Auctus Growth plc
(‘Auctus’ or the ‘Company)

Final Results

CHAIRMAN’S STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2019

Dear Shareholder,

I present the Chairman’s statement for the year ended 31 December 2019, where the Company reported a net loss of £56,518 (2.12p per share) compared to a net loss of £47,708 (1.79p per share) for the year ended 31 December 2018. As at 31 December 2019, the Company had cash balances of £859,296 (£920,262 at 31 December 2018). The loss for the year was predominately incurred as a result of normal operating costs associated with maintaining the Company’s Standard Listing.

The Board continued to prudently manage the Company’s cash reserves during the period, as such the annualised operating expenses were approximately £57,000. The increase from the previous year was due to additonal regulatory and insurance costs.

On 10 January 2020 Charles Cannon Brookes resigned from the Board and was replaced by Ross Ainger. Ross has co-managed Initial Public Offering (IPO) and Reverse Takeover (RTO) transactions on the London markets including the Company’s IPO and will play a key role in managing any acquisition made by the Company. On behalf of the Board and the Company, I would like to thank Charles for his hard work and commitment to the Board and the Company during his five-year tenure. Charles has worked extensively on the analysis and corresponding negotiations of a significant number of potential transactions. The Board would like to wish him continued success in the future as he focuses on his professional commitments outside of the Company.

I remain cognisant of our lack of performance in regards to securing a suitable reverse takeover candidate. The Board have performed due dilligience on circa thirty potential transactions since the Company’s IPO and continue to be disappointed by the quality of opportunities introduced or the lack of finance attached to deals. Myself and the Board continue to be very appreciative of your patience. The current macro environment is extremely turbulant amid the COVID-19 pandemic and sourcing equity capital for any potential transaction will be challenging. Given these difficult times the Board are considering strategies for the future of the Company. Whilst costs continue to be prudently managed I am very conscious of the Company’s cash burn versus market capitalisation. The Board will make a formal announcement on any proposal for the Company’s future at the appropriate time.

Malcolm Burne
Chairman

24 April 2020

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors are pleased to present their strategic report for year ended 31 December 2019.

REVIEW OF BUSINESS
The Company was formed to invest in strategic and/or special situations of unquoted companies or businesses that are seeking a public quotation.

During the year under review, the Board continued to evaluate a number of potential acquisition opportunities. As yet the Board has not found a target company that will provide the targeted returns for the Company's shareholders.

This review does not contain information regarding the impact of the business on the environment, the Company's employees or the social and community issues surrounding the Company as this is covered in the Directors' Report. The Company has three directors who are appointed to the board, all of whom are male. Due to the nature of the Company there are no other employees.

At the year end the Company has cash of approximately £0.859 million, no debt and continues to keep administrative costs to a minimum so that maximum funds can be dedicated to the review of and potentially investment in, suitable projects as discussed in the Chairman's statement.

PRINCIPAL RISKS AND UNCERTAINTIES
The preservation of its cash balances remains a principal risk for the Company along with the uncertainty of identifying and acquiring a suitable target company. The Company is committed to maintaining its operations at minimal costs. There is also uncertainty amid the COVID-19 pandemic and sourcing equity capital for any future transactions will be challenging. Further information about the Company's principal risks is detailed in note 11 to the financial statements.

KEY PERFORMANCE INDICATORS
The key performance indicators for the Company are both the identification of a suitable investment opportunity within its stated investment mandate and to adopt a sensible cash utilisation and management strategy until the successful closing of such a transaction.

S172 STATEMENT

The directors of the Company, as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the Companies Act 2006 which is summarised as follows:

'A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of the shareholders as a whole and, in doing so have regard (amongst other matters) to:

- the likely consequences of any decisions in the long-term;
- the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members of the company.'

The following paragraphs summarise the key ways in which the directors fulfil their duties:

Shareholders
The continued support of shareholders is vital to the long-term success of the Company and to any acquisition made. The Board aims to ensure that shareholders have a good understanding of the Company's acquisition strategy and how the operating costs of the Company are managed. The Board's goal is to deliver an acquisition that will ultimately reward all shareholders. The Board has an open dialogue with shareholders via one to one meetings and the Annual General Meeting.

Business relationships

The Company relies on a small group of suppliers to provide a specialist set of accounting, registry and legal services which in turn allows us to fulfil our commitments to our shareholders, the London Stock Exchange and the UK Listing Authority (the FCA). Effective management of this small group of service providers is vital to ensuring the continuity of the Company and controlling costs. Post any acquisition made by the Company the complexity of these business relationships will increase along with the scope of services required. Effective management post acquisition to ensure continued quality service levels will be a priority for the Board.

This report was approved by the Board on 24 April 2020 and signed on its behalf by:

Malcolm Burne
Director

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors are pleased to present their annual report and audited financial statements of Auctus Growth plc for the year ended 31 December 2019.

Principal activity
The principal activity of the Company is to invest in strategic and/or special situations of unquoted companies or businesses that are seeking a public quotation.

Key events
Key events during the year under review and since the year-end are referred to in the Chairman's statement.

Results and dividends
The Company received no income during the year (2018: £nil) and the loss after taxation was £56,518 (2018: £47,708). The Directors are unable to recommend the payment of a dividend.

Future developments
The future developments of the Company, including the impact of the COVID-19 pandemic are set out in the Chairman's statement.

Substantial shareholdings
As at 23 April 2020, the Directors had been notified of the following holdings representing three per cent or more of the issued share capital of the Company:

	Ordinary Shares	%
Malcolm Burne	283,333	10.62
Richard Lockwood	273,333	10.24
Arlington Group Asset Management Limited	227,333	8.41
Michinoko Limited	200,000	7.49
Premier Miton Group plc	180,000	6.74

These shareholdings were the same as those held at 31 December 2019.

Directors
The Directors of the Company during the year and upto the date of this report were:

Malcolm A Burne (Chairman)
Charles Cannon Brookes (resigned 10 January 2020)
Nathan A Steinberg
Ross G J Ainger (appointed 10 January 2020)

Directors' interests
The table below sets out the interests of the Directors in the Company's shares.

	At 31 December 2019		**At 31 December 2018**	
	Ordinary shares	**%**	**Ordinary shares**	**%**
Malcolm Burne	283,333	10.62	283,333	10.62
Charles Cannon Brookes	-	-	-	-
Nathan Steinberg	49,000	1.84	49,000	1.84

In addition, 227,333 (2018: 192,333) Ordinary shares were held by Arlington Group Asset Management Limited, a company in which Charles Cannon Brookes served as a Director during the year.

The Board currently comprises three Directors, all of whom have extensive experience in investment, corporate finance and project assessment regionally and internationally and are well-placed to implement the Company's business objective and strategy. Any further appointments to the Board would be made after due consideration of the Company's requirements and to the availability of candidates with the requisite skills and, where applicable, depth of sector experience.

Malcolm Alec Burne
Malcolm started his career in stock broking as an equity analyst and then later as investment editor of The Financial Times and Telegraph Group. He has managed and controlled fund management, venture capital and investment banking companies in Australia, Hong Kong and North America. Malcolm has been a Director of over twenty international companies. He was the founder of resources stockbroker, publicly quoted Ambrian plc; the former chairman of Australian Bullion Company; the founder and non-executive chairman of Golden Prospect Precious Metals Limited; and until 30 June 2016, was a Director of Arlington Group Asset Management Limited; he also currently acts as an advisor to Altus Resources Fund, an investment company focused on the natural resources sector and as a Director of J P Jenkins Limited, Second Market Limited and StartechNG plc.

Charles Cannon Brookes (resigned 10 January 2020)
Charlie has over 20 years investment experience. He is an Executive Director of FCA authorised and regulated Arlington Group Asset Management Limited (AGAM) having acquired the business in October 2004. Through AGAM, Charlie has been active in a variety of different investment management mandates and corporate finance transactions. In addition, he has successfully led a number of IPO and RTO transactions on the London markets. Prior to AGAM he worked for Arlington Group plc, an AIM quoted investment company and managed all of its public equity portfolio, as well as Jupiter Asset Management, ABN Amro and Barclays de Zoete Wedd. He has extensive fund management experience and has advised and sat on the board of a number of different funds, trusts and other operating public companies.

Ross George James Ainger (appointed 10 January 2020)
Ross has worked at Arlington Group Asset Management Limited (AGAM), an FCA authorised and regulated firm for the past thirteen years, and was, until recently, an Executive Director of the firm. Ross has gained extensive financial experience spanning a nineteen-year career. He previously worked at Reuters, Deutsche Bank and Merrill Lynch Investment Managers prior to joining AGAM in 2006. In addition to his role at AGAM Ross was a Non-Executive Director of an FCA regulated corporate finance firm, a Guernsey domiciled fund and currently sits on the board of a commercial property investment vehicle which forms part of an asset management group with c. Euro 5 billion under management. Ross has co-managed IPO and RTO transactions on the London markets including the Company's IPO and will play a key role in managing any acquisition made by the Company. Ross holds a BA Hons in Business Studies.

Nathan Anthony Steinberg
Nathan Steinberg, FCA, TEP, is a consultant with the accountancy practice of Kreston Reeves LLP and has considerable public company experience. He previously served as the finance Director of Pan African Resources plc and as the chairman of Ambrian plc. He is an experienced corporate and financial adviser and is a member of Council of the Institute of Chartered Accountants in England and Wales.

Employees
Currently the Company has no permanent employees other than its Directors.

Carbon emissions
The Company is currently non-trading with no operating premises or employees other than its Directors, and therefore has minimal carbon emissions. Accordingly, it is not practicable to obtain emissions data.

Financial risk management
The Company's financial risk management objective is to minimise as far as possible, the Company's exposure to such risk as detailed in note 11 to the financial statements.

Capital Management
The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to provide a means of attracting investors. The Company has no debt and therefore does not have a strategy in terms of maintaining a specific debt to equity ratio. Instead capital is managed with a view to conserving cash and cash equivalents which can be used to further the Company's aims and objectives.

Directors' Indemnity Arrangements
The Company has purchased and maintained throughout the period qualifying indemnity provisions through Directors' and Officers' liability insurance.

Going concern
The Directors have a reasonable expectation that the Company has adequate resources to continue its operational existence for the foreseeable future. For this reason they have adopted the going concern basis in preparing the financial statements.

Corporate governance
As a Company listed on the Standard Segment of the Official List of the UK Listing Authority, the Company is not required to comply with the provisions of the UK Corporate Governance Code. Although the Company does not comply with the UK Corporate Governance Code, the Company intends to have regard for the provisions of the Corporate Governance Code, which is publicly available at www.frc.org.uk, insofar as is appropriate, save as set out below:

- Given the wholly non-executive composition of the Board, certain provisions of the UK Corporate Governance Code (in particular the provisions relating to the division of responsibilities between the Chairman and chief executive and executive compensation) are considered by the Board to be inapplicable to the Company. In addition, the Company does not comply with the requirements of the UK Corporate Governance Code in relation to the requirement to have a senior independent Director.
- Until an acquisition is made the Company will not have nomination, remuneration, audit or risk committees. The Board as a whole will instead review its size, structure and composition, the scale and structure of the Directors' fees (taking into account the interests of Shareholders and the performance of the Company), take responsibility for the appointment of auditors and payment of their audit fee, monitor and review the integrity of the Company's financial statements, the Board's performance and take responsibility for any formal announcements on the Company's financial performance. Following an acquisition the Board intends to put in place nomination, remuneration, audit and risk committees. The Board has adopted the Model Code for Directors' dealings contained in the Listing Rules of the UK Listing Authority. The Board will be responsible for taking all proper and reasonable steps to ensure compliance with the Model Code by the Directors.

The Directors are responsible for internal control in the Company and for reviewing its effectiveness. Due to the size of the Company, all key decisions are made by the Board in full. The Directors have reviewed the effectiveness of the Company's systems during the period under review and consider that there have been no material losses, contingencies or uncertainties due to weaknesses in the controls. The Board do not consider an internal audit function to be necessary due to the Company being a 'cash shell'. Details regarding substantial shareholdings are set out above. As there is only one class of share, there are no special rights or restrictions attached to the shares held by any individual or entity.

The corporate governance practices of the Company are publicly available by making a written enquiry to the Directors of the Company at the Company's registered office.

The Board meets regularly and the following table sets out the Directors' attendance at the Board meetings held during the year:

	Board Meetings Attended (3 held in year)
Malcolm Burne	3
Charles Cannon Brookes	3
Nathan Steinberg	3

Statement of Directors' responsibilities

The Directors are responsible for preparing the annual report and 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, as required by the Rules of the London Stock Exchange, elected to prepare the Company financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. Under Company law the Directors must not approve the financial statements unless they are satisfied that they are sufficient to show a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with IFRS as adopted by the European Union; 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 Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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 and other information included in annual reports may differ from legislation in other jurisdictions.

Auditors and disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report each confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

A resolution to re-appoint F. W. Smith, Riches & Co. as auditors will be proposed at the Annual General Meeting.

Annual General Meeting

Notice of the forthcoming Annual General Meeting of the Company together with resolutions relating to the Company's ordinary business will be given to the members separately.

This report was approved by the Board on 24 April 2020 and signed on its behalf by:

Malcolm Burne
Director

Company Registration Number 09040064

DIRECTORS' REMUNERATION REPORT
FOR THE YEAR ENDED 31 DECEMBER 2019

This Remuneration Report sets out the Company's policy on the remuneration of Directors together with details of Directors' remuneration packages and service contracts for the year ended 31 December 2019.

The first part is the Annual Remuneration Report which details remuneration awarded to Directors during the period. The Annual Remuneration Report will be proposed as an ordinary resolution to shareholders at the forthcoming Annual General Meeting, the date of which will be notified to shareholders in due course.

The second part is the Remuneration Policy Report which details the remuneration policy for Directors. This policy was approved by a binding vote by shareholders at the Annual General Meeting held on 30 June 2015 and applied for a three year period commencing 30 July 2015. However, with effect from 31 August 2015 the inaugural Board will receive no further remuneration until an acquisition has been successfully completed.

Until an acquisition is made, the Company will not have a separate remuneration committee. The Board as a whole will review the scale and structure of the Directors' fees, taking into account the interests of shareholders and the performance of the Company and Directors. Following the completion of an acquisition, the Board intends to put in place a remuneration committee.

The Company maintains contact with its shareholders about remuneration in the same way as other matters and, as required by Section 439 of the Companies Act 2006, this remuneration report will be put to an advisory vote of the Company's shareholders at the forthcoming Annual General Meeting.

Annual Remuneration Report

Directors' emoluments (audited)

	Malcolm Burne £	Charles Cannon Brookes £	Nathan Steinberg £	Total £
Salaries and fees				
Total fees paid (excluding VAT)	-	-	-	-
In advance at 1 January 2019	-	-	-	-
Total salaries and fees	-	-	-	-
All taxable benefits	-	-	-	-
Annual bonuses	-	-	-	-
Long term share incentives plans	-	-	-	-
All pension related benefits	-	-	-	-
Total to 31 December 2019	-	-	-	-

	Malcolm Burne £	Charles Cannon Brookes £	Nathan Steinberg £	Total £
Salaries and fees				
Total fees paid (excluding VAT)	-	-	-	-
In advance at 1 January 2018	-	-	-	-
Total salaries and fees	-	-	-	-
All taxable benefits	-	-	-	-
Annual bonuses	-	-	-	-
Long term share incentives plans	-	-	-	-
All pension related benefits	-	-	-	-
Total to 31 December 2018	-	-	-	-

Each of the Directors' appointments is for a period of 12 months and thereafter subject to termination by either party on three months' written notice.

As the Company is non-operational, all the Directors are non-executive.

Payments to past Directors (audited)
No payments were made to past Directors in the year ended 31 December 2019 or the year ended 31 December 2018.

Payments for loss of office (audited)
No payments for loss of office were made in the year ended 31 December 2019 or the year ended 31 December 2018.

Directors' interests (audited)

The table below sets out the interests of the Directors in the Company's shares.

	At 31 December 2019		At 31 December 2018	
	Ordinary shares	**%**	**Ordinary shares**	**%**
Malcolm Burne	283,333	10.62	283,333	10.62
Charles Brookes	-	-	-	-
Nathan Steinberg	49,000	1.84	49,000	1.84

In addition, 227,333 (2018: 192,333) Ordinary shares were held by Arlington Group Asset Management Limited, a company in which Charles Cannon Brookes served as a Director during the year.

Since the year end there have been no changes to the interests of the Directors in the Company's shares.

Performance graph

The FTSE All Share is the closest comparable index for a standard list company, whilst a standard listing does not provide for inclusion in the all-share index it is a relevant comparator of the Company's performance.

Chart included in the full accounts on the Company's website

The graph shows the FTSE All-share index and the Company's share price for the period being reported on and historically to the Company's Initial Public Offering date.

Remuneration of the non-executive Chairman

	2019	2018
Malcolm Burne	**£**	**£**
Salaries and fees	-	-
	%	**%**
Annual bonus payout against maximum opportunity	-	-
Long-term incentive vesting rates against maximum opportunity	-	-

The Company does not have a chief executive so the table includes the equivalent information for the non-executive Chairman.

Percentage change in remuneration of Director undertaking role of Chairman

Salaries and fees	M A Burne £	% change	All other directors £	% change
Year ended 31 December 2019	-	-	-	-
Year ended 31 December 2018	-	-	-	-
Year ended 31 December 2017	-	-	-	-
Year ended 31 December 2016	-	(100.0%)	-	(100.0%)
Year ended 31 December 2015	9,617	78.6%	13,078	88.9%
Period from 14 May 2014 to 31 December 2014	5,383	-	6,922	-

No other remuneration or benefits were received by any Director during the periods under review.

Relative importance of spend on pay
The total expenditure on remuneration to all employees is as shown below:

	2019 £	2018 £
Employee remuneration (excluding Directors)	-	-
Distribution to shareholders	-	-

Consideration by the Directors of matters relating to Directors' remuneration
The Board considered the Directors' remuneration in the year ended 31 December 2015. It was agreed that, in order to conserve working capital, the Directors serving at that time would not take any further remuneration until an acquisition has been successfully completed. No external advice was taken in reaching this decision. There have been no changes to the policy during the year ended 31 December 2019.

Shareholder voting
At the Annual General Meeting on 30 June 2015, there was an advisory vote on the resolution to approve the Remuneration Report and policy which was passed unaminously.

Remuneration Policy Report

The Remuneration Policy is the Company's policy on Directors' remuneration, which was approved by a binding vote at the 2015 Annual General Meeting. The policy took effect from 30 July 2015.

In setting the policy, the Board has taken the following into account:

- The need to attract, retain and motivate individuals of a calibre who will ensure successful leadership and management of the Company;
- The Company's general aim of seeking to reward all employees fairly according to the nature of their role and their performance;
- Remuneration packages offered by similar companies within the same sector;
- The need to align the interests of shareholders as a whole with the long-term growth of the Company; and
- The need to be flexible and adjust with operational changes throughout the term of this policy.

Future Policy Table

Element	Purpose	Policy	Operation	Opportunity and performance conditions
Non-executive Directors				
Salaries and fees	To award for services provided	The Board as a whole determines the remuneration of non-executive Directors based on comparison of other companies of similar size and sector. There is no element of remuneration for performance. Any Director who serves on any committee, or devotes special attention to the business of the Company, or otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration as the Directors may determine.	Payable in advance and reviewable annually	The total value of Directors' fees that may be paid is limited to the appointment letters the Directors have entered into as outlined below.
All taxable benefits	N/A	Not awarded	N/A	N/A
Annual bonuses	N/A	Not awarded	N/A	N/A
Long-term share incentives plans	N/A	Not awarded	N/A	N/A
Pensions	N/A	Not awarded	N/A	N/A

Notes to the Future Policy Table

All the Directors are entitled to be reimbursed by the Company for travel, hotel and other expenses incurred by them in the course of their Directors' duties relating to the Company.

Remuneration scenario for Directors
The Directors serving during the year ended 31 December 2019 have agreed that with effect from 31 August 2015, in order to conserve working capital, they will not take any further remuneration until an acquisition has been successfully completed. There have been no changes to this policy during the year ended 31 December 2019.

Approach to recruitment remuneration
All appointments to the Board are made on merit. The components of a new Director's remuneration package (who is recruited within the life of the approved remuneration policy) would comprise base salary as outlined above and the approach to such appointments are detailed within the Future Policy Table above. The Company will pay such levels of remuneration to new Directors that would enable the Company to attract appropriately skilled and experienced individuals that are not in the opinion of the remuneration committee excessive.

Service contracts
The non-executive Directors are contracted under letters of appointment with the Company and do not have a contract of employment with the Company. None of the Directors are entitled to receive compensation for loss of office, they are all appointed on rolling one year contracts which are subject to termination on three months' notice on either side. The Directors are subject to annual re-election in accordance with the Company's Articles of Association. The letters of appointment are kept at the Company's registered office.

Policy on payment for loss of office
Termination payments will be calculated in accordance with the existing letters of appointment. It is the policy of the Company to appoint Directors without extended terms of notice which could give rise to extraordinary termination payments.

Consideration of employment conditions elsewhere in the Company
In setting out this policy for Directors' remuneration, the Board has been mindful of the Company's objective to reward all employees fairly according to their role, performance and market forces. However, as the Company does not currently have any employees, other than the Directors, it is not able to consider the pay and employment conditions of other employees within the Company nor undertake any consultation with employees in drawing up a policy. The Company has also not used any formal comparison measures.

Consideration of shareholders' views
The Directors' remuneration policy was approved by a binding vote by shareholders at the Annual General Meeting held on 30 June 2015 and applies for a three year period commencing 30 July 2015. However, with effect from 31 August 2015 no further remuneration will be paid to the inaugural Directors until an acquisition has been successfully completed. Subsequent to the year end, Ross Ainger was appointed as a Director and will receive fees of £20,000 per annum.

This report was approved by the Board on 24 April 2020 and signed on its behalf by:

Malcom Burne
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AUCTUS GROWTH PLC
FOR THE YEAR ENDED 31 DECEMBER 2019

Opinion
We have audited the financial statements of Auctus Growth plc (the 'Company') for the year ended 31 December 2019 which comprise the statement of comprehensive income, the statement of financial position, the statement of cash flows, the statements of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:
- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the 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.

Conclusions relating to going concern
We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:
- The directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Key audit matters
Key audit matters are those matters that, in our professional judgement, 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.

Key audit matter	*How we addressed the key audit matter in the audit.*
Existence of and controls over the Company's cash balances	Our audit work included, but was not restricted to, the following: • We obtained an external third party confirmation of the Company's cash balance directly from the Company's bankers • We reviewed the design, implementation and appropriateness of the Company's controls relating to the holding of cash balances and the execution of payments.

Our application of materiality
We define materiality as the magnitude of misstatement in the financial statements that make it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work. Based on our professional judgement we determined materiality for the financial statements as follows:

Materiality	£17,500
Basis of calculation	We have determined materiality with reference to 2% of total assets. We have calculated materiality on a consistent basis with the previous year.
Rationale of benchmark applied	We have assessed the use of gross assets as an appropriate benchmark as the Company is holding assets until a suitable target for acquisition is identified.
Significant changes in our audit approach	There have been no significant changes in our audit approach in the current year.

An overview of the scope of our audit
Our audit of the Company was scoped and tailored by obtaining an understanding of the Company and its environment, including the Company's system of internal control, accounting processes and assessing the risks of material misstatement to the financial statements at a Company level to ensure we performed enough work to form an opinion on the financial statements as a whole. We collected sufficient audit evidence from substantive and analytical audit procedures to respond to the assessed risks to enable us to form our opinion.

Other information
The directors are responsible for the other information. The other information comprises the information included in the Annual Report other than the financial statements and our auditors' report thereon. Our opinion on the 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. In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 year 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.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the Company and its 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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 directors' responsibilities statement set out in the report of the directors, the directors are responsible for the preparation of the 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 financial statements, the directors are responsible for assessing the 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 Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters which we are required to address
We were appointed by the directors on 23 March 2015 to audit the financial statements for the period ending 31 December 2014. Our total uninterrupted period of engagement is 6 years, covering the periods ending 31 December 2014 to 31 December 2019.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting our audit.

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

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 auditors' 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.

Jane Lowden (Senior Statutory Auditor)
for and on behalf of F. W. Smith, Riches & Co.
Chartered Accountants & Statutory Auditors
London
24 April 2020

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019	2018
		£	£
NET TRADING INCOME		-	-
Other operating expenses		(56,518)	(47,708)
Total operating expenses		(56,518)	(47,708)
OPERATING LOSS	3	(56,518)	(47,708)
Finance income		-	-
LOSS BEFORE TAXATION		(56,518)	(47,708)
Income tax expense	5	-	-
LOSS FOR THE YEAR ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY		(56,518)	(47,708)
Earnings per share (pence) – basic and fully diluted	6	(2.12)p	(1.79)p

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2019

	Notes	2019 £	2018 £
CURRENT ASSETS			
Trade and other receivables	**7**	**14,636**	**10,188**
Cash and cash equivalents		**859,296**	**920,262**
		873,932	**930,450**
CURRENT LIABILITIES			
Trade and other payables	**8**	**(17,500)**	**(17,500)**
NET CURRENT ASSETS		**856,432**	**912,950**
NET ASSETS		**856,432**	**912,950**
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Share capital	**9**	**266,900**	**266,900**
Share premium account		**994,271**	**994,271**
Retained earnings		**(404,739)**	**(348,221)**
TOTAL EQUITY		**856,432**	**912,950**

The financial statements were approved and authorised for issue by the Directors on 24 April 2020 and were signed on their behalf by:

Malcolm Burne
Director

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	2019 £	2018 £
Net cash outflow from operating activities	**10**	**(60,966)**	**(51,319)**
Net decrease in cash and cash equivalents		**(60,966)**	**(51,319)**
Cash and cash equivalents at beginning of the year		**920,262**	**971,581**
Cash and cash equivalents at end of the year		**859,296**	**920,262**

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019

	Share capital £	Share premium £	Retained earnings £	Total £
At 1 January 2019	**266,900**	**994,271**	**(348,221)**	**912,950**
Loss for year	**-**	**-**	**(56,518)**	**(56,518)**
At 31 December 2019	**266,900**	**994,271**	**(404,739)**	**856,432**

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018

	Share capital £	Share premium £	Retained earnings £	Total £
At 1 January 2018	**266,900**	**994,271**	**(300,513)**	**960,658**
Loss for year	**-**	**-**	**(47,708)**	**(47,708)**
At 31 December 2018	**266,900**	**994,271**	**(348,221)**	**912,950**

1. AUTHORISATION OF FINANCIAL STATEMENTS AND STATEMENT OF COMPLIANCE WITH IFRS

The Company's financial statements for the year to 31 December 2019 were authorised for issue by the Board of Directors on 24 April 2020 and the statement of financial position was signed on the Board's behalf by Malcolm Burne. Auctus Growth plc is a public limited company incorporated and domiciled in England and Wales. The Company does not have an ultimate controlling party. The Company's Ordinary shares are currently admitted to a standard listing on the Official List and to trading on the London Stock Exchange.

The principal activity of the Company is to invest in strategic and/or special situations of unquoted companies or businesses that are seeking a public quotation.

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted and endorsed by the European Union (EU), and the Companies Act 2006 applicable to companies reporting under IFRS. These comprise standards and interpretations approved by the International Accounting Standards Board (IASB) that remain in effect and to the extent that they have been adopted by the EU. Under Section 454 of the Companies Act 2006, the Directors can amend these financial statements on a voluntary basis if they subsequently prove to be defective.

2. ACCOUNTING POLICIES

Basis of measurement
The financial statements have been prepared on a historical cost basis. All amounts are shown in sterling, the Company's functional currency.

New and amended standards
During the year, IFRS16 'Leases' became effective for accounting periods commencing on or after 1 January 2019. The introduction of this standard has not had an effect on the Company as there are no leases.

At the date of authorisation of these Consolidated Financial Statements, certain standards and interpretations were in issue but not yet effective and have not been applied in these Financial Statements. The Directors do not expect that the adoption of these standards and interpretations will have a material impact on the Financial Statements of the Company in future periods.

Trading income
Trading income is recognised to the extent that it is probable that economic benefit will flow to the Company and the trading income can be reliably measured.

Current income tax
The current income tax payable is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred income tax
Deferred income tax is provided by using the liability method on temporary timing differences at the reporting date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised in full for all temporary differences. Deferred income tax assets are recognised for all deductible temporary differences carried forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which the deductible temporary differences, and carry-forward of unused tax credits and unused losses can be utilised.

The carrying amount of deferred income tax assets is assessed 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 income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it is probable that future taxable profits will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability settled, based on tax rates that have been enacted or substantively enacted at the reporting date.

Financial instruments
Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a contractual party to the instrument. Financial assets and financial liabilities are only offset and the net amount reported in the statement of financial position and statement of comprehensive income when there is a currently enforceable legal right to offset the recognised amounts and the Company intends to settle on a net basis or realise the asset and liability simultaneously.

Financial assets
The Company's financial assets are classified as those to be measured at amortised cost. At initial recognition, the Company measures a financial asset at its fair value. These assets are subsequently measured at amortised cost using the effective interest method.

The Company's financial assets held at amortised cost include other receivables and cash and cash equivalents.

Cash and cash equivalents
Cash and cash equivalents are defined as cash in hand and bank deposits. Bank deposits include on demand deposits and short-term, highly liquid investments which are readily convertible to known amounts of cash, subject to insignificant risk of changes in value, and have a maturity of less than 3 months from the date of acquisition.

Financial liabilities measured at amortised cost
These liabilities consist of other payables and are recognised initially at their fair value and subsequently at amortised cost using the effective interest method.

Equity
Share capital is determined using the nominal value of shares that have been issued.

The share premium account includes any premiums on the initial issuing of share capital. Any transaction costs associated with the issue of shares are deducted from the share premium account.

Accounting judgements and key sources of estimation uncertainty
The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions in certain circumstances that affect reported amounts. Actual outcomes may therefore differ from these estimates and assumptions. Whilst management have made judgements, estimates and assumptions, they consider that these have not had a significant effect on the amounts recognised.

3. OPERATING LOSS

The Company has not yet commenced trading and accordingly there is no segmental analysis.

Operating loss is stated after charging:-

	2019	**2018**
	£	**£**
Fees payable to the Company's auditors (excluding VAT)		
- Audit of the Company's financial statements	**10,000**	**10,000**
- Other non-audit services	**250**	**500**

Other non-audit services in the current period comprise company secretarial services.

4. PARTICULARS OF EMPLOYEES

The average number of employees of the Company in the year was:

	2019 Number	2018 Number
Directors	3	3

The Directors' aggregate emoluments in respect of qualifying services were:	£	£
Other fees (excluding Value Added Tax)	-	-
	-	-

The Directors, whose aggregate emoluments are disclosed above, also comprise the group of individuals who are considered to be the Company's Key Management Personnel.

Kreston Reeves LLP, a firm in which Nathan Steinberg acts as a consultant, provides accounting and taxation services at a cost of £7,500 plus VAT (2018: £5,000 plus VAT).

5. INCOME TAX EXPENSE

(a) Analysis of charge in the year

	2019 £	2018 £
Current tax:		
UK corporation tax based on the results for the year at 19% (2018: 19%)	-	-
Total current tax	-	-

(b) Factors affecting the tax charge for the year

The tax assessed for the year does not reflect a credit equivalent to the loss before tax multiplied by the standard rate of corporation tax of 19% (2018: 19%).

	2019 £	2018 £
Loss before tax	**(56,518)**	**(47,708)**
Loss before tax multiplied by the standard rate of corporation tax	**(10,738)**	**(9,065)**
Losses carried forward	**10,738**	**9,065**
Current tax for the year	**-**	**-**
Total losses carried forward against future profits	**279,471**	**222,953**

No deferred income tax asset has been recognised in respect of the losses carried forward, due to the uncertainty as to whether the Company will generate sufficient future profits in the foreseeable future to prudently justify this.

6. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

Basic Earnings per share	**2019**	**2018**
Loss for the year	**(56,518)**	**(47,708)**
Weighted average number of shares	**2,668,999**	**2,668,999**
Earnings per share attributed to ordinary shareholders	**(2.12)p**	**(1.79)p**

7. TRADE AND OTHER RECEIVABLES

	2019 £	2018 £
Prepayments	11,220	9,984
Other receivables	3,416	204
	14,636	10,188

The Directors consider that the carrying value of each class of receivable approximates its fair value.

8. TRADE AND OTHER PAYABLES

	2019 £	2018 £
Accrued expenses	17,500	17,500

The Directors consider that the carrying value of each class of payable approximates its fair value.

9. SHARE CAPITAL

Allotted, called up and fully paid:

	2019 No of shares	2019 £	2018 No of shares	2018 £
Ordinary shares of £0.10 each	2,668,999	266,900	2,668,999	266,900

There is a single class of ordinary share. There are no restrictions on the distribution of dividends and the repayment of capital.

10. CASH FLOWS FROM OPERATING ACTIVITIES

	2019 £	2018 £
Loss before taxation	(56,518)	(47,708)
Increase in receivables	(4,448)	(3,284)
Decrease in payables	-	(327)
Net cash outflows from operating activities	(60,966)	(51,319)

11. FINANCIAL INSTRUMENTS

The Company uses financial instruments such as trade receivables and payables and other items that arise directly from its operations. The main purpose of these financial instruments is to help finance the Company's operations.

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

The Company's financial instruments, which are recognised in its statement of financial position, comprise cash and cash equivalents, receivables and payables. The information about the extent and nature of these recognised financial instruments, including significant terms and conditions that may affect the amount, timing and certainty of future cash flows are disclosed in the respective notes below, where applicable.

The Company does not generally enter into derivative transactions (such as interest rate swaps and forward foreign currency contracts) and it is, and has been throughout the period under review, the Company's policy that no trading in financial instruments shall be undertaken.

All financial instruments are recognised in the statement of financial position of the Company. Financial assets and liabilities are held as follows:-

	2019	2018
Assets	**£**	**£**
Cash and cash equivalents	**859,296**	**920,262**
Total financial assets	**859,296**	**920,262**
Liabilities		
Accrued expenses	**17,500**	**17,500**
Total financial liabilities	**17,500**	**17,500**

The Directors consider that the carrying value of the financial assets and liabilities approximates their fair value.

Financial risk management objectives and policies
The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and cash flow interest-rate risk. These risks are limited by the Company's financial management policies and practices described below:

(a) Credit and market risk
As the Company had no revenue during the period, there is no significant concentration of credit or market risk. The Company does not have written credit risk management policies or guidelines.

The Company's cash is held in reputable banks. The carrying amounts of these financial assets represent the maximum credit risk exposure.

(b) Liquidity risk
The Company currently has no operational revenue streams. Operational cash flow represents the ongoing administration costs. The Company manages its liquidity requirements by the use of long and short term cash flow forecasts.

The Company's policy is to ensure facilities are available as required and to issue share capital in accordance with long and short term cash flow forecasts. As at 31 December 2019, the Company has no undrawn facilities. The Company actively manages its working finance to ensure it has sufficient funds for operations and planned expansion.

The Company's financial liabilities are primarily accruals. All amounts are due for payment in accordance with agreed settlement terms.

(c) Cash flow interest rate risk
The Company has no interest-bearing liabilities. Interest rates on bank deposits are based on the relevant national inter-bank offered rates. The Company has no fixed interest rate assets.

The main financial risks for the Company are given in the Strategic Report.

At 31 December, the currency and interest rate profile of the financial assets and liabilities of the Company was as follows:

	2019	2018
	£	£
Financial assets		
GBP – cash and cash equivalents	**859,296**	**920,262**

(d) Capital risk management
The Company defines capital as the total equity of the Company. The Company manages its capital to ensure that it will be able to continue as a going concern, while maximising the return to shareholders through the optimisation of debt and equity balances. The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust its capital structure, the Company may adjust the amount of dividends to shareholders, issue new shares or return capital to shareholders, and raise debt or sell assets to reduce debt.

(e) Sensitivity analysis
Sensitivity analysis has been performed on all risks documented. There was no material difference to disclosure made on financial assets and liabilities.

12. GENERAL INFORMATION

The principal activity of the Company is to invest in strategic and/or special situations of unquoted companies or businesses that are seeking a public quotation. The Company is incorporated in England and Wales and is domiciled in England and Wales. Its Registered Office is 15 Whitehall, London, SW1A 2DD, and its principal place of business is 1st Floor, 47-48 Piccadilly, London W1J 0DT.