



Registered number - 03904514

MESH Holdings plc
Interim Financial Report
to 31 March 2019



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Company Information

Directors

Jens Zimmermann, *Non-Executive Chairman*

Mark De Smedt, *Chief Executive Officer*

Mike Power, *Non-Executive Director*

Company Secretary

Cargil Management Services Limited

Auditors

BDO LLP

50 Baker Street

London

W1V 7EU

Broker and NEX Exchange and Corporate Advisor

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Legal Advisers to the Company as to English Law

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Registrars

Share Registrars Limited

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Surrey

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Registered office

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Registered number

0390451



Board report

The board of directors (the “Board” or the “Directors”) of MESH Holdings plc (the “Company”) present their report together with the unaudited consolidated financial statements for the six months ended 31 March 2019.

The Company has seen good progress in the first six months of the financial year. The Directors have considered a change in the Company’s investment strategy to make complementary disruptive investments in technology, content and internet investments that, over time, would have the ability to emerge as market leaders in their areas of focus and application. The catalyst for this change in strategy was the opportunity to acquire an initial investment in Sentiance N.V. (“Sentiance”).

On 5 November 2018 all proposed resolutions were duly passed by shareholders at the general meeting of the Company. This included the acquisition of the investment in Sentiance by way of the acquisition of all the shares in HGC Investco I Limited for a consideration comprising the issue to the vendor of 2,500,000,000 new ordinary shares (now 125,000,000 ordinary shares (post consolidation)) in the capital of the Company, credited as fully paid. The Company at the same time raised gross proceeds of GBP 500,000 at a price of 16.0 pence per share on a post Share Consolidation (defined below) basis, credited as fully paid.

Sentiance is a global leader in artificial intelligence (“AI”) and machine learning based today primarily on sensor data and is headquartered in Antwerp, Belgium with regional service and research and development offices today in London, New York, Toronto, Vilnius and Shanghai and in Tokyo, in conjunction with its partner, RMC Softbank. Sentiance through its patented and proprietary technology turns data into actionable insights leading to positive and ethical behavioral change capabilities and highly personalized services. The Sentiance platform allows companies to create highly bespoke services in currently three industry verticals: (i) mobility (ii) online to offline and (iii) wellbeing. Sentiance works with a large variety of clients across these three industry verticals including amongst others: Uber, Careem, Turo, Tokio Marine, Trov, Autoliv, Absa, Novartis, MultiVarejo, Ooredoo and Cover-More.

The Board believes that the Company’s initial investment in Sentiance represents an excellent investment and can be effectively used as a catalyst and springboard for further meaningful investments in the technology and content sectors.

Board changes

Jens Zimmermann joined the board as a Director and Non-Executive Chairman on 5 November 2018.

Chris Fong joined the Board as Chief Executive Officer on 4 December 2018 and retired on 1 April 2019 from this role and the Company and is no longer involved with the business.

After the period end on 25 April the Company announced the appointment of Mark De Smedt as the new Chief Executive Officer and Board Director. Mark was until March 2019 an executive committee member at The Adecco Group, the HR services industry leader where he held various roles including those of Chief HR Officer and Head of Northern Europe. Prior to Adecco, Mark held senior roles at Scoot, Citibank and Apple in Europe.

Mark’s global experience and proven skills will allow the Company to implement its strategic objective to create and operate a mutually reinforcing network of complementary proprietary technology and content assets.

On 1 May Mike Power was appointed as a Non-Executive Director of the Company. Mike is currently Chief Operations Officer, Technology & Operations at the Development Bank of Singapore Limited (DBS), one of Asia’s largest banking groups.

Rupert Horner and Marcus Yeoman retired from the Board upon completion of the Company’s annual general meeting on 15 May 2019 (the “AGM”).



Business Update and Post Period Events

The Company has a bold vision that the current experiential, entertainment and social media landscape will change fundamentally in the years to come. By establishing a mutually reinforcing network of proprietary global content initiatives (“Conviction Passions”) enabled by innovative user-centric technology solutions (“Category Leading Technologies”), our objective is to ensure that the Company can play a crucial role in these exciting and ultimately transformative opportunities. The recent months have seen the Company take the first concrete steps to ensure that it can effectively implement and execute on this ambitious plan.

To this effect, the Company has made material progress over the period, including the appointment of an experienced executive management team led by Mark De Smedt, the Company’s CEO. In addition, the Company successfully increased its equity holding in Sentiance to 15% on 17 April 2019 and secured an "Acquisition Option" that, if exercised, allows the Company to obtain a majority shareholding in Sentiance.

Additionally, the Company acquired the intellectual property rights of BDD (a Malta incorporated company) which comprise an innovative idea to operate an annual global block chain raffle with 50% of proceeds allocated to a dedicated number of high impact human/social and environmental conviction initiatives. The Company refers to those rights as SDG or Project SDG.

Following approval by shareholders at the AGM on 15 May 2019, the Company changed its name to MESH Holdings plc and the Company’s website was changed to: www.meshholdings.net. Additionally, the share capital of the Company was consolidated (the “Share Consolidation”). Under the Share Consolidation, every 20 existing ordinary shares of 0.1 pence each in the Company, in issue at 6:00 p.m. on the record date, 22 April 2019, were consolidated into one new ordinary share of 2 pence each in the Company (a “Consolidated Ordinary Share”).

The Company continued to strengthen its financial position by completing a further cash equity placing on 4 June 2019, raising net proceeds of £4,987,500 at 35 pence per share.

In summary, the Company is pleased with the overall progress and is looking forward to update shareholders in the not too distant future about further material developments.

The interim results have not been reviewed by the Company's auditor.

Mark De Smedt
Chief Executive Officer

Date: 27 June 2019



**Consolidated Unaudited Interim Income Statement 6
months to
31 March 2019**

	Notes	Unaudited 31 March 2019 £ '000	Unaudited 31 March 2018 £ '000
Revenue			
	-		8
Cost of sales	-		-1
Gross profit		0	7
Administrative expenses		-567	-221
Operating loss		-567	-214
Profit on the disposal of investments	-		-
Loss on ordinary activities before taxation		-567	-214
Tax on loss on ordinary activities	-		-
Loss for the financial year		-567	-214
Other comprehensive income	-		-
Total comprehensive loss		-567	-214

**Earnings per share attributable to the equity holders of the Company during the
year:**

		2019	2018
Basic loss per share	I	-2.65	-0.39

There are no recognised gains or losses other than the results for the period as set out above.



**Consolidated Unaudited Interim Statement of
Financial Position six months to 31 March 2019**

	Notes	Unaudited to 31 March 2019 £ '000	Unaudited to 31 March 2018 £'000
Assets			
Non-Current Assets			
Investment	2	10,625	
Current assets			
Trade and other receivables		2	28
Cash and cash equivalents		332	522
Trade and other payables: amounts falling due within one year		-46	-218
Net current assets		<u>10,913</u>	<u>332</u>
Net assets		<u>10,913</u>	<u>332</u>
Capital and reserves			
Called up share capital		2,906	6,631
Share premium		26,007	17,377
Other reserves		6,366	0
Retained Earnings		-24,366	-23,676
Total equity		<u>10,913</u>	<u>332</u>

The financial statements were approved by the Board of Directors and authorised for issue on
..... 2019

Mark De Smedt
Chief Executive Officer
Company registration no: 03904514



Notes:

The interim unaudited consolidated statements have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (“IFRS”).

As explained in the March 2018 interim financial statements, the comparative period for the six months ended 31 March 2018 relate to the company only, compared with the current period interim statements which are prepared on a consolidated basis, including the results of the 100% owned subsidiary, HGC InvestCo I Limited. The reason that the comparative period interim financial statements were prepared on a Company only basis is because shortly after the 31st March 2018, the Company disposed of its trading businesses at that time and temporarily became a cash shell listed on the AIM market

1. Post consolidation, every 20 existing ordinary shares of 0.1 pence each in the Company, consolidated into one new ordinary share of 2 pence each in the Company (a “Consolidated Ordinary Share”)

Loss per share

Basic loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue post consolidation.

	2019	2018
	Number	Number
Weighted average number of Ordinary shares in issue	145,313,950	254,646,871
Loss for the year (£'000)	-567	-214

2. Investment in HGC Investco I Limited (to acquire 9.8% or 9,333 shares in Sentiance) by way of the acquisition of all the shares in HGC Investco I Limited for a consideration comprising the issue to the vendor of 2,500,000,000 new ordinary shares (now 125,000,000 ordinary shares (post consolidation)) in the capital of the Company, credited as fully paid.