



**ZOO Digital Group plc
Unaudited Interim Results
for the six months ended
30 September 2021**

Chairman and Chief Executive's Statement

Overview

During the first half of the Company's FY22, production companies across the global entertainment industry resumed work on creating new TV series and feature films that will drive growth in H2 and beyond. In August, it was reported that new projects were back to pre-pandemic levels and that TV production continues to surge. This, combined with the on-going migration of catalogue content to streaming platforms and the launch of those platforms in new territories has driven very strong sales growth in H1 of 64% over the prior year period, a trend that we expect to continue, and excellent results overall.

The Over-the-Top (OTT: film and television content platforms provided via high-speed internet connections instead of cable or satellite provider-based platforms) market was worth around \$122 billion in 2019 and is forecast to reach \$1 trillion by 2027 (source: Allied Market Research). By 2021 82% of US consumers had at least one streaming subscription, with four subscriptions being the average (source: Deloitte). Indications are that the upsurge in subscriptions over the past 18 months will be sustained, with 86% of subscribers planning on maintaining or adding to their subscriptions (source: Brightback).

Whilst almost all households in the US already have at least one OTT subscription, it is from several other regions that we see opportunities for rapid growth.

Of the hundreds of distinct OTT providers, an increasing number have set out their intentions to distribute services on a global or multinational basis. Platforms that have access to premium content with global appeal are looking at international markets to support their accelerated growth. This, in turn, is a driver of demand for the services provided by ZOO.

Key growth regions are: Eastern Europe from 2022 following launches from Disney+, Sky Showtime and HBO Max; Asia Pacific is anticipated to nearly double by 2026; India to triple over the same period; and the MENA region anticipated to grow by 74% (source: Digital TV Research). For OTT providers, maximising revenue opportunities will require more content to be localised into a greater number of the languages spoken in these regions than has ever been the case previously.

The recent success of the Korean Netflix Original series *Squid Game* has also highlighted the significant trend for global distribution of non-English TV content. Since its release it has been the most popular Netflix show in over 90 countries. Netflix has been investing in non-English programming since 2015 and has spent more than \$1 billion on Korean content alone.

Once post-production has been completed for a new title, localisation and media services must be performed before the title can go live on a streaming platform. In the past the procurement of this range of services was frequently divided amongst several different vendors, each typically specialising in a subset of the services. Due to the pace and volume with which content is being made available for OTT streaming, buyers are increasingly turning to End-to-End (E2E) vendors, of which ZOO is one of a very few globally capable in fulfilling all service lines. ZOO has benefited in H1 from this trend and the Board expects this to continue throughout H2 and beyond.

The centralisation of procurement of these services by the large US buyers is beneficial to ZOO since it enlarges the addressable market for our services, as purchasing decisions that were previously devolved geographically are increasingly made through the groups with which ZOO has long-established relationships and strong customer satisfaction.

With a proposition that has been purpose designed to address the current and emerging needs of large media organisations, ZOO is well placed to ride the secular growth of an industry that is expanding in multiple dimensions simultaneously – in content, in OTT service offerings and in language requirements. The strong growth delivered in H1 is the result not only of an expanding market, but in ZOO's ability to adapt to change and increase its market share from traditional vendors in the sector.

Given the significant commercial opportunities ahead, the Board has committed investment in several areas to continue to capture and expand market share. Cashflow generated from operations, together with the proceeds of the share placing that completed on 31 March 2021, are being put to work to drive accelerated profitable growth that will deliver significant return.

The Company has announced a global growth initiative to support the needs of major content creators and streaming services by extending its international footprint through investments in the key content sourcing and distribution locations of Turkey, Korea, Thailand, India, Japan, and Malaysia. The availability of resources in these locations will enable ZOO to accelerate the growth of its talent pool and thereby to align closely with the current and future objectives of its customers.

Continuing its leadership of the digital transformation of the sector, the Company has been expanding the resources in its R&D team, adding software engineers, quality assurance engineers, project and product managers, and others to provide greater capacity and accelerate the pace at which new innovations can be delivered to customers and partners. In addition, a further collaborative R&D project has begun recently in which AI research in speech technologies will be developed to provide competitive advantages in the future.

ZOOstudio, the Company's secure platform that provides a centralised system to manage localisation and media service operations, has been the subject of significant further enhancement during the period, enabling ZOO to embed this strategic

capability more broadly and deeply within customer operations. The Company is currently in the process of configuring and integrating a ZOOstudio implementation for a further multinational media organisation.

The area of greatest expansion in headcount terms has been across our various production teams that deliver premium services to our customers. Here we have added more project managers, coordinators, and other roles to enlarge the Company's throughput of projects where demand is growing in all areas. This includes established teams for subtitling, dubbing, audio description, artwork, metadata, and a range of media services, and now also extends to the area of content mastering following the establishing of a new division post period.

Investments in capital equipment have been made, not only to provide the resources necessary to fulfil the new mastering service, but also to support a higher throughput of digital media processing across all service lines at facilities in Los Angeles, London, Sheffield, and Dubai.

We are grateful to the holders of the Company's convertible unsecured loan stock who agreed to convert their loans into ordinary shares in the capital of ZOO in September, in advance of the redemption date of 31 October 2021. The benefit of this is that the Statement of Financial Position as of 30 September 2021 is free of significant debt, simplifying the capital structure of the Company. The Board would like to extend its thanks to the holders of the loan notes, most of whom have provided continuous support to the Company since the origins of the convertible instruments in 2006.

The board remains committed to building a responsible, future-focused business. During the period, ZOO commissioned an ESG Health Check with a leading provider and is in the process of implementing new initiatives particularly in the areas of education, diversity and inclusion, technological innovation and the environment. The Company is launching its ZOOgooders programme which permits all staff to dedicate a proportion of their working time to the support of charities and other good causes.

Operations

ZOO's competitive advantage and differentiation stems from the breadth and depth of its E2E proposition delivered through the Company's proprietary technology. Accordingly, the Board has continued to strengthen its E2E offer through the launch of two recent important initiatives.

Firstly, the launch of mastering services creates an additional revenue stream and provides an important adjacent capability that has been requested by existing customers under the scope of E2E engagements. The procurement of capital infrastructure to support this service and the recruitment and training of a new team reflects a significant investment in H1 with revenues to follow in H2 now assured through a first engagement with a leading media organisation. This provides good visibility throughout the second half, not only for the incremental mastering assignments but also for the wider scope of work that is bundled with such E2E projects in the areas of localisation and media services.

Secondly, the Company announced post period its global growth strategy and the first of a series of investments in regional partners. To align with the current and future objectives of ZOO's customers in fast-growing territories, the Company is in various levels of discussions regarding investments to expand its geographic footprint in key content sourcing and distribution locations, namely Turkey, Korea, Thailand, India, Japan and Malaysia. The geographic expansion will further strengthen the Company's offering with simplified access to new territories, helping clients to overcome the challenges of localising and fulfilling large volumes of original and catalogue content, as well as supporting the increasing need to prepare locally acquired TV shows and movies for streaming services around the world. The new hubs are also expected to support the business development team by providing wider international coverage and access to new markets.

A first investment in long-time affiliated partner and Istanbul based ARES Media has led to establishing ZOO Turkey, extending the Company's reach across the MENA region. With its high production values, Turkish content continues to be strategically important to ZOO's customers which have been acquiring this content for distribution on global streaming services. Several further investments, each situated in a location that is of strategic significance to the industry's growth ambitions, are in the pipeline and will be announced in due course.

People

ZOO's strategy of creating innovative cloud software platforms with their attendant benefits of efficiency, scalability and security is perfectly adapted to a post-pandemic world in which remote and hybrid working have become the new norm. ZOO's asset-light approach affords the Company the flexibility and agility needed to maintain productivity over the long term, delivering clear differentiation in the market for a proposition that is increasingly valued and sought after.

We have continued to expand our servicing resources to accommodate an ever-greater volume of business. This expansion maintains our trajectory to reach sales of \$100m in the medium term.

The strength of the Company lies in its people, their talents and commitment, which includes our colleagues, our in-territory advocates who have been instrumental in connecting us with resources and customers in their markets, our expanding pool of gifted freelancers who now number close to 10,000, and our partners, several of which we expect to become part of ZOO Digital Group in the coming months. Delivering consistent growth at our current pace while maintaining outstanding performance targets

with all our clients is no mean feat. We extend our heartfelt thanks to all members of the ZOO family for their support, dedication, and resilience at this exciting time in the development of the Company.

Outlook

The industry's gross cash amount spent producing and licensing new entertainment content (excluding sports) soared by 16.4% in 2020 to an all-time high of \$220 billion, with 2021 spend expected to rise to more than \$250 billion (source: Purely Streamonomics). The tailwinds caused by this explosion in new content, coupled with the accelerated migration of catalogue content to streaming platforms and the associated new territory launches, are providing an environment in which the Board expects to deliver sustained, profitable growth over the long term.

The Company has a strong order book across all service lines with good visibility for H2 and a pipeline of work from established, satisfied customers extending into the future. The new mastering service and the customer orders already received present an exciting opportunity to secure larger and longer-term assignments. The Board expects that the developments in the services offered by ZOO will yield greater diversity in revenue categories in the period ahead.

The Board is committed to sustainable growth of the business which requires on-going expansion of resources to support enlarged capacity. This is being achieved through increases in headcount, expansion of the freelance talent pool and investment in partners. These initiatives will support an increase in market share in H2 and into FY23 and enable greater levels of profitability in the periods ahead when the investments can be fully leveraged, propelling the Company towards its medium-term target of \$100 million in sales.

The Board is confident in delivering continuing profitable growth and in achieving its vision to be our customers' most trusted partner to help them deliver engaging, entertaining, and immersive content experiences to their global audiences.

Gillian Wilmot
Chairman

Dr Stuart A Green
Chief Executive Officer

Financial Review

Revenues of \$26.9 million were 64% ahead of the same period last year (H1 FY21: \$16.4 million). This is as a result of a 142% increase in Media Services, driven by ZOO's support for two major OTT geographic launches in the period. Localisation revenues, which include subtitling and dubbing services, increased by 30% as our customers resumed some new productions post the worst of the global pandemic.

Gross profit increased from \$5.1 million to \$8.6 million in the half year from 1 April 2021, reflecting the revenue growth and direct staff costs falling by two percent. In real terms direct staff grew by 53% as we continue to build the business to support higher volumes of orders.

Operating expenses increased to \$8.3 million (H1 FY21: \$5.3 million) which in percentage terms is an increase of 57%, in line with our strategy outlined at the time of the placing to invest in our geographic presence and in Research and Development. We have recruited eight territory managers to source both new talent and new customers and we have increased our R&D spend by 42% in the half year period compared to the same period last year.

Adjusted EBITDA increased by 82% to \$2.4 million compared to \$1.3 million last year as a direct result of the revenue increase offsetting the investment in people and R&D. This is reflected in the operating profit improvement of \$0.5 million, despite increases in the depreciation charge due to higher capital expenditure and property costs.

The statutory loss for the period was \$1.7 million, which is \$0.9 million more than last year (H1 FY21: loss of \$0.7 million), primarily due to the final accounting charge related to the conversion of the 7.5% unsecured convertible loan stock which was completed in September 2021, being a non-cash fair value movement on the loan stock of \$1.0 million.

The cash balance on 30 September 2021 was \$8.2 million (H1 FY21: \$2.1 million) reflecting the net cash flow from financing of \$8.2 million, primarily due to the April fundraise. Net cash flow from operating activities was negatively impacted by the delay in the payment of debtors resulting in an out flow of \$0.9 million. Net cash flow from investing activities was a negative \$2.1 million following the investment in both R&D and capital equipment to support the growth of the business.

The Group has short-term lease commitments on capital equipment of \$1.0 million (H1 FY21: \$1.4 million), a reduction of \$0.4 million as no new lease commitments were entered into during the period. The balance in short-term borrowings relates to rent due on leasehold properties. The higher commitment compared to last year is due to a new office lease in Sheffield which is for a 10 year period covering 19,000 square feet. This also explains the increase in the property asset and the corresponding increase in long-term liabilities as required by IFRS 16 of \$2.0 million.

The conversion into equity of the 7.5% unsecured convertible loan stock on 22 September 2021 reduced company borrowings by \$9.5 million. The transaction involved creating 5,273,959 new shares at a price of 48p to satisfy the repayment of the loan stock.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)
for the six months ended 30 September 2021

	Unaudited 6 months to 30 Sep 2021	Unaudited 6 months to 30 Sep 2020	Audited Year ended 31 Mar 2021
	\$000	\$000	\$000
Revenue	26,927	16,393	39,525
Cost of sales	(18,357)	(11,277)	(25,882)
Gross Profit	8,570	5,116	13,643
Other operating income	135	110	188
Operating expenses	(8,332)	(5,306)	(12,869)
Operating profit/(loss)	373	(80)	962
Analysed as			
EBITDA before share-based payments	2,355	1,291	4,534
Share based payments	(124)	(57)	(649)
Depreciation	(1,097)	(705)	(1,702)
Amortisation and impairment	(761)	(609)	(1,221)
	373	(80)	962
Exchange loss on borrowings	(5)	(284)	(359)
Costs re raise of capital	(596)	-	-
Fair value movement on embedded derivative	(971)	-	(3,474)
Other finance cost	(317)	(346)	(700)
Total finance cost	(1,889)	(630)	(4,533)
Loss before taxation	(1,516)	(710)	(3,571)
Tax on loss	(152)	(15)	408
Loss and total comprehensive income for the period attributable to equity holders of the parent	(1,668)	(725)	(3,163)
Profit/(loss) per ordinary share			
- basic	(2.02) cents	(0.97) cents	(4.24) cents
- diluted	(2.02) cents	(0.97) cents	(4.24) cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)
as at 30 September 2021

	Unaudited as at 30 Sep 2021 \$000	Unaudited as at 30 Sep 2020 \$000	Audited as at 31 Mar 2021 \$000
ASSETS			
Non-current assets			
Property, plant and equipment	6,935	4,650	4,362
Intangible assets	6,876	6,693	6,812
Deferred income tax assets	486	486	486
	14,297	11,829	11,660
Current assets			
Trade and other receivables	12,440	7,313	8,063
Contract assets	2,194	1,867	2,178
Cash and cash equivalents	8,214	2,073	2,949
	22,848	11,253	13,190
Total assets	37,145	23,082	24,850
LIABILITIES			
Current liabilities			
Trade and other payables	(11,216)	(9,311)	(9,955)
Contract assets	(558)	(736)	(813)
Borrowings	(1,771)	(1,598)	(5,032)
Separable embedded derivative	-	-	(4,452)
	(13,545)	(11,645)	(20,252)
Non-current liabilities			
Borrowings	(3,093)	(5,810)	(1,759)
Separable embedded derivative	-	(978)	-
Total liabilities	(16,638)	(18,433)	(22,011)
Net assets	20,507	4,649	2,839
EQUITY			
Equity attributable to equity holders of the parent			
Called up share capital	1,166	1,011	1,010
Share premium reserve	51,191	41,022	41,003
Other reserves	12,320	12,320	12,320
Share option reserve	2,209	1,432	2,085
Capital redemption reserve	6,753	6,753	6,753
Convertible loan note reserve	8,914	42	42
Foreign exchange translation reserve	(992)	(992)	(997)
Accumulated losses	(60,999)	(56,893)	(59,331)
	20,562	4,695	2,885
Interest in own shares	(55)	(46)	(46)
Attributable to equity holders	20,507	4,649	2,839

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)
for the six months ended 30 September 2021

	Ordinary shares	Share premium reserve	Foreign exchange translation reserve	Convertible loan note reserve	Share option reserve	Capital redemption reserve	Other reserves	Accumu- lated losses	Interest in own shares	Total
	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
Balance at										
1 April 2020	1,010	41,003	(992)	42	1,375	6,753	12,320	(56,168)	(46)	5,297
Issue of share capital	1	19	-	-	-	-	-	-	-	20
Share-based payments	-	-	-	-	57	-	-	-	-	57
Transactions with owners	1	19	-	-	57	-	-	-	-	77
Loss for the period	-	-	-	-	-	-	-	(725)	-	(725)
Total comprehensive income for the period	-	-	-	-	-	-	-	(725)	-	(725)
Balance at 30 September 2020	1,011	41,022	(992)	42	1,432	6,753	12,320	(56,893)	(46)	4,649
Share options exercised	-	-	-	-	61	-	-	-	-	61
Share-based payments	-	-	-	-	592	-	-	-	-	592
Foreign exchange translation	-	-	(5)	-	-	-	-	-	-	(5)
Issue of share capital	(1)	(19)	-	-	-	-	-	-	-	(20)
Transactions with owners	(1)	(19)	(5)	-	653	-	-	-	-	628
Loss for the period	-	-	-	-	-	-	-	(2,438)	-	(2,438)
Total comprehensive income for the period	-	-	-	-	-	-	-	(2,438)	-	(2,438)
Balance at										
31 March 2021	1,010	41,003	(997)	42	2,085	6,753	12,320	(59,331)	(46)	2,839
Share-based payments	-	-	-	-	124	-	-	-	-	124
Foreign exchange translation	-	-	5	-	-	-	-	-	(9)	(4)
Issue of share capital	156	10,188	-	8,872	-	-	-	-	-	19,216
Transactions with owners	156	10,188	5	8,872	124	-	-	-	(9)	19,216
Loss for the period	-	-	-	-	-	-	-	(1,668)	-	(1,668)
Total comprehensive income for the period	-	-	-	-	-	-	-	(1,668)	-	(1,668)
Balance at 30 September 2021	1,166	51,191	(992)	8,914	2,209	6,753	12,320	(60,999)	(55)	20,507

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)
for the six months ended 30 September 2021

	Unaudited 6 months to 30 Sep 2021 \$000	Unaudited 6 months to 30 Sep 2020 \$000	Audited Year ended 31 Mar 2021 \$000
Cash flows from operating activities			
Operating profit/(loss) for the period	373	444	(556)
Depreciation	1,097	755	532
Amortisation	761	469	1,068
Share based payments	124	142	290
Changes in working capital:			
(Increases)/decreases in trade and other receivables	(4,377)	(124)	(1,220)
Increases/(decreases) in trade and other payables	1,261	(1,460)	860
Cash flow from operations	(761)	226	974
Tax (paid)/received	(152)	(13)	363
Net cash flow from operating activities	(913)	213	1,337
Investing Activities			
Purchase of intangible assets	(17)	-	(235)
Capitalised development costs	(808)	(430)	(901)
Purchase of property, plant and equipment	(1,285)	(123)	(509)
Net cash flow from investing activities	(2,110)	(553)	(1,645)
Cash flows from financing activities			
Repayment of borrowings	(283)	(532)	(246)
Proceeds from borrowings	-	-	500
Proceeds from fund raise	10,107	-	-
Repayment of principle under lease liabilities	(503)	(543)	(1,102)
Finance cost	(593)	(343)	(414)
Share options exercised	-	-	61
Share issue costs	(596)	19	-
Issue of Share Capital	156	1	-
Net cash flow from financing	8,288	(364)	(1,394)
Net increase in cash and cash equivalents	5,265	855	1,731
Cash and cash equivalents at the beginning of the period	2,949	1,218	1,218
Cash and cash equivalents at the end of the period	8,214	2,073	2,949

NOTES

General information

ZOO Digital Group plc ('the Company') and its subsidiaries (together 'the Group') provide productivity tools and services for digital content authoring, video post-production and localisation for entertainment and packaging markets and continue with on-going research and development in those areas. The Group has operations in both the UK and US.

The Company is a public limited company which is listed on the Alternative Investment Market and is incorporated and domiciled in the UK. The address of the registered office is Floor 2, Castle House, Angel Street, Sheffield. The registered number of the Company is 3858881.

This condensed consolidated financial information is presented in US dollars, the currency of the primary economic environment in which the Company operates.

The interim accounts were approved by the board of directors on 9 November 2021.

This consolidated interim financial information has not been audited.

Basis of preparation

The consolidated financial statements of ZOO Digital Group plc and its subsidiary undertakings for the period ended 31 March 2022 will be prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

This Interim Report has been prepared in accordance with UK AIM listing rules which require it to be presented and prepared in a form consistent with that which will be adopted in the annual accounts having regard to the accounting standards applicable to such accounts. It has not been prepared in accordance with IAS 34 "Interim Financial Reporting".

The policies applied are consistent with those set out in the annual report for the year ended 31 March 2021, and have been consistently applied, unless stated otherwise.

This condensed consolidated financial information is for the six months ended 30 September 2021. It has been prepared with regard to the requirements of IFRS. It does not constitute statutory accounts as defined in S343 of the Companies Act 2006. It does not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2021 which contained an unqualified audit report and have been filed with the Registrar of Companies. They did not contain statements under s498 of the Companies Act 2006.

The Group has applied the same accounting policies and methods of computation in its interim consolidated financial statements as in its 2021 annual financial statements, except for those that relate to new standards and interpretations effective for the first time for periods beginning on (or after) 1 April 2021 and will be adopted in the 2022 financial statements. There are no standards impacting the Group that will be required to be adopted in the annual financial statements for the year ended 31 March 2022.

Basis of Consolidation

The consolidated financial statements of ZOO Digital Group plc include the results of the Company and its subsidiaries. Subsidiary accounting policies are amended where necessary to ensure consistency within the Group and intra group transactions are eliminated on consolidation.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting regularly reviewed by the group's chief operating decision maker to make decisions about resource allocation to the segments and to assess their performance.

	Localisation		Media services		Software Licensing		Total	
	FY22 H1	FY21 H1	FY22 H1	FY21 H1	FY22 H1	FY21 H1	FY22 H1	FY21 H1
	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
Revenue	12,906	9,940	13,122	5,416	899	1,037	26,927	16,393
Segment contribution	2,658	1,549	6,835	3,620	830	895	10,323	6,064
Unallocated cost of sales							(1,753)	(948)
Gross profit							8,570	5,116
	22%	16%	52%	67%	92%	86%	32%	31%

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in US Dollars which is the Company's functional and presentation currency.

Transactions and balances

Transactions in foreign currencies are recorded at the prevailing rate of exchange in the month of the transaction. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are recognised in the income statement.

Group companies

The results and financial positions of all Group entities that use a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each entity are translated at the closing rate at the period end date;
- income and expenses for each Statement of Comprehensive Income are translated at the prevailing monthly exchange rate for the month in which the income or expense arose and all resulting exchange rate differences are recognised in other comprehensive income with the foreign exchange translation reserve.

Earnings per share

Earnings per share is calculated based upon the profit or loss on ordinary activities after tax for each period divided by the weighted average number of shares in issue during the period.

Weighted average number of shares for basic & diluted profit per share

	30 Sep 2021	30 Sep 2020	31 Mar 2021
	No. of shares	No. of shares	No. of shares
Basic	82,429,164	74,547,389	74,597,495
Diluted	90,787,293	81,244,707	82,955,624

Where the Group has recorded a loss, diluted earnings per share is equal to basic earnings per share.

Further Copies

Copies of the Interim Report for the six months ended 30 September 2021 will be available, free of charge, for a period of one month from the registered office of the Company at Floor 2 Castle House, Angel Street, Sheffield, S3 8LN or from the Group's website: www.zoodigital.com.

COMPANY INFORMATION

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P Blundell
Chief Finance Officer
and Company Secretary

G Doran
Commercial Director

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