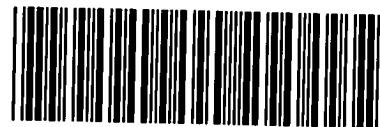


VEREMARK LTD
FINANCIAL STATEMENTS
INFORMATION FOR FILING WITH THE REGISTRAR
YEAR ENDED 31 DECEMBER 2023

RPG Crouch Chapman LLP
Chartered Accountants
40 Gracechurch Street
London
EC3V 0BT

SATURDAY



AD6R5TE9
A13 06/07/2024 #51
COMPANIES HOUSE

VEREMARK LTD
REGISTERED NUMBER: 11681510

BALANCE SHEET
AS AT 31 DECEMBER 2023

	Note	2023 £	2022 £
Fixed assets			
Intangible assets		26,795	-
Tangible assets	5	28,129	39,589
Investments	6	282,909	15,434
		<u>337,833</u>	<u>55,023</u>
Current assets			
Debtors: amounts falling due within one year	7	3,922,477	1,852,879
Cash at bank and in hand	8	1,385,929	5,440,812
		<u>5,308,406</u>	<u>7,293,691</u>
Creditors: amounts falling due within one year	9	(1,021,942)	(566,643)
Net current assets		<u>4,286,464</u>	<u>6,727,048</u>
Total assets less current liabilities		<u>4,624,297</u>	<u>6,782,071</u>
Creditors: amounts falling due after more than one year	10	(1,400,000)	(1,400,000)
Net assets		<u><u>3,224,297</u></u>	<u><u>5,382,071</u></u>
Capital and reserves			
Called up share capital		6,452	6,417
Share premium account		8,864,230	8,864,230
Profit and loss account		(5,646,385)	(3,488,576)
		<u>3,224,297</u>	<u>5,382,071</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 25/06/2024

Daniel Callaghan

D A Callaghan
 Director

The notes on pages 3 to 11 form part of these financial statements.

VEREMARK LTD**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2023	6,417	8,864,230	(3,488,576)	5,382,071
Loss for the year	-	-	(2,157,809)	(2,157,809)
Shares issued during the year	35	-	-	35
At 31 December 2023	6,452	8,864,230	(5,646,385)	3,224,297

The notes on pages 3 to 11 form part of these financial statements.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2022	3,041	2,851,711	(1,307,482)	1,547,270
Loss for the year	-	-	(2,181,094)	(2,181,094)
Shares issued during the year	3,376	6,012,519	-	6,015,895
At 31 December 2022	6,417	8,864,230	(3,488,576)	5,382,071

The notes on pages 3 to 11 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

1. General information

Veremark Limited is a private company limited by share capital (registered number 11681510). The company is incorporated in England and Wales. Its registered address is 85 Great Portland Street, London, W1W 7LT.

The companies principal activity is the provision of background check services.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

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

The following principal accounting policies have been applied:

2.2 Going concern

The Directors consider that based on the current and projected performance of the company and taking into account the expected repayment profile of creditors, the company will have sufficient resources available to meet its commitments as they fall due for a period of at least twelve months from the date of approval of the financial statements. The Board thus has a reasonable expectation that the Company has adequate resources to continue in operation, meet its liabilities as they fall due and retain sufficient available cash for the foreseeable future. As a result of this, the Directors consider it appropriate to prepare the financial statements on the going concern basis.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)

2.5 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.9 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.10 Taxation

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

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

2. Accounting policies (continued)

2.11 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the Statement of Comprehensive Income over its useful economic life.

Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Office equipment	- 3 year straight line
Computer equipment	- 3 year straight line

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)

2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

2.14 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.16 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.17 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously

3. Employees

The average monthly number of employees, including directors, during the year was 17 (2022: 11).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

4. Intangible assets

	Goodwill £
Cost	
Additions	28,709
At 31 December 2023	<u>28,709</u>
Amortisation	
Charge for the year on owned assets	1,914
At 31 December 2023	<u>1,914</u>
Net book value	
At 31 December 2023	<u><u>26,795</u></u>
At 31 December 2022	<u><u>-</u></u>

5. Tangible fixed assets

	Office equipment £	Computer equipment £	Total £
Cost or valuation			
At 1 January 2023	5,861	48,475	54,336
Additions	629	7,316	7,945
At 31 December 2023	<u>6,490</u>	<u>55,791</u>	<u>62,281</u>
Depreciation			
At 1 January 2023	2,364	12,383	14,747
Charge for the year on owned assets	2,006	17,399	19,405
At 31 December 2023	<u>4,370</u>	<u>29,782</u>	<u>34,152</u>
Net book value			
At 31 December 2023	<u><u>2,120</u></u>	<u><u>26,009</u></u>	<u><u>28,129</u></u>
At 31 December 2022	<u><u>3,497</u></u>	<u><u>36,092</u></u>	<u><u>39,589</u></u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023

6. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2023	15,434
Additions	267,475
At 31 December 2023	<u>282,909</u>

7. Debtors

	2023 £	2022 £
Trade debtors	683,848	467,726
Amounts owed by group undertakings	2,649,217	875,038
Other debtors	507,315	426,132
Prepayments and accrued income	82,097	83,983
	<u>3,922,477</u>	<u>1,852,879</u>

8. Cash and cash equivalents

	2023 £	2022 £
Cash at bank and in hand	1,385,929	5,440,812
	<u>1,385,929</u>	<u>5,440,812</u>

9. Creditors: Amounts falling due within one year

	2023 £	2022 £
Trade creditors	529,058	447,040
Amounts owed to group undertakings	162,873	5
Other taxation and social security	98,081	-
Other creditors	24,057	2,346
Accruals and deferred income	207,873	117,252
	<u>1,021,942</u>	<u>566,643</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

10. Creditors: Amounts falling due after more than one year

	2023 £	2022 £
Other loans	1,400,000	1,400,000
	<u>1,400,000</u>	<u>1,400,000</u>

11. Loans

Analysis of the maturity of loans is given below:

	2023 £	2022 £
Amounts falling due 1-2 years		
Other loans	1,400,000	1,400,000
	<u>1,400,000</u>	<u>1,400,000</u>
	<u>1,400,000</u>	<u>1,400,000</u>

12. Share capital

	2023 £	2022 £
Allotted, called up and fully paid		
2,641,063 (2022 - 2,606,444) Ordinary shares of £0.001 each	2,641,063	2,606,444
1,821,733 (2022 - 1,821,733) Ordinary A shares of £0.001 each	1,821,733	1,821,733
1,988,741 (2022 - 1,988,741) Series A shares of £0.001 each	1,988,741	1,988,741
	<u>6,451,537</u>	<u>6,416,918</u>

On 3 May 2023 2,436 Ordinary shares were issued for a consideration of £0.001 per share.

On 21 December 2023 32,183 ordinary shares were issued for a consideration of £0.001 per share.

13. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £3,400 (2022: £2,346). Contributions totalling £15,963 (2022: £7,845) were payable to the fund at the balance sheet date and are included in creditors.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

14. Related party transactions

The company has taken advantage of the exemption in FRS 102 33.1A "Related Party Disclosures" from disclosing transactions with other members of the group.

15. Post balance sheet events

In February 2024, 523,710 shares were issued for a total consideration of £2.5m.

16. Controlling party

It is the view of the directors there is no one overall controlling party.

17. Auditors' information

The auditors' report on the financial statements for the year ended 31 December 2023 was unqualified.

The audit report was signed on 25/06/2024 by Steven Johnson BENG (HONS) FCCA (Senior Statutory Auditor) on behalf of RPG Crouch Chapman LLP.