Transforming raw data into actionable insight.

Rosslyn Data Technologies plc

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Annual report and accounts 2016

Rosslyn Data Technologies is helping companies solve the big data challenge.

Since 2005, Rosslyn Analytics has been at the forefront of helping procurement teams deliver accelerated business value. Today, the largest companies in the world perform better, and faster, because their employees use innovative data technologies to effectively manage costs, compliance and risks.

Our award-winning platform is used by a host of prestigious multinationals:

Visit our website to find out more about the products and services we offer:

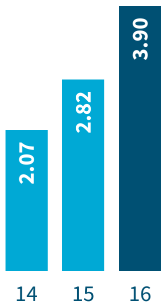
www.rosslyndatatechnologies.com

> "Rosslyn Analytics has given the Weir Group a powerful data management and reporting tool that feeds our executives with the information they need to make better informed decisions that will benefit our business and suppliers."
>
> **Trevor Latham, Group Head of Procurement at The Weir Group Plc**

Group revenues (£m)

£3.90m

+37%
(2015: £2.82m)



Operational and strategic highlights

- Strategic wins with Anglo American and a global defence manufacturer
- Significant market adoption with over 100 American universities and colleges on RAPid
- New and expanded partnership with E&I Cooperative Services and Genpact
- New products outside of spend including HR analytics and diversity reporting
- Recognised by Microsoft as preferred partner by obtaining "Co-Sell Recommended Partner" status
- Finalist in the 2016 Microsoft Data Platform Partner of the Year Award
- Product developments delivering internal operational efficiencies and scalability
- Market endorsement with inclusion in the "The Forrester Wave™: Cloud Business Intelligence Platforms, Q4 2015"
- RAPid Extract Studio deployed across our client base
- Key hires in UK operations and sales

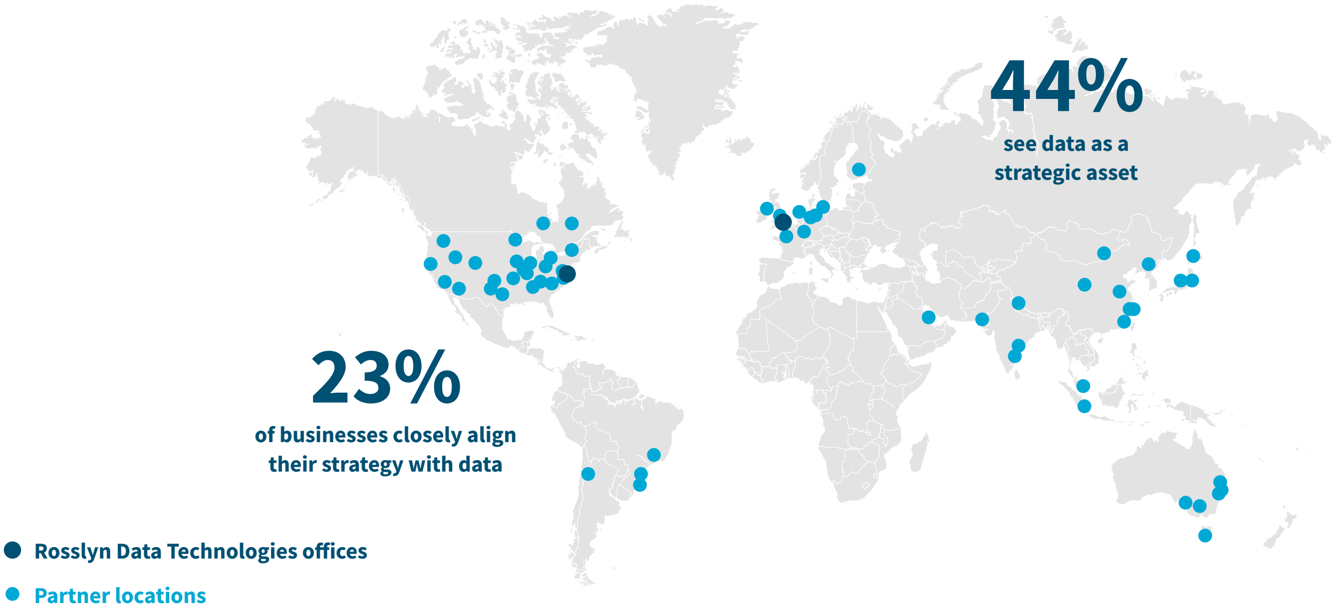
Financial highlights

- Group revenues up 37% to £3,869,050 (2015: £2,826,034)
- EBITDA loss of £2,330,605 (2015: £3,424,218)
- Loss before tax of £2,374,821 (2015: £3,478,221)
- Net cash of £1,858,841 (2015: £4,712,730)
- Subscription revenue remains strong
- Tight financial and operational management delivered a lower cash burn and loss than the previous year

The exponential growth of data is being recognised.

Business and IT leaders are increasingly investing more time and money in leveraging the value of data sitting in their enterprises. As corporate executives seek quick to deploy, easy to use software-as-a-service (SaaS) solutions, the Directors believe Rosslyn is well positioned to capitalise on helping companies overcome three pressing data challenges:

The data challenges facing companies		Rosslyn's solution
IT-managed data	Just 13% of IT professionals are able to provide decision makers with new sources of data within days (Forrester Research)	Shorten data waiting time for business decision makers from weeks to hours
Poor data quality	One-third of employees spend more than 40% of their time vetting and validating data (Forrester Research)	Empower everyone to improve the quality and relevancy of data for analysis
Too little data	Companies leverage only 40% of structured data and 31% of unstructured data for decision making (Forrester Research)	Make data accessible to everyone in your organisation



The benefits of big data

Embracing the intelligence concept of "Fail fast, succeed faster", our award-winning RAPid Cloud Data Platform empowers customers to:

Accelerate the time to value from months to days by automating data processes

Empower business users to improve the quality and relevancy of data in real time

Quickly integrate semi-structured and unstructured data without the need to code

Reduce IT infrastructure costs and improve agility by taking big data projects into the cloud

Accelerate the development testing and deployment of big data analytical applications

Generate a faster return on investment on your existing big data assets

Our solutions are more flexible than traditional IT systems, reducing deployment time, requiring less storage space and having a high processing capacity. Both small and large enterprises are major adopters of cloud analytics services and the Directors expect this trend to continue for the next few years.

The overall cloud analytics market stands with a total revenue of $7.5bn in 2015, and is expected to grow to $23.1bn at a compound annual growth rate (CAGR) of 25.1% from 2015 to 2020.

The growth in data is well documented with the majority of industry analysts pointing towards exponential growth in consumer, M2M, mobile and enterprise data while industry players are basing their business models on 5–10x growth in volume of data over the next five years.

The Directors believe that the enterprise user base is increasingly recognising the return on investment from analysing their data.

IDC estimates that around a third of data by 2020 will be "useful data if tagged and analysed". This equates to approximately 13,000 exabytes compared with total big data today of approximately 5,000 exabytes.

"

According to an IDG survey, the market for cloud analytics solutions is accelerating as companies seek improved data for analysis, with 71% of businesses expected to adopt cloud analytics over the next three years. Research from MarketsandMarkets reveals that the cloud analytics market is expected to grow from $7.5 bn in 2015 to $23.1 bn in 2020."

"

Though valuable, simply having a visualization tool to analyze data isn't enough today. Rosslyn Analytics is utilizing Azure to disrupt the business intelligence market built on traditional data warehousing architecture. The company's RAPid Cloud Analytics Platform - with embedded integration, cleansing, enrichment, analysis and visualization tools - gives business users the power to be in control of obtaining, improving and managing the relevancy and quality of data."

Garth Fort, General Manager of the Cloud & Enterprise Partner Group at Microsoft

"

We have millions of lines of complex data, coming in from multiple sources and Rosslyn Analytics' RAPid platform makes it simple for us to analyze and manage, allowing data driven strategic sourcing decisions every day."

Jenny McGeough, Value Chain Excellence, Project Manager, The Weir Group PLC

Enabling organisations to transform raw data into actionable insight.

Combining and manipulating six critical datasets can unlock a whole world of connected insight, enabling organisations to take strategic leaps through decision-making with informed confidence and belief.

Customer data

Offers insights into existing and prospective buyers of goods and services. Customer data is primarily a top-line revenue maker.

Finance data

Sheds light on revenue and other incoming transactions. Financial data is used for both creating top – and bottom-line value.

Spend data

Provides visibility on where the enterprise's investments are being made and what its running costs are. Spend data is primarily a top-line revenue maker.

Supply chain data

Tells the story of the sourcing of the essential raw materials, goods and services required to function. Supply chain data is primarily a bottom-line revenue maker.

Employee data

Provides insight into your colleagues, past, present and future. Employee data is primarily a top-line revenue maker.

Product data

Is a record of the portfolio that a company offers and how the market (customers) responds to it. Product data is primarily a top-line revenue maker.

The RAPid Cloud Analytics Platform

The Group's founding management team has spent over five years developing and commercialising its data discovery platform, RAPid:

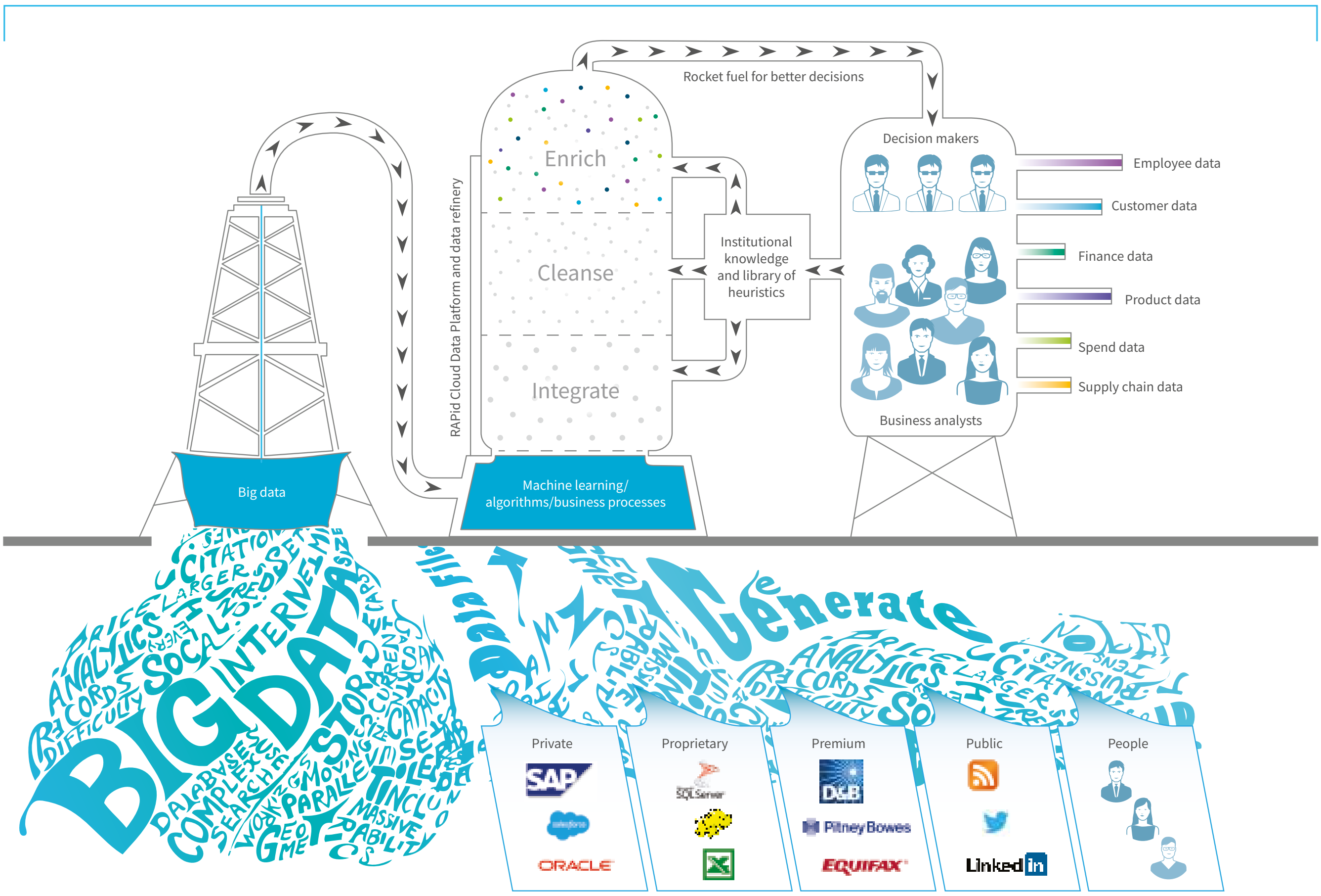
1 RAPid extracts, combines and synchronises data from hundreds of sources.

2 RAPid then transforms and enriches this data, providing the user with tools to build charts, tables and apps in order to visualise the information.

3 This is all performed over a secure cloud internet connection, giving access to the data from wherever you are.

The data factory

Agile data management and analytics



> We are particularly excited by the new opportunities we are discovering with our Partners in North America. We are hopeful that we can continue to expand our footprint in this region in the months ahead."

John O'Hara, Chairman

Results

The financial year to 30 April 2016 was our second full year as a public company for Rosslyn Data Technologies plc after the listing on AIM in April 2014. The progress we have made in the year, growing both our Partnerships and our Direct sales client base has been both challenging and rewarding. We deployed a significant element of the IPO funds into our Partnership, Sales and Marketing strategies, whilst ensuring we did not miss any developments in technology that would enable the business to transform to profitability and organic cash generation. We are now able to see a timeline when this event would occur; although we are not yet complete, we believe there is a strong chance of this occurring this new financial year.

Group revenue increased by 37% to £3.9m (2015: £2.8m). There was a reduction in Group losses at the EBITDA level to £2.3m (2015: £3.4m). This was somewhat less than we anticipated at the start of the year.

We ended the year with net cash balances of £1.9m (2015: £4.7m). The consumption of cash is accounted for by the losses in the period. The Board believes that we have adequate cash resources to take the Group through to break-even and cash generation.

Strategy

The Group's strategy has evolved since the time of our listing. Although our primary offering remains Spend Analytics we have seen broader adoption of the RaPid platform as an all-encompassing enterprise data extraction and data enrichment platform which can be used in multiple application areas within the enterprise.

Additionally, we are committed to growing revenues through a dual-track strategy of working with partners and direct sales. Our relationships with our Partners continue to grow and we have been able to add many more partners to our portfolio. We have confidence that these relationships will continue to grow and flourish. We are particularly excited by the new opportunities we are discovering with our Partners in North America. We are hopeful that we can continue to expand our footprint in this region in the months ahead.

Our direct sales operation has also had another successful year. We have had a number of notable wins in all the regions in which we operate – the UK, Continental Europe and the US – and have managed to grow our average annual contract value considerably. We are particularly excited by the new opportunities we are unearthing in the "highly sensitive" data market around the world. We will continue to market to this sector in the months ahead.

Board changes

Jeff Sweetman left the Company in July 2016. Jeff has been with Rosslyn for nearly eight years and was instrumental in establishing our foothold in the USA. He has worked with the CEO to establish a smooth handover and provide a springboard for developing our Partner relationships in USA. The Board would like to express its thanks to Jeff for his contribution to the Group's development.

Additionally, our founder and CEO, Charles Clark, decided to focus his energies on business development with a particular emphasis on the North American market and the partner model and so relinquished his position as CEO, to Roger Bullen, so that he could continue as Founder and President, doing what he enjoys most – meeting customers and promoting Rosslyn to customers and partners.

Our staff

Our business would be nothing without our innovative and hard-working staff. From the development team to the client support staff, it is an end-to-end effort. Each role is critical to our continued success. On behalf of the Board I would like to thank all of them for their outstanding efforts in the last year and look forward to working with them in the current year.

Outlook

The 2016–17 financial year is going to be a year of change within the firm. Our Partnership strategy is coming to fruition and has the potential to deliver the majority of our revenue. This alongside the strengthening traction within our Direct Sales, with our clients investing in the benefits our innovative products are bringing to an extremely competitive market.

Recent announcements demonstrate the high regard major players within the data and analytics industry hold Rosslyn and the RAPid platform. Converting these relationships into scalable revenue streams is key for our growth and our future. I am optimistic that recent product launches and the innovation we continue to deliver will drive the results the Company and our Shareholders deserve.

John O'Hara
Chairman
14 September 2016

Chief Executive Officer's statement

"Since the year end we have continued our investments in growing the RAPid platform capabilities, including a suite of new products beyond our traditional spend and procurement environment. We are excited about the new opportunities these products offer to our current sales channel, our clients and our Partners' clients."

Roger Bullen, Chief Executive Officer

This year we continued to focus on implementing our strategic plan, broadening our appeal to organisations hungry for data analytics and growing our relationships with strategic partners.

We have been able to make new investments developing our product suite on the RAPid platform, adding new tools and functionality to the mix whilst ensuring the RAPid platform is scalable, user friendly and a satisfying user experience for our Partners and Clients.

In addition, we have focused the funds raised at IPO to increase our sales and marketing capabilities.

Recruitment of quality people with the requisite knowledge and experience continues to be a challenge, but we have maintained our headcount levels through the year, and where possible will continue to add to the Sales and Partnership business development teams necessary to fulfil the Company's growth ambitions.

We were able to deliver a strong revenue growth of 37% in the year, and whilst the majority of revenues came from our direct sales team, we are starting to see considerable traction through our partnership strategy introduced last year. We have developed a number of new partnership agreements and continue to roll this programme out around the globe. The Board has not wavered on the belief that this strategic diversification of the revenue stream is important to attaining our targets and will enable us to accelerate our route to market.

Our gross margin remains strong at a healthy 87.6%, up by 3.8% from last year, and this trend is likely to continue as our revenues increase. I am also confident that our cash position is strong enough to see us through to positive cash flow.

Outlook

Since the year end we have continued our investments in growing the RAPid platform capabilities, including a suite of new products beyond our traditional spend and procurement environment. Whilst spend continues to be the backbone of our revenue streams we are seeing developments in the market that enable us to expand our offerings to include services covering compliance, risk, corporate social responsibility and People. We are excited about the new opportunities these products offer to our current sales channel, our clients and our Partners' clients.

Our deepening relationship with Microsoft ensures that our product remains at the cutting edge of technological development, enabling scale and efficiencies to be achieved at the best possible cost. Microsoft recognised the RAPid platform as one of the top cloud-based platform products in 2016 and also recognised Rosslyn as a preferred partner, issuing us with their "Co-Sell Recommended Partner" status, a significant achievement for us.

In addition we have signed a number of new contracts. Notable amongst this new business are the contracts with our partners, which have brought a highly diversified client base and provide us with excellent opportunities to demonstrate the value of the RAPid platform to our partners' clients.

I look forward with confidence to the 2016–17 financial year. We are seeing the benefits from the investments that we have made and the product suite is becoming extremely well known and competitive in the market.

I would like to join John O'Hara in thanking our employees, without whom none of this would be possible.

Roger Bullen
Chief Executive Officer
14 September 2016

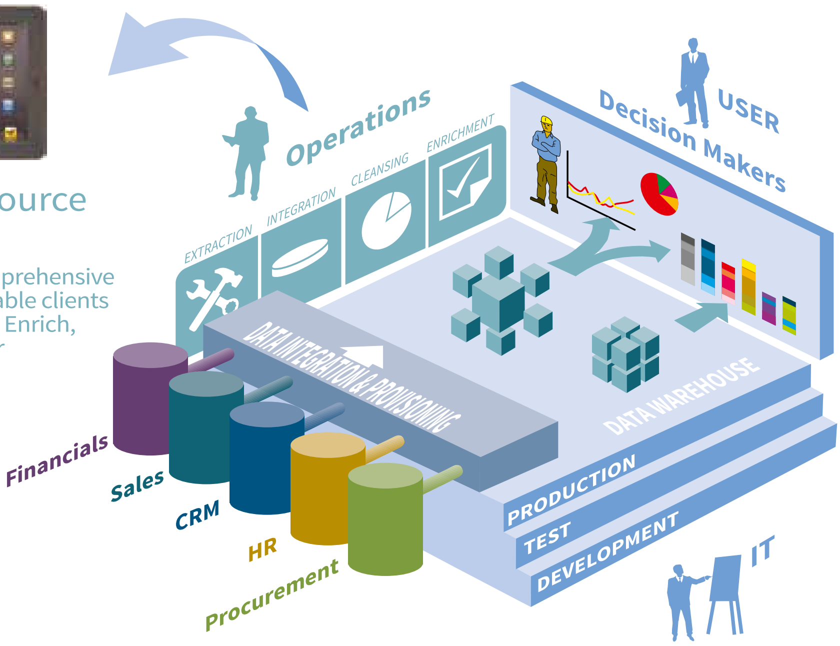
See our business model in detail:

Our business model – page 08

The data technologies we have developed are recognised for significantly reducing the time and cost of obtaining and preparing data for analytics – from weeks to mere hours. This is possible because our RAPid Cloud Analytics Platform features a comprehensive suite of self-service tools business users need to automatically extract, integrate, transform and enrich data. The largest organisations in the world have modernised their analytic capabilities, replacing their traditional methods of data preparation with Rosslyn Analytics.

Analytics Resource Centre (ARC)

Platform hosts a comprehensive suite of tools that enable clients to Integrate, Cleanse, Enrich, Develop and Discover



Collaboration

Users are able to share ideas internally and externally regardless if they have a licence

"For our clients, acquiring the knowledge most important to their operations, securing that information and using it optimally are critical – now more than ever before. We are delighted to be teaming up with Rosslyn Analytics to offer our joint knowledge and capabilities to clients – giving them one place to go, maximizing experience and assets from both organizations."

Yann Bonduelle, PwC Partner and Head of Data Analytics

"Our collaboration with Rosslyn Analytics allows Genpact to strengthen a strategic area of our portfolio, and provides data-to-insight-as-a-service to help our clients transform their procurement operations."

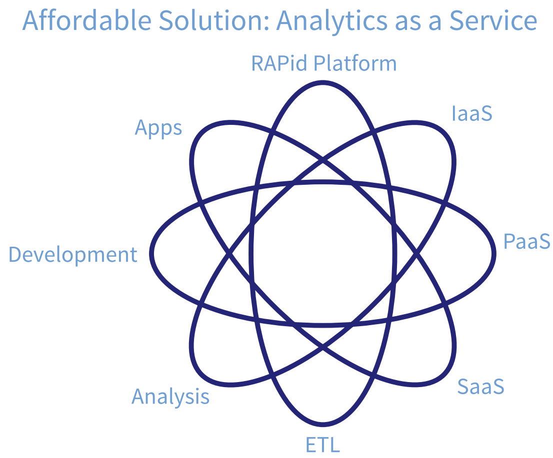
Shantanu Ghosh, Senior Vice President, CFO Services and Consulting at Genpact

With the proliferation of business intelligence and analytics tools, trusted data for visualisation and analysis is paramount. It is here that we serve an unmet market by providing the necessary tools to business users to be in control of the data they require for making quick and timely decisions without relying on traditional tools built for technical professionals, such as IT.

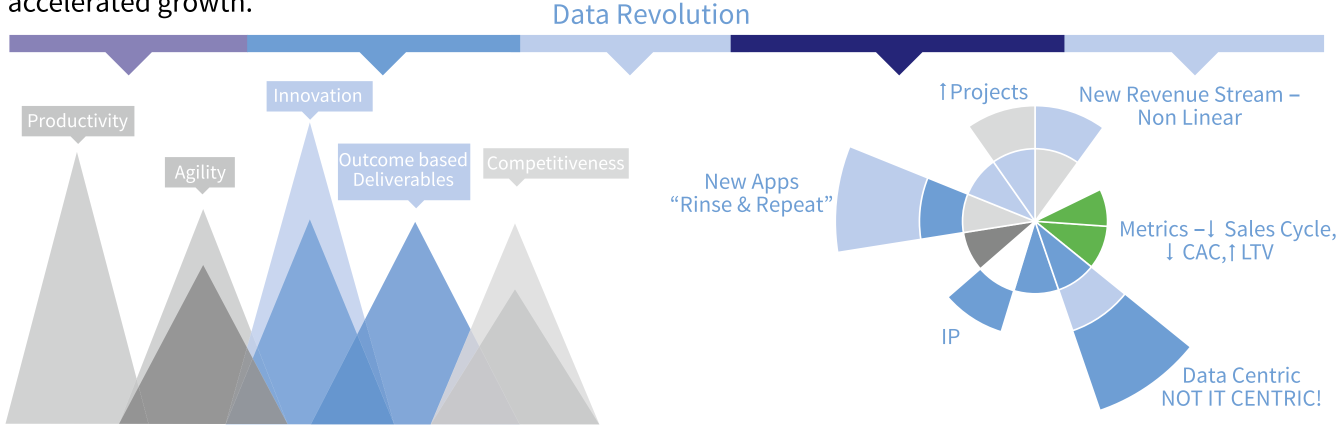
Designed for the millions of non-technical users, RAPid is used by our customers and partners to obtain greater business insight, improved reporting times and efficiency savings.

RAPid is delivered into the market through our direct sales team and through our growing global ecosystem of partners first launched in 2015. Our partner programme enables us to acquire clients quickly, and profitably (without increasing headcount), by giving the professional services firms, management consultancies, business process outsourcers (BPOs) and system integrators (SIs) the software they require to support the data and analytic needs of their consultants and clients.

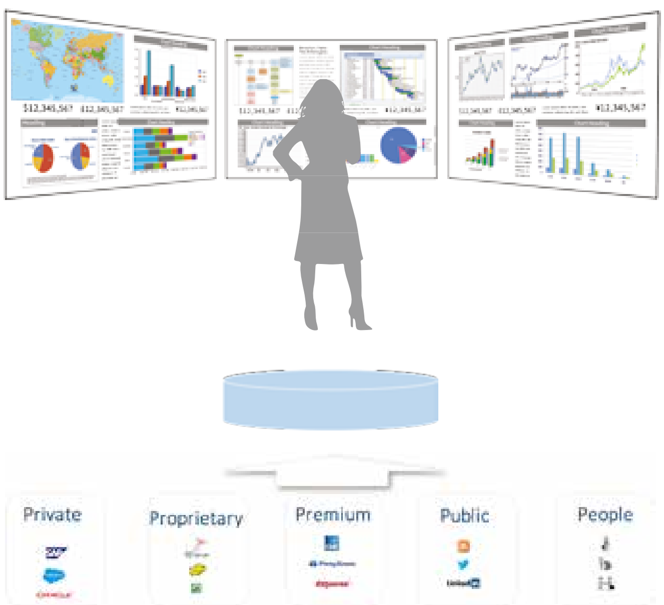
Just like our direct sales team, which is based on a land and expand strategy, partners are able to up- and cross-sell new data services, which increases the total revenue per customer.

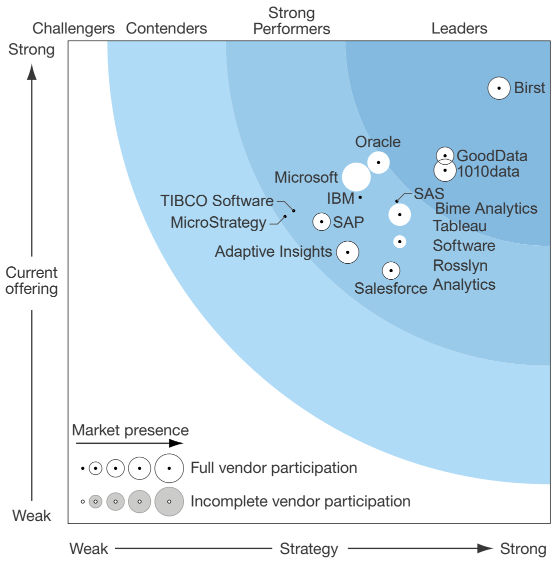


Lower cost of delivery, scale and repeatability, standardisation, agility, high innovation and accelerated growth.



… we use a cloud-based platform to connect clients to internal and external data.





Forrester Research recognizes Rosslyn Data Technologies as a strong performer in its report, "The Forrester Wave™: Cloud Business Intelligence Platforms, Q4 2015." Industry analysts acknowledge the company's leadership as one of only two software providers that offer a complete, ready-to-use self-service BI platform developed to deliver accelerated business value for customers.

Well positioned to pursue our growth strategy.

The Directors believe the Group is well positioned to pursue its growth strategy through five key initiatives:

New customer acquisitions in existing markets

Building on its reputation with existing customers, the Group plans to follow a more aggressive sales and marketing strategy through an increased sales force and enhanced branding within the geographies and industries in which it currently operates.

Growth within the existing client base

Typical customer engagements for the Group start in one division of a client organisation, thereby enabling the Group to leverage this reference point into other departments and workstreams in large multinationals. The Group has a "land and expand" strategy to win initial projects and grow the number of contracts for each customer.

Partnerships

The Directors believe that a broadly based set of partnerships provides a diversified route to market. These partnership arrangements allow revenue to grow more quickly than through direct sales alone.

Product development

The Directors intend to develop the Group's existing technologies by focusing on self-service, integration, cleansing and data enrichment.

Geographic expansion

The Group intends to expand into further geographies by adding further customers and partners in different territories.

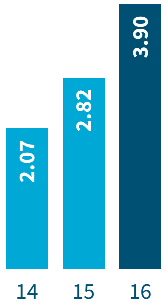
Key performance indicators

Our performance indicators are in line with our strategy to develop and grow the Company.

Turnover (£m)

£3.9m

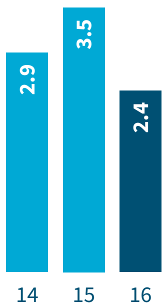
+37%
(2015: £2.8m)



Operating loss (£m)

£2.4m

-32%
(2015: £3.5m)



Year-end cash and cash equivalents (£m)

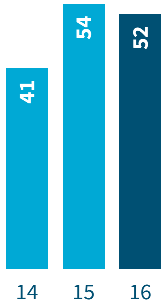
£1.9m

(2015: £4.7m)

Average number of employees

52

(2015: 54)



“With this comprehensive spend analytics service, we get strong analysis and support from E&I Consulting, and best-in-class, affordable technologies from Rosslyn Analytics. It’s a game changer for Drexel and it gives forward-thinking procurement leaders the ability to really step up and contribute to the overall success of their institutions.”

Stephen Mack, Associate Vice President, Procurement Services, Drexel University

“I have worked with Rosslyn Analytics for almost two years in several capacities. What impresses me most, beyond the team’s technical talent and the robustness of the RAPid data platform, is their commitment to ‘yes.’ It’s what I expect in a partner, and I highly recommend them.”

Jeff Harris, Vice President of Analytics & Strategy, Xerox Financial Services

Risk	Description	Mitigation
Dependence on key executives and technical personnel	The Group's future success depends on its senior management, senior sales and marketing executives and key technical staff. The Group has entered into contractual agreements with these staff members but their continued employment cannot be guaranteed. Failure to retain these staff members may adversely affect the performance and profitability of the Group. It is possible that key staff members may join competitors or establish competitor businesses in their own right.	The Group continues to invest in improving HR in order to ensure good recruitment and onboarding of new employees. Training is provided as needed within the Group to allow employees to develop the necessary skills for their changing roles. Share options are available to incentivise key staff.
Technical change	The Group is involved in the provision of software services. The software industry is in the process of continuous change and development, reflecting technical developments and changing customer requirements. These changes may adversely impact the Group's prospects.	The Group continues to invest significant resources in research and development into the RAPid platform. The Board believes that constantly evolving the product offering best protects the Group against technological change.
Reliance on key systems	The Group's reliance on certain key systems and technologies for its continuing operations exposes the Group to significant risk as the systems are vulnerable to interruption and damage. The interruption and damage of the Group's systems may be due to events beyond the control of the Group; these events include, but are not limited to, natural disasters, telecommunications failures, power losses, computer viruses and terrorist attacks. Downtime arising from such events may have a material detrimental effect upon the Group's performance and profitability.	The Group maintains disaster recovery plans. These are designed to allow the business to function properly against many foreseeable events. However, certain events are beyond the management's ability to build cost-effective solutions. Acts of terrorism and total loss of the internet fall into these categories. Management recognises the Group's exposure to key systems and seeks to minimise its risk on a cost-realistic basis.
Customer risk	The Group invests in functions and processes to service customers in an appropriate manner, with a view to achieving high customer retention rates. The anticipated rapid expansion of the Group may place strains upon these functions and processes. There can be no guarantee that the Group will be able to achieve 100% retention rates.	The Board recognises that customer care is a very important attribute to business in the service sector. Clients are supported by the customer support team. The Board regards customer satisfaction and low churn as important signals. Nevertheless some client turnover can be expected for reasons which do not necessarily reflect poor service. Change of control of a customer, as an example, may give rise to different supplier choices.

Risk	Description	Mitigation
Competition risk	The sector in which the Group operates is competitive and there can be no certainty that the Group will be able to achieve the market penetration it seeks. There can be no guarantee that Group's current competitors or new entrants to the market will not bring superior technologies, products or services to the market. The possibility of similar products and services at a lower price may also be offered to the market. Any of these events may have an adverse effect on the Group.	The Group sees a competitive market environment as an opportunity as much as a threat. Investment in people, systems and products represents the best defence in a competitive marketplace and the Board continues to invest in all these areas.
Product risk	The Group supplies sophisticated and complex computer software to its customers. These products when first introduced, or enhanced, may contain undetected defects that may fail to meet customers' performance expectations or requirements. Such failures may damage the Group's reputation and lead to an adverse effect on the Group's business and financial performance.	Products and new releases are rolled out to the market, after extensive internal testing, in a progressive manner. The Group seeks to release fully functional products but the nature of software includes a risk of unidentified bugs existing in the system. The Group is capable of rolling back to previous versions of software if absolutely necessary.
Political, economic and legislative risks	The Group may be adversely impacted by developments in the political, economic and regulatory environment in which the Group operates. Such risks include, but are not limited to, expropriation, nationalisation, inflation, deflation, changes in interest rates, changes in tax rates and regimes and currency exchange controls. A general deterioration in the economic climate in any of the markets in which the Group operates may impact the demand for the Group's products and services. Such changes in demand may cause an adverse impact on the Group's performance. It is not always possible to foresee the impact of legislative or regulatory change. These changes may also have an adverse impact on the Group's financial performance.	The Group operates in a diverse range of markets, which offers some regional diversification but many macroeconomic factors and legislative events are beyond the control of the Board.
Currency and foreign exchange risk	The Group operates in the UK, Continental Europe and the US and is therefore exposed to foreign exchange risk. Foreign exchange risk arises on sales and purchases made in foreign currencies and on recognised assets and liabilities in foreign operations.	The Group incurs costs in US dollars which offset US dollar revenues. This minimises the revenue account impact. The Group generates euro revenues with minimal euro costs. Euro balances are converted to functional currencies, as required, on a regular basis to avoid adverse currency impacts.

> “The gross margin percentage increased by 3.8% to 87.6% from 84.3% in 2015. This anticipated upward trend reflects the switch in storage supplier in the UK to Microsoft’s Azure platform at the end of 2014–15 and our focus on benefiting from the most effective software solutions available in the marketplace.”
>
> **Roger Bullen, Chief Executive Officer**

Revenue

Group revenues increased by 37% to £3,869,050 (2015: £2,826,034). Proceeds from the IPO in April 2014 continued to be progressively deployed during the year. First half revenue was £1,821,517 (2015: £1,250,770), a growth rate of 46%. Second half revenues were £2,047,533 (2015 £1,575,264), an increase of 30%. On a sequential basis, half-on-half revenues grew in H2 2016 by 12% on those of H1 2016. Management is not overly concerned in respect of the slowdown in growth as the timing of contract wins has a significant impact on each half year’s reporting period.

On a regional basis the UK revenues grew by 42% to £2,871,670 (2105: £2,025,918). This growth was driven through the development of our strategic partnership arrangements, significant customer wins and expansion of existing accounts. During the year we entered into a partnership with Genpact, a leading Global BPO firm, while our customer wins included Anglo American, Berendsen, Kingfisher and a global defence manufacturer. Management believes that the partner programme will continue to expand in 2017 and that the new direct clients will continue the trend to a healthy growth in the period. The churn rate is expected to remain ahead of expectations as our clients renew their contracts.

The US revenues grew by 25% to £997,379 (2015: £800,116) and represent 26% of Group revenues. The partnership with Xerox continued to strengthen and our partnership with E&I Corporate Services has been growing steadily and is now a fully scalable operation.

Gross margin

The gross margin percentage increased by 3.8% to 87.6% from 84.3% in 2015. This anticipated upward trend reflects the switch in storage supplier in the UK to Microsoft’s Azure platform at the end of 2014–15 and our focus on benefiting from the most effective software solutions available in the marketplace.

EBITDA

The EBITDA loss decreased by 32% to £2,330,605 (2015: £3,424,508). The investment of the IPO proceeds continued to target the sales and marketing effort and the RAPid product development team enabling the product to be scalable across both direct and partner clients.

Other income

The Group received £48,535 (2015: £128,948) of other income from an R&D grant. This income is incremental to the tax credits receivable under corporation tax and represents the final quarter of a one-off grant won under a competitive process in 2014. The Board will submit grant applications where it sees an appropriate benefit. In virtually all cases these grants are competitive and no guarantee can be made as to the likely success of such applications.

Loss before income tax

The loss before income tax for the year was £2,374,820 (2015: £3,478,221), which was a decrease of 32%. This trend was anticipated and delivered through tight financial and operational management.

The payback from investing funds into the business takes time and management expects this payback to continue into the current year, and beyond, as the investment into sales, marketing and product innovation bears fruit. The investment into product development will yield market-ready services to drive further revenue growth; payback here will take longer but should drive incremental returns.

Cash flow and funds

The Group ended the year with cash balances of £1,858,841 (2015: £4,712,730). Total cash utilisation in the period was £2,853,889. Trade and other receivables increased in the year, which was driven by revenue growth and the increased ageing of some trade receivables. Considerable effort continues to be made to reduce the ageing of our trade receivables.

At the year end deferred revenue was £469,732 (2015: £681,873). This represents a decrease of 31%. The main changes in the year relate to the churn of two customer contracts, which were due to renew in the last quarter of the year, together with more of our customer wins paying quarterly rather than annually in advance.

Investment into fixed assets in the year to 30 April 2016 was £8,622 (2015: £151,776). No significant investment was required in the year, due to the investment made in the previous year in technology to the expanded development team to allow testing in a separate environment.

By order of the Board

Roger Bullen
Chief Executive Officer
14 September 2016

“

Procurement isn’t able to effectively transform without data. Rosslyn Analytics provides our global procurement organisation with the insight we require to continuously assess, monitor and identify areas of business improvement.”

James Allen, Procurement Transformation Director, Babcock International Group

“

The State University System of Florida selected Rosslyn Analytics because its RAPid Cloud Data Platform offers the best overall value, delivers maximum flexibility through its self-service tools and custom reports and dashboards, and provides an intuitive user interface.”

Ian Robbins, Chief Procurement Officer at Florida State University, and the chairman of the vendor selection committee for the recent Florida State University Spend Analytics Competitive Solicitation

“

The flexible self-service reporting available in Rosslyn Analytics’ RAPid Cloud Data Platform provides us with visibility of our spend across all five of our dispersed campuses and helps us drive the delivery of institution-wide savings.”

Kevin Maloney, Manager of Supplier Management, University of Pittsburgh

“

RAPid has accelerated my team’s ability to support the business because we no longer have to manage tactical tasks such as running databases as it’s all delivered as a service in the platform. This has saved our business analytics team a great deal of time, allowing them to focus on more strategic value-added projects aligned to customer satisfaction.”

Tim Valmas, IT Director at Octopus Investments

Board of Directors

John O'Hara

Chairman

John has more than 30 years of experience in the high-tech industry, having held senior positions with some of the world's biggest companies including Lotus, IBM, Microsoft and, more recently, Pitney Bowes.

As president of Pitney Bowes Software and a corporate officer of Pitney Bowes, John has led global expansion initiatives and was responsible for a number of strategic acquisitions across the UK, Europe and Australia. He has previously worked for Microsoft UK as general manager, and Enterprise and Partner Group, where he was responsible for more than $1bn in revenue, and has held senior roles at IBM, Pivotal Corporation and Lotus Development Group. John is currently the president of NICE EMEA.

John has a bachelor of science (hons) degree in chemistry from the University of Wales Institute of Science and Technology and a master of science degree from the University of Manchester.

Roger Bullen

Chief Executive Officer

Roger has more than 20 years of finance, executive and operational leadership experience in technology-based companies, including start-ups, large caps and consulting firms. Roger's experience covers working with national, US and global companies.

Roger recently held senior roles with Navigant Consulting Inc. as head of the international division and Sapient Inc. as VP international finance. He has also worked with private equity companies and been successful in taking companies to market and trade sale.

Roger has been a shareholder in Rosslyn Analytics Ltd and, subsequently, in Rosslyn Data Technologies plc since Charles and Hugh established Rosslyn.

Roger has been a member of the Chartered Institute of Management Accountants since 1990.

Roger joined Rosslyn Data Technologies in October 2015.

Charles Clark

President

Charlie is a highly experienced and well regarded senior executive. He co-founded Rosslyn Analytics Ltd and, prior to this, was an investment banker.

Charlie has extensive experience of working with fast-growing companies and the capital markets.

Consistently recognised as a pioneer and leader in cloud analytics, and for his leadership in establishing Rosslyn Analytics, Charlie is also a prolific writer and speaker on the subjects of data management and cloud analytics.

Charlie served with the British Army during Desert Storm and holds an MBA from City University Business School, London. He is a Fellow of the Securities Institute and is an Accredited Associate of the Institute for Independent Business.

Hugh Cox

Chief Data Officer

Hugh co-founded Rosslyn Analytics Ltd with Charlie Clark. Hugh is a recognised expert in helping public and private sector organisations tackle business issues through technologies including cloud computing, data management and analytics.

Hugh has authored and spoken extensively on the subject of data analysis, with particular focus on fraud prevention and detection, through the deployment of cloud-based analytics platforms.

Prior to establishing Rosslyn Analytics, Hugh held senior positions with COO Investments (EMEA) and Citigroup Private Bank. He also worked for Perot Systems, J.P. Morgan and Logica.

After leaving the British Army, Hugh gained a bachelor of science in computer science and an MBA from City University Business School, London.

Jeff Sweetman

President, USA

Jeff has over 15 years' experience in building and deploying enterprise solutions for global organisations, holding senior positions within FileNet, IBM, Oracle, PeopleSoft and J.D. Edwards, as well as helping to grow a start-up within the Microsoft Dynamics channel.

Having lived and worked in Africa, Asia Pacific, Europe and the US, Jeff has a deep understanding of the complex multinational environments within which global organisations need to deploy solutions, as well as experience across ERP, e-procurement, business intelligence and the Software as a Service (SaaS) marketplace.

Jeff has a degree from Loughborough University and an MBA from London Business School.

Barney Quinn

Non-Executive Director

Barney has over 30 years' experience with application software IT companies and has successfully introduced two UK companies to North America. For 13 years, Barney was a main board director of Sherwood International plc, a provider of software and services to the insurance industry – a key achievement was establishing and running the Sherwood North American operation for three years.

Barney is currently a non-executive director of Workplace Systems, having previously been CEO, completing an MBO in 2011 with the help of LDC, taking the company private after many years on AIM. He is non-executive chairman of Clearstar Inc., an AIM listed company based in Atlanta.

He has also worked with private equity companies and has investments in Voyage Design, a creative company, and Parago Ltd, an asset management software company.

Ed Stacey

Non-Executive Director

Ed has been active in technology venture capital for over 15 years. He was one of the first investors in Autonomy in 1996 and has been instrumental in a number of UK technology companies achieving success.

His current venture fund, IQ Capital, has made three successful cash exits to date, to Google, Apple and Beckton Dickinson. IQ Capital is a shareholder of the company and has been a shareholder in Rosslyn Analytics Ltd and, subsequently, in Rosslyn Data Technologies plc since 2010.

The Directors present their report and audited consolidated financial statements for the year ended 30 April 2016.

Principal activity

The principal activity of the Group continued to be the development and provision of data analytics software.

Business review and future developments

A review of the Group's operations and future developments is covered in the Chief Executive Officer's Statement together with the Financial Review on page 7 and pages 14 to 15.

Financial results

Details of the Group's financial results are set out in the consolidated statement of comprehensive income and other components of the financial statements on pages 27 to 45.

Dividends

The Directors do not recommend the payment of a dividend (2015: £nil).

Going concern

After making enquiries and considering the nature of the business, the Directors believe that the Group has sufficient resources to continue trading for the foreseeable future. The Directors believe the Group will have a positive cash flow by 30 April 2017, based on projections prepared.

Based on this assessment the Directors believe that continuing to adopt a going concern basis for the preparation of the report and consolidated financial statements is appropriate. This is described in more detail in note 2 to the financial statements.

Annual General Meeting

On page 53 is the notice of the Company's Annual General Meeting to be held at Fox Court, Grays Inn Road, London WC1X 8HN on 27 October 2016 at 11:00 am.

Directors and Directors' shareholdings

The Directors who served on the Board and on Board Committees during the year are set out on pages 16 to 17.

A directors' and officers' insurance policy has been put in place to indemnify the Directors against legal actions by third parties.

Details of the Directors' remuneration and share option rights are given in the Remuneration Report on pages 23 to 24.

Research and development

During the year the Group spent £779,184 (2015: £759,348) on tax relief qualifying research and development for the purpose of enhancing the Group's product offerings. All amounts were expensed during the year.

Substantial shareholders

The Company is informed that, as at 30 April 2016, individual registered shareholdings of more than 3% of the Company's issued share capital were as follows:

Shareholder	Number of shares	Percentage of issued ordinary share capital of the Company and voting rights
IQ Capital Fund LLP	11,062,712	14.60%
Hugh Cox	9,695,090	12.80%
Charles Clark	9,506,072	12.55%
The Bank of New York (Nominees) Limited	8,082,280	10.67%
HSBC Global Custody Nominee (UK) Limited	6,462,119	8.53%
W B Nominees Limited	4,849,597	6.40%
JIM Nominees Limited	3,075,305	4.06%

Employees

It is the Group's policy to involve employees in its progress, development and performance. During the year a series of briefings took place to keep employees informed of developments, financial performance and technical changes. The Group is committed to ensuring that equal opportunities are accorded to all its employees irrespective of age, gender and nationality in respect of training, career development and advancement.

Political and charitable donations

During the year the Group made no political donations (2015: £nil) and made charitable donations of £650 (2015: £nil).

Supplier payment policy and practice

The Group does not operate a standard code in respect of payments to suppliers. The Group agrees terms of payment with individual suppliers and makes payments in accordance with contractual and other legal obligations.

The ratio, expressed in days, between the amount invoiced to the Group by its suppliers during the year ended 30 April 2016 and the amount owed to its trade creditors at 30 April 2016 was 70 days (2015: 74 days).

Disclosure of information to auditor

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

Independent auditor

A resolution for the re-appointment of Grant Thornton UK LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

Roger Bullen
Chief Executive Officer
14 September 2016

Statement of Directors' responsibilities
in preparation of the financial statements

The Directors are responsible for preparing the annual report and the accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 the Company and of the profit or loss of the Group for that period. In preparing these financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Corporate governance report

As an AIM listed company, Rosslyn Data Technologies plc is not required to comply and does not comply with the full UK Corporate Governance Code, but the Board believes that compliance with the highest standards of corporate governance is very important. It has adopted many of the best practices set out in the Corporate Governance Guidelines issued by the Quoted Companies Alliance, an alternative governance code particularly aimed at smaller quoted entities.

Board of Directors and Board committees

At the end of the financial year the Board of Directors consisted of four Executive and three Non-Executive Directors. The Board believes this to be an appropriate mix of skills and roles to act in the best interests of shareholders and stakeholders.

The roles of Chairman and Chief Executive Officer are separate. The Chairman leads Board meetings and Board discussions and has responsibility for the Board's overall effectiveness. The Chief Executive Officer is responsible for the achievement of the Group's strategic and commercial objectives, within the context of the Group's resources and the risk tolerances laid down by the Board.

Barney Quinn is the senior independent Non-Executive Director and chairs each of the Board's committees. The Chairman, John O'Hara, is a member of each of the Board committees. Ed Stacey, a Non-Executive Director, is employed by IQ Capital LLP, a connected company of IQ Capital Fund LLP, the Group's largest shareholder.

The Board is responsible to shareholders and provides leadership and direction to the Group.

It is the role of the Board to set the strategic direction and goals of the Group within the risk tolerances and control mechanisms the Board believes are appropriate. The Board has a list of matters reserved for its consideration which include, but are not limited to, matters of strategy, risk management, consideration and approval of financial budgets, major capital expenditure decisions, acquisitions and disposals, approval of the interim and final results and the recommendation of any dividends. The Board has three committees, each with defined terms of reference. They are the Audit Committee, the Remuneration Committee and the Nomination Committee.

The Board meets on a regular basis. During the year from 1 May 2015, the Board met twelve times. In addition the Board committees met a number of times. Table 1 shows the attendance of the relevant Directors at these meetings.

Formal agenda and briefings are prepared for Board meetings, allowing all Directors to participate fully in the meetings. The Directors all have access to independent advice, if required, in respect of their duties from a variety of professional advisers. The Company maintains an appropriate directors' and officers' insurance policy in respect of legal actions against the Directors or officers.

The performance of the Board is assessed by the Chairman, in conjunction with the Nomination Committee. This assessment includes, but is not limited to, the appropriate level of skill of Board members, the conduct of Board meetings, the decision making process and the effectiveness of the various Board committees.

Table 1 – Board meetings, showing attendance

Year to 30 April 2016

Board	Total
John O'Hara	12/12
Charles Clark	12/12
Hugh Cox	10/12
Jeffrey Sweetman	10/12
Roger Bullen	8/8
Francis Reid	4/4
Ed Stacey	12/12
Barney Quinn	12/12

Audit Committee	Total
Barney Quinn	3/3
John O'Hara	3/3
Roger Bullen	2/2
Francis Reid	1/1

Remuneration Committee	Total
Barney Quinn	2/2
John O'Hara	2/2

Nomination Committee	Total
Barney Quinn	1/1
John O'Hara	1/1

Board committees

The Board has established three Committees, with clearly defined terms of reference. The membership of these committees and their duties are set out on page 22.

Board committees continued

Audit Committee

The Audit Committee is chaired by Barney Quinn. John O'Hara is the other permanent member of the Committee, which co-opts other Directors and senior employees as necessary into its deliberations. The Committee is expected to meet at least twice a year. The main responsibilities of the Audit Committee are monitoring the integrity of the Company's financial systems and statements; reviewing significant reporting issues; and reviewing the effectiveness of the Company's internal control and risk management systems.

The Committee is also responsible for overseeing the relationship with the external auditor (including advising on its appointment, agreeing the scope of the audit and reviewing the audit findings). The Committee meets with the external auditor, without the Chief Financial Officer, at least once a year.

Remuneration Committee

The Remuneration Committee is chaired by Barney Quinn. John O'Hara is the second permanent member of this committee. Other Directors are co-opted on to the Committee on an ad hoc basis. The Committee is expected to meet at least twice a year.

The responsibilities of the Committee include determining the remuneration of the Chairman, the Executive Directors and other Senior Executives. As part of this role the Committee is responsible for setting the framework for any bonus, incentive or share option schemes. The remuneration of the Non-Executive Directors is agreed between the Chairman and the Executive Directors.

Nomination Committee

The Nomination Committee is chaired by Barney Quinn. John O'Hara is the other permanent member of this committee, which co-opts other Directors as necessary for its deliberations. The Committee is responsible for considering the selection, and re-appointment, of the Directors. It is also responsible for identifying and nominating candidates for Board vacancies. The Committee, in conjunction with the Chairman, John O'Hara, reviews the size, structure and composition of the Board and makes recommendations to the Board for any changes. The Committee meets on an as necessary basis.

Investor relations

The Chief Executive Officer and the Chief Financial Officer meet with analysts and institutional shareholders of the Company after the interim and annual results announcements and on an as needed basis at other times in the year to update shareholders on the progress of the Group.

The Directors encourage the participation of all shareholders, including private shareholders, at the Annual General Meeting. The annual report and accounts is published on the Company's website, www.rosslyndatatechnologies.com, and can be accessed by shareholders and potential investors.

Internal control and risk management

The Board is responsible for the Group's systems of internal controls and, together with the Audit Committee, reviewing those systems. The systems put in place are designed to manage, limit and control risk but cannot eliminate all risk completely.

The Executive Directors of the Company are actively involved in the daily management of the operations of the Group. Business risks are regularly identified and appropriate control systems are implemented to manage those risks.

The Group has quality assurance processes in place for the development and delivery of software. The main operating Company, Rosslyn Analytics Ltd, is ISO 9001:2008 certified, which covers quality management, and ISO 27001:2005, which covers information security management.

The Group's internal financial control procedures and monitoring systems include:

- an annual budgetary process to set appropriate measurable targets for monitoring Group progress;
- financial policies and approval processes to ensure proper authorisation is obtained for spending;
- segregation of duties within financial management;
- maintenance of proper records for the production of accurate and timely financial information; and
- detailed monthly reporting to the Board against the operating budget and analysis of cash management.

Barney Quinn
Chairman of the Audit Committee
14 September 2016

Remuneration report

As an AIM listed company, Rosslyn Data Technologies plc is not required to comply with the Main Market UK Listing Rules or those aspects of the Companies Act applicable to listed companies regarding the disclosure of directors' remuneration. However, the Board has chosen to adopt many of the best practices as proposed in the Remuneration Guide for Smaller Quoted Companies by the Quoted Companies Alliance. Unless stated, this report is unaudited.

Remuneration Committee

Membership and the responsibilities of this committee are set out below. The Committee is chaired by Barney Quinn. John O'Hara is the other permanent member of the Committee. Other Directors are invited to participate in committee deliberations as required, but are not involved in decisions affecting their own remuneration.

Meeting and attendance in FY 2015–16

The Committee met twice in the year, in July 2015 and April 2016. The meetings were attended by the two permanent members of the Committee.

Remuneration policy

The objective of the remuneration policy is to ensure that the overall remuneration of the Executive Directors, and key Senior Executives, is designed to attract, retain and motivate them to generate performance aligned to creating sustainable shareholder value, within acceptable risk tolerances. The remuneration of Senior Executives is managed to ensure an appropriate balance relative to other employees in the Group.

Executive Directors' remuneration

In the year under review, Executive Directors' total remuneration packages comprised:

- fixed pay, including base salary and pension contributions; and
- variable pay, comprising bonus opportunities and on an individual basis access to the EMI Share Option Scheme.

Activities during the year

During the year the Committee undertook the following activities at its meetings:

- review of Executive remuneration strategy and policy;
- approval of bonuses to the Executive Directors; and
- review of proposed grants of share options under the EMI Share Option Scheme and the approval thereof.

2015–16 Directors' remuneration

The table below sets out the aggregate remuneration of the Directors.

	Salary £'000	Bonus £'000	Benefits £'000	Fees £'000	Pension £'000	Share-based payments £'000	**30 April 2016 Total £'000**	30 April 2015 Total £'000
Executive Directors								
Charles Clark	150	—	—	—	12	—	**162**	233
Hugh Cox	120	—	7	—	12	—	**139**	208
Jeffrey Sweetman(i)	134	—	5	—	8	—	**147**	207
Roger Bullen	75	—	—	—	8	—	**83**	—
Francis Reid	74	—	—	—	7	—	**81**	202
Non-Executive Directors								
John O'Hara	50	—	—	—	—	—	**50**	50
Barney Quinn	30	—	—	—	—	—	**30**	30
Ed Stacey(ii)	—	—	—	35	—	—	**35**	35

Notes

(i) Jeffrey Sweetman was paid US$200,000, an amount equal to the salaries of Hugh Cox and Francis Reid, at the budget rate, when the employment contracts were signed.

(ii) Ed Stacey is an employee of IQ Capital Partnership LLP and surrendered his salary to that company.

Directors' interests

The interests of the Directors over the ordinary shares of the Company are as follows:

Director	Number of shares held at 30 April 2016	Percentage of issued ordinary share capital
Charles Clark	**9,506,072**	12.55%
Hugh Cox	**9,695,090**	12.80%
Jeffrey Sweetman[(i)]	**1,352,760**	1.79%
Roger Bullen	**2,000,000**	2.64%
John O'Hara[(ii)]	**920,552**	1.21%
Barney Quinn	**30,303**	0.04%
Ed Stacey[(iii)]	**11,062,712**	14.60%

Notes

(i) Of which 888,960 ordinary shares are held by the trustees of the Jeffrey Sweetman Discretionary Trust.

(ii) Includes 151,680 ordinary shares held by Sippchoice Trustees Limited as trustee of John O'Hara's self-invested personal pension.

(iii) All the 11,062,712 ordinary shares are held by IQ Capital Fund LLP, a connected person of Ed Stacey.

Share options

The following Directors held share options at 30 April 2016:

Director	Share options	Exercise price
John O'Hara	**240,000**	**0.5p**
Roger Bullen	**885,740**	**11.29p**

The following Directors held share options at 30 April 2015:

Director	Share options	Exercise price
John O'Hara	240,000	0.5p
Francis Reid	623,000	16.49p

Approved by the Board and signed on its behalf by:

Barney Quinn
Chairman of the Remuneration Committee
14 September 2016

Financial statements

Independent auditor's report

to the members of Rosslyn Data Technologies plc

We have audited the group financial statements of Rosslyn Data Technologies plc for the year ended 30 April 2016 which comprise the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of cash flows, the consolidated statement of changes in equity, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the group financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the group financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the group financial statements:

- give a true and fair view of the state of the group's affairs as at 30 April 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the group financial statements are prepared is consistent with the group financial statements.

Matters on which we are required to report by exception

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

- 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.

Other matter

We have reported separately on the parent company financial statements of Rosslyn Data Technologies plc for the year ended 30 April 2016.

Nicholas Page
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
14 September 2016

Consolidated statement of comprehensive income
for the year ended 30 April 2016

	Note	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Revenue	3	**3,869,050**	2,826,034
Cost of sales		**(481,269)**	(442,309)
Gross profit		**3,387,781**	2,383,725
Other operating income		**45,535**	128,948
Administrative expenses		**(5,819,195)**	(6,019,581)
Operating loss		**(2,385,879)**	(3,506,908)
Finance income	5	**11,058**	28,687
Finance costs	5	**—**	—
Loss before income tax	6	**(2,374,821)**	(3,478,221)
Income tax	7	**256,878**	222,216
Loss for the year		**(2,117,943)**	(3,256,005)
Other comprehensive income		**(14,908)**	(18,503)
Total comprehensive income		**(2,132,851)**	(3,274,508)
Loss per share		**Pence**	Pence
Basic and diluted loss per share: ordinary shareholders	8	**2.82**	4.34

The notes on pages 31 to 45 form part of these financial statements.

Consolidated statement of financial position

as at 30 April 2016

	Note	30 April 2016 £	30 April 2015 £
Assets			
Non-current assets			
Intangible assets	9	**—**	—
Property, plant and equipment	10	**57,353**	104,005
		57,353	104,005
Current assets			
Trade and other receivables	11	**1,907,521**	1,203,747
Corporation tax receivable		**253,000**	218,082
Cash and cash equivalents	12	**1,858,841**	4,712,730
		4,019,362	6,134,559
Total assets		**4,076,715**	6,238,564
Liabilities			
Non-current liabilities			
Deferred tax	14	**—**	—
Current liabilities			
Trade and other payables	13	**(1,635,015)**	(1,704,224)
Financial liabilities – borrowings	16	**—**	—
		(1,635,015)	(1,704,224)
Total liabilities		**(1,635,015)**	(1,704,224)
Net assets		**2,441,700**	4,534,340
Equity			
Called up share capital	17	**378,829**	377,229
Share premium		**8,517,060**	8,515,916
Share-based payment reserve		**166,107**	288,017
Accumulated loss		**(11,719,947)**	(9,761,381)
Translation reserve		**(33,411)**	(18,503)
Merger reserve		**5,133,062**	5,133,062
Total equity		**2,441,700**	4,534,340

The notes on pages 31 to 45 form part of these financial statements.

The financial statements were approved by the Board of Directors on 14 September 2016 and were signed on its behalf by:

Roger Bullen
Chief Executive Officer

Consolidated statement of changes in equity
for the year ended 30 April 2016

	Note	Called up share capital £	Accumulated loss £	Translation reserve £	Share-based payment reserve £	Share premium £	Merger reserve £	Total equity £
Balance at 1 May 2015		377,229	(9,761,381)	(18,503)	288,017	8,515,916	5,133,062	4,534,340
Issue of share capital (8 October)	17	1,600	—	—	—	1,144	—	2,744
Share-based payment transaction		—	—	—	37,467	—	—	37,467
Release		—	159,377	—	(159,377)	—	—	—
Loss for the year		—	(2,117,943)	—	—	—	—	(2,117,943)
Other comprehensive income		—	—	(14,908)	—	—	—	(14,908)
Balance at 30 April 2016		**378,829**	**(11,719,947)**	**(33,411)**	**166,107**	**8,517,060**	**5,133,062**	**2,441,700**

The merger reserve arises from the Group reorganisation that occurred on 23 April 2014. Rosslyn Data Technologies plc acquired Rosslyn Analytics Ltd in a share for share transaction. There was no change in rights or proportions of control in the Group as a result of this transaction. As common control exists IFRS 3 was deemed to not apply and this has been accounted for as a capital reorganisation. The difference between the share capital and share premium of the Company and the share capital and share premium of Rosslyn Analytics Ltd at 23 April 2014 is recognised in the merger reserve.

The translation reserve comprises translation differences arising from the translation of financial statements of the Group's foreign entities (Rosslyn Analytics Inc.) into sterling (£).

The accumulated loss reserve includes all current and prior period retained profits and losses.

The share-based payment reserve comprises the fair value of options granted under the Group's Enterprise Management Incentive Scheme, less reductions for those options that lapsed during the year.

Consolidated statement of changes in equity
for the year ended 30 April 2015

	Note	Called up share capital £	Accumulated loss £	Translation reserve £	Share-based payment reserve £	Share premium £	Merger reserve £	Total equity £
Balance at 1 May 2014		377,029	(6,546,359)	—	329,000	8,515,773	5,133,062	7,808,505
Issue of share capital (8 December)	17	200	—	—	—	143	—	343
Release		—	40,983	—	(40,983)	—	—	—
Loss for the year		—	(3,256,005)	—	—	—	—	(3,256,005)
Other comprehensive income		—	—	(18,503)	—	—	—	(18,503)
Balance at 30 April 2015		**377,229**	**(9,761,381)**	**(18,503)**	**288,017**	**8,515,916**	**5,133,062**	**4,534,340**

The merger reserve arises from the Group reorganisation that occurred on 23 April 2014. Rosslyn Data Technologies plc acquired Rosslyn Analytics Ltd in a share for share transaction. There was no change in rights or proportions of control in the Group as a result of this transaction. As common control exists IFRS 3 was deemed to not apply and this has been accounted for as a capital reorganisation. The difference between the share capital and share premium of the Company and the share capital and share premium of Rosslyn Analytics Ltd at 23 April 2014 is recognised in the merger reserve.

The translation reserve comprises translation differences arising from the translation of financial statements of the Group's foreign entities (Rosslyn Analytics Inc.) into sterling (£).

The accumulated loss reserve includes all current and prior period retained profits and losses.

The share-based payment reserve comprises the fair value of options granted under the Group's Enterprise Management Incentive Scheme, less reductions for those options that lapsed during the year.

Consolidated statement of cash flows

for the year ended 30 April 2016

	Note	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Cash flows used in operating activities			
Cash used in operations	See below	**(3,055,063)**	(4,082,046)
Finance costs paid	5	**—**	—
Corporation tax received		**221,960**	150,880
Other comprehensive income		**(14,908)**	(18,503)
Net cash used in operating activities		**(2,848,011)**	(3,949,669)
Cash flows used in investing activities			
Purchase of intangible fixed assets	9	**—**	(5,626)
Purchase of property, plant and equipment	10	**(8,622)**	(151,776)
Net cash used in investing activities		**(8,622)**	(157,402)
Cash flows generated from/(used in) financing activities			
New loans in year	15	**—**	—
Repayment of borrowings		**—**	(200,000)
Proceeds from share issuance	17	**2,744**	343
Costs of share issuance		**—**	—
Net cash generated from/(used in) financing activities		**2,744**	(199,657)
Decrease in cash and cash equivalents		**(2,853,889)**	(4,306,728)
Cash and cash equivalents at beginning of year	12	**4,712,730**	9,019,458
Cash and cash equivalents at end of year	12	**1,858,841**	4,712,730

Reconciliation of loss before income tax to cash used in operations

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Loss before income tax	**(2,374,821)**	(3,478,221)
Depreciation charges	**55,274**	60,045
Loss on disposal of fixed assets	**—**	13,504
Amortisation charges	**—**	22,645
Share-based payment transactions	**37,467**	—
Finance costs	**—**	—
	(2,282,080)	(3,382,027)
Increase in trade and other receivables	**(703,774)**	(489,655)
Decrease in trade and other payables	**(69,209)**	(210,364)
Cash used in operations	**(3,055,063)**	(4,082,046)

The notes on pages 31 to 45 form part of these financial statements.

Notes to the consolidated financial statements

for the year ended 30 April 2016

1. General information

Rosslyn Data Technologies Ltd was incorporated on 7 February 2014 and on 24 April 2014 converted from a private limited company to Rosslyn Data Technologies plc.

Rosslyn Data Technologies plc (the "Company") is a company domiciled in the UK. The address of the registered office is 25 Eccleston Place, London SW1W 9NF. The Company is the ultimate parent company of Rosslyn Analytics Ltd, a company incorporated in the UK, and the ultimate parent company of Rosslyn Analytics, Inc., a company incorporated in the United States of America (collectively, the "Group"). The Group's principal activity is the provision of data analytics using a proprietary form.

The principal accounting policies adopted in the preparation of the consolidated financial information are set out below. The policies have been consistently applied to all the years presented.

2. Accounting policies

Basis of preparation

The Group's consolidated financial statements have been prepared and approved by the Directors in accordance with International Financial Reporting Standards (as adopted by the EU) and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Going concern

Notwithstanding that the Group has made losses in the current year, these financial statements have been prepared on the going concern basis, which assumes that the Group will continue to be able to meet its liabilities as they fall due for the foreseeable future. The Directors believe that the Group has sufficient working capital to meet its present requirements for at least the next twelve months from the date of this consolidated financial information. The Directors have prepared cash flow statements for the period to 30 April 2025 to ensure going concern criteria are met.

Basis of consolidation

On 23 April 2014 the Company acquired the Group's previous parent company, Rosslyn Analytics Ltd, via a share for share exchange whereby every ordinary share and A preference share in Rosslyn Analytics Ltd was exchanged for eight ordinary shares and eight A preference shares respectively in Rosslyn Data Technologies Ltd (prior to the conversion to a plc on 24 April 2014). On 24 April 2014 the A preference shares were converted into ordinary shares on a one-for-one basis.

On 29 April 2014, Rosslyn Data Technologies plc's shares were admitted to trading on AIM.

Accordingly these financial statements are presented in the name of the new legal parent, Rosslyn Data Technologies plc, but are a continuation of the financial statements of Rosslyn Analytics Ltd.

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. Control is generally accompanied by a shareholding of more than one-half of the voting rights. The financial information of subsidiaries is included in the consolidated financial information from the date that control commences until the date that control ceases.

Transactions eliminated on consolidation

Intragroup balances, and any gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated financial information.

Judgements and estimates

The preparation of the financial statements requires management to exercise judgement in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

On an ongoing basis the following areas involve a higher degree of judgement or complexity:

- revenue recognition estimates/judgements;
- valuation of share-based payments; and
- recognition of deferred tax assets.

Revenue recognition

Revenue is measured at the fair value of consideration received or receivable and represents amounts for services provided to third parties in the normal course of business during the year, net of value-added tax, and results from the principal activities of the Group.

Each element of revenue (described below) is recognised only when:

- provision of the services has occurred;
- the consideration receivable is fixed or determinable; and
- collection of the amount due from the customer is reasonably assured.

2. Accounting policies continued

Revenue recognition continued

(i) Implementation and set-up fees in connection with the deployment and customisation of the Group's proprietary solutions are recognised over the implementation period of the related customer contract.

(ii) Annual license fees are recognised 80% on completion of set-up, provided there is no early termination clause within the contract. Only the first year of revenue is recognised and not the full term value, and on each subsequent anniversary or renewal of the contract the following periods revenue will be recognised on a similar basis, or a straight line basis dependent on contractual changes. The remainder of the contract value (20%) is recognised over the course of each appropriate period.

(iii) Any revenue arising from consultancy or professional services work is recognised in the statement of comprehensive income as such services are delivered.

Services that have been delivered at the end of a financial period but which have not been invoiced at that time are recognised as revenue in the statement of comprehensive income and shown within accrued revenue in the statement of financial position.

Advance payments from customers are included within deferred income in the statement of financial position. Such amounts are recognised in the statement of comprehensive income as the services are provided to the customer in accordance with points (i) to (iii) as set out above.

Cost of sales

Cost of sales includes utilised data storage costs proportionate to the amount utilised to service customers. Cost of sales does not include salaries and wages.

Intangible assets

Website development costs

Prior to January 2015 costs involved in the development of the Group's website were capitalised and amortised over two years. The Directors believe the speed of change in website content and design is such that their costs should be expensed as incurred. No development costs have been capitalised during the year.

Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. When parts of an item of property, plant and equipment have different useful lives, those components are accounted for as separate items of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statements.

Depreciation

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Computer equipment – 18 to 36 months straight line.

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantively enacted by the statement of financial position date.

Deferred tax is provided using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Temporary differences are not provided for the initial recognition of other assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2. Accounting policies continued

Research and development

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Any internally generated development costs are recognised as an asset only if all of the following are met:

- an asset is created that can be identified;
- it is probable that the asset created will generate future economic benefits; and
- the development cost of the asset can be measured reliably.

Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

Grants receivable

Grant income is recognised when there is: 1) entitlement to the grant; 2) virtual certainty that it will be received; and 3) sufficient measurability of the amount.

Foreign currencies

The functional currency of the Company is pounds sterling because that is the currency of the primary economic environment in which the Company operates. The Company's presentation currency is pounds sterling.

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflation economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement presented are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

The following exchange rates were applied for £1 at each year end:

	2016	2015
US dollars	**1.47**	1.53
Euros	**1.28**	1.37

Retirement benefits

The Group operates a defined contribution scheme. Contributions payable to the Group's pension scheme are charged to the income statement in the period to which they relate.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual agreement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

Cash and cash equivalents

Cash and cash equivalents are defined as cash in hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

Trade and other receivables

Trade receivables are stated at their original invoiced value, as the interest that would be recognised from discounting future cash receipts over the expected credit period is not considered to be material. Trade receivables are reduced by appropriate allowances for estimated irrecoverable amounts.

2. Accounting policies continued

Trade and other payables

Trade payables are stated at their original invoiced value, as the interest that would be recognised from discounting future cash payments over the expected payment period is not considered to be material.

Financial assets

Classification

The Group classifies its financial assets as loans and receivables. Management determines the classification of its financial assets at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that arise principally through the provision of services to customers. They are initially recognised at fair value and are subsequently stated at amortised cost using the effective interest method. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period. Loans and receivables comprise mainly cash and cash equivalents and trade and other receivables.

Impairment of financial assets

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Group will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable.

For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within other operating costs in the income statement. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Share capital and share premium

Ordinary shares and A preference shares are classified as equity. A preference shares have been deemed equity as they are non-redeemable and do not pay a fixed dividend.

Share premium is the amount subscribed for share capital in excess of nominal value less any costs directly attributable to the issue of new shares.

Incremental costs directly attributable to the issue of new shares are shown in share premium as a deduction from the proceeds.

Share-based payments

The Group operates an equity-settled, share-based compensation plan, the Enterprise Management Incentive (EMI) Scheme. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted calculated using an appropriate option pricing model. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each statement of financial position date, the entity revises its estimates of the number of options that are expected to vest. Options issued under the scheme to Non-Executive Directors and other individuals who are not employees of the UK Company follow the EMI rules but are considered non-qualifying EMI options for tax purposes.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Provisions

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are discounted at a rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. The increase in the provision due to passage of time is recognised in finance costs.

Net finance costs

Finance costs

Finance costs comprise interest payable on borrowings and direct issue costs.

2. Accounting policies continued

Net finance costs continued

Finance income

Finance income comprises interest receivable on funds invested. Interest income is recognised in the income statement as it accrues using the effective interest method.

Convertible loan stock

The convertible loan stock, a compound financial instrument, can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry. The Directors have not split out the equity component as it is not material.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

Standards, amendments and interpretations

The Group has adopted the following standards and interpretations:

- IFRS 10 Consolidated financial statements: This standard provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC-12.
- IFRS 11 Joint arrangements: This standard carves out from IAS 31 those cases in which there is a separate vehicle but that separation is overcome by form, contract or other facts and circumstances and removes the choice of equity or proportionate accounting for jointly controlled entities (as was under IAS 31).
- IFRS 12 Disclosure of interests in other entities: This standard contains the disclosure requirements for entities that have interests in subsidiaries, joint arrangements (i.e. joint operations or joint ventures), associates and/or unconsolidated structured entities.
- IAS 27 Separate financial statements (2011): IAS 27 (2011) carries forward the existing accounting and disclosure requirements from IAS 27 (2008) for separate financial statements, with some minor clarifications.
- Amendments to IAS 32 and IFRS 7 Offsetting financial assets and financial liabilities: These amendments clarify offsetting criteria and specific disclosures.

The adoption of these standards and amendments above has had no significant impact on the financial statements of the Company.

At the date of authorisation of the financial statements the following standards and interpretations, which have not been applied in these financial statements, were in issue but not yet effective.

- IFRS 15 Revenue from contracts with customers: This standard introduces a five-step framework that is applied to all contracts with customers.
- IFRIC Interpretation 21 Levies: This interpretation provides guidance on when to recognise a liability for a levy imposed by government.
- Amendments to IAS 36 Recoverable amount disclosures for non-financial assets: This amends the disclosure requirements in IAS 36 Impairment of Assets with regard to the measurement of the recoverable amount of impaired assets.
- IFRS 16 Leases: This standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract.

The Directors do not expect these standards, amendments and interpretations to have any significant impact on the Group's financial statements.

Segment reporting

Operating segments are reported in a manner consistent with the internal management reporting of the business to the Executive Directors, who have been identified as the Chief Operating Decision Maker.

3. Segmental reporting

Management has determined the operating segments based on the operating reports reviewed by the Executive Directors that are used to assess both performance and strategic decisions. Management has identified that the Executive Directors are the Chief Operating Decision Maker in accordance with the requirements of IFRS 8 Operating segments.

All segment revenue, loss before taxation, assets and liabilities are attributable to the principal activity of the Group, being the provision of data analytics using a proprietary form.

	Year ended 30 April 2016		
	UK £	US £	Total £
Income			
Total revenue	**2,871,671**	**997,379**	**3,869,050**
Total revenue from external customers	**2,871,671**	**997,379**	**3,869,050**
EBITDA	**(2,169,041)**	**(161,564)**	**(2,330,605)**
Depreciation	**(55,021)**	**(253)**	**(55,274)**
Amortisation	**—**	**—**	**—**
Exceptional items	**—**	**—**	**—**
Operating loss	**(2,224,062)**	**(161,817)**	**(2,385,879)**
Finance income	**11,058**	**—**	**11,058**
Finance cost	**—**	**—**	**—**
Loss before income tax	**(2,213,004)**	**(161,817)**	**(2,374,821)**
Total assets	**3,434,002**	**642,713**	**4,076,715**
Total liabilities	**1,444,175**	**190,840**	**1,635,015**
Capital expenditure during the year			
Intangible assets	**—**	**—**	**—**
Property, plant and equipment	**7,481**	**1,141**	**8,622**

	Year ended 30 April 2015		
	UK £	US £	Total £
Income			
Total revenue	2,025,918	800,116	2,826,034
Total revenue from external customers	2,025,918	800,116	2,826,034
EBITDA	(3,269,400)	(154,818)	(3,424,218)
Depreciation	(60,045)	—	(60,045)
Amortisation	(22,645)	—	(22,645)
Exceptional items	—	—	—
Operating loss	(3,352,090)	(154,818)	(3,506,908)
Finance income	28,687	—	28,687
Finance cost	—	—	—
Loss before income tax	(3,323,403)	(154,818)	(3,478,221)
Total assets	5,618,671	619,893	6,238,564
Total liabilities	(1,372,982)	(331,242)	(1,704,224)
Capital expenditure during the year			
Intangible assets	5,626	—	5,626
Property, plant and equipment	151,776	—	151,776

4. Employees and Directors

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Wages and salaries	**3,083,342**	3,250,434
Social security costs	**336,039**	321,316
Other pension costs	**47,887**	53,150
Share-based payment expense – Directors	**37,467**	—
Share-based payment expense – staff	**—**	—
	3,504,735	3,624,900

The average monthly number of employees during the years was as follows:

	Year ended 30 April 2016	Year ended 30 April 2015
Management	**6**	6
Research and development	**24**	20
Sales and marketing	**22**	28
	52	54

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Directors' emoluments	**645,118**	917,643
Directors' pension contributions to money purchase schemes	**46,503**	48,000
The number of Directors to whom retirement benefits were accruing was as follows:		
Money purchase schemes	**5**	4

During the year no (2015: no) Director exercised share options.

Information regarding the highest paid Director is as follows:

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Aggregate emoluments	**150,000**	233,303

There were pension contributions in respect of the highest paid Director of £12,000 (2015: £12,000).

The highest paid Director exercised nil (2015: nil) share options during the year (see note 22).

5. Net finance costs

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Finance income		
Interest receivable	**11,058**	28,687
Finance costs		
Loan interest paid	**—**	—
Net finance costs	**—**	28,687

6. Loss before income tax

The loss before income tax is stated after charging/(crediting):

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Share-based payments	**37,467**	—
Grants receivable	**(45,535)**	(128,948)
Depreciation – owned assets	**55,274**	60,045
Loss on disposal of fixed assets	**—**	16,742
Website development amortisation	**—**	22,645
Auditor's remuneration	**68,500**	35,000
Auditor's remuneration for non-audit services – tax advisory	**24,521**	6,750
Foreign exchange (gains)/losses	**(472)**	(38,052)
Operating lease rentals	**164,282**	80,341

The grant received was an R&D grant, which is incremental to the tax credits receivable under corporation tax and represents the final quarter of a one-off grant won under a competitive process in 2014.

7. Income tax

Analysis of income tax

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Current tax		
Corporation tax on losses of the year	**(253,000)**	(218,082)
Prior year adjustment	**(3,878)**	—
Total current tax	**(256,878)**	(218,082)
Deferred tax		
Origination and reversal of timing differences (see note 14)	**—**	(4,134)
Total tax	**(253,000)**	(222,216)

Factors affecting the tax credit

The differences between the total current tax shown above and the amount calculated applying the standard rate of UK corporation tax to the loss before tax are explained below:

	Year ended 30 April 2016 £	Year ended 30 April 2015 £
Loss on ordinary activities before tax	**(2,374,821)**	(3,478,221)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015: 20.92%)	**(474,964)**	(727,644)
Effects of:		
Disallowable expenses	**10,598**	15,755
Unrecognised deferred tax asset on losses	**464,366**	711,889
Research and development tax credit	**(253,000)**	(218,082)
Deferred tax (see note 14)	**—**	(4,134)
Total tax	**(253,000)**	(222,216)

The standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015. Accordingly, the Group's profits for the accounting period to 30 April 2015 were taxed at an effective rate of 20.92%. The standard rate of corporation tax remained unchanged at 20%, accordingly the Group's profits for the accounting period to 30 April 2016 are taxed at 20%.

Following the Summer 2015 Finance Bill, there will be a reduction to the main rate of corporation tax by a further 1% to 19% by 1 April 2017 and to 18% from 1 April 2020. This rate reduction has been substantively executed at the balance sheet date and therefore the relevant deferred tax balances have been re-measured.

8. Loss per share

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

Diluted earnings per share is calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all dilutive potential ordinary shares into ordinary shares.

	Year ended 30 April 2016	Year ended 30 April 2015
Loss for the year attributable to the owners of the parent	**£2,132,851**	£3,274,508
Weighted average number of ordinary shares	**75,602,746**	75,421,595

	Pence	Pence
Basic and diluted loss per share: ordinary shareholders	**2.82**	4.34

Earnings per share has been calculated on the basis of the capital restructuring immediately prior to the IPO in accordance with IAS 33.

9. Intangible assets

	Website development £
Cost	
At 1 May 2014	22,950
Additions	5,626
Impairment	(28,576)
At 30 April 2015	—
At 1 May 2015	—
Additions	—
Impairment	—
At 30 April 2016	**—**
Accumulated amortisation	
At 1 May 2014	5,931
Amortisation for year	22,645
Impairment	(28,576)
At 30 April 2015	—
At 1 May 2015	—
Amortisation for year	—
Impairment	—
At 30 April 2016	**—**
Net book value	
At 30 April 2015	—
At 30 April 2016	**—**

10. Property, plant and equipment

	Computer equipment £
Cost	
At 1 May 2014	114,351
Additions	151,776
Disposals	(83,696)
At 30 April 2015	182,431
At 1 May 2015	182,431
Additions	8,622
Disposals	—
At 30 April 2016	**191,053**
Accumulated amortisation	
At 1 May 2014	85,335
Charge of the year	60,045
Impairment	(66,954)
At 30 April 2015	78,426
At 1 May 2015	78,426
Charge for the year	55,274
Impairment	—
At 30 April 2016	**133,700**
Net book value	
At 30 April 2015	104,005
At 30 April 2016	**57,353**

11. Trade and other receivables

	2016 £	2015 £
Amounts falling due within one year		
Trade receivables due but not past due	**737,160**	419,619
Trade receivables past due	**368,092**	146,842
Impairment provision	**(54,402)**	—
Trade receivables – net	**1,050,850**	566,461
Other receivables	**51,157**	31,424
Prepayments and accrued revenue	**805,514**	569,369
VAT	**—**	36,493
	1,907,521	1,203,747

Included within the trade receivables past due above are amounts which are not impaired and aged as follows:

	2016 £	2015 £
Overdue by:		
Up to 30 days	**102,689**	67,787
30–60 days	**28,653**	7,688
60–90 days	**16,413**	26,400
Over 90 days	**220,337**	44,967
	368,092	146,842

11. Trade and other receivables continued

Trade and other receivables are all current and any fair value difference is not material. Trade receivables are considered past due once they have passed their contracted due date. Trade receivables are reviewed for impairment if they are past due beyond 90 days.

The movement on the provision for impairment of trade receivables is as follows:

	2016 £	2015 £
At start of year	—	48,000
Provision for receivables impairment	54,402	—
Provision release	—	(48,000)
At end of year	54,402	—

The provision for impaired receivables has been included in administrative expenses.

The below represents trade receivables held in foreign currencies at the statement of financial position date:

	2016 £	2015 £
US dollars	318,925	397,875
Euros	68,039	49,664
	386,964	447,539

12. Cash and cash equivalents

	2016 £	2015 £
Cash at bank	1,858,841	4,712,730

The following amounts were held in foreign currencies at the statement of financial position date:

	2016 £	2015 £
US dollars	415,595	286,510
Euros	75,722	1,087
	491,317	287,597

13. Trade and other payables

	2016 £	2015 £
Current		
Trade payables	658,759	257,204
Social security and other taxes	146,607	87,269
Other payables	780	—
Accruals and deferred revenue	828,869	1,359,751
	1,635,015	1,704,224

Included with accruals and deferred revenue is an amount of £469,732 (2015: £681,873) in relation to deferred revenue.

14. Deferred tax

Deferred tax relates to the following:

	2016 £	2015 £
Accelerated capital allowances	—	(14,709)
Deferred tax asset relating to losses	—	14,709
Deferred tax liability	—	—

14. Deferred tax continued

The movement in deferred tax is shown below:

	2016 £	2015 £
Deferred tax liability at start of year	**—**	(4,134)
Deferred tax asset on losses	**6,690**	14,709
Accelerated capital allowances	**(6,690)**	(10,575)
Deferred tax liability at end of year	**—**	—

At the balance sheet date the Group had available tax losses of £8,228,000 (2015: £6,727,577) available for offset against future profits. A deferred tax asset has been recognised in respect of £6,690 (2015: £14,709) of such losses as these losses would offset any taxable profits arising as a result of the unwinding of the deferred tax liability. No deferred tax asset has been recognised in respect of the remaining losses of £8,190,835 (2015: £6,646,300) due to the unpredictability of future profit streams. Substantially all of the losses may be carried forward indefinitely.

15. Net funds

Analysis of net funds

Net funds is the total of cash and cash equivalents less interest-bearing loans and borrowings and finance lease liabilities. Cash and cash equivalents comprise cash balances, call deposits and other short-term liquid investments such as money market funds which are subject to an insignificant risk of a change in value.

	2016 £	2015 £
Cash and cash equivalents	**1,858,841**	4,712,730
Net debt	**1,858,841**	4,712,730

16. Financial liabilities – borrowings

During the prior year on 2 May 2014, the Group repaid an interest-bearing loan of £200,000 from a Non-Executive Director. Interest was charged on a daily basis at a rate of 20% per annum. The prior year financial statements include interest accrued of £1,753.

17. Called up share capital

Allotted, issued and fully paid

Number	Class	Nominal value	2016 £	2015 £
75,765,814 (2015: 75,445,814)	Ordinary shares	£0.005 (2015: £0.005)	**378,829**	377,229
			378,829	377,229

The following fully paid ordinary shares of £0.005 each were allotted during the year ended 30 April 2016 at a premium as shown below:

320,000 ordinary shares of £0.005 each at £0.008575 per share, allotted on 8 October 2015.

Allotted during December 2014

40,000 ordinary shares of £0.005 each at £0.008575 per share.

18. Leasing agreements

The minimum lease payments for the rental of office premises and equipment under non-cancellable operating leases fall as follows:

	2016 £	2015 £
Within one year	**85,121**	108,848
Between one and five years	**600**	136,060
	85,721	244,908

On 23 May 2016 the landlord gave a notice to terminate the lease for the London offices, therefore lease commitment has been disclosed, up to 28 November 2016 only.

19. Related party disclosures

During the year, the Group invoiced Delphinus Advisory Ltd the sum of £32,908 for provision of technology-related services, Roger Bullen is a director of Delphinus Advisory Ltd. The transaction was undertaken at arm's length.

During the year 2014, the Group received an interest-bearing loan from Chairman J E O'Hara as described further in note 16.

In 2014 the Group granted a warrant to subscribe for 200,000 ordinary shares to T Cocks at an exercise price per share of 38.208425p. This warrant expires three years after the initial listing date, 29 April 2014.

During the year the Group paid IQ Capital Partnership LLP £35,000 (2015: £35,000) in respect of Non-Executive Director Ed Stacy's fees.

20. Ultimate controlling party

There was no ultimate controlling party as at 30 April 2016 or 30 April 2015.

21. Financial instruments

Categories of financial instrument	2016 £'000	2015 £'000
Current		
Trade and other receivables – loans and receivables	**2,161**	1,422
Cash and cash equivalents – loans and receivables	**1,859**	4,712
Total loans and receivables	**4,020**	6,134
Trade and other payables – other financial liabilities at amortised cost	**1,635**	1,704

Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (primarily foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the Board and their policies are outlined below.

21. Financial instruments continued

a) Market risk

Foreign exchange risk

The Group is exposed to translation and transaction foreign exchange risk as it operates within the USA and other countries around the world and therefore transactions are denominated in sterling, euro, US dollars and other currencies. The Group policy is to try to match the timing of the settlement of sales and purchase invoices so as to eliminate, as far as possible, currency exposure.

The Group does not hedge any transactions and foreign exchange differences on retranslation of foreign currency monetary assets and liabilities are taken to the income statement.

The carrying value of the Group's foreign currency denominated assets and liabilities are set out below:

	2016		2015	
	Assets £'000	**Liabilities £'000**	Assets £'000	Liabilities £'000
US dollars	**766**	**337**	635	381
Euros	**68**	**49**	53	35
	834	**386**	688	416

The majority of the Group's financial assets are held in sterling but movements in the exchange rate of the US dollar and the euro against sterling have an impact on both the result for the year and equity. The Group considers its most significant exposure is to movements in the US dollar.

Sensitivity to reasonably possible movements in the US dollar exchange rate can be measured on the basis that all other variables remain constant. The effect on profit and equity of strengthening or weakening of the US dollar in relation to sterling by 10% would result in a movement of £40,000 (2015: ±£32,000).

Interest rate risk

As the Group carries no borrowings the Directors consider that there is no significant interest rate risk.

b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. In order to minimise this risk the Group endeavours only to deal with companies which are demonstrably creditworthy and this, together with the aggregate financial exposure, is continuously monitored. The maximum exposure to credit risk is the value of the outstanding amount of £1,907,521 (2015: £1,203,747).

Provision of services by members of the Group results in trade receivables which the management considers to be of low risk; other receivables are likewise considered to be low risk. The management does not consider that there is any concentration of risk within either trade or other receivables. No trade or other receivables have been impaired.

Credit risk on cash and cash equivalents is considered to be small as the counterparties are all substantial banks with high credit ratings. The maximum exposure is the amount of the deposit.

c) Liquidity risk

The Group currently holds cash balances in sterling, US dollars and euros to provide funding for normal trading activity. The Group also has access to additional equity funding and, for short-term flexibility, overdraft facilities would be arranged with the Group's bankers. Trade and other payables are monitored as part of normal management routine. Liabilities are disclosed as follows:

2016	**Within one year £'000**	**One to two years £'000**	**Two to five years £'000**	**Over five years £'000**
Trade payables	**659**	**—**	**—**	**—**
Accruals	**829**	**—**	**—**	**—**
Other	**147**	**—**	**—**	**—**

2015	Within one year £'000	One to two years £'000	Two to five years £'000	Over five years £'000
Trade payables	257	—	—	—
Accruals	1,360	—	—	—
Other	87	—	—	—

21. Financial instruments 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 a volatile and tight credit economy.

The Group will also seek to minimise the cost of capital and attempt to optimise the capital structure, which currently means maintaining equity funding and keeping debt levels to insignificant amounts of lease funding. Share capital and premium together amount to £8,896k (see page 29).

Whilst the Group does not currently pay dividends it is part of the capital strategy to provide returns for shareholders and benefits for other members in the future. However, the Group is planning growth and it will continue to be important to maintain the Group's credit rating and ability to borrow should acquisition targets become available.

Capital for further development of the Group's activities will, where possible, be achieved by share issues and not by carrying significant debt.

22. Share-based payment transactions

The Directors approved the allocation of share-based payments to various staff members ahead of listing to help align employee interests with shareholder returns. Details of the share-based payment arrangement are described below:

Type of arrangement	Enterprise Management Incentive Scheme
Date of scheme	24 April 2014
Number granted in current year	885,740
Total number in scheme	1,639,256
Contractual life	10 years
Number of employees in scheme	11
Vesting conditions	Vest on grant

Enterprise Management Incentive Scheme – number of stock options

	2016	2015	Weighted average exercise price
Outstanding at start of year	**1,691,516**	1,156,000	13.72p
Granted	**885,740**	679,516	11.29p
Forfeited/cancelled	**(618,000)**	(104,000)	20.93p
Exercised	**(320,000)**	(40,000)	0.86p
Outstanding at end of year	**1,639,256**	1,691,516	14.39p

During the year, the Group recognised an expense of £37,467 (2015: £nil) in relation to the scheme, based on the Black Scholes options pricing model.

Independent auditor's report

to the members of Rosslyn Data Technologies plc

We have audited the financial statements of Rosslyn Data Technologies Plc for the year ended 30 April 2016 which comprise the company balance sheet, the statement of cash flow, the reconciliation of movements in shareholders' funds and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2016;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements 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.

Nicholas Page
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
14 September 2016

Company statement of financial position
as at 30 April 2016

Registered number: 08882249

	Note	30 April 2016 £	30 April 2015 £
Fixed assets			
Investments	E	**8,725,514**	8,725,514
		8,725,514	8,725,514
Current assets			
Debtors	F	**218,157**	126,488
Cash at bank and in hand	G	**102,349**	106,426
		320,506	232,914
Total assets		**9,046,020**	8,958,428
Liabilities			
Current liabilities			
Creditors: amounts falling due within one year	H	**(69,908)**	(45,156)
Total liabilities		**(69,908)**	(45,156)
Net assets		**8,976,112**	8,913,272
Capital and reserves			
Called up share capital	I	**378,829**	377,229
Share premium account	J	**8,517,060**	8,515,916
Share-based payment reserve	J	**37,467**	—
Profit and loss account	J	**42,756**	20,127
Total shareholders' funds		**8,976,112**	8,913,272

The notes on pages 49 to 52 form part of these financial statements.

The financial statements were approved by the Board of Directors on 14 September 2016 and were signed on its behalf by:

Roger Bullen
Chief Executive Officer

Company statement of cash flows
for the year ended 30 April 2016

	2016 £	2015 £
Cash flows from operating activities		
Profit for the financial year	**22,629**	20,127
Adjustments for:		
Share option expense	**37,467**	—
(Increase)/decrease in trade and other debtors	**(91,669)**	50,010
Increase/(decrease) in trade creditors	**24,752**	(412,659)
Cash from operations	**(6,821)**	(342,522)
Net cash generated from operating activities	**(6,821)**	(342,522)
Cash flows from financing activities		
Issue of ordinary share capital	**2,744**	343
Repayment of Group loans	**—**	(8,500,000)
Net cash used in financing activities	**2,744**	(8,499,657)
Net increase in cash and cash equivalents	**(4,077)**	(8,842,179)
Cash and cash equivalents at the beginning of year	**106,426**	8,948,605
Cash and cash equivalents at end of year	**102,349**	106,426

Company statement of changes in equity
for the year ended 30 April 2016

	Note	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
Balance at 1 May 2014		377,029	8,515,773	—	8,892,802
Issue of share capital	I	200	143	—	343
Profit and total comprehensive income for the year		—	—	20,127	20,127
Balance at 30 April 2015		**377,229**	**8,515,916**	**20,127**	**8,913,272**

	Note	Called up share capital £	Share-based payment reserve £	Share premium account £	Profit and loss account £	Total equity £
Balance at 1 May 2015		377,229	—	8,515,916	20,127	8,913,272
Issue of share capital	I	1,600	—	1,144	—	2,744
Share-based payment transaction		—	37,467	—	—	37,467
Profit and total comprehensive income for the year		—	—	—	22,629	22,629
Balance at 30 April 2016		**378,829**	**37,467**	**8,517,060**	**42,756**	**8,976,112**

Notes to the Company's financial statements
for the year ended 30 April 2016

A. General information

Rosslyn Data Technologies Ltd was incorporated on 7 February 2014 and on 24 April 2014 converted from a private limited company to Rosslyn Data Technologies plc (the "Company").

Rosslyn Data Technologies plc is a company incorporated in England and Wales. The address of the registered office is 25 Eccleston Place, London SW1W 9NF. The Group's principal activity is the provision of management services.

The principal accounting policies adopted in the preparation of the Company's financial information are set out below. The policies have been consistently applied to all the periods presented.

B. Accounting policies

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" (FRS 102), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

This is the first year in which the financial statements have been prepared under FRS 102. No adjustments were required to be made to the comparative year amounts.

The financial statements are presented in sterling (£).

Going concern

The Company financial statements have been prepared on a going concern basis in accordance with the basis of preparing the Group financial statements on a going concern basis.

Significant judgements and estimates

Preparation of the financial statements requires management to make significant judgements and estimates. The items in the financial statements where these judgements and estimates have been made include:

- valuation of share-based payments; and
- valuation of the fixed asset investment.

Taxation

Taxation comprises current and deferred tax. Current tax is the expected tax payable (or recoverable) for the current period, using tax rates enacted or substantively enacted at the statement of financial position date.

Except as otherwise required by accounting standards, full provision without discounting is made for all deferred taxation timing differences which have arisen but not reversed at the statement of financial position date. Timing differences arise when items of income and expenditure are included in tax computations in periods which are different from their inclusion in the financial statements. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be used.

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

Cash at bank and in hand

Cash and cash equivalents are defined as cash in hand, demand deposits and short-term, highly liquid investments readily convertible to known amounts of cash and subject to insignificant risk of changes in value.

Financial assets

Impairment of financial assets

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable.

For debtors, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within other operating costs in the profit and loss account. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Investments

Investments are stated at cost less provision for diminution in value. The carrying amounts of the Company's investments are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If such an indication exists, the investment's recoverable amount is estimated. An impairment loss is recognised in the statement of comprehensive income whenever the carrying amount of an investment exceeds its recoverable amount.

B. Accounting policies continued

Share capital and share premium

Ordinary shares are classified as equity.

Share premium is the amount subscribed for share capital in excess of nominal value less any costs directly attributable to the issue of new shares.

Incremental costs directly attributable to the issue of new shares are shown in share premium as a deduction from the proceeds.

Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short-term trade creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Provisions

A provision is recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are discounted at a rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability. The increase in the provision due to passage of time is recognised in finance costs.

Share-based payments

The Group operates an equity-settled, share-based compensation plan, the Enterprise Management Incentive (EMI) Scheme. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted calculated using an appropriate option pricing model. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each statement of financial position date, the entity revises its estimates of the number of options that are expected to vest. Options issued under the scheme to Non-Executive Directors and other individuals who are not employees of the UK Company follow the EMI rules but are considered non-qualifying EMI options for tax purposes.

C. Result of parent company

As permitted by Section 408 of the Companies Act 2006, the income statement of the Company is not presented as part of these financial statements. The Company's result for the financial period is £22,629 (2015: £20,127).

D. Employees and Directors

The Executive Directors commenced employment with the Company on 29 April 2014. Remuneration costs have been recharged to Rosslyn Analytics Ltd.

E. Investments

	Shares in subsidiary £
Cost	
At 1 May 2015	8,725,514
At 30 April 2016	**8,725,514**
Net book value	
At 30 April 2016	**8,725,514**
At 30 April 2015	8,725,514

Principal subsidiary undertakings of the Company

The Company owns directly the whole of the issued and fully paid ordinary share capital of its subsidiary undertaking. The principal undertakings of the Company at 30 April 2016 are presented below:

Subsidiary	Nature of business	Country of incorporation	Cost	Proportion of ordinary shares held by Company
Rosslyn Analytics Ltd	Provision of data analytics using a proprietary technology	UK	£8,725,514	100%
Rosslyn Analytics, Inc.	Provision of data analytics using a proprietary technology	US	—	—

Rosslyn Analytics, Inc. is a wholly owned subsidiary of Rosslyn Analytics Ltd.

F. Trade and other receivables

	2016 £	2015 £
VAT	—	29,931
Amounts owed by Group undertakings	**209,242**	96,557
Prepayments	**8,915**	—
	218,157	126,488

Amounts owed by Group undertakings are interest free and repayable upon demand.

All financial assets are measured at amortised cost.

G. Cash at bank and in hand

	2016 £	2015 £
Cash at bank	**102,349**	106,426

H. Creditors: amounts falling due within one year

	2016 £	2015 £
Trade creditors	**10,720**	3,216
Accruals and deferred income	**40,430**	25,000
Other creditors	—	—
Social security and other taxes	**18,758**	16,940
	69,908	45,156

All financial liabilities are measured at amortised cost.

I. Called up share capital

Allotted, issued and fully paid

Number	Class	Nominal value	2016 £	2015 £
75,765,814 (2015: 75,445,814)	Ordinary shares	£0.005 (2015: £0.005)	**378,829**	377,229

On 8 October 2015, 320,000 ordinary shares of £0.005 each at £0.008575 per share were allotted.

Allotted during December 2014

40,000 ordinary shares of £0.005 each at £0.008575 per share.

J. Reserves

The profit and loss account includes all current and prior period retained profits and losses.

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

The share-based payment reserve comprises the fair value of options granted under the Group's Enterprise Management Incentive Scheme, less reductions for those options that lapsed during the year.

K. Related party disclosures

In 2014 the Company granted a warrant to subscribe for 200,000 ordinary shares to T Cocks, the father of a Director of the Company, at an exercise price of 38.208425p per share.

The Company is the parent of a group, the consolidated financial statements of which proceed the Company's financial statements. Accordingly, the Company has taken advantage of the exemptions in FRS 102 from disclosing transactions with members of the Rosslyn Data Technologies Group.

L. Ultimate controlling party

There was no ultimate controlling party as at 30 April 2016.

M. Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and capital risk.

Risk management is carried out by the Board of Directors. The Company uses financial instruments to provide flexibility regarding its working capital requirements and to enable it to manage specific financial risks to which it is exposed. Transactions are only undertaken if they relate to actual underlying exposures and hence cannot be viewed as speculative.

a. Foreign exchange risk

The Company is not exposed to foreign exchange risk.

b. Interest rate risk

The Company is not exposed to interest rate risk.

c. Credit risk

The Company trades almost exclusively with its subsidiaries. The credit risk for the Company reflects the risks for the Group. These risks are set out in the Group financial statements.

d. Liquidity risk

Cash flow forecasting is performed by management, which monitors rolling forecasts of the Company's liquidity requirements to ensure it has sufficient cash to meet operational needs.

e. Capital risk

The aim of the Company is to maintain sufficient funds to ensure it has adequate working capital to conduct its business operations. It achieves this by either borrowing or raising equity capital from shareholders.

N. Share-based payment transactions

The Directors approved the allocation of share-based payments to various staff members ahead of listing to help align employee interests with shareholder returns. Details of the share-based payment arrangement are described below:

Type of arrangement	Enterprise Management Incentive Scheme
Date of scheme	24 April 2014
Number granted in current year	885,740
Total number in scheme	885,740
Contractual life	10 years
Number of employees in scheme	1
Vesting conditions	Vest on grant

Enterprise Management Incentive Scheme – number of stock options

	2016	2015	Weighted average exercise price
Outstanding at start of year	**—**	—	—
Granted	**885,740**	—	11.29p
Forfeited/cancelled	**—**	—	—
Exercised	**—**	—	—
Outstanding at end of year	**885,740**	—	11.29p

During the year, an expense of £37,467 (2015: £nil) was recognised in relation to the scheme, based on the Black Scholes options pricing model.

O. Transition to FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.

Notice is hereby given to the shareholders of Rosslyn Data Technologies plc (the "Company") that the Annual General Meeting of the Company will be held at Fox Court, Grays Inn Road, London WC1X 8HN on 27 October 2016 at 11.00 am. Shareholders will be asked to consider and, if thought fit, to pass the following resolutions (the "Resolutions"), of which Resolutions 1 to 7 will be proposed as ordinary resolutions and Resolution 8 will be proposed as a special resolution.

Please note that additional information concerning the proposed Resolutions is included in the explanatory notes which accompany and form part of this Notice of Annual General Meeting.

Ordinary resolutions

1. To receive and consider the Company's annual financial statements, together with the Report of the Directors and of the auditor of the Company, for the year to 30 April 2016.
2. To re-appoint Grant Thornton UK LLP as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company.
3. To authorise the Directors of the Company to determine the auditor's remuneration.
4. To re-elect John O'Hara, who retires as a Director by rotation, as a Director of the Company.
5. To re-elect Hugh Cox, who retires as a Director by rotation, as a Director of the Company.
6. To re-elect Barney Quinn, who retires as a Director by rotation, as a Director of the Company.
7. That in accordance with the Section 551 of the Companies Act 2006 (the "2006 Act") the Directors of the Company be and are generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares of £0.005 each in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company provided that the power hereby granted shall be limited to ordinary shares:

    7.1 up to a maximum nominal amount of £9,460 (in pursuance of the exercise of outstanding options and warrants granted by the Company prior to the date hereof but for no other purpose);

    7.2 up to an aggregate nominal amount of £19,000 (in addition to the authority conferred in sub paragraph 7.1 above) for the grant or award of further share options or warrants but for no other purpose; and

    7.3 up to an aggregate nominal value of £37,723 (in addition to the authorities conferred in sub paragraphs 7.1 and 7.2 above) representing approximately 10% of the Company's issued share capital, provided that these authorities, unless duly renewed, varied or revoked by the Company, will expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require shares in the Company to be allotted after such expiry and the Directors may allot shares in the Company in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

    The authority granted pursuant to this resolution is subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange.

    This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made, pursuant to such authorities.

Special resolution

8. That subject to and conditional on the passing of Resolution 7, the Directors of the Company be and are hereby authorised pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash as if Section 561(1) of the 2006 Act did not apply to any such allotment provided that this authority shall be limited to the allotment of shares pursuant to the authorities contained in Resolution 7. This authority, unless duly renewed, varied, or revoked by the Company, will expire on the date which is 15 months from the date of the passing of this resolution or, if earlier, the conclusion of the next Annual General Meeting of the Company to be held after the passing of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

By order of the Board

F&L CoSec Limited
Company Secretary
Rosslyn Data Technologies plc
25 Eccleston Place
London SW1W 9NF
14 September 2016

Explanatory notes to the Annual General Meeting notice

The following notes have been prepared to provide members with information to assess the merits of the resolutions contained within the notice of Annual General Meeting (the "Notice of Annual General Meeting") convening the Annual General Meeting of the Company to be held at Fox Court, Grays Inn Road, London WC1X 8HN on 27 October 2016 at 11.00 am. Capitalised terms used in these notes shall bear the meanings given to them in the Notice of Annual General Meeting.

Resolution 1 – To receive the annual financial statements (ordinary resolution)

The Directors will present their report, the Auditor's Report and the audited financial statements for the financial year ended 30 April 2016 to the meeting. This gives shareholders an opportunity to ask questions on the contents and on the performance of the Company generally.

Resolutions 2 and 3 – Re-appointment of the auditor and setting the auditor's remuneration (ordinary resolutions)

The Company is required to appoint an auditor at each general meeting at which accounts of the Company are laid before the members of the Company. Grant Thornton UK LLP has indicated its willingness to be re-appointed as auditor of the Company and accordingly Resolution 2 proposes that Grant Thornton UK LLP be re-appointed as auditor of the Company. Resolution 3 gives the Directors the authority, in accordance with standard practice, to negotiate and agree the remuneration of the auditor. In practice the Audit Committee will consider and approve the audit fees on behalf of the Board.

Resolutions 4 to 6 – Election of Directors (ordinary resolutions)

The Company's Articles of Association require that any Director appointed by the other Directors of the Company shall retire at the next Annual General Meeting of the Company and also provide that each Director so retiring shall be eligible for re-appointment. Accordingly, Roger Bullen is retiring, and, being eligible, offers himself for election. The Company's Articles of Association also require one third of Directors to retire by rotation. Accordingly Charles Clark and Ed Stacey are retiring and, being eligible, offer themselves for re-election. Biographical details of each Director can be found within the annual report for the year ending 30 April 2016. The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that the Non-Executive Directors are independent in character and judgement. Accordingly all the Directors recommend that all other Directors be re-elected; however, no Director makes any recommendation in respect of himself.

Resolution 7 – Authorisation to allot relevant securities (ordinary resolution)

Under Section 551 of the 2006 Act, the Directors of the Company require the authority of the shareholders of the Company to be able to issue shares in the capital of the Company. This resolution gives authority to the Directors of the Company to allot ordinary shares of £0.005 each in the capital of the Company. Resolution 7.1 allows the Directors to allot ordinary shares in respect of share options and warrants already in existence. Resolution 7.2 permits the Directors to further allot shares up to an aggregate nominal value of £18,850, approximately 5% of the Company's issued share capital. Resolution 7.3 permits Directors to allot shares up to an aggregate nominal value of £37,700, representing approximately 10% of the Company's issued share capital. Any further issues of share capital over and above these amounts would require the Directors to seek a fresh approval from shareholders.

Unless revoked, varied or extended, the Directors' authorities granted pursuant to this resolution will expire on the earlier of the date which is 15 months after the resolution is passed and the conclusion of the next Annual General Meeting of the Company.

Resolution 8 – Disapplication of statutory pre-emption rights (special resolution)

This resolution gives the Directors of the Company the authority to allot equity securities on a non pre-emptive basis solely for the purposes of an allotment of shares in the Company pursuant to an authority given by Resolution 7. It will disapply the statutory pre-emption rights for such allotments until the earlier of the date which is 15 months after the resolution is passed and the conclusion of the next Annual General Meeting of the Company.

Further notes

Annual financial statements

The Company's annual financial statements, together with the Report of the Directors and of the auditor, are available to download from the Investors page of the Company's website (www.rosslynanalytics.com). Shareholders for whom a current address is held will also receive a copy by post.

Right to ask questions at the Annual General Meeting (AGM)

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question being related to the business being dealt with at the meeting but no such answer need be given if:

1) to do so would interfere unduly with the meeting or cause confidential information to be disclosed;

2) the answer has already been given on a website in the form of an answer to a question; or

3) it is not in the interests of the Company or the good order of the meeting to be answered.

Further notes continued

Shareholders entitled to vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only holders of ordinary shares of £0.005 registered in the Company's register of members at close of business on 27 October 2016 (or, if the Annual General Meeting is adjourned, close of business two days prior to the time fixed for the adjourned Annual General Meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Any changes to the Company's register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Appointment of proxies

1. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting in order to represent you. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint proxies using the procedures set out in these notes.

2. If you wish to appoint a proxy other than the Chairman of the meeting, please insert their full name in the space provided and delete the words "the Chairman of the meeting or". Please initial any such alteration. If you hold more than one share you may appoint more than one proxy provided each proxy holder is appointed to exercise rights attached to different shares. A separate form of proxy must be deposited for each proxy appointed. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy; if you sign and return the form and leave this box blank your proxy will be deemed to be authorised in respect of your full voting entitlement.

3. To appoint more than one proxy, you may photocopy the form. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Please therefore indicate in the box next to the name of the proxy the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.

4. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person if you wish. If you do attend the meeting in person, your proxy appointments will automatically be terminated.

5. If you want your proxy to vote in a certain way on the resolutions specified please indicate with an "X" in the appropriate boxes. If you fail to select any of the given options your proxy can vote as he or she chooses or can decide not to vote at all. Your proxy can also do this on any other business which may come before the meeting, including amendments to resolutions and any procedural business.

6. The "withheld" option on this form of proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes "for" or "against" a resolution.

7. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by its duly authorised officer, attorney or other person authorised to sign.

8. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

9. To be valid the form of proxy must be completed and signed and received, together with any power of attorney or other authority under which it is signed, by post or (during normal business hours only) by hand to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU no later than 11.00 am on 25 October 2016 (or, in the event that the meeting is adjourned, no later than 48 hours before prior to the time of any adjourned meeting).

10. If you wish to change your proxy instruction you should submit a new form of proxy. If you submit more than one valid form of proxy in respect of the same shares held by you, the form of proxy received last will take precedence, provided that any changes to proxy instructions received after the time and date specified in note 9 shall be disregarded.

11. If you wish to revoke your proxy appointment you must send a notice to that effect to the Company's registrars at the address set out in note 9 by the time and date set out in note 9. Any revocation notice received after that time and date will be disregarded.

12. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.

13. Total voting rights as at 14 September 2016 in the issued share capital of the Company consist of 75,765,814 ordinary shares of £0.005 each, carrying one vote each. Therefore, the total number of voting rights of the Company as at 14 September 2016 is 75,765,814.

Further notes continued

Appointment of proxies continued

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting of the Company to be held on 27 October 2016 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate bodies

A corporate body may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The representative should bring to the meeting evidence of his or her appointment, unless it has previously been given to the Company.

Action to be taken

Shareholders will find enclosed with these notes and the Notice of Annual General Meeting a form of proxy for the Annual General Meeting. Whether or not you intend to attend the Annual General Meeting, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed on it. The completed form of proxy should be returned by post or by hand to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU so as to arrive no later than 11.00 am on 25 October 2016. The completion and return of a form of proxy will not preclude you from attending the meeting and voting in person should you wish to do so.

Recommendation

The Directors consider that each of the proposed Resolutions set out in the Notice of Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions, as they and those connected with them intend to do in respect of their own beneficial shareholdings.

Shareholder information

Share listing
The Company's shares are listed on AIM.

Registrars
Capita Asset Services

34 Beckenham Road
Beckenham BR3 4TU

Dividends
No dividends have been or will be recommended or declared for the year ended 30 April 2016.

AGM
The second AGM of the Company will be held on 27 October 2016 at 11.00 am at Fox Court, Grays Inn Road, London WC1X 8HN.

Registered in
England and Wales

Company number
08882249

EPIC/TIDM
RDT

ISIN
GB00BKKX5CP01

Registered office
25 Eccleston Place
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Company Secretary
F&L CoSec Limited

External auditor
Grant Thornton UK LLP

The Explorer Building
Fleming Way
Manor Royal
Crawley RH10 9GT

Corporate brokers
Cenkos Securities plc

6.7.8 Tokenhouse Yard
London EC2R 7AS

Solicitors
Rosenblatt Solicitors

9–13 St Andrew Street
London EC4A 3AF

consultancy, design and production by
designportfolio
design-portfolio.co.uk @WeAre_DP

Design Portfolio is committed to planting trees for every corporate communications project, in association with Trees for Cities.

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