2020

Annual report and accounts 2020

Trakm8 Holdings PLC

Company Number 05452547

Through innovative products, Trakm8 collects billions of miles worth of data annually.

Trakm8 analyses data and provides actionable insights to customers so that they improve efficiency and reduce risk.

Visit us online at trakm8.com

OVERVIEW

Financial

Revenue £19.6m FY-2019: £19.1m	Adjusted loss before tax[1] £0.2m FY-2019: £1.5m
Loss before tax £1.7m FY-2019: £3.6m	Net cash inflow/ (outflow) generated from operations £4.1m FY-2019: (£1.8m)
Adjusted basic earnings/ (loss) per share 0.28p FY-2019: (1.89p)	Basic (loss) per share (2.19p) FY-2019: (6.20p)

Operational

- Modest return to growth (+2%) despite Covid-19 impact late March.
- Significant improvement in financial performance to close to breakeven adjusted profit.
- Strong continued reduction in direct and indirect costs.
- Strengthened Group with appointment of Group Sales and Marketing Director
- Production launch of new insurance self-fit hardware products.
- Over 245,000 connected units in operation (FY-2019: 243,000).
- New contract wins with two new significant Insurance companies.
- Contract renewals with two large long term customers (E.ON and Bibby) and a significant enhancement to the solution for Iceland Foods
- R&D spend down 7%, however still £4.1m invested.

Outlook

- Momentum established in last year disrupted by Covid-19.
- The new financial year has begun with new contract awards from two further insurance companies, with revenues already commenced.
- Revenues from new insurance contract wins now compensating for the impact of Covid-19 on the overall market with recent device shipments ahead of last year.
- The AA Smart Breakdown sales now underway albeit impacted by Covid-19.
- Fleet sales negatively impacted by Covid-19 but recent weeks show progress.
- Early months in current financial year benefitting from the various Government initiatives.
- Given the uncertainty of the impact and timing due to the Covid-19 pandemic the Group is not providing any guidance to the results for the current financial year.

[1] Before exceptional costs and share based payments

AT A GLANCE

Connected Business

Trakm8 is a UK-based big data company. As leaders in the fleet management, insurance and automotive sectors, we enable businesses to enhance their operations through a wide-range of telematics, camera and optimisation solutions. Collecting data through intellectual property ('IP')-owned hardware, Trakm8 fine-tunes algorithms and creates solutions that assist private drivers and commercial fleets with the reduction of risk, fuel consumption and insurance premiums, while improving productivity, safety and compliance.

As a fully integrated business designing, manufacturing and supporting our own solutions we provide the best customer service possible by not having to rely on third parties (apart from the cellular network).

Pioneering solutions

The Group's product portfolio includes a range of telematics devices, from self-install dongles to 4G integrated telematics cameras.

Number of connected units

245,000 (FY-2019: 243,000)

Fleet Management & Optimisation

Fleet Management

Trakm8 has market leading software solutions for the entire fleet management activities built out in the Insight platform. A combination of telematics, cameras, tachograph data retrieval, EPOD and route optimisation and scheduling software empowers businesses to make informed decisions about fleet operations - and to tackle a diverse range of obstacles. Benefits to fleets include the introduction of safer driving practices, reductions in fuel, obtaining lower insurance premiums, having a smaller carbon footprint and automating administrative tasks. Advanced algorithms are deployed to measure risk and efficiency driving behaviours, feeding back to the driver on apps and in cab displays. Advanced Driver Assistance Systems (ADAS) feature on the cameras to warn the driver, reducing the cost of accidents.

Optimisation

Through the development and application of pioneering algorithms, we are able to improve the operational efficiency and productivity of our customers, and for our last mile delivery customers deliver a solution that improves their customer experience by combining with our epod solution. Our optimisation algorithms can be administered to a number of sectors including transport and logistics, energy management, mobility and electric vehicles (EVs). Trakm8 has a fully integrated optimisation solution built into the core Insight platform and provides customer specific bespoke solutions when this is required.

Revenue

£12.0m (FY-2019: £10.8m) of which £6.8m is recurring revenue (FY-2019: £6.8m)

Number of connected units

77,000 (FY-2019: 76,000)

AT A GLANCE (CONTINUED)

Insurance & Automotive

Insurance

Insurers and brokers use our telematics hardware and data to better calculate risk among policyholders. Our self-install and fitted to vehicle devices monitor high-risk driving styles and enable businesses to calculate relative premiums based on real-world driving data. In addition, our leading algorithms allow insurance companies to speed up and better control the first notification of loss (FNOL) claims process. Post year end we launched an extended range of devices to widen the self-fit options for our customers.

Automotive

Our automotive team works with businesses to supply aftermarket connected vehicle technologies to its end users to predict and report vehicles faults. Automotive solutions include the remote identification of vehicle and battery faults, breakdown assistance apps, and reminders for MOT dates, servicing and tax renewals. Specialist applications include electric vehicle system monitoring and tailored solutions to the vehicle leasing companies to reduce costs in the management of service, repair and maintenance outcomes.

Revenue

£7.5m (FY-2019: £8.3m) of which £2.9m is recurring revenue down by 11% (FY-2019: £3.3m)

Number of connected units

168,000 (FY-2019: 167,000)

Clients

The Group has built client relationships with large corporates, SME's, down to sole traders either directly or via partners who provide intermediary marketing support. These relationships often enable us to cross-sell solutions and facilitate a high rate of contract renewals and extensions.

EXECUTIVE CHAIRMAN'S STATEMENT

FY-2020 was a productive year in terms of financial results. We delivered on our promise to return to growth and but for a Covid-19 induced disruption in the final two weeks of the financial year, we would have achieved our plan to deliver a modest adjusted profit. Notwithstanding that, we did achieve a significant improvement with a small adjusted loss.

Revenues grew by 2% and the Group posted an adjusted loss before tax of £0.2m. Connections grew by 1% to 245,000. The total fleet management connections increased by 1% over the year to 77,000 (FY-2019: 76,000). Telematics for insurance/automotive connections also increased by 1%. At the year-end we had 168,000 insurance/automotive connections (FY-2019: 167,000). Recurring service revenues reduced by 3.3% to £9.8m (FY-2019: £10.1 m).

It was pleasing to improve cash generation significantly with cash flow from operations of £4.1m (FY-2019: -£1.8m). In achieving this, the Group only deferred £0.2m under the Government tax deferral support schemes. This resulted in a free cash flow of £0.9m (FY-2019 -£4.9m) and net debt unchanged at £5.6m (pre-IFRS 16). The Group had £1.7m cash on hand and an undrawn RCF of £0.5m.

FY-2020 was another year of excellent progress in many internally focussed activities. The Group continued to focus on improving efficiency of our operations and engineering activities. Significant reductions in direct and indirect costs were delivered during the year. During the year restructuring of the engineering department led to the COO taking direct responsibility for the engineering teams. Improved testing and software coding standards have been implemented to address some of the technical challenges we have experienced. The investment in engineering resources, whilst some £0.3m less than the previous year, has continued to deliver market-leading software and hardware solutions. Trakm8's Insight platform provides superb customer experience and data, enabling vehicle operators to both improve operational efficiencies and reduce risk significantly.

We have continued to invest in our software solutions, algorithms and devices, ensuring that Trakm8 retains market-leading solutions with the widest and deepest offer in the market today.

Post-year end, we have concluded contracts with two additional insurance companies.

Research and development ('R&D')

Trakm8 has maintained a significant level of investment in R&D although for a second year below the level of the previous year. The Board believes that this level of investment is necessary to retain a portfolio of market-leading technology. Trakm8 continues to focus on owning the intellectual property ('IP') we use in our solutions, and we see this as one of our key competitive advantages. Telematics systems are complex; but because we own all the elements that encompass a solution (with the exception of the mobile networks) we have the ability to understand and more easily resolve problems.

The R&D investment has concentrated on building out a range of self-fit devices, improved cameras, development of the feature set in Insight, including a SaaS optimisation product. As identified in previous years, the requirement to do more at a lower cost remains a key strategy as this widens the opportunity to expand the rate of growth as the ROI for our customers improves.

Trakm8 was pleased to be granted two patents in the year, a patent for the ADAS algorithm it developed for detection of tailgating situations and a patent for monitoring the health of a vehicle battery for its Connectedcare solution.

EXECUTIVE CHAIRMAN'S STATEMENT (CONTINUED)

Governance

In the prior financial year we adopted the Quoted Companies Alliance's (QCA) Corporate Governance Code for small and mid-size quoted companies, which the Board considers the most appropriate for the size and structure of the Group. The Board annually reviews its Corporate Governance policies and procedures, these were last reviewed on 18 June 2020. More information can be found in the Governance Report section of this report and our website.

Post year end the Group appointed a third Non-Executive Director, Penny Searles who brings greater diversity to the Board and increases the Group's compliance with the code.

Please see https://www.trakm8.com/investor-relations/corporate-governance for our full compliance statement.

Dividend

The Group does not propose to recommend a dividend for the year at the forthcoming AGM. However, the Board will continue to review its dividend policy in light of future results and investment requirements.

People

The number of people Trakm8 employs has reduced further during FY-2020 with reductions in operational and engineering headcount. In total our actual staff numbers have reduced by 15% over the year.

The turnaround in performance has taken extraordinary efforts. We have an exceptional team and I would like to thank everyone for their hard work, dedication and contribution to the ongoing success of the business.

EXECUTIVE CHAIRMAN'S STATEMENT (CONTINUED)

Outlook

The momentum established in the business last year has been disrupted by the Covid-19 epidemic. We had returned to growth in our Fleet business and had finally launched with three new Insurance customers. The AA had launched Smart Breakdown. Two more insurance customers have been secured since year end. Prior to the current lock down, this year was expected to be one of very significant growth.

Our new year started in the early stage of the lockdown and unsurprisingly April saw very significant reductions in new business. May saw slight improvements and June has improved further still.

The total value of new Fleet contracts signed in April was 83% down on the prior year, 50% lower in May compared to the prior year and is expected to be 22% lower in June compared to the prior year.

Insurance shipments in April at 3,867 devices were 39% below last year, May shipments at 5,447 devices were in line with the prior year. Currently June shipments are expected to be 26% higher than last year.

With a significant proportion of revenues derived from the service fees of the installed base, the first two months of the year revenues were 27% lower than the previous year but resulted in a significantly reduced loss because of lower direct and indirect costs.

We are confident that the growth potential in our chosen markets is good and that we have the solutions and sales teams to deliver on this opportunity. It is simply a matter of timing and landscape as the crisis subsides. The solutions we provide significantly improve the customer's efficiencies and so that market driver remains. We cannot predict how many of our existing and potential customers will no longer be at the scale they were.

We have continued to drive operational efficiency savings in direct and indirect costs, both those made last year that will benefit the full year and some made this year.

Trakm8 has availed itself of various support measures from the government including the cash deferment of VAT and PAYE/NI and is benefitting from the payroll support through the furlough scheme.

Trakm8 has agreed capital repayment holidays with our debt providers and agreed covenants that we are confident are achievable. Based on current forecasts and scenario planning that Trakm8 has undertaken, along with the agreed capital repayment holidays we believe this provides appropriate cash headroom, therefore the Group is not currently pursuing a CBILS loan.

Despite the positive trends of the year to date, the uncertainty due to Covid-19 is such that the Group is not able to provide forward guidance at this time but will do so as soon as there is more certainty in the market.

John Watkins

EXECUTIVE CHAIRMAN

29 June 2020

OUR MISSION

Trakm8 is an innovative and diverse UK-based technology company, focused on fleet management, insurance and automotive telematics, and optimisation. Trakm8 strives to proactively provide actionable insights which reduce risk and improve efficiency for its customers. From a firm foundation of integrity and family values, Trakm8 encourages and develops its talented people to create world-leading solutions that are ethically sourced, proudly manufactured, and professionally sold. By upholding these ideals, Trakm8 aims to deliver growth in long-term value to shareholders.

OUR STRATEGY

1) Increasing our market share

The Group will continue to expand the number of connections in operation, with a particular focus on expanding outside of the UK.

Progress in 2020

The total number of units in operation increased by 1% in FY-2020. A wide number of Fleet contract wins increased the Fleet installed base by 1%. The increased number of Insurance customers that did finally launch during the year more than offset the decline at our other customers and resulted in a 1% increase in connections. These new customers provided the platform for Insurance connections to increase significantly, before Covid-19 impacted demand.

Trakm8 secured a new relationship with a distribution partner in Scandinavia that has potential to be significantly revenue additive.

Focus for 2021

We aim to minimize the negative impact of Covid-19 through innovative marketing and salesmanship. We expect to limit the attrition given that the high proportion of our connections are with large fleets. We are assuming that the attrition rate will be circa 20%, twice that of previous years. It will be a good result if we maintain our current fleet installed base. We will continue to seek international distribution partners to expand our non-UK revenues.

With a much larger customer base of insurance telematics we expect to significantly grow market share in the UK. The extent that this equates to increased connections depends on the timing of return to driving tests and the driving schools. It also depends on the overall economic situation and young people’s ability to afford cars. The take up of the AA’s Smart Breakdown will impact the overall success. The Group is confident that there will be an increase in insurance and automotive connections this year but the quantum is unclear. The international expansion of our automotive program is also expected but timing is uncertain.

OUR STRATEGY (CONTINUED)

2) Delivering a cutting-edge solutions portfolio

We plan to reduce again modestly the level of investment in research and development whilst maintaining our market-leading product portfolio and meet the demands of our customers.

Progress in 2020

The Group focused on expanding and improving the range of devices, including an improved camera and an expanded line of self-fit devices (Connect 200). The Insight Optimisation solution targeted at SME customers on a SaaS basis was launched. Improved algorithms for crash detection, driver scoring and ADAS continued to be developed.

Focus for 2021

We are driven to continue to make improvements in software and component testing focusing on doing less but better. We will strive to take more time to be certain products are fully functional whilst maintaining our agility. We will reduce our expenditure in R&D again modestly this year by being more focused on our core areas of expertise. We will continue developing products and solutions to meet the demands of our customers and market trends. We expect during the year to improve our fleet solutions particularly in the HGV space, the integrated optimisation package to include customer communications and ongoing development of our automotive capability particularly in EV.

3) Streamlining our internal operations

The Group will continue to focus on improving operational efficiencies and its cost as a percentage of revenues.

Progress in 2020

The Group's continued focus on cost control and operational efficiencies resulted in another £1.8m of annualised operational cost savings in both direct and indirect costs through reduced headcount and other cost reductions.

Focus in 2021

We will continue to drive out costs through better utilisation of hosting and technology, reduced device costs and reduced communication costs.

FINANCE DIRECTOR'S REPORT

	2020	2019	Change
Group Revenue (£'000)	19,550	19,145	2%
of which, Recurring Revenue (£'000)	9,753	10,087	-3%
Loss before tax (£'000)	1,705	3,563	n/a
Adjusted Loss before tax[1] (£'000)	224	1,452	n/a
Basic loss per share (p)	2.19	6.20	n/a
Adjusted basic earnings/(loss) per share (p)	0.28	(1.89)	n/a

[1] Before exceptional costs and share based payments

Revenue

Group revenue increased by 2% to £19.6m (FY-2019: £19.1m). Fleet revenues increased by 11% to £12.0m, primarily due to additional Optimisation revenues, this was offset by a 9% reduction in Insurance and Automotive revenues to £7.5m. The recently launched Insurance and Automotive customers resulted in the second half revenue being 19% higher than the first half reversing some of the full year decline. Recurring revenue generated from service and maintenance fees decreased by 3% to £9.8m (FY-2019: £10.1m) due to the reduction in Connections from Insurance customers earlier in the year, which were not offset by the growth from the newly launched customers towards the end of the financial year.

Loss before tax

The Group reported a loss before tax of £1.7m (FY-2019: £3.6m). This significant reduction in losses was primarily due to the significant efficiencies the Group realised through both cost of sales and administrative costs. Gross margin improved by 5% points to 59% primarily due to a change in mix in revenue, but also due to lower cost hardware products and improved efficiency on communication and installation costs. Total administrative costs reduced by £0.8m of which £0.6m was a reduction in non-recurring exceptional costs (detailed below). Other administrative costs (excluding exceptional costs and depreciation and amortisation) reduced by £0.9m due to headcount and external cost reductions as a result of the cost saving initiatives implemented, offset by a £0.7m increase in depreciation and amortisation, £0.3m from capitalised development costs, reflecting the significant investment undertaken by the group in earlier years and £0.4m due to the adoption of IFRS16.

Adjusted Loss before tax

The improved trading performance and significantly reduced cost base resulted in adjusted loss before tax decreasing to a loss of £0.2m (FY-2019: £1.5m). The £1.3m improvement in gross profit as detailed above fully converted into a significant reduction in Adjusted Loss before tax. Administrative costs (excluding exceptional costs and depreciation and amortisation) were £0.9m lower than the previous year, offset by a £0.7m increase in amortisation and depreciation as detailed above, and a £0.2m increase in finance costs.

FINANCE DIRECTOR'S REPORT (CONTINUED)

Exceptional Costs

Exceptional costs totaling £1.3m (FY-2019: £1.9m) include integration and restructuring costs relating to initiatives to streamline and rationalize the operations of the business and additional costs relating to the acquisition of Roadsense Technology Limited. Additionally, significant product component refit costs relating to ongoing re-visit and material costs were incurred to remedy significant component and software issues relating to the prior year, these issues have been fixed by year end. The Group also incurred a number of one-off costs as a result of the Covid-19 pandemic, these relate to employee costs, cancelled marketing events and bad debts.

Balance Sheet

	2020	2019
	£'000	£'000
Non-Current Assets	25,759	22,736
Net Current Assets	4,437	5,765
Non-Current Liabilities	9,017	6,407
Net Assets	21,179	22,094

Net Assets decreased by £0.9m to £21.2m (FY-2019: £22.1m) reflecting the loss for the year, after adding back the IFRS2 Share based payments charge.

Non-current assets increased by £3.0m to £25.8m (FY-2019: £22.7m). This is due to the adoption of IFRS 16 in the current year, with no adjustment to the prior year which resulted in £2.8m of leased assets being capitalised, offset by depreciation charge in the year of £0.6m. Continued investment in development in both software and hardware with capitalised development costs in the year totaling £3.2m (FY-2014: £3.4m), offset by a £0.3m increase in amortisation to £1.8m (FY-2019: £1.5m).

Cash Flow

	2020	2019
	£'000	£'000
Net Cash generated from operations	4,115	(1,752)
Investing activities	(3,199)	(3,179)
Free Cash Flow[1]	916	(4,931)
Financing activities	(456)	2,664
Change in Cash in Year	460	(2,267)
Net Debt[2]	5,643	5,629

[1] Cash generated from operating activities less cash used in investing activities (excluding cash flows related to acquisitions)
[2] Total borrowings less cash and cash equivalents. FY-2020 net debt excludes £2.3m IFRS 16 lease liability.

Cash from operating activities significantly improved by £5.9m during this year to an inflow of £4.1m (FY-2019: £1.8m outflow), which included R&D tax credit cash receipts of £1.0m (FY-2019: £1.0m). The R&D tax credit cash receipt reflects the Group's investment in development. The operational cash flow improvement is due to the significantly reduced operating loss increasing operating cash flows (£2.9m) and £3.0m improvement year on year from enhanced working capital management.

FINANCE DIRECTOR'S REPORT (CONTINUED)

Cash Flow (Continued)

Free cash inflow of £0.9m (FY-2019: outflow £4.9m) is due to the £4.1m Net Cash generated from operating activities as detailed above offset by cash outflows from investing activities which remained flat at £3.2m (FY-2019: £3.2m). The ongoing investing activities outflow has decreased by £0.5m to £3.2m, with the prior year investment of £3.7m offset by the one-off £0.5m from the proceeds of the property disposal.

Financing activities was an outflow of £0.5m (FY-2019: Inflow £2.7m). This outflow is net of £2.0m new loans which includes the £1.5m growth capital loan from MEIF WM Debt LP. The decrease from prior year was due to the subscription in December 2018 which raised approximately £3.1m (net of expenses) to fund general working capital requirements and further strengthen the Group's balance sheet.

Net Debt

Net debt excluding IFRS 16 lease liability of £2.3m remained flat at £5.6m (FY-2019: £5.6m). Cash balances total £1.7m (FY-2019: £1.2m) and total borrowings including IFRS16 lease liability of £2.3m totals £9.6m (FY-2019: £6.8m) of which £0.9m (FY-2019: £1.8m) was a term loan with HSBC, £1.5m (FY-2019: nil) was a term loan with MEIF WM Debt LP, £4.5m (FY-2019: £4.4m) were amounts drawn under our £5m revolving credit facility with HSBC and £2.8m (FY-2019: £0.6m) were obligations under Right of use lease liabilities, which includes finance lease liabilities from the prior year.

KEY PERFORMANCE INDICATORS

Achieving our objectives

The Board monitors the following key performance indicators to ensure the objectives of the Group are being achieved.

Solutions Revenue	**Recurring Service Revenue**	**Connected units - Insurance/Automotive**	**Connected units – Fleet Management**
£19.6m: 2020 £19.1m: 2019 £26.1m: 2018 £21.1m: 2017	£9.8m: 2020 £10.1m: 2019 £10.8m: 2018 £9.8m: 2017	168,000: 2020 167,000: 2019 178,000: 2018 124,000: 2017	77,000: 2020 76,000: 2019 73,000: 2018 66,000: 2017
Performance in 2020	**Performance in 2020**	**Performance in 2020**	**Performance in 2020**
The Group returned to growth during the financial year, with revenues up 2% to £19.6m. The growth was from our Fleet and Optimisation business which increased by 11%, offset by a 9% decline in Insurance and Automotive revenues.	Total recurring revenues earned during the year reduced by 3% to £9.8m due to the reduction in connections during the year from our Insurance customers, which were not offset by growth from newly launched Insurance customers towards the end of the financial year.	This refers to the amount of telematics devices reporting in operation from our insurance & automotive customers. Connected Units in this market increased by 1%, with newly launched customers towards the end of the financial year contributing to growth.	This refers to the amount of telematics devices in operation from our fleet customers. The total number of units from our Fleet business increased by 1%.
Focus for 2021	**Focus for 2021**	**Focus for 2021**	**Focus for 2021**
Minimising the impact of Covid-19 through innovative marketing and salesmanship to ensure we are strongly positioned to win new customers as the economy opens up post Covid-19. Additionally through both our existing Optimisation solution and our newly launched SME focused SaaS platform drive incremental Optimisation revenues. Continued unit expansion with our recently launched insurance customers driving consistent month on month revenue improvement. The extent of this is unclear given the impact of Covid-19.	We expect to limit the attrition due to Covid-19 given the high proportion of our connections are with large fleets. The growth of insurance connections with new customers that will have lower attrition in their first year should positively impact the level of recurring revenues. Despite the market trend for richer data for lower costs, continued growth will be achieved by increasing the number of devices in operation and driving higher service fees either from our integrated cameras or by increasing our data analytics services.	Continued expansion with our recently launched customers and converting new opportunities will drive increases in connections. Also selling the new "Driveably" platform to new customers will enable new customers to convert to revenue much quicker.	Protecting the base during Covid-19 and ensuring the Group is well position to win new customers as the economy re-opens.

KEY PERFORMANCE INDICATORS (CONTINUED)

Adjusted (loss)/ profit before tax	Gross Margin	Net cash generated from Operating Activities
£0.2m Loss: 2020 £1.5m Loss: 2019 £2.1m Profit: 2018 £1.1m Profit: 2017	59.1%: 2020 53.6%: 2019 48.1%: 2018 49.0%: 2017	£4.1m: 2020 (£1.8m): 2019 £4.7m: 2018 £0.7m: 2017
Performance in 2020	**Performance in 2020**	**Performance in 2020**
Adjusted Loss before Tax (before exceptional costs and share based payments) significantly improved due to the £1.3m improvement in Gross Profit. In addition the Group reduced overheads (excluding exceptional costs and depreciation and amortisation) by £0.9m which was offset by a £0.7m increase in depreciation and amortisation and £0.2m increase in finance costs.	Gross margin percentage improved to 59% which resulted in a £1.3m improvement in Gross Profit. This is due to the change in revenue mix with the higher margin software and service revenues being a higher proportion of revenue compared to the prior year along with direct cost reduction measures taken.	Our cash generation from operating activities significantly improved on the prior year due to improved trading performance and improved working capital management.
Focus for 2021	**Focus for 2021**	**Focus for 2021**
Due to the economic uncertainty as a result of Covid-19 the group is focused on maintaining a tight control on overheads, maximising Government support to minimise the impact of Covid-19 on the profitability of the Group and leave the Group well positioned to deliver strong profitability in the following financial year.	Strategy is to maintain our gross margin percentage by continuing to drive growth in our recurring service revenues through enhanced data analytic services and optimisation benefits. We expect to continue to deliver ongoing direct cost reductions.	To deliver positive cash generation from Operating Activities despite the impact of Covid-19.

CORPORATE SOCIAL RESPONSIBILITY

Protecting customer data, delivering results

Data Protection/ Information Security

- Successfully renewed ISO27001 and Cyber Essentials during 2020
- continued to invest in our IT platforms to allow us to identify and address potential issues more successfully and to better defend against malware, viruses or malicious attacks
- continued to train all of our staff in Data Protection and Information Security
- Successfully passed a number of independent penetration tests during the financial year

Quality

- Successfully renewed ISO9001 during 2020
- Continued improvement to our Supplier Due Diligence and Monitoring to ensure our supply chain continues to perform despite Covid-19 disruptions and to ensure Trakm8's expectations and standards regarding Corporate Social responsibility are being maintained by our supply base
- All staff trained for TCF (Treating Customers Fairly), Anti-Bribery and Modern Slavery
- All manufacturing staff trained to IPC standards to improve both quality levels and productivity

Environmental

- Successfully renewed ISO14001 during 2020
- Continued training of Compliance team members on relevant environmental legislation
- Commenced phased replacement of company car fleet with electric vehicles

Health & Safety

- Continued our good H&S record with no significant accidents or incidents being recorded
- Review of all site working practices in light of Covid-19
- Redesign of office and manufacturing facilities and internal processes in light of Covid-19
- Key staff trained on IOSH and NEBOSH standards

Charity & Community

- The Company has identified a plan to extend the commitment made by the Company and its' staff to local community support activities and will be undertaking various activities towards a specific cause

CORPORATE SOCIAL RESPONSIBILITY (CONTINUED)

In addition to improving internal processes, Trakm8 is committed to providing technology which contributes to improving road safety and reducing the environmental impact of motor vehicles in the UK and beyond. Feedback from our customers indicates we have delivered the following benefits:

- 20% reduction in fuel usage
- 31% reduction in engine idling
- 18% reduction in CO_2 per mile
- Cost of idling down 69%
- 30% increase in productivity
- Up to 20% reduction in accident rates
- 13% reduction in speeding events
- Insurance premium reduction of 10%

RISK MANAGEMENT FRAMEWORK

Our risk management process is designed to improve the likelihood of delivering our business objectives, to protect the interests of our key stakeholders, to enhance the quality of our decision making, and to assist in the safeguarding of our assets. This includes people, finances, property and our reputation.

The Board takes overall responsibility for risk management, evaluating our exposure to individual strategic risks, overseeing our risk governance structure and internal control framework. Strategic decisions are evaluated against our tolerance levels to the risks identified and the Board continues to monitor these trends in order to implement mitigation activities in line with our long-term strategy.

Approach to Risk Management

Each year the Board carries out a robust assessment of the principal risks facing the Group, including those that would threaten our business model, future performance, solvency or liquidity. The report overleaf summarises these possible risks and how they are being managed or mitigated.

The Executive Chairman and the senior management team take responsibility for reviewing the effectiveness of the risk management process and the risk register is subjected to detailed review and discussion.
This group identifies all the key risks to the business and ensures our elimination and mitigation processes are robust and up to date to minimise any possible impact. Risk identification is embedded in other processes, including product development, contract approvals and other operational activities. Trakm8's corporate strategy is designed to optimise our business model and accept risk, with the required controls on an informed basis.

To create value for our shareholders, we set varying risk tolerances and associated criteria. We continue to accept risk and manage our risk environment on the following basis:

• Strategic – medium to low tolerance for risks arising from poor business decisions or substandard execution of business objectives.

• Operational – low to near-zero tolerance for risks arising from business processes including the technical, quality, and project management or organisational risk associated with programmes and products. During the year we enhanced our testing procedures for new product launches following the issues experienced in the previous financial year.

• Corporate – low to near-zero tolerance for compliance and reputational risks including those related to the law, health, safety and the environment.

• Financial – zero tolerance for financial risks including failure to provide adequate liquidity to meet our obligations and manage currency, interest rate and credit risks.

RISK MANAGEMENT FRAMEWORK (CONTINUED)

RISK MANAGEMENT PROCESS

Risk management is a key element of the Group's decision making process as there is a risk element in all areas of its activities and these risks need to be managed appropriately. Alongside the strong governance structure and effective internal controls, the risk management process gives the Board assurance that risks are being appropriately identified and managed.

The Risk Management Process is set up in the following way:

• An annual business review to set strategies, objectives and agreed initiatives to achieve its goals, taking account of the risk appetite set by the Board.

• Day-to-day operations are supported by a clear schedule of authority limits that define processes and procedures for approving material decisions. This ensures that projects are approved at the appropriate level of management, with the largest and most complex projects being approved by the Board.

• The Group's Executive Directors also compile their own risk assessment, ensuring that a top-down approach is undertaken when considering the Group-wide environment.

• The Group's Audit and Risk Committee assists the Board in assessing and monitoring risk management across the Group. The role of the Committee is to ensure the timely identification and robust management of inherent and emerging risks. The Committee reviews the risk register as it develops, to ensure net risk and proposed further actions are together consistent with the risk appetite set by the Board.

PRINCIPAL RISKS AND UNCERTAINTIES

Link to strategic priorities

1	2	3
Increasing our market share	**Delivering a cutting-edge solutions portfolio**	**Streamlining our internal operations**

Principal Risk	Potential Impact	Mitigation
Significant operational system failure 2	Reputational impact Deterioration in customer relations Reduction in revenues, profitability and cash generation	Our systems are both within the Cloud and within a traditional data centre environment. We provide no single point of failure as there is diversity of datacentres from separate suppliers and replication of data between data centres. Daily point-in-time backups are also taken offsite. Insurances are maintained to financially mitigate any risk relating to an event that causes significant interruption at our single site manufacturing facility.
Cyber-attack and data security 2	Reputational Impact Deterioration in customer relations Liability claims	We have been maintained our ISO 27001 accreditation. We continue to make considerable investments in security and systems for both our internal and customer data, including a review by an independent CISO. We operate a secure development lifecycle and undertake regular independent penetration testing of our devices and hosting environments from CREST certified testers.
Brexit and a deteriorating economic climate 1, 2	A potential hard Brexit could impact cost of goods further impact the exchange rates and provide legislative uncertainty. We've assessed the greatest potential impact to be on our supply chain & product approvals Brexit had a sales impact as a result of uncertainty delaying customer decisions	Continuous product development and operational efficiency improvements to compensate for any potential component increases. It is estimated that at worst a hard Brexit would only result in import tariffs up to a maximum of 5% on WTO terms for some component supplies. Geographical expansion will provide opportunities to build natural currency hedges. Continued focus in Sales & Marketing on demonstrating the ROI from the solution to ensure it is compelling financially for our customers.

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

Principal Risk	Potential Impact	Mitigation
Operating in a fast moving technology industry where we will always be at risk from new products being launched 1, 2	Decelerating sales growth affecting profit Loss of significant customer or market Delay in achieving projected revenues OEM fit telematics to all strategy Autonomous cars Product failure	We heavily invest in research and development to ensure we are at the forefront of telematics technology. We are device agnostic and will interface into OEMs and autonomous vehicles as a central data hub. Expansion of number of significant customers reduces the risk of an individual customer loss. We undertake rigorous testing using our in-house testing team, synthetic testing has been enhanced by retrofitting greatly enhanced automated test suites for unit and integration testing, an additional set of test resource focussed on trials of real world test cases, edge cases and specific customer solutions to test the broadest possible functionality has been introduced into the release process. Release retrospectives complement this activity to drive kaizen improvements into our software test & release process.
Adverse mobile network changes 2	Reputational Impact Deterioration in customer relations Reduction in revenues, profitability and cash generation	We provide a configuration manager which allows remote upgrade of the installed base and this can be used to address system wide issues as long as basic GPRS communications exist. We rely on mobile phone suppliers to provide a quality of service and investment in suitable reliable infrastructure. The same is true for the GPS network and the Internet.
Attracting and maintaining high quality employees 1, 2, 3	Loss of key personnel Potential business disruption Breakdown of communication and misalignment	We provide interesting work within a growing sector where we have significant opportunity and maintaining this is key to employee retention. Companywide program of training and personal development including promotion from within. Knowledge of our bespoke systems is spread across a larger pool of individuals to mitigate the risk of a key individual leaving the business. We are a sponsor on the government highly skilled migrant program.
Access to long term and working capital 1, 2	Ability to deliver business plans	We maintain regular discussions with banks and other financial institutions. We regularly review medium term capital requirements.
Electronics supply chain under constraint 2	Long lead-times Single source suppliers	Work with world class distributors and manufacturers to mitigate the supply chain risk.

PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

Principal Risk	Potential Impact	Mitigation
Covid-19 impacting internal and operational capacity and significant economic impact 1, 2, 3	Potential business disruption Reduction in revenues, profitability and cash generation	We have successfully relocated most teams to home working and are following government guidance in relation to working practices, and to protect our two separate UK sites have banned all travel between the sites for the foreseeable future. We have detailed plans in place to enable a return to more normal working and we maintain a dual site capacity. We are maintaining regular communication and training with all staff, including furloughed staff to ensure a smooth return to work. We have taken steps to secure components through supply chain and increased our safety stocks. As an agile business the Executive team is reviewing the situation daily and making continuous adjustments to the operations of the business. We are utilising the various government support schemes to protect the business, alongside a substantial recurring revenue base Trakm8 will manage the cash position carefully into the medium term.

By order of the Board

Jon Furber

COMPANY SECRETARY

29 June 2020

BOARD OF DIRECTORS

John Watkins
Executive Chairman

John Watkins has a Master's Degree in Engineering Science from the University of Oxford. Through his extensive career he has acquired considerable M&A and sales experience. He has been a Director of several Public companies, Managing Director of a wide range of private and subsidiaries/divisions of public companies and Chairman of two very successful private equity companies that exited with significantly better than average IRRs.

Keith Evans
Senior Independent Non- Executive Deputy Chairman

Keith graduated from the University of Cambridge with a degree in Economics. Keith is a former partner for over 25 years at PricewaterhouseCoopers LLP with very extensive experience of commercial and financial roles having worked with companies operating in the financial services, automotive and information technology sectors.

Nadeem Raza
Non-Executive Director

Nadeem Raza joined the Board in January 2019 following the strategic investment by Microlise Group Holdings Limited. As CEO of Microlise, Nadeem has complete responsibility for the operational management and control of all Microlise business activities. During his 20 year career with Microlise, Nadeem has fulfilled various responsibilities and gained experience across all elements of the business, including sales, system integration, marketing, operations and business computing.

Penny Searles
Independent Non-Executive Director

Penny joined the Board in June 2020. Penny has worked in Financial Services for over 25 years, latterly as CEO and founder of two successful FinTech Companies; Wunelli Ltd which was purchased by LexisNexis in 2014 and SmartDriverClub purchased by Calamp in 2020. Penny brings her impressive operational experience in both Motor Insurance and Telematics to the Group.

Jon Furber
Group Finance Director

Jon joined Trakm8 as Finance Director to the Group in September 2017. Jon has previously held senior finance roles at technology growth businesses; he was CFO at AppSense and at Vistorm/HP Information Security (UK), and most recently interim CFO at Intrinsic Technology. Jon is a chartered accountant having trained and qualified at KPMG.

Matt Cowley
Big Data Director

One of the founders of Trakm8 along with his brother Tim Cowley, Matt is a highly experienced software Engineering Director with over 25 years' experience within the Telematics and Telecommunications industry. Awarded an MSc Software Engineering with distinction from University of Oxford in 1998, Matt now leads the in-house Big Data team and is passionate about algorithms, machine learning, computer vision and data science.

BOARD OF DIRECTORS (CONTINUED)

Tim Cowley
Group Strategy Director

Tim Cowley has 30 years' experience in the Engineering & Technology sector. After graduating with a degree in Electronics Engineering in 1988 from Brunel University, Tim was awarded a prestigious Michael Cobham scholarship, and stayed with the Cobham Group for eleven years. Alongside his brother Matt, he founded Trakm8 in 2002 and is now responsible for the Group Product Strategy and the Advanced Engineering function.

Mark Watkins
Chief Operating Officer

Mark has a Master's in Engineering degree and worked for Ford Motor Co in the group IT team. He has previously held positions in IT and Operations having been Head of Manufacturing Operations at Continental UK for several years. In 2014 he joined Trakm8 Holdings as Managing Director of BOX Telematics following its acquisition and is now responsible for all operational and engineering matters for the Group.

Peter Mansfield
Group Sales and Marketing Director

Peter joined the Board in March 2020 following his appointment as the Group Sales and Marketing Director. Previously Peter has held senior roles in technology and data businesses including CEO of Deko, a fintech business and as Managing Director of the Credit Solutions Division of Callcredit. Peter's early career was as an officer in the British Army and started his commercial career in financial services. He has a Master's Degree from Northumbria Business School.

BOARD OF DIRECTORS AND COMMITTEES

The Board of Trakm8 Holdings PLC is responsible for the strategic direction of the Group's businesses. The Board's specific roles include corporate governance policy and direction; as well as strategy formation and monitoring the achievement of the Group against the business plan. The day-to-day management of the Group is the responsibility of the team of executive Directors and the executive Chairman. The Board meetings of Trakm8 Holdings PLC cover matters required to be covered by the Boards of the Group's subsidiary entities.

The Board has operated Audit and Risk, Remuneration and Nomination Committees throughout the period. These bodies operate under formally delegated duties and responsibilities and seek advice from independent third parties as the need arises. The committees during the year have comprised of the two non-executive Directors and the Executive Chairman.

For the financial year ended 31 March 2020 the Directors' attendance at Board and Committee meetings has been as follows:

Type	Board	Audit	Nomination	Remuneration
Total Held in period	11	2	1	5
John Watkins	11	1	1	5
Keith Evans	11	2	1	5
Matt Cowley	9	-	-	-
Tim Cowley	11	-	-	-
Bill Duffy[1]	5	1	-	2
Jon Furber	11	-	-	-
Sean Morris	8	-	-	-
Mark Watkins	10	-	-	-
Nadeem Raza	10	1	1	5
Peter Mansfield[2]	-	-	-	-

[1] Attended 5 out of 6 Board meetings, 1 out of 1 Audit Committee meetings and 2 out of 2 Remuneration Committee meetings whilst in office

[2] No Board meetings were held whilst in office

Nominations committee

The committee met once during the year and appointed Peter Mansfield as Group Sales and Marketing Director. The committee met post year end to appoint Penny Searle as Independent Non-Executive Director.

Audit and Risk Committee

The Audit and Risk Committee is responsible for ensuring that the Group's financial performance is properly monitored, controlled and reported. The Finance Director and other Directors attend as required.

The committee and the external auditor have safeguards to avoid a potential compromise of auditor's objectivity and independence. These include the adoption of a policy that segregates the supply of audit and non-audit services and requires committee approval for the supply of services such as tax services and acquisition related due diligence.

The key issues considered by the Audit and Risk Committee included revenue recognition, capitalisation of development costs, valuation of accrued income and impairment review of Goodwill. The Audit and Risk Committee also reviewed in detail financial projections in concluding on its' Going Concern assertion.

Remuneration committee

The Remuneration Committee's terms of reference include making recommendations on Directors' compensation packages to ensure that the Group enjoys and retains an appropriate level of motivated resources. The Committee engages with external consultants as and where it is deemed beneficial.

The Group has adopted and operates a share dealing code for Directors and employees in accordance with the requirements of the Combined Code.

Relations with shareholders

The Board values and attaches the utmost importance to the maintenance of good relationships with shareholders. The Executive Chairman and the Finance Director meet investors immediately after publication of the annual and interim results, at the Annual General Meeting and on an ongoing basis as required throughout the year. In addition we provided a number of shareholders update presentations and the intention is to continue this programme during the new financial year.

By order of the Board

Jon Furber

COMPANY SECRETARY

29 June 2020

DIRECTORS' REPORT

The Directors submit their Directors' Report and the audited financial statements of the Group for the year ended 31 March 2020.

Trakm8 Holdings PLC is a public listed company incorporated and domiciled in England (Company Number 05452547) whose shares are quoted on AIM, a market operated by the London Stock Exchange plc.

PRINCIPAL ACTIVITIES

The principal activities of the Trakm8 Group are the development, manufacture, marketing and distribution of telematics equipment and services and fleet optimisation solutions. Trakm8 Holdings PLC is the holding company for the Trakm8 Group.

FINANCIAL RISK MANAGEMENT

The Group manages its key financial risks as follows. Further details can be found in note 27.

Liquidity risk

The Group's objective is to maintain a balance between continuity and flexibility of funding through the use of borrowings and financial assets with a range of maturities. It is also the Group's policy to mitigate the risk of borrowings by maintaining cash reserves. The Group currently has an unused revolving bank credit facility of £0.5m.

Currency risk

The Group endeavours to minimise its foreign currency exposure by trading in Sterling wherever possible. The two principal foreign currencies used are the US Dollar and the Euro and where possible we endeavour to match inflows and outflows.

Interest rate risk

The Group regularly monitors the risk of increasing interest rate and the effect this would have on our total interest charges. Currently our bank borrowings are linked to variable interest rates and the Group would move to fixed if it was deemed appropriate to minimise the effects of further interest rate rises.

Credit risk

The Group's credit risk is primarily attributable to its trade receivables and the Group attaches considerable importance to the collection and management of trade receivables. The Group minimises its credit risk through the application of appropriate credit limits.

RESULTS AND DIVIDENDS

The Group results for the year ended 31 March 2020 are shown in the Consolidated Statement of Comprehensive Income on page 41. The Directors do not recommend the payment of a dividend (2019: £nil).

RESEARCH AND DEVELOPMENT

The Group continues to invest in research and development to ensure the future success of the business. During the year the Group capitalised development costs of £3.2m and a further £0.9m was expensed. Further details about the Group's approach to R&D can be found in the Strategic Report.

GOING CONCERN

These financial statements are presented on a going concern basis. The Groups projections for the next 12 months, which have been revised for a plausible downside scenario due to Covid-19, and downside sensitivity analysis against its projections along with closing cash balances of £1.7m and undrawn revolving credit facilities of £0.5m at 31 March 2020 provide the Directors a reasonable expectation that the Group will have adequate financial resources to continue in operation for the foreseeable future. Detailed considerations by the Directors are detailed in note 4 on page 57.

FUTURE DEVELOPMENTS

Consideration on the impact of the Covid-19 pandemic has been made in the Executive Chairman's Statement in the Strategic Report. Despite this impact of this pandemic the Group is still confident of the growth potential in its chosen markets and that we have the solutions and sales teams to deliver on this opportunity. The Group's Fleet solutions significantly improve customer's efficiencies so this market driver is as relevant now as ever and therefore we expect this part of the business to return to growth as the impact of the pandemic subsides. Revenues are also expected to increase during the financial year from existing and recently launched insurance customers.

The Group will continue to invest in our software solutions, algorithms and devices to ensure that the Group retains the market-leading solutions with the widest and deepest offer in the market today.

Further acquisitions will be assessed and only if our strict criteria are met will be progressed.

EMPLOYEES

The Group's employment policies are designed to ensure that they meet the statutory, social and market practices where the Group operates. The Group regularly provides employees with information about the progress of the Group, wider economic factors and also matters likely to be of concern to them. The Group recognises the importance of its employees and their training and conducts annual appraisals with each member of staff.

The Group is committed to employment policies, which follow best practices and are based on equal opportunities for all employees regardless of sex, race, colour, disability or marital status. The Group gives full and fair consideration to applications for employment for disabled persons, having regard to their particular aptitudes and abilities. If members of staff become disabled the Group will continue their employment either in the same or an alternative position, with appropriate retraining being given if necessary.

POST BALANCE SHEET EVENTS

The Group recently entered into Amendment and Restatement Agreements with HSBC that extended the term of the facilities to 30 September 2021, deferred all scheduled capital repayments from June 2020, with these recommencing in April 2021 and amended the covenants. The Group also recently entered into an Amendment and Restatement Agreement with MEIF EM Debt LP that deferred the commencement date of capital repayments to 30 June 2021 and amended the covenants in line with the agreement with HSBC. All other terms of the facilities remained unchanged.

DIRECTORS

The Directors of the company who were in office during the year and up to the date of signing the financial statements were:

John Watkins
Keith Evans
Matt Cowley
Tim Cowley
Bill Duffy (resigned 30 September 2019)
Sean Morris (resigned 31 March 2020)
Mark Watkins
Jon Furber
Nadeem Raza
Peter Mansfield (appointed 26 March 2020)
Penny Searles (appointed 18 June 2020)

DIRECTORS AND THEIR INTERESTS

At 31 March 2020 the Directors' interests in the shares of the Company are detailed below:

	1p Ordinary shares at 31 March 2020	% of issued Ordinary share capital (50,004,002 Ordinary shares)	1p Ordinary shares at 31 March 2019	% of issued Ordinary share capital (50,004,002 Ordinary shares)
John Watkins	7,768,768	15.55%	7,768,768	15.55%
Keith Evans	381,119	0.76%	381,119	0.76%
Matt Cowley	1,994,203	3.99%	1,994,203	3.99%
Tim Cowley	2,268,127	4.54%	2,268,127	4.54%
Bill Duffy	375,000	0.75%	375,000	0.75%
Jon Furber	596,503	1.19%	596,503	1.19%
Sean Morris	-	-	-	-
Mark Watkins	318,310	0.64%	318,310	0.64%
Nadeem Raza*	278,622	0.56%	178,622	0.36%
Peter Mansfield	-	-	-	-
Penny Searle	-	-	-	-

*Nadeem Raza is the CEO and principal shareholder in Microlise which holds 10,000,000 ordinary shares in the Company.

The Directors had no interest in the share capital of the Company's subsidiary undertakings at 31 March 2020 or on the date on which these financial statements were approved.

DIRECTORS' REMUNERATION

The Directors' remuneration for the year ended 31 March 2020 was:

£'000	Salaries & benefits	Fees	Total remuneration to year ended 31 March 2020	Pension contribution	**Total aggregate emoluments to year ended 31 March 2020**	**Total aggregate emoluments to year ended 31 March 2019**
John Watkins	289	-	289	-	289	285
Keith Evans	36	-	36	1	37	37
Matt Cowley	105	-	105	3	107	106
Tim Cowley	120	-	120	3	123	122
Bill Duffy	27	-	27	-	27	36
Jon Furber	166	-	166	14	179	181
Sean Morris	170	-	170	13	183	119
Mark Watkins	159	-	159	14	173	165
Nadeem Raza	45	-	45	1	46	-
Peter Mansfield	9	-	9	-	9	-
Total	1,126	-	1,126	49	1,173	1,051

DIRECTORS' SHARE OPTIONS

At 31 March 2020 the following options had been granted to the Company's Directors and remain current and unexercised:

	Option exercise price	Balance as at 1 April 2019	Granted during year	Exercised during year	Expired/ forfeited during year	Balance as at 31 March 2020	Expiry date
John Watkins	£0.45	250,000	-	-	-	250,000	21/01/2024
	£0.34	125,000	-	-	-	125,000	04/03/2029
	£0.34	300,000	-	-	-	300,000	04/03/2029
Keith Evans	£0.99	75,000	-	-	75,000	-	03/07/2027
	£0.34	-	75,000	-	-	75,000	27/05/2029
	£0.34	-	50,000	-	-	50,000	27/05/2029
Matt Cowley	£0.45	125,000	-	-	-	125,000	21/01/2024
	£0.34	25,000	-	-	-	25,000	04/03/2029
Tim Cowley	£0.45	125,000	-	-	-	125,000	21/01/2024
	£0.34	50,000	-	-	-	50,000	04/03/2029
Bill Duffy	£0.34	50,000	-	-	50,000	-	02/03/2029
	£0.34	75,000	-	-	75,000	-	04/03/2029
Sean Morris	£0.34	350,000	-	-	-	350,000	04/03/2029
Mark Watkins	£0.58	200,000	-	-	-	200,000	06/04/2024
	£0.34	125,000	-	-	-	125,000	04/03/2029
	£0.34	250,000	-	-	-	250,000	04/03/2029
Jon Furber	£0.34	125,000	-	-	-	125,000	04/03/2029
	£0.34	475,000	-	-	-	475,000	04/03/2029

All share options were issued at the open market price on the day the options were granted, except the options issued on the 5 March 2019 which have an exercise price at a 20% premium to the mid-market closing share price on 4 March 2019 and the options issued on the 28 May 2019 which have an exercise price at a 50% premium to the mid-market closing share price on 27 May 2019.

The Group provides qualifying third party indemnity provisions for the Directors which was in place throughout the year and has remained in place since the year end.

TREASURY SHARES

At 1 April 2019 and 31 March 2020 the Company held 29,000 of its own 1p Ordinary shares representing 0.06% (2019: 0.06%) of the called up share capital. There were no purchases or sales by the Company during the year.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITORS

Each Director who was in office on the date of approval of these financial statements has confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the Directors has confirmed that they have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of the profit or loss of the group and parent company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and parent company will continue in business.

The directors are also responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006 and, as regards the group financial statements, Article 4 of the IAS Regulation.

The directors are responsible for the maintenance and integrity of the parent company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

SECTION 172 STATEMENT

The Directors of the Company are required to act in accordance with a set of general duties. These duties are detailed in section 172 of the UK 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 its shareholders as a whole".

The Directors are aware of their obligations with regards to the matters under section 172, namely:

- the likely consequences of any decision 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 the environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly between members of the company.

The Strategic Report on page 3, the Governance Report on page 23 and the Directors' Report on page 27 set out the ways in which these duties are fulfilled.

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP resigned as auditors on 13 January 2020 and Cooper Parry Group Limited was appointed in their place. A resolution to appoint Cooper Parry Group Limited, as auditors, will be put to the members at the Annual General Meeting.

By approval of the Board on 29 June 2020

Jon Furber
Company Secretary

Independent auditors' report to the members of Trakm8 Holdings Plc

Opinion

We have audited the financial statements of Trakm8 Holdings plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2020 which comprise the consolidated statement of total comprehensive income, the consolidated statement of changes in equity, the consolidated statement of financial position, the consolidated statement of cash flows, the company statement of financial position, the company statement of changes in equity and the related notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2020 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed 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 group's ability or the parent 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.

Emphasis of matter

We draw attention to note 4 in the financial statements, which refers to the fact that the Coronavirus has created financial uncertainty within the economy and therefore there is increased difficulty in forecasting future results for the Group. Our opinion is not modified in respect of this matter.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Risk of error in revenue recognition for multi-element arrangements

Matter

The Group enters into contracts where there are multiple deliverables to be provided to the customer. These typically include the provision of hardware, software and services, or software and services. The accounting for these contracts involves a higher degree of judgement, including:

- Determining whether the contract contains performance obligations which should be separated for revenue recognition purposes and whether each of those elements should be recognised at a point in time or over time;
- Determining the allocation of consideration on a fair value basis between components of multi-element contracts; and
- Determining the point at which it is appropriate to recognise revenues where revenues are recognised in advance of billings.

Given the above, there is a risk that revenue is not accounted for appropriately.

Response

We have tested the accounting for multi-element contracts and the associated revenues recognised in the year. Our procedures included:

- Review of a sample of contracts with customers to ensure that separate deliverables within contracts have been identified in line with contractual terms. Where separate deliverables have been identified we have ensured that the revenue recognition methodology applied appropriately separates out each deliverable;
- Testing of the fair values of revenues attributed to different deliverables within the contract by reference to appropriate supporting evidence, including standalone selling prices for different elements of revenue or, where these do not exist, similar objective evidence derived from contract pricing over a number of years; and
- Review of contractual terms to ensure that where revenues are recognised in advance of billings, the Group has an enforceable right to receive consideration in the future.

Based on the work performed we found that contracts containing more than one deliverable had been appropriately identified, and revenues had been separately identified and allocated between different deliverables on a reasonable basis. Where revenues had been recognised in advance of billings we found that the Group had an enforceable right to receive consideration in the future.

Capitalisation of internally generated intangible assets

Matter

The Group continues to incur material expenditure on development activities (including software). This expenditure is capitalised when the development project meets the criteria of International Accounting Standard 38 'Intangible Assets' (IAS 38). During the year the Group capitalised £3.2m of development and software expenditure on internally generated intangible assets. The capitalised costs consist of internal labour and external bought in costs. IAS 38 sets out specific criteria that must be met for an asset to be capitalised. These include:

- whether it is probable that the expected future economic benefits attributable to the asset will flow to the Group;
- that the cost of the asset can be measured reliably;
- that the technical feasibility of completing the asset can be demonstrated such that it will be available for use or sale;
- there is an intention to complete the asset and use or sell it;
- the Group has the ability to use or sell the asset; and
- the Group has adequate technical, financial and other resources to complete the development and to use or sell the asset.

Management apply judgement in determining whether or not these criteria are met and there is therefore a risk that expenditure may be incorrectly capitalised.

Response

We tested a sample of projects against which costs had been capitalised during the year to validate that the projects met each of the relevant criteria within IAS 38 to support the capitalisation of costs. We also tested a sample of costs capitalised during the year to confirm that the cost of the asset could be reliably measured and had been accurately recorded by agreeing the capitalised costs back to appropriate audit evidence, for example timesheet records, invoices or similar supporting documentation. Based on our work performed we found that management's assessment of projects against the capitalisation criteria within IAS 38 was reasonable, and that costs capitalised within projects were recorded on an appropriate basis.

Goodwill impairment assessment

Matter

The Group has a material goodwill balance which is required to be tested for impairment on an annual basis in accordance with International Audit Standard 36 'Impairment of Assets' (IAS 36). Total goodwill at year end was £10.4m. Goodwill has been tested by reference to its value in use. Valuations of this nature are inherently subjective and involve a high degree of estimation, for example over future cash flows of the group, discount rates applied to those cash flows and terminal growth rates. This gives rise to an increased risk of error in the calculation of value in use and therefore in the overall impairment assessment.

Response

We have performed audit procedures over management's impairment assessment, including the following procedures:

- Testing of the integrity of the cash flow model and the methodology applied;
- Assessing key assumptions including future cash flows, discount rates and growth rates, including sensitivity of these assumptions.
- Agreeing future cash flows to Board approved budgets and considered the appropriateness of these budgets by reference to historical performance of the Group, including understanding revenue split between recurring and non-recurring, as well as sales orders and pipeline.
- Considering 3 year extended forecasts approved by the board.
- Assessing the terminal growth rate against long-term GDP growth in the UK and testing the calculation of the discount rate.
- Performing sensitivity analysis over key assumptions, in particular testing what level of sensitivity in the assumptions would cause impairment.

Based on our audit procedures performed we found the model itself, the methodology, the forecasts and the assumptions used in the calculation were appropriate and we concluded that there was no impairment of goodwill. We also found that the related sensitivity disclosures in the financial statements were appropriate.

Going concern and impairment consideration relating to Coronavirus

Matter

During March 2020, the potential impact of Coronavirus became significant. As a result, management (including the Board and Audit Committee) invested a significant amount of time to fully consider the implications on Trakm8. Management considered implications for the Group’s going concern assessment, impairment of certain assets and appropriate disclosure in the Annual Report and accounts, by developing forecasts based on various scenarios to model potential impacts.

Response

We reviewed management’s forecast scenarios including levers available to management to mitigate the impacts. Based on the information available at the time of the directors’ approval of the financial statements and our signing of our audit opinion, we consider the scenarios to be reasonable whilst noting that the impact of Coronavirus on future sales and other inputs is currently difficult to quantify.

We challenged management on the key assumptions included in the scenarios and confirmed that management’s mitigating actions are within their control. We considered the potential impact on the balance sheet, specifically around trade and other receivables, inventory, intangible assets and right of use assets and do not consider there to be any indicators of material impairment as at the balance sheet date or subsequently (for disclosure only). We reviewed management’s disclosures in relation to the Coronavirus potential impact and found them to be consistent with the forecast scenarios performed.

Our application of materiality

We apply the concept of materiality in planning and performing our audit, in determining the nature, timing and extent of our audit procedures, in evaluating the effect of any identified misstatements, and in forming our audit opinion.

The materiality for the group financial statements as a whole was set at £196,000. This has been determined with reference to the benchmark of the group's revenue which we consider to be an appropriate measure for a group of companies such as these. Materiality represents 1% of group revenue.

The materiality for the parent company financial statements as a whole was set at £146,000. This has been determined with reference to the benchmark of the parent company's net assets which we consider to be an appropriate measure for a parent company such as this. Materiality represents 0.9% of the parent company net assets, as a result of us restricting parent company materiality to 80% of the materiality used for the group financial statements.

An overview of the scope of our audit

We adopted a risk based audit approach. We gained a detailed understanding of the group's business, the environment it operates in and the risks it faces.

The key elements of our audit approach were as follows:

Our Group audit scope focused on the Group's principal trading subsidiaries, Trakm8 Limited and Route Monkey Limited which were subject to a full scope audit. Together with the parent company and its group consolidation, which was also subject to a full scope audit, these entities represent the principal business units of the Group and account for 97% of the Group's revenue, 101% of the Group's loss before tax and 100% of the Group's net assets. In performing our testing we utilised performance materiality of £147,000, equating to 75% of materiality.

In order to address the matters described in the Key audit matters section we performed focused audit procedures over these areas, including reference to external market data and publicly available market information in relation to assumptions used.

The accounting for all significant components in the group is located in the UK, with all audit work over these components performed by the group audit team. Therefore, there is no requirement to utilise separate component auditors.

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements 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 on page 32, 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 group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of our report

This report is made solely to the parent 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 parent company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Katharine Warrington (Senior Statutory Auditor)
For and on behalf of Cooper Parry Group Limited
Chartered Accountants and Statutory Auditor

One Central Boulevard
Blythe Valley Business Park
Solihull
West Midlands
B90 8BG

Date: 29 June 2020

Consolidated Statement of Comprehensive Income For The Year Ended 31 March 2020

	Note	Year ended 31 March 2020	Year ended 31 March 2019
		£'000	£'000
REVENUE	6	19,550	19,145
Cost of sales		(7,991)	(8,890)
Gross profit		11,559	10,255
Other income	7	364	436
Administrative expenses excluding exceptional costs		(11,926)	(12,101)
Exceptional administrative costs	9	(1,296)	(1,930)
Total administrative costs		(13,222)	(14,031)
OPERATING LOSS	8	(1,299)	(3,340)
Finance income		12	10
Finance costs	10	(418)	(233)
LOSS BEFORE TAXATION		(1,705)	(3,563)
Income tax	11	612	1,057
LOSS FOR THE YEAR		(1,093)	(2,506)
OTHER COMPREHENSIVE INCOME			
Items that may be subsequently reclassified to profit or loss:			
Exchange differences on translation of foreign operations		(7)	(5)
TOTAL OTHER COMPREHENSIVE INCOME		(7)	(5)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT		(1,100)	(2,511)
LOSS BEFORE TAXATION		(1,705)	(3,563)
Exceptional administrative costs		1,296	1,930
IFRS2 Share based payments charge		185	181
ADJUSTED LOSS BEFORE TAX	8	(224)	(1,452)
LOSS PER ORDINARY SHARE (PENCE) ATTRIBUTABLE TO OWNERS OF THE PARENT			
Basic	13	(2.19p)	(6.20p)
Diluted	13	(2.19p)	(6.20p)

The results relate to continuing operations.

Consolidated Statement of Changes in Equity For The Year Ended 31 March 2020

	Note	Share capital	Share premium	Merger reserve	Translation reserve	Treasury reserve	Retained earnings	Total equity
		£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance as at 1 April 2018		359	11,750	1,138	208	(4)	7,929	21,380
Comprehensive loss								
Loss for the year		-	-	-	-	-	(2,506)	(2,506)
Other comprehensive loss								
Exchange differences on translation of overseas operations		-	-	-	(5)	-	-	(5)
Total comprehensive income		-	-	-	(5)	-	(2,506)	(2,511)
Transactions with owners								
Shares issued		141	2,941	-	-	-	-	3,082
IFRS2 Share-based payments charge		-	-	-	-	-	181	181
Tax recognised directly in equity (Note 11)		-	-	-	-	-	(38)	(38)
Transactions with owners		141	2,941	-	-	-	143	3,225
Balance as at 1 April 2019		500	14,691	1,138	203	(4)	5,566	22,094
Comprehensive loss								
Loss for the year		-	-	-	-	-	(1,093)	(1,093)
Other comprehensive loss								
Exchange differences on translation of overseas operations		-	-	-	(7)	-	-	(7)
Total comprehensive loss		-	-	-	(7)	-	(1,093)	(1,100)
Transactions with owners								
IFRS2 Share based payments charge		-	-	-	-	-	185	185
Transactions with owners		-	-	-	-	-	185	185
Balance as at 31 March 2020		500	14,691	1,138	196	(4)	4,658	21,179

Consolidated Statement of Financial Position As At 31 March 2020

	Note	As at 31 March 2020	As at 31 March 2019
ASSETS		£'000	£'000
NON CURRENT ASSETS			
Intangible assets	14	21,997	21,165
Property, plant and equipment	15	717	1,432
Right of use assets	31	3,004	-
Amounts receivable under finance leases	17	41	139
		25,759	22,736
CURRENT ASSETS			
Inventories	16	2,043	2,736
Trade and other receivables	17	7,854	8,345
Corporation tax receivable		863	1,050
Cash and cash equivalents		1,665	1,205
		12,425	13,336
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	19	(6,180)	(6,307)
Borrowings	20	(1,125)	(1,237)
Right of use liability	20	(656)	-
Provisions	21	(27)	(27)
		(7,988)	(7,571)
CURRENT ASSETS LESS CURRENT LIABILITIES		4,437	5,765
TOTAL ASSETS LESS CURRENT LIABILITIES		30,196	28,501
NON CURRENT LIABILITIES			
Trade and other payables	19	(713)	(607)
Borrowings	20	(5,675)	(5,597)
Right of use liability	20	(2,162)	-
Provisions	21	(157)	(115)
Deferred income tax liability	18	(310)	(88)
		(9,017)	(6,407)
NET ASSETS		21,179	22,094
EQUITY			
Share capital	22	500	500
Share premium		14,691	14,691
Merger reserve		1,138	1,138
Translation reserve		196	203
Treasury reserve		(4)	(4)
Retained earnings		4,658	5,566
TOTAL EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		21,179	22,094

The loss for the Company for the year determined in accordance with the Companies Act 2006 was £236,000 (2019: loss £242,000)

The notes on pages 45 to 82 are an integral part of these consolidated financial statements. These financial statements on pages 41 to 82 were approved by the Board of directors and authorised for issue on 29 June 2020 and are signed on its behalf by:

John Watkins - Director **Jon Furber -** Director

Consolidated Statement of Cash-Flows For The Year Ended 31 March 2020

	Note	Year ended 31 March 2020	Year ended 31 March 2019
		£'000	£'000
NET CASH GENERATED FROM OPERATING ACTIVITIES	24	4,115	(1,752)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment		(20)	(103)
Purchases of software		(23)	(158)
Proceeds from sale of property		-	495
Capitalised development costs		(3,156)	(3,413)
NET CASH USED IN INVESTING ACTIVITIES		(3,199)	(3,179)
CASH FLOWS FROM FINANCING ACTIVITIES			
Issue of new shares		-	3,082
Increase in loans		2,000	2,000
Repayment of loans		(1,440)	(2,026)
Repayment of obligations under lease agreements		(630)	(187)
Interest paid		(386)	(205)
NET CASH GENERATED FROM FINANCING ACTIVITIES		(456)	2,664
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS		460	(2,267)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		1,205	3,472
CASH AND CASH EQUIVALENTS AT END OF YEAR		1,665	1,205

1 GENERAL INFORMATION

Trakm8 Holdings PLC (“Company”) and its subsidiaries (together the “Group”) develop, manufacture, distribute and sell telematics devices and services and optimisation solutions.

Trakm8 Holdings PLC is a public limited company incorporated in the United Kingdom (registration number 05452547). The Company is domiciled in the United Kingdom and its registered office address is 4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG. The Company’s Ordinary shares are traded on the AIM market of the London Stock Exchange. The Company is registered in England and is limited by shares.

The Group’s principal activity is the development, manufacture, marketing and distribution of vehicle telematics equipment and services and optimisation solutions. The Company’s principal activity is to act as a holding company for its subsidiaries.

The consolidated financial statements are presented in Sterling and all values are rounded to the nearest thousand (£'000) except where otherwise indicated.

2 AUTHORISATION OF FINANCIAL STATEMENTS AND STATEMENT OF COMPLIANCE WITH IFRS

The Group’s financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and IFRS Interpretations Committee (“IFRS IC”) interpretations as endorsed by the European Union, and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

3 BASIS OF PREPARATION

The accounting policies set out in note 4 have been applied consistently to all periods presented in these consolidated financial statements made up to 31 March 2020.

The preparation of the financial statements in conformity with IFRS requires the use of certain critical accounting estimates and management to exercise its judgement in the process of applying the Group’s accounting policies as disclosed within note 4 and 5.

4 ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared on the going concern basis under the historical cost convention in accordance with the applicable accounting standards.

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. If in the future such estimates and assumptions which are based on management's best judgement at the date of the financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the year in which the circumstances change.

BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 March each year. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The trading results of subsidiaries acquired or disposed of during the year are included in the Consolidated Statement of Comprehensive Income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All intra-group transactions, balances, income and expenditure are eliminated on consolidation.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are initially measured at fair value at the acquisition date irrespective of the extent of any minority interest. The excess of cost of acquisition over the fair values of the Group's share of identifiable net assets acquired is recognised as goodwill. Any deficiency of the cost of acquisition below the fair value of identifiable net assets acquired (i.e. discount on acquisition) is recognised directly in the Statement of Comprehensive Income. All acquisition expenses have been reported within the consolidated Statement of Comprehensive Income immediately.

Any contingent consideration to be transferred by the group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 3 either in statement of comprehensive income or as a change to other comprehensive income.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by other members of the Group.

The Company has taken advantage of the exemption provided under section 408 of the Companies Act 2006 not to publish its individual Statements of Comprehensive Income and related notes.

4 **ACCOUNTING POLICIES (Continued)**

REVENUE RECOGNITION

Revenue represents the total of amounts receivable for goods and services provided excluding value added tax.

The Group has adopted IFRS 15 "Revenue from contracts with Customers" with effect from 1 April 2018. IFRS 15 establishes a five-step model to accounting for revenue arising from contracts with customers. It requires revenue to be recognised when/as control of a good or service transfers to a customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring goods or services to a customer.

The Group enters into sale of multi-element contracts, which contain a combination of separate performance obligations which can include hardware, software and different services, including telematics services, software maintenance, installation and configuration consulting contracts. Each performance obligation is allocated a transaction price based on the stand-alone selling prices. Where stand-alone prices are not directly observable, they are estimated based on expected cost plus margin.

Revenue on the sale of telematics devices and other hardware is recognised when control transfers to a customer, or where bill and hold arrangements exist, when the products are identified separately as belonging to the customer and currently ready for physical transfer to the customer. If the contracts include the installation of hardware, revenue for the hardware is recognised at a point in time when the hardware is delivered, the legal title passed and the customer has accepted the hardware.

Revenue for telematics services, being the provision of data and data analytics to customers, is recognised in the accounting period in which the services are rendered. The appropriate portion of service revenue invoiced in advance covering future periods is shown as deferred income within current and non-current liabilities.

Revenue for installation services is recognised when the performance obligation per the contract is complete.

Revenue from the sale of perpetual software license is recognised when the software is made available for use by the customers. Revenue from the development of software and the integration of software with customers' existing systems is recognised over the life of the development project by reference to percentage of completion. Revenue for engineering services is recognised as the services are provided.

Revenue from software maintenance contracts is based on the allocated transaction price based on the stand-alone selling prices, recognised over the support term. Where the stand-alone price is not directly observable, they are estimated based on expected cost plus margin.

Revenue from SaaS (software as a service) contracts is based on the allocated transaction price based on the stand-alone selling prices, recognised over the contract term. Where the stand-alone price is not directly observable, they are estimated based on expected cost plus margin.

Revenue from configuration consulting contracts is based on the allocated transaction price based on the stand-alone selling prices, recognised as related services are performed. Where the stand-alone price is not directly observable, they are estimated based on expected cost plus margin.

Rental income from operating leases and rental of equipment is recognised on a straight-line basis over the term of the lease or rental period.

4 **ACCOUNTING POLICIES (Continued)**

REVENUE RECOGNITION (continued)

Assets sold by the Group where substantially all the risk and rewards of ownership of the assets have been transferred to the customer, of which the customer is paying over a number of future periods are classified as finance leases. Revenue is recognised at the present value of the minimum lease payments at the inception of the lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Invoicing for all revenue streams is undertaken in accordance with the terms of the agreement with the customer. Where this is different to revenue recognition either accrued or deferred income is recognised on the statement of financial position as appropriate.

In cases where customers pay for the goods and services over an agreed period, the fair value of the consideration is determined by discounting all future receipts using an imputed rate of interest. The difference between the fair value and the nominal amount of the consideration is recognised as investment income over the payment period.

GRANT INCOME

Government grants for revenue expenditure are recognised in the Statement of Comprehensive Income on a systematic basis over the periods in which the entity recognises expenses for the related costs for which the grants are intended to compensate. For grants relating to assets the grant is deducted from the carrying amount of the asset.

LEASES

The Group has adopted IFRS 16 Leases this year with effect from 1 April 2019 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 and IFRIC 4. The detailed accounting policies under IAS 17 and IFRIC 4 are disclosed separately if they are different from those under IFRS 16.

4 **ACCOUNTING POLICIES (Continued)**

LEASES (Continued)

Policy applicable for accounting periods starting 1 April 2019

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

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified.

- The Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of use; and

- The Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:
    - o The Group has the right to operate the asset; or
    - o The Group designed the asset in a way that predetermines how and for what purpose it will be used.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

However, for the leases of land and buildings in which it is a lessee, the Group has elected to separate non-lease components and therefore accounts for the lease and non-lease components as separate lease components.

Group as lessee
At inception of a contract the Group assesses whether the contract is or contains a lease as detailed above. Where a lease is identified the Group recognises a right of use asset and a corresponding lease liability, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

Lease liability – initial recognition
The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted at the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:
• fixed lease payments (including in-substance fixed payments), less any lease incentives;
• variable lease payments such as those that depend on an index or rate (such as RPI), initially measured using the index or rate at the commencement date;
• the amount expected to be payable by the lessee under residual value guarantees;
• the exercise price of purchase options where the Group is reasonably certain to exercise the options; and
• payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Consolidated Statement of Financial Position, split between current and non-current liabilities.

4 **ACCOUNTING POLICIES (Continued)**

LEASES (Continued)

Lease liability – subsequent measurement
The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability – re-measurement
The lease liability is re-measured where:
- there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate or;
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is re-measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used) or;
- the lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

When the lease liability is re-measured, an equivalent adjustment is made to the right of use asset unless its carrying amount is reduced to zero, in which case any remaining amount is recognised in the Statement of Comprehensive Income.
Where the lease liability is denominated in a foreign currency it is retranslated at the Statement of Financial Position date with foreign exchange gains and losses recognised in the Statements of Comprehensive Income.

Right of use asset – initial recognition
The right of use asset comprises the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.
Where the Group has an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. The costs are charged to the Statement of Comprehensive Income on a straight line basis over the life of the lease.
The right of use asset is presented as a separate line in the Statement of Financial Position.

Right of use asset – subsequent measurement
Right of use assets are depreciated over the shorter of the lease term and useful life of the underlying asset.

Impairment
The Group applies IAS 36 to determine whether a right of use asset is impaired and accounts for any identified impairment loss as described in the 'Impairment – non-financial assets' policy.
Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right of use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.
As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient.

Short term leases and low value assets
For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

4 **ACCOUNTING POLICIES (Continued)**

LEASES (Continued)

Under IAS 17
In the comparative period, as a lessee the Group classified leases that transfer substantially all of the risk and rewards of ownership as finance lease. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent.
Subsequently, the asset was accounted for in accordance with the accounting policy applicable to that asset. Assets held under other leases were classified as operating leases and were not recognised in the Group's statement of financial position. Payments made under operating lease were recognised in profit and loss on a straight-line basis other the term of the lease. Lease incentives received were recognised as an integral part of the total lease expense, over the team of the lease.

The Group as lessor
The Group enters into lease agreements as a lessor with respect to telematics units.
Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.
Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.
Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

The accounting policies applicable to the Group as a lessor in the comparative period were not different from IFRS 16.

EXCEPTIONAL ITEMS

Exceptional items are those items that, in the Directors' view, are required to be separately disclosed by virtue of their size or incidence to enable a full understanding of the Group's financial performance. See note 9 for further details.

4 **ACCOUNTING POLICIES (Continued)**

TAXATION

The tax expense represents the sum of the current tax expense and deferred tax expense.

Current tax is based on taxable profits for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated by using tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Research and Development tax credits (SME R&D tax relief) are shown as part of the current tax charge for the year in the Statement of Comprehensive Income.

Research and Development Expenditure Credit ('RDEC') in relation to research and development costs not claimed under SME R&D tax relief are shown as part of other income in the Statement of Comprehensive Income.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the Statement of Financial Position liability method.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised in the foreseeable future.

Deferred tax on share based payments is recognised in the Statement of Comprehensive Income to the extent that the future tax deduction does not exceed the charge in the Statement of Comprehensive Income. Deferred tax for the excess is recognised directly in Statement of Changes in Equity.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based upon tax rates that have been enacted or substantively enacted.

SHARE-BASED PAYMENTS

The Group issues equity-settled share-based payments to certain employees. The Group has applied the requirements of IFRS 2 Share-based payment, the corresponding entry to the expense in the Statement of Comprehensive Income is recognised in equity within the Statement of Changes in Equity. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest.

The fair value is measured by use of the Black-Scholes option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions, and behavioural considerations.

4 **ACCOUNTING POLICIES (Continued)**

GOODWILL

Goodwill arising on consolidation is recorded as an intangible asset and is the surplus of the fair value of the consideration over the Group's interest in the fair value of identifiable net assets (including intangible assets) acquired. Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods. Any impairment identified as a result of the review is charged in the Statement of Comprehensive Income.

On disposal of a subsidiary, associate or jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

INTANGIBLE ASSETS OTHER THAN GOODWILL

An intangible asset, which is an identifiable non-monetary asset without physical substance, is recognised to the extent that it is probable that the expected future economic benefits attributable to the asset will flow to the Group and that its cost can be measured reliably. Such intangible assets are carried at cost less amortisation. Amortisation is charged to 'Administrative expenses' in the Statement of Comprehensive Income on a straight-line basis over the intangible assets' useful economic life. The nature of intangible assets recognised and their estimated useful lives are as follows:

Software	20 - 100%	Straight line
Development cost	10 - 40%	Straight line

Expenditure on research activities is recognised as an expense in the period in which it is incurred.
Development expenditure is capitalised as an intangible asset only if the following conditions are met:

- an asset is created that can be identified;
- it is probable that the asset created will generate future economic benefit;
- the development cost of the asset can be measured reliably;
- it meets the Group's criteria for technical and commercial feasibility; and
- sufficient resources are available to meet the development costs to either sell or use as an asset.

INTANGIBLE ASSETS ACQUIRED AS PART OF A BUSINESS COMBINATION

For acquisitions, the Group recognises intangible assets separately from goodwill provided they are separable or arise from contractual or other legal rights and their fair value can be measured reliably. Intangible assets are initially recognised at fair value, which is regarded as their cost. Intangible assets are subsequently held at cost less accumulated amortisation and impairment losses. Where intangible assets have finite lives, their cost is amortised on a straight-line basis over those lives. The nature of intangible assets recognised and their estimated useful lives are as follows:

Software	10 - 20%	Straight line
Websites	33 - 50%	Straight line
Intellectual property	20%	Straight line
Customer relationships	33%	Straight line

The assets' residual values and useful lives are reviewed at each Statement of Financial Position date and adjusted if appropriate. The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

4 ACCOUNTING POLICIES (Continued)

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less any subsequent accumulated depreciation or impairment losses. With the exception of freehold buildings held at 31 March 2006 (the date of transition to IFRS), cost represents purchase price together with any incidental costs to acquisition. As permitted by IFRS 1, the cost of freehold buildings at 31 March 2006 represents deemed cost, being the market value of the property for existing use at that date.
Depreciation is provided on all property, plant and equipment, other than freehold land, at rates calculated to write each asset down to its estimated residual value over its expected useful life. In summary the depreciation rates used for each category is as follows:

Freehold property	2%	Straight line
Furniture, fixtures and equipment	5% - 10%	Straight line
Computer equipment	20%	Straight line
Motor vehicles	25%	Straight line

PROPERTY, PLANT AND EQUIPMENT IMPAIRMENT

The assets' residual values and useful lives are reviewed at each Statement of Financial Position date and adjusted if appropriate. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

INVENTORIES

Inventories are valued at the lower of cost and net realisable value. In general cost is determined on weighted average cost basis and includes all direct expenditure and production overheads based on a normal level of activity. Net realisable value is the price at which the stocks can be sold in the normal course of business after allowing for the costs of realisation and where appropriate for the costs of conversion from its existing state to a finished condition. Provision is made for obsolete, slow moving and defective stocks.

FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the Group's Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument.

4 **ACCOUNTING POLICIES (Continued)**

TRADE RECEIVABLES

Trade receivables are initially recognised at fair value and subsequently measured at their amortised cost using the effective interest method less any provision for impairment. The IAS 39 category, Loans and Receivables, required assets to be measured at amortised cost and therefore the change in category in the adoption of IFRS 9 does not in fact result in a change in measurement of trade receivables.

The Group recognises an allowance for Expected Credit Losses (ECLs) for trade receivables. IFRS 9 requires an impairment provision to be recognised on origination of a trade receivable, based on its ECL.

The directors have taken the simplification available under IFRS 9.5.5.15 which allows the loss amount in relation to a trade receivable to be measured at initial recognition and throughout its life at an amount equal to lifetime ECL. This simplification is permitted where there is either no significant financial component (such as customer receivables where the customer is expected to repay the balance in full prior to interest accruing) or where there is a significant financial component (such as where the customer expects to repay only the minimum amount each month), but the directors make an accounting policy choice to adopt the simplification.
The carrying value of the receivable is reduced through the use of an allowance account and any impairment loss is recognised in the Statement of Comprehensive Income.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. For the purposes of the Statement of Cash Flows, cash and cash equivalents includes bank overdrafts where applicable.

FINANCIAL LIABILITIES AND EQUITY

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Financial liabilities and equity instruments are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

BANK BORROWINGS

Borrowings are initially recognised at fair value, being proceeds received less directly attributable transaction costs incurred. Borrowings are subsequently measured at amortised cost with any transaction costs amortised to the Statement of Comprehensive Income over the period of the borrowings using the effective interest method.

TRADE PAYABLES

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

4 ACCOUNTING POLICIES (Continued)

PROVISIONS

Provisions are recognised when the Group has a present obligation as a result of past event and it is probable that the Group will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the net expenditure required to settle the obligation at the year-end date and are discounted to present value where the effect is material.

EQUITY

Equity comprises the following:

Share capital represents the nominal value of equity shares.

Share premium represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issue.

Merger reserve represents the excess over nominal value of the fair value of consideration received for equity shares issued on reverse acquisition of subsidiaries, net of expenses of the share issue prior to the date of transition to IFRS.

Translation reserve represents cumulative foreign exchange gains and losses on retranslation of overseas operations.

Treasury reserve represents the cost of shares held in Treasury. Where any group company purchases the company’s equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the company’s equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the company’s equity holders.

Retained earnings represents retained profits and the share based payment reserve.

FOREIGN CURRENCIES

Sterling is the presentational currency of the Group. The functional currency of the companies within the Group is sterling. This is based on the Group’s workforce being based in the UK and that sterling is the currency in which management reporting and decision making is based.

Foreign currency monetary assets and liabilities are converted to sterling at the rates of exchange ruling at the end of the financial year. Transactions in foreign currencies are converted to sterling at the rates of exchange ruling at the transaction date. All of the resulting exchange differences are recognised in the Statement of Comprehensive Income as they arise.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group’s foreign operations are translated at exchange rates prevailing on the Statement of Financial Position date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising are classified as equity and transferred to the Group’s reserves. Such translation differences are recognised as income or expense in the period in which the operation is disposed of.

4 **ACCOUNTING POLICIES (Continued)**

SEGMENTAL REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors.

The Board have assessed that there continues to be just one segment following the integration of the Trakm8 and Route Monkey businesses. This segment has one separate revenue stream of Integrated Telematics Technology.

GOING CONCERN

These financial statements are prepared on a going concern basis after assessing the principal risks and having considered the impact of Covid-19. To monitor the future cash position the Group produces projections of its working capital and long term funding requirements covering three months in detail and 1 and 2 year future projections. These projections are updated on a regular basis and have been re-assessed in light of the Covid-19 pandemic through which the Group has continued trading albeit at reduced volume.

The Group has a substantial recurring revenue base that accounted for 50% of revenues in the FY-2020 and has taken advantage of some of the various government support schemes to protect the business. Whilst the impact of Covid-19 and the speed at which trading returns to normal levels continues to evolve, the Group has revised its forecasts for plausible downside scenarios. Further consideration to the risks associated with Covid-19 and other significant risks and the mitigations the Group has developed are detailed on page 20. In addition the Group recently entered into Amendment and Restatement Agreements with HSBC that extended the term of all facilities to 30 September 2021, deferred all scheduled capital repayments from June 2020, with these recommencing in April 2021 and amended the covenants. The recently agreed covenants relate to cash flow cover, next tested on 31 March 2021 and leverage next tested on 30 September 2020. The Group also recently entered into an Amendment and Restatement Agreement with MEIF EM Debt LP that deferred the commencement date of capital repayments to 30 June 2021 and amended the covenants in line with the agreement with HSBC. At the year end the Group had cash balances of £1,665,000 and undrawn revolving credit facilities of £500,000 at 31 March 20. These revised projections for twelve months from date of signing the financial statements show that the Group has sufficient cash resources and will meet its covenants with ample headroom for the foreseeable future.

The Group has undertaken a number of adverse sensitivities against its projections, these show that the Group would still have cash reserves in all these scenarios and would meet the agreed covenants. This sensitivity analysis showed that if either a 50% reduction in Adjusted EBITDA, or a 50% reduction in free cash flow materialised that covenants would still be met. On this basis the Directors have a reasonable expectation that the Group will have adequate financial resources to continue in operation for the foreseeable future and therefore it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

4 **ACCOUNTING POLICIES (Continued)**

CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES

The Group has adopted the following new standards, or new provisions of amended standards:

For the financial period ended 31 March 2020 the Group has adopted IFRS 16 “Leases” for the first time. The nature and effect of these changes is disclosed below.
Several other amendments and interpretations apply for the first time in 2020, but do not have an impact on the financial statements of the Group. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not effective.

IFRS16

The Group adopted IFRS 16 on 1 April 2019, which introduced changes to lessee accounting by removing the distinction between operating and finance leases, and required the recognition of a right of use asset and a lease liability at the lease commencement for most leases.

Finance leases existing at the date of adoption continue to be treated as finance leases and have been reclassified from borrowings to lease liabilities in the Consolidated Statement of Financial Position. For operating leases existing at the date of adoption, the Group has applied the modified retrospective approach by measuring the right of use asset at an amount equal to the lease liability and therefore comparative information has not been restated. Upon transition the Group also applied the following practical expedients:
– Application of a single discount rate to a portfolio of leases with similar characteristics;
– Excluded initial direct costs from the right of use assets;
– Used hindsight when assessing the lease term; and
– Not to reassess whether a contract is or contains a lease.

The Group has elected to apply the recognition exemptions to all:
– Leases with a term of 12 months or less and containing no purchase options (“short-term leases”); and
– Leases where the underlying asset has a value of less than £5,000 (“low-value leases”).

The lease liability was initially measured at the present value of the lease payments that were not paid at the transition date, discounted by using the rate implicit in the lease. If this rate could not be readily determined, the Group has used its incremental borrowing rate, which was 2.5% at the date of transition.
Generally, the Group uses its incremental borrowing rate as the discount rate. Options such as lease extensions or terminations on lease contracts are considered on a case-by-case basis by regular management assessment. The right of use asset is being depreciated on a straight-line basis.

4 **ACCOUNTING POLICIES (Continued)**

CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES (Continued)

The following tables set out the reconciliation from operating lease commitments disclosed in the 2019 Consolidated Financial Statements and the financial impact of adopting IFRS 16 for the year ended 31 March 2020:

Reconciliation of lease liabilities

	£'000
Lease liabilities recognised on adoption of IFRS 16	2,510
Add: finance leases recognised in borrowings as at 31 March 2019	626
Lease liabilities as at 1 April 2019	3,136
Lease additions	342
Payments of lease liabilities	(630)
Lease terminated	(30)
Interest expense on lease liabilities	59
Interest paid on lease liabilities	(59)
Lease liabilities as at 31 March 2020	**2,818**
Of which:	
Current lease liabilities	656
Non-current lease liabilities	2,162
	2,818

Reconciliation of right of use assets

Right of use assets recognised on adoption of IFRS 16	2,510
Add: net book value of assets relating to finance leases recognised in PP&E and Intangible assets as at 31 March 2019	739
Right of use assets as at 1 April 2019	**3,249**
Lease additions	342
Leases terminated	(37)
Depreciation of right of use assets	(550)
Foreign exchange	-
Right of use assets as at 31 March 2020	**3,004**
Of which:	
Real estate and other	**2,560**
Motor Vehicles	**444**
	3,004

Upon adoption of IFRS 16 at 1 April 2019, there was an increase in both deferred tax assets and deferred tax liabilities of £477,000.

For the year ended 31 March 2020, expenses related to short-term leases and low-value leases of £80,000 were recognised in the Consolidated Statement of Comprehensive Income.

The Group's Consolidated Statement of Comprehensive Income for the year ended 31 March 2020 includes a net expense of £33,000 as a result of adopting IFRS 16. Total cash outflow of IFRS 16 lease liabilities including interest for the year ended 31 March 2020 was £689,000.

Refer to note 31 – Leases for disclosure on the impact of IFRS 16 for the year ended 31 March 2020.

OUTLOOK FOR ADOPTIONS OF FUTURE STANDARDS (new and amended)

At the date of authorisation of these Consolidated Financial Statements, there were no new or revised IFRSs, amendments or interpretations in issue but not yet effective that are potentially relevant for the Group and which have not yet been applied.

5 CRITICAL JUDGEMENTS AND ESTIMATES IN APPLYING THE GROUP'S ACCOUNTING POLICIES

In the process of applying the Group's accounting policies, which are described in note 4, management has made the following judgements that have a significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below).

REVENUE RECOGNITION

Revenue is recognised with reference to the fair value of contracts.

Based on revenue recognition criteria in note 4 above, the allocation of transaction price to different performance obligations was identified as the only part of the criteria that is a significant judgement.

Management applies judgement on contracts which involve more than one deliverable. Each deliverable is assigned to one or more separate element of revenue and the contract consideration is allocated to each element based on its relative fair value. Determining the fair value of each element can require complex estimates due to the nature of goods and services provided. A fair value is estimated for each element based on equivalent sales prices where it is sold on a standalone basis after considering volume discounts when applicable.

The split between initial recognition for products supplied and subsequent recognition for service revenue over the contract period and allocating the fair value between these elements is another key judgement made by management in ensuring appropriate revenue recognition.

Management also assesses the state of completion of engineering services, software development and integration projects by reference to work done, elements delivered and services provided to the customer.

CAPITALISED DEVELOPMENT COSTS

At the start of a project, management assesses whether or not the project meets the criteria for capitalisation under the requirements of IAS 38. Subsequently, the recoverability of capitalised development costs is dependent on assessments of the future commercial viability of the relevant products and processes. Management assess this viability based on market knowledge and demand from customers for improvements to existing product, service and software capabilities.

5 **CRITICAL JUDGEMENTS AND ESTIMATES IN APPLYING THE GROUP'S ACCOUNTING POLICIES (continued)**

KEY SOURCES OF ESTIMATION UNCERTAINTY

The key assumptions concerning the future and other key estimations at the Statement of Financial Position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

RECOVERABILITY OF TRADE RECEIVABLES

Management are particularly conscious of the financial weakness of some companies and closely monitors its outstanding debtor book in order to minimise the risk associated with future bad debts. Active credit control management is undertaken with a credit approval process in place and active monitoring of accounts resulting in future supplies being stopped if debts remain overdue. An increasing number of customers taking the Group's services pay by direct debit and this is reducing the Group's exposure to the non-recoverability of trade receivables in the future.

The Group recognises an allowance for Expected Credit Losses (ECLs) for trade receivables. IFRS 9 requires an impairment provision to be recognised on origination of a trade receivable, based on its ECL.

The directors have taken the simplification available under IFRS 9.5.5.15 which allows the loss amount in relation to a trade receivable to be measured at initial recognition and throughout its life at an amount equal to lifetime ECL. This simplification is permitted where there is either no significant financial component (such as customer receivables where the customer is expected to repay the balance in full prior to interest accruing) or where there is a significant financial component (such as where the customer expects to repay only the minimum amount each month), but the directors make an accounting policy choice to adopt the simplification.

IMPAIRMENT OF GOODWILL

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note 14.

6 SEGMENTAL ANALYSIS

The chief operating decision maker ("CODM") is identified as the Board. It continues to define all the Group's trading under the single Integrated Telematics Technology segment and therefore review the results of the group as a whole. Consequently all of the Group's revenue, expenses, assets and liabilities are in respect of one Integrated Telematics Technology segment.

The Board as the CODM review the revenue streams of Integrated Fleet, Optimisation, Insurance and Automotive Solutions (Solutions) as part of their internal reporting. Solutions represents the sale of the Group's full vehicle telematics and optimisation services, engineering services, professional services and mapping solutions to customers.

A breakdown of revenues within these streams are as follows:

	Year ended 31 March 2020 £'000	Year ended 31 March 2019 £'000
Solutions:	19,550	19,145
Fleet and optimisation	12,034	10,845
Insurance and automotive	7,516	8,300

A geographical analysis of revenue by destination is as follows:

	Year ended 31 March 2020 £'000	Year ended 31 March 2019 £'000
United Kingdom	19,181	18,910
North America	7	12
Norway	-	4
Rest of Europe	67	111
Rest of World	295	108
	19,550	19,145

7 OTHER INCOME

	Year ended 31 March 2020 £'000	Year ended 31 March 2019 £'000
Grant income	361	449
R&D tax credit	4	5
R&D tax credit adjustment in respect of prior periods	(1)	(18)
	364	436

8 OPERATING LOSS

The following items have been included in arriving at operating loss:

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Depreciation		
- owned assets (see note 15)	149	242
- right of use assets (see note 31)	550	71
Amortisation of intangible assets		
- owned assets (see note 14)	2,194	1,866
Operating lease rentals		
- Land and buildings	-	208
- Other	80	183
Research and development expenditure	896	933
Loss/(Gain) on foreign exchange transactions	2	(3)
Staff costs (note 12)	6,730	7,126
Profit on disposal of property plant & equipment	-	(106)
Exceptional administrative costs	1,296	1,930
Auditors' remuneration		
- Fees payable to the Company's auditors for the audit of the parent company and consolidated financial statements	73	93

Adjusted loss before tax is monitored by the Board and measured as follows:

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Loss before tax	(1,705)	(3,563)
Exceptional administrative costs (note 9)	1,296	1,930
Share based payments	185	181
Adjusted loss profit before tax	(224)	(1,452)

9 EXCEPTIONAL ADMINISTRATIVE COSTS

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Acquisition costs	52	102
Integration & restructuring costs	602	707
New product component refit costs	442	453
Covid-19 costs	200	-
Product enhancement costs	-	375
Iranian bad debt	-	293
	1,296	1,930

9 EXCEPTIONAL ADMINISTRATIVE COSTS (continued)

The acquisition costs incurred in 2020 and 2019 relate to non-underlying charges under two separate agreements linked to the acquisition in 2017. The costs incurred are directly linked to the acquisition and not as part of the underlying business. One agreement terminated on 31 July 2019, and the second agreement terminated on 31 March 2019.

The Group has incurred significant costs relating to its ongoing project to streamline and rationalise the operations of the business. This has resulted in the following non-underlying, one-off costs:

- In the current and prior year, integration and restructuring costs incurred relate to integrating the activities of Route Monkey Limited and Roadsense Limited that were acquired in previous financial years and include costs associated with office closures and costs and profits incurred as part of its long-term real estate plan.

- Restructuring costs incurred as a result of a headcount reduction activity undertaken during the current financial year.

The Product component refit costs incurred in the current and prior year relate to significant component and software issues that arose during the financial year on a recently launched product. These issues were fixed by the end of the previous financial year. However significant re-visit and material costs have been incurred in both the current and financial year as a result of the project to remedy these issues. No customers have been lost as a result of these issues.

In the prior year product enhancement costs incurred relate to product upgrade costs incurred as a result of a decision to roll out an enhanced hardware product with increased functionality to just two existing customers to enable much greater roaming capability across Europe and increase the range of services that can therefore be provided.

In the prior year, it was considered inappropriate to proceed with a contract to supply insurance solutions into Iran due to the impact of US sanctions, therefore the cost of the work and solutions supplied in the previously have been provided for.

The Group has also incurred exceptional costs in the current financial year relating to the Covid-19 pandemic. These costs relate to a variety of overheads including employee costs, cancelled marketing events and bad debts resulting from Covid-19.

10 FINANCE COSTS

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Interest on bank loans	284	172
Amortisation of debt issue costs	32	28
Interest on right of use assets	102	33
	418	233

11 INCOME TAX

Tax credit for the year

The tax credit for the year is shown below. Tax is made up of current and deferred tax. Current tax is the amount payable/ (receivable) on the taxable income in the year and any adjustments to the tax payable/ (receivable) in the previous years. Deferred tax is explained in note 18.

		Year ended 31 March 2020	Year ended 31 March 2019
		£'000	£'000
Current tax	current year credit	(855)	(1,034)
	prior year adjustment	21	-
	sub total	(834)	(1,034)
Deferred tax	current year charge	169	(12)
	prior year adjustment	53	(11)
	sub total	222	(23)
Income tax credit	Total	(612)	(1,057)

Tax recognised directly in equity

In addition to the amount credited to the income statement, tax movements recognised in equity were as follows:

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Deferred tax:		
Share based payment	-	38
Tax credit in the statement of changes in equity	-	38

11 **INCOME TAX (continued)**

Factors affecting the tax charge

The tax assessed for the year is lower (2019: lower) than the applicable rate of corporation tax in the UK. The difference is explained below:

		Year ended 31 March 2020	Year ended 31 March 2019
		£'000	£'000
Loss before tax		(1,705)	(3,563)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2019: 19%)		(324)	(677)
Effects of:			
Expenses not deductible/income not taxable		41	42
R&D relief enhanced deduction		(376)	(463)
Adjustments in respect of prior periods:	Deferred tax	53	(12)
	Current tax	21	-
Other movements		(27)	53
Total tax credit		(612)	(1,057)

Tax on exceptional items

The tax effect of exceptional items is to increase the tax credit by £246,000 (2019: £367,000).

R&D relief enhanced deduction

This deduction is available on research and development work done by the Group to develop and enhance its data analytics functionality and telematics hardware.

Prior year adjustment
The prior year adjustment mainly relates to the R&D tax credits that were finalised during the year.

12 EMPLOYEES

	Year ended 31 March 2020	Year ended 31 March 2019
	No.	No.
The average monthly number of persons (including Directors) employed by the Group was:		
Engineering	66	75
Sales & marketing	82	90
Production	39	44
Administration	21	24
	208	233

Staff costs for the employees and Directors (included under Administrative expenses and Cost of sales):

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Wages and Salaries	5,740	6,036
Social security costs	675	721
Share based payments	185	181
Other pension costs	130	188
	6,730	7,126

Management have reclassified the reported categories of staff costs which has resulted in a restatement of prior year reported numbers to align with current year classification.

The compensation for key management personnel was as follows (included under Administrative expenses and Cost of sales):

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Salaries and other short-term employee benefits	1,295	1,375
Post-employment benefits	58	66
Share based payments	148	175
	1,501	1,616

The key management personnel are the Directors and two senior managers who have previously been identified as key management personnel.

The key management personnel made gains of £nil (2019: £88,000) on the exercise of share options during the year.

Details of Directors' fees and salaries, bonuses and pensions (including that of the highest paid Director) are given in the Directors' Report on page 30.

13 EARNINGS PER ORDINARY SHARE

The earnings per Ordinary share have been calculated in accordance with IAS 33 using the profit for the year and the weighted average number of Ordinary shares in issue during the year as follows:

	Year ended 31 March 2020	Year ended 31 March 2019
	£'000	£'000
Loss for the year after taxation	(1,093)	(2,506)
Exceptional administrative costs	1,296	1,930
Share based payments	185	181
Tax effect of adjustments	(246)	(367)
Adjusted profit/(loss) for the year after taxation	142	(762)
	No.	No.
Number of Ordinary shares of 1p each at 31 March	50,004,002	50,004,002
Basic weighted average number of Ordinary shares of 1p each	50,004,002	40,397,188
Diluted weighted average number of Ordinary shares of 1p each	50,004,002	40,397,188
Basic loss per share	(2.19p)	(6.20p)
Diluted loss per share	(2.19p)	(6.20p)
Adjust for effects of:		
Exceptional costs	2.10p	3.87p
Share based payments	0.37p	0.45p
Adjusted basic earnings/(loss) per share	0.28p	(1.89p)
Adjusted diluted earnings/(loss) per share	0.28p	(1.89p)

14 INTANGIBLE ASSETS

	Goodwill	Intellectual property	Customer relationships	Development costs	Software	Total
	£'000	£'000	£'000	£'000	£'000	£'000
COST						
As at 1 April 2018	10,417	1,920	100	10,621	1,875	24,933
Additions - Internal developments	-	-	-	2,844	144	2,988
Additions - External purchases	-	-	-	569	14	583
As at 31 March 2019	10,417	1,920	100	14,034	2,033	28,504
Reclassification of right of use assets[1]	-	-	-	-	(153)	(153)
Additions - Internal developments	-	-	-	2,763	-	2,763
Additions - External purchases	-	-	-	393	23	416
As at 31 March 2020	10,417	1,920	100	17,190	1,903	31,530
AMORTISATION						
As at 1 April 2018	-	1,788	56	3,101	528	5,473
Charge for year	-	61	33	1,531	241	1,866
As at 31 March 2019	-	1,849	89	4,632	769	7,339
Charge for year	-	61	11	1,847	275	2,194
As at 31 March 2020	-	1,910	100	6,479	1,044	9,533
NET BOOK AMOUNT						
As at 31 March 2020	10,417	10	-	10,711	859	21,997
As at 31 March 2019	10,417	71	11	9,402	1,264	21,165
As at 1 April 2018	10,417	132	44	7,520	1,347	19,460

Goodwill arose in relation to the Group's acquisition of 100% of the share capital of Roadsense Technology Limited (Roadsense), Route Monkey Limited (Route Monkey), Box Telematics Limited (Box) and DCS Systems Limited (DCS).

Since the acquisition Roadsense, Box, Route Monkey and DCS have been incorporated into the Trakm8 business. These businesses have therefore been assessed as one cash generating unit for an impairment test on Goodwill. The impairment review has been performed using a value in use calculation.

The impairment review has been based on the Group's budgets revised for the impact of Covid-19 for FY-2021 which have been reviewed and approved by the Board and projections for FY-2022. Forecasts for the subsequent 3 years have been produced based on 7% (a prudent growth rate for telematics market) growth rates in revenue and EBITDA in each year. A net present value has been calculated using a pre-tax discount rate of 10% (Group's weighted average cost of capital) which is deemed to be a reasonable rate taking account of the Group's cost of funds and an extra element for risk. A terminal value has been calculated and included in the discounted cash flow forecasts used within the model to fully support the goodwill value. A growth rate of 2% was used to determine the terminal value.

In addition sensitivity analysis has been undertaken and indicates that an impairment will be triggered by:

1. Decrease in annual growth rates from 7% to 5.7% (terminal growth rate of 2%)

Or triggered by:

1. Decrease in net cash generated from operating activities for FY-2021 and FY-2022 of 24%

Amortisation expenses of £2,194,000 (2019: £1,866,000) have been charged to Administrative expenses in the Consolidated Statement of Comprehensive Income.

[1] Amounts previously recognised as finance lease assets have been reclassified to right of use assets upon transition to IFRS 16 on 1 April 2019. Refer to note 31 – Leases for further details.

15 PROPERTY, PLANT AND EQUIPMENT

	Freehold property £'000	Furniture, fixtures and equipment £'000	Computer equipment £'000	Motor vehicles £'000	Total £'000
COST					
As at 1 April 2018	508	1,402	681	7	2,598
Additions	59	229	90	-	378
Exchange differences	-	-	-	-	-
Disposals	(420)	(58)	-	-	(478)
As at 31 March 2019	147	1,573	771	7	2,498
Reclassification of right of use assets[1]	-	(526)	(230)	-	(756)
Additions	-	18	2	-	20
As at 31 March 2020	147	1,065	543	7	1,762
DEPRECIATION					
As at 1 April 2018	53	398	384	7	842
Charge for year	8	176	129	-	313
Disposals	(56)	(33)	-	-	(89)
As at 31 March 2018	5	541	513	7	1,066
Reclassification of right of use assets[1]	-	(80)	(90)	-	(170)
Charge for year	6	107	36	-	149
As at 31 March 2019	11	568	459	7	1,045
NET BOOK AMOUNT					
As at 31 March 2020	136	497	84	-	717
As at 31 March 2019	142	1,032	258	-	1,432
As at 1 April 2018	455	1,004	297	-	1,756

Included within freehold property is £85,000 (2019: £85,000) relating to land which is not depreciated.

Total depreciation expenses of £149,000 (2019: £313,000) have been charged to administrative expenses in the Consolidated Statement of Comprehensive Income.

[1] Amounts previously recognised as finance lease assets have been reclassified to right of use assets upon transition to IFRS 16 on 1 April 2019. Refer to note 31 – Leases for further details.

16 INVENTORIES

	As at 31 March 2020 £'000	As at 31 March 2019 £'000
Raw materials	621	1,158
Work in progress	715	212
Finished goods and goods for resale	707	1,366
	2,043	2,736

The cost of inventories recognised as an expense and included in cost of sales amounted to £3,746,000 (2019: £3,657,000). During the year old inventory lines totalling £111,000 (2019: £127,000) were written down and charged to cost of sales in the Consolidated Statement of Comprehensive Income.

17 TRADE AND OTHER RECEIVABLES

	Non-current assets		Current assets	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
	£'000	£'000	£'000	£'000
Trade receivables	-	-	3,294	4,488
Other receivables	-	-	73	253
Amounts receivable under finance leases	41	139	98	179
Prepayments	-	-	344	412
Assets recognised for goods and services delivered but not billed (contract asset)	-	-	4,045	3,013
	41	139	7,854	8,345

The analysis of trade receivables by currency is as follows:

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Pound Sterling	3,271	4,374
Dollar	-	-
Euro	23	28
Other	-	86
	3,294	4,488

An allowance is made for Expected Credit Losses (ECLs) for trade receivables. IFRS 9 requires an impairment provision to be recognised on origination of a trade receivable, based on its ECL. The allowance that has been made for ECL for trade receivables is £415,000 (2019: £720,000).

Movement in provision for impairment of trade receivables:

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Opening provision for impairment of trade receivables	720	398
Arising during the year	208	693
Utilised during the year	(409)	(220)
Released during the year	(104)	(151)
Closing provision for impairment of trade receivables	415	720

As at 31 March 2020 trade receivables of £1,675,000 (2019: £1,346,000) were past due but not impaired. The ageing analysis of these trade receivables is as follows:

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Up to 3 months past due	1,438	832
3 to 6 months past due	237	514
	1,675	1,346

17 TRADE AND OTHER RECEIVABLES (continued)

The Directors consider that the carrying amount of trade and other receivables approximates to their fair values. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above.

The analysis of amounts receivable under finance leases is as follows:

	Minimum lease payments		Present value of minimum lease payments	
	2020	2019	2020	2019
	£'000	£'000	£'000	£'000
Within one year	100	185	98	179
After one and within two years	41	142	41	139
After two and within five years	-	-	-	-
	141	327	139	318

The interest rate inherent in the leases is fixed at the contract date for the entire lease term. The average effective interest contract is approximately 2.45% (2019: 2.45%) per annum.

18 DEFERRED TAX

The analysis of deferred tax liability is as follows:

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Deferred tax liability to be released within 12 months	(165)	(47)
Deferred tax liability to be released after more than 12 months	(145)	(41)
	(310)	(88)

The deferred tax liability consists of the following:

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Trading losses	1,525	1,525
Short term timing differences	(29)	(56)
Accelerated tax depreciation	(1,806)	(1,557)
	(310)	(88)

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable.

The movement in the deferred income tax asset during the year is as follows:

	Trading losses	Accelerated tax depreciation	Short term timing differences	TOTAL
	£'000	£'000	£'000	£'000
At 31 March 2019	1,525	(1,557)	(56)	(88)
Credited / (debited) to the Statement of Comprehensive Income	-	(249)	27	(222)
Credited / (debited) to the Statement of Changes in Equity	-	-	-	-
At 31 March 2020	1,525	(1,806)	(29)	(310)

19 TRADE AND OTHER PAYABLES

	Non-current liabilities		Current liabilities	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
	£'000	£'000	£'000	£'000
Trade payables	-	-	2,950	3,003
Social security and other taxes	-	-	1,257	953
Other payables	-	-	-	144
Accruals and deferred income	-	-	859	965
Payments received in advance of service delivery (contract liability)	713	607	1,114	1,242
	713	607	6,180	6,307

The Directors consider that the carrying amount of trade payables approximates to their fair value.

Revenue recognised in the current reporting period relating to carried-forward contract liabilities was £1.0m (2019: £2.9m).

20 BORROWINGS

	As at 31 March 2020					As at 31 March 2019				
	Bank loan			Obligations under finance leases		Bank loan			Obligations under finance leases	
	Gross	Arrangement fee	Net		Total	Gross	Arrangement fee	Net		Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Current	1,160	(35)	1,125	656	1,781	1,028	(28)	1,000	237	1,237
Non-Current	5,719	(44)	5,675	2,162	7,837	5,229	(21)	5,208	389	5,597
	6,879	(79)	6,800	2,818	9,618	6,257	(49)	6,208	626	6,834

All borrowings are held in sterling and the Directors consider their carrying amount approximates to their fair values.

Bank loans comprise the following:

A £5.0m term loan with HSBC. The loan is secured by a fixed and floating charge on all the assets of the Group. It is repayable by monthly instalments until 2021 and bears interest at a floating rate of 1.95% over base rate. As at 31 March 2020 the Group owed £0.9m (2019: £1.9m).

A £5.0m revolving credit facility with HSBC which is repayable in full on 30 September 2021. The loan bears an interest rate of 4.5% over LIBOR on the drawn amount and a fee of 0.8% on the undrawn facility. As at 31 March 2020 the Group had drawn down £4.5m of this credit facility (2019: £4.4m).

£1.5m growth capital loan with MEIF WM Debt LP. The loan bears a fixed interest rate of 8% per annum and is repayable in 13 quarterly instalments commencing on 30 June 2021.

The Group’s obligations under right of use assets are secured by the lessors’ title to the leased assets (see note 31).

21 PROVISIONS

	Dilapidations	Warranty	Onerous Lease	Total
	£'000	£'000	£'000	£'000
As at 1 April 2018	56	65	20	141
Arising during the year	21	-	-	21
Released during the year	-	-	(20)	(20)
As at 1 April 2019	77	65	-	142
Arising during the year	42	-	-	42
Utilised during the year	-	-	-	-
At 31 March 2020	119	65	-	184

The warranty provision relates to the potential warranty claims that may come to fruition in the near future. The dilapidation provision relates to the cost for restoring leased buildings to the original state at inception of the lease agreement.

These provisions are expected to be utilised as follows:

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Current	27	27
Non-Current	157	115
	184	142

22 SHARE CAPITAL

	As at 31 March 2020		As at 31 March 2019	
	No's	£'000	No's	£'000
Authorised:	'000's		'000's	
Ordinary shares of 1p each	200,000	2,000	200,000	2,000
Allotted, issued and fully paid:				
Ordinary shares of 1p each	50,004	500	50,004	500

Movement in share capital:

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
As at 1 April 2019	500	500
New shares issued	-	-
As at 31 March 2020	500	500

The Company currently holds 29,000 Ordinary shares in treasury representing 0.06% (2019: 0.06%) of the Company's issued share capital. The number of 1 penny Ordinary shares that the Company has in issue less the total number of Treasury shares is 49,975,002.

23 SHARE-BASED PAYMENTS

Trakm8 Holdings PLC has issued options (under the Trakm8 2017 Unapproved Share Option Plan) to subscribe for Ordinary shares of 1p in the Company. The purpose of the Option Scheme is to retain and motivate eligible employees.

The Exercise price of all options is the closing market price on the day of grant, except the options issued on 5 March 2019 which have an exercise price at a 20% premium to the mid-market closing share price on 4 March 2019 and the options issued on 28 May 2019 which have an exercise price at a 46% premium to the mid-market closing share price on 27 May 2019. A vesting period of 3 years is applicable according to the terms of each scheme which specify the options will vest providing employees remain in service for 3 years from the date of grant. The maximum term of options granted is 10 years from grant date. All share options are equity settled.

The fair value of the equity settled share options granted is estimated as at the date of grant using the Black Scholes option pricing model taking into account the terms and conditions upon which the options were granted. No performance conditions were included in the fair value calculations. During the year one tranche of options was awarded, tranche AC, and one tranche were reissued options, tranche RP1. The inputs to our Black Scholes pricing model were:

	Tranche AC	Tranche RP1
Grant date	28-May-19	28-May-19
Weighted average FV (pence)	16.00	16.00
Weighted average exercise price (pence)	33.50	33.50
Expected volatility (%)	95.5%	95.5%
Expected life of option	5.0	5.0
Dividend yield (%)	0.0%	0.0%
Risk free (%)	0.8%	0.8%

The risk free rate of return is the yield on government gilt market price and the volatility has been based on historic share prices.

Options granted during the year were:

Grant date	No of shares	Option Exercise Price	Date of expiry
28-May-19	50,000	34p	27/05/2029
28-May-19	75,000	34p	27/05/2029

A reconciliation of option movements over the year to 31 March 2020 is shown below;

	As at 31 March 2020		As at 31 March 2019	
	Share options No	Weighted average Exercise Price (p)	Share options No	Weighted average Exercise Price (p)
Outstanding at beginning of the year	3,950,000	38	3,531,812	117
Granted during the period	125,000	34	3,300,000	40
Forfeited during the period	(650,000)	53	(2,706,812)	144
Exercised during the period	-	-	(175,000)	29
Outstanding at the end of the year	3,425,000	35	3,950,000	38

The range of exercise prices of the outstanding options is 19.5 pence to 192.5 pence (2019: 19.5 pence to 192.5 pence) and the weighted average remaining contractual life is 6.4 years (2019: 7.4 years).

The Group charged £185,000 to the Statement of Comprehensive Income in respect of Share-Based Payments for the financial year ended 31 March 2020 (2019: £181,000).

Share options exercisable at 31 March 2020 were 675,000 (2019: 900,000).

23 **SHARE-BASED PAYMENTS (CONTINUED)**

Reissued options

The following Director has had certain existing options cancelled and the following reissued options granted under tranche RP1, such that number of options cancelled equal the number of reissued options:

Directors	Position	No of shares	Exercise price*
Keith Evans	Non-Executive Director	75,000	33.5p

*Issued at a 46% premium to the mid-market closing share price on 27 May 2019

Vesting conditions: The reissued options vest on 28 May 2022 and require that the recipients remain in employment with the Group at the date of exercise. The reissued options may only be exercised if the mid-market share price is 50 pence or more at the time of exercise.

24 CASH GENERATED FROM OPERATIONS

	As at 31 March 2020 £'000	As at 31 March 2019 £'000
Loss before tax	(1,705)	(3,563)
Depreciation	699	313
Profit on disposal of fixed assets	-	(106)
Net bank and other interest	406	223
Amortisation of intangible assets	2,194	1,866
Exchange movement	(7)	-
Share based payments	185	181
Operating cash flows before movement in working capital	1,772	(1,086)
Movement in inventories	693	(180)
Movement in trade and other receivables	589	1,732
Movement in trade and other payables	(21)	(3,214)
Movement in provisions	42	1
Cash generated from operations	3,075	(2,747)
Interest received	12	10
Income taxes received	1,028	985
Net cash inflow /(outflow) from operating activities	4,115	(1,752)

25 FINANCIAL COMMITMENTS

At the Statement of Financial Position date, the Group had outstanding commitments for future minimum operating lease payments under non-cancellable operating leases, which fall due as follows:

	As at 31 March 2020	As at 31 March 2019
Operating Leases	£'000	£'000
Land and buildings:		
Within one year	-	282
In the second to fifth years inclusive	-	1,085
Over 5 years	-	867
	-	2,234
Other:		
Within one year	15	124
In the second to fifth years inclusive	27	72
	42	196

During the current year, the Group applied IFRS16 and capitalised buildings and motor vehicle leases that were accounted as operating leases in the prior year. See note 31.

26 RELATED PARTY TRANSACTIONS

A total of 125,000 (2019: 2,500,000) share options were granted during the year to one (2019: ten) key management personnel.

27 FINANCIAL INSTRUMENTS

Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. Where appropriate, the Group seeks to mitigate potential adverse effects on its financial performance.

Liquidity risk

The Group's objective is to maintain a balance between continuity and flexibility of funding through the use of borrowings and financial assets with a range of maturities. Borrowing facilities are monitored against the Group's forecast requirements and it is the Group's policy to mitigate the risk by maintaining cash reserves.

Interest rate risk

The Group's borrowings are linked to LIBOR and the base rate, the following table details the Group's sensitivity to an increase of 2% and 5% in these two rates.

	2%	
	As at 31 March 2020	As at 31 March 2019
	Profit	Profit
	£'000	£'000
LIBOR	(90)	(87)
Base rate	(48)	(38)

	5%	
	Profit	Profit
	£'000	£'000
LIBOR	(225)	(218)
Base rate	(119)	(95)

Currency risk

The Group operates internationally although the majority of its sales are in sterling. Purchases of components are also made in US Dollars and Euros. The Group endeavours to minimise its foreign currency exposure by trading in Sterling wherever possible, or otherwise match inflows and outflows in its principal trading currencies.

The following table details the Group's sensitivity to a 10% and a 20% decrease and increase in the value of Sterling against the US Dollar and the Euro and the resulting effect on profit. The sensitivity analysis of the Group's exposure to foreign currency risk at the year-end has been determined based upon the assumption that the increase in US Dollar and Euro exchange rates is effective throughout the financial year and all other variables remain constant.

	10% decrease		10 % increase	
	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2020	Year ended 31 March 2019
	Profit & equity	Profit & equity	Profit & equity	Profit & equity
	£'000	£'000	£'000	£'000
US Dollar	(97)	(109)	79	89
Euro	(107)	(78)	88	64

27 FINANCIAL INSTRUMENTS (CONTINUED)

	20% decrease		20 % increase	
	Profit & equity £'000	Profit & equity £'000	Profit & equity £'000	Profit & equity £'000
US Dollar	(219)	(245)	146	164
Euro	(241)	(175)	161	117

The Group has the following exposure to foreign currency denominated monetary assets and monetary liabilities in the Balance Sheet, translated into the sterling at the relevant year-end exchange rates:

Financial assets / liabilities	Year ended 31 March 2020	Year ended 31 March 2020	Year ended 31 March 2019	Year ended 31 March 2019
	Monetary Assets	Monetary Liabilities	Monetary Assets	Monetary Liabilities
	£'000	£'000	£'000	£'000
US Dollar	3	69	3	200
Euro	22	240	28	339
	25	309	31	539
Sterling	9,150	13,166	9,107	16,022
Total	9,175	13,475	9,138	16,561

Credit risk

The Group's principal financial assets are bank balances, trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables and the Group attaches considerable importance to the collection and management of trade receivables. The Group minimises its credit risk through the application of appropriate credit limits to customers based on an assessment of net worth and trading history with the Group. Standard credit terms are net 30 days from the date of invoice. Overdue trade receivables are managed through a phased escalation culminating in legal action.
The credit quality of cash balances that are neither past due nor impaired can be ascertained with reference to the banks external credit ratings. All remaining financial assets are unrated.

Credit rating (Fitch)	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
AA-	1,665	1,205
	1,665	1,205

Financial instruments by category

Significant accounting policies
Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expense are recognised, in respect of each class of financial asset, liability and equity instrument are disclosed in note 4 to the financial statements. The directors do not consider that any of the cash balances are impaired.

27 **FINANCIAL INSTRUMENTS *(CONTINUED)***

Financial instruments by category (Continued)

Capital risk management
The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.
The group's external borrowings are subject to covenants which are assessed periodically throughout the year. The covenants relate to cash flow and leverage requirements. The covenants were reset during the current year and the company complied with all covenant requirements during the period. The Group expects to meet the covenant requirements in the future periods.
Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total capital. Total borrowings include "current and non-current borrowings" as shown in the Consolidated Statement of Financial Position. Total capital is calculated as "capital and reserves" as shown in the Consolidated Statement of Financial Position plus total borrowings.
The Group's strategy has been to maintain gearing. This was achieved (removing IFRS 16 impact) through improved trading and working capital management.
During the current year, the Group applied IFRS 16 for the first time with no adjustments to the comparatives. The adoption of IFRS 16 resulted in increase in the borrowing by £2.3m in the current year.

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Total borrowings (note 20)	9,618	6,834
Total borrowings (excluding IFRS 16 impact)	7,308	6,834
Total capital and reserves	21,179	22,094
Total capital	30,797	28,928
Total capital (excluding IFRS 16 impact)	28,487	28,928
Gearing ratio	31%	24%
Gearing ratio (excluding IFRS 16 impact)	26%	24%

At the year end the Group had total net borrowings of £7,953,000 (2019: £5,629,000). This includes IFRS16 impact of £2,310,000.

Assets as per Statement of Financial Position	Receivables and Cash	
	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Trade and other receivables excluding prepayments	7,510	7,933
Cash and cash equivalents	1,665	1,205
	9,175	9,138

	Financial liabilities at amortised cost	
	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Borrowings	9,618	6,834
Trade and other payables excluding statutory liabilities and deferred revenue	3,857	3,811
	13,475	10,645

27 **FINANCIAL INSTRUMENTS** ***(continued)***

Payable as follows	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
On demand or within one year	4,462	5,048
After one and within two years	5,699	1,035
After two and within five years	2,655	4,562
After five years	659	-
	13,475	10,645

Cash and cash equivalents

Cash and cash equivalents comprise solely of cash in hand held by the Group.

28 **BUSINESS COMBINATIONS**

Roadsense Technology Limited

In 2017 financial year, the Group purchased 100% of the share capital of Roadsense Technology Limited. The acquisition costs incurred in 2020 of £52,000 (2019: £102,000) relate to non-underlying charges under two separate agreements linked to the acquisition in the prior year. The costs incurred are directly linked to the acquisition and not as part of the ongoing underlying business. One agreement terminated on 31 July 2019, and the second agreement terminated on 31 March 2019.

These costs have been recognised as an exceptional administrative expense in the consolidated statement of comprehensive income. Exceptional administrative expenses have been analysed in note 9.

29 **DIVIDENDS**

The Company is not proposing a final dividend for the year (2019: nil).
No Dividend was paid during the year (2019: nil).

30 **OPERATING LEASES AS LESSOR**

The group rents out equipment under operating leases. Equipment rental income earned during the year was £104,000 (2019: £175,000). At the year end the group had contracted with lessees of the group for the following future minimum lease payments under non-cancellable operating leases.

	As at 31 March 2020	As at 31 March 2019
	£'000	£'000
Within 1 year	43	104
After one and within five years	-	43
	43	147

31 **LEASES**

The Group principally leases real estate and motor vehicles. Leases are recognised as a right of use asset with a corresponding liability recorded at the date at which the leased asset is available for use by the Group.

The movements in right of use assets were as follows:

	Freehold property £'000	Furniture, fixtures and equipment £'000	Computer equipment	Motor vehicles £'000	Software	Total £'000
As at 1 April 2019	2,098	-	-	412	-	2,510
Reclassification[1]	-	446	140	-	153	739
Lease additions	-	63	35	244	-	342
Lease terminated	-	-	-	(37)	-	(37)
Depreciation of right of use assets	(264)	(49)	(62)	(175)	-	(550)
As at 31 March 2020	**1,834**	**460**	**113**	**444**	**153**	**3,004**

[1] Amounts previously recognised as finance lease assets have been reclassified to right of use assets upon transition to IFRS 16 on 1 April 2019. Refer to note 14 - Intangible assets and note 15 – Property, plant and equipment for further details.

Lease liabilities by category at 31 March 2020 were as follows:

	Freehold property £'000	Furniture, fixtures and equipment £'000	Computer equipment	Motor vehicles £'000	Software	Total £'000
Current	242	105	34	215	60	656
Non-current	1,621	170	46	232	93	2,162
Total	**1,863**	**275**	**80**	**447**	**153**	**2,818**

The maturity of lease liabilities at 31 March 2020 were as follows:

	Freehold property £'000	Furniture, fixtures and equipment £'000	Computer equipment	Motor vehicles £'000	Software	Total £'000
Within 1 year	242	105	35	215	60	657
1 to 2 years	248	70	26	159	63	566
2 to 5 years	714	100	19	73	30	936
More than 5 years	659	-	-	-	-	659
Total	**1,863**	**275**	**80**	**447**	**153**	**2,818**

32 **POST BALANCE SHEET EVENTS**

The Group recently entered into Amendment and Restatement Agreements with HSBC that extended the term of the facilities to 30 September 2021, deferred all scheduled capital repayments from June 2020, with these recommencing in April 2021 and amended the covenants. The Group also recently entered into an Amendment and Restatement Agreement with MEIF EM Debt LP that deferred the commencement date of capital repayments to 30 June 2021 and amended the covenants in line with the agreement with HSBC. All other terms of the facilities remained unchanged.

Trakm8 Holdings PLC

Parent Company Statement of Financial Position As At 31 March 2020

	Note	As at 31 March 2020 £'000	As at 31 March 2019 £'000
ASSETS			
NON CURRENT ASSETS			
Investments	4	11,246	11,061
Deferred tax asset		127	74
		11,373	11,135
CURRENT ASSETS			
Trade and other receivables	5	11,197	10,943
Cash and cash equivalents		1,009	532
		12,206	11,475
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	6	(604)	(176)
Borrowings	7	(1,125)	(1,000)
		(1,729)	(1,176)
CURRENT ASSETS LESS CURRENT LIABILITIES		10,477	10,299
TOTAL ASSETS LESS CURRENT LIABILITIES		21,850	21,434
NON CURRENT LIABILITIES			
Borrowings	7	(5,675)	(5,208)
NET ASSETS		16,175	16,226
CAPITAL AND RESERVES			
Called up share capital	8	500	500
Share premium account		14,691	14,691
Merger reserve		627	627
Treasury reserve		(4)	(4)
Retained earnings		361	412
TOTAL SHAREHOLDERS' FUNDS		16,175	16,226

The parent company has taken the exemption conferred by s.408 Companies Act 2006 not to publish the statement of Comprehensive Income of the parent company with these accounts. The loss dealt with for the year in the parent company's financial statements was £236,000 (2019: loss £242,000).

These financial statements on pages 83 to 92 were approved by the Board of Directors and authorised for issue on 29 June 2020 and are signed on their behalf by:

John Watkins - Director

Jon Furber - Director

Company Number 05452547

Parent Company Statement of Changes in Equity For The Year Ended 31 March 2020

	Called up share capital	Share premium account	Merger reserve	Treasury reserve	Retained earnings	TOTAL SHAREHOLDERS' FUNDS
	£'000	£'000	£'000	£'000	£'000	£'000
Balance as at 1 April 2018	359	11,750	627	(4)	473	13,205
Shares issued	141	2,941	-	-	-	3,082
IFRS2 Share-Based payment charge	-	-	-	-	181	181
Loss for the year	-	-	-	-	(242)	(242)
Balance as at 31 March 2019	**500**	**14,691**	**627**	**(4)**	**412**	**16,226**
IFRS2 Share-Based payment charge	-	-	-	-	185	185
Loss for the year	-	-	-	-	(236)	(236)
Balance as at 31 March 2020	**500**	**14,691**	**627**	**(4)**	**361**	**16,175**

1 ACCOUNTING POLICIES

BASIS OF PREPARATION

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements made up to 31 March 2020.

The financial statements of the parent company have been prepared in accordance with United Kingdom Accounting Standards - Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101"). The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

The Company has taken advantage of the legal dispensation contained in Section 408 of the Companies Act 2006 allowing it not to publish a separate income statement and related notes. The Company has also taken advantage of the legal dispensation contained in Section 408 of the Companies Act 2006 allowing it not to publish a separate statement of other comprehensive income.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

• Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share—based payment' (details of the number and weighted—average exercise prices of share options, and how the fair value of goods or services received was determined)

• IFRS 7, 'Financial Instruments: Disclosures'

• Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)

• Paragraph 38 of 'International Accounting Standard 1, Presentation of financial statements' (IAS1) comparative information requirements in respect of paragraph 79(a)(iv) of IAS1

• The following paragraphs of IAS1, 'Presentation of financial statements':
− 10(d) (statement of cash flows)
− 16 (statement of compliance with all IFRS)
− 38A (requirement for minimum of two primary statements, including cash flow statements)
− 38B-D (additional comparative information)
− 111 (cash flow statement information)
− 134-136 (capital management disclosures)

• IAS 7, 'Statement of cash flows'

• Paragraphs 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)

• Paragraph 17 and 18A of IAS 24, 'Related party disclosures (key management compensation)

• The requirements of IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

INVESTMENTS

Fixed asset investments are stated at cost less impairment against the cost of investments. The carrying values of investments in subsidiaries are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable. Cost includes directly attributable acquisition expenses.

1 **ACCOUNTING POLICIES** ***(continued)***

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. For the purposes of the Statement of Cash Flows, cash and cash equivalents includes bank overdrafts where applicable.

TRADE PAYABLES

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

BANK BORROWINGS

Borrowings are initially recognised at fair value, being proceeds received less directly attributable transaction costs incurred. Borrowings are subsequently measured at amortised cost with any transaction costs amortised to the statement of comprehensive income over the period of the borrowings using the effective interest method.

TAXATION

The tax expense represents the sum of the current tax expense and deferred tax expense.

Current tax is based on taxable profits for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated by using tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the Statement of Financial Position liability method.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised in the foreseeable future.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based upon tax rates that have been enacted or substantively enacted.

1 **ACCOUNTING POLICIES *(continued)***

EQUITY

Equity comprises the following:
Share capital represents the nominal value of equity shares.

Share premium represents the excess over nominal value of the fair value of consideration received for equity shares, net of expenses of the share issue.

Merger reserve represents the excess over nominal value of the fair value of consideration received for equity shares issued on reverse acquisition of subsidiaries, net of expenses of the share issue prior to the date of transition to IFRS.

Treasury reserve represents the cost of shares held in Treasury. Where any Group company purchases the company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the company's equity holders.

Retained earnings represents retained profits and the share based payment reserve.

SHARE-BASED PAYMENTS

The Company has applied the requirements of IFRS 2 Share-based payment.
The grant by the Company of options over its equity instruments to the employees of a subsidiary undertaking in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value of the equity instrument, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity. At each balance sheet date, the Company revises its estimates of the number of options or shares that are expected to vest. The impact of any revision, if any, is recognised as a capital contribution with a corresponding adjustment to reserves.
The fair value is measured by use of the Black-Scholes option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions, and behavioural considerations. No expense is recognised for awards that do not ultimately vest.

2 **CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

CRITICAL JUDGEMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES

In the process of applying the Group's accounting policies, which are described in note 1, management has made the following judgements that have a significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below).

2 **CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)**

INVESTMENTS CARRYING VALUE

A full impairment review has been performed on a “value in use” basis, which requires estimation of future net operating cash flows, the time period over which they will occur, an appropriate discount rate and an appropriate growth rate.

3 **PROFIT AND LOSS ACCOUNT**

As permitted by Section 408 of the Companies Act 2006, the Statement of Comprehensive Income of the Company is not presented as part of these financial statements.

The loss after tax for the year in the Company is £236,000 (2019: loss £242,000). Audit fees for the Company for the year were £3,000 (2019: £3,000).

4 **INVESTMENTS**

	Subsidiaries
Cost	£'000
At 31 March 2019	11,061
Capital contribution in respect of share based payments	185
At 31 March 2020	11,246

The Directors believe that the carrying value of the investments is supported by their underlying net assets.

Name of subsidiary	***Country of incorporation***	***Nature of business***	***Registered Office***	***Class of holding***	***Proportion held and voting rights***
Trakm8 Limited	England and Wales	Development, manufacture, marketing and distribution of vehicle telematics	4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG	Ordinary	100%
Trakm8 s.r.o.	Czech Republic	Mapping services and distribution of vehicle telematics	A7 Office Centre Praha 7 U Pruhonu 1588/11a 170 00 Czech Republic	Ordinary	100%
BOX Telematics Limited	England and Wales	Non-trading	4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG	Ordinary	100%
Route Monkey Limited	Scotland	Route optimisation	4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG	Ordinary	100%

4 **INVESTMENTS (continued)**

Name of subsidiary	***Country of incorporation***	***Nature of business***	***Registered Office***	***Class of holding***	***Proportion held and voting rights***
Interactive Projects Limited	England and Wales	Dormant	4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG	Ordinary	100%
Data Driven Telematics Limited	England and Wales	Dormant	4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG	Ordinary	100%
DCS Systems Limited	England and Wales	Dormant	4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG	Ordinary	100%
Roadsense Technology Limited	England and Wales	Dormant	4 Roman Park, Roman Way, Coleshill, West Midlands, B46 1HG	Ordinary	100%
Trakm8 HK Limited	Hong Kong	Dormant	Prosperity Centre, 25 Chong Yip Street, Kwun Tong, Hong Kong	Ordinary	100%

The following dormant companies within the Group will take the exemption from preparing and filing financial statements for the year ended 31 March 2020 (by virtue of s394A and 448A of Companies Act 2006 respectively). As the ultimate parent company, Trakm8 Holdings PLC has guaranteed the debts and liabilities held within these companies as required under section 394C of the Companies Act 2006.

Company	Company registration number
Interactive Projects Limited	4327499
Data Driven Telematics Limited	5785552
DCS Systems Limited	9641691

The following companies within the Group will adopt the Department for Business, Innovation and skills audit exemption for the year ended 31 March 2020. As the ultimate parent company, Trakm8 Holdings PLC has guaranteed the debts and liabilities held within these companies as required under section 479A of the Companies Act 2006.

Company	Company registration number
Trakm8 Limited	4415597
Route Monkey Limited	SC353016
BOX Telematics Limited	3947199
Roadsense Technology Limited	8300339

5 TRADE AND OTHER RECEIVABLES

	As at 31 March 2020 £'000	As at 31 March 2019 £'000
Amounts due from subsidiary undertakings	11,175	10,916
Social security and other taxes	6	16
Prepayments and other receivables	16	11
	11,197	10,943

Amounts due from subsidiary undertakings is unsecured, interest free and repayable on demand.

6 TRADE AND OTHER PAYABLES

	As at 31 March 2020 £'000	As at 31 March 2019 £'000
Trade creditors	24	60
Amounts due to subsidiary undertakings	471	26
Accruals and other creditors	109	90
	604	176

Amounts due to subsidiary undertakings is unsecured, interest free and repayable on demand.

7 BORROWINGS

	As at 31 March 2020 Loans			As at 31 March 2019 Loans		
	Gross £'000	Arrangement fee £'000	Net £'000	Gross £'000	Arrangement fee £'000	Net £'000
Current	1,160	(35)	1,125	1,028	(28)	1,000
Non-current	5,719	(44)	5,675	5,229	(21)	5,208
	6,879	(79)	6,800	6,257	(49)	6,208

	2020	2019
Bank loan	6,800	6,208
The Bank loan is repayable as follows:		
	£'000	£'000
Within one year	1,125	1,000
After one and within two years	4,862	858
After two and within five years	813	4,350
	6,800	6,208

Bank loans comprise the following:

A £5.0m term loan with HSBC. The loan is secured by a fixed and floating charge on all the assets of the Group. It is repayable by monthly instalments until 2021 and bears interest at a floating rate of 1.95% over base rate. As at 31 March 2020 the Group owed £0.9m (2019: £1.9m).

A £5.0m revolving credit facility with HSBC which is repayable in full on 30 September 2021. The loan bears an interest rate of 4.5% over LIBOR on the drawn amount and a fee of 0.8% on the undrawn facility. As at 31 March 2020 the Group had drawn down £4.5m of this credit facility (2019: £4.4m).

£1.5m growth capital loan with MEIF WM Debt LP. The loan bears a fixed interest rate of 8% per annum and is repayable in 13 quarterly instalments commencing on 30 June 2021.

8 CALLED UP SHARE CAPITAL AND RESERVES

Details of share capital and share options are shown in notes 22 and 23 to the consolidated financial statements above.

Details of the Company's other reserves are shown in note 4 to the consolidated financial statements.

9 GUARANTEE

The borrowings of the company is guaranteed by the assets of subsidiary company, Trakm8 Limited.

10 RELATED PARTIES

The company has taken advantage of the exemptions conferred by IAS 24 from the requirement to disclose transactions between wholly owned subsidiary undertakings.

A total of 125,000 (2019: 2,500,000) share options were granted during the year to one (2019: ten) key management personnel.

11 EMPLOYEES AND DIRECTORS

The Directors of the Company were paid by Trakm8 Ltd for their services to the Group. The Company had no employees (2019: nil) during the year (other than the Directors). See remuneration report on page 30 for further details.

Details of Group Directors’ fees and salaries, bonuses and pensions (including that of the highest paid Director) are given in the Directors’ Report on page 30.

12 DIVIDENDS

The Company is not proposing a final dividend for the year (2019: nil).

No Dividend was paid during the year (2019: nil).

Directors
Matthew Cowley
Tim Cowley
Keith Evans
Jon Furber
John Watkins
Mark Watkins
Peter Mansfield (appointed 26 March 2020)
Penny Searles (appointed 18 June 2020)
William Duffy (resigned 30 September 2019)
Sean Morris (resigned 31 March 2020)

Company Secretary
Jon Furber

Registered Office
4 Roman Park Roman Way, Coleshill, Birmingham,
West Midlands, United Kingdom, B46 1HG

Principal Bankers
HSBC Bank plc, 6 Broad Street, Worcester, WR1 2EJ

Independent Auditors
Cooper Parry Group Limited, Park View, One Central
Boulevard, Blythe Valley Park, Solihull, B90 8BG

Nominated Adviser and Broker
Arden Partners
Address: 125 Old Broad Street, London, EC2N 1AR

Significant Shareholders

Significant Shareholder	Number of shares	Percentage Holding
Microlise Group Holdings Limited	10,000,000	20.0%
John Watkins	7,768,768	15.6%
Edric Property & Investment Company	3,815,000	7.6%
Hargreaves Lansdown	3,705,652	7.4%
James Hedges	2,438,766	4.9%
Tim Cowley	2,268,127	4.5%
HSDL Nominees	2,134,001	4.3%
Matt Cowley	1,994,203	4.0%
Interactive Investor Trading Limited	1,622,344	3.3%
Barclays Stockbrokers Limited	1,504,506	3.0%