

Company Registration No. 06374598 (England and Wales)

**HELLENIC DYNAMICS Plc**  
*(Formerly known as UK SPAC Plc)*

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023**

**HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)**

<b>CONTENTS</b>	<b>PAGE(S)</b>
Company Information	1
Chairman's Report	2 – 3
Chief Executive Officer's Report	4 – 5
Strategic Report	6 – 14
Corporate Governance Report	15 – 23
Directors' Report	24 – 27
Remuneration Committee Report	28 – 31
Audit Committee Report	32 – 34
Nomination Committee Report	35
Independent Auditor's Report on the Group and Company	36 – 43
Consolidated Statement of Comprehensive Income	44
Consolidated Statement of Financial Position	45
Consolidated Cash Flow Statement	46
Consolidated Statement of Changes in Equity	47
Notes to the Consolidated Financial Statements	48 – 74
Company Statement of Financial Position	75
Company Cash Flow Statement	76
Company Statement of Changes in Equity	77
Notes to the Company Financial Statements	78 - 81

**Hellenic Dynamics Plc** (*Formerly known as U.K. SPAC Plc*)

**COMPANY INFORMATION**

<b>Directors</b>	Davinder Rai Filippos Papadopoulos Anthony Jolliffe Joseph Colliver	Chief Executive Officer Executive Director Non-Executive Chairman Non-Executive Director
<b>Secretary</b>	SGH Company Secretaries Limited	
<b>Company number</b>	06374598 ( <i>England and Wales</i> )	
<b>Registered office</b>	21 Arlington Street London SW1A 1RN	
<b>Auditor</b>	<b>PKF Littlejohn LLP</b> 15 Westferry Circus Canary Wharf London E14 4HD	
<b>Registrars</b>	<b>SLC Registrars</b> P.O. Box 5222 Lancing West Sussex NB99 9FG	
<b>Financial advisors</b>	<b>Cairn Financial Advisers LLP</b> 80 Cheapside London EC2V 6EE	
<b>Brokers</b>	<b>Peterhouse Capital Limited</b> 3 <sup>rd</sup> Floor 80 Cheapside London EC2V 6EE	
<b>Principal Bankers</b>	<b>Barclays Bank Plc</b> Leicester Leicestershire LE87 2BB	

## **Hellenic Dynamics Plc (*Formerly known as U.K. SPAC Plc*)**

### **CHAIRMAN'S REPORT FOR THE PERIOD ENDED 31 MARCH 2023**

I am pleased to present the annual report and financial statements for the period ended 31 March 2023 for Hellenic Dynamics Plc ("Hellenic" or the "Company"). UK SPAC PLC, which was renamed Hellenic Dynamics Plc on 17 November 2022, acquired Hellenic Dynamics SA ("Hellenic Dynamics" or the "Company") and gained admission to the Official List (by way of a Standard Listing) and to trading on the London Stock Exchange's ("LSE") main market for listed securities ("Admission") with effect from 08:00 on the 5 December 2022.

I am extremely proud of the whole Hellenic team, its advisers and management in the continuing roles they play, not only in gaining a main market listing as the first medical cannabis company to do so, but also with their continued work on the Company's facility in Greece. It has been a long process with the Financial Conduct Authority and LSE and this commitment alone shows that the experienced operational and cultivation teams have led the Company to be a market leader in the cultivation and supply of medical cannabis flowers for the European markets.

Having been involved since the admission process, I was fortunate enough to witness first-hand the positive impact medical cannabis is having on patients across a various range of chronic pain indicators and I believe the low-cost base we enjoy together with the supportive legislative framework in Greece, will support Hellenic in its endeavour for European dominance in the supply of medical cannabis.

#### **Milestones**

The law changed in Greece in 2017 allowing the cultivation of tetrahydrocannabinol ("THC") medical cannabis. Since that time, members of the Hellenic team have navigated the changing landscape of this exciting new industry culminating in the Company achieving the milestone of working with the FCA and LSE to become the first medical cannabis cultivator to gain admission to the Official List and to trading on the LSE's main market.

In addition to the Admission process, significant work and capital has been invested since the formation of the Group in 2019, leading Hellenic to move towards a contract cultivation expanded strategy with the first cultivation anticipated to occur in the second quarter of the Company's 2023 fiscal year.

#### **Board changes**

As a result of the acquisition of Hellenic Dynamics and Admission, there was a change of the Company's board of directors ("Board"). I was appointed as Non-executive Chairman, replacing Peter Jay who stepped down on 16 December 2022.

At the time of the acquisition, Nigel Brent Fitzpatrick ("Brent") and Simon Grant-Rennick both Non-executive Directors stepped down and the appointments of Davinder Rai as CEO, Filippos Papadopoulos as Executive Director and Joseph Colliver as a Non-executive Director were completed.

I would like to thank Peter, Brent and Simon for their contributions.

#### **Appointments**

During the reporting period and post Admission, I am pleased to welcome both Carl Haffner who was appointed as a consultant to our cultivation team and Katherine Fleming who was appointed to our Advisory Board. Carl was previously the Co-founder and CEO of Avida Global SAS, a vertically-integrated cannabis business which achieved all the necessary certifications including ISO, GACP & EU-GMP. Carl is a great addition to the Hellenic team of experienced cannabis professionals.

Katherine is currently the President and CEO of the J. Paul Getty Trust, the international cultural and philanthropic institution, overseeing its 1,500 employees and US\$8.5 billion fund and holds a number of honours including being decorated by the Greek Government as a commander in the Order of Beneficence. With Katherine's appointment we believe that we ensure our further exposure both domestically in Greece and in other international markets.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CHAIRMAN'S REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Employees**

Together with the board, I would like to thank our entire Hellenic team for their total commitment and approach to our business which they have demonstrated through real work experience in the work they have done to date both on the Hellenic facility and in the wider business. Despite many challenges faced, especially with regards to the Admission process, I feel confident that under their stewardship Hellenic can achieve its goals of European dominance in the supply of medical cannabis.

**Sustainability**

With the advanced discussions underway for a move to using solar power as sustainable, low-cost energy, this will in turn lower the cost base for our operations and production and also allow our customers to benefit from a sustainable product. The Company has opted to cultivate in a fully indoor facility, rather than a glasshouse, to save on the additional power required to heat glasshouses in winter and cool during the summer, by then combining solar energy with indoor cultivation, the Company hopes to be a market leader in sustainable medical cultivation.

**Dividends**

Given the Group is continuing to invest in growing the business, the Board does not recommend the payment of a dividend (2021: £Nil).

**Looking ahead**

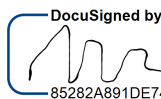
Despite the extended period working with the FCA to achieve Admission, the Group has made significant progress during the period. The number of European medical cannabis prescriptions and the number of European countries that are legalising medical cannabis is growing. However, the number of producing European medical cannabis cultivators is shrinking due to the challenges they have faced from inflation and increasing energy costs. By being agile, listening to not only its customers but also ensuring its competent understanding of the fast-evolving European cannabis industry, coupled with the low cost of operations, I believe, set Hellenic apart from its competitors.

Hellenic is constantly educating itself as the industry shifts into its new phase, not only from a legislative viewpoint but also firmly with the end patient in mind. The Group has moved with the recent changes in the industry and is now well placed to reap the incoming rewards.

With industry leaders joining the Company's team, the signing of the first POD MoU with Deutsche Medizinalcannabis GmbH which trades as Demecan Holding ("Demecan") (post period end) and with further expressions of interest in POD contracts resulting in active discussion, all demonstrate the Company's growing reputation within the sector.

I remain confident in Hellenic's strategic direction as a white label contract cultivator of tetrahydrocannabinol ("THC") dominant strains of medical cannabis flowers, where I have seen first-hand how this improves the quality of patients' lives for the better. Achieving our goals during the coming year, I expect Hellenic to deliver growth for our investors.

I am pleased to present the 2023 first full results to shareholders for the period ended 31 March 2023.

DocuSigned by:  
  
 85282A891DE741B...

**Sir Anthony Jolliffe**

Non-Executive Chairman:

Date: 31 July 2023

## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **CHIEF EXECUTIVE OFFICER'S REPORT FOR THE PERIOD ENDED 31 MARCH 2023**

I am delighted to report on the significant number of achievements and strategic progress for Hellenic in the period.

These are the first results for Hellenic as a public company following the successful completion of the reverse takeover of UK SPAC Plc (renamed Hellenic Dynamics Plc), where the balance of £2.626 million was available to the Company on Admission to support the Company's plans, which are detailed in the enlarged Company's prospectus dated 14 November 2022. On Admission Hellenic became the first medical cannabis cultivator to be admitted to the Official List and to trade on the main market of the London Stock Exchange and remains the only one as of the date of this report, further details of which can be found in the financial review section on page 7.

Hellenic aims to be the dominant wholesale cultivator of medical cannabis flowers in Europe. With the numerous advantages available to us in Greece, which covers a low cost base, clear legislation and a supportive government, Hellenic has the ability to export its medical cannabis products to all 25 European countries that allow medical cannabis by prescription, with no limitation on THC content nor export quantity.

Hellenic's strategy is to work closely with licensed medical cannabis distributors in our key target markets and allow these distributors the ability to take one step up the vertical by way of the Hellenic POD concept we announced post period end on 6 June 2023. This strategy has been well received by the wider European cannabis markets resulting in the signing of a MoU with Demecan as per our announcement dated 13 June 2023. With numerous other advanced discussions on-going with other well established European licensed distributors, I believe the Company has skilfully navigated the evolving medical cannabis sector and positioned itself to reap the rewards as we enter into our first full year as a listed entity.

#### **Market**

25 countries now allow medical cannabis prescriptions for patients across Europe, with the total European market expected to reach €43.3 billion per annum by 2027, twice the size of the American and Canadian markets combined. Presently there are circa 29,000 private patients who receive medical cannabis prescriptions in the UK and over 1.4m people in the UK using illegal cannabis for medical reasons.

#### **Opioid alternative**

Approximately 26% of the UK population suffer from chronic pain, this number increases to 60% of the population over aged over 75. This has resulted in the UK being the largest prescriber of opioids per capita in the world with circa 40 million annual opioid prescriptions. Presently opioid prescriptions lead to 4.6 million UK GP visits per annum, however 90% of patients prescribed opioids state they are ineffective for long term pain management. Furthermore, the UK presently has approximately 540,000 patients with some form of dependency prescription opioids. This gives an idea of the total addressable market where medical cannabis could replace opioid prescriptions in the UK

#### **Strategy**

In line with the Company's expanded strategy, Hellenic will continue to fulfil its current off-take term sheets as per the Company's prospectus and further sign and develop more PODs on the Company's near 200,000 square meter facility. Each Pod occupies 1,000 square meters and is capable of producing 1,200 kg per annum of wholesale flowers. With just four POD agreements (of which Hellenic currently has 1 MoU in place) Hellenic would have a total production of 4,800 kg per annum and all devoid of any cost of sales. Hellenic's licence of 40,000 square meters is capable of producing circa 54,000 kg of flowers per annum. Each POD to be entered into moving forwards would be for a minimum of 2+2 years. This tenure is linked to the advanced discussion the Company is currently having with a well-known financial institution in relation to a capital loan facility, covering the entire capital expenditure of four PODs in this phase of the Company's expansion strategy.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

**CHIEF EXECUTIVE'S REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023**

**Strategy (continued)**

Adapting to the evolving European medical cannabis industry in the way Company has and will continue to do so, allows Hellenic to concentrate on the wholesale commercial and contract cultivation of medical cannabis flowers. Many of our current and new customers are well advanced in several aspects of the medical cannabis value chain, however the main resource is a quality and consistent wholesale product. This can then be used for a number of drug development programmes along with batch release to pharmacies. Furthermore, Hellenic has opted to arrange forward sales of its products prior to expansion. This devoids the Company of any over production or any potential inability to sell its product. In essence every phase of expansion of the cultivation facility will be based by a 2 + 2 year off-take agreement, where Hellenic cultivate the specific cultivars our customers want for their respective markets.

**Update**

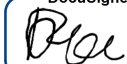
Since Admission on 5 December 2022, Hellenic has moved full force into the completion of its facility in northern Greece and it is expected that its first commercial cultivation will occur in the coming months from the publication of this document..

**Environment**

As a company, we recognise the importance of operating to the highest standards of compliance across the business, and we have continued to advance our approach to environmental, social and governance “ESG”, focusing on identifying those issues that are most material to Hellenic’s business. This work will form part of a comprehensive ESG strategy in due course.

**Future**

I look forward to updating shareholders in due course on our production of medical cannabis flowers for our current off-takers, further to agreements to be signed with third parties, and to reporting on our first full year as a listed entity and showcasing the dedication of our team and our commitment to shareholders by delivering on our strategy.

DocuSigned by:  
  
AD7223BF056B40C...  
**Davinder Rai**  
Executive Chairman:  
Date: 31 July 2023

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****STRATEGIC REPORT  
FOR THE PERIOD ENDED 31 MARCH 2023****Section 172(1) Statement - Promotion of the Company for the benefit of the members as a whole**

The Directors believe they have acted in the way most likely to promote the success of the Company for the benefit of its members as a whole, as required by s172 of the Companies Act 2006.

The requirements of s172 are for the Directors to:

- Consider the likely consequences of any decision in the long term;
- Act fairly between the members of the Company;
- Maintain a reputation for high standards of business conduct;
- Consider the interests of the Company's employees;
- Foster the Company's relationships with suppliers, customers, and others; and
- Consider the impact of the Company's operations on the community and the environment.

The Company operated as a cash shell, which was successful in sourcing a business to acquire and was in the process of applying to the FCA to re-admit to trading on the LSE's main market. The pre-revenue nature of the business prior to the acquisition of Hellenic Dynamics SA is important to the understanding of the Company by its members and suppliers, and the Directors were as transparent about the cash position and funding requirements as is allowed under the relevant regulations.

The application of the s172 requirements can be demonstrated in relation to some of the key decisions made during the period:

<b>Shareholders</b>
The Company publishes regular announcements to ensure shareholders are kept up to date with developments within the Group. Going forward the Directors expect to increase the number of face-to-face meetings with its shareholders and potential investors.
<b>Employees and contractors</b>
During the period under review the Company directly employed agronomists and when required engaged contractors to provide specialist technical and cultivation services. Management and the Company's Directors maintain regular direct contact with all employees and contractors to ensure any concerns they have are considered and action taken if necessary. Each employee or contractor is given the Company's employee handbook which sets out the provisions for any concerns.
<b>Suppliers</b>
Procurement of technical and cultivation such as construction, irrigation and lighting rely on the expertise of management and the availability of those services at the time (both geographically and the supplier's capacity). Relations with suppliers is maintained through regular contact, prompt payment and where necessary ensuring high standards of health and safety are maintained or implemented. Health and safety management by the Company is most important during construction works. Any contracts for services provided have been undertaken with a clear cap on financial exposure.
<b>Local community</b>
At the subsidiary level, management and the Company's employees maintain excellent relationships with the local communities where they operate. During the year under review, the Company used local businesses for the provision of certain services, specifically for construction, earth works and fabrications. This created and will continue to create increased economic activity in the areas in which the Company operates. Local management also maintains regular dialogue with the local population and government officials to ensure support for and an informed view of its activities.
<b>Environment</b>
The Company's current activities are restricted to the construction and installation of its cultivation buildings with groundworks the most environmentally impactful due to the small-scale earth works required. Considerations include choosing the right cement suppliers and waste companies. As part of the Company's construction phase, baseline environmental studies were undertaken by the chosen construction company.

As a company, the Board seriously considers its ethical responsibilities to the communities and environment. we recognise the importance of operating to the highest standards of compliance across the business, and we have continued to advance our approach to environmental, social and governance, focusing on identifying those issues that are most material to Hellenic's business.



## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2023**

The Company started in early 2023 implementing a Corporate Social Responsibility (“CSR”) policy designed to support the United Nations Sustainable Development Goals (“UN SDG”) by actively engaging the local communities, with a focus on youth and student populations. Further details can be found in the Task Force on Climate related financial disclosures (“TCFD”) in the Company’s strategic report on pages 10 to 12.

## **Review of Business in the Period**

### **Operational review**

The Company's principal activity is specifically focused on the cultivation and supply of tetrahydrocannabinol (“THC”) - dominant strains of medical cannabis flowers, destined for the growing medical cannabis markets across Europe. Hellenic’s core strategy is to develop and operate its 40,000 square metre active cultivation licence from its 195,506 square metre facility located near Thessaloniki in Northern Greece. In full production, Hellenic is capable of producing over 54,000 kg of dried flowers per annum.

On 2 August 2021, the Company signed the Sales Purchase Agreement (“SPA”) with Hellenic Dynamics SA and suspension of trading of the company’s ordinary shares on AIM took place with immediate effect. Following the publication of the Company’s prospectus dated 14 November 2022 and the subsequent AGM on 15 November 2022, the Company published its prospectus and completed its proposed acquisition of Hellenic Dynamics SA achieving admission to the Official List (by way of a standard Listing) and to trading on the London Stock Exchange’s main market for listed securities at 08:00am on 5 December 2022.

### **Business strategy**

Hellenic will take advantage of its relatively low-cost base resulting from a comparatively low cost of power, having its own running water supply and the labour rates for skilled and semi-skilled labour in Northern Greece. The expanded strategy of contract cultivation under the Company’s expanded POD strategy will be increased to allow more licensed medical cannabis distributors to move up the vertical and have the ability to control their own cultivation strategies utilising the experience of the Hellenic Dynamics team to produce consistent, quality THC dominant strains of medical cannabis flowers.

### **Financial review**

On 30 October 2008, U.K. SPAC Plc was admitted to trading on the AIM, a market operated by the London Stock Exchange. On 3 March 2021, the Company disposed of its assets and became a cash shell under AIM Rule 15, with the purpose of acquiring a target company or business or asset(s).

On the 5 December 2022, U.K. SPAC Plc (renamed Hellenic Dynamics Plc) acquired Hellenic Dynamics S.A. via a reverse takeover, with the enlarged Group’s issued share capital admitted to the Official List (by way of a Standard Listing) and to trading on the London Stock Exchange’s main market for listed securities.

At the date of the acquisition, U.K. SPAC Plc had 1,852,219,137 Ordinary Shares in issue. Upon Admission, the Company approved the issue and allotment of 250,000,000 subscription shares, 13,333,333 fee shares and 10,414,447,530 consideration shares. Immediately on Admission, the enlarged issued share capital of the Company was 12,530,000,000 Ordinary Shares in issue, all of which were fully paid.

The acquisition of Hellenic Dynamics S.A. by the Company via a reverse takeover, resulted in the Company becoming the ultimate holding company of the Group.

Accordingly:

- The consolidated statement of financial position at 31 March 2023 shows the share capital and premium of Hellenic Dynamics Plc.
- The consolidated statement of comprehensive income for the 15-month period to 31 March 2023 represents the results of both Hellenic Dynamics Plc from the reverse takeover date and Hellenic Dynamics S.A. for the full period.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****STRATEGIC REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023**

- The comparatives within the consolidated statement of financial position, the consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated cashflow statement represent that of the legal subsidiary and accounting acquirer, Hellenic Dynamics S.A. for the year-ended 31 December 2021.

The transaction was accounted for as a reverse acquisition but as U.K. SPAC Plc did not meet the definition of a business it was not treated as a business combination under IFRS 3. Instead, in accordance with IFRS 2, the deemed issue of shares to the original U.K. SPAC Plc shareholders by Hellenic Dynamics Plc was accounted for as a share-based payment, which gives rise to a non-cash charge in the consolidated statement of comprehensive income of £3.7million, which is included within the reverse acquisition reserve.

The *Reverse Acquisition Accounting* is described in more detail in note 9 to these financial statements.

Revenue and cost of sales – no trading activity was recorded in the period, as the Company is completing the build and fit-out of its cultivation facilities.

Administrative expenses – total costs of £1,147,442 incurred in the 15 month period to 31 March 2023 (*12 months to 31 December 2021: £334,560*), incorporate staff costs of £296,668 (*2021: £81,315*), professional service fees (predominately relating the reverse takeover of U.K. SPAC Plc) of £361,422 (*2021: £66,578*), promotion and advertising £87,743 (*2021: £49,256*), and non-cash share based payment charges of £62,921 (*2021: £Nil*).

Operating loss – is gross profit less administrative expenses and equates to £1,147,442 in the period to 31 March 2023 (*2021: £334,560*).

Reverse acquisition expense – as detailed above, the reverse acquisition of U.K. SPAC Plc by the Company, resulted in a non-cash share-based payment charge of £3,700,209, due to the difference between the deemed cost and the fair value of the net assets at acquisition.

Total comprehensive loss for the period – was £4,853,146 (*2021: £342,012*) after incorporating £15,388 of finance costs (*2021: £14,840*) and £9,893 of positive exchange differences (*2021: £7,388*), in addition to the charges detailed above.

Non-current assets – increased by £106,421 to £961,726 at the period ended 31 March 2023, primarily due to a net £104,103 increase in property, plant and equipment, and by £1,753 increase in the value of the right-of-use assets.

Current assets – increased by £2,130,760 to £2,304,055 at the period end 31 March 2023, resulting from the £1,781,047 cash balance realised from the reverse acquisitions of U.K. SPAC Plc, and £834,652 of funds arising from the subscription and issue of the convertible loan note on 5 December 2022.

Current liabilities – increased by £683,738 to £947,695 at the period end 31 March 2023, predominantly due to amounts owed to professional advisers relating to transaction costs.

Non-current liabilities – increased by £327,012 to a balance of £636,695 at 31 March 2023, relating to £333,695 of convertible loan notes issued as part of the acquisition, off-set by a reduction in the lease liability.

Total equity and liabilities – at 31 March 2023 were £3,265,781.

**Cash flow**

Net cash outflow in the 15 month period to 31 March 2023 was £2,112,139 (*2021: outflow £4,060*), resulting from £294,684 in cash outflows from operating activities (*2021: £381,323*), £1,682,722 of net cash flows from investing activities (*2021: £87,036 outflow*), and £724,101 net cash flows from financing activities (*2021: 464,299*).

**Closing cash**

As at 31 March 2023, the Company held £2,117,159 of cash and cash equivalents (*2021: £5,020*).

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****STRATEGIC REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Key Performance Indicators**

The KPI for the Company during the accounting period to the year ended 31 March 2023 has been to achieve Admission along with continued works on its facility in Greece to begin the commercial cultivation of medical cannabis flowers for sales to the growing medical cannabis markets in Europe, in addition to exploring all cost saving measures where possible.

**Future Developments and Events Subsequent to the Period End**

The Company repaid a convertible loan note post period end and also signed a MoU with Demecan. Further details can be found in the Chairman's report on pages 2 to 3.

The Board seeks to maximise shareholder value and is in the process of establishing financial and operational KPIs ahead of the first cultivation. Financial KPIs are not deemed relevant at this stage by the Directors.

**Position of Company's Business**

At the period end the Company's Statement of Financial Position shows net assets totalling £32,937,760 (2022: £2,312,553).

**Environmental, Social and Governance Statement**

The Company is committed to providing a safe working environment for all its employees and to responsibly manage all of the environmental interactions of its business.

**Health & Safety**

The Company is committed to provide a safe working environment. A health and safety policy in place which is given to all employees of the Company.

**Communities**

The Company started in early 2023 implementing a Corporate Social Responsibility ("CSR") policy designed to support the United Nations Sustainable Development Goals ("UN SDG") by actively engaging the local communities, with a focus on youth and student populations. Objective: facilitate school education in the municipality of Kilikis on issues related to sustainability & biodiversity by:

- Providing educational hardware.
- Pictorial learning material related to the biodiversity of their region created by the local.
- Civil society group "Flora Kristonia".
- Educational projects designed by a content expert in order to help the teachers utilise the material provided.
- Digital networking to encourage the extroversion of the schools and motivate teacher & pupil engagement through networking.

UN SDGs addressed:

- Goal 4: Ensure inclusive and quality education for all and promote lifelong learning
- Goal 13: Take urgent action to combat climate change and its impacts

In early 2023 the Company entered into advanced discussion with solar power providers with a view to being reliant on sustainable energy in due course.

- Goal 15: Sustainably manage forests, combat desertification, halt and reverse land degradation, halt biodiversity loss.

The Company looked at its facility and took the decision not to use pesticides for its grassland rather took the approach to maintain its grassland by way of regular trimming.

Following consultations with local civil society organisations, in the coming fiscal year, the company's CSR policy will be expanded to (a) systematically support the 2nd experimental High School of Kilikis with its sustainability and digital technology student projects, and (b) additionally cover UN SDGs:

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****STRATEGIC REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023**

- Goal 12: Ensure sustainable consumption and production patterns
- Goal 14: Conserve and sustainably use the oceans, seas and marine resources

**Environment**

The Company recognises the importance of cultivating and processing medicinal cannabis in a responsible manner, reducing, where possible, its carbon emissions, water and energy usage, and impact on biodiversity. The Company is in the early stages of devising a policy to incorporate decision metrics and benchmarks in order to set targets for continuous improvement.

**Task Force on Climate-related Financial Disclosures (TCFD)**

The Board recognises the importance of taking climate related risks and opportunities into account within the Company's decision making and governance frameworks, and the need to measure and report on climate related metrics.

Given the very limited timeframe since the reverse acquisition, and the early-stage nature of its operations during the period under review, the Board is taking steps to address the eleven TCFD recommendations within the four thematic areas detailed below. Further reporting and disclosure will be made in future annual reports. The Board envisages that all of the eleven recommendations will be implemented, where possible prior to the publication of the next set of the Company's annual accounts.

**Governance**

1. Describe the Board's oversight of climate related risks and opportunities.
2. Describe management's role in assessing and managing climate related risks and opportunities.

The Company does not currently have a climate risk committee, and the Directors are evaluating how to practically and effectively incorporate the evaluation of climate related risks and opportunities within Board, sub-committee and management decision-making and reporting. Climate related risks and opportunities are discussed at the Board level when relevant.

Dr Filippou Papadopoulos (Executive Director) currently leads on climate related issues at the Board, based on his prior Corporate Social Responsibility experience and on-going professional involvement on issues related to sustainability, biodiversity, agro-ecology and civil society engagement via his role as Director of the Strategic Project Management Office of the American Farm School (AFS). Joseph Colliver (Non-Executive Director) also provides oversight, and has completed a short-course in Business Sustainability Management from the Cambridge Institute for Sustainability Leadership (CISL).

3. Describe the climate related risks and opportunities the organisation has identified over the short, medium, and long-term.
4. Describe the impact of climate related risks and opportunities on the organisation's businesses, strategy, and financial planning.
5. Describe the resilience of the organisation's strategy, taking into consideration different climate related scenarios, including a 2°C or lower scenario.

The Board has identified two climate related issues:

- 1) Energy inputs required to cultivate and process medicinal cannabis.
- 2) Sourcing of reliable water supply, without polluting the local water table.

## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2023**

#### **Strategy**

The Company has taken the following initial actions to address these issues:

- Performed a strategic pivot in June 2021 away from plans to cultivate under glass, reverting instead to a controlled indoor grow environment, partly to ensure reduce the energy required to cool the facility in the summer and less heat required in winter.
- The management team of Hellenic Dynamics S.A., supported by the Company's Board of Directors, are actively pursuing contractual negotiations to, on the one hand source a renewable and cost-effective solar energy source, and on the other acquire energy storage capacity as a means of harnessing excess PV capacity.
- Currently installing a closed-loop irrigation systems, sourced from an on-sight bore hole (reducing carbon emissions related to the transport of water), with wastewater purified to ensure excess nutrients and other waste products such as fertilisers are not released into the local water supply, by way of a water remediation system utilising ultraviolet light.

The Company is evaluating the impact of climate related opportunities and risks within its business strategy and financial plan and will be in a position to report further in future annual reports.

#### **Risk management**

6. Describe the organisations processes for identifying and assessing climate related risks.
7. Describe the organisations processes for managing climate related risks.
8. Describe how processes for identifying, assessing, and managing climate related risks are integrated into the organisation's overall risk management.

The Company is in the process of embedding climate considerations within the risk management framework of its controlled environment operating model.

The following climate change related risks have been identified initially:

- Potential for higher input costs from increased temperatures to maintain an optimum grow environment in terms of temperature, humidity, and air purity (via a heating, ventilation and air conditioning (HVAC) systems) and exposure to microbiology.
- Competition for equity and debt capital to fund storage or excess PV capacity, and competition to source solar energy supplies.
- Potential for higher input costs for building materials.
- Potential disruption to the supply of clean water from the on-site bore hole, requiring costly alternative water supply from external suppliers.
- Supplier disruption.
- Future patient / consumer demand for lower carbon emission product.
- Increased frequency of wildfires.

## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2023**

#### **Metrics & targets**

9. Disclose the metrics used by the organisation to assess climate related risks and opportunities in line with its strategy and risk management process.

10. Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks.

11. Describe the targets used by the organisation to manage climate related risks and opportunities and performance against targets.

The Directors are aware of need to measure and control emissions. However, due to the limited activities in the period under review, the Company did not consume more than 40,000kWh of energy, and its emissions are therefore not disclosed.

In the future, the Company will only measure the impact of its direct activities, as the full impact of the entire supply chain of its suppliers cannot be measured practically.

Due to the nature of the pre-production early stage of the Company the Board feels that exposure to climate related risks is low at present, however will look more closely at this issue once the Company is in its operational phase and will put in place a climate related strategy. In addition the Company will obtain relevant data, wherever possible to comply with the TCFD recommendations, however based on the current stage of the Company we have not acquired any data at the date of this document and therefore have not faced any challenges in the gathering of any data.

Hellenic Dynamics headquartered in the United Kingdom which has made a commitment in the Climate Change Act 2008 (2050 Target Amendment) Order 2019. Due to the early stage of the Company there is currently no transition plan in place. As the Company moves into its operational phase this position will be reconsidered prior to the publication of the Company's next set of annual accounts.

#### **Employee information**

At present, there are no female Directors in the Company. The Company has a Non-Executive Chairman and one Non-Executive Director and two Executive Directors. There are also five members of the Advisory Board. The Company is committed to equality and, if future roles are identified, a wide-ranging search would be completed with the most appropriate individual being appointed irrespective of gender or race.

#### **Human rights matters**

The Company ensures that employment practices take into account the necessary diversity requirements and compliance with all employment laws. The Board has experience in dealing with such issues and sufficient training and qualifications to ensure they meet all requirements.

#### **Anti-corruption and anti-bribery policy**

The government of the United Kingdom has issued guidelines setting out appropriate procedures for companies to follow to ensure that they are compliant with the UK Bribery Act 2010. The Company has conducted a review into its operational procedures to consider the impact of the Bribery Act 2010 and the Board has adopted an anti-corruption and anti-bribery policy.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****STRATEGIC REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Principal Risks and Uncertainties**

The Company operates in an uncertain environment and is subject to a number of risk factors. The Directors consider the following risk factors are of particular relevance to the Company's activities although it should be noted that this list is not exhaustive and that other risk factors not presently known or currently deemed immaterial may apply.

<b>Risks/Uncertainties to the Company</b>		
<b>Issue</b>	<b>Risk/Uncertainty</b>	<b>Mitigation</b>
Hellenic will not undertake business activities until it has obtained all relevant licences, approvals, and consents	The licencing structure of the Greek government is based on a phased approach, where the Company must have an operational licence to commercially cultivate medical cannabis flowers for commercial sale	The licence awarded to the Company is for 40,000 square meters of active cultivation of THC dominant strains of medical cannabis. The progression to the commercial stage is based on the submission of four self-certified affidavits, confirming the Company does not use port facility, does not use propane, has full fire and safety measures and lastly has taken a full power reading of power consumption. The Company will submit the last power self-certified affidavit within a few weeks of the publication of this report to commence commercial cultivation activities.
The Group may fail to meet import requirements, in respect of its medical cannabis flowers and non-compliance could limit, restrict, or delay the generation of revenues within the primary target markets.	All markets the Group is looking to sell medical cannabis products into vary with regards to the import requirements. Germany is the Company's initial target market, which has one of the strictest quality controls with regards to microbiology and heavy metals in Europe. Failure to comply to these quality control import requirements may delay the Company's generation of revenues.	The Company will only cultivate medical cannabis in a fully indoor and fully controlled environment. In such an environment cannabis crops are considered to have significantly less exposure to microbiology and by utilising the correct substrate, which the Company has chosen to be a mixture of rock wool and coconut husk, devoid the plant of heavy metals. Furthermore, by moving to a POD contract cultivation strategy, the POD owners are the end buyers and can ensure further quality issues are adhered to for their own products for export from Greece to the distributors target market.
The operations of Hellenic are subject to a new and evolving sector and are subject to change	Hellenic Dynamics has only been operating its business since 2019 and with a limited operational history, there is inherent uncertainty in relation to Hellenic's business strategy. There can be no guarantee that Hellenic's business model and development initiatives will be successful, or even if they are successful, able to generate the revenue which is anticipated.	Having gone through the process of gaining its Admission, the Company has obtained significant information about the legislative nature of the medical cannabis industry across Europe. The Company has continued to ensure it is always informed about changes in the industry and is ready and agile enough to adapt wherever necessary, as it proved by the move to a POD concept.
The Group is reliant on a small number of key employees and consultants. There is no guarantee that employment agreements, service contracts or consulting agreements will not be terminated, or that they will be renewed	Since inception the progress of Hellenic to date has been in large part due to the experience of its founders, Directors and management team. There is no assurance that Hellenic will be able to retain the services of these persons	<p>The Company offers incentives to its directors and management teams through participation in an options scheme, linking them to the to the long-term success of the business. The Company also offers education and training to personnel and has been successful in its recruitment endeavours.</p> <p>The team is well motivated for the success of the business and its long-term ambitions.</p>

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****STRATEGIC REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023**

Hellenic Dynamics has to date been loss making and remains at an early stage of development	As at the date of this document, Hellenic had not generated any revenues. The ability of the Company to generate revenues is dependent upon the factors listed above.	The Company's management and Directors have made significant in-roads to medical cannabis distributors across Europe to increase the addressable market for its products. It is envisaged that the cultivation and production in the first phase of the Company's growth will be sold through the Company's existing term-sheets. Further supply agreements are at an advanced stage.
Failure to adhere to the licence regulations could result in loss of license	Hellenic must at all times be in adherence to the regulations set out in the Company's licence and all future licences granted by the Greek government. If Hellenic or its management team, Directors and employees are found in breach of any conditions of its licence(s) this could result in the loss of licence.	The management and Directors of the Company are in direct contact with the Greek cannabis cultivation licensing authorities, thus keeping the Company informed for any changes or potential changes to the licensing requirements. Company's management discusses its licensing obligations on monthly basis to ensure adherence. Furthermore, the Company will conduct a full criminal back ground check on key management personnel on an annually basis and currently ensures the Company's Greek Good Standing status is met. Both criminal background checks and a certificate of good standing with the Greek tax office are considered to be the most important elements of adhering to the Company's licence obligations.

**Composition of the Board**

A full analysis of the Board, its function, composition and policies, is included in the Corporate Governance Report on pages 16 and 17.

**Capital structure**

The Company's capital consists of ordinary shares which rank *Pari passu* in all respects and which are admitted to the Official List (by way of a Standard Listing) and are traded on which are traded on Main Market of the London Stock Exchange. There are no restrictions on the transfer of securities in the Company or restrictions on voting rights and none of the Company's shares are owned or controlled by employee share schemes. There are no arrangements in place between shareholders that are known to the Company that may restrict voting rights, restrict the transfer of securities, result in the appointment or replacement of Directors, amend the Company's articles of association or restrict the powers of the Company's Directors, including in relation to the issuing or buying back by the Company of its shares or any significant agreements to which the Company is a party that take effect after or terminate upon, a change of control of the Company following a takeover bid or arrangements between the Company and its Directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that may occur because of a takeover bid.

Approved by the Board and signed on its behalf by:

DocuSigned by:  
  
85282A891DE741B...  
**Sir Anthony Jolliffe**  
Non-Executive Chairman  
Date: 31 July 2023



## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **CORPORATE GOVERNANCE REPORT FOR THE PERIOD ENDED 31 MARCH 2023**

#### **Introduction**

The Directors recognise the importance of sound corporate governance and seek to apply The Quoted Company Alliance Corporate Governance Code for Small and Medium size Companies (2018) (the 'QCA Code'), which they believe is the most appropriate recognised governance code for a company of the Company's size admission to the Official List (by way of a Standard Listing) and to trading on the London Stock Exchange's main market for listed securities. The Directors believe that the QCA Code will provide the Company with the framework to help ensure that a strong level of governance is developed and maintained, enabling the Company to embed a governance culture into its organisation. A copy of the QCA Code is publicly available at [www.theqca.com](http://www.theqca.com).

The QCA Code has ten principles of corporate governance that the Company has committed to apply within the foundations of the business. These principles are:

1. establish a strategy and business model which promote long-term value for shareholders;
2. seek to understand and meet shareholder needs and expectations;
3. take into account wider stakeholder and social responsibilities and their implications for long term success;
4. embed effective risk management, considering both opportunities and threats, throughout the organisation;
5. maintain the Board as a well-functioning balanced team led by the Chair;
6. Ensure that between them the Directors have the necessary up to date experience, skills and capabilities;
7. evaluate Board performance based on clear and relevant objectives, seeking continuous improvement;
8. promote a corporate culture that is based on ethical values and behaviours;
9. maintain governance structures and processes that are fit for purpose and support good decision-making by the Board; and
10. Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.

Here follows a short explanation of how the Company applies each of the principles, including where applicable any deviation from those principles.

#### **Business model and strategy**

The Board believes that considerable shareholder value can be delivered if the Company remains focused on its strategy of medical cannabis contract cultivation aligned to the growing medical cannabis markets across Europe. In our efforts to be the dominant wholesale supplier of medical cannabis flowers in Europe, we have established a solid network of key strategic partners to assist us in achieving our goals.

#### **Understanding shareholder needs and expectations**

The Board is committed to maintaining good communication and having constructive dialogue with its shareholders. During the period the Directors have met with shareholders to discuss issues and provide feedback over the Company's evolving strategy. In addition, all shareholders were invited to attend the annual general meeting ("AGM") that was held in 2022 and are again encouraged to attend the next AGM, details of which will be published in due course. Investors also have access to current information on the Company through its website, [www.hellenicdynamics.com](http://www.hellenicdynamics.com) and the various Hellenic social media channels

## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **CORPORATE GOVERNANCE REPORT (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2023**

#### **Considering wider stakeholder and social responsibilities**

The Board recognises that the long-term success of the Company is reliant upon open communication with its internal and external stakeholders: employees, investee companies, shareholders, contractors, suppliers, regulators and other stakeholders. The Company has an ongoing relationship with a broad range of its stakeholders as part of the Company's corporate social responsibility ("CSR") strategy and has regular and direct interaction where it provides these stakeholders with opportunities to raise issues and provide feedback to the Company. Further details on the Company's corporate social responsibility can be found in the strategic report on page 9.

#### **Risk management**

The Board is responsible for ensuring that procedures are in place and being implemented effectively to identify, evaluate and manage the significant risks faced by the Company. It has an established a framework of internal financial controls to address financial risk and is regularly reviewing the non-financial risks to ensure all exposures are adequately managed. Due to the early stage and size of the Company the Board has not set an internal audit procedure in place in this period. The principal risks and uncertainties are as set out in the Strategic and Corporate Governance Report on pages 13 to 14.

#### **Well functioning Board of Directors**

The Board currently comprises of a Non-Executive Chair, Sir Anthony Jolliffe, the Chief Executive, Davinder Rai, Filippas Papadopoulos as Executive Director and Joseph Colliver as a Non-Executive Director. Both Sir Anthony and Joseph Colliver considered to be a fully independent Non-Executive Directors with neither holding any Ordinary Shares in the Company.

#### **Board of Directors**

##### **Sir Anthony Jolliffe – Non-Executive Chairman** *(appointed 5 December 2022)*

City accountant and international trade pioneer, Sir Anthony formed his own accountancy practice in 1965 which he grew into a multinational operation with offices in 44 countries and over 200 partners. Sir Anthony's global career included many directorships of private and public companies in the UK, USA, China, Japan, Canada and South America. After leading the sale of DHL to Japan Airlines, Sir Anthony embarked on numerous business projects in international trade, he was on the board of Walker Greenbank, which currently trades on AIM as Sanderson Design Group PLC (SDG), Sir Anthony has also been the chairman of Smart Pensions, which is authorised and supervised by the Pensions Regulator. He was knighted GBE in 1982 and also holds the Knight Order of St. John, Order of Adbul Azziz – Saudi Arabia, Order of Nepal, Order of the Orange – Netherlands, Hon Doctor of science – City of London University and Hon Doctor of Music – Guildhall school of music. Some of his past public duties have included being the Lord Mayor of London, Sheriff of London, President of the London Chamber of Commerce, Chairman of the Police Dependents Trust, Chairman of Stoke Mandeville Hospitals and Treasurer and Vice President of the European League for Economic Co-operation.

##### **Joseph Colliver – Non-Executive Director** *(appointed 5 December 2022)*

A qualified Fellow Chartered Accountant with finance, regulatory, commercial and management consulting experience across the life sciences, professional services, and other sectors. Joseph is currently the CFO and main board director of Phytome Life Sciences Plc, a CRO and early-stage drug developer of advanced agro-pharmaceutical technologies and plant-derived biotherapeutics, and non-executive Chairman of Psych Capital PLC, a biotech company developing therapeutic treatments, drug development, and media and communication platforms. Previously CFO of Sativa Group Inc. (renamed Goodbody Health Ltd) a life sciences company operating in the CBD wellness and medical cannabis space, where Joseph led the reverse takeover of Stillcanna Inc, via a scheme of arrangement. Prior to this, Joseph held senior finance and commercial roles within the Kantar arm of WPP Group Plc for a decade, after qualifying in audit with Mazars LLP.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CORPORATE GOVERNANCE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Board of Directors (continued)****Dr Filippos Papadopoulos – Executive Director** *(appointed 5 December 2022)*

Dr. Filippos Papadopoulos holds a PhD from London School of Economics and M.A. in International Relations from the University of Sussex; he is currently the Director of the Strategic Project Management Office of the American Farm School (AFS). In this capacity he is responsible for the two Agricultural Entrepreneurship Centres run by AFS and oversees projects in over thirty locations throughout Greece. In addition, he is coordinating EU- funded research & innovation projects, the Internet of Food Alliance (InoFA) cluster and oversees the AFS private LoRaWAN pilot network throughout Greece. Building and managing multi-actor alliances between research institutes, civil society organisations and the real economy is one of his core activities. His fields of interest include Diffusion of Technical Innovation, Community of Practice Building, Consumer Behaviour, Entrepreneurship, Organisational Culture & Climate, Leadership and Management.

**Davinder Rai – Chief Executive Officer** *(appointed 5 December 2022)*

Davinder has a wide breadth of experience, actively investing in and operating businesses and interests with a focus on natural resources, technology and entertainment, globally. Davinder has held senior board positions for a number of private and public companies spanning Europe and North America. Having left university, Davinder went on to become an independent commodities trader, specifically involved in the sale and purchase of minerals from West Africa and Asia. Davinder has daily interactions with global leaders and industry pioneers.

All Directors are subject to re-election in accordance with both the requirements of the UK Companies Act 2006. The letters of appointment for all Directors stipulate the time commitment that each Director is expected to provide to the Company. The Executive Directors are contracted to provide these services on an exclusive basis, though Board approval may be given to engage in outside paid work. The Non-Executive Directors acknowledge in their letter of appointment that the nature of the role makes it impossible to be specific on maximum time commitment, but that there will be a minimum of 2-3 days a month, which will include preparation for and attendance at monthly board meetings. The Board Non-Executive Chairman serves as chair of every meeting of the Board of Directors.

The Board is expected to meet at least 6 times per year. It has established an Audit Committee, Remuneration Committee and Nominations Committee, particulars of which can be found on pages 29 to 35.

**Attendance at Board and Committee meetings**

The Company will report annually in the Directors' Report on the number of committee meetings held during the year and the attendance record of individual Directors. Directors meet formally and informally both in person and by telephone.

**Board Meeting frequency and attendance**

Member	Position	Appointed	Resigned	Meetings attended
Peter Jay	Chairman		16/12/2022	12 of 12
Brent Nigel Fitzpatrick	Non-Executive Director		05/12/2022	12 of 12
Simon Grant-Rennick	Non-Executive Director		05/12/2022	12 of 12
Sir Anthony Jolliffe	Non-Executive Chairman	05/12/2022		3 of 3
Joseph Colliver	Non-Executive Director	05/12/2022		3 of 3
Filippos Papadopoulos	Executive Director	05/12/2022		3 of 3
Davinder Rai	CEO	05/12/2022		3 of 3

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**  
**CORPORATE GOVERNANCE REPORT (CONTINUED)**  
**FOR THE PERIOD ENDED 31 MARCH 2023**

**Appropriate skills and experience of the Directors**

The Board currently consists of two Executive Directors and two Non-Executive Directors and, in addition, the Company has employed the outsourced services of Ben Harber of Shakespeare Martineau LLP (SGH Company Secretaries Limited), appointed 16 December 2022, to act as the Company Secretary. The Company believes that the Directors have wide ranging experience working for, and, or advising businesses operating within the public markets and cannabis space. They also have an extensive network of relationships to reach key decision-makers to help achieve their strategy.

The Board recognises that it currently has a limited, all male, Board and does not have a Finance Director. This will form a part of any future recruitment consideration if the Board concludes that replacement or additional Directors are required. The Board is aware, that as it grows, it will look to recruit and develop a diverse and gender-balanced team.

There is no formal process to keep Directors' skill sets up-to-date given their wealth of experience. However, the Company's auditors, brokers and financial advisers provide regular updates on governance, financial reporting and the Listing Rules and the Board is able to obtain advice from other external bodies when necessary.

**Evaluation of Board performance**

Internal evaluation of the Board, the Committees and individual Directors will be undertaken on an annual basis in the form of peer appraisal and discussions to determine the effectiveness and performance against targets and objectives. As a part of the appraisal the appropriateness and opportunity for continuing professional development whether formal or informal is discussed and assessed.

**Corporate culture**

The Board recognises that their decisions regarding strategy and risk will impact the corporate culture of the Company as a whole which in turn will impact the Company's performance. The Directors are very aware that the tone and culture set by the Board will greatly impact all aspects of the Company and the way that consultants or other representatives behave. The corporate governance arrangements that the Board has adopted are designed to instil a firm ethical code to be followed by Directors, consultants and representatives alike throughout the entire organisation. The Company strives to achieve and maintain an open and respectful dialogue with representatives, regulators, suppliers and other stakeholders. Therefore, the importance of sound ethical values and behaviours is crucial to the ability of the Company to successfully achieve its corporate objectives. The Board places great importance on this aspect of corporate life and seeks to ensure that this flows through all that the Company does. The Directors consider that at present the Company has an open culture facilitating comprehensive dialogue and feedback and enabling positive and constructive challenge. The Company has adopted, with effect from the date on which its shares were admitted to the LSE's main market for listed securities, a code for Directors' dealings in securities which is appropriate for a company whose securities are traded on the main market of the LSE and is in accordance with the requirements of the Market Abuse Regulation which came into effect in 2016.

Issues of bribery and corruption are taken seriously. The Company has a zero-tolerance approach to bribery and corruption and has an anti-bribery and corruption policy in place to protect the Company, its employees and those third parties to which the business engages with. The policy is provided to staff upon joining the business and training is provided to ensure that all employees within the business are aware of the importance of preventing bribery and corruption. Each employment contract specifies that the employee will comply with the policies. There are strong financial controls across the business to ensure on going monitoring and early detection.

**Bribery & Corruption**

The Company takes bribery and corruption seriously as such the Company has a robust Bribery and Corruption policy in place that is presented to all members of the Hellenic team.

**Annual General Meeting**

The Company will announce the date of the next AGM in Q3 of the Company's fiscal year and details will be published via the regulatory news service ("RNS").

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**  
**CORPORATE GOVERNANCE REPORT (CONTINUED)**  
**FOR THE PERIOD ENDED 31 MARCH 2023**

**Maintenance of governance structures and processes**

The Company's governance structures are appropriate for a company of its size. The Board also meets regularly, and the Directors continuously maintain an informal dialogue between themselves. The Non-Executive Chairman is responsible for the effectiveness of the Board and the Chief Executive Officer has primary contact with shareholders. The execution of the Company's investment strategy is a matter also reserved for the Chief Executive Officer.

**Remuneration Committee**

The Company has established a Remuneration Committee, to assist the Board in determining its responsibilities in relation to remuneration, including making recommendations to the Board on the policy on remuneration.

The report of the Remuneration Committee is included in this Annual Report. Formal terms of reference for the Remuneration Committee have been documented and will be made available for review at the next AGM.

As of the 5 December 2022, Sir Anthony Jolliffe was appointed as chair of the Remuneration Committee as independent Non-Executive Director along with Davinder Rai (CEO).

**Audit and Risk Committee**

The Company has established an Audit Committee with delegated duties and responsibilities. During the period, there were two members of the Audit Committee being Joseph Colliver (chair) as independent Non-Executive Director and Amit Parhar. Joseph who is a fellow chartered accountant who qualified in audit practice with Mazars LLP, and is an experienced board director and chief financial officer who has significant corporate governance, financial control and risk management experience. Amit is the Company's Head of financial Operations and during his career has held budget and P&L responsibilities and fully understands the requirements of independent audit. The Audit Committee is responsible, amongst other things, for making recommendations to the Board on the appointment of auditors and the audit fee, monitoring and reviewing the integrity of the Company's financial statements and any formal announcements on the Company's financial performance as well as reports from the Company's auditor on those financial statements. In addition, the Audit Committee will review the Company's internal financial control and risk management systems to assist the Board in fulfilling its responsibilities relating to the effectiveness of those systems, including an evaluation of the capabilities of such systems in light of the expected requirements for any specific acquisition target.

The Audit Committee meets with the auditors at least twice a year and more frequently if required.

Terms of reference of the Audit Committee will be made available upon written request.

The Audit Committee report is included on pages 32 to 34.

**Nomination Committee**

The Company has established a Nomination Committee, the members of which are Sir Anthony Jolliffe, Davinder Rai and Filippos Papadopoulos. The committee meets as required to fulfil its duties of reviewing the Board structure and composition and identifying and nominating candidates to fill Board vacancies as they arise.

Terms of reference of the Nomination Committee will be made available upon written request.

The Nomination Committee report is included on page 35.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**  
**CORPORATE GOVERNANCE REPORT (CONTINUED)**  
**FOR THE PERIOD ENDED 31 MARCH 2023**

**Other governance matters**

All of the Directors are aware that independent professional advice is available to each Director in order to properly discharge their duties as a Director. In addition, each Director and Board committee has access to the advice of the Company Secretary.

**The Company Secretary**

The Company Secretary is SGH Company Secretaries Limited who are responsible for the Board complying with UK procedures.

**Effectiveness**

For the period under review the Board comprised of a Chairman and two Non-Executive Directors prior to the completion of the Admission and reverse takeover of Hellenic Dynamics SA after which the Board comprised of two Directors and two Non-Executive Directors.

The Directors are of the view that the Board and its committees consist of Directors with an appropriate balance of skills, experience, independence and diverse backgrounds to enable them to discharge their duties and responsibilities effectively.

**Independence**

The Non-Executive Directors bring a broad range of business and commercial experience to the Company. The Board considers all the Non-Executive Directors to be independent in character and judgement; this has been explored in more detail on pages 16 to 17.

**Appointments**

The Board is responsible for reviewing the structure, size and composition of the Board and Advisory Board and making recommendations to the Board with regards to any required changes.

**Commitments**

All Directors have disclosed any significant commitments to the Board and confirmed that they have sufficient time to discharge their duties.

**Induction**

All new Directors received an informal induction as soon as practical on joining the Board. No formal induction process exists for new Directors, given the size of the Company, but the Non-Executive Chairman and CEO ensures that each individual is given a tailored introduction to the Company and fully understands the requirements of the role.

**Conflict of interest**

A Director has a duty to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Company. The Board had satisfied itself that there is no compromise to the independence of those Directors who have appointments on the Boards of, or relationships with, companies outside the Company. The Board requires Directors to declare all appointments and other situations which could result in a possible conflict of interest.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CORPORATE GOVERNANCE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Board performance and evaluation**

The Non-Executive Chairman normally carries out an annual formal appraisal of the performance of the other Directors which takes into account the objectives set in the previous year and the individual's performance in the fulfilment of these objectives.

Although the Board consisted of four male Directors, the Board supports diversity in the Boardroom and the Financial Reporting Council's aims to encourage such diversity and has a equality, diversity and inclusion policy in place. Aside from the Directors, there are five members of the management team and five members of the Advisory Board. The following table sets out a breakdown by gender at 31 March 2023:

	<b>Number of board members</b>	<b>Percentage of the board</b>	<b>Number of senior positions on the board (CEO, CFO, SID and Chair)</b>	<b>Number in executive management</b>	<b>Percentage of executive management</b>
Men	4	100%	100%	4	100%
Women	0	0%	0%	0	0%
Not specified/prefer not to say	0	0%	0%	0	0%

The Board has not met the following targets on board diversity as at 31 March 2023:

1. at least 40% of the individuals on its board of directors are women;
2. at least one of the following senior positions on its board of directors is held by a woman: (A) the chair; (B) the Chief Executive; (C) the senior independent director.

Due to the size of the Company at present the Company has opted to operate a small board, where 50% of the Board comprises of the original founding shareholders it has therefore not been possible for the Board to meet the target above. As the Company progresses to its next stage of revenue generation and expansion the Company has and always will implement an equal opportunities programme for employment.

	<b>Number of board members</b>	<b>Percentage of the board</b>	<b>Number of senior positions on the board (CEO, CFO, SID and Chair)</b>	<b>Number in executive management</b>	<b>Percentage of executive management</b>
White British or White (including minority-white groups)	3	75%	3	1	50%
Mixed/Multiple Ethnic Groups	0	0%	0	0	0%
Asian/Asian British	1	25%	1	1	50%
Black/African/Caribbean/Black British	0	0%	0	0	0%
Other ethnic group, including Arab	0	0%	0	0	0%
Not specified/prefer not to say	0	0%	0	0	0%

The Board has met the following targets on Board diversity as at 31 March 2023;

1. at least one individual on its board of directors is from a minority ethnic background, such data is collected as part of the enrolment strategy for all members of the wider Group and covered in the Company's Employee Handbook.

Due to the size of the Company in its pre-revenue stage and with regards to its operations in Greece, the Directors do not foresee any risks in being able to meet or continue to meet the board diversity targets in the next accounting period.

The Board will pursue an equal opportunity policy and seek to employ those persons most suitable to delivering value for the Company.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CORPORATE GOVERNANCE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Management**

The Group has five members of its management team in the wider Group:

	<b>Number of Management</b>	<b>Percentage of management</b>
Men	3	60%
Women	2	40%
Not specified/prefer not to say	0	0%

Due to the size of the Group in its pre-revenue stage and with regards to its operations in Greece, the Directors do not foresee any risks in being able to meet or continue to meet the management diversity targets in the next accounting period, only of such positions and applicants for such positions are deemed suitable for the roles.

The Group will pursue an equal opportunity policy and seek to employ those persons most suitable to delivering value for the Company.

**Accountability**

The Board is committed to providing shareholders with a clear assessment of the Company's position and prospects. This is achieved through this report and as required other periodic financial and trading statements. The Board has made appropriate arrangements for the application of risk management and internal control principles. The Board has delegated to the Audit Committee oversight of the relationship with the Company's auditors as outlined in the Audit Committee report on pages 32 to 34.

**Going concern**

The Directors, whilst they draw attention to the material uncertainty that exists at the date of these financial statements, nevertheless consider it appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements. In making their assessment of going concern, the Directors have reviewed forecasts for the newly formed Group, for a period of at least 12 months from the date of approval of these financial statements. The Group is not currently generating revenues, and therefore an operating loss has been reported in the period. Revenues from the first cultivation cycle are expected in the second half of the calendar year.

Taking into account the redemption of the £375,000 convertible loan note in early July and the realisation of significant cost savings against its initial budget for the purchase of plant and equipment, the Directors have assessed the cash requirements of the Group in terms of operational costs, capital expenditure, gross profit contribution from the initial sales of product and the financial resources available to the Group including the following sources of funding:

- On the 6 July 2023, the Company announced advanced late stage discussions with a number of funding sources, including a number of grant applications.
- The Directors are in advanced discussions with a financial institution pertaining to a capital debt draw-down facility.
- Discussions with brokers and corporate finance advisors regarding potential future equity rounds.

Based on achieving successful cultivation cycles and the sale of crops, securing only one of the grant applications currently in progress, implementing savings in discretionary operational spend and delaying capital investment, the Directors, whilst acknowledging the material uncertainty that exists at the date of these financial statements, nevertheless are confident of maintaining sufficient working capital for the twelve-month period from the date of this report.

The auditors make reference to the material uncertainty in the Auditors' report on page 37.



**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CORPORATE GOVERNANCE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Internal controls**

The Board of Directors reviews the effectiveness of the Company's system of internal controls in line with the requirement of the Code. The internal control system is designed to manage the risk of failure to achieve its business objectives. This covers internal financial and operational controls, compliance and risk management. The Company had necessary procedures in place for the period under review and up to the date of approval of the annual report and financial statements. The Directors acknowledge their responsibility for the Company's system of internal controls and for reviewing its effectiveness. The Board confirms the need for an ongoing process for identification, evaluation and management of significant risks faced by the Company. The Directors carry out a risk assessment before signing up to any commitments. This is by way of either arranged Board meetings or informal meeting of the Board.

The Directors are responsible for taking such steps as are reasonably available to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

**Shareholder relations****Communication and dialogue**

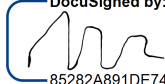
Open and transparent communication with all shareholders is given high priority and there is regular dialogue, as well as general presentations made at the time of the release of this annual report as per page 15. All Directors are kept aware of changes in major shareholders in the Company and are available to meet with shareholders who have specific interests or concerns. The Company issues its results promptly and also publishes them on the Company's website. Regular updates to record news in relation to the Company cultivation and other business and supporting activities by way of RNS Reach, RNS and press by way of PR and via the Company's various social media accounts. This is in addition to updates to the Company's website.

The Directors are available to meet or talk with shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance.

***Annual General Meeting ("AGM")***

At every AGM individual shareholders are given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders at least 21 working days before the meeting. Details of proxy votes for and against each resolution, together with the votes withheld are announced to the London Stock Exchange and are published on the Company's website as soon as practical after the meeting.

This Governance Report was approved by the Board and signed on its behalf by:

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**Anthony Jolliffe**  
 Non-Executive Director  
 Date: 31 July 2023

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****DIRECTORS' REPORT  
FOR THE PERIOD ENDED 31 MARCH 2023**

The Directors present their report with the audited financial statements of the Group for the period ended 31 March 2023. A commentary on the business for the period is included in the Chairman's Statement on pages 2 to 3. A review of the business is also included in the Strategic Report on pages 6 to 14.

**General information**

<b>Registered office</b>	21 Arlington Street London SW1A 1RN United Kingdom
<b>Company registration No.</b>	06374598 ( <i>England and Wales</i> )
<b>Wholly owned subsidiary</b>	Hellenic Dynamics SA Chorigi – Kilkis P.C. 6100 Greece

The Company's ordinary Shares of £0.001 each ("Ordinary Shares") are admitted to the Official List (by way of a Standard Listing) and to trading on the London Stock Exchange's main market for listed securities. The Listing Rules set out the listing obligations for a Standard Listed company.

**Directors**

The Directors of the Company during the period and their beneficial interest in the Ordinary Shares of the Company at 31 March 2023 were as follows:

<b>Director</b>	<b>Position</b>	<b>Appointed</b>	<b>Resigned</b>	<b>Ordinary Shares</b>	<b>Options</b>
Sir Anthony Jolliffe	Non-Executive Chairman	05/12/2022	-	-	93,975,000
Joseph Colliver	Non-Executive Director	05/12/2022	-	-	62,650,000
Filippos Papadopoulos	Director	05/12/2022	-	970,161,162	62,650,000
Davinder Rai	CEO	05/12/2022	-	447,024,327	250,600,000
Peter Jay	Chairman	-	16/12/2022	36,664,557	46,305,478
Nigel Brent Fitzpatrick	Non-Executive Director	-	05/12/2022	17,721,519	32,413,835
Simon Grant-Rennick	Non-Executive Director	-	05/12/2022	-	32,413,835

**Qualifying Third Party Indemnity Provision**

At the date of this report, the Company has an indemnity policy in place for all four Directors.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****DIRECTORS' REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Substantial shareholders**

As at 31 March 2023, the total number of issued Ordinary Shares with voting rights in the Company was 12,530,000,000. Details of the Company's capital structure and voting rights are set out in note 17 to the financial statements.

The Company has been notified of the following interests of 3 per cent or more in its issued share capital as at 31 March 2023. No changes have been disclosed to the Company since year ended 31 March 2023 to the date of this report.

<b>Party Name</b>	<b>Number of Ordinary Shares</b>	<b>% of Share Capital</b>
George Papadopoulos	2,936,796,770	23.44%
Samos Investments Limited	2,061,288,134	16.45%
Vidacos Nominees Limited	1,121,288,149	8.95%
Keynes Ventures Limited	1,024,371,061	8.18%
Filippos Papadopoulos	970,161,162	7.74%
JAMES BREARLEY CREST NOMINEES LIMITED	595,238,095	4.75%
Davinder Rai	447,024,327	3.57%

**Financial instruments**

Details of the use of the Company's financial risk management objectives and policies as well as exposure to financial risk are contained in the accounting policies and note 24 of the financial statements.

**Emissions**

The Company is aware that it needs to measure its operational carbon footprint in order to limit and control its environmental impact. However, given the very limited nature of its operations during the period under review, requiring significantly less than 40,000kWh of energy, it has not been practical to measure its carbon footprint in the period.

In the future, the Company will only measure the impact of its direct activities, as the full impact of the entire supply chain of its suppliers cannot be measured practically.

**Dividends**

The Directors do not propose a dividend in respect of the period ended 31 March 2023 (2022: *nil*).

**Future developments and events subsequent to the period end**

The Company has adopted a contract cultivation product outsourcing and development ("POD") concept and repaid a convertible loan note post year end. Further details can be found in the Chief Executive Officers report on page 4.

**Corporate Governance**

The Corporate Governance report forms part of the Director's Report and is disclosed on pages 24 to 27.

**Going Concern**

The Company's business activities, together with facts likely to affect its future operations and financial and liquidity positions are set out in the Chairman's Statement and also note 24 to of the financial statements. In addition, note 24 to the financial statements disclose the Company's financial risk management policy.

The Directors, whilst they draw attention to the material uncertainty that exists at the date of these financial statements, nevertheless consider it appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements. The going concern statement is detailed in full in note 2.1 of the consolidated financial statements. In making their assessment of going concern, the Directors have reviewed forecasts for the newly formed Group, for a period of at least 12 months from the date of approval of these financial statements. The Group is not currently generating revenues, and therefore an operating loss has been reported in the period. Revenues from the first cultivation cycle are expected in the second half of the calendar year.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**  
**DIRECTORS' REPORT (CONTINUED)**  
**FOR THE PERIOD ENDED 31 MARCH 2023**

**Auditors**

The Board appointed PKF Littlejohn LLP as auditors of the Company on 6 March 2023. They have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the Annual General Meeting.

**Statement of Directors' responsibilities**

The Directors are responsible for preparing the Annual Report alongside the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with UK-adopted international accounting standards ("UK-adopted IAS")

Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that year. The Directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies with a Standard Listing.

In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently
- Make judgments and accounting estimates that are reasonable and prudent
- State whether applicable UK-adopted international accounting standards ("UK-adopted IAS")
- have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company and enable them to ensure that the financial statements and the Remuneration Committee Report comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are also responsible to make a statement that they consider that the annual report and accounts, taken as a whole, is fair, balanced, and understandable and provides the information necessary for the shareholders to assess the Group and the Company's position and performance, business model and strategy.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

**Statement of Directors' responsibilities pursuant to Disclosure Guidance and Transparency Rule**

Each of the Directors, whose names and functions are listed on page 24 confirm that, to the best of their knowledge and belief:

- the financial statements prepared in accordance with UK-adopted international accounting standards ("UK-adopted IAS"), give a true and fair view of the assets, liabilities, financial position and loss of the Group and the Company and the undertakings included in the consolidation taken as whole; and
- the management report, as required by the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority which is covered by the Directors' Strategic Report (pages 6 to 14) and the Corporate Governance Report (pages 15 to 23) of this annual report and financial statements, includes a fair review of the development and performance of the business and the position of the Group and the Company and the undertakings included in the consolidation taken as whole, together with a description of the principal risks and uncertainties that they face.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

**DIRECTORS' REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023**

**Disclosure of Information to Auditors**

So far as the Directors are aware, there is no relevant audit information of which the Group and the Company's auditors are unaware, and each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This Directors' report was approved by the Board of Directors and is signed on its behalf by:

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**Davinder Rai**  
Chief Executive Officer  
Date: 31 July 2023

## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **REMUNERATION COMMITTEE REPORT FOR THE PERIOD ENDED 31 MARCH 2023**

The Remuneration Committee presents its report for the period ended 31 March 2023.

#### **Membership of the Remuneration Committee**

During the period ended 31 March 2023 and until 28 July 2023, the Remuneration Committee was comprised of one Non-Executive Director, Sir Anthony Jolliffe (*chair*) and Davinder Rai the Company's CEO. Details of the audited Directors shareholding can be found on page 29.

During the period ended 31 March 2023, no formal meeting of the Remuneration Committee was held.

Subject to what appears below, no other third parties including shareholders have provided advice that materially assisted the Remuneration Committee during the period.

The items included in this report are unaudited unless otherwise stated.

#### **Remuneration Committee's main responsibilities**

- The Remuneration Committee considers the remuneration policy, employment terms and remuneration of the Board and advisers;
- The Remuneration Committee's role is advisory in nature, and it makes recommendations to the Board on the overall remuneration packages;
- The Remuneration Committee, when considering the remuneration packages of the Company's Board, will review the policies of comparable companies in the industry.

#### **Report Approval**

A resolution to approve this report will be proposed at the AGM of the Company. The vote will have advisory status, will be in respect of the remuneration policy and overall remuneration packages and will not be specific to individual levels of remuneration.

#### **Remuneration policy**

On 5 December 2022, the Company entered into a service contract with its Chief Executive Officer, Davinder Rai and its Executive Director Filippos Papadopoulos on terms as set out in the prospectus published on 14 November 2022.

There was no vote taken during the last general meeting with regard to the Directors' remuneration policy. This is considered reasonable given that the Company was suspended pending direction from the FCA on its proposed Admission.

#### **Non-Executive Directors**

The Company policy is that the Non-Executive Directors are expected to attend scheduled Board meetings and attend committee meetings as required. The Company issued fresh letters of appointment to its Non-Executive Directors, effective 5 December 2022 on terms as set out in the prospectus published on 14 November 2022.

#### **Other Employees**

During the period ended 31 March the Company had 5 members in its management team and 5 members in its Advisory Board.

#### **Recruitment policy**

Base salary levels will take into account market data for the relevant role, internal relativities, their individual experience and their current base salary. For external and internal appointments, the Board may agree that the Company will meet certain relocation and/or incidental expenses as appropriate.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****REMUNERATION COMMITTEE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Terms of appointment**

The services of the Directors during the period ended 31 March 2023 were provided in accordance with their appointment letters. Directors were expected to devote such time as was necessary for the proper performance of their duties, but as a minimum they were expected to commit a minimum of 2-3 days a month, which should include attendance at all meetings of the Board and any sub-committees of the Board.

<b>Director</b>	<b>Appointed</b>	<b>Number of months completed</b>
Sir Anthony Jolliffe	05/12/2022	4
Joseph Colliver	05/12/2022	4
Filippos Papadopoulos	05/12/2022	4
Davinder Rai	05/12/2022	4

**Directors' emoluments and compensation (audited)**

Set out below are the emoluments of the Directors for the period 5 December 2022 to 31 March 2023 (GBP):

<b>Name of Director</b>	<b>Salary and fees</b>	<b>Taxable benefits</b>	<b>Annual bonus and long-term benefits</b>	<b>Pension related benefits</b>	<b>Total</b>	<b>Options</b>
	£	£	£	£	£	
Sir Anthony Jolliffe	16,667	-	-	-	16,667	93,975,000
Joseph Colliver	15,000	-	-	188	15,188	62,650,000
Filippos Papadopoulos	10,000	-	-	125	10,125	62,650,000
Davinder Rai	50,000	-	-	625	50,625	250,600,000

<b>Name of Director</b>	<b>Base salary (per annum) Gross</b>	<b>Notice period</b>	<b>Term</b>
	£		
Sir Anthony Jolliffe	50,000	3 month	12 months from Admission
Joseph Colliver	45,000	3 month	12 months from Admission
Filippos Papadopoulos	30,000	3 month	-
Davinder Rai	150,000	3 month	-

All Directors are subject to re-election at the Company's annual general meeting.

Set out below are the emoluments of the Directors for the period 1 April 2022 to 5 December 2022 (GBP):

<b>Name of Director</b>	<b>Salary and fees 1 April 2022 to 5 December 2022</b>	<b>Total</b>	<b>Payments upon resignation</b>	<b>Salary and fees Year to 31 March 2022</b>	<b>Resigned</b>
	£	£	£	£	
Peter Jay	33,663	33,663	9,079	37,200	16 December 2022
Simon Grant Rennick	33,663	33,663	9,079	37,200	5 December 2022
Nigel Brent Fitzpatrick	34,021	34,021	9,079	37,200	5 December 2022

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****REMUNERATION COMMITTEE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023****Payments for loss of office (Audited)**

The following payments were made to the former directors UK S.P.A.C. Plc upon their resignation after the reverse takeover:

- Peter Jay: £9,079 *\*(resigned 16 December 2022)*
- Simon Grant Rennick: £9,079 *\*\* (resigned 5 December 2022)*
- Nigel Brent Fitzpatrick: £9,079 *\*\*\* (resigned 5 December 2022)*

**UK 10-year performance graph**

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company has only been listed as a medical cannabis cultivator since late 2022, is not paying dividends, is currently incurring losses as it gains scale and its focus during the year ended 31 March 2023 was to complete the reverse takeover, gain Admission and complete all works at its facility in Greece with a view of beginning commercial cultivation. In addition, and as mentioned above, the remuneration of Directors was not linked to performance and we therefore do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

**UK 10-year CEO table and UK percentage change table**

The Directors have considered the requirement for a UK 10-year CEO table. The Directors do not currently consider that including this tables would be meaningful given that the Directors of the Company were only appointed on 5 December 2022. The Directors will review the inclusion of this table for future reports.

**Relative importance of spend on pay**

The Directors have considered the requirement to present information on the relative importance of spend on pay compared to shareholder dividends paid. Given that the Company does not currently pay dividends we have not considered it necessary to include such information.

**UK Directors' shares (Audited)**

The interests of the Directors who served during the period in the share capital of the Company at 31 March 2023 which includes the previous directors prior to the completion of the reverse takeover and at the date of this report has been set out in the Directors' Report on pages 24 to 28.

The Company does not currently have any other annual or long-term incentive schemes in place, other than the share option scheme as set out on page 25 of the Directors report, for any of the Directors and as such there are no disclosures in this respect.

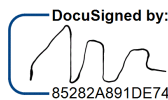


**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**  
**REMUNERATION COMMITTEE REPORT (CONTINUED)**  
**FOR THE PERIOD ENDED 31 MARCH 2023**

**Consideration of shareholder views**

The Board considers shareholder feedback received and guidance from shareholder bodies. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

Approved on behalf of the Board of Directors by:

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**Sir Anthony Jolliffe**  
Chair of the Remuneration Committee  
Date: 31 July 2023

## **Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

### **AUDIT COMMITTEE REPORT FOR THE PERIOD ENDED 31 MARCH 2023**

The Audit Committee comprises of one Non-Executive Director, Joseph Colliver (chair) and Amit Parhar the Company's Head of Financial Operations. From Admission the Audit Committee has overseen the Company's financial reporting and internal controls and provides a formal reporting link with the external auditors. The ultimate responsibility for reviewing and approving the annual report and financial statements and the half-yearly report remains with the Board.

#### **Main Responsibilities**

The Audit Committee acts as a preparatory body for discharging the Board's responsibilities in a wide range of financial matters by:

- monitoring the integrity of the financial statements and formal announcements relating to the Company's financial performance;
- reviewing significant financial reporting issues, accounting policies and disclosures in financial reports, which are considered to be in accordance with the key audit matters identified by the external auditors;
- overseeing that an effective system of internal control and risk management systems are maintained;
- ensuring that an effective whistle-blowing, anti-fraud and bribery procedures are in place;
- overseeing the Board's relationship with the external auditor and external accountants and, where appropriate, the selection of new external auditors;
- monitoring the statutory audit of the annual financial statements, in particular, its performance, taking into account any findings and conclusions by the competent authority;
- approving non-audit services provided by the external auditor, or any other accounting firm, ensuring the independence and objectivity of the external auditors is safeguarded when appointing them to conduct non-audit services; and
- ensuring compliance with legal requirements, accounting standards and the Listing Rules and the Disclosure Guidance and Transparency Rules and the Regulation on Market Abuse ("MAR")

#### **Governance**

Joseph Colliver has over 19 years of experience working with a wide variety of companies in the roles of board director, Chief Financial Officer, Finance Director, and auditor. As a result, the Board is satisfied that the Audit Committee has recent and relevant financial experience.

Members of the Audit Committee are appointed by the Board. Neither Joseph Colliver or Amit Parhar are shareholders in the Company. T believes they are considered to be independent in both character and judgement.

The Company's external auditor is PKF Littlejohn LLP and the Audit Committee will closely monitor the level of audit and non-audit services they provide to the Company.

#### **Meetings**

During the audit and process to approve the annual report and accounts for the period to the 31 March 2023 the Audit Committee has meet with the auditors on two occasions, in addition to five calls and virtual meetings.

The key work undertaken by the Audit Committee is as follows:

- interview of external auditors and recommendation to the Board
- review of audit planning and update on relevant accounting developments;
- consideration and approval of the risk management framework, appropriateness of key performance indicators;
- consideration and review of full-period results;
- review of the effectiveness of the Audit Committee;
- review of internal controls; and
- consider whether an internal audit function is required and confirmed not considered necessary given the present size of the Company.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****AUDIT COMMITTEE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023**

The following significant issues were considered by the Audit Committee.

<b>Significant issue</b>	<b>Summary of significant issue</b>	<b>Actions and conclusion</b>
Going concern	<p>Assessment of the Group's ability to continue as a going concern as part of the preparation of the financial statements.</p> <p>This assessment of going concern covers a period of at least 12 months from the date of signing the financial statements.</p>	<p>On 6 July, the Company announced the redemption of a £375,000 convertible loan note and the application for a number of grants. In addition, the Directors are also in active conversations with advisers and finance providers regarding access to a range of funding sources, including grants, a loan drawdown facility, and discussions with advisers regarding future equity funding.</p> <p>The Directors are confident that based on obtaining some or all of these various sources of finance over the coming months, as well as contribution from the anticipated first harvest later in the year, and therefore the Committee, whilst they draw attention to the material uncertainty that exists at the date of these accounts, nevertheless consider it is appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements. The going concern statement is detailed in full in note 2.1 of the consolidated financial statements.</p>
Acquisition accounting	The accounting treatment of the Company acquiring Hellenic Dynamics S.A. giving rise to a share-based payment under IFRS 2.	Management concluded that the acquisition should be accounted for as a reverse acquisition but since the Company did not meet the definition of a business it was not treated as a business combination under IFRS 3. Instead, in accordance with IFRS 2, a share-based payment expense equal to the deemed cost of the acquisition less the fair value of the net assets at acquisition was recognised. Further details of the accounting treatment are set out in notes 2.3 and 9 of the financial statements.
Share-based payments	The Company makes equity-settled share-based payments to its employees and directors. The fair value of the options were charged.	The charge was calculated based on market conditions such as share price volatility, risk free rate, and expected life, using the Black-Scholes framework. Management used inputs from impartial external sources to appropriately calculate share-based payments reserve postings and share based payments expense during the period. Calculations are set out in note 19 to the consolidated financial statements.
Convertible loan notes	The Company issued £375,000 of convertible loan notes in conjunction with the reverse takeover and subsequent Admission. The accounting treatment was assessed under IAS 32 Financial Instruments.	Under IAS 32, Convertible loan notes are classified as either equity, financial liabilities or a mixture of both in accordance with the contractual agreement. Management concluded that it should be accounted for as a 'compound financial instrument' under IAS 32. Further details are included in note 23 to the consolidated financial statements.
Carrying value of the investments and assets	The carrying values of the Group's property, plant and equipment (PPE), and investments are tested for impairment.	Management conducted a discounted cashflow forecast over the next five years, to determine if there were any indications of impairment of PPE and estimated the recovery value of future cash flows from the cash generating units (CGUs). Management were satisfied that no indications of impairment were present.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

**AUDIT COMMITTEE REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 MARCH 2023**

**External auditor**

The Company's external auditor is PKF Littlejohn LLP. The external auditor has unrestricted access to the Audit Committee Chair. The Committee is satisfied that PKF Littlejohn LLP has adequate policies and safeguards in place to ensure that auditor objectivity and independence are maintained. The external auditors report to the Audit Committee annually on their independence from the Company. In accordance with professional standards, the partner responsible for the audit will be changed every five years. The current auditor, PKF Littlejohn LLP was first appointed by the Company on 6 March 2023 following them being the reporting accountants to the Admission and therefore the current partner is due to rotate off the engagement after completing the audit for the period ended 31 March 2027. Having assessed the performance objectivity and independence of the auditors, the Committee will be recommending the reappointment of PKF Littlejohn LLP as auditors to the Company at the 2023 Annual General Meeting.

Prior to being the Company's auditor, PKF Littlejohn LLP was appointed as the Company's reporting accountant for the Admission. As reporting accountants PKF Littlejohn LLP was appointed on 1 August 2021 and the role of reporting accounts ended on 5 December 2022.

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**Joseph Colliver**

Chair of the Audit Committee

Date: 31 July 2023

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

**NOMINATION COMMITTEE REPORT  
FOR THE PERIOD ENDED 31 MARCH 2023**

The Nomination committee is comprised of Sir Anthony Jolliffe (*chair*), Filippou Papadopoulos and Davinder Rai.

The committee considers potential candidates for appointment to the Company's Board who maintain the highest standards of corporate governance and have sufficient time to commit to the role.

**Nomination Committee evaluation**

The nomination committee evaluates the composition, skills, and diversity of the Board and its committees and identifies a requirement for a Board appointment.

**Identify suitable candidates**

The nomination committee undertakes a review of each candidate and their experience in accordance with the Company's 'director's profile' and suitable candidates are identified.

For the appointment of a Chairman, the Nomination Committee will prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises.

**Nomination committee recommendation**

Following interviews with a candidate conducted by the Chairman, and other members of the Board, the nomination committee makes a recommendation on a preferred candidate to the Board.

**Due diligence**

After a candidate has been recommended to the Board by the Nominations Committee, the company secretary undertakes appropriate background checks on a candidate. The Board agrees to meet any candidate recommended by the Nominations Committee and the candidate is given an opportunity to make a presentation to the Board prior to deciding on their appointment.

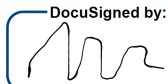
**Board appointment**

The Board formally approves a candidate's appointment to the Board.

**Approach to Diversity**

The Nomination Committee believes in the benefits of diversity, including the need for diversity in order to effectively represent shareholders' interests. This diversity is not restricted to gender but also includes geographic location, nationality, skills, age, educational and professional background. The Board's policy remains that selection should be based on the best person for the role.

On behalf of the Nomination Committee

DocuSigned by:  
  
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**Sir Anthony Jolliffe**  
Chair of the Nominations Committee  
Date: 31 July 2023

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)****Opinion**

We have audited the financial statements of Hellenic Dynamics Plc (the 'parent company') and its subsidiary (the 'group') for the period ended 31 March 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Parent Company Statements of Financial Position, the Consolidated and Parent Company Statements of Changes in Equity, the Consolidated and Parent Company Cash Flow Statements and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK-adopted international accounting standards and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2023 and of the group's loss for the period then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

**Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and 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.

**Other Matter**

The financial statements of the group for the year ended 31 December 2021 were not audited given that they solely relate to the financial information of the subsidiary Hellenic Dynamics S.A. which was acquired through a reverse takeover (see note 9). Hence the comparative balances within these financial statements for the group are unaudited.

**Material uncertainty related to going concern**

We draw attention to note 2.1 in the financial statements, which indicates that the group's current cash resources are insufficient to enable the group to meet its recurring outgoings for the twelve months from the date of approval of the financial statements. The group incurred a net loss of £4,853,146 during the period ended 31 March 2023. As stated in note 2.1, these events or conditions, along with the other matters as set forth in note 2.1, indicate that a material uncertainty exists that may cast significant doubt on the group's and parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)****Material uncertainty related to going concern (continued)**

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 group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing the cashflow forecast and budgets for the period to 31 December 2024 and the corresponding key assumptions and inputs used. This included the expected cash receipt in relation to grant applications, initial revenue generation, repayment of convertible loan notes and future equity raises;
- Discussions with management regarding the future plans of the group; and
- Challenging management's key assumptions and inputs, in particular the forecasted income and cash generation, committed costs and plausible scenarios impacting the going concern assessment.

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

**Our application of materiality**

We apply the concept of materiality both in planning and performing the audit, and evaluating the effect of misstatements on our audit and on the financial statements. For the purposes of determining whether the financial statements are free from material misstatements, we define materiality as the magnitude of misstatement that makes it probable that the economic decisions of a reasonably knowledgeable person, relying on the financial statements, would be changed or influenced. We also determine a level of performance materiality which we use to assess the extent of testing needed to reduce to an appropriate level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality for the financial statements as a whole. When establishing our overall audit strategy, we determined a magnitude of uncorrected misstatements that we judged would be material for the financial statements as a whole.

Materiality for the group financial statements was set at £58,700. This was calculated based on 3% of net assets. Net assets were used as the benchmark for the basis of materiality being the key area of relevance to stakeholders in assessing the financial performance of the group in its early years of production. Performance materiality was set at £38,150. In determining performance materiality of the group, we considered the risk profile of the listed entity, including the key audit matters as described below and the increased risk associated with the first year of reporting requirements.

We agreed with the Audit and Risk Committee that we would report to them all audit differences identified during the course of our audit in excess of £2,930 for the group. We also agreed to report any other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

The parent company's materiality was calculated on the same basis as the group but restricted to £57,700 (2022: £33,823), to ensure that it fell level below that of the Group. Performance materiality was set at £37,500 (2022: £25,367). This was determined in line with the reasons outlined above with regard to the group.

We agreed with the Audit and Risk Committee that we would report all individual audit differences identified during the course of our audit in excess of £2,880 (2022: £1,691) together with any other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

The audit of Hellenic Dynamics S.A., the wholly owned subsidiary, was performed by a component auditor, with materiality set by us at £30,000.

**Our approach to the audit**

The group includes the listed parent company and its subsidiary. We tailored the scope of our audit to ensure that the planned procedures allowed us to gain sufficient appropriate audit evidence to be able to give an opinion on the financial statements as a whole, taking into account the structure of the group and the parent company, the accounting processes, and the industry in which they operate.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)****Our approach to the audit (continued)**

As part of our planning, we assessed the risk of material misstatement including those that required significant auditor consideration at the component and group level. In particular, we looked at areas of estimation, for example in respect of the carrying value of property, plant and equipment, the carrying value and recoverability of investments in subsidiary at parent company level, and the consideration of future events that are inherently uncertain. Procedures were then performed to address the risk identified and for the most significant assessed risks of misstatement, the procedures performed are outlined below in the key audit matters section of this report. We re-assessed the risks throughout the audit process and concluded the scope remained the same as at planning.

An audit was performed on the financial information of the group's significant operating components which, for the period ended 31 March 2023, were located in the United Kingdom and Greece. The component in Greece was audited by a component auditor operating under our instruction. We communicated regularly with the component audit team during all stages of the audit and we were responsible for the scope and oversight of the audit process. This, in conjunction with additional procedures performed by us, provided sufficient appropriate audit evidence for our opinion on the group and parent company financial statements.

**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. In addition to the matter described in the Material uncertainty related to going concern section we have determined the matters described below to be the key audit matters to be communicated in our report.

<b>Key Audit Matter</b>	<b>How our scope addressed this matter</b>
<b>Hellenic Dynamics S.A. acquisition treatment and disclosure (Note 2.3 and Note 9)</b>	
<p><b>On admission to the London Stock Exchange, the parent company acquired Hellenic Dynamics S.A. by way of a share for share exchange on 5 December 2022. This was for a consideration of £31,243,342, with the consideration being satisfied through the issuance of 10,414,447,530 new ordinary shares in the parent company at a price of 0.3 pence. As part of the acquisition, U.K SPAC Plc changed its name to Hellenic Dynamics Plc.</b></p> <p><b>Although the transaction resulted in Hellenic Dynamic S.A. becoming a wholly owned subsidiary of the parent company, the transaction constitutes a reverse acquisition as the previous shareholders of Hellenic Dynamic S.A. own a substantial majority of the ordinary shares of the parent company and the Board of Directors of the parent company principally comprise of the Directors of Hellenic Dynamics S.A.</b></p> <p><b>There is a risk that the reverse acquisition has been accounted for incorrectly and not disclosed appropriately given the complexity of the transaction which falls outside the scope of IFRS 3 <i>Business Combinations</i>. This gives rise to significant management judgement in the acquisition treatment and disclosure.</b></p>	<p>Our work on this key audit matter included the following:</p> <ul style="list-style-type: none"> <li>• Obtaining the share purchase agreement to identify the key terms and conditions of the acquisition and to confirm ownership;</li> <li>• Obtaining management's accounting paper and reviewing and challenging key assumptions, inputs, data and method applied in the determination of the fair value;</li> <li>• Reviewing the accounting treatment and accounting entries included in the period in relation to the reverse acquisition against the requirements of IFRS 2 <i>Share-based Payments</i>; and</li> <li>• Ensuring that disclosures in the financial statements were in accordance with the requirements of the relevant financial reporting framework.</li> </ul> <p>Based on the audit procedures performed, we are satisfied that management's assessment of Hellenic Dynamics S.A. as the accounting acquirer and Hellenic Dynamics Plc as the accounting acquiree was appropriate, and was outside of the scope of IFRS 3 <i>Business Combinations</i>. The reverse acquisition expense recognised in accordance with IFRS 2 <i>Share-based payments</i>, and management's treatment in respect of the reverse acquisition, was in line with our expectations.</p>



**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)****Key audit matters (continued)**

Carrying value and recoverability of property, plant and equipment (Note 2.9 and Note 13)	
<p>The group has property, plant and equipment at the reporting date totalling £632,244, as shown in the in the Consolidated Statement of Financial Position. This property, plant and equipment pertains to building installations, technical equipment and machinery, transportation means, PC hardware and fixtures and furniture. These assets have been purchased and capitalised in respect of the group's core strategy of cultivation and distribution of medical-grade THC end-products.</p> <p>To determine whether an item of property, plant and equipment is impaired, the requirements of IAS 36 <i>Impairment of Assets</i> must be applied. Items of property, plant and equipment shall not be carried at more than recoverable amount. Recoverable amount is determined as the higher of an asset's fair value less costs to sell and its value in use.</p> <p>There is a risk that indicators of impairment exist which have not been identified, and therefore that the carrying amount of property, plant, and equipment is overstated as at the period ended 31 March 2023. There is also a risk that inappropriate purchases have been capitalised with respect to IAS 16 <i>Property, Plant and Equipment</i>.</p>	<p>Our work on this key audit matter included the following:</p> <ul style="list-style-type: none"> <li>• Reviewing component auditor's work over additions during the year which included the vouching of a sample of invoices to supporting documents and also ensuring their capitalisation was in accordance with IAS 16 <i>Property, plant and equipment</i>;</li> <li>• Reviewing component auditor's work over a site visit to physically verify a sample of assets from the fixed assets register;</li> <li>• Reviewing component auditor's work over the depreciation charge for the year;</li> <li>• Considering whether there were indicators of impairment in line with IAS 36;</li> <li>• Reviewing and challenging the model inputs as well as estimates and judgements made by management for reasonableness in the impairment review;</li> <li>• Verifying the mathematical accuracy of the impairment model used;</li> <li>• Reviewing the depreciation policies of the group for reasonableness and testing an appropriate sample of depreciation calculations; and</li> <li>• Ensuring that sufficient and appropriate disclosures had been made in relation to the judgements and estimates.</li> </ul> <p>Based on the audit procedures performed, we are satisfied with management's assessment of the impairment indicators relating to property, plant and equipment given their plans and activities since acquisition to prepare for revenue generation. We are also satisfied with the carrying value of property, plant and equipment given the work performed over additions and depreciation in the period.</p>

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)****Key audit matters (continued)**

<b>Carrying value of the investment in subsidiary and intragroup receivables (Note 30)</b>	
<p>Following the reverse takeover in December 2022 the parent company holds a significant investment in Hellenic Dynamics S.A. of £31,243,342 and has an intragroup receivable of £439,477 due from the subsidiary, which are both material to the Parent Company's Statement of Financial Position.</p> <p>The group is in its infancy stage and currently, the assets are not revenue generating. There is a risk that the investment and intragroup receivable may not be fully recoverable and therefore materially overstated.</p> <p>The valuation and potential impairment of the investment in subsidiary involves significant judgement and estimation and therefore is an area than can be subject to management bias.</p>	<p>Our work on this key audit matter included the following:</p> <ul style="list-style-type: none"> <li>• Confirming ownership of the investment by agreeing the shares and shareholders to share certification and share purchase agreement;</li> <li>• Considering whether there were any indicators of impairment in line with IAS 36;</li> <li>• Obtaining management's recoverability assessment in respect of the investment in Hellenic Dynamics S.A and the intragroup receivable, and challenging key assumptions and inputs;</li> <li>• Reviewing and challenging management's budget, cash flow forecasts and projections for Hellenic Dynamics S.A. to ensure that the investment in subsidiary and intragroup receivable was recoverable; and</li> <li>• Ensuring that sufficient and appropriate disclosures had been made in relation to the judgements and estimates.</li> </ul> <p>Based on the audit procedures performed, we are satisfied with management's assessment of impairment and recoverability of intragroup receivables given their plans and activities since acquisition to prepare for revenue generation.</p>

**Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the group and parent company 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)**

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the directors' remuneration report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**Responsibilities of directors**

As explained more fully in the Statement of Directors' responsibilities, the directors are responsible for the preparation of the group and parent company 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 group and parent company financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)****Auditor's responsibilities for the audit of the financial statements (continued)**

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:

- We obtained an understanding of the group and parent company and the sector in which they operate to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research and application of our cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the group and parent company in this regard to be those arising from the Companies Act 2006, the Quoted Companies Alliance (QCA) Corporate Governance Code, General Data Protection Regulation (GDPR), Anti-bribery Laws, Serious Organised Crime and Police Act 2005, Proceeds of Crime Act 2002, Listing Rules, Disclosure Guidance and Transparency Rules, 1961 United Nations (UN) Single Convention on Narcotic Drugs, European Union (EU) Good Manufacturing Practices (GMP), Good Agricultural and Collection Practices for Medical Plants (GACP) and the EU Good Distribution Practices (EU-GDP)
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group and parent company with those laws and regulations. These procedures included, but were not limited to:
  - Making enquiries of management;
  - A review of Board minutes;
  - A review of legal edger accounts; and
  - A review of Regulatory News Services announcements.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the potential for management bias was identified in relation to the carrying value and recoverability of the property, plant and equipment and the carrying value of investments in subsidiary and intragroup receivable and the accounting treatment and disclosure of the acquisition as described in the Key Audit Matters section above. We addressed this by challenging the assumptions and judgements made by management when auditing these significant accounting estimates.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.
- As part of the group audit, we have communicated with component auditor the risks associated with the components of the group, including the risk of fraud as a result of management override of controls. To ensure that this has been completed, we have reviewed component auditor working papers in this area and obtained responses to our group instructions from the component auditors.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLENIC DYNAMICS PLC (FORMERLY KNOWN AS U.K. SPAC PLC)**

**Other matters which we are required to address**

We were appointed by the directors of Hellenic Dynamics Plc on 6 March 2023 to audit the financial statements for the period ending 31 March 2023 and subsequent financial periods. Our total uninterrupted period of engagement is from the date of appointment noted above, covering the period ended 31 March 2023.

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.

Our audit opinion is consistent with the additional report to the audit committee.

**Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's 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.

DocuSigned by:

*Daniel Hutson*

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**Daniel Hutson (Senior Statutory Auditor)**  
**For and on behalf of PKF Littlejohn LLP**  
**Statutory Auditor**

15 Westferry Circus  
Canary Wharf  
London E14 4HD

*Date: 31 July 2023*

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE PERIOD ENDED 31 MARCH 2023**

		<b>15 months to 31 March 2023</b>	<i>(unaudited) 12 months to 31 December 2021</i>
	<b>Note</b>	<b>£</b>	<b>£</b>
<b>Revenue</b>		-	-
Cost of sales		-	-
<b>Gross profit</b>		-	-
Administrative expenses	5	(1,147,442)	(334,560)
<b>Operating loss</b>		(1,147,442)	(334,560)
Reverse acquisition expenses	9	(3,700,209)	-
Net finance costs	6	(15,388)	(14,840)
<b>Loss before income tax</b>		(4,863,039)	(349,400)
Income tax expense	10	-	-
<b>Loss for the period</b>		(4,863,039)	(349,400)
<b>Other comprehensive income</b>			
Exchange differences on translating of foreign operations		9,893	7,388
<b>Total other comprehensive income for the period</b>		9,893	7,388
<b>Loss for the period and total comprehensive income</b>		(4,853,146)	(342,012)
<b>Earnings per share</b>	11		
<b>Basic earnings per share</b>		(0.044p)	(0.003p)

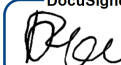
There are no recognised gains and losses other than those passing through the Statement of Comprehensive Income.

The notes on pages 48 to 74 form part of these financial statements.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 31 MARCH 2023**

		<b>31 March 2023</b>	<i>(unaudited) 31 December 2021</i>
	<b>Note</b>	<b>£</b>	<b>£</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	12	<b>8,814</b>	8,396
Property, plant and equipment	13	<b>632,244</b>	528,141
Right-of-use assets	14	<b>317,583</b>	315,830
Other receivables	15	<b>3,085</b>	2,938
		<b>961,726</b>	855,305
<b>Current assets</b>			
Other receivables	15	<b>186,896</b>	168,275
Cash and cash equivalents	16	<b>2,117,159</b>	5,020
		<b>2,304,055</b>	173,295
<b>TOTAL ASSETS</b>		<b>3,265,781</b>	1,028,600
<b>EQUITY AND LIABILITIES</b>			
Issued share capital	17	<b>14,800,182</b>	232,211
Share premium	18	<b>2,971,570</b>	902,610
Merger reserve	18	<b>20,828,894</b>	-
Reverse acquisition reserve		<b>(31,497,974)</b>	-
Convertible loan notes reserve		<b>41,305</b>	-
Capital redemption reserve		<b>7,500</b>	-
Share based payment reserve		<b>62,921</b>	-
Retained losses		<b>(5,533,007)</b>	(679,861)
<b>TOTAL EQUITY</b>		<b>1,681,391</b>	454,960
<b>Current liabilities</b>			
Trade and other payables	20	<b>654,990</b>	209,437
Provisions	21	<b>212,175</b>	-
Lease liabilities	22	<b>80,530</b>	54,520
		<b>947,695</b>	263,957
<b>Non-current liabilities</b>			
Lease liabilities	22	<b>303,000</b>	309,683
Loan notes	23	<b>333,695</b>	-
		<b>636,695</b>	309,683
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>3,265,781</b>	1,028,600

The financial statements were approved by the board on 31 July 2023

DocuSigned by:  
  
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**Davinder Rai**  
 Chief Executive Officer

The notes on pages 48 to 74 form part of these financial statements.

COMPANY REGISTRATION NO. 06374598  
**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**

**CONSOLIDATED CASH FLOW STATEMENT  
 FOR THE PERIOD ENDED 31 MARCH 2023**

	Notes	Period to 31 March 2023 £	(unaudited) Year to 31 December 2021 £
<b>Cash flows from operating activities</b>			
Loss before taxation		(4,863,039)	(349,400)
Adjusted for:			
Reverse acquisition share-based payment expense	9	3,700,209	-
Depreciation	5	62,451	35,083
Share based payment expense	5	62,921	-
Finance costs	6	15,388	14,840
Foreign exchange movements		28,411	
Changes in provisions	5	76,016	-
Operating cashflow before working capital movements		(917,643)	(299,477)
Increase/(decrease) in trade and other receivables		723,167	(96,871)
(Increase)/decrease in trade and other payables		(84,820)	15,215
Finance costs	6	(15,388)	(190)
<b>Net cash outflow from operating activities</b>		<b>(294,684)</b>	<b>(381,323)</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment	13	(123,512)	(93,968)
Disposal of property, plant and equipment	13	25,187	-
Disposal of intangible assets		-	6,932
Cash acquired on acquisition		1,781,047	-
<b>Net cash flows generated from/(used in) from investing activities</b>		<b>1,682,722</b>	<b>(87,036)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares, net of issuing cost		378,696	-
Proceeds from borrowings		-	464,299
Payment of lease liabilities		(29,595)	-
Issue of non-convertible loan notes		375,000	-
<b>Net cash flows generated from financing activities</b>		<b>724,101</b>	<b>464,299</b>
<b>Net cash increase/(decrease) in cash and cash equivalents</b>		<b>2,112,139</b>	<b>(4,060)</b>
Cash and cash equivalents brought forward		5,020	9,080
<b>Cash and cash equivalents carried forward</b>	16	<b>2,117,159</b>	<b>5,020</b>

**Major non-cash transactions**

On 5 December 2022, the Company issued 10,414,447,530 shares of 0.1p each at a price of 0.3p per share to the shareholders of Hellenic Dynamics S.A. as part of the RTO acquisition for a total of £31,243,343. See note 9.

The Company also issued 13,333,333 shares of 0.1p each at a price of 0.3p per share for a total value of £40,000 for the settlement of services rendered to the Company. See note 17.

The notes on pages 48 to 74 form part of these financial statements.



**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 31 MARCH 2023**

	Share capital	Share premium	Share based payment reserve	Merger reserve	Reverse acquisition reserve	Convertible loan note reserve	Capital redemption reserve	Retained earnings	Total
	£	£	£	£	£	£	£	£	£
<b>At 31 December 2020</b>	225,703	-	-	-	-	-	-	(337,849)	(87,853)
Shares issued during the period	6,508	902,610	-	-	-	-	-	-	909,118
Total comprehensive loss for the period	-	-	-	-	-	-	-	(342,012)	(366,305)
<b>At 31 December 2021</b>	232,211	902,610	-	-	-	-	-	(679,861)	454,960
Shares issued during the period	263,333	526,667	-	-	-	-	-	-	790,000
Transfer to reverse acquisition reserve	(232,211)	(902,610)	-	-	1,135,821	-	-	-	-
Recognition of PLC equity at acquisition of subsidiary	4,122,400	2,816,208	-	-	(1,389,452)	-	7,500	-	5,556,656
Issue of shares for the acquisition of subsidiary	10,414,449	-	-	20,828,894	(31,243,343)	-	-	-	-
Equity element of convertible loan notes	-	-	-	-	-	41,305	-	-	41,305
Cost of share issue	-	(371,305)	-	-	-	-	-	-	(371,305)
Share based payment	-	-	62,921	-	-	-	-	-	62,921
Total comprehensive loss for the period	-	-	-	-	-	-	-	(4,853,146)	(4,853,146)
<b>At 31 March 2023</b>	<b>14,800,182</b>	<b>2,971,570</b>	<b>62,921</b>	<b>20,828,894</b>	<b>(31,497,974)</b>	<b>41,305</b>	<b>7,500</b>	<b>(5,533,007)</b>	<b>1,681,391</b>

**Share Capital** - Share capital represents the nominal value of shares that have been issued.

**Share premium** - Share premium represents the difference between the nominal value of shares issued and the total consideration received.

**Merger reserve** – The merger reserve arises when the company acquires at least a 90% interest in the shares of another company and under s612 Companies Act 2006 the excess of fair value of the shares issued in excess of their nominal value is precluded from being recognised in the share premium account. This reserve is not distributable.

**Share based payment reserve** - The value of equity settled share-based payments provided to employees, including key management personnel.

**Reverse acquisition reserve** - See note 9.

**Convertible loan note reserve** - Convertible loan note reserve represents the fair value of convertible loan notes issued and outstanding which meet the definition of equity as per IAS 32.

**Capital redemption reserve** - Capital redemption reserve represents amounts transferred following the purchase of own shares.

**Retained earnings** - Retained earnings represent cumulative profit or losses, net of dividends and other adjustments

The notes on pages 48 to 74 form part of these financial statements.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****1 General information**

Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc) (“the Company”) is a public company limited by shares and incorporated in England and Wales. The registered number of the Company is 06374598. The address of its registered office is 21 Arlington Street, London, SW1A 1RN.

The Company and its subsidiary (“the Group”) have a principal activity of the cultivation and supply of medical cannabis flowers.

**2 Summary of significant accounting policies****Statement of compliance with IFRS**

These financial statements have been prepared in accordance with UK-adopted international accounting standards, IFRIC Interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under UK-adopted IAS.

The adoption of these standards has not resulted in any changes to the Group’s accounting policies and has not affected amounts reported in prior periods.

The financial statements have been prepared under the historical cost basis.

**2.1 Going concern**

The preparation of the financial statements requires an assessment on the validity of the going concern assumption. The financial statements have been prepared under the going concern assumption. In making their assessment of going concern, the Directors have reviewed forecasts for the newly formed Group, for a period of at least 12 months from the date of approval of these financial statements. The Group is not currently generating revenues, and therefore an operating loss has been reported in the period. Revenues from the first cultivation cycle are expected in the second half of the calendar year, however an operating loss is expected in the 12 months from the date of these financial statements.

Following the redemption of the £375,000 convertible loan note in early July, due to the realisation of significant cost savings against its initial budget for the purchase of plant and equipment, the Directors have assessed the cash requirements of the Group in terms of operational costs, capital expenditure, gross profit contribution from the initial sales of product, and the financial resources available to the Group including the following sources of funding:

- On the 6 July 2023, the Company announced advanced late stage discussions with a number of funding sources, including a number of grant applications.
- The Directors are in advanced discussions with a well-known financial institution pertaining to a capital debt draw-down facility.
- Discussions with brokers and corporate finance advisors regarding potential future equity rounds.

Based on achieving successful cultivation cycles and the sale of crops, securing only one of the grant applications currently in progress, implementing savings in discretionary operational spend and delaying capital investment, the Directors, whilst acknowledging the material uncertainty that exists at the date of these financial statements, nevertheless are confident of maintaining sufficient working capital for the twelve-month period from the date of this report. For this reason, the Group has therefore adopted the going concern basis in preparing the financial statements.

The auditors make reference to the material uncertainty in the Auditors’ report on page 37.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.2 Standards and interpretations****(a) New standards, amendments and interpretations adopted by the Group**

There were no new or amended accounting standards that required the Group to change its accounting policies for the period ended 31<sup>st</sup> March 2023 and no new standards, amendments or interpretations were adopted by the Group during the period.

**(b) New standards, amendments and interpretations not yet adopted by the Group**

At the date of authorisation of these financial statements the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective:

		Effective Date
IAS 1	Amendments regarding the classification of liabilities	1 January 2023
IAS 8	Amendments to IAS 8	1 January 2023
IAS 1, IFRS Practice Statement 2	Amendments to IAS 1 and IFRS Practice Statement 2	1 January 2023
IFRS 16	Amendments regarding lease liability in a sale and leaseback	1 January 2024
IAS 1	Amendments regarding non-current liabilities with covenants	1 January 2024

It is anticipated that the Group will hold a number of biological assets in the future and therefore will be applying IAS 41 “Agriculture” as an accounting policy. This is not applicable in the current year’s financial statements as no biological assets were held as at 31 March 2023.

**2.3 Consolidation and Acquisitions**

The financial statements consolidate the financial information of the Group and companies controlled by the Group (its subsidiaries) at each reporting date. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity, has the rights to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. The results of subsidiaries acquired or sold are included in the financial information from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the results of acquired subsidiaries to bring their accounting policies into line with those used by the Group. All intra-Group transactions, balances, income, and expenses are eliminated on consolidation. The financial statements of all Group companies are adjusted, where necessary, to ensure the use of consistent accounting policies.

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Please refer to note 9 for information on the consolidation of Hellenic Dynamics Plc and the application of the reverse acquisition accounting principles.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.3 Consolidation and Acquisitions (continued)**

The Group applies the acquisition method to account for business combinations that fall within the scope of IFRS 3. For commentary on how the acquisition of Hellenic Dynamics S.A., which falls outside the scope of IFRS 3, was accounted for, see below note 9.

The consideration transferred for the acquisition of a subsidiary is the fair values of assets transferred, the liabilities incurred to the former owners of the acquiree, and the equity interest issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition related costs are expensed as incurred.

On 5 December 2022, the Company acquired Hellenic Dynamics S.A. via a reverse takeover which resulted in the Company becoming the ultimate holding company of the Group. The transaction was accounted for as a reverse acquisition since it did not meet the definition of a business combination under IFRS 3. In accordance with IFRS 2, a share-based payment expense equal to the deemed cost of the acquisition less the fair value of the net assets of the Company at acquisition was recognised. The comparatives within the consolidated statement of financial position, the consolidated statement of comprehensive income, consolidated statement of changes in equity and the consolidated cashflow statement represent that of the legal subsidiary and accounting acquirer, Hellenic Dynamics S.A. for the year-ended 31 December 2021. In the consolidated statement of financial position, the share capital and premium as at 31 March 2023 is that of Hellenic Dynamics Plc with the reverse acquisition reserve representing the difference between the deemed cost of the acquisition and the net assets of Hellenic Dynamics Plc as at 5 December 2022. The consolidated statement of comprehensive income for the 15-month period to 31 March 2023 represents the results of both Hellenic Dynamics Plc and Hellenic Dynamics S.A. For more details on the key terms of the reverse takeover and a breakdown of what the reverse acquisition reserve as of 31 March 2023 comprises of, see note 9.

**2.4 Revenue recognition**

Revenue from contracts with customers is recognised when the control over the goods is transferred to the customer. The transaction price is the amount of the consideration that is expected to be received based on the contract terms, excluding amounts collected on behalf of third parties (such as taxes).

In determining the amount of revenue from contracts with customers, the Company evaluates whether it is a principal or an agent in the arrangement. The Company is a principal when the Company controls the promised goods or services before transferring them to the customer. In these circumstances, the Company recognises revenue for the gross amount of the consideration. When the Company is an agent, it recognises revenue for the net amount of the consideration, after deducting the amount due to the principal.

*Revenue from the sale of goods:*

Revenue from the sale of goods is recognised when significant risks and rewards of ownership of the goods have transferred to the buyer, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Revenue from selling agreements is recognised when the revenue recognition criteria have been met and only to the extent the consideration is not contingent upon other deliverables in the agreements.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.5 Share-based payments**

The Group makes equity-settled share-based payments to its employees and directors. The fair value of options and warrants granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options and warrants granted is measured based on the Black-Scholes framework, taking into account the terms and conditions upon which the instruments were granted. At each balance sheet date, the Group revises its estimate of the number of options and warrants that are expected to become exercisable.

**2.6 Retirement benefits: Defined contribution schemes**

Contributions to defined contribution pension schemes are charged to the statement of comprehensive income in the period to which they relate.

**2.7 Foreign currency translation****i) Functional and Presentation Currency**

The consolidated financial statements are presented in Pounds Sterling, which is also the Company's functional and presentation currency.

**ii) Transactions and Balances**

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

**iii) Foreign operations**

The assets and liabilities of foreign operations, including goodwill and the fair value adjustments arising on acquisition, are translated to GBP at exchange rates at the reporting date. The income and expenses of foreign operations are translated to GBP at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income.

**2.8 Intangible assets**

Intangible assets acquired separately are recognised at historical cost, on the date of acquisition. Subsequently, they are carried at cost less accumulated amortization and accumulated impairment losses. All intangible assets have a finite useful life and are amortised on a straight-line basis over their useful life. The useful life of intangible assets is reviewed on an annual basis, and adjustments, where applicable, are made prospectively.

The intangible assets of the Group relate to licences, the useful life of which has been estimated to be between 5 and 10 years.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.9 Property, plant and equipment**

Items of property, plant and equipment are measured at historical cost, plus interest costs incurred during periods of construction, less accumulated depreciation and any impairment in value. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Repairs and maintenance costs are expensed as incurred. The cost and related accumulated depreciation of assets retired or sold are removed from the corresponding accounts at the time of sale or retirement, and any gain or loss is recognised in the income statement.

When significant parts of the property, plant and equipment are required to be replaced at intervals, The Group recognises such parts as individual assets with specific useful lives and depreciation, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Depreciation is recognised on a straight-line basis over the estimated useful lives of property, plant and equipment, which are periodically reviewed, at least annually. The estimated useful lives and the respective rates are as follows:

<b>Item Description</b>	<b>Estimated Useful Life</b>	<b>Depreciation Rates</b>
Building installations in third party properties	Duration of lease	8-12%
Technical equipment and machinery	5-10 periods	10-20%
Transportation means	6-9 periods	11-17%
PC Hardware	2-5 periods	10-20%
Fixtures and fittings	5-10 periods	10-20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other (Losses)/Gains – Net" in the income statement.

**2.10 Impairment of non-financial assets**

The carrying values of the Group's non-financial assets are tested for impairment, when there are indications that their carrying amount is not recoverable. In such cases, the recoverable amount is estimated and if the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recognised in the income statement. The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value in use. In measuring value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to that asset. If an asset does not generate cash flows individually, the recoverable amount is determined for the cash generating unit to which the asset belongs. At each reporting date, the Group assesses whether there is an indication that an impairment loss recognised in prior periods may no longer exist. If any such indication exists, the Group estimates the recoverable amount of that asset and the impairment loss is reversed, increasing the carrying amount of the asset to its recoverable amount, to the extent that the recoverable amount does not exceed the carrying value of the asset that would have been determined (net of amortisation or depreciation), if no impairment loss had been recognised for the asset in prior years.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.11 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Initial recognition and subsequent measurement of financial assets**

The financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the business model within which the financial asset is held.

**Trade and other receivables**

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

**Impairment of financial assets**

The Group assesses at each reporting date, whether a financial asset or group of financial assets is impaired and recognise, if necessary, an allowance for Expected Credit Losses for all debt instruments not held at fair value through profit or loss. Expected Credit Losses are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For all the Group's financial assets at amortised cost, the simplified approach is applied. These assets are considered to have low credit risk and any loss allowance is therefore limited to 12 months' expected losses.

**Derecognition of financial assets**

A financial asset (or, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- The Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- The Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the assets, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Group also recognise an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.11 Financial instruments (continued)**

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

**Initial recognition and subsequent measurement of financial liabilities**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. For the purpose of subsequent measurement, financial liabilities are classified as financial liabilities at amortised cost or financial liabilities at fair value through profit or loss.

**Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability. The difference in the respective carrying amounts is recognised in the income statement.

**Offsetting of financial assets and liabilities**

Financial assets and liabilities are offset and the net amount is presented in the statement of financial position only when the Group has a legally enforceable right to set off the recognised amounts and intends either to settle such asset and liability on a net basis or to realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

**2.12 Trade and other receivables**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Trade receivables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**2.13 Cash and cash equivalents**

In the Statement of Cash Flows, cash and cash equivalents comprise cash in hand and deposits held at call with bank with a three month maturity or less.

**2.14 Share capital**

Ordinary shares are classified as equity. Share capital issuance costs, net of related tax, are reflected as a deduction from Share Premium.

**2.15 Share premium**

Share premium represents the difference between the nominal value of shares issued and the total consideration received, net of issue expenses incurred by the Group.

**2.16 Trade and other payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer. If not, they are presented as non-current liabilities).

Trade payables are recognised initially at fair value, and subsequently measured at amortised cost using the effective interest method.



**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.17 Convertible loan notes**

Convertible loan notes are classified as either equity, financial liabilities or a mixture of both in accordance with the contractual agreement.

Where a convertible loan note is deemed to meet the definition of equity as per IAS 32, the proceeds receive less any associated issue costs are recognised directly within equity and is not subsequently remeasured.

**2.18 Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**Accounting by lessee**

The Group apply a single recognition and measurement approach for all leases (including short-term leases and leases of low-value assets). The Group recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**a) Right-of-use assets**

The Group recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful life of the assets.

If ownership of the leased asset is transferred to the Group at the end of the lease term or its cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in the Statement of Comprehensive Income. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

**b) Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Group use the group's incremental borrowing rate because the interest rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced through the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a reassessment or modification of the lease contract.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****2 Accounting policies (continued)****2.19 Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are measured by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase of the provision due to the passage of time is recognised as a borrowing cost. Provisions are reviewed at each reporting date, and if it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, they are reversed. No provisions have been recognised

**2.20 Taxation**

Income tax for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current income tax is measured on the taxable income for the year using enacted or substantively enacted tax rates at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided on all temporary differences arising between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases.

Deferred tax liabilities are recognised for all taxable temporary differences except:

- where the deferred tax liability arises from the initial recognition of goodwill of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of temporary differences associated with investment in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of goodwill of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax is measured at the tax rates that are expected to apply in the year when the asset is realised or liability is settled based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

The Group did not recognise deferred tax assets on unutilised losses due to uncertainty over the timing and existence of sufficient future tax profits.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****3 Significant accounting matters**

The preparation of the financial statements in accordance with UK-adopted international accounting standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies.

Estimates and judgements are continually evaluated, and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group consider the significant accounting judgements, and key sources of estimation uncertainty used within the financial statements to be:

**Significant judgements***Reverse acquisition accounting (Note 9)*

When considering how the acquisition of Hellenic Dynamics S.A. should be accounted for, the Directors have been required to make a judgment on whether the acquisition falls within the scope of IFRS 3 or not. The directors assessed the accounting acquiree, Hellenic Dynamics Plc, at the time of acquisition to not be a business as defined by IFRS 3. As a result, the acquisition was assessed as falling outside the scope of IFRS 3. See note 9 for commentary on how the reverse takeover was accounted for.

*Leases – estimating the incremental borrowing rate (Note 14)*

The company cannot readily determine the interest rate implicit in the lease, therefore, they use the incremental borrowing rate to measure lease liabilities. The incremental borrowing rate of 4% is considered to be the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

*Cost of issuing shares (Note 18)*

When considering costs that relate to both the issue of shares and the listing the Directors are required to made an assessment of the relevant allocation between these functions. In their judgement the best way of allocating these is based on the proportion of new shares issued to the total number of (new and existing) shares listed.

**Major sources of estimation uncertainty***Recoverability of investment in subsidiary and intragroup loan (Note 30)*

The Company considers whether investments are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also a selection of appropriate discount rates in order to calculate the net present values of those cash flows.

As at 31 March 2023, the carrying value of the Company's investment in Hellenic Dynamics S.A. was £31,243,342. The recoverable value of this investment is not considered to be less than it is carrying value as at 31 March 2023 and therefore no impairment has been have recognised. The Directors have made this assessment through reviewing forecasts, other available financial information available and developments during the year and since the year-end. The key inputs within the forecast include revenue growth, gross profit margins and overheads, which are used to estimate future cash flows together with judgements and estimates relating to the cost of capital and long-term growth rates.

*Share Based Payments (Note 19)*

During the period, 1,171,555,000 share options, and 375,000,000 warrants were granted by the Company. When accounting for the share-based payment expense in respect of those share options granted, Management must calculate the fair value of the share options issued. Management have done so using the Black-Scholes model. However, several of the inputs into this model, including the risk-free rate, the dividend yield, the expected life of the instrument where it is not a defined period and the volatility, are subjective and thus management has made estimates in respect of these inputs.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****4 Segmental reporting**

Following the acquisition of Hellenic Dynamics S.A. (see note 9), for management purposes the Group is organised into business units based on its products and services and has two reportable segments, as follows;

- Medical Cannabis Supply – Cultivation and supply of medicinal cannabis flowers
- Head Office – The provision of management services of the Group

No operating segments have been aggregated to form the above reportable operating segments.

The Executive Management Committee is the Chief Operating Decision Maker (CODM) and monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Also, the Group's financing (including finance costs, finance income and other income) and incomes are managed on a Group basis and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

**Segmental operating performance**

	<b>Period to 31 March 2023</b>		<b>(unaudited) Year to 31 December 2021</b>	
	<b>Revenue</b>	<b>Profit/(Loss) before tax</b>	<b>Revenue</b>	<b>Profit before tax</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Medical Cannabis Supply	-	(468)	-	(342)
Head Office	-	(685)	-	-
		(1,153)		(342)
Inter-segmental revenue and unallocated	-	(3,700)	-	-
	-	(4,853)	-	(342)

**Business segments assets and liabilities**

	<b>31 March 2023</b>		<b>(unaudited) 31 December 2021</b>	
	<b>Assets</b>	<b>Liabilities</b>	<b>Assets</b>	<b>Liabilities</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Medical Cannabis Supply	1,019	592	1,029	574
Head Office	2,247	992	-	-
	3,266	1,584	1,029	574

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****5 Expenses by nature**

	<b>Period to 31 March 2023</b>	<b>(unaudited) Year to 31 December 2021</b>
	<b>£</b>	<b>£</b>
Payroll	<b>204,213</b>	81,315
Directors Remuneration	<b>92,455</b>	-
Professional services	<b>361,422</b>	66,578
Repairs and maintenance	<b>4,217</b>	2,663
Electricity	<b>10,263</b>	6,692
Fuel	<b>9,158</b>	12,692
Security services	<b>12,186</b>	31,413
Taxes and duties	<b>46,705</b>	2,737
Travelling	<b>41,349</b>	14,293
Promotion and advertising	<b>87,743</b>	49,256
Depreciation	<b>62,451</b>	35,083
Share based payment	<b>62,921</b>	-
Provisions	<b>76,016</b>	-
Other charges	<b>76,343</b>	31,838
	<b><u>1,147,442</u></b>	<b><u>334,560</u></b>

**6 Net finance expenses****Finance costs:**

	<b>Period to 31 March 2023</b>	<b>(unaudited) Year to 31 December 2021</b>
	<b>£</b>	<b>£</b>
<i>Finance expenses</i>		
Lease liability interest	<b>15,203</b>	14,650
Other interest	<b>185</b>	190
Interest paid	<b><u>15,388</u></b>	<b><u>14,840</u></b>

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****7 Employees***Average number of employees*

The average number of employees (including executive Directors) was:

	<b>Period to 31 March 2023</b>	(unaudited) Year to December 2021
	<b>No.</b>	<b>No.</b>
Management	<b>4</b>	2
Administration	<b>5</b>	1
	<b>9</b>	3

**Staff costs:***Wages and salaries*

	<b>Period to 31 March 2023</b>	(unaudited) Year to 31 December 2021
	<b>£</b>	<b>£</b>
Wages and salaries	<b>258,330</b>	57,234
Social security costs	<b>37,375</b>	14,892
Other costs	<b>963</b>	9,189
Share based payment	<b>62,921</b>	-
	<b>359,589</b>	81,315

*Key management personnel compensation*

	<b>Period to 31 March 2023</b>	(unaudited) Year to 31 December 2021
	<b>£</b>	<b>£</b>
Short-term employee benefits	<b>91,667</b>	-
Post-employment benefits	<b>788</b>	-
Share based payment	<b>62,921</b>	-
	<b>155,376</b>	-

**8 Auditor's Remuneration**

	<b>Period to 31 March 2023</b>	(unaudited) Year to 31 December 2021
	<b>£</b>	<b>£</b>
Fees payable to the Company's auditors and their associates for the audit of the Company's financial statements	<b>66,420</b>	10,411
Other fees payable to the Company's auditors and their associates in connection with the Company in respect of:		
Due diligence services in respect of acquisition targets	<b>15,000</b>	-

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****9 Reverse acquisition**

On 5 December 2022, Hellenic Dynamics Plc ("the Company") formerly known as UK SPAC Plc acquired through share for share exchange the entire share capital of Hellenic Dynamic S.A ("Hellenic"), a company whose principal activity is the cultivation of medical grade cannabis.

Although the transaction resulted in Hellenic becoming a wholly owned subsidiary of the Company, the transaction constituted a reverse acquisition, as the previous shareholders of Hellenic own a substantial majority of the Ordinary Shares of the Company and the executive management of Hellenic became the executive management of the Company.

In substance, the shareholders of Hellenic acquired a controlling interest in the Company and the transaction will therefore be accounted for as a reverse acquisition. As the Company's activities prior to the acquisition were purely that of a cash shell seeking a suitable acquisition, it will not meet the definition of a business in accordance with IFRS 3. Accordingly, this reverse acquisition will not constitute a business combination and will be accounted for in accordance with IFRS 2 "Share-based Payments" and associated IFRIC guidance. Although, the reverse acquisition is not a business combination, the Company has become a legal parent and will be required to apply IFRS 10 and prepare consolidated financial statements. The Directors have prepared the financial statements using the reverse acquisition methodology, but rather than recognising goodwill, the difference between the equity value given up by Hellenic Dynamics S.A.'s shareholders and the share of the fair value of net assets gained by these shareholders, is charged to the statement of comprehensive income as a share-based payment on reverse acquisition, and represents in substance the cost of acquiring the funds held by the cash shell and the cost of obtaining a listing.

The acquisition cost of Hellenic was £31,243,342.59 the consideration for the transaction was satisfied by the issue and allotment of a total of 10,414,447,530 Consideration Shares to the Sellers, such shares having an implied issue price of £0.003.

Because the legal subsidiary, Hellenic Dynamics S.A., was treated on consolidation as the accounting acquirer and the legal Parent Company, Hellenic Dynamics Plc, was treated as the accounting subsidiary, the fair value of the shares deemed to have been issued by Hellenic Dynamics S.A., was calculated at £5,556,656, using the number of UK SPAC shares in issue at the date of acquisition (1,852,219,137) multiplied by the subscription price of £0.003, based on an assessment of the purchase consideration for a 100% holding of Hellenic Dynamics PLC.

According to the IFRS 2 the value of the share-based payment is calculated as the difference between the deemed cost and the fair value of the net assets as at acquisition. The following reflects these figures as at 5 December 2022;

	£
Deemed Cost	5,556,656
Trade and other receivables	741,935
Cash and cash equivalents	1,781,047
Trade and other payable	(666,535)
Fair value of assets acquired	<u>1,856,447</u>
<b>RTO expenses</b>	<b><u>3,700,209</u></b>

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****9 Reverse acquisition (continued)**

The difference between the deemed cost (£5,556,656) and the fair value of the net assets assumed per above of £1,856,447 resulted in £3,700,209 being expensed within “reverse acquisition expenses” in accordance with IFRS 2, Share Based Payments, reflecting the economic cost to the Hellenic Dynamic S.A. shareholders of acquiring a cash shell and of obtaining a listing.

The reverse acquisition reserve which arose from the reverse takeover is made up as follows;

	<b>£</b>
Pre-acquisition retained losses (a)	(5,089,661)
Hellenic Dynamics S.A. share capital at acquisition (b)	1,134,821
Investment in Hellenic Dynamics S.A. (c)	(31,243,343)
Reverse acquisition expense	3,700,209
	<hr/> <b>(31,497,974)</b> <hr/>

- (a) Recognition of pre-acquisition retained losses of Hellenic Dynamics Plc as at 5 December 2022.
- (b) Hellenic Dynamics S.A. had issued share capital of £232,211 and a share premium of £902,610. As these financial statements present the capital structure of the legal parent entity, the equity of Hellenic Dynamics S.A. is eliminated.
- (c) The value of shares issued by the Company in exchange for the entire share capital of Hellenic Dynamics S.A. The above entry is required to eliminate the Statement of Financial Position impact of this transaction.



**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****10 Income tax expense**

No current or deferred tax amounts were recognised as a tax expense/(credit) in the income statement, or in other comprehensive income in the year (2021: £nil).

	<b>Period to 31 March 2023</b>	(unaudited) Year to 31 December 2021
	£	£
<b>Current tax</b>		
UK corporation tax on profits for the period	-	-
<b>Total current tax</b>		
<b>Deferred tax</b>		
Deferred tax	-	-
<b>Income tax expense</b>	-	-
<b>Factors affecting tax charge</b>		
Loss before income tax	<b>(4,863,039)</b>	(349,400)
Tax at the applicable rate of 19.29% (2021: 22%)	<b>(938,080)</b>	(76,868)
Effects of:		
Disallowed expenditure	<b>765,398</b>	167
Capital allowances	<b>(449)</b>	-
Foreign operations – foreign currency translation differences	<b>(715)</b>	4,018
Tax losses not utilised and carried forward	<b>173,846</b>	72,683
Current tax charge	-	-

The weighted average applicable tax rate of 19.29% (2021: 22%) used is a combination of the 19% standard rate of corporation tax in the UK and 22% Greek corporation tax.

A deferred tax asset has not been recognised in respect of these losses of the Company due to the uncertainty of future profits. The amount of deferred tax asset not recognised is approximately £248,054 (2021: £94,811).

At the Budget 2021 on 3 March 2021, the Government announced that the corporation tax rate will increase to 25% for companies with profits above £250,000 with effect from 1 April 2023. These changes were substantively enacted at the balance sheet date and hence have been reflected in the measurement of deferred tax balances at the period end.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****11 Earnings per share**

The basic earnings per share is calculated by dividing the earnings attributable to equity shareholders by the weighted average number of shares in issue. The diluted earnings per share is calculated by dividing the earnings attributable to equity shareholders by the weighted average number of shares in issue plus the number of warrants and share options.

	<b>Period to 31 March 2023</b>	<b>(unaudited) Year to 31 December 2021</b>
<b>Basic earnings per share</b>	<b>£</b>	<b>£</b>
Loss for the financial period	<b>(4,863,039)</b>	<b>(349,400)</b>
Weighted average number of shares	<b>10,953,796,397</b>	<b>10,268,189,195</b>
Earnings per share	<b>(0.044p)</b>	<b>(0.003p)</b>

The loss attributable to equity shareholders and weighted average number of ordinary shares for the purposes of calculating diluted earnings per ordinary share are identical to those used for basic earnings per ordinary share. This is because the exercise of share options would have the effect of reducing the loss per ordinary share and is therefore anti-dilutive.

**12 Intangible assets**

	<b>Licences £</b>
<b>Cost</b>	
At 1 January 2021	15,868
Disposals	(6,746)
Exchange differences	(726)
At 31 December 2021	8,396
Exchange differences	418
<b>At 31 March 2023</b>	<b>8,814</b>
<b>Amortisation and impairment</b>	
At 1 January 2021	-
Impairment	-
At 31 December 2021	-
Impairment	-
<b>Balance at 31 March 2023</b>	<b>-</b>
<b>Net book value</b>	
<b>At 31 March 2023</b>	<b>8,814</b>
At 31 December 2021	8,396

Following their assessment of impairment, the Directors concluded that no impairment charge was necessary for the year ended 31 December 2022 (2021: £Nil).

Amortisation of intangible assets will begin when they are available for use.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****13 Property, plant and equipment**

	<b>Leasehold Improvements</b>	<b>Computers, furniture and fittings</b>	<b>Land</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>Cost</b>				
At 1 January 2021	520,178	21,280	27,115	568,573
Additions	-	-	-	-
Disposals	-	-	-	-
Exchange differences	(36,991)	(1,513)	(1,928)	(40,432)
<b>At 31 December 2021</b>	<b>483,187</b>	<b>19,767</b>	<b>25,187</b>	<b>528,141</b>
Additions	5,497	118,015	-	123,512
Disposals	-	-	(25,187)	(25,187)
Exchange differences	24,107	986	-	25,093
<b>At 31 March 2023</b>	<b>512,791</b>	<b>138,768</b>	<b>-</b>	<b>651,559</b>
<b>Depreciation</b>				
At 1 January 2021	-	-	-	-
<b>At 31 December 2021</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Charge for the period	-	18,811	-	18,811
Exchange differences	-	504	-	504
<b>At 31 March 2023</b>	<b>-</b>	<b>19,315</b>	<b>-</b>	<b>19,315</b>
<b>Net book value</b>				
<b>At 31 March 2023</b>	<b>512,791</b>	<b>119,453</b>	<b>-</b>	<b>632,244</b>
At 31 December 2021	483,187	19,767	25,187	528,141

The Group has not recognised depreciation charge in profit or loss for the periods 2021, 2020 and 2019.

Depreciation of assets will begin when they are available for use, i.e. when are in the location and condition necessary for they to be capable of operating in the manner intended by management.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****14 Right-of-use asset**

	<b>Land</b>
	<b>£</b>
<b>Cost</b>	
At 1 January 2021	441,092
Exchange differences	(31,367)
At 31 December 2021	409,725
Reassessment of lease liability	30,806
Exchange differences	20,441
<b>At 31 March 2023</b>	<b>460,972</b>
<b>Depreciation</b>	
At 1 January 2021	64,326
Charge for the period	35,083
Exchange differences	(5,514)
At 31 December 2021	93,895
Charge for the period	43,640
Exchange differences	5,854
<b>Balance at 31 March 2023</b>	<b>143,389</b>
<b>Net book value</b>	
<b>At 31 March 2023</b>	<b>317,583</b>
At 31 December 2021	315,830

The above right-of-use asset concerns a 12- year land lease started April 2019.

During the period, rent paid on operating leases of £55,015 (2021 - £Nil) were recognised in the profit and loss.

**15 Trade and other receivables**

	<b>31 March 2023</b>	(unaudited) 31 December 2021
	<b>£</b>	<b>£</b>
<b>Due within one year</b>		
Amounts due from directors	14,353	
Other receivables	44,006	24,929
VAT receivables	128,537	143,346
	186,896	168,275
<b>Due over one year</b>		
Other receivables	3,085	2,938
	3,085	2,938
<b>Total trade and other receivables</b>	<b>189,981</b>	<b>171,213</b>

No interest is charged on overdue receivables. There is no material difference between the fair value of receivables and their book value.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****16 Cash and cash equivalents**

	<b>31 March 2023</b>	(unaudited) 31 December 2021
	£	£
Cash at bank and in hand	<u><b>2,117,159</b></u>	<u><b>5,020</b></u>

**17 Share capital**

As at 31 March 2023, the Company had 12,530,000,000 allotted and fully paid ordinary shares and 2,270,182 founder shares.

The ordinary shares have attached to them fully voting, dividend, and capital distribution rights (including on a winding up). The ordinary shares do not confer any rights of redemption.

2,270,182 Founder shares were issued in 2016. The founder shares were never quoted and do not carry a right to vote or to receive a dividend.

	<b>Number of Ordinary Shares</b>	<b>Number of Founder Shares</b>
<b>As at 1 January 2021</b>	<b>1,852,219,137</b>	<b>2,270,182</b>
Shares issued in the year for RTO (a)	10,414,447,530	-
Shares issued to settle debt (b)	13,333,333	-
Shares issued in placing and subscriptions (c)	250,000,000	-
<b>As at 31 March 2023</b>	<u><b>12,530,000,000</b></u>	<u><b>2,270,182</b></u>

	<b>Ordinary Shares of 0.1p each</b>	<b>Founder Shares of £1 each</b>
	£	£
<b>As at 1 January 2021</b>	<b>1,852,219</b>	<b>2,270,182</b>
Shares issued in the year for RTO (a)	10,414,448	-
Shares issued to settle debt (b)	13,333	-
Shares issued in placing and subscriptions (c)	250,000	-
<b>As at 31 March 2023</b>	<u><b>12,530,000</b></u>	<u><b>2,270,182</b></u>

The total value of Ordinary Shares of 0.1p each and Founder Shares of £1 each is £14,800,182.

- (a) On 5 December 2022, the company completed its reverse takeover ("RTO") process with Hellenic Dynamics Plc ("HELD"). The RTO was completed in the form of a share for share exchange and the ratio was approximately 1:38,858.86.
- (b) On 5 December 2022, the company issued 13,333,333 shares issued in respect of the settlement of professional fees raising £13,333.
- (c) On 5 December 2022, the Company issued 250,000,000 shares raising £750,000 before costs.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****18 Reserves****Share Premium**

	£
<b>As at 1 April 2022</b>	<b>2,816,208</b>
Shares issued to settle debt	26,667
Shares issued in placing and subscriptions	500,000
Share issue costs	(371,305)
<b>As at 31 March 2023</b>	<b>2,971,570</b>

**Merger Reserve**

	£
<b>As at 1 April 2022</b>	-
Shares issued in the year for RTO	20,828,894
<b>As at 31 March 2023</b>	<b>20,828,894</b>

**19 Share Based Payments****Warrants**

Details of the warrants outstanding during the period are as follows;

	Weighted average remaining contractual life (periods)	Number	Weighted average exercise price £
Brought forward at 1 April 2022	0.92	1,647,594,936	0.003
Granted	0.67	375,000,000	0.003
Lapsed	(0.92)	(1,584,810,126)	(0.003)
Carried forward at 31 March 2023	0.71	437,784,810	0.003

On 3 March 2021, the Company entered into a financial adviser warrant deed entitling Peterhouse Capital Limited to warrants over a number of ordinary shares, representing approximately 0.5 per cent, of the enlarged Issued Share Capital (the share capital on the date of the RTO). The warrants are exercisable at the fundraising price for a period to 3 March 2024. Total warrants issued sum to 62,784,810.

On 5 December 2022 (“date of admission”), the Group granted a warrant to the noteholders to subscribe for one Ordinary Share for every one Ordinary Share issued to the noteholder. The warrants are exercisable at the Conversion Price (0.3p) and will be valid for a period to 5 December 2024. Total warrants issued sum to 375,000,000. The warrants were not issued for goods or services provided and therefore fall outside the scope of IFRS 2 and do not require fair valuing.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****19 Share Based Payments (continued)****Share Options**

Details of the equity settled share options outstanding during the period are as follows:

	<b>Number</b>	<b>Weighted average remaining contractual life (years)</b>	<b>Weighted average exercise price £</b>
Brought forward at 1 April 2022	111,133,148	0.5	0.002
Granted	1,171,555,000	4.67	0.002
Lapsed	-	-	-
Carried forward at 31 March 2023	<u>1,282,688,148</u>	<u>4.48</u>	<u>0.002</u>

On 3 March 2021, the Group granted 111,133,148 share options with the share price at the date of the grant of 0.33p and exercise price of 0.1975p. The vesting period of these share options is 18 months. On 10 November 2022, the exercise date of these share options was extended to 30 September 2025.

On 5 December 2022, the Group granted 1,171,555,000 share options with the share price at the date of the grant of 0.175p and an exercise price of 0.1975p. The vesting period of these share options is five years. Half of these options become exercisable once a production licence is issued and approval for export is obtained, the remaining options become exercisable after commercial sales are achieved.

The fair value of the remaining share options has been calculated using the Black-Scholes model. The assumptions used in the calculation of the fair value of the share options outstanding during the period are as follows:

<b>Grant Date</b>	<b>3 March 2021</b>	<b>5 December 2022</b>
<b>Exercise period</b>	<b>March 2021 – September 2025</b>	<b>December 2022 – December 2027</b>
Share price at date of grant	0.33p	0.175p
Exercise price	0.1975p	0.1975p
Shares under option	111,133,148	1,171,555,000
Expected volatility	26%	47.55%
Expected life (periods)	1.5	5
Risk free rate	0.01%	3.24%
Expected dividend yield	0%	0%
Fair value per option	0.12p	0.064p

Volatility was determined by reference to the average movement in the share price of comparable European companies involved in the cultivation of medicinal cannabis.

The average share price movement was based on a 1-year movement.

All of the above options are equity settled and the charge for the period is £62,921.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****20 Trade and other payables**

	<b>31 March 2023</b>	<b>(unaudited) 31 December 2021</b>
	<b>£</b>	<b>£</b>
Trade payables	<b>458,939</b>	80,298
Other payables	<b>59,210</b>	13,258
Amounts owed to related parties (Note 25)	<b>3,665</b>	-
Amounts owed to personnel	<b>17,140</b>	112,336
Accruals	<b>100,920</b>	-
Other tax and social security	<b>15,016</b>	3,545
Corporation tax	<b>100</b>	-
	<b>654,990</b>	<b>209,437</b>

The directors consider that the carrying amount of trade payables approximate their fair value.

**21 Provisions**

	<b>31 March 2023</b>
	<b>£</b>
Balance at 1 January 2022	-
Provision recognised during the year	212,175
Balance as at 31 March 2023	<b>212,175</b>

The provision represents tax reclaimed that could become repayable if the assessment of the position were to be successfully challenged. The Directors are in the process of obtaining a professional opinion in this respect, however until such opinion is obtained believe it appropriate that the provision is made. The provision represents the full amount of the potential repayment.



**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****22 Lease liabilities**

	<b>31 March 2023</b>	(unaudited) 31 December 2021
	£	£
<b>Current</b>		
Amounts due within one year	<b>80,530</b>	54,520
<b>Non-current</b>		
Amounts due within two to five years	<b>161,300</b>	133,747
Amounts due over five years	<b>141,700</b>	175,936
	<b>303,000</b>	309,683
	<b>383,530</b>	364,203

Lease liabilities at 31 March 2023 are in respect of leasehold property.

	<b>31 March 2023</b>	(unaudited) 31 December 2021
	£	£
Up to 1 year	<b>92,553</b>	41,978
2 to 5 years	<b>193,918</b>	167,912
After 5 years	<b>145,439</b>	209,890
<b>Total</b>	<b>431,910</b>	419,780
Less: Future financial charges	<b>(48,380)</b>	(55,577)
<b>Present value of future lease payments</b>	<b>383,530</b>	364,203

**23 Borrowings**

	<b>31 March 2023</b>	(unaudited) 31 December 2021
	£	£
<b>Current</b>		
Unsecured non-convertible loan notes	-	-
	-	-
<b>Non - current</b>		
Unsecured non-convertible loan notes	<b>333,695</b>	-
	<b>333,695</b>	-
<b>Total borrowings</b>	<b>333,695</b>	-

Whilst the loan notes were due for repayment after one year they were repaid post year as disclosed in note 28.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****24 Financial instruments****Capital risk management**

The Company's objectives when maintaining capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide future returns for shareholders and benefits for other stakeholders.

The Company monitors the capital structure with the debt to capital ratio. This is calculated as the ratio of net borrowing to total capital employed. Net borrowings are calculated as total borrowings (including short-term and long-term borrowings as shown in the Statement of Financial Position) less cash and cash equivalents. Total working capital is calculated as the total equity as shown in the balance sheet plus net borrowing.

**Classification of financial instruments**

All financial assets have been classified as at amortised cost, and all financial liabilities have been classified as other financial liabilities measured at amortised cost.

	<b>31 March 2023</b>	(unaudited) 31 December 2021
	£	£
<b>Financial assets</b>		
Cash and cash equivalents at fair value	2,117,159	5,020
Loans and receivables at amortised cost:		
Trade and other receivables	<u>182,481</u>	<u>171,213</u>
Total	<u>2,299,640</u>	<u>176,233</u>
<b>Financial liabilities</b>		
Loans and payables at amortised cost:		
Trade and other payables	554,070	209,437
Lease liabilities	<u>383,530</u>	<u>364,203</u>
Total	<u>937,600</u>	<u>573,640</u>
<b>Net</b>	<u><u>1,362,040</u></u>	<u><u>(397,407)</u></u>

**Cash and cash equivalents**

This comprises cash and short-term deposits held by the Company. The carrying amount of these assets approximates their fair value.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****24 Financial instruments (continued)****General risk management principles**

The Group is exposed to financial risks, such as market risks (changes in exchange rates, interest rates, market prices), credit risk and liquidity risk. The Group's overall risk management program seeks to minimise the potential negative impact of financial market volatility on the Group's financial performance.

Risk management is handled by the Group's financial department, which operates according to specific rules.

The following represent the key financial risks that the Group faced during the period.

**Market risk**

The Group at this stage of operation is not exposed to the risk of fluctuations in interest rates arising from bank loans with floating interest rates. The Group is also not exposed to fluctuations in market interest rates that may have affected its financial position as well as its cash flows. Due to the non-lending of the Group there is no risk.

Nevertheless, the Group monitors interest rate trends as well as the duration and nature of financial needs.

**Credit risk**

The Group's credit risk arises from cash and cash equivalents with banks and financial institutions. The Group banks with Barclays Bank Plc who have a Fitch Credit rating of A+ and Piraeus Bank S.A. who have a Fitch Credit rating of B and therefore the credit risk is not considered material.

**Liquidity risk**

The maturity of the Group's financial liabilities including trade and other payables, other loans to related parties and lease liability total payments with the interest payable is as set out below. Current liabilities were payable on demand or to normal trade credit terms with the exception of lease liabilities which are payable quarterly.

The tables below summarise the maturity profile of the combined Group's non-derivative financial liabilities at each financial period end based on contractual undiscounted payments:

<b>31 March 2023</b>	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-5 years</b>
<b>Non-derivative financial liabilities</b>	<b>£</b>	<b>£</b>	<b>£</b>
Borrowings (current and non-current)	-	-	333,695
Trade payables and other payables	553,970	-	-
Lease liabilities	80,530	161,300	141,700
	<b>634,500</b>	<b>161,300</b>	<b>475,395</b>
<b>31 December 2021</b>	<b>(unaudited) Less than 1 year</b>	<b>(unaudited) 1-2 years</b>	<b>(unaudited) 2-5 years</b>
<b>Non-derivative financial liabilities</b>	<b>£</b>	<b>£</b>	<b>£</b>
Borrowings (current and non-current)	-	-	-
Trade payables and other payables	209,437	-	-
Lease liabilities	54,520	133,747	175,936
	<b>263,957</b>	<b>133,747</b>	<b>175,936</b>

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****24 Financial instruments (continued)****Currency risk**

Foreign exchange risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group reports in Pounds Sterling, but the functional currency of its subsidiary is the Euro. The Group does not currently hedge its exposure to other currencies. The Group's cash and cash equivalents are held in Pounds Sterling and Euros. At 31 March 2023, less than 1% (2021: 100%) of the Group's cash and cash equivalent were held in Euros and therefore this is not considered to be a risk.

**25 Related party transactions**

Transactions between the Company and its subsidiary which are related parties, have been eliminated on consolidation. Related party transactions are considered to be conducted at arm's length

**Transactions with Directors**

Remuneration paid and share options granted to the Directors is disclosed in the Remuneration Committee report on pages 29 to 31.

During the period, Ocean Park Developments Limited invoiced the Company £33,663 (2021 - £37,200) for consultancy services provided by N B Fitzpatrick, a director at that time.

During the period, the Company advanced amounts of £52,000 (2021 - £Nil) and was repaid amounts of £37,647 (2021 - £Nil) by a director. At the period end, the Company was owed £14,353 (2021 - £Nil) by one of the directors.

At the period end, the Group was owed £25,754 (2021 - £Nil) by one of the directors of the subsidiary. This amount has been repaid post period-end.

At the year-end, the Company owed £3,665 (2021 - £3,491) to a company under common control by one of the directors.

**26 Pension costs**

The Group operates a defined contribution pension scheme in respect of the directors and employees. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £963 (2022 - £Nil). The amount payable at the period-end was £2,567 (2022 - £Nil).

**27 Ultimate Controlling Party**

The Directors have determined that there is no controlling party as no individual shareholder holds a controlling interest in the Company. Controlling party is defined as a shareholder which holds more than 25% ownership of shares in the Company.

**28 Post Balance Sheet Event**

Subsequent to the year-end £375,000 of convertible loan notes were repaid and the associated warrants lapsed then.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****COMPANY STATEMENT OF FINANCIAL POSITION  
AS AT 31 MARCH 2023**

	<b>Note</b>	<b>2023</b>	<b>2022</b>
		<b>£</b>	<b>£</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments	30	31,243,342	-
Property, plant and equipment	31	1,791	-
		<u>31,245,133</u>	<u>-</u>
<b>Current assets</b>			
Other receivables	32	572,623	216,871
Cash and cash equivalents	33	2,111,653	2,095,682
		<u>2,684,276</u>	<u>2,312,553</u>
<b>TOTAL ASSETS</b>		<u><b>33,929,409</b></u>	<u><b>2,312,553</b></u>
<b>EQUITY AND LIABILITIES</b>			
Issued share capital	34	14,800,182	4,122,400
Share premium		2,971,570	2,816,208
Merger reserve		20,828,894	-
Convertible loan notes reserve		41,305	-
Capital redemption reserve		7,500	7,500
Share based payment reserve		62,921	-
Retained losses		(5,774,612)	(4,681,916)
<b>TOTAL EQUITY</b>		<u><b>32,937,760</b></u>	<u><b>2,264,192</b></u>
<b>Current liabilities</b>			
Trade and other payables	35	445,779	48,361
Provisions	36	212,175	-
		<u>657,954</u>	<u>48,361</u>
<b>Non-current liabilities</b>			
Convertible loan notes	37	333,695	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><b>33,929,409</b></u>	<u><b>2,312,553</b></u>

As permitted by section 408 of the Companies Act 2006, the parent Company's statement of comprehensive income has not be included within these financial statements. The loss for the parent Company was £1,092,696 (2022 - £613,696).

The financial statements were approved by the board on 31 July 2023

DocuSigned by:  
  
 AD7923BF956B40C...

**Davinder Raj**  
Chief Executive Officer

The notes on pages 78 to 81 form part of these financial statements.

COMPANY REGISTRATION NO. 06374598

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****COMPANY CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31 MARCH 2023**

	Notes	2023 £	2022 £
<b>Cash flows from operating activities</b>			
Operating loss		(1,092,696)	(613,511)
Adjusted for:			
Share based payment charge	19	62,921	112,578
Pre-acquisition costs		-	197,510
Share-based compensation		5,913	-
Changes in provisions	36	212,175	-
Operating cashflow before working capital commitments		(811,687)	(303,423)
(Increase) in trade and other receivables		(355,752)	(181,254)
Increase/(decrease) in trade and other payables		431,505	(80,721)
Finance costs		-	(185)
<b>Net cash outflow from operating activities</b>		<b>(735,934)</b>	<b>(565,583)</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment	31	(1,791)	-
Pre-acquisition costs		-	(197,510)
<b>Net cash flows used in investing activities</b>		<b>(1,791)</b>	<b>(197,510)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares, net of issuing costs	34	378,696	-
Proceeds from issue of convertible loan notes	37	375,000	-
<b>Net cash flows generated from financing activities</b>		<b>753,696</b>	<b>-</b>
<b>Net cash increase/(decrease) in cash and cash equivalents</b>		<b>15,971</b>	<b>(763,093)</b>
Cash and cash equivalents brought forward		2,095,682	2,858,775
<b>Cash and cash equivalents carried forward</b>	33	<b>2,111,653</b>	<b>2,095,682</b>

**Major non-cash transactions**

On 5 December 2022, the Company issued 10,414,447,530 shares of 0.1p each at a price of 0.3p per share to the shareholders of Hellenic Dynamics S.A. as part of the RTO acquisition for a total of £31,243,343. See Note 9.

The Company also issued 13,333,333 shares of 0.1p each at a price of 0.3p per share for a total value of £40k for the settlement of services rendered to the Company. See note 19.

The notes on pages 78 to 81 form part of these financial statements.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2023**

	Share capital	Share premium	Merger reserve	Convertible loan notes reserve	Share based payment Reserve	Capital redemption reserve	Retained earnings	Total
	£	£	£	£	£	£	£	£
<b>At 31 March 2021</b>	<b>4,122,400</b>	<b>2,816,208</b>	-	-	-	<b>7,500</b>	<b>(4,180,798)</b>	<b>2,765,310</b>
Share based payment charge	-	-	-	-	-	-	112,578	112,578
Total comprehensive loss for the year	-	-	-	-	-	-	(613,696)	(613,696)
<b>At 31 March 2022</b>	<b>4,122,400</b>	<b>2,816,208</b>	-	-	-	<b>7,500</b>	<b>(4,681,916)</b>	<b>2,264,192</b>
Shares issued during the year	263,333	526,667	-	-	-	-	-	790,000
Shares issued for acquisition of subsidiary	10,414,449	-	20,828,894	-	-	-	-	31,243,343
Share based payment charge	-	-	-	-	62,921	-	-	62,921
Equity element of convertible loan notes	-	-	-	<b>41,305</b>	-	-	-	41,305
Cost of share issue	-	(371,305)	-	-	-	-	-	(371,305)
Total comprehensive loss for the year	-	-	-	-	-	-	(1,092,696)	(1,092,696)
<b>At 31 March 2023</b>	<b>14,800,182</b>	<b>2,971,570</b>	<b>20,828,894</b>	<b>41,305</b>	<b>62,921</b>	<b>7,500</b>	<b>(5,774,612)</b>	<b>32,937,760</b>

**Share Capital** - Share capital represents the nominal value of shares that have been issued.

**Share premium** - Share premium represents the difference between the nominal value of shares issued and the total consideration received.

**Merger reserve** – The merger reserve arises when the company acquires at least a 90% interest in the shares of another company and under s612 Companies Act 2006 the excess of fair value of the shares issued in excess of their nominal value is precluded from being recognised in the share premium account. This reserve is not distributable.

**Share based payment reserve** - The value of equity settled share-based payments provided to employees, including key management personnel.

**Capital redemption reserve** - Capital redemption reserve represents amounts transferred following the purchase of own shares.

**Retained earnings** - Retained earnings represent cumulative profit or losses, net of dividends and other adjustments

The notes on pages 78 to 81 form part of these financial statements.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE COMPANY FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****29 ACCOUNTING POLICIES**

The accounting policies of the Company are shown in the Consolidated Financial Statements on pages 48 to 56.

**29.1 Investment in subsidiaries**

Investments in subsidiaries are stated at cost less any provision for impairment.

**30 Investment in subsidiary undertakings**

	<b>Shares in subsidiary undertakings</b>
<b>Cost</b>	<b>£</b>
At 1 April 2021	-
Additions	-
At 31 March 2022	-
Additions	31,243,342
<b>At 31 March 2023</b>	<b>31,243,342</b>
 <b>Accumulated Impairment provisions</b>	
At 1 April 2021	-
Impairment provision	-
At 31 March 2022	-
Impairment provision	-
<b>At 31 March 2023</b>	<b>-</b>
 <b>Net book value</b>	
<b>At 31 March 2023</b>	<b>31,243,342</b>
At 31 March 2022	-

As set out in note 3 the Company carried out an impairment review of its investment in Hellenic Dynamics S.A. and based on this it was considered that no impairment is required.

The following companies are the principal subsidiary undertakings at 31 March 2023 and are all consolidated:

<b>Subsidiary undertakings</b>	<b>Registered Office</b>	<b>Country of incorporation</b>	<b>Class of share</b>	<b>Percentage of shares directly held</b>
Hellenic Dynamics S.A.	Chorigi-Kilkis P.C. 61100	Greece	Ordinary	100%
 <b>Subsidiary undertakings</b>				
Hellenic Dynamics S.A.	<b>Principal activity</b>			
	The cultivation and supply of medical cannabis			



**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)**  
**NOTES TO THE COMPANY FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 MARCH 2023**

**31 Property, plant and equipment**

	<b>Computer equipment £</b>	<b>Total £</b>
<b>Cost</b>		
At 1 April 2021	-	-
Additions	-	-
Disposals	-	-
	<u>-</u>	<u>-</u>
<b>At 31 March 2022</b>		
Additions	1,791	1,791
Disposals	-	-
<b>At 31 March 2023</b>	<u><b>1,791</b></u>	<u><b>1,791</b></u>
<b>Depreciation</b>		
At 1 April 2021	-	-
Charge for the period	-	-
On disposals	-	-
	<u>-</u>	<u>-</u>
<b>At 31 March 2022</b>	-	-
Charge for the period	-	-
On disposals	-	-
	<u>-</u>	<u>-</u>
<b>At 31 March 2023</b>	<u>-</u>	<u>-</u>
<b>Net book value</b>		
<b>At 31 March 2023</b>	<u><b>1,791</b></u>	<u><b>1,791</b></u>
At 31 March 2022	<u>-</u>	<u>-</u>

**32 Trade and other receivables**

	<b>2023 £</b>	<b>2022 £</b>
Other receivables	<b>461,330</b>	153,193
Other taxation and social security	<u><b>111,293</b></u>	<u>63,678</u>
	<u><b>572,623</b></u>	<u>216,871</u>

**33 Cash and cash equivalents**

	<b>2023 £</b>	<b>2022 £</b>
Cash at bank	<u><b>2,111,653</b></u>	<u>2,095,682</u>

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE COMPANY FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****34 Share capital**

	<b>2023</b>		<b>2022</b>	
	<b>Number</b>	<b>£</b>	<b>Number</b>	<b>£</b>
<b>Allotted, called up and fully paid</b>				
Ordinary shares of 0.1p each	<b>12,530,000,000</b>	<b>12,530,000</b>	1,852,219,137	1,852,218
Founder shares of £1 each	<b>2,270,182</b>	<b>2,270,182</b>	2,270,182	2,270,182
		<b>14,800,182</b>		<b>4,122,400</b>

2,270,182 Founder shares were issued in 2016. The founder shares were never quoted and do not carry a right to vote or to receive a dividend.

On 5 December 2022, 10,677,780,863 0.1p ordinary shares were issued at a value of 0.003p per share.

**35 Trade and other payables**

	<b>2023</b>	<b>2022</b>
	<b>£</b>	<b>£</b>
Trade payables	<b>295,188</b>	8,001
Other payables	<b>36,995</b>	-
Accruals	<b>100,920</b>	40,260
Other taxation and social security	<b>12,576</b>	-
Corporation tax	<b>100</b>	100
	<b>445,779</b>	<b>48,361</b>

**36 Provisions**

	<b>2023</b>
	<b>£</b>
Balance at 1 April 2022	-
Provision recognised during the year	212,175
Balance as at 31 March 2023	<b>212,175</b>

The provision represents tax reclaimed that could become repayable if the assessment of the position were to be successfully challenged. The Directors are in the process of obtaining a professional opinion in this respect, however until such opinion is obtained believe it appropriate that the provision is made. The provision represents the full amount of the potential repayment.

**Hellenic Dynamics Plc (Formerly known as U.K. SPAC Plc)****NOTES TO THE COMPANY FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 MARCH 2023****37 Borrowings**

	2023 £	2022 £
<b>Current</b>		
Unsecured non-convertible loan notes	-	-
	-	-
<b>Non - current</b>		
Unsecured non-convertible loan notes	333,695	-
	333,695	-
<b>Total borrowings</b>	333,695	-

Whilst the loan notes were due for repayment after one year they were repaid post year as disclosed in note 28.

**38 Capital Commitments**

There were no capital commitments at the 31 March 2023.

**39 Key management personnel compensation**

Key management personnel expenses are disclosed in Note 7 to the Consolidated Financial Statements.

**40 Related party disclosures**

Related party disclosures are detailed at Note 25 to the Consolidated Financial Statements. The company has taken advantage of the exemptions from the requirement to disclose transactions with group companies.

**41 Financial instruments**

Details of key risks are included at Note 24 to the Consolidated Financial Statements.

**Categories of financial instruments**

	2023 £	2022 £
<b>Financial assets</b>		
Cash and cash equivalents at fair value	2,111,653	2,095,682
Loans and receivables at amortised cost:		
Trade and other receivables	565,123	216,871
Total	2,676,776	2,312,553
<b>Financial liabilities</b>		
Trade and other payables at amortised cost	(344,859)	(48,361)
<b>Net</b>	2,331,917	2,264,192

**41 Post Balance Sheet Event**

Details of post balance sheet events are included at Note 28 to the Consolidated Financial Statements.