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**TISE**  
The International Stock Exchange

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**UNAUDITED  
INTERIM  
FINANCIAL  
REPORT**

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**FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2022**

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Dublin. Guernsey. Isle of Man. Jersey. London.

[tisegroup.com](https://tisegroup.com)

## Our H1 2022

Building on the progress of previous years, we have delivered a solid performance in H1 2022 despite the macro-economic headwinds.

Investment in our systems, infrastructure and people is core to executing our strategy of diversifying and scaling up the business to sustain future growth.

### Our financial performance

↑2.5%  
**£4.9** million  
Turnover

↓14.5%  
**£2.0** million  
Profit after tax

↓16.6%  
**42.0%**  
Net profit margin

↓14.5%  
**72.5** pence  
Basic EPS

## Our Exchange

Built on a culture of responsiveness and innovation, we are a leading European stock exchange for listing international bond issuances.

Issuers from around the world and a variety of industries choose to list and trade securities on TISE.

### Our credentials

↑11.2%  
**3,815** securities  
Official List

↑26.2%  
**£623** billion  
Total market value

↓3.9%  
**487** securities  
New listings

↑13.1%  
**2,197**  
Issuers

## Responsive. Innovative.

We are a leading European stock exchange providing international capital markets participants with a high-quality product and service offering for the listing and trading of securities.

### Bonds



One of Europe's leading stock exchanges for international bond listings via our uniquely positioned Qualified Investor Bond Market (QIBM)

### Equities



A regulated stock exchange home to a range of innovative equity listings across trading companies and investment vehicles, including UK REITs

### Sustainable



Europe's most comprehensive sustainable market segment, enabling the flow of capital into environmental, social or sustainable activities

### Trading



Our bespoke auction-based trading system, NOVA, combines choice and transparency to facilitate concentrated liquidity events

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# Chair's Statement

## Chair's Statement

Following a record 2021 and a strong start to this year, inevitably macro-economic conditions have impaired listing volumes on TISE across the first half of 2022. We have successfully mitigated against the worst effects of the downturn with continued net growth in the size and value of our market. Whilst delivering record turnover for the first six months of the year, profit and basic earnings per share were impacted by an increase in expenditure to support planned investment into our core technology platform. Alongside this, we have continued to invest and execute on the other elements of our strategy to diversify and scale-up our business.

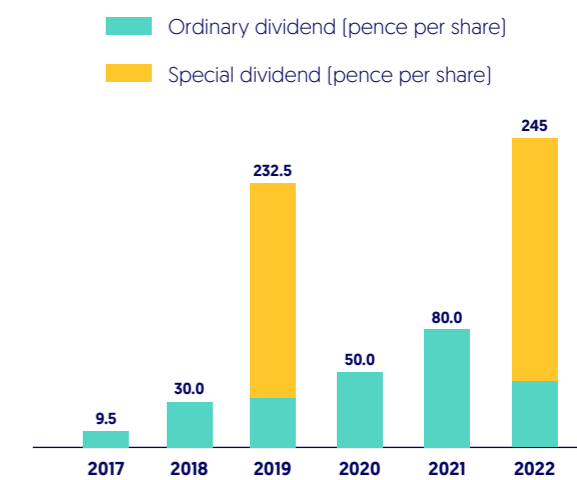
### Listings and profits

A record first quarter for new listings on TISE was followed by significantly subdued listing volumes during the second quarter. Across the period, new listings were marginally lower compared to a year previously and the total number of listings on the Official List continues to increase.

Fees generated from the new listings, together with annual fees from across the market, contributed to an increase in turnover to a record £4.9 million at 30 June 2022 [30 June 2021: £4.8 million]. Profit after taxation decreased to £2.0 million at 30 June 2022 [30 June 2021: £2.4 million] and basic earnings per share decreased to 72.5p [30 June 2021: 84.8p] as we increased investment in our systems and infrastructure to support the introduction of operational efficiencies and provide capacity to scale up the business in the future.

### Financial position

The Group remains highly cash generative, with a strong and highly liquid balance sheet. During the first quarter of the year the Board declared an ordinary dividend of 45p per share (paid April 2022) and a special dividend of £2.00 per share (paid June 2022). This represents a return of over £6.9 million to shareholders during the first six months of the year.



The Dividend Policy is to pay total annual dividends in the order of 50% of the Group's profit after tax in respect of the relevant financial year. The Group had net assets of £6.6 million at 30 June 2022 [31 December 2021: £11.4 million], with capital retained to support the Group's operations, including meeting all regulatory obligations, and executing the strategy to diversify and scale up the business.

Trading in the Company's shares remains infrequent. With the assistance of Investec Bank plc as Financial Adviser, we continue to focus on our Investor Relations activities and communications with the aim of increasing the Group's visibility and improving the liquidity of the Company's shares. Looking ahead, we expect to see increased uptake of our auction trading system, NOVA, which we launched earlier this year to provide our equity issuers with a transparent book build and pricing mechanism.

## Chair's Statement

### Strategy

We anticipate that the current macro-economic conditions will remain unfavourable in the short term. We believe we have a plan in place to mitigate against the worst effects of the downturn in the debt capital markets and enable us to capitalise on the opportunities which will emerge with the return of more buoyant markets. The prospective launch of a private market offering represents another exciting element of our programme to diversify our business and revenue base. The management team has made good progress on delivering the strategy and I am confident that the business is well positioned to sustain future growth.

I assumed the role of Interim Chair in May as we began our search for a permanent successor to Charlie Geffen. The Nominations Committee engaged a specialist consultancy firm to assist us with the search and we met with a number of prospective candidates. Having joined the Board a little over five years ago, I was invited to undertake the Chair role on a permanent basis and was pleased to accept. The Committee will shortly be commencing a search for an independent non-executive director to provide succession for the Board.

I have every confidence that the Group is well positioned for the future and would like to thank Cees and my other fellow Board members for their contribution to the progress we have made to date. We are also grateful to our shareholders for their ongoing support, and I remain available to any shareholders wishing to discuss matters further either now or in the future.



**Anderson Whamond**  
Chair

5 September 2022



## CEO's Statement

## CEO's Statement

With a strong start to the year for new listings curtailed by adverse macro-economic conditions, it is pleasing to have increased the depth and breadth of the market while delivering record turnover for the first half of the year.

During this period there has been the much-anticipated pullback from the historic bull market run as geopolitical instability, global supply chain issues, persistent inflation and rising interest rates have combined to provide unfavourable conditions within the debt capital markets. We have continued to focus on the efficient and secure listing of bonds being offered to institutional and professional investors. We have maintained our market leader position in specific segments of the international bond markets, such as high yield bonds. At the same time, we are diversifying our revenue streams, for example, attracting more securitisations business, and expanding our geographical reach to scale up our listing business in the UK, Europe and internationally.

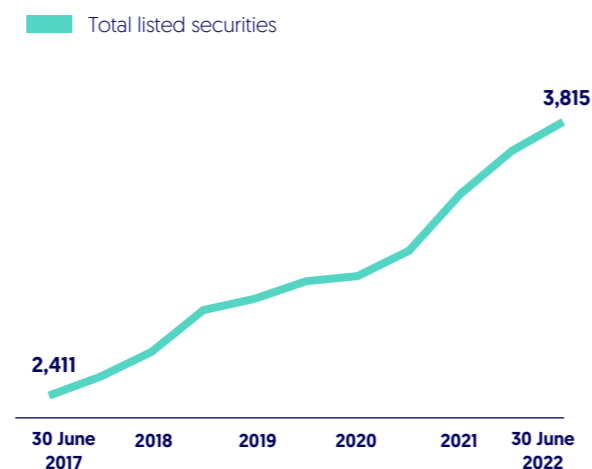
We continue to invest in the business to support the successful execution of this strategy to grow our core bond listing proposition while also delivering on the opportunities to expand our product offering across the exchange value chain through a private market offering for equity and fund structures. This is an exciting development which we look forward to launching later this year and which offers the potential to further diversify our business and revenue base.



### Markets and products

The first half of this year comprised two very different quarters in terms of new listing volumes on TISE. Following a record 2021 and a record first quarter in 2022, a significant shift in macro-economic conditions subdued new listings during the second quarter. Ultimately, there were 487 securities listed on TISE during H1 2022, which represented a 3.9% decrease year on year [H1 2021: 507].

Like our competitors' debt markets, we have not been immune from the effects of the more unfavourable conditions, but the refinement of our core bond market proposition successfully mitigated against the worst of the downturn and facilitated further growth in the size of our market. There was a 11.2% rise year on year in the total number of securities on TISE's Official List, which reached 3,815 at 30 June 2022 [30 June 2021: 3,431], representing a total market value of more than £600 billion.



## CEO's Statement

### Bonds

It was just over a year ago that we enhanced our international bond listing offering through the introduction of our Qualified Investor Bond Market (QIBM). Launched at the start of August 2021, there were more than 1,000 newly listed bonds on QIBM in its first year. Most recently, the QIBM proposition has been further enhanced through a detailed revision of its post-listing continuing obligations in response to feedback from our Member firms and the wider advisory community.

Across QIBM in H1 2022, there were a total of 1,104 new issuances listed, comprising 477 entirely new security classes, as well as an additional 627 further issues to existing listings. These listings included investment grade corporate bonds, high yield bonds, private equity debt securities, securitisations, sovereign bonds, convertible bonds and profit participating notes. The volumes are marginally lower than the same period during what was a record 2021 and on a par with last year when excluding the impact of high yield bonds.

There were 39 high yield bonds newly listed on TISE during H1 2022, which was a 33% decrease year on year [H1 2021: 58]. Despite this decrease in new business, TISE remains the leading European venue for listing high yield bonds and the slowdown is a function of high yield market being particularly impacted by the wider economic backdrop. Lenders have shown significant risk aversion and issuers have paused issuances as rates and yields made borrowing more expensive. There is a relatively healthy pipeline in institutional loans and high-yield bonds earmarked for M&A and LBO transactions which should precipitate listings in the future.

At the same time, there were 268 private equity debt securities newly listed on TISE during H1 2022, which was a 7.6% increase year on year [H1 2021: 249]. The private equity sector remains very strong with a significant amount of capital to be deployed and TISE remains the leading venue for the listing of securities related to this transactional activity.

Furthermore, there does not appear to have been any significant impact to date on Quoted Eurobond Exemption (QEE) related listings arising from the UK's introduction of the Qualified Asset Holding Companies (QAHC) regime in April 2022. It remains relatively early days in the life of that legislation, and we will continue to closely monitor any potential change in market practice arising from its implementation.

There have also been more investment grade corporate bonds, sovereign bonds (including another bond from the States of Jersey) and securitisations listed on TISE during the first half of the year compared to the equivalent period last year. There were 55 securitisation bonds newly listed during H1 2022, which was a 10% increase year on year [H1 2021: 50]. Securitisation listings included prominent deals from major international banks backed by a range of asset classes including auto loans, credit card receivables, loans to SMEs, as well as residential and commercial mortgage-backed securities.

### Equities

There have been less than half the number of new listings on our equity market in H1 2022 compared to a year previously. This is partly attributable to the less favourable macroeconomic environment. The reduction in the number of new REIT listings on TISE largely arises from the UK legislative changes introduced in April 2022 which removed the listing requirement for UK REITs owned by institutional investors. This has significantly tempered new REIT listings on TISE of which there were two during H1 2022 compared to 10 in H1 2021. While there have not been significant numbers of delistings to date, we expect our share of the UK REIT market to contract over time.

In H1 2022, we continued to explore opportunities to launch our own offering within the private markets. We have met with a range of market participants and stakeholders to inform the development of our proposed market model. This has included partnering with a selected potential customer to explore beta testing of an initial product concept which we intend to bring to market by the end of the year. Utilising our NOVA trading system and expertise in the regulated market, we are well positioned to provide an efficient and scalable private market facility for private companies and private funds.

## CEO's Statement

### Sustainable finance

We have recently celebrated the first anniversary of becoming a Partner Exchange of the United Nations' Sustainable Stock Exchanges Initiative (UN SSE) and launching our comprehensive sustainable market segment, TISE Sustainable. Since its launch in July 2021, we have admitted sustainable issuers, green bonds, sustainable bonds, sustainability-linked bonds and humanitarian catastrophe bonds to TISE Sustainable. At the end of June, there were more than £13 billion of new listings on TISE supporting environmental, social and sustainable initiatives, which demonstrates the role we can play as a facilitator of global sustainable capital flows.

### Trading

In February 2022, we launched our new bespoke auction trading system, NOVA. The auction platform provides an automated price discovery and transaction model which delivers even greater value to our current equity issuers. We expect to see increased adoption of the NOVA platform by our Trading Members and a rebalancing of activity towards on-market trading. NOVA also provides us with a flexible platform which can be adapted to support new products and services, including our prospective private markets offering.

### Membership

During H1 2022, there has been continued growth and internationalisation of Member firms who facilitate business on the Exchange. Building on the success in this regard during 2021, so far during this year there have been two new Member firms from Ireland and one from Jersey. This means that most of the leading listing agents for Euronext Dublin's GEM market are now Members of TISE and in a position to directly facilitate listings on our market. Our latest new Member from Ireland submitted a new listing application within a week of being admitted as a Listing Agent for TISE.

As well as strengthening TISE's credibility and visibility amongst the advisory community, the geographic expansion in the Membership underpins the delivery of our strategy to diversify and scale up our bond listings in the UK, Europe and internationally. In H1 2022, the UK remained the largest single domicile of issuers with listed securities on TISE, but more than 25% of all issuers listing securities on TISE in the first half of the year were domiciled in the European Union, predominantly Luxembourg, Ireland, and The Netherlands, as well as France, Germany, Italy, and Sweden.

### Operations and client service

Our success in expanding our Membership base has been supported by a simplification of our Membership application and on-boarding process, including a guaranteed three-day decision turnaround for completed Membership applications. Feedback from our first wave of new Listing Agents was resoundingly positive and the prospect of this straightforward process has proved a key driver in our recent Membership applications.

To support the delivery of services to our Members, we have invested in the technology which underpins our online Member services portal, MyTISE. It provides our Members with a secure and efficient tool for the submission of listing applications and ongoing administration of listed issuers and securities. During the first half of the year, we have upgraded MyTISE to broaden its functionality and enhance the efficiency of listing and post-listing administration.

This investment in technology, coupled with the enhancement of our operational processes, helps us maintain the very highest standards of client service across our expanding market. In 2021, these changes enabled us to enhance our proposition for listing both bonds and equities through the introduction of the TISE Guarantee. The "3+1" review timeline is an industry competitive standard which provides certainty to clients, and we have consistently delivered on this during H1 2022. This success and the further refinement of both our rules and processes during this year means that we can now offer a market leading "2+" review timeframe for Collateralised Loan Obligations (CLOs), which can be more time-sensitive than other types of transactions.

## CEO's Statement

Our enhanced market proposition and expanded suite of products and services has been supported by a refresh of the TISE brand and the creation of sub-brands for our range of products. The new branding reflects the professional, responsive and innovative culture for which we are well known. The refreshed brand was launched in January 2022 to coincide with the launch of our new website and together they have formed the foundations for increased marketing and business development activity during the first half of 2022.

Now operating in a post-COVID environment, the team has been extremely active in connecting with key intermediaries and clients both digitally and through physical meetings, especially in London, as well as attending the key events hosted by the two major associations of which we are a member – the International Capital Market Association (ICMA) AGM and Conference in Vienna and the Global ABS conference held by the Association for Financial Markets in Europe (AFME) in Barcelona. Having a presence at such events demonstrates our credibility within the capital markets community and provides us with visibility and exposure among key intermediaries in the debt capital markets.

As well as our marketing and promotional activities, we have made significant investment in our systems and infrastructure. That investment, combined with a general rise in the cost of conducting business and reduced revenue growth resulting from fewer than anticipated new listings, has led to a reduced net profit margin of 40.8% (H1 2021: 50.3%). We continue to closely manage our cost base, with non-essential expenditure deferred during the period in recognition of lower than forecast revenue growth. Expenditure remains focused on executing our strategy to add significant scale in our core markets and service a diversified range of products.

I am pleased with the progress we have made in executing our strategy during H1 2022 despite the challenging macro-economic environment. We have an increasingly diversified and scalable business model which puts us in an excellent position to make the most of the opportunities which will emerge, not least when more buoyant market conditions return.

Many thanks to our Chair, Anderson Whamond, and my other fellow Board members for their support during this period. I would also like to thank our staff for their contribution to our success while also showing both commitment and flexibility in adopting changes which put us in a much stronger position for the future.

I look forward to working with all our stakeholders as we continue to diversify and scale up the business. As always, I welcome the opportunity to discuss our progress in executing this strategy to deliver a business model for sustaining future growth and encourage shareholders to get in touch.



**Cees Vermaas**  
CEO

5 September 2022



# Condensed Consolidated Financial Statements

## Condensed Consolidated Statement of Comprehensive Income

	Notes	Unaudited six month period ended 30 June 2022 £	Unaudited six month period ended 30 June 2021 £
Turnover	5	4,867,584	4,750,771
Administrative expenses		(2,781,086)	(2,267,742)
<b>Operating profit</b>		<b>2,086,498</b>	<b>2,483,029</b>
Interest receivable and similar income			
Interest income from financial assets measured at amortised cost	6	15,341	5,808
Income and net gains/(losses) from financial assets measured at fair value through profit or loss	6	10,084	55
<b>Profit on ordinary activities before taxation</b>		<b>2,111,923</b>	<b>2,488,892</b>
Taxation			
Taxation	7	(67,236)	(97,268)
<b>Profit for the financial period</b>		<b>2,044,687</b>	<b>2,391,624</b>
Other comprehensive income			
		-	-
<b>Total comprehensive income for the financial period</b>		<b>2,044,687</b>	<b>2,391,624</b>
Earnings per share:			
Basic	8	72.5p	84.8p
Diluted	8	71p	84.7p

Profit for the financial period is wholly attributable to the owners of the Company, there being no non-controlling interests.

Profit for the financial period is wholly attributable to continuing operations.

The notes on pages 19 to 31 form an integral part of these condensed consolidated financial statements.



## Condensed Consolidated Statement of Financial Position

	Notes	Unaudited 30 June 2022 £	Audited 31 December 2021 £
<b>Fixed assets</b>			
Intangible assets	9	120,791	130,000
Tangible fixed assets	10	139,975	137,020
		<b>260,766</b>	<b>267,020</b>
<b>Current assets</b>			
Debtors	11	1,057,681	1,383,322
Investments	12	4,428,471	9,549,612
Cash and cash equivalents	13	4,576,866	3,881,143
		<b>10,063,018</b>	<b>14,814,077</b>
<b>Current liabilities</b>			
Creditors: Amounts falling due within one year	14	(3,702,645)	(3,689,756)
<b>Net current assets</b>		<b>6,360,373</b>	<b>11,124,321</b>
<b>Total assets less current liabilities</b>		<b>6,621,139</b>	<b>11,391,341</b>
<b>Non-current liabilities</b>			
Provisions for other liabilities	15	(7,233)	(672)
<b>Net assets</b>		<b>6,613,906</b>	<b>11,390,669</b>
<b>Capital and reserves</b>			
Share capital	16	1,421,581	1,331,581
Share-based payments reserve		139,607	139,607
Retained earnings		5,052,718	9,919,481
<b>Shareholders' equity</b>		<b>6,613,906</b>	<b>11,390,669</b>

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 5 September 2022.

Signed on behalf of the Board of Directors:



**A Whamond**  
Director



**C Vermaas**  
Director

The notes on pages 19 to 31 form an integral part of these condensed consolidated financial statements.

## Condensed Consolidated Statement of Changes in Equity

	Notes	Share capital £	Share-based payments reserve £	Retained earnings £	Shareholders' equity £
<b>At 31 December 2020 (Audited)</b>		<b>1,331,581</b>	<b>139,553</b>	<b>7,426,095</b>	<b>8,897,229</b>
Total comprehensive income for the period 1 Jan 2021 to 30 June 2021		-	-	2,391,625	2,391,625
Equity-settled share based payments		-	54	-	54
Dividends declared and paid	17	-	-	(987,350)	(987,350)
<b>At 30 June 2021 (Unaudited)</b>		<b>1,331,581</b>	<b>139,607</b>	<b>8,830,370</b>	<b>10,301,558</b>
<b>At 31 December 2021 (Audited)</b>		<b>1,331,581</b>	<b>139,607</b>	<b>9,919,481</b>	<b>11,390,669</b>
Total comprehensive income for the period 1 Jan 2022 to 30 June 2022		-	-	2,044,687	2,044,687
Exercise of options	16	90,000	-	-	90,000
Dividends declared and paid	17	-	-	(6,911,450)	(6,911,450)
<b>At 30 June 2022 (Unaudited)</b>		<b>1,421,581</b>	<b>139,607</b>	<b>5,052,718</b>	<b>6,613,906</b>

The notes on pages 19 to 31 form an integral part of these condensed consolidated financial statements.

# Condensed Consolidated Statement of Cash Flows

Notes	Unaudited Six month period ended 30 June 2022 £	Unaudited Six month period ended 30 June 2021 £
<b>Operating activities</b>		
Operating profit	2,086,498	2,483,029
Adjustments for:		
Equity settled share based payments	-	54
Amortisation of intangible assets	9,209	-
Depreciation of tangible assets	35,383	26,738
Decrease in debtors	352,793	201,912
Increase in creditors	39,992	345,331
Provision for other liabilities	6,561	1,092
<b>Cash generated</b>	<b>2,530,436</b>	<b>3,058,156</b>
Income taxes paid	(122,976)	(81,920)
<b>Net cash from operating activities</b>	<b>2,407,460</b>	<b>2,976,236</b>
<b>Investing activities</b>		
Payments to purchase intangible assets	-	(80,000)
Payments to purchase tangible fixed assets	(38,338)	(31,363)
Placements of fixed term deposits/notice accounts	(9,392)	(1,008,449)
Proceeds from disposal of short term deposits/notice accounts	1,008,434	-
Purchases of liquidity funds	-	(1,000,000)
Proceeds from disposals of liquidity funds	4,122,100	500,000
Interest received	26,909	5,863
<b>Net cash inflow/(outflow) from investing activities</b>	<b>5,109,713</b>	<b>(1,613,949)</b>
<b>Financing activities</b>		
Issue of Ordinary shares	16	90,000
Dividends paid	17	(6,911,450)
<b>Net cash outflow from financing activities</b>	<b>(6,821,450)</b>	<b>(987,350)</b>
<b>Increase in cash and cash equivalents</b>	<b>695,723</b>	<b>374,937</b>
Cash and cash equivalents at start of the financial period	3,881,143	3,709,081
<b>Cash and cash equivalents at end of the financial period</b>	<b>13</b>	<b>4,084,018</b>

Cash and cash equivalents together with investments (note 12) totalled £9,005,337 as at 30 June 2022 (£12,631,641 as at 30 June 2021). The notes on pages 19 to 31 form an integral part of these condensed consolidated financial statements.

# Notes to the Condensed Consolidated Financial Statements

## 1. General information

The International Stock Exchange Group Limited (the Company or TISEG) is a company with limited liability incorporated in Guernsey. The registered address of the Company is Helvetia Court, Block B, 3rd Floor, Les Echelons, St Peter Port, Guernsey, GY1 IAR.

The Ordinary shares of the Company are listed on The International Stock Exchange (the Exchange), which is operated by the Company's wholly owned subsidiary, The International Stock Exchange Authority Limited (the Subsidiary or Authority).

## 2. Statement of compliance

These condensed consolidated financial statements have been prepared in accordance with Financial Reporting Standard 104 "Interim Financial Reporting" (FRS 104) and with the Listing Rules of the Exchange.

## 3. Basis of Preparation and Significant Accounting Policies

These condensed consolidated financial statements for the six month period ended 30 June 2022 should be read in conjunction with the annual report and consolidated financial statements for the year ended 31 December 2021, which were prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102).

The condensed consolidated financial statements for the six month period ended 30 June 2022 are unaudited and incorporate unaudited comparative figures for the six month period ended 30 June 2021 and the audited comparative figures as at 31 December 2021.

The condensed consolidated financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets measured at fair value.

Based on current trading and the present financial resources of the Group, the Directors believe the Group has the ability to continue as a going concern and have therefore prepared the consolidated financial statements on this basis.

The accounting policies, presentation and methods of computation used in the condensed consolidated financial statements are consistent with those followed in the preparation of the consolidated financial statements for the year ended 31 December 2021.

During the comparative period to 30 June 2021, the Company entered into a contract to develop a trading system for commercial use by the Group. The Company has recognised the associated costs of developing the trading system as an intangible asset in the reporting period upon review of the recognition criteria set out in FRS102. Note 9 provides additional disclosure.

The preparation of the condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts for assets and liabilities, income and expense. However, the nature of estimation means that actual outcomes could differ from those estimates.

## 4. Seasonality

The impact of seasonality or cyclicity on operations is not regarded as significant to the condensed consolidated financial statements.

# Notes to the Condensed Consolidated Financial Statements

## 5. Operating segment information

The business of the Group continues to consist of a single reportable operating segment. The sole business of the Group is the operation on an investment exchange.

Entity wide disclosure	Six month period ended 30 June 2022	Six month period ended 30 June 2021
	£	£
<b>Revenue from external customers</b>		
<b>Membership fees</b>		
Annual fees	71,654	110,892
	<b>71,654</b>	<b>110,892</b>
<b>Listing fees</b>		
Initial fees	1,423,936	1,828,050
Annual fees	2,765,982	2,247,170
	<b>4,189,918</b>	<b>4,075,220</b>
Other Listing related fees	590,247	543,193
Other income	15,765	21,466
	<b>4,867,584</b>	<b>4,750,771</b>
<b>Geographical analysis</b>		
	Six month period ended 30 June 2022	Six month period ended 30 June 2021
	£	£
<b>Membership Fees - Initial and Annual Revenue from Members by domicile</b>		
Guernsey	40,500	56,077
Isle of Man	6,231	9,346
Jersey	24,923	45,469
	<b>71,654</b>	<b>110,892</b>

# Notes to the Condensed Consolidated Financial Statements

## 5. Operating segment information (continued)

Geographical analysis	Six month period ended 30 June 2022	Six month period ended 30 June 2021
	£	£
<b>Listing Fees - Initial and Annual Revenue from Issuers by domicile</b>		
Guernsey	145,700	180,275
Ireland	374,198	323,300
Isle of Man	69,720	54,700
Jersey	387,148	369,850
UK	2,436,526	2,473,507
Other	776,626	673,588
	<b>4,189,918</b>	<b>4,075,220</b>
<b>Geographical analysis</b>		
	Six month period ended 30 June 2022	Six month period ended 30 June 2021
	£	£
<b>Total Turnover</b>		
Guernsey	205,200	259,877
Ireland	402,148	345,850
Isle of Man	100,952	72,196
Jersey	481,671	456,569
UK	2,752,326	2,777,182
Other	925,287	839,097
	<b>4,867,584</b>	<b>4,750,771</b>
<b>Geographical analysis</b>		
	30 June 2022	31 December 2021
	£	£
<b>Non-Current Assets Tangible Assets by location</b>		
Guernsey	139,797	136,460
Isle of Man	-	355
Jersey	178	205
	<b>139,975</b>	<b>137,020</b>

# Notes to the Condensed Consolidated Financial Statements

## 6. Interest receivable and similar income

	Six month period ended 30 June 2022 £	Six month period ended 30 June 2021 £
<b>Interest from financial assets measured at amortised cost:</b>		
Cash and cash equivalents	25	16
Term deposits and notice accounts with term or notice of more than three months'	15,316	5,792
<b>Total interest from financial assets measured at amortised cost</b>	<b>15,341</b>	<b>5,808</b>
<b>Income and net gains/(losses) from financial assets measured at fair value through profit or loss:</b>		
Dividends from liquidity funds	10,084	55
<b>Total income and net gains/(losses) from financial assets measured at fair value through profit or loss</b>	<b>10,084</b>	<b>55</b>
<b>Total interest receivable and similar income</b>	<b>25,425</b>	<b>5,863</b>

# Notes to the Condensed Consolidated Financial Statements

## 7. Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The Company and the Subsidiary are tax resident in Guernsey. Profits of the Subsidiary in respect of income from the regulated activity of operating an investment exchange under the Protection of Investors (Bailiwick of Guernsey) Law, 2020 are taxable at the company intermediate rate of 10%. Other income is subject to taxation in Guernsey at the company standard rate of 0%.

The Jersey branch of the Company is subject to taxation in Jersey at the standard corporate rate of 0%. On 21 April 2022, the Company surrendered its registration in the Isle of Man under the Foreign Companies Act 2014. The Isle of Man branch of the Company was previously subject to the Manx standard rate of 0%.

The difference between the total tax charge for the period and the amount calculated by applying the standard rate to the profit before tax is as follows:

	Six month period ended 30 June 2022 £	Six month period ended 30 June 2021 £
Profit on ordinary activities before taxation	2,111,923	2,488,892
Profit taxable at the standard rate of income tax of 0%	1,439,567	1,516,212
Profit taxable at the company intermediate rate of 10%	672,356	972,680
Profit on ordinary activities multiplied by the company standard rate of income tax in Guernsey of 0% (2021: 0%)	-	-
Effects of: Profits taxable at 10% in Guernsey	67,236	97,268
<b>Total tax charge for the period</b>	<b>67,236</b>	<b>97,268</b>

## 8. Earnings per share

Basic earnings per share is calculated by dividing profit for the financial period by the weighted average number of the Company's Ordinary shares outstanding during the period.

Diluted earnings per share makes allowance for dilutive share options in issue during part or for all of the period. In calculating diluted earnings per share, the exercise of dilutive options is assumed to take place at the beginning of the period, or the later date of issue, and the assumed proceeds from exercise are regarded as used to repurchase shares at the average market price during the period.

Where the exercise price is less than the average market price during the period, difference between the number of shares assumed issued and the number of shares assumed repurchased are treated as in issue for no consideration.

Such shares deemed in issue for no consideration are weighted for the period they are outstanding. These weighted shares are then added to the weighted average number of shares arrived at for the basic earnings per share calculation.

# Notes to the Condensed Consolidated Financial Statements

## 8. Earnings per share (continued)

Details of the earnings per share calculations are as follows:

	Six month period ended 30 June 2022	Six month period ended 30 June 2021
	£	£
<b>Basic</b>		
Basic weighted average of shares outstanding	2,821,166	2,821,000
Net profit attributable to Ordinary shareholders	2,044,687	2,391,624
<b>Basic earnings per share</b>	<b>72.5p</b>	<b>84.8p</b>
<b>Diluted</b>		
Potential Ordinary shares outstanding during the period:		
Dilutive share options in issue at the start of the period	125,000	-
Non-dilutive share options in issue at the start of the period	125,000	200,000
Dilutive share options issued during the period	-	-
Dilutive share options in issue at the end of the period	240,000	100,000
Non-dilutive share options in issue at the end of the period	-	150,000
Potential proceeds from dilutive share options	2,616,250	906,250
Average market share price for the period	1429p	934p
Shares deemed repurchased	183,061	97,073
Shares deemed issued for no consideration	56,939	2,927
Weighted number of shares deemed issued for no consideration	56,939	1,973
Diluted weighted average shares outstanding	2,878,105	2,822,973
Net profit attributable to Ordinary shareholders	2,044,687	2,391,624
<b>Diluted earnings per share</b>	<b>71p</b>	<b>84.7p</b>

# Notes to the Condensed Consolidated Financial Statements

## 9. Intangible assets

Intangible Assets

	£
<b>Cost:</b>	
<b>At 1 January 2021</b>	<b>-</b>
Additions	130,000
<b>At 31 December 2021</b>	<b>130,000</b>
Additions	-
<b>At 30 June 2022</b>	<b>130,000</b>
<b>Amortisation:</b>	
<b>At 1 January 2021</b>	<b>-</b>
Charge for the year ended 31 December 2021	-
<b>At 31 December 2021</b>	<b>-</b>
Charge for the period ended 30 June 2022	9,209
<b>At 30 June 2022</b>	<b>9,209</b>
<b>Carrying amount:</b>	
At 31 December 2021	130,000
<b>At 30 June 2022</b>	<b>120,791</b>

On 13th May 2021 the Company entered into an agreement with Avenir Technology Limited to supply a trading system for commercial use by the Group. The NOVA trading system went live in February 2022 and the cost is being amortised for 7 years from the date in use.

## Notes to the Condensed Consolidated Financial Statements

### 10. Tangible fixed assets

	Office premises improvements	Furniture, fixtures and fittings	Computer equipment and software	Total
	£	£	£	£
<b>Cost:</b>				
<b>At 1 January 2021</b>	<b>81,334</b>	<b>24,408</b>	<b>83,095</b>	<b>188,837</b>
Additions	49,265	57,991	46,265	153,521
Written down	(81,334)	(4,167)	(9,080)	(94,581)
<b>At 31 December 2021</b>	<b>49,265</b>	<b>78,232</b>	<b>120,280</b>	<b>247,777</b>
Additions	13,433	1,815	23,090	38,338
Written down	-	(1,650)	(36,411)	(38,061)
<b>At 30 June 2022</b>	<b>62,698</b>	<b>78,397</b>	<b>106,959</b>	<b>248,054</b>
<b>Depreciation:</b>				
<b>At 1 January 2021</b>	<b>64,075</b>	<b>11,483</b>	<b>45,955</b>	<b>121,513</b>
Charge for the year ended 31 December 2021	17,655	26,077	40,093	83,825
Written down	(81,334)	(4,167)	(9,080)	(94,581)
<b>At 31 December 2021</b>	<b>396</b>	<b>33,393</b>	<b>76,968</b>	<b>110,757</b>
Charge for the period ended 30 June 2022	4,778	12,959	17,646	35,383
Written down	-	(1,650)	(36,411)	(38,061)
<b>At 30 June 2022</b>	<b>5,174</b>	<b>44,702</b>	<b>58,203</b>	<b>108,079</b>
<b>Carrying amount:</b>				
<b>At 31 December 2021</b>	<b>48,869</b>	<b>44,839</b>	<b>43,312</b>	<b>137,020</b>
<b>At 30 June 2022</b>	<b>57,524</b>	<b>33,695</b>	<b>48,756</b>	<b>139,975</b>

## Notes to the Condensed Consolidated Financial Statements

### 11. Debtors

	30 June 2022 £	31 December 2021 £
Trade debtors	760,181	1,164,071
Corporate taxation	28,636	-
Other debtors	7,314	5,365
Prepayments	256,363	210,183
Accrued income	5,187	3,703
	<b>1,057,681</b>	<b>1,383,322</b>

Trade debtors include no amounts falling due after more than one year.

### 12. Investments

	30 June 2022 £	31 December 2021 £
<b>Investments at fair value through profit or loss:</b>		
Liquidity funds	1,452,292	5,574,392
<b>Investments at amortised cost:</b>		
Short-term deposits/notice accounts with maturity at date of acquisition of over 90 days and no more than 365 days	2,976,179	3,975,220
	<b>4,428,471</b>	<b>9,549,612</b>

A special dividend of £5.6m was paid in June 2022 resulting in the decrease in investments and cash equivalents.

## Notes to the Condensed Consolidated Financial Statements

### 13. Cash and cash equivalents

	30 June 2022 £	31 December 2021 £	30 June 2021 £
Cash and cash equivalents comprise the following:			
Cash at bank and in hand	3,097,048	1,652,841	1,856,249
Cash equivalents	1,479,818	2,228,302	2,227,769
	<b>4,576,866</b>	<b>3,881,143</b>	<b>4,084,018</b>

A special dividend of £5.6m was paid in June 2022 resulting in the decrease in investments and cash equivalents.

### 14. Creditors: Amounts falling due within one year

	30 June 2022 £	31 December 2021 £
Deferred income	3,184,134	3,114,416
Payments on account from issuers	109,128	92,310
Trade creditors and accruals	172,049	297,513
Corporate taxation	-	27,104
Other creditors	237,334	158,413
	<b>3,702,645</b>	<b>3,689,756</b>

### 15. Provisions for other liabilities

	£
<b>Dilapidations provision</b>	
<b>At 31 December 2020</b>	<b>11,844</b>
Addition to provision	1,092
<b>At 30 June 2021</b>	<b>12,936</b>
<b>At 31 December 2021</b>	<b>672</b>
Addition to provision	6,561
<b>At 30 June 2022</b>	<b>7,233</b>

On 8 June 2015, the Company entered into a 15 year lease in respect of office premises at Helvetia Court, South Esplanade, St. Peter Port, Guernsey. The lease allows for early termination after 13 years.

The dilapidations provision relates to the obligation to make good at the end of the lease the fitting out (last undertaken in 2021) of the leased offices at Helvetia Court, South Esplanade, St Peter Port, Guernsey.

## Notes to the Condensed Consolidated Financial Statements

### 16. Exercise of options

During the period ended 30 June 2022, options over 10,000 Ordinary shares were exercised for a consideration of £90,000.

The total number of Ordinary shares in issue at 30 June 2022 is 2,831,000. (30 June 2021: 2,821,000)

#### Number of options

Exercise price	£9	£9.13	£10	£12	£14	Total
Outstanding as at 31 December 2021	50,000	50,000	25,000	100,000	25,000	250,000
Exercised during the six month period ended 30 June 2022	(10,000)	-	-	-	-	(10,000)
Outstanding as at 30 June 2022	40,000	50,000	25,000	100,000	25,000	240,000

### 17. Dividends paid

	Six month period ended 30 June 2022 £	Six month period ended 30 June 2021 £
Dividends paid	6,911,450	987,350

Dividends declared by the Board are recognised upon payment.

On 24 March 2021 the Board declared a dividend of 35.0p per Ordinary share (£987,350) paid on 26 April 2021.

On 6 September 2021 the Board declared a dividend of 45.0p per Ordinary share (£1,269,450) paid on 11 October 2021.

On 24 March 2022 the Board declared a dividend of 45.0p per Ordinary share (£1,269,450) paid on 25 April 2022.

On 24 March 2022 the Board declared a special dividend of 200.0p per Ordinary share (£5,642,000) paid on 27 June 2022.

# Notes to the Condensed Consolidated Financial Statements

## 18. Financial instruments

	30 June 2022 £	31 December 2021 £
<b>Financial assets at fair value through profit or loss:</b>		
Liquidity funds	1,452,292	5,574,392
<b>Financial assets that are debt instruments measured at amortised cost:</b>		
Trade debtors	760,181	1,164,071
Other debtors	7,314	5,365
Term deposits and notice accounts with term or notice of more than three months	2,976,179	3,975,220
Term deposits and notice accounts with term or notice of three months or less	1,479,818	2,228,302
	<b>5,223,492</b>	<b>7,372,958</b>
<b>Financial liabilities measured at amortised cost:</b>		
Deferred income	3,184,134	3,114,416
Payments on account from issuers	109,128	92,310
Trade creditors and accruals	172,049	297,513
Tax creditors	-	27,104
Other creditors	237,334	158,413
Provisions for other liabilities	7,233	672
	<b>3,709,878</b>	<b>3,690,428</b>

Financial assets held at fair value through profit or loss are valued based on quoted market prices in an active market.

Investments in liquidity funds carried at fair value involve credit risk, liquidity risk, and market risk. Credit risk is limited with exposure spread across a number of funds. A Group approved list of counterparties is maintained and individual counterparty limits set by the Board. The credit rating of each fund is investment grade and the portfolio is subject to oversight by the appointed investment manager. Liquidity risk exposure is in terms of the ability to realise the investments in a timely fashion. There is an active market in the approved funds which are of short term duration. Market risk exposure is in terms of price volatility of the liquidity funds themselves and of the underlying short duration financial instrument held by such funds.

The liquidity funds and underlying short duration financial instruments represent an asset class that does not ordinarily experience extreme price variation.

# Notes to the Condensed Consolidated Financial Statements

## 19. Significant related parties transactions

### Key management personnel

All Directors of the Company, as well as all the Directors of the Subsidiary, are considered to be key management personnel during their term of appointment.

Anderson Whamond was appointed as Interim Chair of the Company with effect from 12 May 2022 replacing Charlie Geffen who stepped down from the role of chair. There were no changes to the Directors of the Subsidiary during the reporting period.

On 8 June 2022, Charlie Geffen, former Chair and Non-Executive Director of the Company sold 12,500 Ordinary shares in the Company.

On 25 May 2022 a Director of the Subsidiary gave notice in relation to the exercise of the share options over 10,000 Ordinary shares in the Company with an exercise price of £9.00 per share. The rules of the Group Employee Share Option Scheme required the notice to be accompanied by payment in full for the shares and for the shares to be issued not less than 30 days after receipt of the notice. The share options were exercised and the shares were issued by the Company on 27 June 2022

There were no other changes to the Directors' interests in the share capital of the Company during the reporting period.

The compensation recognised for the six month period ended 30 June 2022 in respect of all key management personnel during their term of appointment totalled £397,875 (six month period ended 30 June 2021: £451,579).

## 20. Events After the Interim Reporting Period

On 14 July 2022, Gill Morris, Non-Executive Director of the Company, purchased 1,000 Ordinary shares in the Company.

On 28 July 2022 a Director of the Subsidiary gave notice in relation to the exercise of the share options over 10,000 Ordinary shares in the Company with an exercise price of £9.00 per share. The rules of the Group Employee Share Option Scheme required the notice to be accompanied by payment in full for the shares and for the shares to be issued not less than 30 days after receipt of the notice. The share options were exercised and the shares are expected to be issued by the Company on or around 6 September 2022.

On 2 August 2022, the Company entered into a settlement agreement with the landlord of the office premises at Helvetia Court, South Esplanade, St Peter Port, Guernsey. In accordance with the terms of the agreement, the landlord has returned to the Company excess rent paid in the sum of £86,832.

On 5 September 2022, Anderson Whamond was appointed as Chair of the Company.

There were no other events after the reporting period that require adjustment or disclosure in the condensed consolidated financial statements.

## 21. Approval of Condensed Consolidated Financial Statements

The condensed consolidated financial statements were approved by the Board of Directors on 5 September 2022 and authorised to be published on 5 September 2022.



# Supplementary Information (Unaudited)

## Corporate Information

### Directors:

A A Whamond	[Chair]
C S H Geffen	[resigned 12 May 2022]
G E S Coltman	
G Y Morris	
S R Turner	
C Vermaas	[Chief Executive Officer]

### Secretary:

E A C Humphry

### Registered office:

Helvetia Court  
Block B, Third Floor  
Les Echelons  
St Peter Port  
Guernsey  
GY1 1AR

### Registered number:

57524

### Independent auditor:

PricewaterhouseCoopers CI LLP  
Royal Bank Place  
1 Gategny Esplanade  
St Peter Port  
Guernsey  
GY1 4ND

### Financial adviser:

Investec Bank plc  
30 Gresham Street  
London  
EC2V 7QP

### Listing sponsor:

Bedell Channel Islands Ltd  
26 New Street  
St Helier  
Jersey  
JE2 3RA

### Registrar:

JTC Registrars Ltd  
Ground Floor  
Dorey Court  
Admiral Park  
St Peter Port  
Guernsey  
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# UNAUDITED INTERIM FINANCIAL REPORT

FOR THE YEAR ENDED 30 JUNE 2022



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