5 August 2019

The Panoply Holdings PLC
("The Panoply", or the "Group")

Preliminary results for the year ended 31 March 2019
Maiden results demonstrate success of model, philosophy and market opportunity

The Panoply (AIM: TPX), a digitally native technology-enabled services company, is pleased to announce its unaudited results for the year ended 31 March 2019.

Pro Forma Financial highlights[1]

- Revenue up 42% to £22.1m (FY2018: £15.6m)
    - 38% organic growth (based on the original four companies acquired at IPO), 4% growth as a result of acquisitions made post-IPO
- Adjusted EBITDA[2] up 30%, ahead of market expectations, to £3.5m (FY2018: £2.7m) representing an Adjusted EBITDA margin of 16% (FY2018: 17%).
- Adjusted EBITDA[2] excluding central costs up 37% to £4.4m (FY2018: £3.0m), representing an Adjusted EBITDA excluding central costs margin of 20% (FY2018: 19%)

Statutory financial highlights[3]

- Revenue of £8.2m (FY2018: £0m)
- Adjusted EBITDA[2] of £0.4m (FY2018: loss £0.3m)
- Operating loss of £1.6m (FY2018: loss £0.5m)
- Loss for the period of £1.7m (FY2018: £0.5m)
- Cash at bank at year end of £5.7m, ahead of expectations (2018: £0.1m)

Pro Forma operational highlights

- 191 customers billed in the year (162 customers billed in the 12 months to 31 March 2018*)*[4]
- Growing number of long-term customer relationships, providing increased visibility for the Group with 45% of customers billed in the year to 31 March 2017 and 68% of customers billed in 2018 also billed in 2019[4]
- Particularly strong growth in the public sector, which accounted for 33% of total revenue in the period, and following the post-period acquisition of FutureGov is expected to rise further.

Transactions

- IPO and an oversubscribed fundraise in December 2018, raising £5m in new equity for the Group
- Acquisitions of Manifesto Digital Limited, Not Binary Limited, Questers Global Group Limited and Bene Agere Norden AS at IPO in December 2018
- Acquisition of Deeson Group Holdings Limited in December 2018
- Acquisition of iDisrupted Ltd (D/SRUPTION) in January 2019
- Acquisition of GreenShoot Labs Limited in February 2019
- Launch of human+, subsidiary of TPX Notbinary in February 2019

Post-period highlights

- Acquisition of FutureGov Limited in June 2019
- Entered into a three year £5m revolving credit facility with HSBC in June 2019

Neal Gandhi, Chief Executive Officer, commented:

"I am very pleased to be reporting our first year end results as a public company, delivered ahead of our expectation at the time of our IPO in December 2018. Since we joined the market, our existing businesses have experienced strong continued growth and in the period we successfully completed a further three acquisitions, bringing two leading companies in key technologies, and D/SRUPTION into the Group. We also launched human+, enabling The Panoply Group to deliver robotic process automation to our clients.

Post-period, we completed our eighth and largest acquisition to date with the purchase of FutureGov. The Panoply now operates as a very strong disrupter to the large IT services incumbents in the public and health sectors, and we are excited to be driving forward the Group's development in this field.

We are very excited by the opportunity ahead, particularly as we begin to combine our offerings into specific vertical markets. We are beginning to reach critical mass in the public sector, health and not for profit sectors and at the same time are beginning to win substantially larger commercial sector clients. All of this bodes well for continued organic growth across the Group. At the same time, we continue to focus on M&A that strengthens our business. As a result of both strategies running in parallel, we are confident that the Group will be able to sustain momentum over the year and achieve market expectations for FY2020."

[1] *All figures are reported proforma and on a similar basis as in Panoply's recent Admission Document on the assumption that Manifesto Digital Limited, Not Binary Limited, Questers Global Group Limited and Bene Agere Norden AS were owned for the full period and Deeson Group Holdings Limited, iDisrupted Ltd and Greenshoot Labs from the date of acquisition. The information was prepared in this way in order to provide investors with a clearer picture of the performance of the entities on a combined basis.*
[2] *Adjusted EBITDA is a non-IFRS measure that the Company uses to measure its performance and is defined as earnings before interest, taxation, depreciation and amortisation and after add back of exceptional items related to the IPO and acquisitions made by the Group, share based payments and fair value movements*
[3] *The Statutory accounts reflect the revenue and profits of the subsidiaries from the date of acquisition rather than on a pro forma basis*
[4] *Based on all companies acquired during the year*

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About The Panoply

The Panoply is a digitally native technology-enabled services company, built to service clients' digital transformation needs. Founded in 2016, with the aim of identifying and acquiring best-of-breed specialist information technology, design and innovation consulting businesses across Europe, the Group collaborates with its clients to deliver the technology outcomes they're looking for at the pace that they expect and demand.

www.thepanoply.com

Chairman's statement

I am delighted to be reporting on an eventful and successful year for The Panoply, with the team having reached a number of milestones in just twelve short months. Most seminal of those was our successful IPO in December 2018, which saw The Panoply take shape, and our four initial Group companies acquired.

Following the IPO, strong momentum has been maintained with four further key events taking place in the period, including the acquisition of a leading digital agency and an artificial intelligence business, the launch of human+, an early stage investment into the high growth area of robotic process automation, and the acquisition of D/SRUPTION. Post-period a further, transformational deal was completed with the purchase of FutureGov, which opens up additional opportunities for all of our Group companies and means that The Panoply now offers an end-to-end solution to public sector and health clients as an alternative to the big systems integrators.

Alongside the growth of the UK cluster, The Panoply's central offering has been significantly developed over the period, with the M&A team strengthened and our Group marketing platform created through the acquisition and progression of D/SRUPTION.

It has been a particularly exciting period for those of us who have been with The Panoply since inception, seeing the team grow from a group of just three individuals with an ambitious vision to change the digital service consultancy model, to a Group which, as at 30 June 2019, now employs over 300 people and is at work delivering value for end clients every day.

Corporate governance

Despite having been incorporated less than three years ago, The Panoply Board has committed to a corporate governance approach commensurate with more mature businesses and has applied the principles set out in the QCA code to the Group.

Alongside our central governance function, a non-executive director is appointed by the Board to the board of each Panoply Group Company to provide governance support. All new acquisitions go through a 100 day integration plan which covers areas such as back office finance functions and KPI reporting. This is designed to provide the central Group with the ability to impose robust standards on all Group companies.

As an early-stage business, it is a priority to keep all our shareholders up-to-date and engaged. The IPO attracted investment from both private and institutional investors. We appreciate that they share our longer-term ambition and we are committed to transparency in all our corporate communications.

People

The different companies' teams working under The Panoply umbrella are connected by shared values; they strive to be entrepreneurial, creative, ego-free and conscious in all that they do. Alongside this we have a management team who have clearly shown their dedication, ambition and skill in their execution of these encouraging results.

Purpose

Since inception, we have made it clear that The Panoply is a purpose driven Group that wants to leave the world a better place than it found it.

This represents a key differentiating factor for our staff, and the businesses which choose to work with us. Over the last few months our focus has been on identifying exactly how we can make the maximum positive impact possible, in a way which benefits all our stakeholders and the wider community.

We are in the business of innovation, but we understand that change is not always good for everyone. Therefore, we are committed to building sustainable futures. By collaborating with clients, colleagues and communities to drive positive change, we help them to thrive tomorrow and beyond.

The Group's Sustainable Futures work is divided between four primary focus areas: helping communities to thrive in a digital future, making the tech industry fair and accessible, putting employee wellbeing first and minimising our environmental impact. In order to hold itself accountable, The Panoply is publishing targets in each of these areas and progress against those targets each year in the annual report.

Outlook

The Group has made huge strides in a very short space of time to create a business that can address the evolving needs of its customers, whilst serving a clear purpose and delivering tangible benefits to all stakeholders.

The current year has started well, and we are confident in meeting our full year ambitions. With the investments made in new service areas not expected to deliver returns until later in the year and taking into consideration the enlarged central cost base of the Company following IPO, we would expect profitability for the year to be largely second half weighted.

We continue to have a strong pipeline of potential acquisitions and as our success builds, believe we will become an increasingly attractive home for well run, entrepreneurial businesses keen to displace the incumbent model in the market.

Chief Executive's review

I am very pleased to be reporting our first full year results, delivered ahead of our expectations set at the time of our IPO in December 2018.

Having listed with just under four months remaining in our financial year, it was at this point that we could begin in earnest the execution of our growth strategy through the pursuit of complementary acquisitions and cultivation of collaboration between Group companies. We made considerable progress in both these areas, with seven acquisitions successfully completed, including the initial four on IPO, and multiple collaborations seen across Group companies.

At an operational level, we have begun the bedding in of our differentiated, 21st century operating model and building a central team capable of overseeing further growth.

The level of market demand for The Panoply's services is continuing to grow at pace as we extend the capabilities and reach of the Group. The opportunities available are larger in scale than expected at inception and we will be focused on delivering against this growing opportunity in the year ahead.

Admission to AIM

Our IPO led to the formation of The Panoply and gives us the financial strength and stability to grow our business. This stability gives clients the confidence to trust us with ever more strategic and high value engagements. It provides us with the necessary working capital to invest in each of our business units, as well as providing an equity base to achieve our acquisition ambitions.

Growth strategy

The Panoply Group's strategy comprises of two primary elements: to acquire best-in-class technology service businesses in order to build regional clusters of complementary companies which together offer the full suite of digital transformation services; and to help those acquired companies to achieve accelerated organic growth through cross selling, upselling and creating joint propositions, as well as investing in new growth opportunities where there is a clear demand.

The Group is targeting the acquisition of companies providing certain services in key emerging technologies. It aims to acquire businesses that buy into the values of the group and provide one or more of the below:

- additional capability
- entry to new sectors
- scale

The Group also invests into new teams, new practices, and supports either internal or external startups where there is clear demand. At the heart of our strategy is the Group's acquisition formula, which is designed to attract ambitious companies, confident in their ability to grow profitably.

We support acquired companies to achieve enhanced long-term organic growth through access to listed status, cross-selling opportunities, enhanced marketing and an improved ability to attract talent.

Overview of performance

The year to March 2019 relates to a time period both before and after we became a public company. On a pro forma basis the Group has delivered combined revenue growth for the year of £22.1m, an increase of 42% over the corresponding period last year. Pro forma adjusted EBITDA also saw strong growth, increasing 30%.

This growth was driven by an increase in customer numbers across our constituent companies, up 18% to 191 again on a pro forma basis. Notable customers include DVLA, Ministry for Housing, Communities and Local Government, News UK and the National Trust.

The Group saw particularly strong growth from the not-for-profit, health and public sectors. This increase was mostly organic, driven by the strong presence Group companies have in these markets. Following The Panoply's post-period acquisition of FutureGov, we expect circa 45% of Group revenue, on a proforma basis, to originate from the health and public sectors. With Public suggesting the UK GovTech market could be worth £20 billion by 2025 (Unlocking the Potential of Startups to solve public problems, Public.io report 2017), the Group is excited about its ability to offer a truly differentiated proposition to the incumbent larger systems integrators in this industry and grow market share.

As a breakdown of services, the greatest proportion of Group revenue currently originates from the provision of Experience, XaaS and Transformation services (26%, 27% and 36% respectively). Intelligence and Automation, whilst currently a smaller proportion of the Group's business, are significant potential growth areas with large client opportunities in the pipeline.

In the period we launched human+, a robotic process automation business that believes success is achieved through enabling and re-training the people central to its adoption. human+ has worked closely with Blue Prism and Thoughtonomy (which was recently acquired by Blue Prism). The primary focus for human+ is the public and health sectors with post-period contract wins including UCL and NHS Wales.

Performance against growth strategy: Acquisitions

Following Admission to trading on AIM on 4 December 2018 and the resulting completion of our target acquisitions, alongside the completion of three subsequent acquisitions during the year, the launch of human+ as a subsidiary of Notbinary, and the post-period acquisition of FutureGov, the Group now comprises:

- **Bene Agere:** an Oslo-based strategy and management consultancy;
- **Manifesto Digital:** an award-winning London-based digital experience agency;
- **Deeson:** A leading digital agency based in Canterbury and London;
- **Notbinary:** an award-winning London-based IT consultancy focused on digital transformation;
    - **human+:** a specialist robotic process automation business and subsidiary of Notbinary
- **Questers:** an award-winning provider of onshore and nearshore agile software development services, headquartered in Sofia, Bulgaria;
- **Greenshoot Labs:** a provider of enterprise digital solutions using applied AI and conversational interfaces, based in London; and
- **FutureGov**: a leader in digital service design for the public sector and health sector, based in London.

All acquisitions were completed in line with the Group's strategy and have added either entry into new sectors with growing market opportunity, such as conversational interfaces, or additional scale. All management teams have demonstrated their commitment to The Panoply's values and ethos. All are subject to the acquisition formula.

Also acquired in the period was D/SRUPTION, a digital transformation community, focused around a magazine, newsletter, research papers and events, in order to provide a marketing platform for The Panoply's Group companies. The D/SRUPTION's flagship event, the European summit, is scheduled for September 2019 and will see The Panoply leading a dedicated track focused on the public sector and health as well as a workshop targeted at not for profits. Combined with whitepapers, round table dinners and advertisements, D/SRUPTION has already demonstrated that it has the capacity to provide a more powerful marketing umbrella for our Group companies than they would be able to create for themselves.

Our Group company, Greenshoot Labs, has released OpenDialog, an open source conversational management framework focused particularly on regulated industries in public sector, health, not for profits and the commercial sector, particularly financial services. Post period contract wins for Greenshoot Labs include the Defence Science and Technology Laboratory and global audit firm BDO.

We are particularly excited about the post period acquisition of FutureGov. Over more than a decade FutureGov has built an enviable reputation for the delivery of scaled digital transformation and organisational change across government organisations, saving money and improving outcomes for citizens at local and national level across health and public services. Digital transformation in the public sector follows a defined process from Discovery, where the suitability and need for a new service is assessed, through to Alpha where a proof of concept is created, then to Beta where a scaled full version is delivered and then to Live. Historically, FutureGov has had a reputation for Discovery and Alpha phases, typically ending their engagements there or partnering with third party organisations for the Beta and Live phases. On the other hand, NotBinary has typically succeeded in winning engagements from the Alpha phase onwards. By combining the sales efforts of the two, we now have an end to end proposition that is a credible alternative to the large systems integrators, and we will look to further develop this into single holistic offering where appropriate this deal is a game changer that cements our public sector and health and we are hopeful that it leads to considerable future success.

Performance against growth strategy: The Panoply multiplier effect

Whilst the businesses under The Panoply umbrella have been working in tandem and with the ethos of The Panoply for a limited period, and for some only a number of weeks, we are already beginning to see signs of success from their collaborative efforts.

Since IPO the Group has won numerous new collaborative projects, including work with Food Standards Agency, Cancer Research UK and Young Epilepsy along with Norway based BBL Digital.

Outlook

The board and I are delighted with the progress the team has made since listing and believe these maiden results have begun to demonstrate the success of our model, philosophy and the strength of the market opportunity.

Based on these strong results and the opportunities we see ahead of us, we made the decision to invest further in our new service lines, particularly in the fast growing areas of robotic process automation, applied artificial intelligence and conversational interfaces, with an emphasis on regulated industries.

These investments, together with the cost of now being a listed company, will impact the Group's EBITDA in the first half of the year, leaving it lower than the pro forma interim results announced in December 2018. However, the strong ongoing performance of the Group businesses, contracts won post period end and the growing pipeline of opportunity underpins the Board's confidence in achieving market expectations for the year as a whole. In line with the Board's confidence for the second half FY20, the Company makes no changes to its full year guidance and in line with our Admission Document reiterate our intention to pay a dividend following the conclusion of the results for the financial year ended 31 March 2020.

We are excited about the year ahead and to continue delivering on our vision to build a 21st Century provider to solve our clients' 21st Century problems. The digital transformation journey for many organisations remains at the earliest stages and we are increasingly well placed to help clients on those journeys, and as a result deliver over the year and continue to create value for all our stakeholders.

Neal Gandhi
Chief Executive Officer

Financial review

In our Admission document we reported financial information on a pro forma basis. This showed the results of the Group as if The Panoply had owned Manifesto Digital Limited, Not Binary Limited, Questers Global Group Limited and Bene Agere Norden AS throughout the reported periods. The information was prepared in this way in order to provide investors with a clearer picture of the performance of the entities on a combined basis.

These maiden full year results have been prepared on a statutory basis. As such they only reflect the revenue and profits of the entities above since the date of acquisition on 4 December 2018 as well as including the results of Deeson Group Holdings Limited, iDisrupted Ltd and Greenshoot Labs Limited from the date of acquisition.

In order to compare the results of the Group with the Admission document and our interim results, we have also prepared certain pro forma information for the year to 31 March 2019. The pro forma numbers are prepared on a similar basis to those numbers included in the Admission Document, on the assumption that Manifesto Digital Limited, Not Binary Limited, Questers Global Group Limited and Bene Agere Norden AS were owned for the full period and Deeson Group Holdings Limited, iDisrupted Ltd and Greenshoot Labs Limited from the date of acquisition.

Statutory results

Statutory revenue for the year was £8.2m reflecting the initial acquisitions completing on 4 December 2018 and the three subsequent acquisitions completing prior to 31 March 2019. Adjusted EBITDA prior to exceptional items was £0.4m and the loss after tax was £1.7m.

Negative operating cash flows of £0.9m are a reflection of the exceptional costs relating to the acquisitions and the IPO totalling £1.4m. There were other significant cash movements during the period including the £5m placing completed in December 2018, £7.0m taken over from subsidiaries acquired in the year as well as £5.6m cash paid out as part of the acquisitions to vendors.

The Group's cash position was strong at the end of the period with £5.7m on balance sheet reflecting the oversubscribed placing at the IPO which raised gross proceeds of £5m. Post year-end we completed the acquisition of FutureGov which included the payment of consideration including cash and ordinary shares. In order to help fund the acquisition The Panoply entered into a three year £5m revolving credit facility with HSBC (the "**RCF Facility**") pursuant to which £3.55m was drawn-down to pay a proportion of the cash consideration. The undrawn facility is available to use for further acquisitions or working capital.

As at 31 May 2019, assuming all payments in connection with the acquisition of FutureGov had been made as at that date, the Group retained cash reserves of approximately £4.75m.

Pro forma results

The following table shows the results of the Group on a pro forma basis and reconciliation back to the statutory numbers.

Pro forma financial information

	Unaudited	Unaudited	**Unaudited**	Unaudited
	Mar-19	April-18 to Nov-18	**Mar-19**	Mar-18
	Statutory accounts	Pre-acquisition results*	**pro forma FY12m**	**pro forma FY12m**
	£'000	£'000	**£'000**	£'000
Revenue	**8,152**	13,910	**22,062****	15,564
Cost of sales	**(4,811)**	(8,169)	**(12,980)**	(9,955)
Gross profit	**3,341**	5,741	**9,082**	5,609
Administrative expenses	**(1,989)**	(2,852)	**(4,841)**	(2,731)
Central costs	**(974)**	-	**(974)**	(273)
Other income	**24**	173	**197**	93
Adjusted EBITDA	**402**	3,062	**3,464 ****	2,698

* This shows the unaudited results for the four subsidiaries acquired at IPO from 1 April 2018 to 4 December 2018.

** Revenue of £621,000 and an Adjusted EBITDA loss of £89,000 relate to Deeson Group Holding Limited, iDisrupted Ltd and Greenshoot Labs. This reflects the results of these businesses between acquisition and 31 March 2019.

On a pro forma basis the Group has seen significant growth in both revenue and EBITDA during the year. Revenue has increased by 42% from £22.1m to £15.6m. 4% of this growth related to the three acquisitions completed after the IPO with the remaining 38% being organic growth. Adjusted EBITDA has increased from £2.7m to £3.5m.

This growth has been driven largely by our established businesses operating across the Experience, and Transformation service lines. We have made investment into the Automation and Intelligence service lines with the incorporation of human+ and through the acquisition of Greenshoot Labs in the latter part of the financial period. As a result, we expect these lines to grow in the coming year.

We also monitor revenue across Commercial, NGO and Government and we have seen significant growth in our government sector business, which accounted for 33% (2018: 13%) of pro forma revenue in the year. We expect this to increase further following the acquisition of FutureGov in June 2019.

Whilst we have seen a rise in EBITDA margins (excluding central costs) from 19% to 20% in the current year, including central costs the EBITDA margin has fallen from 17% to 16%. Central costs were £0.97m in the period. In FY2020 the Group will see this rise with the impact of a full year of an enlarged cost base, a reflection of the key recruitment completed after IPO, as well as the associated costs of being an AIM quoted company. Going forward, it is not anticipated that significant increases to the cost base are needed in order to scale.

We expect to see a reduction in EBITDA margin in the first half of the current year as a result of the additional central costs and investments made into new service lines as set out above.

Because of the 15 month period reported in the Admission Document, this year it has been difficult to show certain information on a like for like basis. In following periods we intend to show full details of revenue split by services and sector.

Additional consideration

As a result of the strong trading during the period and growth in three of the four businesses acquired at IPO, a total of £10.9m is payable as earn out consideration in ordinary shares in the Group. These shares are to be issued at the higher of 74p (being our price at IPO) and the prevailing share price at the time of issue. The maximum total number of shares to be issued therefore in respect of results during the period is 14,665,516 which reduces to 11,130,751 based on the closing share price on the day prior to this announcement. The ordinary share consideration is payable over the next twenty-four months subject to certain performance targets being met. At present these targets have not been met and as a result the consideration payments have not yet been made.

The earn out period on the initial four acquisitions runs until the results to 31 March 2020 and we therefore expect further adjustments subject to performance during the current year.

Oliver Rigby
Chief Financial Officer

Consolidated income statement

as at 31 March 2019

	Note	Unaudited 2019 £'000	Audited 2018 £'000
Revenue	3	**8,152**	-
Cost of sales		**(4,811)**	-
Gross profit		**3,341**	-
Administrative expenses		**(4,992)**	(480)
Other income		**24**	
Operating (loss)		**(1,627)**	(480)

	Note	Unaudited 2019 £'000	Audited 2018 £'000
Adjusted EBITDA	3	**402**	(273)
Amortisation of intangible assets		**(339)**	-
Depreciation		**(45)**	-
(Loss)/gain on fair value movement contingent consideration		**(54)**	-
Share-based payments		**(239)**	-
Exceptional items - costs directly attributable to the business combination		**(1,352)**	(207)
Operating (loss)		**(1,627)**	(480)

	Note	Unaudited 2019 £'000	Audited 2018 £'000
Finance income		**5**	-
Finance costs		**(14)**	-
Net finance expense		**(9)**	-
Loss before taxation		**(1,636)**	(480)
Taxation		**(41)**	-
Loss for the year		**(1,677)**	(480)
Other comprehensive income			
Exchange differences on translation of foreign operations		**(38)**	-
Total comprehensive income for the period		**(1,715)**	(480)

	Note	Unaudited 2019 £'000	Audited 2018 £'000
Loss per share			
Basic and fully diluted	4	**(9.22) p**	(4.57) p

Consolidated statement of financial position

as at 31 March 2019

	Note	Unaudited 31 March 2019 £'000	Audited 31 March 2018 £'000
Non-current assets			
Goodwill		**20,585**	-
Intangible assets		**5,214**	-
Property, plant and equipment		**280**	-
Deferred tax assets		**14**	
Total non-current assets		**26,093**	-
Current assets			
Trade and other receivables		**3,918**	7
Contract assets		**232**	-
Other taxes		**-**	34
Cash and cash equivalents		**5,650**	126
Total current assets		**9,800**	167
Total assets		**35,893**	167
Current liabilities			
Trade and other payables		**(2,210)**	(154)
Other taxes and social security costs		**(1,539)**	(3)
Contingent consideration		**(3,270)**	
Contract liability		**(406)**	-
Total current liabilities		**(7,425)**	(157)
Non-current liabilities			
Deferred tax liability		**(925)**	-
Contingent consideration		**(8,292)**	-
Total non-current liabilities		**(9,217)**	-
Total liabilities		**(16,642)**	(157)
Net assets		**19,251**	10
Equity			
Share capital		**423**	-
Share premium account		**20,779**	490
Capital redemption reserve		**5**	-
Other reserve		**201**	-
Retained earnings		**(2,157)**	(480)
Total equity		**19,251**	10

Consolidated statement of changes in equity

for the year ended 31 March 2019

	Share capital	Share premium	Capital redemption reserve	Foreign Exchange reserve	Share option reserve	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 1 April 2017 (Audited)	-	-	-	-	-	-	-
Loss and total comprehensive loss for the period	-	-	-	-	-	(480)	(480)
Transactions with owners							
Share issued	-	500	-	-	-	-	500
Share issue costs	-	(10)	-	-	-	-	(10)
Equity at 31 March 2018 (Audited)	**-**	**490**	**-**	**-**	**-**	**(480)**	**10**

	Share capital	Share premium	Capital Redemption	Foreign exchange reserves	Share Option Reserves	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 1 April 2018 (Audited)	-	490	-	-	-	(480)	10
Loss and total comprehensive loss for the period	-	-	-	-	-	(1,677)	(1,677)
Forex differences	-	-	-	(38)	-	-	(38)
Transactions with owners							
Share cancellation	(5)	-	5	-	-	-	-
Share issued	428	20,543	-	-	-	-	20,971
Share issue costs	-	(254)	-	-	-	-	(254)
Share-based payments	-	-	-	-	239	-	239
Equity at 31 March 2019 (unaudited)	**423**	**20,779**	**5**	**(38)**	**239**	**(2,157)**	**19,251**

Consolidated statement of cash flows

for the year ended 31 March 2019

	Unaudited 2019 £'000	Audited 2018 £'000
Cash flows from operating activities		
Loss before taxation	**(1,636)**	(480)
Adjustments for:		
Depreciation	**45**	-
Amortisation	**339**	-
Share-based payments	**239**	-
Loss on disposal of property, plant and equipment	**2**	-
Foreign exchange losses/(gains)	**7**	-
Net finance expense	**9**	-
Movement in fair value contingent consideration	**54**	-
	(941)	(480)
Working capital adjustments:		
Decrease/(Increase) in trade and other receivables	**384**	(41)
(Decrease)/Increase in trade payables, accruals and contract liability	**(650)**	157
Cash (consumed by)/ generated from operations	**(1,207)**	(373)
Tax received / (paid)	**27**	-
Cash flows from investing activities		
Acquisition of subsidiaries (paid)	**(5,613)**	-
Acquisition of subsidiary - cash inherited from acquisition	**6,978**	-
Purchase of property, plant and equipment	**(33)**	-
Interest received	**5**	-
Net cash generated from investing activities	**1,337**	-
Cash flows from financing activities		
Issue of ordinary share capital	**5,659**	500
Cost relating to the issue of shares placing	**(254)**	(10)
Repayment of borrowings	**(24)**	-
Finance costs	**(14)**	-
Net cash generated from financing activities	**5,367**	490
Net increase in cash	**5,524**	126
Cash at bank and in hand at beginning of period	**126**	0
Cash at bank and in hand at end of period	**5,650**	126
Comprising:		
Cash at bank and in hand	**5,650**	126

Notes to the consolidated financial information

1. General information
The Panoply Holding plc is a public limited company incorporated in England and Wales under the Companies Act 2006 with registered number 10533096. The Company's shares are publicly traded on the AIM Market of the London Stock Exchange.

The address of the registered office is 141-143 Shoreditch High Street, London, England, England, E1 6JE. The principal activity of the Group is the provision of digitally native technology services to clients within the commercial, government and NGO sectors.

These unaudited financial information is presented in pounds sterling.

The financial information set out in this announcement does not comprise the Group's statutory accounts as defined in section 434 of the Companies Act 2006 for the year ended 31 March 2019 or 31 March 2018.

The financial information for the year ended 31 March 2018 is derived from the statutory accounts for that year which have been delivered to the Registrar of Companies. The auditors reported on those accounts; their report was unqualified and did not contain a statement under either Section 498 (2) or Section 498 (3) of the Companies Act 2006 and did not include references to any matters to which the auditor drew attention by way of emphasis.

The statutory accounts for the year ended 31 March 2019 have not yet been delivered to the Registrar of Companies, nor have the auditors yet reported on them. The preliminary announcement does not constitute statutory accounts under Section 435 of the companies Act 2006.

1.1 Basis of preparation
The consolidated financial information has been prepared in accordance with applicable International Financial Reporting Standards (IFRSs) as adopted by the EU and in accordance with the Companies Act 2006 and the AIM rules for Companies. Details of the accounting policies are set out below. This is the Group's first financial information prepared in accordance with IFRS.

The financial information include the financial results of the following subsidiaries (incorporated in the UK unless otherwise stated) from the date of acquisition:

- Bene Agere Norden AS (incorporated in Norway) – acquired on 4 December 2018.
- Manifesto Digital Limited – acquired on 4 December 2018.
- Not Binary Limited – acquired on 4 December 2018.
- Questers Global Group Limited - acquired on 4 December 2018.
- Deeson Group Limited – acquired on 17 December 2018.
- iDisrupted Limited – acquired on 13 January 2019.
- Greenshoot Labs Limited – acquired on 11 February 2019.

2. Accounting policies

The accounting policies adopted by the Group are consistent with those applied in the preparation of the combined historical financial information included in the Admission Document with the exception of the following:

a) Basis of consolidation
The Group financial statements consolidate those of the Company and all of its subsidiary undertakings drawn up to 31 March 2019. Subsidiaries are entities over which the Group has the power to control the financial and operating policies so as to obtain benefits from its activities. The Group obtains and exercises control through voting rights.

Unrealised gains on transactions between the Group and its subsidiaries or associates are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Acquisitions of subsidiaries are dealt with using the purchase method. The purchase method involves the recognition at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the Consolidated Statement of Financial Position at their fair values, which are also used as the cost bases for subsequent measurement in accordance with the Group accounting policies.

Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of consideration payable over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition.

b) Goodwill

The Group measures goodwill at the acquisition date as:

• the fair value of the consideration transferred; plus

• the recognised amount of any non-controlling interests in the acquiree; plus, if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less

• the net recognised amount of the identifiable assets acquired, and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to acquisition, other than those associated with the issue of debt or equity securities that the Group incurs in connection with a business combination, are expensed as incurred.

If the contingent consideration is classified as equity, it is not remeasured, and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss. Goodwill is carried at cost less accumulated impairment losses.

c) Intangible assets acquired as part of a business combination and amortisation

In accordance with IFRS 3 “Business Combinations”, an intangible asset acquired in a business combination is recognised at fair value at the acquisition date. A fair value calculation is carried out based on evaluating the net recurring income stream from each type of intangible asset. Intangibles are initially recognised at fair value, and are subsequently carried at this fair value, less accumulated amortisation and impairment. The following items were identified as part of the acquisitions of entities by the Group and were still owned at 31 March 2019:

- brand amortised over two to five years;
- customer lists amortised over three to six years;
- customer list database over five years; and
- Intellectual property over ten years.

The allocation of fair values to the tangible assets and the identification and valuation of intangible assets affect the calculation of goodwill recognised in respect of an acquisition and as such represent a key source of estimation uncertainty.

3. Revenue and adjusted EBITDA

3.1.1 Revenue by service

	Unaudited 2019 £'000	Audited 2018 £'000
Experience	**2,323**	-
XaaS	**1,698**	-
Transformation	**2,870**	-
Automation	**1,162**	-
Intelligence	**99**	-
Total Revenue	**8,152**	-

3.1.2 Revenue customers by geographical market

	Unaudited 2019 £'000	Audited 2018 £'000
United Kingdom	**6,511**	-
EU	**28**	-
Norway	**769**	-
Switzerland	**552**	-
USA	**291**	-
Other	**1**	-
Total Revenue	**8,152**	-

3.1.3 Revenue by sectors

	Unaudited 2019 £'000	Unaudited 2018 £'000
Commercial	**2,871**	-
Government	**3,050**	-
NGO	**2,231**	-
Total Revenue	**8,152**	-

3.1.4 Adjusted EBITDA

	Unaudited 2019 £'000	Unaudited 2018 £'000
Experience	**125**	-
XaaS	**83**	-
Transformation	**190**	-
Automation	**1**	-
Intelligence	**3**	-
Total Adjusted EBITDA	**402**	-

4. Earnings per share

	Unaudited 2019 £'000	Audited 2018 £'000
Loss attributable to ordinary shareholders	**(1,677)**	(480)

	Number	Number
Weighted average number of Ordinary Shares in issue, basic	**18,186,006**	10,500
Basic and diluted loss per share	**(9.22) p**	(4.57)p

Earnings per ordinary share has been calculated using the weighted average number of shares in issue during the year.

The diluted earnings per share is the same as the earnings per share due to the consolidated Group loss.

The Group have a number of share -based payments (and share purchase agreements where the terms and conditions could affect the measurement of basic and diluted earnings per share. A number of shares that were issued during the period are contingent on certain conditions being met and therefore these have been excluded from the calculation of the weighted average number of Ordinary Shares in issue.

5. Post-balance sheet events

Not binary Limited created a new subsidiary Human Plus Ltd which started trading from 1 April 2019. The company specialises in robotic process automation (RPA).

The Panoply Holdings Plc acquired FutureGov on the 11 June 2019. The initial consideration for the Acquisition was £11.8m, satisfied though the payment of circa £6m cash and the issue of 6,612,397 new ordinary shares in The Panoply. In addition, The Panoply also procured, on Completion, the repayment of loan notes issued by FutureGov to certain shareholders with a principal amount totalling £500,000 by FutureGov (the "Loan Notes").

The Group is currently performing a fair value review of FutureGov's's assets and liabilities and will report these within its financial statements for the year ended 31 March 2020.

The Panoply has entered into a three year £5m revolving credit facility with HSBC (the "RCF Facility") pursuant to which £3.55m will be drawn-down to pay a proportion of the cash consideration payable pursuant to the FutureGov acquisition. HSBC has taken security over The Panoply and all of the Group's material subsidiaries and their assets in connection with the RCF Facility. The interest rate is LIBOR + margin 2.5%.