

Global Connectivity Plc (the "Company" or "GCON")

Final results year ended 31 December 2022

Global Connectivity Plc (AQSE: GCON), a leading provider of broadband services to rural areas of the UK through its investment in Rural Broadband Holdings Solutions Limited, today announces its Final Results for the year ended 31 December 2022.

Overview

- Since completion of its transaction with Tiger Infrastructure Partners LP ("Tiger"), Global Connectivity Plc (formerly known as Rural Broadband Solutions Plc) has been in a period of transition as its subsidiaries are now owned by Rural Broadband Solutions Holdings Ltd (RBSHL) in which the Company owns a 15% stake.
- Both former subsidiaries are benefiting from the investment and the strategic expertise provided by Tiger and the directors consider that the holding in RBSHL is the anchor to growing the Company's asset value.

Financial Highlights

- Net assets were up by £0.4m to £5.03m as a result of the reversal of the impairment of the intercompany loan with Secure Web Services Limited ("SWS") and a significant reduction in running costs.
- As at 16th June 2023, the current cash was circa £75k, although running costs have reduced significantly and the directors expect £0.55m to be received from SWS in repayment of the intercompany loan over the next 18 months.

Operational Highlights

- The transaction with Tiger completed on 25th October 2022, in which Tiger agreed to invest up to £75m into RBSHL. This investment places RBSHL, the new holding company of SWS and Cadence Networks Ltd ("Cadence"), in a position to fund growth organically and by acquisition with no further equity dilution for GCON until the £75m ceiling has been reached.
- Tiger has committed an initial investment of £16m during its first year of majority ownership. Please refer to:
<https://www.globalconnectivityplc.com/Documents/Blog/rns-infrastructure-funding-complete.pdf>
on our website where announcements are held:
<https://www.globalconnectivityplc.com/announcements>

Outlook

- The directors remain focused on finding other opportunities to invest in, where technology can assist communication in a commercial way.

-ENDS

For further information please contact:

Keith Harris
Executive Chairman
Global Connectivity Plc
www.globalconnectivityplc.com

Claire Louise Noyce
AQSE Stock Exchange Corporate Adviser & Corporate Broker
Hybridan LLP
claire.noyce@hybridan.com

Tel: +44 20 3764 2341

The information contained within this announcement is deemed to constitute inside information as stipulated under the retained EU law version of the Market Abuse Regulation (EU) No. 596/2014 (the "UK MAR") which is part of UK law by virtue of the European Union (Withdrawal) Act 2018. The information is disclosed in accordance with the Company's obligations under Article 17 of the UK MAR. Upon the publication of this announcement, this inside information is now considered to be in the public domain.

Chairman's Statement

TIGER INFRASTRUCTURE FUNDING

As a result of unrequited demand for broadband services throughout rural areas of the UK, by acquiring Secure Web Services Limited ("SWS"), we created a public company, Rural Broadband Solutions Plc ("RBBS"), to provide high speed broadband services to those areas. The investment we raised across two fundraises in September 2020 and then December 2021 from the public market totalled £4.17 million. That capital was deployed to strengthen our management team in order to expand our operational network and enable the planned first phase of fibre build, and to make the strategic acquisition of Cadence Networks Ltd ("Cadence").

Whilst implementing this growth strategy, it became apparent that rural broadband services were likely to develop more quickly and to a larger extent than was anticipated when we embarked on this enterprise. In short, it had become clear that there was an ever increasing demand nationwide for fast and reliable broadband. It was equally apparent that the strategy on which we had embarked would require a further considerable deployment of capital. Our vision was clear, but the opportunity was immediate with Project Gigabit on the horizon.

The huge opportunity, bold vision and capital required to develop the plan, underpinned our belief that we should seek a partner with an infrastructure fund and proven expertise, strong capital backing and a shared belief in our vision. As a consequence, this resulted in us entering into discussions with Tiger Infrastructure Partners LP ("Tiger"). Tiger is an innovative private equity firm focused on providing transformational growth capital to middle market infrastructure companies.

The transaction with Tiger completed on 25th October 2022, in which Tiger agreed to invest up to £75 million into a new jointly owned company, Rural Broadband Solutions Holdings Limited ("RBSHL"). Tiger's investment places RBSHL, the new holding company of SWS and Cadence, in a position to fund growth organically by fulfilling our target to provide full fibre initially in the communities of Shropshire and Wales and neighbouring districts, and potentially by way of acquisitions, at an increased pace.

Global Connectivity (GCON)'s 15% equity ownership in RBSHL is not subject to dilution unless and until Tiger reaches its £75 million capital contribution to RBSHL. This will enable GCON to operate as an investment vehicle with the capacity to seek opportunities in non-competing business sectors. We are already actively engaged in investigating such appropriate investments. The senior management team of RBSHL will continue dedicating their time to the delivery of RBSHL's business plan, and will not be involved in diligencing or managing new investment for GCON.

We note that some Altnets are experiencing funding issues amid difficult conditions of rising costs, aggressive competition, and the need to sign up consumers to meet targets. We are grateful for Tiger in bringing its ideas, support and energy to our plans and not just the financing package.

Keith Harris
Chairman
27 June 2023

Income Statement

	Note	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Other administration fees and expenses	4	(338)	(704)
Management services recharges	18	82	134
Operating loss		(256)	(570)
Reversal/(increase) of impairment of intercompany loan		616	(544)
Net finance expense		616	(544)
Profit/(loss) before income tax		360	(1,114)
Income tax expense	5	-	-
Profit/(loss) for the year		360	(1,114)
Basic and diluted profit/(loss) per share (pence)	6	0.10	(0.36)

Statement of Comprehensive Income

	Note	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
Profit/(loss) for the year		360	(1,114)
Other comprehensive expense		-	-
Total comprehensive income/(expense) for the year		360	(1,114)

Balance Sheet

	Note	As at 31 December 2022 £'000	As at 31 December 2021 £'000
Assets			
Non-current assets			
Investment in subsidiaries	18, 19	-	1,942
Amounts due from related parties	9, 18	275	-
Other financial assets	8	3,204	-
Subscriptions due	7	950	950
Total non-current assets		4,429	2,892
Current assets			
Amounts due from related parties	9, 18	483	643
Trade and other receivables	10	89	63
Cash at bank	11	24	1,025
Total current assets		596	1,731
Total assets		5,025	4,623
Equity			
Capital and reserves attributable to owners of the Parent:			
Issued share capital	12	3,619	3,619
Warrant reserve	13	77	77
Share option reserve	13	278	257
Retained earnings	14	892	532
Total equity		4,866	4,485
Liabilities			
Current liabilities			
Trade and other payables	16	159	138
Total current liabilities		159	138
Total liabilities		159	138
Total equity and liabilities		5,025	4,623

The financial statements were approved and authorised for issue by the Board of Directors on 27 June 2023 and signed on its behalf by:

Keith Harris
Director

Selwyn Lewis
Director

Statement of Changes in Equity

	Share capital	Share premium	Warrant reserve	Share option reserve	Retained earnings/ (deficit)	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 January 2021	3,041	-	77	-	409	3,527
Comprehensive expense						
Loss for the year	-	-	-	-	(1,114)	(1,114)
Total comprehensive expense for the year	-	-	-	-	(1,114)	(1,114)
Transactions with owners						
Issue of shares	578	1,237	-	-	-	1,815
Share based payments relating to share options	-	-	-	257	-	257
Transfer to retained earnings	-	(1,237)	-	-	1,237	-
Total transactions with owners	578	-	-	257	1,237	2,072
Balance at 31 December 2021	3,619	-	77	257	532	4,485
Balance at 1 January 2022	3,619	-	77	257	532	4,485
Comprehensive income						
Profit for the year	-	-	-	-	360	360
Total comprehensive income for the year	-	-	-	-	360	360
Transactions with owners						
Share based payments relating to share options	-	-	-	21	-	21
Total transactions with owners	-	-	-	21	-	21
Balance at 31 December 2022	3,619	-	77	278	892	4,866

Cash Flow Statement

	Note	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
Cash flows from operating activities			
Profit/(loss) for the year before tax		360	(1,114)
Adjustments for:			
(Reversal)/increase of impairment of amounts due from related parties		(616)	544
Share based payments relating to share options		21	123
Foreign exchange loss	3	-	-
Operating loss before changes in working capital		(235)	(447)
(Increase)/decrease in trade and other receivables		(26)	34
Increase in trade and other payables		21	58
Cash used in operations		(240)	(355)
Interest received		-	-
Net cash used in operating activities		(240)	(355)
Cash flows from investing activities			
Investment in subsidiary		-	(80)
Loan to subsidiary		(521)	(975)
Reorganisation costs		(240)	-
Net cash used in from investing activities		(761)	(1,055)
Cash flows from financing activities			
Issue of shares		-	1,675
Net cash generated from financing activities		-	1,675
Net (decrease)/increase in cash and cash equivalents		(1,001)	265
Cash and cash equivalents at beginning of the year		1,025	760
Foreign exchange losses on cash and cash equivalents		-	-
Cash and cash equivalents at end of the year	11	24	1,025

Notes to the Financial Statements

1 General information

Global Connectivity Plc (formerly known as Rural Broadband Solutions Plc) (the “Company”) was incorporated and registered in the Isle of Man under the Isle of Man Companies Acts 1931 to 2004 on 27 June 2006 as a public limited company with registered number 117001C. On 7 January 2011 with the approval of Shareholders in general meeting, the Company was re-registered as a company under the Isle of Man Companies Act 2006 with registered number 006491v. The Company’s investment strategy is to identify investment opportunities and acquisitions in the developing market for rural broadband in the UK. The Company seeks to provide Shareholders with an attractive total return achieved primarily through capital appreciation.

The Company’s administration is delegated to Apex Corporate Services (IOM) Limited (the “Administrator”). The registered office of the Company is Exchange House, 54-62 Athol Street, Douglas, Isle of Man, IM1 1JD.

Pursuant to a prospectus dated 20 October 2006 there was an authorisation to place up to 50 million shares. Following the close of the placing on 26 October 2006, 30 million shares were issued at a price of 100p per share.

The shares of the Company were admitted to trading on the AIM Market of the London Stock Exchange (“AIM”) on 26 October 2006 when dealings also commenced. On the same date the shares of the Company were admitted to the Official List of The International Stock Exchange (the “TISE”).

As a result of a further fundraising in May 2007, 32,292,810 shares were issued at a price of 106p per share, which were admitted to trading on AIM on 22 May 2007.

On 4 June 2018 the listing of the Company’s shares on AIM and on TISE was cancelled.

Pursuant to an Admission Document dated 2 December 2019 there was a placing of 29,000,000 shares on 2 December 2019. On the same date the shares of the Company were admitted to trading on the Aquis Stock Exchange (formerly the NEX Exchange Growth Market).

Pursuant to an Admission Document dated 23 September 2020 there was a placing of 100,000,000 shares and 100,000,000 warrants for the fundraising, consideration shares of 16,000,000 in relation to the acquisition of Secure Web Services Limited and 800,000 shares and 1,622,400 warrants issued in consideration for services on 21 October 2020. On the same date the shares of the Company were admitted to trading on the Aquis Stock Exchange.

A further Placing and Subscription took place in December 2021 in order to fund the acquisition of Cadence Networks Limited and drive organic growth before infrastructure funding. There was a placing of 55,833,333 shares and consideration shares of 2,000,000 in relation to the acquisition of Cadence Networks Limited. These shares were issued and admitted to trading on the Aquis Stock Exchange on 21 December 2021.

The Company’s agents perform all functions, other than those carried out by the Board.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented unless otherwise stated.

2.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the UK. The financial statements have been prepared on the going concern basis, as the Board of Directors has a reasonable expectation that the Company has the resources to continue in business for the foreseeable future.

Notes to the Financial Statements (continued)

2 Summary of significant accounting policies (continued)

2.1 Basis of preparation (continued)

The financial statements have been prepared under the historic cost convention, as described in the accounting policies set out below. These accounting policies are consistent with those in the previous year.

New International Financial Reporting Standards (IFRSs) and interpretations effective in the current period

Reference	Narrative	Application date of standard (Periods commencing on or after)
Amendment to IFRS 16	Covid-19 Related Rent Concessions beyond 30 June 2021	1 April 2021
Amendments to IAS 16,	Property, Plant and Equipment – Proceeds before Intended Use	1 January 2022
Annual Improvements to IFRS Standards 2018-2020 (May 2020),	Annual Improvements to IFRS Standards 2018-2020 (May 2020),	1 January 2022
Amendments to IFRS 3, (May 2020)	Reference to the Conceptual Framework	1 January 2022
Amendments to IAS 37 (May 2020),	Onerous Contracts – Cost of Fulfilling a Contract	1 January 2022

New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretation are effective for annual periods beginning after 1 January 2022 and have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the Company. The relevant standards are as follows.

Reference	Narrative	Application date of standard (Periods commencing on or after)
IFRS 17	Insurance Contracts	1 January 2023
IAS 1 (amendments)	Classification of Liabilities as Current or Non-Current and disclosure of accounting policies	1 January 2023
IAS 8 (amendments)	Changes in Accounting Estimates and Errors	1 January 2023
IAS 12 (amendments)	Income Taxes	1 January 2023
IAS 1 (amendments) and IFRS practice statement 2	Disclosure of Accounting policies	1 January 2023
IFRS 16 (amendments)	Lease liability in a sale and leaseback	1 January 2024
Amendments to IFRS 4	Extension of the Temporary Exemption from Applying IFRS 9	1 January 2023
Amendments to IAS 8	Definition of accounting estimates	1 January 2023
Amendments to IFRS 17	Initial Application of IFRS 17 and IFRS 9 – Comparative Information	1 January 2024
Amendments to IAS 1	Non- current Liabilities with Covenants	1 January 2024

Notes to the Financial Statements (continued)

2 Summary of significant accounting policies (continued)

2.2 Significant accounting estimates and judgements

The Company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Trade receivables and Loans and receivables

The Company assesses its trade receivables and loans and receivables for impairment at the end of each reporting period. In determining whether an impairment loss should be recorded in profit or loss, the Company makes judgements as to whether there is observable data indicating a measurable decrease in the estimated future cash flows from a financial asset.

(b) Fair value of financial assets – Level 3

The Company reviews the fair value of its unquoted equity instrument at each Statement of Financial Position date. This requires management to make an estimate of the value of the unquoted security in the absence of an active market. At year end, management's best judgement is based on the information provided to them by the investee company. Where all of the information available is positive but there is insufficient information to demonstrate that the fair value is anything other than cost as a result of a lack of other inputs or evidence to suggest an uplift of the value, no fair value increase is recognised to be prudent.

2.3 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Pound Sterling, which is the Company's functional and presentation currency.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the company income statement.

2.4 Revenue and expense recognition

The company provides management services and revenue comprises of certain costs incurred during the period which are then recharged. The pricing of these services (which drives the revenue recognition) depends on the service level required by the client, and on the commercial imperatives and pricing sensitivities of the client. The contractual performance obligations will typically be embedded in an agreement with the client. Where that agreement is detailed, the revenue recognition will follow the allocation of fees and revenues against the completion of the agreed performance milestones in the accounting period. Where the agreement is not specific, the revenue recognition will be in proportion to the completion of performance milestones in the relevant accounting period against the internal costings prepared in advance for each project.

Interest income is recognised in the financial statements on a time-proportionate basis using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating the interest income or interest expense over the period.

Expenses are accounted for on an accruals basis.

Notes to the Financial Statements (continued)

2 Summary of significant accounting policies (continued)

2.5 Financial assets and financial liabilities

Financial instruments

IFRS 9 requires an entity to address the classification, measurement and recognition of financial assets and liabilities.

a) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss); and
- those to be measured at amortised cost.

2.5 Financial assets and financial liabilities (continued)

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded either in profit or loss or in OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company classifies financial assets as amortised costs only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payment of principal and interest.

b) Recognition

Purchases and sales of financial assets are recognised on trade date (that is, the date on which the Company commits to purchase or sell the asset). Financial assets are de-recognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset.

Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

To determine the fair value of the investment, the Directors have reviewed all information received from the investee company. Where all of the information available is all positive but there is insufficient information to demonstrate that the fair value is anything other than cost as a result of a lack of other inputs or evidence to suggest an uplift or impairment of the value, no fair value movement is recognised.

Assets carried at amounts based on fair value are defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

Debt instruments

Amortised cost: Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss.

Notes to the Financial Statements (continued)

2 Summary of significant accounting policies (continued)

d) Impairment

The Company assesses, on a forward-looking basis, the expected credit losses associated with any debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.6 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.7 Warrants and share options

The Company estimates the fair value of the future liability relating to issued warrants and share options using:

- residual method, where a warrant was issued and included as a part of a package placement of “1 share + 1 warrant”
- the Black-Scholes pricing model taking into account the terms and conditions upon which the warrants and share options were issued, if the warrant or share option was granted on its own.

Warrants relating to equity finance are recorded as a reduction of share premium based on the fair value of the warrants. The charge for the share options is recorded under administrative expenses in the income statement.

2.8 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. The carrying amount of these assets approximates their fair value.

3 Risk management in respect of financial instruments

The Company's activities expose it to a variety of financial risks: market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The financial risks relate to the following financial instruments: investments, loans and receivables and other liabilities as detailed in note 2.5.

Foreign currency risk

Foreign currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Company's operations are not conducted in jurisdictions which generate revenue, expenses, assets and liabilities in currencies other than Pound Sterling (“the functional currency of the Company”). As a result, there was no exposure to foreign currency risk as at 31 December 2021 or 31 December 2022.

Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company.

The carrying amounts of financial assets best represent the maximum credit risk exposure at the balance sheet date. This relates also to financial assets carried at amortised cost.

Notes to the Financial Statements (continued)

3 Risk management in respect of financial instruments (continued)

Credit risk (continued)

At the reporting date, the Company's financial assets exposed to credit risk amounted to the following:

	31 December 2022 £'000	31 December 2021 £'000
Other financial assets	3,204	-
Subscriptions due	950	950
Amounts due from related parties	758	643
Trade and other receivables	89	63
Cash at bank	24	1,025
	5,025	2,681

The Company manages its credit risk by monitoring the creditworthiness of counterparties regularly. Cash transactions and balances are limited to high-credit-quality financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company currently manages its liquidity risk by maintaining sufficient cash and with the personal support of the Chairman for shortfalls as a result of the timing of loan repayments. The Company's liquidity position is monitored by the Board of Directors.

The residual undiscounted contractual maturities of financial liabilities are as follows:

31 December 2022	Less than 1 month £'000	1-3 months £'000	3 months to 1 year £'000	1-5 years £'000	Over 5 years £'000	No stated maturity £'000
Financial liabilities						
Trade and other payables	159	-	-	-	-	-
	159	-	-	-	-	-
31 December 2021	Less than 1 month £'000	1-3 months £'000	3 months to 1 year £'000	1-5 years £'000	Over 5 years £'000	No stated maturity £'000
Financial liabilities						
Trade and other payables	138	-	-	-	-	-
	138	-	-	-	-	-

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk from the cash held in interest bearing accounts at floating rates or short-term deposits of one month or less and on loans from third parties. The Company's Board of Directors monitor and review the interest rate fluctuations on a continuous basis and act accordingly.

During the year ended 31 December 2022 should interest rates have decreased by 100 basis points, with all other variables held constant, the shareholders' equity and profit for the period would have been £nil lower (2021: 100 basis points, £nil lower).

Capital risk management

The Company's primary objective when managing its capital base is to safeguard its ability to continue as a going concern. Capital comprises share capital (see note 12) and reserves.

No changes were made in respect of the objectives, policies or processes in respect of capital management during the years ended 31 December 2021 and 31 December 2022.

Notes to the Financial Statements (continued)

4 Other administration fees and expenses

	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
Audit fees	15	15
Directors' remuneration and fees	112	107
Directors' insurance cover	21	19
Professional fees	133	195
Acquisition costs	-	109
Reorganisation costs*	(50)	50
Share based payment expense	21	123
Other expenses	86	86
Administration fees and expenses	338	704

* costs incurred last year were able to be recovered from Tiger when the reorganisation completed on 25 October 2022

Included within other administration fees and expenses are the following:

Directors' remuneration

The maximum amount of basic remuneration payable by the Company by way of fees to the Non-executive Directors permitted under the Articles of Association is £200,000 per annum. All Directors are each entitled to receive reimbursement of any expenses incurred in relation to their appointment. Mr Langoulant and Mr Lewis are entitled to receive an annual fee of £6,000. Mr Stone was entitled to receive an annual fee of £15,000.

Executive Directors' fees

The Chairman is entitled to an annual fee of £90,000 but permitted a reduction when he was receiving fees from Secure Web Services Limited whilst it was a wholly owned subsidiary.

All directors' remuneration and fees

Total fees and basic remuneration (including VAT where applicable) paid to the Directors for the year ended 31 December 2022 amounted to £112,213 (31 December 2021: £107,137) and was split as below. Directors' insurance cover amounted to £20,883 (31 December 2021: £19,183).

	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
Selwyn Lewis	6	6
Michael Langoulant	6	6
Christopher Stone	14	8
Keith Harris	85	85
Expenses reimbursed	1	2
	112	107

5 Taxation

The Company is resident in the Isle of Man for taxation purposes. The Isle of Man has a 0% rate of corporate income tax (2021: 0%) to which the Company is subject.

Notes to the Financial Statements (continued)

6 Basic and diluted profit/(loss) per share

(a) Basic

Basic profit/(loss) per share is calculated by dividing the profit/(loss) of the Company by the weighted average number of shares in issue during the year.

	Year ended 31 December 2022	Year ended 31 December 2021
Profit/(loss) attributable to equity holders of the Company (£'000)	360	(1,114)
Weighted average number of shares in issue (thousands)	361,926	305,836
Basic profit/(loss) per share (pence per share)	0.10	(0.36)

(b) Diluted

Diluted profit/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has two category of dilutive potential ordinary shares: warrants and share options.

Although the Company is reporting a profit from continuing operations for the year the exercise price of the warrants or performance criteria for the share options have not been met and therefore exercise cannot take place yet. The basic and diluted profit per share as presented on the face of the Income Statement are therefore identical.

7 Subscriptions due

On 10 September 2019 75 million Ordinary Shares were allotted, 37.5 million to Michael Meyer (former Chairman of the Company) and 37.5 million to Barry Hersh. The Ordinary Shares were issued at a price of 1 pence per share. The consideration for the Ordinary Shares is to be left outstanding on terms that it shall be paid to the Company in full by 31 December 2024.

On 17 March 2020 20 million Ordinary Shares were allotted to Keith Harris (Chairman of the Company). The Ordinary Shares were issued at a price of 1 pence per share. The consideration for the Ordinary Shares is to be left outstanding on terms that it shall be paid to the Company in full by 31 December 2024.

8 Other financial assets

	31 December 2022 £'000	31 December 2021 £'000
Carrying amount of financial assets		
Instruments measured at fair value through profit and loss	3,204	-
Total financial assets	3,204	-
Categorised as		
Level 3 – unquoted investments	3,204	-
Total financial assets	3,204	-

The infrastructure funding deal with Tiger Infrastructure Partners Fund III LP (“Tiger”) completed on 25 October 2022. As a result the Company transferred ownership of its two previously wholly owned subsidiaries, Secure Web Services Limited and Cadence Networks (note 18) to a new intermediate holding company, Rural Broadband Solutions Holdings Limited, of which the Company now owns 15%. At the same time part of intercompany loan with Secure Web Services Limited was capitalised leaving a balance of £825,000 to be repaid over three years at a rate of £275,000 per annum (note 18).

9 Amounts due from related parties

This balance is unsecured and interest free. £725,000 relates to a loan, see note 18. £32,760 relates to management services recharges which are repayable on demand.

Notes to the Financial Statements (continued)

10 Trade and other receivables

	31 December 2022 £'000	31 December 2021 £'000
Prepayments	19	31
VAT receivable	70	32
Trade and other receivables	89	63

The fair value of trade and other receivables approximates their carrying value.

11 Cash and cash equivalents

	31 December 2022 £'000	31 December 2021 £'000
Bank balances	24	1,025
Cash at bank	24	1,025

12 Share capital

Ordinary Shares of 1p each	As at 31 December 2022 Number	As at 31 December 2022 £'000
Authorised	800,000,000	8,000
Issued and fully paid up	361,926,143	3,619

Ordinary Shares of 1p each	As at 31 December 2021 Number	As at 31 December 2021 £'000
Authorised	800,000,000	8,000
Issued and fully paid up	361,926,143	3,619

The holders of Ordinary Shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

No distributions were paid during the year (31 December 2021: none).

13 Warrants and share options

Warrants

The number and weighted average exercise price of warrants in issue for the year ended 31 December 2022 and 2021 is as follows:

	31 December 2022		31 December 2021	
	Outstanding (000s)	Weighted average exercise price (£)	Outstanding (000s)	Weighted average exercise price (£)
Opening balance 1 January	101,622	0.04	101,622	0.04
Issued	-	-	-	-
Exercised	-	-	-	-
Closing balance 31 December	101,622	0.03*	101,622	0.04

* 100 million warrants were due to expire on 21 October 2022. The Company agreed to extend the warrant exercise period by 18 months to 21 April 2024 and decreased the warrant exercise price to 3p per share.

Notes to the Financial Statements (continued)

13 Warrants and share options (continued)

Warrants (continued)

The estimate of the fair value of the Warrants is measured based on the Black-Scholes model. The following inputs were used in the calculation of the fair value of the warrants granted.

	31 December 2022	31 December 2021
Fair value (£000s)	77	77
Share price (£)	0.025	0.025
Expected volatility	30%	30%
Expected warrants life (years)*	1	1
Expected dividend yield	0%	0%
Risk-free interest rate	0.33%	0.33%

* exercise period was extended

The expected volatility is based on the historical share prices of a group of companies deemed to be comparable.

Share options

The Company has issued share options as an incentive to the senior management of the Company (and up to the reorganisation in October 2022 to the management of the subsidiary company Secure Web Services Limited). In addition, the Company has issued warrants to senior management and advisers in payment or part payment for services provided to the Company. All share options granted in prior years were granted under individual agreements and are subject to market and service vesting conditions. These options were HMRC approved EMI options up to the date of the reorganisation in October 2022. The vesting conditions fall into the 3 main categories:

- Salary sacrifice for certain individuals where no further vesting condition is required;
- Numbers of monthly paying customers sustained over a three month period;
- Share price hurdles based on share values of 4.5p, 7.5p and 10.5p over 3 consecutive months or a liquidity event at that price per share at any time following the award of the options.

Each share option converts into one ordinary share of the Company on exercise and are accounted for as equity-settled share-based payments. The equity instruments granted carry neither rights to dividends nor voting rights.

Share options in issue:

	Units	Weighted average exercise price
Balance at 31 December 2021	29,250,000	1.0p
Cancelled during the year	(2,000,000)	-
Balance at 31 December 2022	27,250,000	1.0p
Exercisable at 31 December 2022	-	-

The fair value is estimated at the date of grant using the Black-Scholes model taking into account the terms and conditions attached to the grant.

The share options outstanding as at 31 December 2022 have a weighted remaining contractual life of 1.5 years with an exercise price of £0.01.

Notes to the Financial Statements (continued)

13 Warrants and share options (continued)

Share options (continued)

The value of share options charged to administrative expenses in the Statement of Comprehensive Income during the year is as follows:

	Year ended 31 December 2022 £'000	Year ended 31 December 2021 £'000
Share options	21	257
Total	21	257

14 Reserves

The following describes the nature and purpose of each reserve within equity:

Reserve	Description and purpose
Retained earnings	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere
Warrant reserve	The warrants reserve arises on the issue of warrants. Refer note 13 for further information.
Share option reserve	The share option reserve arises on the issue of share options. Refer note 13 for further information.

15 Net asset value ("NAV") per share

	31 December 2022	31 December 2021
Net assets attributable to equity holders of the Company (£'000)	4,866	4,485
Shares in issue (in thousands)	361,926	361,926
NAV per share (£)	0.01	0.01

16 Trade and other payables

	31 December 2022 £'000	31 December 2021 £'000
Directors' fees payable	46	-
Other payables	113	138
Trade and other payables	159	138

The fair value of trade and other payables approximates their carrying value.

17 Contingent liabilities and commitments

As at 31 December 2022 the Company had no contingent liabilities or commitments.

Notes to the Financial Statements (continued)

18 Related party transactions

Parties are considered to be related if one party has the ability to control the other party or to exercise significant influence over the other party in making financial or operational decisions. Key management is made up of the Board of Directors who are therefore considered to be related parties and the transactions were made at arm's length. Fees in relation to the Directors are disclosed in note 4. Shares allotted to related parties are disclosed in note 7.

Management fees charged to the former wholly-owned subsidiary, Secure Web Services Limited, up to the date of reorganisation amounted to £82,000 (2021: £134,450) and related to management services performed over time. At the balance sheet date there was a balance of £32,760 (2021: £12,200) owed to the Company.

During the year, £521k was provided to Secure Web Services Limited, by way of an intercompany loan (2021: £975K). At the balance sheet date there was a loan outstanding of £725,000 (2021: £1,246,670). This loan is unsecured and interest free. £175,000 is due immediately with £275,000 due 31 December 2023 and the remaining £275,000 due 31 December 2024.

19 Investment in subsidiaries

	31 December 2022	31 December 2021
Cost	£'000	£'000
At 1 January	1,942	1,588
Additions	-	220
Share based payment expense attributable to subsidiary	-	134
Reclassification to other financial assets (note 8) on reorganisation	(1,942)	-
At 31 December	-	1,942

The principal subsidiary undertakings up to 25 October 2022 were:-

	Country of incorporation	Percentage of shares held
Secure Web Services Limited	United Kingdom	100%
Cadence Networks Limited	United Kingdom	100%

20 Ultimate controlling party

There is no one controlling party.