### Tymlez Group Limited Appendix 4E Preliminary final report

### 1. Company details

Name of entity: Tymlez Group Limited ABN: 37 622 817 421

Reporting period: For the year ended 31 December 2018

Previous period: For the period from 13 November - 31 December 2017

### 2. Results for announcement to the market

					A\$
Revenue from ordinary activities	up	32.53	%	to	398,500
Loss from ordinary activities after tax attributable to the owners of Tymlez Group Limited	up	4,900.41	%	to	(2,323,092)
Loss for the year attributable to the owners of Tymlez Group Limited	up	4,900.41	%	to	(2,323,092)

#### Dividends

There were no dividends paid, recommended or declared during the current financial period.

#### Comments

The loss for the consolidated entity after providing for income tax amounted to \$2,323,092 (2017: loss of \$46,458).

### 3. Net tangible assets

	Reporting	Previous
	period	period
	Cents	Cents
Net tangible assets per ordinary security	2.85	1.62
•		

### 4. Control gained over entities

Not applicable

#### 5. Loss of control over entities

Not applicable

#### 6. Dividends

### Current period

There were no dividends paid, recommended or declared during the current financial period.

### Current period

There were no dividends paid, recommended or declared during the previous financial period.

### 7. Dividend reinvestment plans

Not applicable

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# 8. Details of associates and joint venture entities

Not applicable

### 9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable

### 10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements are currently being audited

### 11. Attachments

Details of attachments (if any):

The Preliminary Report of Tymlez Group Limited for the year ended 31 December 2018 is attached.

### 12. Signed

Just n Stedwell Company Secretary On behalf of the Board of Directors Tymlez Group Limited 28 February 2019

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**Preliminary Report - 31 December 2018** 

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# **Consolidated Statement of Profit or Loss and Other Comprehensive Income**

# For the Year Ended 31 December 2018

		2018	13 November - 31 December 2017
	Note	\$	\$
Revenue	2	398,500	300,680
Employee benefits expense		(1,024,264)	(37,822)
Depreciation and amortisation expense	3	(231,598)	(478)
Management fees		(511,098)	(57,392)
Occupancy expenses		(76,397)	(5,073)
Office expenses		(108,856)	(13,548)
Operating expenses		(39,171)	-
Professional fees		(286,532)	, ,
Selling and distribution expenses		(368,020)	, ,
Unrealised foreign exchange losses		-	(43,651)
Other expenses		(62,676)	, ,
Finance costs	3 _	(11,745)	(104)
Loss before income tax		(2,321,857)	(46,458)
Income tax expense	4_	(1,235)	
Loss for the year/period	=	(2,323,092)	(46,458)
Other comprehensive income, net of income tax Items that will not be reclassified subsequently to profit or loss		-	-
Items that will be reclassified to profit or loss when specific conditions are met			
Exchange differences on translating foreign controlled entities	15 _	155,167	(249)
Other comprehensive income/(loss) for the year/period, net of tax	_	155,167	(249)
Total comprehensive income/(loss) for the year/period	=	(2,167,925)	(46,707)
Profit attributable to:			
Members of the parent entity	_	(2,323,092)	(46,458)
		(2,323,092)	(46,458)
Total comprehensive income attributable to:	=		
Members of the parent entity	_	(2,167,925)	(46,707)
		(2,167,925)	(46,707)
Earnings per share:	5		-
Basic, loss for the year/period attributable to ordinary equity holders of the			
parent (cents)		(2.08)	(0.04)
Diluted, loss for the year/period attributable to ordinary equity holders of the			
parent (cents)		(2.08)	(0.04)
Earnings per share for continuing operations:	5		
Basic, loss from continuing operations attributable to ordinary equity holders of			,
the parent (cents)		(2.08)	(0.04)
Diluted, loss from continuing operations attributable to ordinary equity holders of the parent (cents)		(2.08)	(0.04)
or the parent (conta)		(2.00)	(0.04)

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# **Consolidated Statement of Financial Position**

# As At 31 December 2018

	Note	2018 \$	2017 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	6	4,481,774	2,025,893
Trade and other receivables	7	239,640	293,041
Other assets	8 _	177,610	85,542
TOTAL CURRENT ASSETS		4,899,024	2,404,476
NON-CURRENT ASSETS	_		
Property, plant and equipment	9	87,894	17,311
Intangible assets	10	2,496,819	1,016,479
TOTAL NON-CURRENT ASSETS		2,584,713	1,033,790
TOTAL ASSETS	_	7,483,737	3,438,266
LIABILITIES CURRENT LIABILITIES			
Trade and other payables	11	1,263,868	464,354
Borrowings	12	-	407,976
Other liabilities	13	-	82,400
TOTAL CURRENT LIABILITIES	_	1,263,868	954,730
TOTAL LIABILITIES	_	1,263,868	954,730
NET ASSETS	=	6,219,869	2,483,536
EQUITY			
Issued capital	14	14,488,706	8,860,248
Reserves	15	(5,899,287)	(6,330,254)
Accumulated losses	16	(2,369,550)	(46,458)
TOTAL EQUITY	=	6,219,869	2,483,536

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# **Consolidated Statement of Changes in Equity**

# For the Year Ended 31 December 2018

		Issued Capital	Accumulated Losses	Foreign Currency Translation Reserve	Option Reserve	Deferred Consideration Shares Reserve	Common Control Reserve	Total
	Note _	\$	\$	\$	\$	\$	\$	\$
Balance at 1 January 2018		8,860,248	(46,458)	(249)	-	425,886	(6,755,891)	2,483,536
Net profit/(loss) for the year	16	-	(2,323,092)	-	-	-	-	(2,323,092)
Total other comprehensive income for the	15							
year		-	-	155,167	-	-	-	155,167
Transactions with owners in their capacity as owners								
Contribution of equity, net of transaction costs	14	5,628,458	_	_	-	_	_	5,628,458
Issue of options	15	-	_	-	275,800	_	_	275,800
Adjustment to deferred consideration	15 _	-	-	-	-	176,133	(176,133)	<u> </u>
Balance at 31 December 2018	=	14,488,706	(2,369,550)	154,918	275,800	602,019	(6,932,024)	6,219,869
Balance at 13 November 2017		-	-	-	-	-	-	-
Net profit/(loss) for the period	16	-	(46,458)	-	-	-	-	(46,458)
Total other comprehensive income for the period	15			(249)		_		(249)
Transactions with owners in their capacity as owners		-	-	(249)	-	-	-	(249)
Contribution of equity, net of transaction costs	14	8,860,248	-	-	-	-	-	8,860,248
Common control transaction	15 _	_		<u>-</u>	-	425,886	(6,755,891)	(6,330,005)
Balance at 31 December 2017	=	8,860,248	(46,458)	(249)	-	425,886	(6,755,891)	2,483,536

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# **Consolidated Statement of Cash Flows**

# For the Year Ended 31 December 2018

		2018	13 November - 31 December 2017
	Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:			
Receipts from customers		492,400	78,534
Payments to suppliers and employees		(1,967,892)	(276,346)
VAT paid		(123,208)	-
Finance costs		(5,577)	(104)
Income taxes paid	_	(1,235)	
Net cash provided by/(used in) operating activities	17(a)	(1,605,512)	(197,916)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Payment for intangible asset		(1,637,303)	(119,916)
Purchase of property, plant and equipment		(92,061)	(8,840)
Cash acquired via common control transaction		-	66,253
Net cash provided by/(used in) investing activities		(1,729,364)	(62,503)
	_	(1,1 = 0,0 0 1)	(02,000)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issue of shares		5,397,647	2,923,600
Proceeds from borrowings		700,000	-
Repayment of borrowings		-	(445,687)
Payment of share issue costs		(413,337)	(191,352)
Net cash provided by/(used in) financing activities		5,684,310	2,286,561
			_
Effects of exchange rate changes on cash and cash equivalents	_	106,447	(249)
Net increase/(decrease) in cash and cash equivalents held		2,455,881	2,025,893
Cash and cash equivalents at beginning of year/period	_	2,025,893	
Cash and cash equivalents at end of financial year/period	6(a) =	4,481,774	2,025,893

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### **Notes to the Financial Statements**

### For the Year Ended 31 December 2018

#### 1 Adoption of new and revised accounting standards

The Group has adopted all standards which became effective for the first time at 1 January 2018, the adoption of these standards has not caused any material adjustments to the reported financial position, performance or cash flow of the Group.

The Group applies, for the first time, AASB 15 Revenue from Contracts with Customers and AASB 9 Financial Instruments that require restatement of previous financial statements. As required by AASB 101, the nature and effect of these changes are disclosed below.

Several other amendments and interpretations apply for the first time in 2018, but did not have an impact on the consolidated financial statements of the Group.

#### AASB 15 Revenue from Contracts with Customers

AASB 15 supercedes AASB 111 *Construction Contracts*, AASB 118 *Revenue* and related Interpretations and it applies to all revenue arising from contracts with customers, unless those contracts are in the scope of other standards. The new standard establishes a five-step model to account for revenue arising from contracts with customers. Under AASB 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

The Group adopted AASB 15 using the full retrospective method of adoption.

There is no material impact on the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows

#### **AASB 9 Financial Instruments**

AASB 9 Financial Instruments replaces AASB 139 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

With the exception of hedge accounting, which is not applicable to the Group, the Group has applied AASB 9 retrospectively, with the initial application date of 1 January 2018 and adjusting the comparative information for the period beginning 13 November 2017.

There is no material impact on the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows

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# **Notes to the Financial Statements**

# For the Year Ended 31 December 2018

# 2 Revenue and Other Income

# Revenue from continuing operations

		2018	13 November - 31 December 2017
		\$	\$
	Sales revenue		
	- Platform as a service	92,557	-
	- Perpetual revenues	81,359	58,024
	- Setup and support revenues	29,093	79,592
	- Consultancy and professional services	195,491	163,064
	Total revenue	398,500	300,680
3	Result for the Year/Period		
	The result for the year/period includes the following specific expenses:		
	Depreciation and amortisation expense:		
	- Depreciation - Plant and equipment	21,920	478
	- Amortisation - Development costs	209,678	
	Total depreciation and amortisation expense	231,598	478
	Finance costs:		
	- Banks and other third parties	11,745	104
	Total finance costs	11,745	104

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# **Notes to the Financial Statements**

# For the Year Ended 31 December 2018

# 4 Income Tax Expense

		2018	13 November - 31 December 2017
		\$	\$
	Profit/(loss) before income tax	(2,321,857)	(46,458)
	Tax at Australian tax rate of 30%	72,380	(13,101)
	Tax at Overseas tax rates	(518,107)	(558)
		(445,727)	(13,659)
	Add tax effect of:		
	- other non-allowable items	(33,192)	-
	- other non-deductible expenses	-	5,059
	- tax losses not brought to account	480,154	8,600
	Income tax expense	1,235	
5	Earnings per Share		
	(a) Reconciliation of earnings to profit or loss from continuing operations		
	Loss from continuing operations	(2,323,092)	(46,458)
	Earnings used to calculate basic EPS from continuing operations	(2,323,092)	(46,458)
	Earnings used in the calculation of dilutive EPS from continuing operations	(2,323,092)	(46,458)
	(b) Earnings used to calculate overall earnings per share	(2 222 002)	(46.459)
	Earnings used to calculate overall earnings per share	(2,323,092)	(46,458)
	(c) Weighted average number of ordinary shares outstanding during the year used in c	alculating basic	EPS
		2018	2017
		No.	No.
	Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	111,869,895	108,450,041
	Weighted average number of dilutive options outstanding		
	Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	111,869,895	108,450,041

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# **Notes to the Financial Statements**

# For the Year Ended 31 December 2018

			2018	2017
		Note	\$	\$
Cash	n at bank	_	4,481,774	2,025,893
Total	l cash and cash equivalents	6(a) =	4,481,774	2,025,893
(a)	Reconciliation of cash			
	Cash and cash equivalents reported in the consolidated statement of cequivalent items in the consolidated statement of financial position as		are reconciled to	the
	Cash and cash equivalents	6	4,481,774	2,025,893
	Balance as per consolidated statement of cash flows	=	4,481,774	2,025,893
Trade	le and Other Receivables			

### 7

CURRENT Trade receivables	25,402	158,936
	25,402	158,936
Deposits	26,018	2,965
Taxes and social security	161,031	38,132
Funds held in trust	992	93,008
Other receivables	26,197	
Total current trade and other receivables	239,640	293,041

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

#### (a) Aged analysis

The ageing analysis of trade receivables is as follows:		
0-30 days	19,422	157,083
31-60 days	-	1,853
91+ days (past due not impaired)	5,980	-
Total current trade receivables	25,402	158,936
	-	
Debtor days ratio (days)	84	26

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# **Notes to the Financial Statements**

# For the Year Ended 31 December 2018

R	Other	<b>Assets</b>

0	Other Assets	2018	2017
		\$	\$
	CURRENT		
	Subsidy	-	67,354
	Other	177,610	18,188
	Total current other assets	177,610	85,542
9	Property, plant and equipment		
		2018	2017
		\$	\$
	Plant and equipment		
	At cost	114,806	21,519
	Accumulated depreciation	(26,912)	(4,208)
	Total plant and equipment	87,894	17,311
	Total property, plant and equipment	87,894	17,311

# (a) Movements in carrying amounts of property, plant and equipment

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

Plant and Equipment \$	Total \$
17,311	17,311
92,061	92,061
(21,920)	(21,920)
442	442
87,894	87,894
8 820	8,829
,	8,949
,	(478)
11	11
17,311	17,311
	Equipment \$ 17,311 92,061 (21,920) 442 87,894  8,829 8,949 (478) 11

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# **Notes to the Financial Statements**

# For the Year Ended 31 December 2018

10	Intangible	e Assets		
			2018	2017
			\$	\$
	Developm	nent costs		
	Cost		2,711,698	1,016,479
	Accumula	ted amortisation and impairment	(214,879)	
	Total Inta	ngibles	2,496,819	1,016,479
	(a) Mo	vements in carrying amounts of intangible assets		
			Development	Tatal
			costs	Total
			\$	\$
		ear ended 31 December 2018		
		lance at the beginning of the year	1,016,479	1,016,479
		lditions	1,637,303	1,637,303
		nortisation expense	(209,678)	(209,678)
	FO	reign exchange movements	52,715	52,715
	CI	osing value at 31 December 2018	2,496,819	2,496,819
	V-	or anded 24 December 2047		
		ear ended 31 December 2017 Ilance at the beginning of the period	_	_
		Iditions	118,818	118,818
		Iditions through common control transaction	896,563	896,563
		reign exchange movements	1,098	1,098
		osing value at 31 December 2017	1,016,479	1,016,479
11	Trade and	d Other Payables		
			2018	2017
			\$	\$
	CURREN	Т		
	Unsecure	d:		
	Trade pay		459,282	198,348
	Taxes and	d social security	-	309
		ayables and accrued expenses	804,586	245,689
	Share sub	oscription account	-	20,008
	Total cur	rent trade and other payables	1,263,868	464,354

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

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# **Notes to the Financial Statements**

# For the Year Ended 31 December 2018

12	Borre	owings		
			2018	2017
			\$	\$
	CURI	RENT		
		cured liabilities:		
	Relat	ed party payables *	<u>-</u>	407,976
	Total	current borrowings	-	407,976
	* This	amount was subsequently settled via a debt to equity swap on 25 January 2018.		
13	Othe	r Liabilities		
	CURI	RENT		
	Nett i	ncome	-	3,712
		ints received in advance	-	60,311
	Defer	red income - Injo Holding B.V.	-	18,377
	Total	current other liabilities	-	82,400
14	Issue	ed Capital		
		79,971 (2017: 90,515,100) fully paid ordinary shares	16,716,052	9,051,600
	Share	e issue costs	(2,227,346)	(191,352)
	Total	issued capital	14,488,706	8,860,248
	(a)	Ordinary shares		
	` ,	•	2018	2017
			No.	No.
		At the beginning of the reporting year/period	90,515,100	-
		Shares issued during the year/period:		100
		<ul><li>Issued to Tyhold 2 B.V. on incorporation of Company</li><li>Issued as consideration for acquisition of Tymlez Holding B.V.</li></ul>	-	61,280,000
		- First round seed capital raising	<u>-</u>	14,910,000
		- Second round seed capital raising	_	11,070,000
		- Conversion of convertible note	_	2,525,000
		- Third round seed capital raising	_	730,000
		- Issued to Tyhold 2 B.V. on conversion of loan	4,124,133	-
		- Fourth round seed capital raising	790,000	_
		- Conversion of convertible notes	4,707,791	_
		- Conversion of debt payable to Lead Manager	2,104,876	_
		- Shares issued on IPO	24,175,632	_
		- Shares issued to Lead Manager	4,262,439	<u>-</u>
		At the end of the reporting period	130,679,971	90,515,100

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Company. On a show of hands at meetings of the Company, each holder of ordinary shares has one vote in

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### **Notes to the Financial Statements**

### For the Year Ended 31 December 2018

#### 14 Issued Capital (continued)

### (a) Ordinary shares (continued)

person or by proxy, and upon a poll each share is entitled to one vote.

The Company does not have authorised capital or par value in respect of its shares.

#### (b) Capital Management

The key objectives of the Company when managing capital is to safeguard its ability to continue as a going concern and maintain optimal benefits to stakeholders. The Company defines capital as its equity and net debt.

There has been no change to capital risk management policies during the year.

The Company manages its capital structure and makes funding decisions based on the prevailing economic environment and has a number of tools available to manage capital risk. These include maintaining a diversified debt portfolio, the ability to adjust the size and timing of dividends paid to shareholders and the issue of new shares

The Board monitors a range of financial metrics including return on capital employed and gearing ratios. A key objective of the Company's capital risk management is to maintain compliance with the covenants attached to the Company's debts. Throughout the year, the Company has complied with these covenants.

#### 15 Reserves

	2018	2017
	\$	\$
Foreign currency translation reserve Opening balance	(249)	-
Exchange differences on translating foreign controlled entities	155,167	(249)
Closing balance	154,918	(249)
Option reserve Opening balance Issue of options to Lead Manager	- 275,800	- -
Closing balance	275,800	
Deferred consideration shares reserve Opening balance Adjustment to deferred consideration Acquisition of Tymlez Holding B.V.	425,886 176,133 -	- - 425,886
Closing balance	602,019	425,886
Common control reserve Opening balance Acquisition of Tymlez Holding B.V. Adjustment to deferred consideration	(6,755,891) - (176,133)	- (6,755,891) -
Closing balance	(6,932,024)	(6,755,891)
Total reserves	(5,899,287)	(6,330,254)

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# **Notes to the Financial Statements**

#### For the Year Ended 31 December 2018

### 15 Reserves (continued)

### (a) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income - foreign currency translation reserve. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

#### (b) Option reserve

This reserve records the cumulative value of employee service received for the issue of share options. When the option is exercised the amount in the share option reserve is transferred to share capital.

# (c) Deferred consideration shares reserve

The deferred consideration shares reserve records the equity contingent consideration that forms part of the purchase consideration of a business combination or common control transaction. This amount is not remeasured and the settlement is accounted for within equity.

#### (d) Common control reserve

The common control reserve records any difference between the cost of the transaction and the carrying value of the net assets acquired in a transaction between entities under common control.

#### 16 Accumulated Losses

	2018	2017
	\$	\$
Accumulated losses at the beginning of the financial year/period	(46,458)	-
Net profit/(loss) for the year/period	(2,323,092)	(46,458)
Accumulated losses at end of the financial year/period	(2,369,550)	(46,458)

#### 17 Cash Flow Information

ouo.			
(a)	Reconciliation of result for the period to cashflows from operating	g activities	
	Net profit/(loss) for the year/period	(2,323,092)	(46,458)
	Non-cash flows in profit:		
	- depreciation and amortisation expense	231,598	478
	- expenses paid via issue of shares	216,655	-
	Changes in assets and liabilities:		
	- (increase)/decrease in trade and other receivables	53,401	(222,146)
	- (increase)/decrease in other assets	(92,068)	(85,542)
	- increase/(decrease) in other liabilities	(82,400)	82,400
	- increase/(decrease) in trade and other payables	390,394	73,352
	Net cash provided by/(used in) operating activities	(1,605,512)	(197,916)