Company No: 5204176

MESSAGING INTERNATIONAL PLC ANNUAL REPORT AND FINANCIAL STATEMENTS

2015

Final 27 June 2016

Contents

Directors

H Furman	*Non- executive chairman*
G Levit	*Chief executive*
I Fishman FCA	*Finance director*
D Rubner	*Non- executive director*

Secretary

I Fishman FCA

Registered office

30 City Road
London EC1Y 2AB

Company number

5204176

Company website

www.telemessage.com

Bankers

Mizrahi Tefahot Bank Limited
30 Old Broad Street
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EC2N 1HQ

Nominated advisor

Cantor Fitzgerald Europe
One Churchill Place
London
E14 5RB

Auditors

Jeffreys Henry LLP
Finsgate
5–7 Cranwood Street
London EC1V 9EE

Broker

Cantor Fitzgerald Europe
One Churchill Place
London
E14 5RB

Peterhouse Corporate Finance Limited
15 Eldon Street
London EC2M 7LD

Legal advisors

Epstein Rosenblum Maoz
111 Arlozorov Street
Tel Aviv 62098
Israel

Registrars

Share Registrars Limited
The Courtyard
17 West Street
Farnham
Surrey
GU9 7DR

Messaging International Plc (‘the Company’)

Final Results

Messaging International Plc, the AIM traded company and provider of innovative messaging services, announces its results for the year ended 31 December 2015.

Overview

- Continued progress of new product: "Secure Mobile Messaging” with a decline in traditional Text-to-Landline product
- Gross revenues of £3,465,182 down 4% from £3,607,978 in 2014
- Adjusted pre-tax loss for the year (before goodwill impairment) of £55,309 (2014: loss £334,798)
- Pre-tax loss for the year £274,309 after goodwill impairment (2014: £2,884,798)
- The results for the year were affected by the impairment of goodwill of £219,000 reducing the carrying value of goodwill in these financial statements to £521,901
- Full provision of £1,799,475 has been made for subsidiary indebtedness to parent company

Continuing period of transition

As we described in our last interim report, the Company and its trading subsidiary TeleMessage Ltd are transitioning from its legacy Text-to-Landline product, to a new offering focused on the Secure Mobile Messaging for Enterprises and also the “Mass Messaging” solution for Enterprises.

Revenues in the Text-to-Landline product continued to decline in 2015. Some customers were lost due to market consolidation and, as announced on 27 March 2015, the Company reached an agreement on a change of the Text-to-Landline business model with one of its key mobile carrier customers in North America (with which the Company has contracts on a number of products not affected by this change). The change transitions the Text-to-Landline service from a standard SMS fee to a premium SMS fee resulting in a lower amount of transmitted messages with a corresponding decline in the revenue generated from the customer, albeit with a higher gross margin percentage.

TeleMessage has been focused on developing its new product line – Secure Mobile Messaging for Enterprises. The huge success of mobile messaging services like iMessage, Facebook Messenger and WhatsApp for consumers in the USA and around the globe has identified unmet needs for enterprises. Similar capabilities can now be offered by enterprises to their employees, to enhance business communications, while ensuring company governance and controls required to meet more stringent standards, regulations and security needs. The TeleMessage solution provides tools that are managed, secure, reliable and IT Ready.

During the year a few companies were piloting the new offering and a few has transitioned into paying customers. TeleMessage has also focused on partnership opportunities for these products through its relationship with carriers. On 30 June 2015 TeleMessage signed such a partnership agreement with Sprint, one of the top tier North American mobile carriers, for a revenue share from selling its products. The agreement includes a payment in tranches for the customization of the product to meet the partner's requirements. Following long and intensive work, Sprint launched this product on 8 June 2016.

Financial Results

For the year ended 31 December 2015, we are reporting a pre-tax loss of £274,309 (2014: loss £2,884,798) based on gross revenues of £3,465,182 (2014: £3,607,978).

The results for the year are after adjusting for goodwill impairment of £219,000 (2014: £2,550,000).

In 2015, TeleMessage made efforts to match its expenses to the new lower level of revenues resulting from the decline in revenues of the Text-to-Landline product. These adjustments were implemented with the view to minimizing the impact on the future of the company. The continued investment in R&D, which in 2015 was without a government subsidy from the Office of Chief Scientist (OCS), and the increased investment in marketing are the prime reasons for the operating loss in the year.

In March 2016, TeleMessage was approved for a new conditional grant from OCS that may cover some R&D expenses incurred in late 2015. However, because this grant was only approved in 2016, the relative R&D expenses reduction is not recognized in the 2015 annual results.

During 2015 TeleMessage enjoyed some Israeli royalty bearing government funding for its marketing activities that reduced slightly its marketing expenses.

In January 2015, TeleMessage also signed a new loan agreement in the amount of $1,000,000 from Mizrahi Tefahot Bank Ltd. Under the terms of the new loan agreement, the loan bears interest at LIBOR plus 6% and will be repaid in 36 equal monthly installments.

As part of the agreement, the Company granted Mizrahi Tefahot Bank Ltd 4,500,000 warrants to purchase ordinary shares, exercisable at any time from grant to 24 January 2020. Warrants are exercisable at a price of 0.91 pence per share.

The Company has also extended the exercise period of the 3,896,804 warrants, granted to Mizrahi Tefahot Bank Ltd. in June 2012, by 5 years from 17 June 2017 to 21 January 2020.

Full provision of £1,799,475 has been made for subsidiary indebtedness to the Company in view of the uncertainty surrounding the ability of the trading subsidiaries to repay indebtedness in the foreseeable future.

The group's cash balances at 31 December 2015 totaled £737,416 (2014: £381,109).

Outlook

TeleMessage has made considerable progress with its Secure Mobile Messaging solution and other enterprise solutions. As of June 2016 we have already in excess of 20,000 paying users and is proof of the relevance of these solutions in the market. The users are from enterprises located in North America, Europe and Israel. We are also very excited with our strategic partnership with Sprint.

We have recently added Mobile Device Management solutions (MDM) as partners. MDM companies are adding our products to their partner offerings. On September 2015, AirWatch, a leading MDM solution has also announced its partnership with us.

With a close eye on expenses, TeleMessage has managed to stabilise the reduction in revenues while continuing its efforts in building its new products. It has not neglected its legacy solutions and continues to explore many opportunities to maintain and grow that business.

Thanks to its investment in marketing, the company has seen an interest for the Mass Messaging solution for enterprises through application programming interfaces to the company's Messaging Gateway. This provides an opportunity to generate additional revenues and profits.

To seize this opportunity and enhance its success in the Secure Mobile Messaging and Mass Messaging for enterprises, TeleMessage has recently launched a new website that should direct the different type of prospects to the relevant product line.

I would like to thank our team for their hard work and dedication over the past year in adapting to changing markets and changing technologies as well as to our shareholders for their continued support. I look forward to reporting our next annual report.

Horacio Furman, (aged 69), non-executive chairman

Horacio is the chief executive officer of Prideway Holdings Ltd. He is a director of Arba Finance Company Ltd. and has worked with Estevan International Ltd., a telecommunications equipment marketing company in the development of new markets, primarily for Israeli high-tech telecom technology companies. He was previously a director of the Israeli Corporation (listed in Israel) as well as executive vice president for Projects at UDI, Inc., a trading company, where as head of the China operations he was involved in the introduction to China of various telecom technologies. Prior to that, he held positions in Production and Marketing at ISCAR, Ltd. Horacio holds a B.Sc. in Mechanical Engineering and a M.Sc. degree in Materials Engineering from the Technion, Israel's Institute of Technology, and an MBA from INSEAD.

Guy Levit, (aged 45), chief executive officer

Guy was one of the founders of TeleMessage in 1999 and was appointed chief executive officer in July 2002. Prior to this he held various sales, marketing and operational positions within the group. Between 1996 until 1999 he was the head of the planning and development department of the elite technical unit of the intelligence corps of the Israeli Defence Force (I.D.F). In this role he was in charge of budgets, project management and the design, development, implementation and maintenance of organisational, managerial and logistical information systems. Guy holds a BSc in Industrial Engineering from the Technion, Israel's Institute of Technology and holds an MBA from Tel Aviv University.

Irvin Fishman, (aged 66), finance director

Irvin qualified as a chartered accountant in 1974. He is currently a director of Montpelier Professional (West End) Ltd, formerly Auerbach Hope, Chartered Accountants in which he was a partner. He has held the position of finance director for several publicly quoted companies and has extensive experience in corporate and strategic planning, acquisitions and finance.

David Rubner, (aged 76) non-executive director

Mr. Rubner is chairman and chief executive officer of Rubner Technology Ventures Ltd., a venture capital firm, and is a general partner at Hyperion Israel Advisors Ltd., a venture capital fund. Prior to founding Rubner Technology Ventures, Mr. Rubner served as president and chief executive officer of ECI Telecommunications Ltd., a provider of telecommunications networking infrastructure solutions from September 1991 to February 2000. Prior to his appointment as president and chief executive officer, Mr. Rubner held various management positions at ECI Telecom. Mr. Rubner serves as a member of the boards of directors of Eltek Ltd., Radware Ltd, Check Point Software Technologies Ltd. and a number of private companies. Mr. Rubner is also a member of the board of trustees of Shaare Zedek Hospital and Jerusalem College of Technology. Mr. Rubner holds a B.Sc.(Hons.). in Engineering from Queen Mary College, University of London and an M.S. in Electrical Engineering from Carnegie Mellon University, and he was a recipient of the Industry Prize in 1995.

The directors present their report and financial statements for the year ended 31 December 2015.

Results and dividends
The loss for the group before and after tax is given on page 12. The directors do not recommend the payment of a dividend.

Directors
The following directors have held office since 1 January 2015:-

H Furman	
G Levit	
I Fishman	
D Rubner	
G Simmonds	Resigned on 31 March 2015

In accordance with the Company's Articles of Association, one third of the board are subject to re-election at the forthcoming annual general meeting. Accordingly, D Rubner retires by rotation and being eligible offers himself for re-election.

Directors' interests

At the date of this report the directors held the following beneficial interest in the ordinary share capital, and share options of the Company:

	Ordinary shares No.	Share options No.
H Furman*	68,808,276	-
G Levit	4,387,608	11,000,000
I Fishman	-	-
D Rubner	1,088,512	475,000

* H Furman's holding includes 34,492,934 ordinary shares owned by Prideway Holdings Limited, a company under his control, 17,782,009 personally and 16,533,333 by Lynchwood Nominees.

No other director has been granted share options.

The Company maintains directors and officers liability insurance.

Substantial interests

As at 25 June 2016, the following had an interest of 3% or more in the ordinary share capital of the Company:

	Ordinary shares	Percentage
Prideway Holdings Limited*	34,492,934	29.8
H Furman*	17,782,009	15.3
Lynchwood Nominees*	16,533,333	14.3
Reverse Take-Over Investments Limited	4,482,289	3.9
Guy Levit	4,387,608	3.8
Gil Shapira	4,387,608	3.8

Principal activity, review of the business and future developments

Details are given in both the chairman's statement on page 2 and in the Strategic report on Page 7.

Principal risks and uncertainties

Details of those risks considered to be relevant to the group's activities are set out in the Strategic report on pages 7.

Research and development

The group continues to develop and improve its product range. Expenditure on research and development, including an element of wages, amounted to £1,009,551 (2014: £1,235,070).

Employee share options

As additional incentive to employees, the Company granted 760,000 share options to employees on 29 January 2015.

Directors' responsibilities

The statement of directors' responsibilities is set out on page 9

Auditors

In accordance with Section 489 of the Companies Act 2006 a resolution proposing that Jeffreys Henry LLP be re-appointed as auditors of the Company will be put forward at the forthcoming annual general meeting.

Statement of disclosure to auditor

So far as the directors are aware, there is no relevant audit information of which the group's auditors are unaware, and each director has taken all steps that they ought to have taken as director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

I Fishman
Company secretary
27 June 2016

Principal activity, review of the business and future developments

The principal activity of Messaging International Plc ("the company") is as a holding company to its trading subsidiary in Israel, TeleMessage Limited. The company's subsidiary undertaking in Israel together with its own subsidiary undertaking TeleMessage Inc., based in the USA.

The trading companies continue to focus on developing innovative messaging solutions and services to improve the way users manage messages across various communication media. Companies have close relationships with its client base, a highly creative R&D team and innovative messaging solutions.

The directors monitor the performance of the business through the key performance indicators (KPIs) being the achievement of monthly and annual budgeted levels of sales, gross profit, overheads and cash flow by the operating entity. A more detailed review of the business and future developments is given in the chairman's statement on page 2.

Principal risks and uncertainties

The market for products and services in the messaging sector continues to grow and is highly competitive. The group continues to attract new customers and manage the risk of losing existing customers for lack of interest or to competitors by the continuing development and provision of innovative solutions and added value services to its existing customers.

The company is exposed to technical risks including technical issues of its hosting and communication vendors, errors in their systems and security attacks. The company uses advanced tools to secure its own systems, disaster recovery procedures, quality assurance teams and control centre all focused on minimising the risk of technical error as well as providing client support.

The group's credit risk is primarily attributable to its trade debtors where parties fail to discharge their financial obligations. In order to minimise this risk, management maintain close relationship with key clients and monitor receivables by regularly reviewing aged receivable reports.

The group monitors cash flow and working capital requirements as part of its day-to-day control procedures. The board and managers review cash flow projections and profit forecasts on a regular basis to ensure adequate cash resources are available to meet financial obligations as and when they fall due.

As the majority of the group's revenue is denominated in US dollars and a substantial part of its costs are in Israeli Shekels, there is exposure to adverse currency movements which can affect operating performance. The group monitors this risk and take whatever steps are necessary to minimise its adverse financial effects.

The group's interest rate risk derives mainly from a long-term liabilities which includes a bank loan that is linked to the LIBOR interest rate. There is therefore a risk that cash flow may be adversely affected by changes in the rate of interest. However, the directors do not consider changes in interest rates have a significant impact on the group's cost of finance or operating performance.

Health and safety

The company recognises the importance of safeguarding the health, safety and welfare of all employees in the group and the subsidiary undertakings in both Israel and USA have health and safety policies in place.

Environmental policy

The group recognises the importance of environmental responsibilities and where practicable has an environmental policy in place which includes the recycling of paper and all office material. The directors believe the nature of its activities have a minimal effect on the environment.

I Fishman
Company secretary
27 June 2015

The board of Messaging International Plc is accountable to the company's shareholders for good corporate governance. The directors are committed to proper standards of good governance and will continue to keep their procedures under review. The following provides an outline of the principal policies and procedures established by the board.

Board and board committees
Board meetings are held throughout the year which with few exceptions have been fully attended. In view of the small size of the board, matters which should be dealt with by the remuneration committee are been dealt with by the board as a whole.

The audit committee comprise of the two non-executive directors and meetings are held in the year to review the company's interim and final results.

Messaging is quoted on AIM and, as such under AIM Rule 31, the company is required to:

- have in place sufficient procedures, resources and controls to enable its compliance with the AIM rules;
- seek advice from its nominated adviser ("nomad") regarding its compliance with the AIM Rules whenever appropriate and take that advice into account;
- provide the company's nomad with any information it requests in order that the nomad can carry out its responsibilities under the AIM Rules for companies and the AIM rules for nominated advisers;
- ensure that each of the company's directors accepts full responsibility, collectively and individually, for compliance with the AIM Rules; and
- ensure that each director discloses without delay all information which the company needs in order to comply with AIM Rule 17 (Disclosure of Miscellaneous Information) insofar as that information is known to the director or could with reasonable diligence be ascertained by the director.

Even though an AIM committee has not yet been established, the board as a whole have considered their obligations under AIM Rule 31 and are satisfied that the objectives as set out above are being met.

Relationships and shareholders
The board places considerable importance on creating and maintaining a strong relationship with its shareholders.

Accountability and financial control
The board has overall responsibility for the systems of financial controls which reflect the current scale of the group's activities, the key features of which are as follows:

(i) **Control environment**
There are clearly defined organisational responsibilities and the board is committed to employing suitably qualified staff so that the appropriate level of authority can be delegated with regard to accountability and acceptable levels of risk.

(ii) **Information systems**
The group prepares an annual budget and monthly financial information is prepared and discussed at regular informal meetings. Full board meetings take place as and when required.

(iii) **Identification and evaluation of business risks and controls**
Management control is exercised at all levels of the group and is regulated by appropriate limits of authority. The directors have considered various areas of business risks and take decisions whenever there are perceived changes to the risks.

(iv) **Quality and integration of personnel**
The group attaches high importance to the values of trust, honesty and integrity of personnel in positions of responsibility and operates a policy of recruiting suitably experienced personnel with defined duties.

The board has considered the need for an internal audit function but does not consider that the size of the business justifies a fulltime appointment. The board continues to monitor this appointment and will act accordingly.

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have, as required by the AIM Rules of the London Stock Exchange, elected to prepare the group and company financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. 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 company and the group 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 judgments and estimates that are reasonable and prudent;
- state whether the group financial statements have been prepared in accordance with IFRS's as adopted by the European Union;
- state, with regard to the parent company financial statements, whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that company and the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions that disclose with reasonable accuracy at any time the financial position of the company and the group 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 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 any corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

We have audited the group and parent company financial statements of Messaging International Plc for the year ended 31 December 2015 which comprise the consolidated statement of comprehensive income, the consolidated and company statement of changes in equity, the consolidated and company statement of financial position, the consolidated and company statements of cash flow and the related notes. The financial reporting framework has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS's) as adopted by the European Union (EU) and as regards the parent company financial statements as applied in accordance with the provisions of the Companies Act 2006.

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 and for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities set out on page 9, 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 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 audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement whether caused by fraud or error. This includes an assessment of whether; the accounting policies are appropriate to the group and parent company's circumstances and have been consistently applied and accurately disclosed; the reasonableness of accounting estimates made by the directors and the overall presentation of the financial statements. In addition we read all the financial and non-financial information in the chairman's statement, strategic report, directors' report and corporate governance statement to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's state of affairs as at 31 December 2015 and of the group's loss and the group's and parent company's cash flow for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRS's as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRS's as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the provisions of the Companies Act 2006.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report and the strategic report for the financial year for which the financial statements are prepared are 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

David Warren (Senior Statutory Auditor)
For and on behalf of Jeffreys Henry LLP, Statutory Auditor

Finsgate
5-7 Cranwood Street
London EC1V 9EE

27 June 2016

	Notes	2015 £	2014 £
Continuing operations:			
Revenues	**5b, 7**	3,465,182	3,607,978
Cost of revenues		(1,140,630)	(1,218,844)
Gross profit		2,324,552	2,389,134
Operating expenses			
Research and development		(1,009,551)	(1,235,070)
Selling and marketing		(829,065)	(865,147)
General and administrative		(490,439)	(552,676)
Goodwill impairment		(219,000)	(2,550,000)
Total operating expenses		(2,548,055)	(5,202,893)
Operating loss	**8**	(223,503)	(2,813,759)
Finance costs (net)	**11**	(50,806)	(71,039)
Loss before taxation		(274,309)	(2,884,798)
Taxation	**12**	(1,337)	(8,914)
Comprehensive loss for the year attributable to equity holders of the parent company		(275,646)	(2,893,712)
Other comprehensive loss			
Re-measurement of loss from defined benefit plan		14,805	(71,715)
Foreign exchange difference on translation of foreign operations		(3,167)	21,632
Foreign exchange difference arising from restating the carrying value of goodwill associated with foreign operations		(63,056)	(78,802)
		(51,418)	(128,885)
Total comprehensive loss attributable to equity holders of the parent company		(327,064)	(3,022,597)
Loss per share			
Loss per share from operations	**13**	(0.24)p	(2.50)p
Diluted loss per share from operations	**13**	(0.24)p	(2.50)p

The notes on pages 19 to 39 form part of these financial statements.

The group

	Share capital £	Capital redemption reserve fund £	Foreign exchange reserve £	Revenue reserves £	Total £
As at 1 January 2014	**579,361**	**600,039**	**118,602**	**2,845,271**	**4,143,273**
Loss for the year	-	-	-	(2,893,712)	(2,893,712)
Re-measurement of loss from defined benefit plan	-	-	-	(71,715)	(71,715)
Foreign currency translation changes for goodwill	-	-	(78,802)	-	(78,802)
Other foreign currency translation changes	-	-	35,208	-	35,208
Share based payments for employee share options	-	-	-	56,725	56,725
At 31 December 2014	**579,361**	**600,039**	**75,008**	**(63,431)**	**1,190,977**
Loss for the year	-	-	-	(275,646)	(275,646)
Re-measurement of loss from defined benefit plan	-	-	-	14,805	14,805
Foreign currency translation changes for goodwill	-	-	(63,056)	-	(63,056)
Other foreign currency translation changes	-	-	(3,167)	-	(3,167)
Share based payments-warrants				26,257	26,257
Share based payments- employees	-	-	-	16,541	16,541
At 31 December 2015	**579,361**	**600,039**	**8,785**	**(281,474)**	**906,711**

The company

	Share capital £	Capital redemption reserve fund £	Foreign exchange reserve	Revenue reserves £	Total £
As at 1 January 2014	**579,361**	**600,039**	**-**	**3,717,136**	**4,896,536**
Loss for the year	-	-	-	(2,568,831)	(2,568,831)
Foreign currency translation gain on capital note	-	-	117,839	-	117,839
At 31 December 2014	**579,361**	**600,039**	**117,839**	**1,148,305**	**2,445,544**
Loss for the year	-	-	-	(2,014,932)	(2,014,932)
Foreign currency translation gain on capital note	-	-	68,096	-	68,096
At 31 December 2015	**579,361**	**600,039**	**185,935**	**(866,627)**	**498,708**

The following describes the nature and purpose of each reserve within owners' equity.

Share capital: The amount subscribed for shares at nominal value.

Share premium: The amount subscribed for share capital in excess of nominal value.

Capital redemption reserve fund: The amount equivalent to the nominal value of shares redeemed by the company.

Foreign exchange reserve: The effect of changes in exchange rates arising from translating the financial statements of subsidiary undertakings into the company's reporting currency.

Revenue reserves: Cumulative realised profits less losses and distributions attributable to equity holders of the group.

The notes on pages 19 to 39 form part of these financial statements.

	Notes	2015 £	2014 £
Non-current assets			
Intangible assets	**15**	521,901	803,957
Property, plant and equipment	**16**	48,207	86,526
Other investments	**17**	391,946	343,699
Total non-current assets		962,054	1,234,182
Current assets			
Trade and other receivables	**18**	850,096	696,068
Cash and cash equivalents	**26**	737,416	381,109
Total current assets		1,587,512	1,077,177
Total assets		**2,549,566**	**2,311,359**
Current liabilities			
Trade and other payables	**19**	(599,274)	(525,664)
Borrowings	**20**	(229,425)	(110,013)
Total current liabilities		(828,699)	(635,677)
Non-current liabilities			
Other payables	**22**	(44,076)	(5,049)
Provisions	**21**	(536,976)	(479,656)
Borrowings	**20**	(233,104)	-
Total non-current liabilities		(814,156)	(484,705)
Total liabilities		**(1,642,855)**	**(1,120,382)**
Net assets		**906,711**	**1,190,977**
Equity attributable to owners of the parent company			
Share capital	**23**	579,361	579,361
Capital redemption reserve		600,039	600,039
Foreign currency translation reserve		8,785	75,008
Revenue reserves		(281,474)	(63,431)
Total Equity		**906,711**	**1,190,977**

The financial statements were approved and authorised for issue by the board on 27 June 2016 and signed on its behalf by:

I Fishman
Director

G Levit
Director

Company number: 5204176

The notes on pages 19 to 39 form part of these financial statements.

	Notes	2015 £	2014 Restated £
Non current assets			
Investment in subsidiary undertakings	**15**	500,000	719,000
Other investments	**17**	-	1,450,684
Total non-current assets		500,000	2,169,684
Current assets			
Receivables due after one year	**18**	42,932	315,278
Trade and other receivables	**18**	10,068	4,595
Cash and cash equivalents	**26**	7,316	859
Total current assets		60,316	320,732
Total assets		**560,316**	**2,490,416**
Current liabilities			
Trade and other payables	**19**	(61,608)	(44,872)
Total liabilities		**(61,608)**	**(44,872)**
Net assets		**498,708**	**2,445,544**
Equity			
Share capital	**23**	579,361	579,361
Capital redemption reserve		600,039	600,039
Foreign currency translation reserve		185,935	117,839
Revenue reserves		(866,627)	1,148,305
Total equity		**498,708**	**2,445,544**

The financial statements were approved and authorised for issue by the board on 27 June 2016 and signed on its behalf by:

I Fishman
Director

G Levit
Director

Company number: 5204176

The notes on pages 19 to 39 form part of these financial statements.

	Notes	2015 £	2014 £
Cash flow from operating activities			
Operating loss		(223,503)	(2,813,759)
Adjustments for:			
Goodwill impairment		219,000	2,550,000
Share based payments		28,676	56,725
Defined benefit plan		14,805	(71,715)
Depreciation and amortisation		61,436	100,094
Foreign currency differences		1,009	(2,899)
		324,926	2,632,205
Operating cash flow before working capital movements		**101,423**	**(181,554)**
(Increase)/decrease in receivables		(154,978)	75,086
Increase/(decrease) in payables		112,639	(105,019)
Increase in provisions		57,320	97,466
		14,981	67,533
Cash (outflow)/inflow from operating activities		**116,404**	**(114,021)**
Investing activities			
Interest received		-	232
Investments		(48,248)	(19,995)
Purchase of tangible assets		(18,599)	(14,581)
Net cash used in investing activities		**(66,847)**	**(34,344)**
Taxation		**(387)**	**-**
Financing activities			
Interest and related costs		(53,755)	(25,068)
Bank loan		674,500	-
Bank loan repayments		(313,608)	(210,484)
Net cash from/(used for) financing activities		**307,137**	**(235,552)**
Net change in cash and cash equivalents		**356,307**	**(383,917)**
Cash and cash equivalents and bank overdraft at the beginning of the year		381,109	765,026
Cash and cash equivalents and bank overdraft at the end of the year	**26**	737,416	381,109

The notes on pages 19 to 39 form part of these financial statements.

	Notes	2015 £	2014 £
Cash flow from operating activities			
Operating loss		(2,025,425)	(2,563,680)
Provision for non- recoverable debts		1,799,475	-
Impairment of investments		219,000	2,550,000
Operating cash flow before working capital movements		(6,950)	(13,680)
Decrease/(Increase) in receivables		(14,773)	11,990
Increase/(decrease) in payables		16,737	(9,948)
Cash flow from operating activities		**(4,986)**	**(11,638)**
Investing activities		-	-
Net cash used in investing activities		**-**	**-**
Taxation (recovered)/paid		**-**	**-**
Financing activities			
Finance income		11,443	8,349
		-	-
Net cash from financing activities		**11,443**	**8,349**
Net change in cash and cash equivalents		**6,457**	**(3,289)**
Cash and cash equivalents and bank overdraft at the beginning of the year		859	4,148
Cash and cash equivalents and bank overdraft at the end of the year	**26**	7,316	859

The notes on pages 19 to 39 form part of these financial statements

1. General information

Messaging International Plc is a company incorporated and domiciled in the UK and its activities are as described in the chairman’s statement and directors’ report. The principle place of business of the company is the same as its registered office.

2. Basis of Accounting

The consolidation financial statements of the group for the year ended 31 December 2015 have been prepared under the historical cost convention and are in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the EU. These policies have been applied consistently except where otherwise stated.

The following new and amended IFRSs have been adopted during the year.

• Annual Improvements to IFRS 2011-2013 Cycle
• IFRIC interpretation 21 *Levies*

There were no material changes in the financial statements as a result of adopting new or revised accounting standards during the year.

The Group has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are not yet effective. The new pronouncements are listed below:

• IFRS 9 Financial Instruments (IASB effective 1 January 2018; not yet adopted by EU)
• IFRS 14 Regulatory Deferral Accounts (IASB effective 1 January 2016; not yet adopted by EU)
• IFRS 15 Revenue from Contracts with Customers including amendments and clarifications (IASB effective 1 January 2018; not yet adopted by EU)
• IFRS 16 Leases (IASB effective 1 January 2019; not yet adopted by EU)
• Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception (IASB effective date 1 January 2016; not yet adopted by EU)
• Amendments to IFRS 10 and 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (IASB effective 1 January 2016; not yet adopted by EU)
• Amendments to IAS 12 Recognition of Deferred Tax Assets for Unrealised Losses (IASB effective 1 January 2017; not yet adopted by EU)
• Amendments to IAS 7 Disclosure Initiative (IASB effective 1 January 2017; not yet adopted by EU).
• Amendments to IAS 27: Equity Method in Separate Financial Statements (effective 1 January 2016)
• Amendments to IAS 1 Disclosure Initiative (effective 1 January 2016)
• Annual Improvements to IFRS's: 2012 - 2014 Cycle (effective 1 January 2016)
• Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation (effective 1 January 2016)
• Amendments to IFRS 11: Accounting for Acquisitions of Interests in Joint Operations (effective 1 January 2016)
• Amendments to IAS 16 and 41: Bearer Plants (effective 1 January 2016)
• Amendments to IAS 19: Defined Benefit Plans: Employee Contributions (effective 1 February 2015)
• Annual Improvements to IFRS's: 2010 - 2012 Cycle (effective 1 February 2015)

The directors anticipate that the adoption of these standards and interpretations in future periods will have no material effect on the financial statements of the group.

3. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and entities controlled by the company (its subsidiaries) made up to 31 December each year. Control is achieved where the company has the power to govern the financial and operating policies of any subsidiary undertaking so as to obtain benefits from its activities.

On acquisition, the assets and liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. Any deficiency of the cost of acquisition below the fair values of the identifiable net assets acquired (i.e. discount on acquisition) is credited to profit and loss in the period of acquisition.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the group.

Details of subsidiary undertakings are set out in note 15.

All intra-group transactions and balances have been eliminated in preparing the consolidated financial statements

4. Presentational currency

These financial statements are presented in pounds sterling because the parent is an AIM traded company on the London Stock Exchange. The functional currency of the trading subsidiaries is US dollars.

5. Significant accounting policies

(a) **Going concern**

These financial statements have been prepared on the assumption that the group is a going concern.

When assessing the foreseeable future, the directors have looked at a period of twelve months from the date of approval of this report. The forecast cash-flow requirements of the business are contingent upon the ability of the group to retain revenues from existing contracts and generate future revenues from future business.

As the directors have reasonable expectations that the group has adequate resources to continue trading for the foreseeable future they continue to adopt the going concern basis in preparing the financial statements.

Were the group unable to continue as a going concern, adjustments would have to be made to the statement of financial position of the group to reduce the value of assets to their recoverable amounts, to provide for future liabilities that might arise and to reclassify non-current assets and long-term liabilities as current assets and liabilities.

(b) **Revenue recognition**

The company's trading subsidiaries generate revenues primarily from sales of messaging services to mobile operators and corporations for use by end–customers (such as Text to Landline).

Revenues are recognised when the revenues can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenues are measured at the fair value of the consideration received less any trade discounts, volume rebates and returns.

Deferred revenue includes amounts received from customers for which revenue has not yet been recognised.

(c) **Research and development costs**

Research expenditure is recognised in profit or loss when incurred. An intangible asset arising from development or from the development phase of an internal project is recognised if the company can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale; the company's intention to complete the intangible asset and use or sell it; the company's ability to use or sell the intangible asset; how the intangible asset will generate future economic benefits; the availability of adequate technical, financial and other resources to complete the intangible asset; and the company's ability to measure reliably the expenditure attributable to the intangible asset during its development.

The asset is measured at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use.

In the years ended 31 December 2015 and 2014, no development costs were capitalised.

Significant accounting policies (cont.).

(d) **Goodwill and impairment**

The carrying amounts of assets are reviewed at each reporting date to determine whether there is any indication of impairment.

If any such indication exists then the asset's recoverable amount is estimated. For goodwill that has an indefinite useful life, recoverable amount is estimated at each reporting date or more frequently when indications of impairment are identified.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount unless the asset is carried at a revalued amount, in which case the impairment loss is recognised directly against any revaluation surplus for the asset to the extent that the impairment loss does not exceed the amount in the revaluation surplus for that same asset. A cash-generating unit is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups. Impairment losses are recognised in the income statement in the period in which it arises. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment loss on goodwill is not reversed in a subsequent period. An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset other than goodwill is recognised in the income statement unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase.

(e) **Investment in subsidiary undertakings**

The investment in subsidiary undertakings is stated in the balance sheet at cost less any provision for impairment. Impairment is recognised immediately in the income statement and is not subsequently reversed.

(f) **Property, plant and equipment**

Property, plant, and equipment are stated at cost net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets at the following annual rates:

	%
Computers	33
Electronic equipment	15–25
Furniture and office equipment	7–15
Leasehold improvements	Over the term of the lease

The carrying value of property plant and equipment is reviewed for impairment when events or changes indicate the carrying value may not be recoverable. If any such indication exists and carrying values exceed recoverable amounts such assets are written down to their recoverable amounts.

(g) **Operating leases**

Rentals applicable to operating leases, where substantially all of the benefits and risks of ownership remain with the lessor, are charged against income as and when incurred.

(h) **Share options:**

Employee share options

The group has applied the requirements of IFRS 2 "Share-based Payments".

The group issues equity-settled and cash-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest.

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

A liability equal to the portion of the goods or services received is recognised at the current fair value determined at each balance sheet date for cash-settled share-based payments.

Other share options and equity instruments:

Where equity instruments are granted to persons other than employees the income statement is charged with the fair value of services received.

This policy has been applied to the cost of warrants issued to Mizrahi Tefahot Ltd in June 2012 as part of their loan agreement with the company's subsidiary undertaking in Israel and is written off to as part of the company's cost of finance over the term of the loan.

(i) **Severance pay**

Pursuant to Israel's severance pay law, employees of more than one year are entitled to one month's salary for each year employed or a portion thereof. The cost of providing severance pay is determined using an independent actuary. Actuarial gains and losses are recognised immediately in the income statement in the period in which they occur.

The value of deposited funds is based on the cash surrender value of the insurance policies. The deposited funds include profits accumulated up to the balance sheet date. The deposited funds may be withdrawn only upon fulfilment of the severance pay obligation, pursuant to Israel's severance pay law or labour agreements.

(j) **Government grants**

Government grants are recognised when there is reasonable assurance that the grants will be received and the company will comply with the attached conditions. Government grants received from the Office of the Chief Scientist ("OCS") are recognized upon receipt as a liability if future financial benefits are expected from the project that will result in royalty-bearing sales.

A liability for the loan is first measured at fair value using a discount rate that reflects a market rate of interest. The difference between the amount of the grant received and the fair value of the liability is accounted for as a Government grant and recognised as a reduction of research and development expenses. After initial recognition, the liability is measured at amortised cost using the effective interest method. Royalty payments are treated as a reduction of the liability. If no economic benefits are expected from the research activity, the grant receipts are recognised as a reduction of the related research and development expenses. In that event, the royalty obligation is treated as a contingent liability in accordance with IAS 37.

In each reporting date, the company evaluates whether there is reasonable assurance that the royalty liability, in whole or in part, will or will not be settled based on the best estimate of future sales. If the estimate of future sales indicates that there is no such reasonable assurance, the appropriate liability reflecting the anticipated royalty payments is recognised with a corresponding charge to research and development expenditure.

(k) **Taxation**

Income tax expense represents the sum of the current tax payable and the deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the same income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

(l) **Foreign currency**

Transactions in foreign currency are recorded at the rate of exchange prevailing at the date of the transaction. All differences are taken to the income statement. Assets and liabilities denominated in foreign currency are translated into sterling at the rate of exchange prevailing at the balance sheet date.

On consolidation, income and expenditure of subsidiary undertakings are translated into sterling at average rates of exchange in the period. Assets and liabilities are translated into sterling at the rate of exchange ruling at the balance sheet date. Exchange differences arising from the use of average rates for translating the results of foreign subsidiaries or from the translation of net assets on the acquisition of foreign subsidiary undertakings are taken to the group's translation reserves.

(m) **Investments**

Investments represent funds invested in insurance policies in order to meet severance pay obligations pursuant to Israeli severance pay law and staff contracts of employment relevant to the company's principal subsidiary undertaking in Israel.

(n) **Trade receivables**

Trade receivables are recognised at fair value. A provision for impairment of trade receivables is established where there is objective evidence that the company or group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or liquidation and default or delinquency of payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original rate of interest. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement within administrative expenses. When a trade receivable is uncollectable it is written off against the allowance account for trade receivables.

(o) **Cash and cash equivalents**

Cash and cash equivalents include cash in hand and deposits held on call with banks. Bank overdrafts are shown as borrowings within current liabilities.

(p) **Trade payables**

Trade payables are recognised at fair value.

(p) **Provisions**

A provision in accordance with IAS 37 is recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are measured according to the estimated future cash flows discounted using a pre-tax interest rate that reflects the market assessments of the time value of money and, where appropriate, those risks specific to the liability.

(q) **Financial liabilities and equities**

Financial liabilities and equities instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Ordinary shares are classified as equity. Incremental costs directly attributable to new shares are shown in equity as a deduction from the proceeds.

Share premium represents funds raised from shareholders in excess of their nominal value net of issue costs.

Revenue reserves represent the cumulative net gains and losses of the group along with increases in equity for services received in equity settled share-based transactions.

Borrowings represent bank borrowings and are measured at amortised cost.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(r) **Borrowing costs**

Borrowing costs are expensed to the comprehensive income statement in the period incurred.

(s) **Managing capital**

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

6. Critical accounting judgements and key sources of estimation uncertainty

The key assumptions made in the financial statements concerning uncertainties at the date of financial position and the critical estimates computed by the group that may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Share based payments

The group has made awards of options over its unissued share capital to certain directors, employees as part of their remuneration package and Mizrahi Tefahot Ltd, bankers to TeleMessage Ltd.

The valuation of share options and warrants involve making a number of critical estimates relating to price volatility, future dividend yields, expected life of the options and forfeiture rates. The assumptions have been described in more detail in notes 23 and 30.

Employee benefits liability

The measurement of the liability in respect of the defined benefit pension plans is determined using actuarial valuations. The actuarial valuation involves making assumptions about, among others, discount rates, expected rates of return on assets, future salary increases and mortality rates. Due to the long term nature of these plans, such estimates are subject to significant uncertainty. Further details are given in Note 21.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which the goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value.

As set out in note 15, the carrying amount of goodwill at the balance sheet date has required impairment of £219.000 (2014: £2,550,000). Taking into account exchange rate fluctuations, the carrying value at 31 December 2015 was £521,901 (2014: £803,957).

Property, plant and equipment

The costs of property, plant and equipment of the group are depreciated on a straight-line basis over the useful lives of the assets. Management estimates the useful lives of the property, plant and equipment to be within 3 to 5 years. These are common life expectancies applied in the industry. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amounts of the group's property, plant and equipment as at 31 December 2015 are disclosed in Note 16 to the financial statements

7. Revenues

(a) Group activities

The group activities are in a single business segment, being the development of end-user media messaging systems.

(b) Revenues by geographic market and customer location

The group's operations are located primarily in Israel and the business is managed on the basis of one reportable segment and for this reason the only relevant information is as set out below:

The analysis of revenues by geographical market and customer location are as follows:

Customer location	**2015** **£**	**2014** **£**
North America	2,852,915	3,171,573
Europe and Middle East	582,827	405,494
Rest of the world	29,440	30,911
	3,465,182	3,607,978

Revenues originating from:-

	2015	2014
	£	£
USA	1,822,690	2,142,978
Canada	1,030,225	1,028,596
Other countries	612,267	436,404

Revenues of £1,122,396 (2014: £1,693,165) are derived from a single external customer located in the USA. No disclosure has been made in relation to non- current assets by geographic market as the cost to obtain such information would be uneconomic and of limited value by way of additional information.

8. Operating profit

	2015	2014
The operating profit is stated after charging:	£	£
Staff costs	2,075,848	2,127,782
Research and development	1,009,551	1,235,070
Leasing costs	126,782	144,021
Auditors' remuneration	30,696	29,495
Fees to auditors for other services	3,175	4,460
Goodwill impairment	219,000	2,550,000
Depreciation and amortisation	61,436	94,634

Included in the audit fee for the group is an amount of £15,000 (2014: £14,950) in respect of the company.

9. Staff Costs

Payroll costs include:	Group	
	2015	2014
	£	£
Staff payroll and related costs	1,853,563	1,873,181
Directors' remuneration	172,314	208,188
Defined benefit scheme expense	49,971	46,413
	2,075,848	2,127,782

Payroll costs included above for key personnel including the directors totalled £372,306 (2014: £410,555)
The average numbers of employees, including directors during the year, was as follows:-

	2015	2014
	No.	No.
Administration	2	2
Sales and marketing	6	8
Research and development	17	20
Operations	6	6
Directors	4	5
	35	41

10 Directors' remuneration

	2015	2014
An analysis of directors' remuneration (who are the key management personnel) is set out below	£	£
Executive directors	162,314	198,188
Non-executive directors	10,000	10,000
	172,314	208,188

Directors' remuneration includes pension contributions of £11,215 (2014: £10,329)

	2015	2014
	£	£
G Levit	161,064	178,188
I Fishman	5,000	20,000
G Simmonds	1,250	5,000
D Rubner	5,000	5,000
	172,314	208,188

No share options granted to directors were exercised in the year.
H Furman has waived his right to director's £5,000 per annum.
There is one director enrolled under the defined benefit scheme.

11. Financial income and finance costs

	2015	2014
	£	£
Finance income:		
Interest received	-	232
Finance costs:		
Interest payable	53,755	25,068
(Gain)/loss on foreign currency transactions	(2,949)	46,203
	50,806	71,271
Total	50,806	71,039

12. Taxation

	2015	2014
Current tax charge/(credit)	1,337	8,194
Factors affecting the tax charge in the year		
Loss on ordinary activities before taxation	(275,646)	(2,884,798)
Loss on ordinary activities before taxation at the applicable rate of corporation tax 20.25% (2014: 21.5%)	(55,818)	(620,232)
Effects of:		
Depreciation and amortisation	12,460	20,346
Goodwill Impairment	44,347	548,250
US taxation	387	(986)
Israeli withholding tax deemed irrecoverable	-	13,500
Unused losses	(39)	47,316
Tax charge	1,337	8,194

There was no tax in relation to any components of comprehensive income.

12. Taxation cont.

TeleMessage Ltd in Israel was granted approved enterprise status for its investment programme. The main benefit arising from such status is the reduction in tax rates on income. As TeleMessage has suffered trading losses to date it has been unable to take advantage of tax incentives otherwise available.

The group's accumulated trading losses to date are approximately £8.4 million. Trading losses of approximately £5.9 million in relation to TeleMessage Ltd in Israel may be carried forward and offset against future trading income indefinitely and without restriction. The remaining £2.5 million originates from TeleMessage Inc. in the US which can be utilised for up to 20 years subject to restrictions.

In accordance with IAS12, the company and the group have not recognised deferred tax assets of £2 million (2014: £2million) whilst the level of future profits that will be generated in the foreseeable future remains uncertain.

13 Basic and diluted loss per share

Basic loss per share has been calculated on the group's loss attributable to equity holders of the parent company of £275,646 (2014: loss £2,893,712) and on the weighted average number of shares in issue, which was 115,872,148 (2014:115,872,148).

In view of the group loss for the year, share warrants and options to subscribe for shares in the company are anti-dilutive and therefore diluted earnings per share is the same as basic loss per share.

14. Loss for the financial year

As permitted by Section 408 of the Companies Act 2006, the profit and loss account for the company is not presented as part of these financial statements.

The loss for the year dealt with in the financial statements of the company was £2,014,932 after impairment of the company's investment of £219,000 and the provision for non- recoverable indebtedness from its subsidiary undertaking of £1,799,475 (2014-loss:£2,568,831 after impairment of the company's investment of £2,550,000).

15. Intangible assets

Goodwill and investment in subsidiary undertakings

Goodwill

	2015	**2014**
Cost	**£**	**£**
At 31 December	3,236,617	3,236,617
Impairment		
At 1 January	(2,550,000)	-
Charge in the year	(219,000)	(2,550,000)
At 31 December	(2,769,000)	(2,550,000)
Value net of impairment at 31 December	467,617	686,617
Exchange rate changes		
At 1 January	117,340	196,142
Exchange rate change in the year	(63,056)	(78,802)
At 31 December	54,284	117,340
Carrying value at 31 December	521,901	803,957

Goodwill acquired in a business combination is allocated, at acquisition, to cash generating units (CGUs) that are expected to benefit from that business combination. The carrying amount of goodwill relates wholly to the group's single trading activity and business segment.

The recoverable amount of this cash-generating unit is determined based on a value in use calculation, which uses cash flow projections based on financial forecasts approved by the directors and a discount rate of 10.0% (2014 10.0%). The discounted rate which is calculated on a weighted average cost of capital basis assumes a long-term growth rate of 6%. A single annual expected future cash flow is derived from these cash flow projections representing the directors' best estimate of annual cash flow associated with the cash generating unit, from which the value in use has been calculated.
The directors believe that any reasonable change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

The key assumptions used in the value in use calculations of TeleMessage Ltd, the cash-generating unit, are as follows:-

	2015	**2014**
Revenue growth rate	**6%**	**6%**
Annual expected future growth	217,705	167,684
Revenue discount factor	10%	10%

The discount rates used are pre-tax and reflect specific risks associated with the group's activities and its cost of borrowings.

The directors' re-assessment of goodwill having regard to current trading conditions and expected future operating performance justifies further impairment £219,000 (2014: £2,550,000).

Company – Investment in subsidiary undertakings

	2015	**2014**
	£	**£**
Cost of shares:		
At 1 January and 31 December	3,269,000	3,269,000
Impairment	(2,769,000)	(2,550,000)
	500,000	719,000

The following were subsidiaries at the balance sheet date and have been included in these consolidated financial statements.

Subsidiary undertakings	Description and proportion of share capital owned	Country of incorporation or registration	Nature of business
TeleMessage Limited	Ordinary 100%	Israel	Trading
TeleMessage Inc *	Ordinary 100%	USA	Trading

* held indirectly through TeleMessage Limited

16. Property, plant and equipment

Group	2015 £	2014 £
Cost		
At 1 January	462,236	423,237
Additions	18,599	14,581
Foreign exchange movement	24,137	24,418
At 31 December	504,972	462,236
Depreciation		
At 1 January	375,710	260,582
Depreciation in the year	61,436	100,094
Foreign exchange	19,619	15,034
At 31 December	456,765	375,710
Carrying value		
At 31 December	48,207	86,526
At 1 January	86,526	162,655

All the above assets are included in the accounts of subsidiary undertakings at their net book values comprising computers and related equipment of £33,312 (2014: £70,196) and office furniture and equipment of £14,895 (2014: £16,330).

17. Other investments

	Group		Company	
	2015 £	2014 £	2015 £	2014 £ Restated
Investment plans for employee severance	391,946	343,699	-	-
Loan note due from subsidiary undertakings	-	-	1,518,780	1,450,684
	391,946	343,699	1,518,780	1,450,684

Other investments of £391,947 represents the funds at 31 December 2015 (2014:£343,699) invested in insurance policies, in order to meet the group's severance pay obligations to its employees in Israel pursuant to Israeli severance pay law and staff employment contracts.

In June 2014, The company issued its subsidiary undertaking, TeleMessage Limited, a five year US dollar denominated capital note for $2,400,000t repayable at the end of the five year term or in instalments at the option of the borrower. The loan is interest free and can only be assigned with the approval of both parties.

As a result of an appraisal of the total debt due by its wholly owned subsidiary undertaken in 2015, a revision reducing the capital note to $2,251,713 was made with no other variations to the terms referred to above. This change was balanced by a reclassification of the indebtedness between the subsidiary at its parent as set out in the table below:-

Due from TeleMessage Limited	2015	2014
5 year capital note - June 2014	1,518,780	1,450,684
loan – 2007 and accrued interest	323,627	315,278
Inter- company current account	(42,932)	(25,371)
	1,799,475	1,740,591

The change in the carrying value of the capital note at year end dates arise from variations in the exchange rate only giving rise to foreign exchange translation gains totalling £185,935 to 31 December 2015 of which £117,839 has been recognised in foreign exchange reserves in 2014 and £68,096 in 2015.

In view of the uncertainty surrounding the ability of the trading subsidiaries to repay indebtedness in the foreseeable future, the company's directors have taken the decision to make full provision for non-recoverability in these accounts.

18. Trade and other receivables

	Group		Company	
	2015	**2014**	**2015**	**2014 Restated**
	£	**£**	**£**	**£**
Trade receivables	755,719	625,487	-	-
Due from subsidiary after one year (see note 17)	-	-	323,627	315,378
Provision for non- recoverability			(280,695)	-
Due from government authorities	2,713	1,313	2,713	1,313
Other receivables and prepaid expenses	91,664	69,268	7,355	3,281
	850,096	696,068	53,000	319,872

Trade receivables - ageing	**Total**	**Neither overdue or impaired**	**<30 days**	**30-60 days**	**60-90 days**	**More than 90 days**
	£	**£**	**£**	**£**	**£**	**£**
2015	755,719	62,064	327,262	148,220	99,520	118,653
2014	625,487	65,845	323,583	134,090	64,351	37,618

The average credit period given for trade receivables at the end of the year is 80 days (2014:63 days).

19. Trade and other payables

	Group		Company	
	2015	**2014**	**2015**	**2014 Restated**
	£	**£**	**£**	**£**
Trade payables	108,192	105,888	-	-
Taxes and social security	268,771	223,979	-	-
Due to subsidiary undertaking (see note 17)	-	-	42,933	25,371
Accruals and other payables	222,311	195,798	18,675	19,501
	599,274	525,665	61,608	44,872

The average credit period taken for trade payables at the end of the year is 78 days (2014: 66 days).

20. Borrowings

	Group 2015	**Group 2014**	**Company 2015**	**Company 2014**
	£	**£**	**£**	**£**
Due within one year	229,425	110,013	-	-
Due after one year	233,104	-	-	-
	462,529	110,013	-	-

On 24 January 2015, the company's subsidiary, TeleMessage Ltd, signed an agreement for a loan of $1,000,000 from Mizrahi Tefahot Bank Ltd following the full repayment of an earlier bank loan for $1,000,000 taken out in 2012.
Under the terms of the new loan agreement, repayments are over 36 equal monthly instalments with an interest rate based on the London Interbank Offered Rate plus 6%.

In addition and as part of the agreement, the company granted Mizrahi Tefahot Bank a further 4,500,000 warrants to purchase ordinary shares exercisable at any time from grant to 24 January 2020 at a price of 0.91p per share.
The company also extended the exercise period in relation to 3,896,804 warrants granted to the bank in June 2012 to January 2020.
The fair value of both new and extended warrants of £26,257 has been as a deduction from the bank loan in 2015 to be amortised over the period of the term of the loan.

21. Provisions - severance pay liability

Under Israeli severance pay law, part of the compensation payments, pursuant to which the fixed contributions paid by the company into pension funds and/or policies of insurance companies release the group from any additional liability to employees for whom such contributions were made. These contributions and contributions for compensation represent defined contribution plans. The company accounts for that part of the payment of compensation that is not covered by contributions in defined contribution plans, as above, as a defined benefit plan for which an employee benefit liability is recognized and for which the company deposits amounts in central severance pay funds and in qualifying insurance policies.

	Group 2015 £	**Group 2014 £**
Expense in respect of defined contribution plan	54,025	46,582

(a) The amounts recognised in the statement of financial position are as follows:

	Group 2015 £	**Group 2014 £**
Defined benefit obligation	(536,976)	(479,656)
Fair value of plan assets	391,946	343,699
Benefit liability	(145,030)	(135,957)

(b) Expenses recognised in the statement of comprehensive income:

	Group 2015 £	**Group 2014 £**
Net actuarial gain (loss) recognised in the year	14,805	(71,715)
Total expenses included in the statement of comprehensive income	14,805	(71,715)

(c) Amounts recognised in arriving at the operating loss is as follows:

	Group 2015 £	**Group 2013 £**
Current service cost	38,026	39,468
Interest cost	5,552	1,694
Return differences transferred to employer	6,393	5,251
Total expense included in statement of income	49,971	46,413

(d) Changes in present value of defined benefit obligation are as follows:

	Group 2015 £	Group 2014 £
Liability at the beginning of the year	479,656	382,189
Current service cost	38,026	39,468
Interest cost	20,596	18,453
Benefits paid	(218)	(3,942)
Actuarial (loss)/gain on obligation	(25,575)	72,790
Foreign exchange differences	24,491	(29,302)
Liability at the end of the year	536,976	479,656

(e) Changes in fair value of plan assets are as follows:

	Group 2015 £	Group 2014 £
Plan assets at the beginning of the year	343,699	323,703
Expected return	15,143	16,662
Contributions by employer	32,642	33,683
Return differences transferred to employer	(6,393)	(5,251)
Actuarial loss	(10,771)	1,075
Foreign exchange differences	17,626	(26,173)
Plan asset at the end of the year	391,946	343,699

(f) The actuarial assumptions used are as follows:

	Group 2015	Group 2014
Discount rate	4.05%	4.11%
Future salary increase	3.50%	3.50%
Average expected remaining working years	12.95	12.89

22. Other payables

Royalty commitments

Under the research and development agreement with the Office of the Chief Scientist and pursuant to applicable laws, the subsidiary undertaking is required to pay royalties at the rate of 3% in the first three years and a rate of 3.5% from the fourth year of sales for products developed with funds provided by the OCS, up to an amount equal to 100% of the grants received, plus interest at the 12-month LIBOR rate. The subsidiary undertaking is obligated to make royalty payments in relation to the sale of products directly funded.

	2015 £	2014 £
Amount outstanding at 1 January	5,049	23,618
Foreign exchange difference	218	1,362
Grants received in the year	-	17,749
Royalties paid in the year	(920)	(858)
Taken to statement of comprehensive income	(511)	(36,822)
Amount outstanding at 31 December	3,836	5,049

Under the Ministry of Economy “Smart Money” Marketing Fund rules and pursuant to applicable laws, the subsidiary undertaking is required to pay royalties at the rate of 3.5% on increased sales of products in the US market above the 2014 level of product sales up to an amount equal to 100% of the grant received, plus interest at the 12-month LIBOR rate.

	2015 £	2014 £
Amount outstanding at 1 January	-	-
Grants received in the year	53,246	-
Royalties paid in the year	-	-
Taken to statement of comprehensive income	(12,390)	-
Amount outstanding at 31 December	40,856	-

23. Share capital

	2015 £	2014 £
Issued and fully paid		
115,872,148 (2014 – 115,872,148) ordinary shares of 0.5p each	579,361	579,361

The company has one class of ordinary share which have no rights to fixed income.

Share options

The unapproved share option scheme was adopted by the board on 27 July 2005.
At 31 December 2015 there were 1,500,000 share options issued to Arba Finance Company Ltd in 2009 with an exercise price of 0.5p per share.

During the year 760,000 share options were granted to employees and directors of the company and 1,558,922 share options lapsed or were forfeited by employees no longer with the company.

No share options were exercised in the year

At 31 December 2015 there were 33,161,477 (2014:33,960,399) share options held by employees and directors of the company.

Share options exercisable by employees and directors at 31 December 2015 are summarised below:

	Number of options	Date granted	Exercise price	Exercisable between
Directors:				
Guy Levit	4,000,000	27.7.2007	0.5p	27.7.2009 – 27.7.2017
Guy Levit	4,000,000	28.1.2009	0.5p	28.1.2011 – 28.1.2019
Guy Levit	3,000,000	31.3.2014	1.22p	31.3.2014 – 31.3.2024
David Rubner	475,000	31.3.2014	1.22p	31.3.2014 – 31.3.2024
	11,475,000			
Other employees	1,163,913	1.3.2006	5p	1.3.2006 – 1.3.2016
Other employees	431,624	6.10.2006	5p	6.10.2006 – 6.10.2016
Other employees	180,940	6.10.2006	3.2p	6.10.2006 – 6.10.2016
Other employees	4,000,000	27.7.2007	0.5p	27.7.2009 – 27.7.2017
Other employees	4,000,000	28.1.2009	0.5p	28.1.2011 – 28.1.2019
Other employees	1,500,000	28.1.2009	0.5p	28.1.2011 – 28.1.2019
Other employees	9,745,000	31.3.2014	1.22p	31.3.2014 – 31.3.2024
Other employees	665,000	29.1.2015	0.91p	29.1.2015 – 29.1.2025
	33,161,477			

Details of share option valuations are given in note 30.

Warrants in issue at 31 December 2015

In June 2012, as part of a new loan agreement, the company granted to Mizrahi Tefahot Bank Ltd 3,896,804 warrants exercisable at any time from grant until June 2017. The warrants are exercisable at a price of 0.63p per share, although in certain circumstances the exercise price might be subject to adjustment.
In addition, the company granted Mizrahi Tefahot Bank Ltd a further 4,500,000 warrants to purchase ordinary shares, exercisable at any time from grant to January 24, 2020. These warrants are exercisable at a price of 0.91 pence per share. The company also extended the exercise period of the 3,896,804 warrants, granted to Mizrahi Tefahot Bank Ltd. under the agreement signed in 2012 from June 2017 to January 2020.

All warrants were valued under IFRS 2 using the Black Scholes pricing model.

The fair value per warrant granted and the assumptions used in the calculations were as follows:

Grant date	**17 June 2012**	**24 January 2015**	**24 January 2015**
Share price at grant date	0.88p	0.93p	0.93p
Exercise price	0.63p	0.91p	0.91p
Shares under option	3,896,804	3,896,804	4,500,000
Vesting period	Immediately	Immediately	Immediately
Expected volatility	89.5%	64.2%	64.2%
Option life	5	5	5
Expected life	5	5	5
Risk free rate	1.07%	1.75%	1.75%
Expected dividends expressed as dividend yield	0%	0%	0%
Fair value per option	0.6480p	0.5101	0.5101

Expected volatility was determined by calculating the historical volatility of the Company's share price since admission of the shares to AIM. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. The risk free rate is based on the redemption yield on US Federal Bonds with a life in line with the expected option life.

24. Financial commitments

Lease commitments

The group's subsidiary undertaking in Israel is committed to making the following future minimum lease payments under non-cancellable operating leases for office facilities and motor vehicles terminating in 2020.

Future minimum commitments at 31 December 2015 are as follows:-

	2015	**2014**
	£	**£**
Within one year	93,102	96,469
Between two to five years	281,447	318,960
More than five years	-	13,157
	374,549	428,586

Leasing costs charged in the statement of comprehensive income in the year ended 31 December 2015 and 2014 were £126,782 and £144,021 respectively.

25. Related parties

Arram Berlyn Gardner (AH) Limited

The group made payments to Arram Berlyn Gardner AH Limited (chartered accountants) totalling £14,167 for the services of I Fishman as a director and for the professional services of Arram Berlyn Gardner AH Limited. (2014: £23,500 was paid to AH Montpelier Professional (West End) Limited, Chartered Accountants, a company in which I Fishman was a director throughout that year**.**

Parent company management fees and interest

The company charged fees of £72,000 (2014:£84,000) for management services of its subsidiary undertakings. Interest of £11,443 (2014: £8,349) was charged by the company in relation to an interest bearing loan. Further details are given in note 17 above.

26 Cash and cash equivalents and net funds

	At 1 January 2015 £	Movements in the year £	At 31 December 2015 £
Group			
Cash and cash equivalents	381,109	356,307	**737,416**
Borrowings	(110,013)	(352,516)	**(462,529)**
	271,096	3,791	**274,887**
Company			
Cash and cash equivalents	859	6,457	**7,316**

27 Post balance sheet events

No significant events have taken place since the year end.

28 Controlling party

H Furman is the controlling party by virtue of his personal shareholding in the company together with other shareholdings in which he has a beneficial interest.
His shareholdings comprise of 68,808,276 ordinary shares representing 59.4% of the company's ordinary share capital and includes 34,492,934 ordinary shares owned by Prideway Holdings Limited, a company under his control,16,533,333 shares in the name of Lynchwood Nominees as well as 17,782,009 owned personally.

29. Financial instruments and risk management

The group is funded by equity together with a bank loan of £462,500 which represents the group's capital.

The group's objectives when maintaining capital are:

- To safeguard the entity's ability to continue as a going concern, so that it can begin to provide returns for shareholders and benefits for other stakeholders; and
- To provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

Financial assets and financial liabilities are recognised in the group's balance sheet when the group becomes a party to the contractual provision of the instrument.

Financial instruments and risk management (cont)

At 31 December 2015 and 31 December 2014 there were no material differences between the fair value and the book value of the group's financial assets and liabilities which are set out below.

	2015 £	2014 £
Financial assets		
Cash and cash equivalents	737,416	381,109
Trade and other short term receivables	850,096	696,068
	1,587,512	1,077,177
Trade and other payables	643,350	530,714
Bank borrowings	462,529	110,013
	1,104,879	640,727

The group's financial instruments comprise investments, cash and cash equivalents, receivables and payables that arise directly from its operations.

The group has not adopted a policy of using financial derivatives and does not rely on the use of interest rate hedges.

In common with other businesses, the group is exposed to risks that arise from its use of financial instruments. There have been no substantive changes to the group's response to financial instrument risk and the methods used to measure them from previous periods.

The main risks arising from the group's financial instruments are currency, credit and liquidity risks.

Currency risk

The Company operates internationally and is exposed to currency exchange risk arising from various currency exposures, primarily with respect to the new Israeli shekel (NIS), US Dollar, Canadian Dollar (CAD), GBP and Euro. Currency exchange risk arises mainly from payroll and costs incurred in NIS, sale denominated in Euro and CAD and recognized assets and liabilities some of which denominated in GBP.

Credit risk

Credit risk arises from cash and cash equivalents as well as credit exposures to customers.

The group's cash and cash equivalents are invested in various financial institutions. The group's policy is spreading out its cash investments among the various institutions and assessing on an ongoing basis the relative credit strength of the various financial institutions.

Trade receivables are mainly derived from sales to customers primarily located in Israel and North America.
The group performs ongoing credit evaluations of its customers and an allowance for doubtful accounts is determined with respect to those amounts that the Company has determined to be doubtful of collection. Bad debts are written-off when identified by management.

At 31 December 2015, the group had no significant off-balance sheet concentration of credit risk, such as forward exchange contracts, options contract or other foreign hedging arrangements.

At 31 December 2015, the company had significant risk concentration by virtue of monies due from its subsidiary undertaking in Israel. The directors review the financial performance of its trading subsidiaries and its ability to commence reducing its debt to the company.

Liquidity risk:

Liquidity risk arises in relation to the group's management of working capital and the risk that the company or any of its subsidiary undertakings will encounter difficulties in meeting financial obligations as and when they fall due. To minimise this risk the liquidity position and working capital requirements are regularly reviewed by management**.**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities.

Management monitors rolling forecasts of the Company's cash and cash equivalents on the basis of expected cash flow.

Anticipated future cash flows - Year ended 31 December 2015

	Total projected cash flows £	**First year £**	**Years 2-5 £**	**More than 5 years** £
Trade payables	108,000	108,000		-
Other financial payables	490,000	490,000	-	-
Bank loans	463,000	230,000	233,000	-
Royalty bearing grants	44,500	500	44,000	-
	1,105,500	828,000	277,000	-

Anticipated future cash flows - Year ended 31 December 2014

	Total projected cash flows £	**First year £**	**Years 2-5 £**	**More than 5 years** £
Trade payables	105,000	105,000	-	-
Other financial payables	400,000	400,000	-	-
Bank loans	110,000	110,000	-	-
Royalty bearing grants	5,000	5,000	-	-
	620,000	620,000	-	-

Interest rate risk

As the group's long term liabilities include a bank loan drawn down in January 2015, the group's interest rate risk from this borrowing which is linked to the LIBOR interest rate is not considered to be material in terms of the effect on cash flow for changes in the rate of interest. As a result the directors do not consider variations in interest rates will have a significant impact on the group's cost of finance or operating performance.

30. Share based payments – Equity settled share option scheme

Since incorporation the company has awarded share options enabling directors and employees to subscribe for ordinary shares of 0.5p each. Exercise of an option is subject to continued employment. Options were valued using the Black Scholes pricing model. The fair value per option granted and the assumptions used in the calculations were as follows:

Grant date	27 July 2005	27 July 2005	27 July 2005	27 July 2005	1 March 2006	6 October 2006
Share price at grant date	5p	5p	5p	5p	4.6p	2.25p
Exercise price	2.17p	3.06p	3.67p	5p	5p	5p
Shares under option	-	164,402	-	539,520	1,163,913	431,624
Vesting period	< 1 year	< 2.5 years	< 1.5 years	< 0-4 years	< 4 years	< 3 years
Expected volatility	39.80%	39.80%	39.80%	39.80%	158.30%	151.40%
Option life	10	10	10	10	10	10
Expected life	5 - 5.25	5 – 6	5 - 5.5	5 - 6	5.25 - 6	5.25 – 6
Risk free rate	3.86%	3.86%	3.86%	3.86%	4.40%	5.01%
Expected dividends expressed as dividend yield	0%	0%	0%	0%	0%	0%
Retention factor	100%	100%	100%	100%	85%	85%
Fair value per option	3.36p-3.39p	2.86p-3.00p	2.56p-2.64p	2.04p-2.24p	3.66p-3.72p	1.71p-1.76p

Grant date	6 October 2006	27 July 2007	28 January 2009	12 Nov 2010	31 March 2014	29 Jan 2015
Share price at grant date	2.25p	0.38p	0.25p	0.7p	1.22p	0.78p
Exercise price	3.2p	0.5p	0.5p	0.7p	1.22p	0.91p
Shares under option	180,940	8,000,000	11,000,000	500,000	15,025,000	665,000
Vesting period	< 4 years	< 2 years	< 2 years	< 1 year	< 0 -4 years	< 1 year
Expected volatility	151.40%	194.40%	220.30%	223.29%	57%	63.98%
Option life	10	10	10	10	10	10
Expected life	5.25 – 6	5 – 6	5 – 6	5 – 5.5	5.3 - 7	5-6
Risk free rate	5.01%	4.95%	2.06%	1.53%	1.84%	1.75%
Expected dividends expressed as dividend yield	0%	0%	0%	0%	0%	0%
Retention factor	85%	85%	85%	85%	85%	85%
Fair value per option	1.75p-1.79p	0.31p-0.32p	0.21p-0.25p	0.59p-0.69p	0.59p-0.69p	0.47p

The expected volatility for the options issued on 27 July 2005 is based on the volatility of similar AIM listed companies, while the volatility of options issued on 1 March 2006, 6 October 2006, 27 July 2007, 28 January 2009, 2 November 2010,31 March 2014 and 29 January 2015 reflects the changing volatility of the messaging share price arising from movements in the relevant period to date. The expected life of the options is based on research that takes into account the seniority of the employees to whom share options are issued. The risk free rate is based on the redemption yield on US Federal Bonds with a life in line with the expected option life.

Other than the options granted above, there were no movements in options granted or outstanding to employees at the end of the year.

In accordance with International Financial Reporting Standard 2 ("IFRS2") the group is required to reflect the cost of share-based payments in the income statement. The provisions of IFRS2 have been applied to share options and the charge to the income statement in respect of equity settled share based payments is as follows:

	2015 £	2014 £
Group	16,541	56,725

Equivalent credits have been released to reserves.

Messaging International plc
(the "Company")
(Incorporated in England and Wales with registered number 5204176)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Arram Berlyn Gardner, 30 City Road, London EC1Y 2AB on 29 July 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1, 2, 3, and 4 will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions:

ORDINARY RESOLUTION

1. That the report of the directors and auditors, and the audited accounts of the Company, for the year ended 31 December 2015 be received and considered.

2. To re-elect Horatio Furman as a director of the Company, who retires in accordance with the Company's Articles of Association.

3. That Jeffreys Henry LLP be re-appointed as auditors of the Company until the conclusion of the next annual general meeting of the Company and that the directors of the Company be authorised to fix their remuneration.

4. That:
   Pursuant to the provisions of Section 551 of the Companies Act 2006 ("the Act") the directors be and they are hereby generally and unconditionally authorised:

   (a) to exercise all powers of the Company to allot equity securities (as defined in Section 560(1) of the Act) in connection with a rights issue in favour of or other offer to shareholders and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all the shareholders and such other persons are proportionate (as nearly as may be) to the number of ordinary shares held by them (or, as appropriate, to the number of ordinary shares which such other persons are for such purposes deemed to hold) (but subject to such exclusions and other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements and any legal or practical difficulties under the laws of any overseas territory or the requirements of any regulatory body or stock exchange);

   (b) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribers for or convert any security into shares of the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being ("relevant securities") pursuant to the terms of (i) a warrant instrument of the Company dated 17 June 2012 and (ii) a warrant instrument of the Company dated 25 January 2015 up to a maximum of nominal amount of £41,985.

   (c) to exercise all powers of the Company to allot relevant securities pursuant to options granted by the Company up to a maximum nominal amount of £162,263; and

   (d) to exercise all of the powers of the Company to allot relevant securities (otherwise than pursuant to sub-paragraphs (a), (b) and (c) above) up to an aggregate nominal amount of £580,000,

provided that this authority, unless it is (prior to its expiry) duly revoked or varied or is renewed, shall expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and, in that event, the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired and such authority shall be in substitution for any authorities conferred upon the directors in accordance with the said section prior to the passing of this resolution, which authorities (to the extent they remain in force and unexercised) are hereby revoked.

SPECIAL RESOLUTION

5. That subject to the passing of resolution 4, the directors be and they are hereby given power in accordance with Section 570 of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the general authority given to them by resolution 5, as if Section 561(1) of the Act did not apply to the allotment, provided that this power is limited to:

   (a) the allotment of equity securities in connection with a rights issue in favour of or other offer to shareholders and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all the shareholders and such other persons are proportionate (as nearly as may be) to the number of ordinary shares held by them (or, as appropriate, to the number of ordinary shares which such other persons are for such purposes deemed to hold) (but subject to such exclusions and other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements and any legal or practical difficulties under the laws of any overseas territory or the requirements of any regulatory body or stock exchange);

   (b) the allotment of equity securities pursuant to the terms of (i) a warrant instrument of the Company dated 17 June 2012 and (ii) a warrant instrument of the Company dated 25 January 2015 up to a nominal amount of £41,985;

   (c) the allotment of equity securities pursuant to options granted by the Company up to a maximum nominal amount of £162,263; and

   (d) the allotment (otherwise than pursuant to sub-paragraphs (a), (b) and (c) above) of equity securities up to an aggregate nominal amount of £580,000,

   provided that this authority, unless it is (prior to its expiry) duly revoked or varied or is renewed, shall expire on the date of the next annual general meeting of the Company save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and, in that event, the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired and such authority shall be in substitution for any authorities conferred upon the directors in accordance with the said section prior to the passing of this resolution, which authorities (to the extent they remain in force and unexercised) are hereby revoked.

6. That the Company be authorised generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of up to 20,000,000 ordinary shares of 0.5 pence each in the capital of the Company (being approximately 17.3% of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

   (a) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (1) 5% above the average market value for the five business days before the date on which the contract for the purchase is made, and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange or less than 0.5 pence per share;
   (b) the authority conferred by this resolution shall expire at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

Registered office:
30 City Road
London
EC1Y 2AB

By order of the Board
I Fishman FCA
Company Secretary

Dated:27 June 2016

General notes

(1) Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.

(2) To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours before the time of holding of the meeting. In calculating the period the 48 hours as referred to above no account shall be taken of any part of a day that is not a working day.

(3) The return of a completed proxy form, other such instrument will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

(4) Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

(5) The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

(6) Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company on the register 48 hours prior to the time of the Annual General Meeting (or, in the event of any adjournment, two days before the time of the adjourned meeting) shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting

(7) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

Messaging International plc

(the "**Company**")

(incorporated and registered in England and Wales under No. 5204176)

Proxy for use at the Annual General Meeting of the Company taking place at 10.00 a.m. on 29 July 2016 at Arram Berlyn Gardner 30 City Road London EC1Y 2AB

I/We ………………………………………………………… Multiple Proxy…….Shares…..
(please use block letters) (see note 4)
of……
……………………………………………………………………………………………………..
being (a) member(s) of the Company, hereby appoint the Chairman of the annual general meeting or ……………………………………………………………………………………………… (see note 3)
as my/our proxy to attend, speak and vote for me/us and on my behalf at the annual general meeting to be held at 10.00 a.m. on 29 July 2016 at Arram Berlyn Gardner, 30 City Road, London EC1Y 2AB, UK and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

ORDINARY RESOLUTIONS		FOR	AGAINST	VOTE WITHHELD
1	To receive the report of the directors and auditors, and the audited accounts for the year ended 31 December 2015.			
2	To re-elect H Furman as a director.			
3	To appoint Jeffreys Henry LLP as auditors.			
4	To authorise the directors for the purpose of and pursuant to section 551 of the Act to allot shares in the Company, and grant rights to subscribers for or convert any security into shares of the Company, in connection with the issue of options and generally.			
SPECIAL RESOLUTIONS		**FOR**	**AGAINST**	**VOTE WITHHELD**
5	To dis-apply statutory pre-emption rights in connection with a rights issue, the issue of options and warrants and generally.			
6	To generally and unconditionally authorise the Company to make market purchases of up to 20,000,000 ordinary shares.			

Signature ………………………. (see note 7) Dated this ……. day of ……………..2016

Joint holders (if any) (see note 8)

Name ………………………………………. Name …………………………………………

Name ………………………………………. Name …………………………………………

NOTES

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. If you wish to appoint some other person as your proxy please insert his/her name and address, initial and strike out the words "the Chairman of the Meeting". A proxy need not be a member of the Company. Appointing a proxy will not preclude you from personally attending and voting at the meeting (in substitution for your proxy vote) if you subsequently decide to do so.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the registrar on 01252 821390 or you may photocopy this form. Please indicate next to the word "Shares" next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate, by marking the space next to the words Multiple Proxy" with an "X", if the proxy instruction is one of multiple instructions being given. All of the forms must be signed and should be returned together in the same envelope to the address shown on the reverse of the form.
4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
5. To be valid this Form of Proxy and any power of attorney or other authority under which it is executed (or a duly notarised copy thereof) must be lodged with the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR not less than 48 hours before the time appointed for the meeting, or adjourned meeting at which it is to be used. In calculating the period the 48 hours as referred to above no account shall be taken of any part of a day that is not a working day.
6. This Form of Proxy must, in the case of an individual, be signed by the appointer or his/her attorney or, in the case of a corporation, be given under its common seal or signed on its behalf by an attorney or a duly authorised.
7. In the case of joint holders of a share the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the 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 share.
8. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
9. Any alteration in this Form of Proxy must be initialled by the person in whose hand it is signed or executed.

PLEASE SEND YOUR REPLY TO:

Share Registrars Limited
The Courtyard
17 West Street
Farnham
Surrey
GU9 7DR