Anemoi International Limited

Report and Financial Statements

Year to 31 December 2021

CONTENTS

2021 HIGHLIGHTS

Group Results 2021 versus 2020	GBP
• Group Operating Loss for the year	£(0.6)m vs. £(0.2)m
• Group Loss before taxation for the year	£(0.6)m vs. £(0.2)m
• Group Earnings Per Share (basic and diluted)*1	£(0.02) vs. £(0.01)
• Book value per share*2	£0.03 vs. £0.02
• Net Cash	£2.7m vs. £0.9m

*1 based on weighted average number of shares in issue of 38,933,104 (2020: 30,000,000)

*2 based on actual number of shares in issue as at 31 December 2021 of 157,041,665 (2020: 30,000,000)

2021 HIGHLIGHTS

- **Acquisition of id4 AG**

  The acquisition of id4 AG and readmission of the Company to trading on the London Stock Exchange was completed on 17th December 2021.

- **id4 AG**

  For id4 itself, the continued successful rollout of the platform alongside the signing of new contracts with a number of private Swiss institutions was completed during the year with alongside a developing pipeline, post take over.

  In 2020, the company won the Best Compliance Solution Award at the WealthBriefing Swiss Awards and in 2021 was awarded the coveted Most Innovative Solution at the WealthBriefing Swiss Awards.

  id4 also secured significant recognition with its acceptance to the Regtech 100 in 2020 – an annual list of 100 of the world's most innovative RegTech companies selected by a panel of industry experts and analysts.

  id4 AG is incorporated in the Canton of Lucerne, Switzerland. The company is led by a team of experienced professionals with 40+ years of combined in-house and agency experience in delivering AML and KYC digital solutions for financial institutions.

CHAIRMAN'S STATEMENT

As previously reported, following the Company's recent acquisition of id4, commensurate fund raising, the board immediately reviewed operations as a result of Covid-19, war in Ukraine and the recent City-wide shut downs in China. As a result of the review, decisions were taken to cut costs, reconfigure the Company's software, which will have a short-term negative impact on margins but should, over time, secure the Company's independence and boost margins. The board has also implemented a revised strategy to accelerate sales growth, which is showing immediate positive potential. In the past couple of weeks, id4 has issued offers for 13 new revenue sources and brought on 12 potential new clients, all of which are now testing the id4's KYC/AML solution "ID & Verification (ID&V)". Two of these potential clients have also expressed interest in testing id4's expanded solution "Anti-Money Laundering (AML) solution".

The Company is now well funded and the Company's cost structure has been reduced to reflect the board's view of the potential for further economic pain, as interest rates are raised in an effort to combat rampant inflation.

I would like to also take this opportunity to welcome Mr Kenneth Morgan to the Board and to thank Shareholders for their support in these difficult times.

Duncan Soukup
Chairman

9 June 2022

DIRECTORS' REPORT

The Directors present their report and the audited financial statements for the period ended 31 December 2021.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

Anemoi International Ltd (the "Company") is a British Virgin Island ("BVI") International business company ("IBC"), incorporated and registered in the BVI on 6 May 2020.

id4 AG was formed as part of the merger of the former id4 AG ("id4") with and into its parent, Apeiron Holdings AG on 14 September 2021. id4 was incorporated and registered in the Canton of Lucerne in Switzerland in April 2019 whilst Apeiron Holdings AG was incorporated and registered in December 2018. Following the merger, Apeiron Holdings AG was renamed id4 AG.

DIRECTORS AND DIRECTORS' INTERESTS

The Directors of the Company who held office during the year and to date, including details of their interest in the share capital of the Company, are as follows:

Name	Date Appointed	Date Resigned	Shares held
Executive Director			
C Duncan Soukup	6 May 2020		7,025,142
T Donell	17 December 2021		-
R Schimmel	17 December 2021	28 February 2022	-
Non-Executive Directors			
Gareth Edwards	14 August 2020	7 February 2022	-
Luca Tomasi	5 July 2021		-
Kenneth Morgan	24 May 2022		-

Company Secretary Charles Duncan Soukup
Registered Agent Hatstone Trust Company (BVI) Limited, Folio Chambers, PO Box 800, Road Town, Tortola, British Virgin Islands

Registered Office Folio Chambers, PO Box 800, Road Town, Tortola, British Virgin Islands

Auditor Jeffreys Henry Audit Limited, 5-7 Cranwood St, Old Street, London, EC1V 9EE

Reporting Accountants Jeffreys Henry Audit Limited, 5-7 Cranwood St, Old Street, London, EC1V 9EE

RELATED PARTY TRANSACTIONS

Details of all related party transactions are set out in note 17 to the financial statements.

OPERATIONAL RISKS

The directors recognise that commercial activities invariably involve an element of risk. A number of the risks to which the business is exposed, such as the condition of the UK and Swiss domestic economies in relation to asset management and investment in systems, are beyond the Company's influence. However, such risk areas are monitored and appropriate mitigating action, such as reviewing the substance and timing of the Company's operational plans, is taken wherever practicable in response to significant changes. The directors consider the risk areas the Company is exposed to in the light of prevailing economic conditions and the risk areas set out in this section are subject to review.

In relation to asset management, the Company's approach to risk reflects the Company's granular business model and position in the market and involves the expertise of its directors, management and third-party advisers. Operational progress and key investment and disposal decisions are considered in regular management team meetings as well as being subject to informal peer review.

Higher level risks and financial exposures are subject to constant monitoring. Major investment and disposal decisions are subject to review by the directors in accordance with a protocol set by the Board.

The Company is dependent upon the Directors, and in particular, Mr C. Duncan Soukup, who serves as the Chairman, to identify potential acquisition opportunities and to execute any acquisition. The unexpected loss of the services of Mr Soukup or the other Directors could have a material adverse effect on the Company's ability to identify potential acquisition opportunities and to execute an acquisition.

DIRECTORS' REPORT CONTINUED

The Company may invest in or acquire unquoted companies, joint ventures or projects which, amongst other things, may be leveraged, have limited operating histories, have limited financial resources or may require additional capital.

FINANCIAL RISKS

Details of the financial instrument risks and strategy of the Company are set out in note 19.

RISKS AND UNCERTAINTIES

A summary of the key risks and mitigation strategies is below:

	Risk	**Mitigation**
1.	Insufficient cash resources to meet liabilities, continue as a going concern and finance key projects.	Short term and annual business plans are prepared and are reviewed on an ongoing basis.
2.	Loss of key management/staff resulting in failure to identify and secure potential investment opportunities and meet contractual requirements.	Regular review of both the Board's and key management's abilities. Review of salaries and benefits including long term incentives and ongoing communication with key individuals.
3.	Failure to maintain strong and effective relations with key stakeholders in investments resulting in loss of contracts or value.	The Board and senior management seek to establish and maintain an open and transparent dialogue with key stakeholders.
4.	Failure to comply with law and regulations in the jurisdictions in which we operate.	Key management are professionally qualified. In addition the Company appoints relevant professional advisers (legal, tax, accounting etc) in the jurisdictions in which we operate.
5.	Significant changes in the political environment, including the impact of Covid-19 and the Ukraine conflict, results in loss of resources/market and/or business failure.	The Group is currently poised to take advantage of disruption to the global economy with a low cost base and flexibility to scale up as and when the economy recovers. Increased focus on compliance within the financial investment world will benefit the company long term.
6.	Death, illness or serious business disruption due to COVID-19 or other pandemics.	The Company seeks to comply with all legal requirements and guidance within the various territories in which it operates. The Board aims to take all reasonable steps to protect its employees, suppliers and customers, whilst safeguarding its business interests.

DIRECTORS' RESPONSIBILITIES

The Directors have elected to prepare the financial statements for the Company in accordance with UK Adopted International Accounting Standards ("IFRS").

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company, for safeguarding the assets and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

International Accounting Standard 1 requires that financial statements present fairly for each financial period the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable International Financial Reporting Standards as adopted by the European Union. A fair presentation also requires the Directors to:

- select and apply appropriate accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;

DIRECTORS' REPORT CONTINUED

- provide additional disclosures when compliance with the specific requirements in UK adopted IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

The financial statements are published on the Group's website. The maintenance and integrity of the Group's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

AGM

The Annual General Meeting will be held at Anjuna, 28 Avenue de la Liberté, 06360 Éze France on 28 June 2022at 10.30 (CEST). A notice of the meeting is attached to this Annual Report.

AUDITORS

A resolution to confirm the appointment of Jeffreys Henry Audit Limited as the Company's auditors will be submitted to the shareholders at the Annual General Meeting.

Approved by the Board and signed on its behalf by

C.Duncan Soukup
Chairman

9 June 2022

CORPORATE GOVERNANCE STATEMENT

Anemoi International Ltd ("Anemoi" or the "Company") is a company registered on the Main Market of the London Stock Exchange.

The Company is subject to, and complies with, the relevant Financial Conduct Authority's ("FCA") Listing Rules ("Listing Rules"), the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority.

On 17 December 2021 the Company confirmed its shares were re-admitted to trading on the London Stock Exchange's main market. The Board recognises the importance and value for the Company and its shareholders of good corporate governance. The Company Statement on Corporate Governance is in full below.

BOARD OVERVIEW

In formulating the Company's corporate governance framework, the Board of Directors have reviewed the principles of good governance set out in the QCA code (the Corporate Governance Code for Small and Mid-Sized Quoted Companies 2018 published by the Quoted Companies Alliance) so far as is practicable and to the extent they consider appropriate with regards to the Company's size, stage of development and resources. However, given the modest size and simplicity of the Company, at present the Board of Directors do not consider it necessary to adopt the QCA code in its entirety but does apply the principles, as set out below.

The purpose of corporate governance is to create value and long-term success of the Group through entrepreneurism, innovation, development and exploration as well as provide accountability and control systems to mitigate risks involved.

COMPOSITION OF THE BOARD AND BOARD COMMITTEES

As at the date of this report, the Board of Anemoi International Ltd comprises of two Executive Directors and two Non-Executive Directors.

BOARD BALANCE

The current Board membership provides a balance of industry and financial expertise which is well suited to the Group's activities. This will be monitored and adjusted to meet the Group's requirements. The Board is supported by the Audit Committee, Remuneration Committee and Regulatory Compliance Committee, all of which have the necessary character, skills and knowledge to discharge their duties and responsibilities effectively.

Further information about each Director may be found on the Company's website at https://anemoi-international.com/investor-relations/board-of-directors/. The Board seeks to ensure that its membership has the skills and experience that it requires for its present and future business needs.

The Board has a procedure allowing Directors to seek independent professional advice in furtherance of their duties, at the Company's expense.

RE-ELECTION OF DIRECTORS

In line with the UK Corporate Governance Code, all Directors are subject to re-election each year, subject to satisfactory performance.

BOARD AND COMMITTEE MEETINGS

The Board meets sufficiently regularly to discharge its duties effectively with a formal schedule of matters specifically reserved for its decision.

Due to the short period of time following the completion of the re-listing and the period end, the Board as it stands did not need to meet. However during the period prior to the relisting and the previous Board composition the Board met on a number of occasions in order to conduct the activity required of the business. During the acquisition of id4 AG and subsequent relisting, the Board met on a weekly basis, The majority of the meetings were on an informal and operational basis with the conclusions appropriately documented.

AUDIT COMMITTEE

During the financial period to 31 December 2021, the Audit Committee consisted of Luca Tomasi (Chairman) and Gareth Edwards.

The key functions of the audit committee are for monitoring the quality of internal controls and ensuring that the financial performance of the Group is properly measured and reported on and for reviewing reports from the Company's auditors relating to the Company's accounting and internal controls, in all cases having due regard to the interests of Shareholders. The Committee has formal terms of reference.

The external auditor, Jeffreys Henry Audit Limited, was appointed at the AGM in October 2021 and has indicated its independence to the Board.

REMUNERATION COMMITTEE

During the financial period to 31 December 2021, the Remuneration Committee consisted of Luca Tomasi and Gareth Edwards (Chairman). It is responsible for determining the remuneration and other benefits, including bonuses and

CORPORATE GOVERNANCE STATEMENT CONTINUED

share based payments, of the Executive Directors, and for reviewing and making recommendations on the Company's framework of executive remuneration. The Committee has formal terms of reference.

The remuneration committee is a committee of the Board. It is primarily responsible for making recommendations to the Board on the terms and conditions of service of the executive Directors, including their remuneration and grant of options.

STATEMENT ON CORPORATE GOVERNANCE

The corporate governance framework which Anemoi has implemented, including in relation to board leadership and effectiveness, remuneration and internal control, is based upon practices which the board believes are proportionate to the risks inherent to the size and complexity of Anemoi's operations.

The Board considers it appropriate to adopt the principles of the Quoted Companies Alliance Corporate Governance Code ("the QCA Code") published in April 2018. The extent of compliance with the ten principles that comprise the QCA Code, together with an explanation of any areas of non-compliance, and any steps taken or intended to move towards full compliance, are set out below:

1. Establish a strategy and business model which promote long-term value for shareholders

The Company is a Holding Company which has in the past and will in the future seek to acquire assets which in the opinion of the Board should generate long term gains for its shareholders. The current strategy and business operations of the Company are set out in the Chairman's Statement on page 4. Shareholders and potential investors must realise that the objectives set out in that document are simply that; "objectives" and that the Company may without prior notification change these objectives based upon opportunities presented to the Board or market conditions.

The Group's strategy and business model and amendments thereto, are developed by the Executive Chairman and his senior management team, and approved by the Board. The management team, led by the Executive Chairman, is responsible for implementing the strategy and overseeing management of the business at an operational level.

The Board is actively considering a number of opportunities and, ultimately, the Directors believe that this approach will deliver long-term value for shareholders. In executing the Group's strategy, management will seek to mitigate/hedge risk whenever possible.

As a result of the Board's view of the market, the Board has adopted a two-pronged approach to future investments:

1. **Opportunistic:** where an acquisition or investment exists because of price dislocation (the price of a stock collapses but fundamentals are unaffected) or where the Board identifies a special "off market" opportunity;
2. **Finance:** The Board seeks opportunities in the FinTech sector.

The above outlined strategy is subject to change depending on the Board's findings and prevailing market conditions

2. Seek to understand and meet shareholder needs and expectations

The Board believes that the Annual Report and Accounts, and the Interim Report published at the half-year, play an important part in presenting all shareholders with an assessment of the Group's position and prospects. All reports and press releases are published in the Investor Relations section of the Company's website.

3. Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Group is aware of its corporate social responsibilities and the need to maintain effective working relationships across a range of stakeholder groups. These include the Group's consultants, employees, partners, suppliers, regulatory authorities and entities with whom it has contracted. The Group's operations and working methodologies take account of the need to balance the needs of all of these stakeholder groups while maintaining focus on the Board's primary responsibility to promote the success of the Group for the benefit of its members as a whole. The Group endeavours to take account of feedback received from stakeholders, making amendments where appropriate and where such amendments are consistent with the Group's longer term strategy.

The Group takes due account of any impact that its activities may have on the environment and seeks to minimise this impact wherever possible. Through the various procedures and systems it operates, the Group ensures full compliance with health and safety and environmental legislation relevant to its activities. The Group's corporate social responsibility approach continues to meet these expectations.

CORPORATE GOVERNANCE STATEMENT CONTINUED

4. Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board is responsible for the systems of risk management and internal control and for reviewing their effectiveness. The internal controls are designed to manage and whenever possible minimise or eliminate risk and provide reasonable but not absolute assurance against material misstatement or loss. Through the activities of the Audit Committee, the effectiveness of these internal controls is reviewed annually.

A budgeting process is completed once a year and is reviewed and approved by the Board. The Group's results, compared with the budget, are reported to the Board on a regular basis.

The Group maintains appropriate insurance cover in respect of actions taken against the Directors because of their roles, as well as against material loss or claims against the Group. The insured values and type of cover are comprehensively reviewed on a periodic basis.

The senior management team meet regularly to consider new risks and opportunities presented to the Group, making recommendations to the Board and/or Audit Committee as appropriate.

The Board has an established Audit Committee.

The Company receives comments from its external auditors on the state of its internal controls.

The more significant risks to the Group's operations and the management of these have been disclosed in the Director's Report on page 5.

5. Maintain the Board as a well-functioning, balanced team led by the Chair

The Board currently comprises two non-executive Directors, an executive Director and an Executive Chairman. Directors' biographies are set out in the Board of Directors section of the Company's website.

All of the Directors are subject to election by shareholders at the first Annual General Meeting after their appointment to the Board and will continue to seek re-election every year.

The Board is responsible to the shareholders for the proper management of the Group and, in normal circumstances, meets at least four times a year to set the overall direction and strategy of the Group, to review operational and financial performance and to advise on management appointments.

The Board considers itself to be sufficiently independent. The QCA Code suggests that a board should have at least two independent Non-executive Directors. Both of the Non-executive Directors who sat on the Board of the Company at the year-end are regarded as independent under the QCA Code's guidance for determining such independence.

Non-executive Directors receive their fees in the form of a basic cash fee based on attendance at board calls and board meetings. Directors are eligible for bonuses. The current remuneration structure for the Board's Non-executive Directors is deemed to be proportionate.

6. Ensure that between them, the directors have the necessary up-to-date experience, skills and capabilities

The Board considers that the Non-executive Directors are of sufficient competence and calibre to add strength and objectivity to its activities, and bring considerable experience in technical, operational and financial matters.

The Company has put in place an Audit Committee as well a Remuneration Committee.

The Board regularly reviews the composition of the Board to ensure that it has the necessary breadth and depth of skills to support the on-going development of the Group.

The Chairman requires that the Directors' knowledge is kept up to date on key issues and developments pertaining to the Group, its operational environment and to the Directors' responsibilities as members of the Board. During the course of the year, Directors received updates from various external advisers on a number of regulatory and corporate governance matters.

Directors' service contracts or appointment letters make provision for a Director to seek personal advice in furtherance of his or her duties and responsibilities.

7. Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board's performance is measured by the success of the Company's acquisitions and investments and the returns that they generate for shareholders and in comparison to peer group companies. This performance is presented in the Group's monthly management accounts and reported, discussed and reviewed with the Board regularly

8. Promote a corporate culture that is based on ethical values and behaviours

The Board seeks to maintain the highest standards of integrity and probity in the conduct of the Group's operations. These values are enshrined in the written policies and working practices adopted by all employees in the Group. An open

CORPORATE GOVERNANCE STATEMENT CONTINUED

culture is encouraged within the Group. The management team regularly monitors the Group's cultural environment and seeks to address any concerns than may arise, escalating these to Board level as necessary.

The Group is committed to providing a safe environment for its staff and all other parties for which the Group has a legal or moral responsibility in this area.

Anemoi has a strong ethical culture, which is promoted by the actions of the Board and management team. The Group has an anti-bribery policy and would report any instances of non-compliance to the Board. The Group has undertaken a review of its requirements under the General Data Protection Regulation, implementing appropriate policies, procedures and training to ensure it is compliant.

9. Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Board has overall responsibility for promoting the success of the Group. The Chairman has day-to-day responsibility for the operational management of the Group's activities. The non-executive Directors are responsible for bringing independent and objective judgment to Board decisions. Matters reserved for the Board include strategy, investment decisions, corporate acquisitions and disposals.

There is a clear separation of the roles of Executive Chairman and Non-executive Directors. The Chairman is responsible for overseeing the running of the Board, ensuring that no individual or group dominates the Board's decision-making and ensuring the Non-executive Directors are properly briefed on matters. Due to its current size, the Group does not require nor bear the cost of a chief executive.

The Chairman has overall responsibility for corporate governance matters in the Group but does not chair any of the Committees. The Chairman also has the responsibility for implementing strategy and managing the day-to-day business activities of the Group. The Chairman is also responsible for ensuring that Board procedures are followed and applicable rules and regulations are complied with.

The Audit Committee normally meets at least once a year and has responsibility for, amongst other things, planning and reviewing the annual report and accounts and interim statements involving, where appropriate, the external auditors. The Committee also approves external auditors' fees and ensures the auditors' independence as well as focusing on compliance with legal requirements and accounting standards. It is also responsible for ensuring that an effective system of internal control is maintained. The ultimate responsibility for reviewing and approving the annual financial statements and interim statements remains with the Board.

A summary of the work of the Audit Committee undertaken in the year ended 31 December 2021 is set out above. The Committee has formal terms of reference, which are set out in the Board of Directors section of the Company's website.

The Remuneration Committee, which meets as required, but at least once a year, has responsibility for making recommendations to the Board on the compensation of senior executives and determining, within agreed terms of reference, the specific remuneration packages for each of the Directors. It also supervises the Company's share incentive schemes and sets performance conditions for share options granted under the schemes.

A summary of the work of the Remuneration Committee undertaken in the year ended 31 December 2021 is set out above. The Committee has formal terms of reference.

The Directors believe that the above disclosures constitute sufficient disclosure to meet the QCA Code's requirement for a Remuneration Committee Report. Consequently, a separate Remuneration Committee Report is not presented in the Group's Annual Report.

10. Communicate how the Group is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board believes that the Annual Report and Accounts, and the Interim Report published at the half-year, play an important part in presenting all shareholders with an assessment of the Group's position and prospects. The Annual Report includes a Corporate Governance Statement which refers to the activities of both the Audit Committee and Remuneration Committee. All reports and press releases are published in the Investor Relations section of the Group's website.

The Group's financial reports and notices of General Meetings of the Company can be found in the Reports and Documents section of the Company's website. The results of voting on all resolutions in future general meetings will be posted to this website, including any actions to be taken as a result of resolutions for which votes against have been received from at least 20 per cent of independent shareholders.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS' OF ANEMOI INTERNATIONAL LTD

OPINION

We have audited the consolidated financial statements of Anemoi International Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2021 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of cash flows, the consolidated statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted International Accounting Standards.

In our opinion:

- the financial statements give a true and fair view of the state of the group's affairs as at 31 December 2021 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted International Accounting Standards;

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 group and the parent 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 as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included reviews of expected cash flows for a period of 12 months, to determine expected operating cash requirement, which was compared to the liquid assets held in the entity.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

OUR APPROACH TO THE AUDIT

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

HOW WE TAILORED THE AUDIT SCOPE

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which they operate.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS' OF ANEMOI INTERNATIONAL LTD CONTINUED

Key audit matter	**How our audit addressed the key audit matter**
Acquisition of subsidiary	
Acquisition of id4 AG In December 2021 the parent company, Anemoi International Limited, acquired the share capital of id4 AG from Thalassa Holdings Limited. The initial consideration in return for the acquisition was 66,666,666 Ordinary shares issues at £0.04 per share, totaling £2,666,667. There is also deferred consideration of £2,666,666 which has not been recognised as it is not expected to be paid given it is subject to id4 meeting certain financial targets over the next 5 years, which the directors do not expect will be met. Results of the entities were consolidated from the point of purchase and net assets recognised on the purchase date.	We considered whether the treatment of the transaction was in line with IFRS 3. The consolidation calculations were reviewed for arithmetical accuracy and agreed to key supporting documentation to provide assurance that the purchase was treated appropriately. We assessed the accuracy of the initial recognition of the transaction including the fair and book values of the net assets acquired, and the goodwill recognised on the purchase.
Carrying value of goodwill	
Intangible assets relate to goodwill resulting from the acquisition of id4 AG in December 2021. At the year end, goodwill amounts to £1.46m (2020: £nil). No impairment of goodwill has taken place since the subsidiary was acquired.	We have reviewed the arithmetical accuracy of the purchase of id4 AG to ensure that goodwill was initially calculated correctly. Intangibles such as goodwill are only assessed for impairment when indicators of impairment exist. We have considered the life cycle, public perception through the share price of the Company and the fair value of intangibles held by the Company. We have also reviewed management's assessment of impairment for reasonableness to ensure that there is not appropriate cause to impair goodwill in the current year.
Capitalisation of development costs	
During the year the Group capitalised development costs of £1,316,819 (2020: £nil), in connection with the development of software in the subsidiary id4 AG and the acquisition thereof by Anemoi International Limited. The Directors have assessed whether the costs meet the criteria for capitalization and whether there are any indicators of impairment.	We considered whether the costs met the criteria under IAS38 for capitalisation. A sample of costs were vouched, and where allocated on a percentage basis, the policy was assessed for reasonableness.

OUR APPLICATION OF MATERIALITY

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Group financial statements
Overall materiality	£42,000 (2020: £10,000)
How we determined it	5% of adjusted loss before tax.
Rationale for benchmark applied	We believe that profit before tax is the primary measure used by the shareholders in assessing the performance of the Group and is a generally accepted auditing benchmark.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £2,100 as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS' OF ANEMOI INTERNATIONAL LTD CONTINUED

OTHER INFORMATION

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement [set out on page 7], 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 group'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 group or the parent 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

THE EXTENT TO WHICH THE AUDIT WAS CONSIDERED CAPABLE OF DETECTING IRREGULARITIES INCLUDING FRAUD

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company.
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS' OF ANEMOI INTERNATIONAL LTD CONTINUED

- assessed whether judgements and assumptions made in determining the accounting estimates set out in Note 1 were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims;
- Obtaining confirmation of compliance from the company's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

OTHER MATTERS WHICH WE ARE REQUIRED TO ADDRESS

We were appointed by the board of directors on 1 June 2020 to audit the financial statements for the period ending 31 December 2020, and the year ended 31 December 2021.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting our audit.

During the period, Jeffreys Henry Audit Limited acted as reporting accountants for listing on LSE.

USE OF THIS REPORT

This report is made solely to the company's members, as a body. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Sanjay Parmar
Senior Statutory Auditor
Jeffreys Henry Audit Limited
Chartered Accountants
Finsgate
5-7 Cranwood Street
London EC1V 9EE

9 June 2022

INCOME STATEMENT

for the year ended 31 December 2021

	Note	2021 GBP	2020 GBP
Continuing Operations			
Revenue	3	5,603	-
Cost of sales	3	(3,525)	-
Gross profit / (loss)		**2,078**	**-**
Administrative expenses excluding exceptional costs	3	(160,880)	(102,747)
Exceptional administration costs	5	(445,796)	(88,817)
Total administrative expenses		(606,676)	(191,564)
Operating loss before depreciation		**(604,598)**	**(191,564)**
Depreciation and Amortisation	9	(3,874)	-
Impairment	- -		
Operating loss	**4**	**(608,472)**	**(191,564)**
Net financial income/(expense)	6	4,942	(3,733)
Profit/(loss) before taxation		**(603,530)**	**(195,297)**
Taxation	7	-	-
Profit/(loss) for the period		**(603,530)**	**(195,297)**
Earnings per share - GBP (using weighted average number of shares)			
Basic and Diluted		(0.02)	(0.01)
Basic and Diluted	**8**	**(0.02)**	**(0.01)**

The notes on pages 21 to 32 form an integral part of this consolidated financial information.

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2021

	2021 GBP	2020 GBP
Profit for the financial year	**(603,530)**	**(195,297)**
Other comprehensive income:		
Exchange differences on re-translating foreign operations	(11,779)	9,390
Total comprehensive income	**(615,309)**	**(185,907)**
Attributable to:		
Equity shareholders of the parent	(615,309)	(185,907)
Total Comprehensive income	**(615,309)**	**(185,907)**

The notes on pages 21 to 32 form an integral part of this consolidated financial information.

STATEMENT OF FINANCIAL POSITION

as at 31 December 2021

	Note	2021 GBP	2020 GBP
Assets			
Non-current assets			
Goodwill	9	1,462,774	-
Intangible assets	9	1,299,266	-
Property, plant and equipment	9	10,146	-
Total non-current assets		**2,772,186**	**-**
Current assets			
Trade and other receivables	10	628,636	-
Cash and cash equivalents	11	2,734,633	878,642
Total current assets		**3,363,269**	**878,642**
Liabilities			
Current liabilities			
Trade and other payables	12	729,724	21,101
Total current liabilities		**729,724**	**21,101**
Net current assets		**2,633,545**	**857,541**
Non-current liabilities			
Long term debt	13	-	164,263
Total non-current liabilities		**-**	**164,263**
Net assets		**5,405,731**	**693,278**
Shareholders' Equity			
Share capital	15	117,750	804,855
Share premium		5,768,771	-
Preference shares	15	246,096	-
Other Reserves	14	74,330	74,330
Foreign exchange reserve		(2,389)	9,390
Retained earnings		(798,827)	(195,297)
Total shareholders' equity		**5,405,731**	**693,278**
Total equity		**5,405,731**	**693,278**

The notes on pages 21 to 32 form an integral part of this consolidated financial information.

These financial statements were approved and authorised by the board on 9 June 2022.

Signed on behalf of the board by:

C. Duncan Soukup

Chairman

CASH FLOW STATEMENT

for the year ended 31 December 2021

	Notes	2021 GBP	2020 GBP
Cash flows from operating activities			
Profit/(Loss) for the period before taxation		**(608,472)**	**(191,564)**
(Decrease)/increase in trade and other payables		(47,914)	21,101
Net exchange differences		19,688	-
Depreciation	9	3,874	-
Cash generated by operations		**(632,824)**	**(170,463)**
Taxation		-	-
Net cash flow from operating activities		**(632,824)**	**(170,463)**
Acquisition of subsidiary net of cash at bank	16	18,333	-
Net cash flow in investing activities - continuing operations		**18,333**	**-**
Cash flows from financing activities			
Interest Paid		(14,632)	(2,357)
Issue of ordinary share capital		2,415,000	879,185
Parent company loan issuance/(repayment)		81,893	164,263
Net cash flow from financing activities		**2,482,261**	**1,041,091**
Net increase in cash and cash equivalents		**1,867,770**	**870,628**
Cash and cash equivalents at the start of the year		878,642	-
Effects of foreign exchange rate changes		(11,779)	8,014
Cash and cash equivalents at the end of the year		**2,734,633**	**878,642**

The notes on pages 21 to 32 form an integral part of this consolidated financial information.

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2021

	Attributable to owners of the Company						
	Share Capital £	**Share Premium £**	**Preference Shares £**	**Other Reserves £**	**Foreign Exchange Reserves £**	**Retained Earnings £**	**Total Shareholders Equity £**
Opening Balance	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Issuance of Share Capital	879,185	-	-	-	-	-	879,185
Other Reserves - Warrant Options	(74,330)	-	-	74,330	-	-	-
Foreign Exchange on translation	-	-	-	-	9,390	-	9,390
Total comprehensive income for the period	-	-	-	-	-	(195,297)	(195,297)
Balance as at 31 December 2020	**804,855**	**-**	**-**	**74,330**	**9,390**	**(195,297)**	**693,278**
Issuance of Preference shares	-	-	246,096	-	-	-	246,096
Conversion of Share Capital to par value	(1,018,479)	1,018,479	-	-	-	-	-
Acquisition of Subsidiary	50,386	2,616,280	-	-	-	-	2,666,666
Issuance of Share Capital	280,988	2,134,012	-	-	-	-	2,415,000
Foreign Exchange on translation	-	-	-	-	(11,779)	-	(11,779)
Total comprehensive income for the period	-	-	-	-	-	(603,530)	(603,530)
Balance as at 31 December 2021	**117,750**	**5,768,771**	**246,096**	**74,330**	**(2,389)**	**(798,827)**	**5,405,731**

The notes on pages 21 to 32 form an integral part of this consolidated financial information.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2021

1. GENERAL INFORMATION

Anemoi International Ltd (the "Company") is a British Virgin Island ("BVI") International business company ("IBC"), incorporated and registered in the BVI on 6 May 2020.

id4 AG is a wholly owned subsidiary of Anemoi and was formed as part of the merger of the former id4 AG ("id4") with and into its parent, Apeiron Holdings AG on 14 September 2021. id4 was incorporated and registered in the Canton of Lucerne in Switzerland in April 2019 whilst Apeiron Holdings AG was incorporated and registered in December 2018. Following the merger, Apeiron Holdings AG was renamed id4 AG.

On the 17th December 2021, the entire share capital of id4 AG was purchased by Anemoi International Ltd.

2. ACCOUNTING POLICIES

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group").

The Group prepares its accounts in accordance with applicable UK Adopted International Accounting Standards "IFRS".

The financial statements are expressed in GBP.

The principal accounting policies are summarised below. They have been applied consistently throughout the period covered by these financial statements

2.1. FUNCTIONAL CURRENCY

The presentational currency of the financial statements is GBP, whereas the functional currency of the Group is US Dollars. Transactions in foreign currencies are initially recorded in the functional currency by applying the spot exchange rate on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the presentational currency at the spot exchange rate on the balance sheet date. Any resulting exchange differences are included in the statement of comprehensive income. Non-monetary assets and liabilities, other than those measured at fair value, are not retranslated subsequent to initial recognition.

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has changed to UK Adopted International Accounting Standards for the year ended 31 December 2021 from International Financial Reporting Standards (IFRSs) as adopted by the European Union for the year eded 31 December 2020.

Standards issued but not yet effective: There were a number of standards and interpretations which were in issue during the current period but were not effective at that date and have not been adopted for these Financial Statements. The Directors have assessed the full impact of these accounting changes on the Company. To the extent that they may be applicable, the Directors have concluded that none of these pronouncements will cause material adjustments to the Group's Financial Statements. They may result in consequential changes to the accounting policies and other note disclosures. The new standards will not be early adopted by the Group and will be incorporated in the preparation of the Group Financial Statements from the effective dates noted below.

The new standards include:

IFRS 16	Leases (amendments) 1 & 2
IAS 39	Financial instruments recognition and measurement 1
IFRS 9	Financial instruments (amendments) 1
IFRS 7	Financial instruments disclosures (amendments) 1
IFRS 4	Insurance contracts 1
IFRS 3	Business combinations 2
IAS 37	Provisions, contingent liabilities and contingent assets 2
IFRS 17	Insurance contracts 2
IAS 1	Presentation of financial statements 3
IAS 8	Accounting policies, changes in accounting estimates and errors 3

1 Effective for annual periods beginning on or after 1 January 2021
2 Effective for annual periods beginning on or after 1 January 2022
3 Effective for annual periods beginning on or after 1 January 2023

2.3. JUDGEMENT AND ESTIMATES

The preparation of financial statements in conformity with IFRS requires the Directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

The key judgement areas relate to the carrying value of intangible assets which are reviewed annually for indication of impairment. Deferred consideration as per note 16 is not currently recognised on the acquisition of .id4. AG. The deferred consideration is contingent on the meeting of financial targets by December 2026. The Board is still confident of meeting targets however the length of time and nature of recurring revenue, which form much of the financial targets, have suggested that withholding recognition of deferred consideration until such time as greater steps toward the targets have been made is the prudent judgement.

2.4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less depreciation and any provision for impairment. Cost includes the purchase price, including import duties, non-refundable purchase taxes and directly attributable costs incurred in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended. Cost also includes capitalised interest on borrowings, applied only during the period of construction.

Fixed assets are depreciated on a straight line basis between 3 and 15 years from the point at which the asset is put into use.

2.5. INTANGIBLE ASSETS

GOODWILL

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note 2.16) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of income. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

DEVELOPMENT COSTS

An intangible asset, which is an identifiable non-monetary asset without physical substance, is recognised to the extent that it is probable that the expected future economic benefits attributable to the asset will flow to the Group and that its cost can be measured reliably. Such intangible assets are carried at cost less amortisation. Amortisation is charged to 'Administrative expenses' in the Statement of Comprehensive Income on a straight-line basis over the intangible assets' useful economic life. The amortisation is based on a straight-line method typically over a period of 1-10 years depending on the life of the related asset.

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Development costs are capitalised as an intangible asset only if the following conditions are met:

- an asset is created that can be identified;
- it is probable that the asset created will generate future economic benefit;
- the development cost of the asset can be measured reliably;
- it meets the Group's criteria for technical and commercial feasibility; and
- sufficient resources are available to meet the development costs to either sell or use as an asset.

OTHER INTANGIBLE ASSETS

Other intangible assets, including patents and trademarks, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses

2.6. IMPAIRMENT OF ASSETS

An assessment is made at each reporting date of whether there is any indication of impairment of any asset, or whether there is any indication that an impairment loss previously recognised for an asset in a prior period may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. An asset's recoverable amount is calculated as the higher of the asset's value in use or its net selling price.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. An impairment loss is charged to the statement of income in the period in which it arises. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the recoverable amount of an asset, however not to an amount higher than the carrying amount that would have been determined (net of any depreciation / amortisation), had no impairment loss been recognised for the asset in a prior period. A reversal of an impairment loss is credited to the statement of income in the period in which it arises.

2.7. TAXATION

The Company is incorporated in the BVI as an IBC and as such is not subject to tax in the BVI. Id4AG is incorporated in Switzerland is subject to tax in the Canton of Lucerne.

2.8. FOREIGN CURRENCY

Transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rate of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the financial reporting date. Exchange differences arising are included in the statement of income for the period.

Year end GBPUSD exchange rate as at 31 Dec 2021: 1.3497 (2020: 1.3649)
Average GBPUSD exchange rate as at 31 Dec 2021: 1.3573 (2020: 1.2993)

Year end GBPEUR exchange rate as at 31 Dec 2021: 1.1925 (2020: 1.1130)
Average GBPEUR exchange rate as at 31 Dec 2021: 1.1528

Year end GBPCHF exchange rate as at 31 Dec 2021: 1.2336 (2020: 1.2046)
Average GBPCHF exchange rate as at 31 Dec 2021: 1.2191

2.9. BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets until such a time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in profit and loss in the period incurred.

2.10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and liabilities are recognised on the Group's statement of financial position when the Group becomes party to the contractual provisions of the instrument.

Cash and cash equivalents comprise cash in hand and demand deposits and other short-term highly liquid investments with maturities of three months or less at inception that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Trade payables are not interest-bearing and are initially valued at their fair value and are subsequently measured at amortised cost.

Equity instruments are recorded at fair value, being the proceeds received, net of direct issue costs.

Share Capital – Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of taxation, from the proceeds.

Borrowings are initially measured at fair value and are subsequently measured at amortised cost, plus accrued interest.

2.11. GOING CONCERN

The financial statements have been prepared on the going concern basis as management consider that the Group will continue in operation for the foreseeable future and will be able to realise its assets and discharge its liabilities in the normal course of business. The Group has fully assessed its financial commitments and at the year end had net cash reserves of £0.9m.

In arriving at this conclusion management have prepared cash flow forecasts considering operating cash flows and capital expenditure requirements for the Group, as well as available working capital.

3. SEGMENT INFORMATION

For the majority of the year, the Group had no operating segments. Following the acquisition of id4 AG on 17 December 2021 the Group operated a software services segment as outlined below.

	Total GBP	Sale of Services GBP	Sale of Goods GBP
Revenue	5,603	5,603	-

	Software Sales GBP	Other non-reportable segments GBP	Total GBP
Segment income statement			
Revenue	5,603	-	5,603
Expenses	(21,556)	(583,703)	(605,259)
Depreciation	(3,874)	-	(3,874)
Profit/loss before tax	**(19,827)**	**(583,703)**	**(603,530)**
Attributable income tax expense	-	-	-
Profit/loss for the period	**(19,827)**	**(583,703)**	**(603,530)**

	Software Sales GBP	Other non-reportable segments GBP	Total GBP
Segment statement of financial position			
Non-current assets	1,309,412	1,462,774	2,772,186
Current assets	295,393	3,067,876	3,363,269
Assets	1,604,805	4,530,650	6,135,455
Current liabilities	432,518	297,206	729,724
Non-current liabilities	-	-	-
Liabilities	432,518	297,206	729,724
Net assets	**1,172,287**	**4,233,444**	**5,405,731**
Shareholders' equity	1,172,287	4,233,444	5,405,731
Total equity	**1,172,287**	**4,233,444**	**5,405,731**

4. OPERATING LOSS FOR THE PERIOD

The operating profit for the year is stated after charging:

	2021 GBP	2020 GBP
Wages and salaries	68,323	18,808
Social security costs	3,141	2,254
Pension costs	1,261	819
Audit fees	7,137	5,253
Legal and professional fees	50,951	74,051

Non audit fees paid to Jeffreys Henry were £25k (2020:£20k) for acting as reporting accountants.

5. EXCEPTIONAL COSTS

	2021 GBP	2020 GBP
Exceptional costs		
Professional fees relating to Initial Public Offering	-	88,817
Professional fees relating to Acquistion of id4 AG and Relisting	445,796	-
Total Exceptional costs	**445,796**	**88,817**

6. NET FINANCIAL EXPENSE

	2021 GBP	2020 GBP
Bank interest payable	16	2,357
Loan interest payable	14,616	-
Foreign currency gains/(losses)	(19,574)	1,376
		3,733

7. INCOME TAX EXPENSE

	2021 GBP	2020 GBP
Loss before tax	(603,530)	(195,297)
Tax at applicable rates	-	-
Losses carried forward	(603,530)	(195,297)
Total tax	**-**	**-**

The applicable tax rates in relation to the Group's profits are BVI 0% and Swiss 12.3% (2020: 0% and 12.3%).

8. EARNINGS PER SHARE

	2021 GBP	2020 GBP
The calculation of earnings per share is based on the following loss attributable to ordinary shareholders and number of shares:		
Profit/(loss) for the period from continuing operations	(603,530)	(195,297)
Profit for the period	**(603,530)**	**(195,297)**
Weighted average number of shares of the Company	**38,933,104**	**30,000,000**
Earnings per share:		
Basic and Diluted (GBP)	(0.02)	(0.01)
Number of shares outstanding at the period end:	**157,041,665**	**30,000,000**
Number of shares in issue		
Opening Balance	30,000,000	-
Issuance of Share Capital	127,041,665	30,000,000
Basic number of shares in issue	**157,041,665**	**30,000,000**

9. NON-CURRENT ASSETS

Cost	Total 2021 GBP	Goodwill 2021 GBP	Intangible Assets 2021 GBP	Plant and Equipment 2021 GBP
Cost at 1 January 2021	-	-	-	-
FX movement	-	-	-	-
Additions	12,848	-	12,848	-
Acquisition of subsidiary*	2,778,606	1,462,774	1,303,971	11,861
Cost at 31 December 2021	**2,791,454**	**1,462,774**	**1,316,819**	**11,861**
Depreciation				
Depreciation at 1 January	-	-	-	-
FX movement	-	-	-	-
Charge for the year on continuing operations**	3,848	-	3,814	34
Acquisition of subsidiary	15,420	-	13,739	1,681
Depreciation at 31 December 2021	**19,268**	**-**	**17,553**	**1,715**
Closing net book value at 31 December 2021	**2,772,186**	**1,462,774**	**1,299,266**	**10,146**

*See note 16 for details of the Goodwill acquisition

**The variance to the income statement is due to the difference in exchange between average and closing rates

For impairment testing purposes, management considers the operations of the Group to represent a single cash generating unit (CGU), providing software and digital solutions to the financial services industry. The directors have assessed the recoverable amount of goodwill which in accordance with IAS 36 is the higher of its value in use and its fair value less costs to sell (fair value), in determining whether there is evidence of impairment.

The fair value of the CGU as at 31 December 2021 is considered by the directors to be fairly represented by the market value of Anemoi International Limited which is determined via an active liquid market on the Main Market of the London Stock Exchange. The share price of Anemoi International Limited as at 31 December 2021 was 3.80p per share and there were 157,041,665 shares giving a fair value of £5,967,583 substantially in excess of the Group's net assets of £5,405,731, including goodwill of £1,462,774. The directors have also considered the value in use of the CGU, which also supported the view that the goodwill is not impaired.

As such, and due to the short period between acquisition and the year end and no other indications of impairment, the directors do not consider there to be any indication that the goodwill is impaired.

10. TRADE AND OTHER RECEIVABLES

	2021 GBP	2020 GBP
Receivables	17,395	-
Prepayments	27,154	-
Other debtors*	584,087	-
Total trade and other receivables	**628,636**	**-**

* Other debtors includes a loan due from Alfalfa AG of CHF 310,000 in relation to an asset purchase from id4 AG prior to the acquisition by the Company and £325,000 of placing funds which were received on 6th January 2022.

11. CASH AND CASH EQUIVALENTS

	2021 GBP	2020 GBP
Cash in the Statement of Cash Flows	**2,734,633**	**878,642**

12. TRADE AND OTHER PAYABLES

	2021 GBP	2020 GBP
Trade creditors	243,468	4,594
Other creditors*	322,357	-
Loans payable**	60	-
Accruals	163,839	16,507
Total trade and other payables	**729,724**	**21,101**

* Other creditors includes a balance owed to Thalassa Holdings Ltd from the former Apeiron AG. The balance is non-interest bearing and due to be settled within the following period.

**This is a balance owed to Thalassa Holdings Ltd from the Company and is settled on periodic basis.

13. BORROWINGS

	2021	2020
Non-current liabilities	**GBP**	**GBP**
Convertible loan note drawdown	-	161,905
Interest accrued	-	2,358
	-	**164,263**

In October 2020 the Company issued 10% cumulative convertible loan notes in integral multiples of USD$1.00 for a total of USD$350,000. As at the December 2020, USD$3,063 of interest had been accrued on a drawn down balance of USD$221,139. On the 17th December 2021, prior to the acquisition of id4 and new issuance of shares, the loans were converted to preference shares and 334,956 shares were allotted.

14. SHARE BASED PAYMENTS

Options Outstanding	**2021**	**2020**
Number of Options Granted	1,800,000	1,800,000
Vesting Period	5 Years	5 Years
Option strike price	$0.04	$0.04
Current share price (at granting date)	$0.04	$0.04
Volatility	10.85%	10.85%
Risk-free interest rate	0.04%	0.04%
Life of Option	5 Years	5 Years
Fair Value USD	5,748	5,748
Fair Value GBP	**4,260**	**4,260**

Warrants Outstanding	**2021**	**2020**
Number of Options Granted	29,950,000	29,950,000
Vesting Period	5 Years	5 Years
Option strike price	3.00p	3.00p
Current share price (at granting date)	3.00p	3.00p
Volatility	10.85%	10.85%
Risk-free interest rate	0.04%	0.04%
Life of Option	5 Years	5 Years
Fair Value USD	95,638	95,638
Fair Value GBP	**70,070**	**70,070**
Total of Options and Warrants	**74,330**	**74,330**

Effective on Admission, the Company granted Thalassa options entitling it to subscribe at par value for 1,800,000 The options have been granted for consideration of £1 and the exercise price for the options is the Subscription Price. The exercise period for the options is 5 years from the date of Admission

In recognition of Thalassa's upfront capital commitment by way of the Thalassa Subscription, the Company has executed a warrant instrument and on Admission issued to Thalassa 29,950,000 warrants. The exercise period for the warrants is 5 years from the date of Admission and the exercise price for the warrants is the Subscription Price.

The warrants and options have been valued at fair value using the Black-Sholes model.

15. SHARE CAPITAL

	As at 31 Dec 2021 GBP	As at 31 Dec 2020 GBP
Authorised share capital:		
Unlimited ordinary shares of $0.001 each	-	-
Fully subscribed shares		
29,950,000 ordinary shares of $0.04 each	1,200,000	1,200,000
Exchange rate adjustment	1.3649	1.3649
29,950,000 ordinary shares in GBP	879,185	879,185
Placing 5,999,999 ordinary shares of £0.04	240,000	-
Conversion of shares to par value of $.0001 at rate of 1.3649	(1,092,810)	
Issuance of 66,666,666 shares for acquisition of id4 AG	50,387	
Placing of 54,375,000 shares of $0.001	40,988	
Less fair value of options and warrants		(74,330)
Total	**117,750**	**804,855**

	Number of shares	Number of shares
Fully subscribed shares	157,041,665	29,950,000
Issued shares of no par value	-	50,000
Total	**157,041,665**	**30,000,000**

Under the Company's articles of association, the Board is authorised to offer, allot, grant options over or otherwise dispose of any unissued shares. Furthermore, the Directors are authorised to purchase, redeem or otherwise acquire any of the Company's own shares for such consideration as they consider fit, and either cancel or hold such shares as treasury shares. The directors may dispose of any shares held as treasury shares on such terms and conditions as they may from time to time determine. Further, the Company may redeem its own shares for such amount, at such times and on such notice as the directors may determine, provided that any such redemption is pro rata to each shareholders' then percentage holding in the Company.

On the 14th April 2021, a total of 5,999,999 new DIs (the "Placing DIs") were placed by at a price of £0.04 per Placing DIs (the "Placing") with existing and new investors ("Placees") raising gross proceeds of approximately £240,000. The Placing DIs represent Ordinary Shares representing 20 per cent. of the Ordinary Share capital of the Company prior to the Placing.

On the 16th August 2021 the Board announced that the par value of its issued and outstanding ordinary shares of no par value had changed to US$0.001 per Ordinary Share. The total number of issued shares with voting rights remained unchanged at 35,999,999 Ordinary Shares. Aside from the change in nominal value, the rights attaching to the Ordinary Shares (including all voting and dividend rights and rights on a return of capital) remained unchanged.

On the 17th December 2021, following the acquisition of id4 AG, 66,666,666 New Ordinary Shares of $0.001 were issued to the shareholders of id4 in settlement of consideration for the acquisition and the Company was readmitted to trading on the London Stock Exchange.

On the 17th December 2021, alongside the acquisition of id4 AG, 54,375,000 New Ordinary Shares of $0.001 were issued in a further placing with existing and new investors, raising a total of £2,175,000.

16. ACQUISTION OF SUBSIDIARY

The acquisition of id4 AG was completed via a reverse takeover under the Listing Rules of the London Stock Exchange. The Company agreed to acquire the entire issued share capital of id4 AG for aggregate consideration of £5,333,333, 50% of which is payable on completion of the Acquisition Agreement and 50% payable on a deferred basis subject to id4 meeting certain financial targets over the next 5 years.

The consideration payable by Anemoi was satisfied entirely by the issue of Ordinary Shares to the Sellers at a value of £0.04 per share, which in the case of the Initial Consideration resulted in the issue of 66,666,666 Ordinary Shares to the sellers as per note 15.

The acquisition is treated as a business combination under accounting rules and results as follows: -

	GBP
Purchase Consideration	
66,666,666 Ordinary shares issued @ £0.04 per share	2,666,667
Total fair value of consideration	**2,666,667**

The fair and book values of asset and liabilities recognised as a result of the acquisition are as follows:

Intangible assets	i	1,290,232
Office equipment		10,180
Cash		18,153
Trade and other receivables	ii	294,678
Trade and other payables	iii	(421,255)
Exchange on revaluation		11,905
Net identifiable assets acquired		**1,203,893**
Goodwill	iv	1,462,774
Net assets acquired		**2,666,667**

i) Intangible assets consist of development costs capitalised to date alongside the balance of net assets from the merger of the former Apeiron AG and id4 AG

ii) Trade and other receivables includes a loan due from Alfalfa AG of CHF 310,000 in relation to an asset purchase from id4 AG.

iii) Trade and other payables includes a balance owed to Thalassa Holdings Ltd from the former Apeiron AG. The balance is non-interest bearing and due to be settled within the following period.

iv) Goodwill is attributable to the existing relationships with suppliers and customers of the acquired business and will be subject to impairment reviews throughout the course of its life.

17. RELATED PARTY TRANSACTIONS

Thalassa Holdings Ltd, which holds shares in the Company through its subsidiary Apeiron Holdings BVI is related by common control through the Chairman, Duncan Soukup. A portion of the staff costs incurred by the Company are recharged from Thalassa Holdings Ltd, at the year end £360,264 (2020: £190,793) was owed to Thalassa.

The company was charged £19,263 (2020:Nil), by Fleur De Lys Ltd, a company owned and controlled by the Chairman Duncan Soukup, for travel and other expenses occurred in the execution of business for the year.

18. CAPITAL MANAGEMENT

The Company's capital comprises ordinary share capital and share premium alongside a reverse takeover reserve, currency adjustment reserve and retained earnings. The Group's objectives when managing capital are to provide an optimum return to shareholders over the short to medium term through capital growth and income whilst ensuring the protection of its assets by minimising risk. The Group seeks to achieve its objectives by having available sufficient cash resources to meet capital expenditure and ongoing commitments.

At 31 December 2021, the Group had capital of £3,942,958. The Group does not have any externally imposed capital requirements.

19. FINANCIAL INSTRUMENTS

The Group's financial instruments comprise cash and cash equivalents together with various items such as trade and other receivables and trade payables etc, that arise directly from its operations. The fair value of the financial assets and liabilities approximates the carrying values disclosed in the financial statements.

The main risks arising from the Group's financial instruments are foreign exchange risk, credit risk and liquidity risk.

FOREIGN EXCHANGE RISK

The Group undertakes FOREX and asset risk management activities from time to time to mitigate foreign exchange risk.

An increase in foreign exchange rates of 5% at 31 December 2021 would have decreased the profit and net assets by £130,221 (2020: £59,963). A decrease of 5% would have increased profit and net assets by £143,928 (2020:£59,963).

At 31 December 20201 38% of the Group's balances were held in CHF, 32% in USD, 31% in GBP with 1% a short position in EUR.

CREDIT RISK

Group credit risk is limited at this early stage and not felt to be an issue with the absence of receivables of loan provisions. The Group continues to monitor credit risk when assessing opportunities given the potential for exposure to geopolitical risks and the possibility of sanctions which could adversely affect the ability to perform operations.

LIQUIDITY RISK

The Group's strategy for managing cash is to maximise interest income whilst ensuring its availability to match the profile of the Group's expenditure. All financial liabilities are generally payable within 30 days and do not attract any other contractual cash flows. Based on current forecasts the Group has sufficient cash to meet future obligations.

20. SUBSEQUENT EVENTS

There were no subsequent events.

21. COPIES OF THE FINANCIAL STATEMENTS

The consolidated financial statements are available on the Group's website: https://anemoi-international.com/.

22. CONTROLLING PARTIES

There is no one controlling party.

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING (the "Meeting") of Anemoi International Ltd (the "Company") will be held at Anjuna, 28 Avenue de la Liberté, 06360 Eze, France on 28 June 2022 at 10.30 am (CEST) for the purpose of considering and, if thought fit, passing the following simple resolutions:

1. To receive and consider the financial statements for the period to 31 December 2021 together with the reports of the directors and the auditors thereon.
2. To authorise the Directors to appoint auditors of the Company for the year ending 31 December 2022 and to authorise the Directors to determine the auditor's remuneration.
3. To re-elect Duncan Soukup as a Director of the Company, who is retiring and offering himself for re-election.
4. To re-elect Luca Tomasi as a Director of the Company, who is retiring and offering himself for re-election.
5. To re-elect Tim Donell as a Director of the Company, who is retiring and offering himself for re-election.
6. To re-elect Kenneth Morgan as a Director of the Company, who is retiring and offering himself for re-election.

Dated 9 June 2022

By Order of the Board

Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not also be a Member of the Company
2. To appoint a proxy, you should complete the Form of Proxy available from the Company's website. To be valid the Form of Proxy together with the power of attorney or other authority (if any) under which it is signed must be completed and returned by post or by hand to the Company's Registrar, Link Group PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 48 hours before the time fixed for the Meeting or any adjourned meeting.
3. In the case of joint holders, if two or more persons hold shares jointly each of them may be present in person or by proxy at the Meeting and may speak as a shareholder; if only one of the joint owners is present in person or by proxy, he may vote on behalf of all joint owners; and if two or more are present in person or by proxy they must vote as one.
4. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the annual general meeting to be held on the time and date set out at the top of the notice and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID : RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

The Board encourages all shareholders to vote. Shareholders will find a Proxy form, online, in the Investor Relations section under the 'Reports and Documents' menu. In the event that you hold your interest in Anemoi International Ltd in CREST and wish to vote, but are not expecting to use the CREST electronic proxy appointment service as set out in notes 4, 5, 6 and 7 above, you will need to contact your custodian or nominee (bank, broker, fund manager for example). Alternatively, for further information or assistance in voting you can contact Link Group on +44 (0)371 664 0300 Monday to Friday between 0900 and 1730. Call charges will vary by provider.

DIRECTORS, SECRETARY AND ADVISERS

Directors	C Duncan Soukup, Chairman Tim Donell, Chief Financial Officer Luca Tomasi, Independent Non-executive Director Kenneth Morgan, Independent Non-executive Director
Registered Office	Folio Chambers P.O. Box 800, Road Town, Tortola, British Virgin Islands
Company Secretary	Charles Duncan Soukup
Broker	Peterhouse Capital 3rd Floor 80 Cheapside London EC2V 6EE
Solicitors to the Company (as to English Law)	Locke Lord (UK) LLP 201 Bishopsgate, London EC2M 3AB
Solicitors to the Company (as to BVI Law)	Conyers Dill & Pearman Romasco Place, Wickhams Cay 1 PO Box 3140 Road Town, Tortola British Virgin Islands VG1110
Auditors	Jeffreys Henry Audit Limited Finsgate, 5-7 Cranwood Street London EC1V 9EE
Registrars	Link Market Services (Guernsey Ltd) Mont Crevelt House Bulwer Avenue St Sampson, Guernsey, GY2 4LH
Company website	www.anemoi-international.com