

31 January 2022

All Active Asset Capital Limited

('All Active Asset Capital', 'AAA' or 'the Company')

Unaudited Interim Results for the six months ended 30 June 2021

All Active Asset Capital announces its unaudited interim results for the six months ended 30 June 2021.

Highlights of the six months ended 30 June 2021

- February: appointment of Colin McQuade as a Non-Executive Director
- March: initial exercise of AAQUA B.V. ('AAQUA') option, being 6,000 shares at a cost of €5m
- June: proposed placing to raise £120m
- June: proposed agreement to acquire at least 75% of Sentiance N.V.
- June: proposed cancellation of trading on AIM
- At period end, AAA had net assets of £16,277,104 (2020: £2,606,077) and cash of £3,040,463 (2020: £nil)

Highlights of the period since 30 June 2021

- July: cancellation of trading on AIM
- July: announcement of intention to re-list AAA shares on an international stock exchange
- October: placing of 356.25m AAA shares to acquire 95,000 AQUAA shares
- December: completion of acquisition of MESH Holdings plc for 292m AAA shares, giving AAA an aggregate 25.3% shareholding in Sentiance
- December: AAA secured a new €240 million primary investment option to subscribe for up to 60,000 AAQUA shares at €4,000 per share over the next two years
- At 31 December 2021, AAA owned 185,917 AAQUA shares, or 32.5%, of AAQUA's existing issued share capital.

Copies of the interim results for the six months to 30 June 2021 are available on the Company's website, www.aacap.com.

For further information:

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ALL ACTIVE ASSET CAPITAL LIMITED
UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2021
CHAIRMAN'S STATEMENT

I am pleased to report the results of All Active Asset Capital Limited ('the Company' or 'AAA') for the six months ended 30 June 2021.

Business Review

During the six months ended 30 June 2021, a key transaction for AAA was the part exercise in March 2021 of the €125 million option AAA held over AAQUA B.V. ('AAQUA') equity, at €1,000 per share. AAA paid €5 million for 6,000 new AAQUA shares, with the initial €1,000,000 grant fee previously paid to enter into the option being converted into an on account payment for the shares.

In June 2021, the Company announced the proposed cancellation of trading of its equity on London's Alternative Investment Market ('AIM'), as the Directors believed AAA had a far greater opportunity to generate significant incremental value for shareholders on an alternative international exchange. The delisting completed post period end on 30 July 2021. The Directors are now in the course of consulting with advisers to determine the most efficient and effective route to achieve a new listing for AAA as soon as practicable.

Also in June 2021, AAA announced a proposed placing of £12 million and a proposed conditional placing of £108 million. The proposed conditional placing was conditional upon commercial matters including the passing of all resolutions at an extraordinary general meeting of the Company .

AAA also announced that it was proposing to enter into new conditional agreements with MESH Holdings plc ('MESH') and AAQUA regarding the purchase of Sentiance N.V. ('Sentiance'), under which the benefit and burden of an existing purchase agreement would be transferred to AAA. Under this and associated agreements, AAA would issue 500 million new AAA ordinary shares to MESH, or as MESH directed. Upon completion of these new agreements, AAA would own at least 75% of the equity of Sentiance, with the balance owned by AAQUA.

During the period 17,843,750 warrants were exercised, raising net proceeds of £2,602,500 for the Company.

Financial Results

During the six months ended 30 June 2021 the Company incurred a net operating loss of **£352,357** (2020: net loss of £220,463). The loss was attributable to administrative expenses incurred by the Company.

As at 30 June 2021, AAA had net assets of £16,277,104 (2020: £2,606,077), including assets held for resale and loans of £13,292,550 (2020: £1,569,710), and cash of £3,040,463 (2020: £nil).

Board changes

We were delighted to welcome Colin McQuade to the board as a Non-Executive Director in February 2021. Colin has brought a wealth of technology expertise to AAA, having previously been Chief Technology Officer for BGL Group, the owner of comparethemarket.com, also having held senior roles at Barclays, Sky, AOL, Orange and Yahoo!.

Post period end events

In July 2021, the £12 million placing referred to above was increased to £15 million and resulted in the issue of 18.75 million new shares at 80p per share, satisfied by the transfer to AAA of 17,650 AAQUA shares.

In September 2021, AAA completed a €5,000,000 cash equity investment in Sentiance. Additionally, AAA and MESH agreed terms for the acquisition of MESH by AAA, by way of a Scheme of Arrangement, the consideration being a share-for-share swap of one new AAA share for every existing MESH share. The acquisition was approved by the Court and by MESH shareholders and completed on 29 November 2021. The acquisition of MESH gave AAA an aggregate direct and indirect 25.3% shareholding in Sentiance.

ALL ACTIVE ASSET CAPITAL LIMITED
UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2021
CHAIRMAN'S STATEMENT (continued)

In December 2021, the proposed conditional placing referred to above was completed and significantly expanded through the issue of 356,250,000 new AAA shares at 80p per share, which was satisfied by the transfer to AAA of 95,000 AAQUA shares. In addition, various other tranches of new and existing AAAQUA shares were acquired through the issue of AAA shares, giving AAA a total of 185,917 AAQUA shares, or 32.5% of AAQUA's existing issued share capital. AAA also secured a new €240 million primary investment option allowing it to subscribe for up to an additional 60,000 AAQUA shares at €4,000 per share, which can be exercised in whole or in part over the next two years.

Significant progress continues to be made on various liquidity options for AAA and its shareholders. Updates will be given as soon as further progress is made.

James Normand

Non-executive Chairman

31 January 2022

ALL ACTIVE ASSET CAPITAL LIMITED
CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS
AND OTHER COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED 30 JUNE 2021

		Six months ended 30 June	
		2021 (Unaudited)	2020 (Unaudited)
	Notes	£	£
Administrative expenses		<u>(438,015)</u>	<u>(220,575)</u>
Operating loss before taxation		<u>(438,015)</u>	<u>(220,575)</u>
Interest income		<u>85,658</u>	<u>112</u>
Loss before interest and taxation		<u>(352,357)</u>	<u>(220,463)</u>
Taxation		<u>-</u>	<u>-</u>
Loss for the period attributable to the owners of the Company		<u>(352,357)</u>	<u>(220,463)</u>
Other comprehensive income:			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange profit on translation of foreign assets		<u>-</u>	<u>33,209</u>
Total comprehensive expense for the period		<u><u>(352,357)</u></u>	<u><u>(187,254)</u></u>
Loss per share			
Basic loss per ordinary share	3	<u><u>(0.03p)</u></u>	<u><u>(0.04p)</u></u>

Notes 1 to 6 below form an integral part of these financial statements.

ALL ACTIVE ASSET CAPITAL LIMITED
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2021

		30 June 2021	30 June 2020
		(Unaudited)	(Unaudited)
	Notes	£	£
ASSETS			
<i>Non-current assets</i>			
Loans	4	3,285,134	-
<i>Current assets</i>			
Assets held for resale (stated at fair value)	5	10,007,416	1,569,710
Prepayments		30,506	35,716
Deposits and other receivables		102,189	1,219,044
Cash and bank balances		3,040,463	-
Total current assets		13,180,574	1,254,760
Total assets		16,465,708	2,824,470
CAPITAL AND RESERVES			
Share capital	6	19,316,331	8,699,644
Reserves		(3,039,227)	(6,093,567)
Total equity		16,277,104	2,606,077
LIABILITIES			
<i>Current liabilities</i>			
Other payables and accruals		188,604	218,393
Total equity and liabilities		16,465,708	2,824,470

Approved and authorised for issue by the board of directors on 31 January 2022.

Notes 1 to 6 below form an integral part of these financial statements.

ALL ACTIVE ASSET CAPITAL LIMITED
CONDENSED CONSOLIDATED STATEMENT OF CHANGE IN EQUITY
FOR THE SIX MONTHS ENDED 30 JUNE 2021

	Share capital	Exchange reserve	Warrant valuation reserve	Accumulated losses	Total
	£	£		£	£
At 1 January 2021	16,713,831	-	5,219,750	(7,906,620)	14,026,961
Total comprehensive expense for the period	-	-	-	(352,357)	(352,357)
Issue of shares in the period	2,602,500	-	-	-	2,602,500
At 30 June 2021	19,316,331	-	5,219,750	(8,258,977)	16,277,104
At 1 January 2020	6,392,944	346,646	-	(6,252,959)	486,631
Total comprehensive expense for the period	-	33,209	-	(220,463)	(187,254)
Issue of shares in the period	2,306,700	-	-	-	2,306,700
At 30 June 2020	8,699,644	379,855	-	(6,473,422)	2,606,077

The warrant valuation reserve will be re-evaluated for the full year financial statements. It is not the Company's practice to undertake this exercise for the interim financial statements.

Notes 1 to 6 below form an integral part of these financial statements.

ALL ACTIVE ASSET CAPITAL LIMITED
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED 30 JUNE 2021

		Six months ended 30 June	
		2021	2020
		(Unaudited)	(Unaudited)
Notes		£	£
Operating activities			
	Loss before interest and taxation	(438,015)	(220,575)
	(Increase) in prepayments	(7,531)	(14,912)
	(Increase) in deposits and other receivables	(69,628)	(1,101,841)
	Increase in accruals and other payables	36,661	86,516
	Cash used in operations	(478,513)	(1,250,812)
	Interest received	85,657	112
	Net cash used in operating activities	(392,856)	(1,250,700)
Financing activities			
	Net proceeds of shares issued for cash	2,602,500	1,250,700
Investment activities			
	Purchase of equity investments	(8,628,880)	-
	Sale of equity investments	100,000	-
		(8,528,880)	-
	Net (decrease) in cash	(6,319,236)	0
	Cash at beginning of the period	5 9,359,699	0
	Cash at end of the period	5 3,040,463	0

Notes 1 to 6 below form an integral part of these financial statements.

ALL ACTIVE ASSET CAPITAL LIMITED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED 30 JUNE 2021

1. GENERAL INFORMATION

All Active Asset Capital Limited (the 'Company') is a technology investing company incorporated in the British Virgin Islands on 14 September 2012 with its registered office located at Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, British Virgin Islands. The ordinary shares of the Company were admitted to trading on the AIM market of the London Stock Exchange on 2 May 2013. The shares ceased to be traded on AIM on 30 July 2021.

The principal activity of the Company is to make investments in accordance with its investing policy.

The interim financial information relating to the six months ended 30 June 2021 is unaudited and does not constitute statutory accounts.

2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS ('IFRSs')

Statement of compliance

These condensed consolidated financial statements have been prepared in accordance with International Accounting Standard ('IAS') 34, Interim financial reporting, issued by the International Accounting Standards Board ("IASB"), and the applicable disclosure provisions of the AIM Rules for Companies issued by the London Stock Exchange. The interim financial information is presented in Great British Pounds ('£').

In the current interim period, the Group has applied, for the first time, the following new amendments to IFRSs, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's condensed consolidated financial statements:

<i>Amendments to IFRS 3</i>	<i>Definition of a business</i>
<i>Amendments to IFRS 16</i>	<i>Covid-19 related rent concessions</i>

The adoption of the amendments to IFRSs in the current period has had no material effect on the Group's financial performance and positions for the current and prior years and/or the disclosures set out in these interim condensed consolidated financial statements.

The preparation of condensed consolidated financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial information contains condensed consolidated financial statements and explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the annual financial statements for the year ended 31 December 2020. The interim condensed consolidated financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with International Financial Reporting Standards.

ALL ACTIVE ASSET CAPITAL LIMITED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED 30 JUNE 2021 (CONTINUED)

3. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share is based on the loss for the period attributable to shareholders of £352,357 (2020: loss of £220,591) divided by the weighted average number of 1,022,971,728 (2020: 520,630,987) ordinary shares in issue during the period.

Diluted loss per share

Because the exercise or conversion of any potential shares increases the number of shares in the denominator, the calculation of a diluted loss per share results in a lower loss per share. The potential shares are anti-dilutive and therefore the diluted loss per share is in effect the same as the undiluted loss per share. Accordingly, a hypothetical diluted loss per share has not been calculated and is not shown.

4. LOANS

In 2020 the Company advanced an aggregate €3,650,000 (£3,292,604) convertible loan to Mesh Holdings plc ('MESH'). The loan is repayable on 22 November 2022, if not converted before then into MESH ordinary shares at 40 pence per share (at the discretion of All Active Asset Capital Limited). The loan bears interest at 5% per annum, payable on repayment, and is secured by a first charge over MESH's shares in Sentiance NV. At the year-end exchange rate, the sterling equivalent of net present value of the loans and interest thereon, discounted at 5% p.a., was £3,285,133, being the directors' estimate of the fair value of the loan. It is not the Company's practice to undertake a full revaluation exercise at the half year. The directors have no reason to believe that the value of the loan at 30 June 2021 was materially different from that at 31 December 2020.

5. ASSETS HELD FOR RESALE

	30 June 2021 (Unaudited)	30 June 2020 (Unaudited)
	£	£
Investments relating to listed equity securities (Level 1)		
Asimilar Group plc ordinary shares	366,000	1,056,000
Investments in instruments associated with listed equity securities (Level 2)		
Asimilar Group plc warrants and options	103,445	-
Unlisted equity securities (Level 3)		
Myanmar Allure Group Company Limited	-	513,710
Aaqua B.V.	5,227,626	-
Sentiance N.V.	4,310,345	-
	10,007,416	1,569,710

The unlisted equity securities held at 31 December 2020 were measured at fair value as at that date and are classified via Level 3 fair value measurement. Fair value was estimated using the Discounted Cash Flow method and is more fully explained in note 13(a) to the 2020 audited financial statements.

ALL ACTIVE ASSET CAPITAL LIMITED
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED 30 JUNE 2021 (CONTINUED)

5. ASSETS HELD FOR RESALE (continued)

Acquisitions of unlisted equity securities made during the period are shown at cost. It is not the Company's practice to undertake a full revaluation exercise at the half year. The directors have no reason to believe that the value at 30 June 2021 of the investments held at 31 December 2020 or acquired in the six month period ended 30 June 2021 were materially different from their value at 31 December 2020 or subsequent acquisition cost respectively.

6. SHARE CAPITAL

	30 June 2021 (Unaudited)	30 June 2020 (Unaudited)
	£	£
Issued		
1,029,398,988 (30 June 2020: 774,076,072) ordinary shares of no par value	<u>19,316,331</u>	<u>8,699,644</u>

Warrants to subscribe for 17,843,750 shares in the Company were exercised during the period, resulting in net proceeds for the Company of £2,602,500.