operations.

As the consolidated financial statements of 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; and
- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets.

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 2020 (continued)

1. Accounting policies (continued)

1.2 Change in accounting policy

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

- *Amendment to IFRS 3: Definition of a Business* has been adopted from 1 January 2020. The Company has applied this amendment to business combinations whose acquisition dates are on or after 1 January 2020 in assessing whether it had acquired a business or a group of assets.
- *Amendments to IFRS 9, IAS 39 and IFRS 7: Interest Rate Benchmark Reform* has been adopted from 1 January 2020. This has been applied retrospectively to hedging relationships that existed at 1 January 2020 or were designated thereafter and that are directly affected by interest rate benchmark reform. These amendments also apply to any gain or loss accumulated in the cash flow hedging reserve that existed at 1 January 2020.
- *Amendments to References to the Conceptual Framework in IFRS Standards.*
- *Amendments to IAS 1 and IAS 8: Definition of Material.*

There is no impact of the above IFRSs on the Company.

1.3 Measurement convention

The financial statements are prepared on the historical cost basis.

1.4 Going concern

In previous years, the financial statements were prepared on a going concern basis. However on 9 December 2021, the directors made the strategic decision to cease trading and following the sale and settlement of the net assets, the directors intend to liquidate the Company. Consequently, the directors no longer consider the Company to be a going concern and therefore have prepared the financial statements on a basis other than going concern. The directors consider that a break-up basis of preparation is appropriate in the circumstances. This has resulted in all assets and liabilities being classified as current assets as the intention is to settle all balances within 12 months after the reporting date. There is no material impact on the measurement of assets and liabilities balances arising from the preparation of the financial statements on a break-up basis. However, the Company has recognised a provision of \$6,320,708 in respect of the 2021 costs already incurred and a provision of \$1,783,110 in relation to future expected unavoidable costs to liquidate the Company. No other adjustments were needed.

1.5 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.

1.6 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

1. Accounting policies (continued)

1.7 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 fair value through profit or loss (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

(a) Classification

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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 2020 (continued)

1. Accounting policies (continued)

1.7 Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

Financial assets (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 2020 (continued)

1. Accounting policies (continued)

1.7 Financial instruments (continued)

(iii) 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.

1.8 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 2020 (continued)

1. Accounting policies (continued)

1.9 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

1.10 Impairment

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than deferred tax 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. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU 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.

1.11 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 2020 (continued)

1. Accounting policies (continued)

1.11 Turnover (continued)

Platform fees

In consideration for the provision of the Wonderbill Platform Services the Company charges a fixed monthly platform fee which is recognised in the month in which it is incurred.

1.12 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).

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.

1.13 Functional currency and presentational currency

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

1.14 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.

1.15 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 2020 (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 carrying amounts of the Company's intellectual property asset was assessed at the reporting date to determine whether there were any indications that the impairment loss recognised in the prior year had decreased or no longer exists. The Directors determined the value of the impairment remains appropriate and has not decreased since its recognition 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.

Tangible fixed assets

The carrying amounts of the Company's tangible fixed asset were reviewed at the reporting date to determine whether there is any indication of impairment as a result of COVID-19. The Company has been largely insulated by the effects of the virus and therefore the Directors have determined there are no indications of impairment at the reporting date.

Recognition of deferred tax asset

The Directors continues to recognise the cumulative deferred tax asset for group relief purposes, even though there is a material uncertainty upon the Company's ability to continue as a going concern. As all amounts surrendered will be recovered from the Group even if the Company were to be liquidated.

Break-up basis of preparation

2021 expenses

The Company has recognised a provision of \$6,320,708 in respect of the 2021 costs already incurred. The provision has been recognised based on the Company's internal management reports and are costs specific to the operations of the Company during 2021.

Future liquidation expenses

The Company has recognised a provision of \$1,783,110 in relation to future expected unavoidable costs to liquidate the Company. The provision has been determined using the Directors experience best estimates available and includes severance fees, fixed asset disposal and professional fees.

The exact timing of the liquidation of the Company is unknown at the date of signing this report, but the Directors are confident the liquidation will be complete in 2022.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

3. Turnover

By major products/service lines:

	2020 \$	2019 \$
Affiliate Commissions	32,722	12,967
Platform Fee	231,050	59,000
	<u>263,772</u>	<u>71,967</u>

By geographical markets:

	2020 \$	2019 \$
UK	263,772	71,967
	<u>263,772</u>	<u>71,967</u>

4. Expenses and auditors' remuneration

Auditor's remuneration:

	2020 \$	2019 \$
Amounts receivable by the Company's auditor in respect of:		
Audit of financial statements of subsidiaries of the Company	<u>7,100</u>	<u>9,000</u>

There are no fees paid to the Company's auditors and its associates towards non-audit services to the Company (2019: \$nil).

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:

	2020	2019
Product & Engineering	18	19
Operations	11	16
Sales, General and Admin	6	5
	<u>35</u>	<u>40</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

5. Staff numbers and costs (continued)

The aggregate payroll costs of these persons were as follows:

	2020 \$	2019 \$
Wages and salaries	2,961,867	3,433,173
Social security costs	335,529	394,907
	<u>3,297,396</u>	<u>3,828,080</u>

6. Directors' remuneration

	2020 \$	2019 \$
Directors' remuneration	223,440	404,590
Amounts receivable under long term incentive schemes	141,016	235,707
Company contributions to money purchase pension plans	6,703	11,126
2019 performance bonus receivable	-	120,163
Retention bonus granted and paid in 2019	-	77,151
	<u>371,159</u>	<u>848,737</u>

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid Director was \$354,684 (2019: \$460,096) and company pension contributions of \$6,410 (2019: \$5,743) were made to a money purchase scheme on their behalf.

Retirement benefits are accruing to two directors under money purchase schemes. 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 payable and similar expenses

	2020 \$	2019 \$
Interest payable to parent company	69,146	194,819
Net foreign exchange losses	46,265	234,510
	<u>115,411</u>	<u>429,329</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

8. Taxation

Recognised in the Profit and Loss Account:

	2020 \$	2019 \$
<i>UK corporation tax</i>		
Group relief receivable	(2,238,074)	(1,161,010)
Total current tax	(2,238,074)	(1,161,010)
<i>Deferred tax</i>		
Origination and reversal of temporary differences	28,229	(5,196)
Adjustments in respect of prior periods	-	(781)
Effect of tax rate change on opening balance	(2,971)	-
Total deferred tax	25,258	(5,977)
Tax on loss	(2,212,816)	(1,166,987)

Reconciliation of affecting the tax rate

	2020 \$	2019 \$
Loss for the year	(11,535,092)	(4,337,454)
Total tax credit	(2,212,816)	(1,166,987)
Loss excluding taxation	(13,747,908)	(5,504,441)
Tax using the UK corporation tax rate of 19.00% (2019: 19.00%)	(2,612,103)	(1,045,844)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	1	43
Adjustment to tax charge in respect of previous periods	-	(781)
Income not taxable for tax purposes	-	(90,585)
Group relief surrendered/(claimed)	2,238,074	1,161,010
Payment/(receipt) for group relief	(2,238,074)	(1,161,010)
Remeasurement of deferred tax for changes in tax rates	(2,971)	610
Effects of foreign exchange differences on translation	(154,355)	(30,430)
Deferred tax not recognised	556,612	-
Total tax credit for the year	(2,212,816)	(1,166,987)

Unrecognised deferred tax assets

At the Balance sheet date the Company had unrecognised deferred tax assets in relation to fixed assets and short-term temporary differences of \$556,612 (2019: \$nil).

Factors that may affect future tax charges

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

9. Intangible assets

	Intellectual property \$
Cost	
At 1 January 2020	10,090,375
At 31 December 2020	<u>10,090,375</u>
Amortisation and impairment	
At 1 January 2020	10,090,375
At 31 December 2020	<u>10,090,375</u>
Net book value	
At 31 December 2020	<u>-</u>
At 31 December 2019	<u>-</u>

10. Tangible assets

	Computer equipment \$
Cost	
At 1 January 2020	93,649
Additions	12,134
Effect of movements in foreign exchange	3,800
At 31 December 2020	<u>109,583</u>
Depreciation	
At 1 January 2020	65,814
Depreciation charge for the year	29,004
Effect of movements in foreign exchange	4,692
At 31 December 2020	<u>99,510</u>
Net book value	
At 31 December 2020	<u>10,073</u>
At 31 December 2019	<u>27,835</u>

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

11. Debtors

	2020 \$	2019 \$
Other debtors	66,026	89,253
Taxation receivable	3,446,201	4,644,732
Deferred tax assets (see note 14)	-	24,273
Prepayments and accrued income	71,197	71,980
	<u>3,583,424</u>	<u>4,830,238</u>

12. Creditors: amounts falling due within one year

	2020 \$	2019 \$
Trade creditors	84,931	104,609
Taxation and social security	127,939	87,556
Amounts owed to Group undertaking	-	6,634,353
Other creditors	25,703	66,492
Accruals	1,229,541	1,012,766
	<u>1,468,114</u>	<u>7,905,776</u>

Amounts owed to group undertaking are unsecured loans and bear interest between 4.08% and 4.61%. The loan balance of \$6,696,534 has been fully settled on 31 March 2020. Please refer Note 17(b) for further details.

13. Provisions for liabilities

	2021 expenses \$	Future liquidation expenses \$	Total \$
Balance at 1 January 2020	-	-	-
Provisions made during the year	6,320,708	1,783,110	8,103,818
Balance at 31 December 2020	<u>6,320,708</u>	<u>1,783,110</u>	<u>8,103,818</u>

2021 expenses

The Company has recognised a provision of \$6,320,708 in respect of the 2021 costs already incurred. The provision has been recognised based on the Company's internal management reports and are costs specific to the operations of the Company during 2021.

Future liquidation expenses

The Company has recognised a provision of \$1,783,110 in relation to future expected unavoidable costs to liquidate the Company. The provision has been determined using the Directors experience best estimates available and includes severance fees, fixed asset disposal and professional fees.

The exact timing of the liquidation of the Company is unknown at the date of signing this report, but the Directors are confident the liquidation will be completed in 2022.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

14. Deferred tax asset and liabilities

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2020	2019	2020	2019	2020	2019
	\$	\$	\$	\$	\$	\$
Tangible fixed assets	-	(23,603)	-	-	-	(23,603)
Short term temporary differences	-	(670)	-	-	-	(670)
Net tax (assets)	-	(24,273)	-	-	-	(24,273)

Unrecognised deferred tax assets

At the Balance sheet date the Company had unrecognised deferred tax assets in relation to fixed assets and short-term temporary differences of \$556,612 (2019: \$nil).

Movement in deferred tax during the year

	1 January 2020 \$	Recognised in profit and loss account \$	Recognised in Other Comprehensive Income \$	31 December 2020 \$
Tangible fixed assets	(23,603)	24,561	(958)	-
Short term temporary differences	(670)	697	(27)	-
Losses and other deductions	-	-	-	-
	(24,273)	25,258	(985)	-

Movement in deferred tax during the prior year

	1 January 2019 \$	Recognised in profit and loss account \$	Recognised in Other Comprehensive Income \$	31 December 2019 \$
Tangible fixed assets	(17,741)	(5,307)	(555)	(23,603)
Short term temporary differences	-	(670)	-	(670)
	(17,741)	(5,977)	(555)	(24,273)

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

15. Share based payments

During 2017 and 2018, Wonderbill Limited operated an equity settled share option scheme for certain Directors of the Company. The Black Scholes option pricing model was used to determine the fair value of stock options.

During 2019, the Company did not grant any share options and made the decision to forfeit all 275,206 previously granted share options. The Directors were offered long term incentive bonuses as a replacement. As a result, the cumulative obligation recognised in the Share based payment reserve has been reversed and credited to the Profit and Loss Account. No share options were granted during 2020.

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

	Weighted average exercise price 2020	Number of options 2020	Weighted average exercise price 2019	Number of options 2019
Outstanding at the beginning of the year	-	-	\$0.01	275,206
Forfeited during the year	-	-	\$0.01	(275,206)
Granted during the year	-	-	\$0.01	-
	<u>-</u>	<u>-</u>	<u>\$0.01</u>	<u>-</u>
Outstanding at the end of the year	-	-	\$0.01	-
	<u>-</u>	<u>-</u>	<u>\$0.01</u>	<u>-</u>

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

	2020	2019
	\$	\$
Equity settled share based payment credit	-	(473,874)
	<u>-</u>	<u>(473,874)</u>

16. Defined contribution plans

The Company operates a defined contribution pension plan. The total expense relating to these plans in the current year was \$65,023 (2019: \$63,093).

17. Called up share capital

	Ordinary shares	No. of shares Series A shares	Series A1 shares
On issue at 1 January 2020	1,009,037	1,199,460	60,550
Issued for cash (a)	170,000	-	-
Issued against loan balance (b)	669,653	-	-
Reclassification of shares (c)	1,260,010	(1,199,460)	(60,550)
Consolidation of shares (d)	(3,077,613)	-	-
	<u>31,087</u>	<u>Nil</u>	<u>Nil</u>
On issue at 31 December 2020 - fully paid			

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

17. Called up share capital (continued)

	2020 \$	2019 \$
Called up, allotted and fully paid:		
31,087 of \$1.00 (2019: 1,009,037 of \$0.01 each)	31,087	10,090
Nil (2019: 1,199,460 Series A shares of \$0.01 each)	-	11,995
Nil (2019: 60,550 Series A1 shares of \$0.01)	-	606
	<u>31,087</u>	<u>22,691</u>

(a) On 17 February 2020, the Company issued 170,000 Ordinary shares of \$0.01 each for \$10.00 per share to Shell Ventures B.V. giving rise to share premium of \$1,698,300.

(b) On 31 March 2020, the Company issued 669,653 Ordinary shares of \$0.01 each for \$10.00 per share. The shares were satisfied by the settlement of \$6,696,534 loan balance with Shell Ventures B.V. giving rise to share premium of \$6,689,838.

(c) On 17 August 2020, the Company reclassified 1,199,460 Series A Shares and 60,550 Series A1 Shares of \$0.01 to Ordinary shares of \$0.01.

(d) On 17 August 2020, the Company consolidated 3,108,700 Ordinary shares of \$0.01 to 31,087 Ordinary shares of \$1.00 per share.

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.

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.

18. Ultimate parent undertaking and controlling party

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

Shell PLC is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 31 December 2020. The consolidated financial statements of Shell PLC can be obtained from the Company Secretary at Shell Centre, London, SE1 7NA.

19. Related party transactions

The Company is exempt from the requirements of IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group.

Wonderbill Limited

Notes to the Financial Statements for the year ended 31 December 2020 (continued)

20. Subsequent events

Share issues

Subsequent to the year end, the Company has received additional equity funding as follows:

On 15 March 2021, the Company issued 2,100 Ordinary shares of \$1.00 each for \$1000.00 per share to Shell Ventures B.V. giving rise to share premium of \$2,097,900.

On 26 June 2021, the Company issued 3,000 Ordinary shares of \$1.00 each for \$1000.00 per share giving rise to share premium of \$2,997,000.

On 17 February 2022, the Company issued 2,900 Ordinary shares of \$1.00 each for \$1000.00 per share to Shell Ventures B.V. giving rise to share premium of \$2,897,100.

Company liquidation

On 9 December 2021, the directors made the strategic decision to cease trading and following the sale and settlement of the net assets, the directors intend to liquidate the Company.

Consequently, the directors no longer consider the Company to be a going concern and therefore have prepared the financial statements on a basis other than going concern. The directors consider that a break-up basis of preparation is appropriate in the circumstances. This has resulted in all assets and liabilities being classified as current assets as the intention is to settle all balances within 12 months after the reporting date. There is no material impact on the measurement of assets and liabilities balances arising from the preparation of the financial statements on a break-up basis. However, the Company has recognised a provision of \$6,320,708 in respect of the 2021 costs already incurred and a provision of \$1,783,110 in relation to future expected unavoidable costs to liquidate the Company (see note 13). No other adjustments were needed.