

Connected systems for connected journeys

Interim Report for the six months ended 30 June 2016

Connected systems for connected journeys

21st Century Technology plc is the specialist provider of tailored solutions to the transport community, solving complex operational requirements both on and off the vehicle.

With over 20 years' experience in the transport industry, 21st Century specialises in providing innovative technology solutions that improve the passenger experience and provide operational benefits to fleet and network operators through 21st Century Fleet Systems and 21st Century Passenger Systems and strives to connect the two in order to create the complete connected journey.

Supporting technology systems on over **10,000** public service vehicles every single day Managing city-wide information estates to keep communities moving Providing **innovative and unique solutions** with an in-house software development team



Highlights

Financial highlights

- Underlying loss before depreciation and amortisation £0.05m (2015: underlying profit £0.03m)*
- Operating loss £0.5m (2015: £0.3m loss)
- Revenue £6.4m (2015: £4.7m) including £2.9m from a full six months from Passenger Systems (2015: £0.8m for two months)
- Gross profit £3.0m (2015: £2.0m) including £1.5m from a full six months from Passenger Systems (2015: £0.4m for two months)
- Cash £1.2m (2015: £1.3m)
- Basic and diluted loss per share 0.51p (2015: 0.38p)

 Underlying (loss)/profit represents (loss)/profit before interest, tax and non-underlying items (which comprise reorganisation costs, acquisition costs and share-based payment charges).

Operational highlights

- Designed remote condition monitoring system for bus applications, helping to secure five-year framework agreement with First Bus
- Successful completion of urgent operational requirement in £0.4m contract from one of London's light rail services to design and supply 130 ruggedised digital video recorders
- Carried out 1,800 vehicle power systems upgrade for large bus fleet customer
- Fleet-wide deployment of IP and cloud-based bus CCTV and Wi-Fi solution
- Developed new eco-friendly E-ink and solar powered solutions for passenger information
- Completed £1m integrated passenger information and ticketing system for new bus stations
- Won first design contract for Abbey Wood, a Crossrail station
- Secured renewals of ISO 9001, ISO 18001 and RISQS approvals

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Chairman and Chief Executive's review

Summary

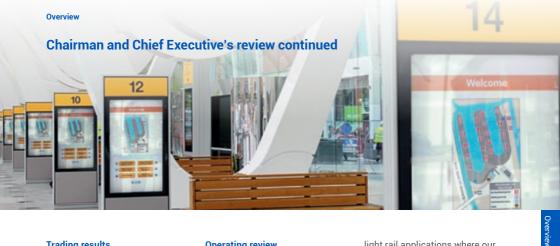
- Revenue for H1 2016 of £6.4m (H1 2015: £4.7m) increased £1.7m mainly due to the inclusion of £2.9m from Passenger Systems for a full six months (H1 2015: £0.8m for two months).
- The Passenger Systems division won its first breakthrough urban security contract with a local authority.
- The Fleet Systems division converted a trial of a ground breaking cloud-based HD CCTV and Wi-Fi solution into a fleet-wide deployment of over 70 buses.

"We are targeting design works packages where we can utilise our skilled team on shorter lead-time projects."

Mark Elliot Non-executive Chairman As previously announced, trading during the beginning of the year was slower than anticipated due to lower volumes of new vehicle orders being placed on the bus manufacturers by our bus operator customers. This led to a programme to strengthen the operational core of the business and remove costs by centralising finance. logistics and service management. The customer focus was also sharpened with the brand unification under the 21st Century banner with RSL renamed 21st Century Passenger Systems and 21st Century Technology Solutions becoming 21st Century Fleet Systems. This single brand approach is already helping with larger projects involving technology and services from both parts of the Group.

However, as the half developed it became clear that the level of new business in the Passenger segment was falling below our expectations and that the broadly acceptable H1 performance was being achieved at the cost of depleting its order book. The shortfall in order intake appears to be a combination of delayed or reduced spending by local authorities and an extended ramp-up period for the sales and marketing functions in Passenger Systems, following the post-acquisition issues previously reported.

The rail element of our Fleet business continued to target CCTV related projects for forward-facing and our now proven in-carriage systems. The invoicing in the half was acceptable but again the order book has now been eroded to a level where H2 success is reliant on winning and delivering one of the major projects from several sizeable opportunities being worked on. To balance this we are targeting design works packages where we can utilise our skilled team on shorter lead-time projects. This approach has upside potential as our installation team would be well placed to bid for the larger delivery element of the package. It was pleasing to secure a recent example of this approach with an award of a communications design contract at one of the Crossrail stations, Abbey Wood.



Trading results

Revenue for H1 2016 of £6.4m (H1 2015: £4.7m) increased £1.7m mainly due to the inclusion of £2.9m from Passenger Systems for a full six months (H1 2015: £0.8m for two months). The increase was eroded by lower revenues in Fleet Systems of £3.5m (H1 2015: £4.0m) due mainly to previously reported delays in new vehicle orders from UK bus operator customers.

Gross profit for H1 2016 of £3.0m (H1 2015: £2.0m) increased £1.0m almost solely due to the inclusion of £1.5m from Passenger Systems for a full six months (H1 2015: £0.4m for two months). Gross profit for H1 in Fleet Systems of £1.5m (H1 2015: £1.6m) was little changed despite the reduced turnover due to a strong margin mix.

The underlying loss before depreciation, amortisation, interest, tax, reorganisation costs, acquisition costs and share-based payments was £52k (2015: £27k profit). The operating result, including £0.2m of share-based payment charge. was a loss of £0.5m (2015: £0.3m) and the basic and diluted loss per share was 0.51p (2015: 0.38p). Cash decreased slightly to £1.2m at 30 June 2016 (2015: £1.3m).

Operating review

Our Fleet Systems business continues to support a range of technologies on some of the largest and most demanding bus fleets in the UK and continental Europe, providing new systems. on-site support and special project services under a variety of commercial models. The renewal of the First Bus contract in August 2016 through to 2021 is testimony to the dedication and hard work of all the team, but also highlights our technical expertise and deep market knowledge. As part of our bid we introduced a compelling remote condition monitoring solution, Journeo, which is an example of the Group becoming a more technically agile customer-centric organisation. The solution has the potential to revolutionise the service model within the transport industry and was a development headed by our new Chief Technical Officer, Dr Andy Houghton.

This adaptive approach has also paid off in other areas. Working closely with a global-scale manufacturer we were able to respond to an urgent operational requirement to upgrade essential surveillance technology in one of London's mission-critical

light rail applications where our technical team designed a new high reliability solution, but retained existing power, physical dimensions and connectivity.

The Fleet Systems division also converted a trial of a ground breaking cloud-based HD CCTV and Wi-Fi solution into a fleet-wide deployment of over 70 buses which is, as we understand it, the first of its type in the UK. However, despite these innovations, overall sales into our UK bus fleet customers in the first half were lower than expected and remedial action was taken to reduce costs whilst maintaining high levels of customer service and support.

The Passenger Systems division won its first breakthrough urban security contract with a local authority with an upgrade to high-definition camera technology and video management system integration. The business also continues to drive innovation with a number of newly developed solutions designed to deliver long-term cost efficiencies and reduced carbon footprints. Active trials of solar-powered passenger

Chairman and Chief Executive's review continued

Our Fleet Systems business continues to support a range of technologies on some of the largest and most demanding bus fleets in the UK and continental Europe, providing new systems, on-site support and special project services under a variety of commercial models.

Operating review continued

information systems and working examples of E-ink displays are being viewed with encouraging initial feedback from our customer base.

Our smart ticketing solutions have started to gain market traction following the installation of the iPoint in Weston-super-Mare and ticket vending machines in Blackburn and Accrington bus stations, both of which have been positively received. We now have a platform to further develop and display our capabilities to the industry, although sensitivities remain regarding the adoption of our ticketing technology and overall sales were below expectations.

Outlook

There are a number of positive initiatives happening within the Group as we continue to invest in our customers and solutions. However, as previously announced, the Board anticipates that the Group's full year revenue will be lower than last year resulting in a significant loss for the full year ending 31 December 2016.

Performance in the Passenger Systems business is subject to a number of sensitivities, namely the timing of local authority spend and the adoption of ticketing technology, and the order intake across 2016 to date has been well below expectations. The loss mitigation programme announced is underway, removing costs and accelerating the consolidation of operations. The Board considered a number of options with respect to the Passenger Systems business and remains committed to its future with a more focused. lower cost centralised approach.

"The business also continues to drive innovation with a number of newly developed solutions designed to deliver long-term cost efficiencies and reduced carbon footprints."

Russ Singleton Chief Executive



In the Fleet Systems business the award in August of the five-year First Bus contract renewal has allowed more focus on a number of framework agreements, bids

Chairman and Chief Executive's review continued

Outlook continued

and tenders which are currently under negotiation and we are becoming increasingly confident of growth in 2017 and beyond.

The board is currently considering additional financing options to support the business with its working capital requirements and whilst there can be no certainty regarding the raising of further funding, the Board is confident of a successful outcome to this process and will make further announcements as appropriate.

Mark Elliott

Non-executive Chairman 28 September 2016

Russ Singleton

Chief Executive 28 September 2016 There are a number of positive initiatives happening within the Group as we continue to invest in our customers and solutions.

Consolidated statement of comprehensive income for the six months ended 30 June 2016

	Unaudited six months ended 30 June 2016 £'000	Unaudited six months ended 30 June 2015 £'000	Year ended 31 December 2015 £'000
Revenue (notes 4,5)	6,401	4,715	12,232
Cost of sales	(3,375)	(2,688)	(6,766)
Gross profit	3,026	2,027	5,466
Underlying administrative expenses before depreciation and amortisation	(3,078)	(2,000)	(5,157)
Underlying (loss)/profit before depreciation			
and amortisation	(52)	27	309
Depreciation and amortisation	(202)	(80)	(257)
Share-based payments	(175)	(147)	(323)
Acquisition costs	-	(93)	(116)
One-off legal costs	-	-	(43)
Reorganisation costs	(53)	(56)	(56)
Administrative expenses	(3,508)	(2,376)	(5,952)
Operating loss before impairment	(482)	(349)	(486)
Goodwill impairment	-	-	(4,318)
Operating loss	(482)	(349)	(4,804)
Finance income/(expense)	6	(1)	(11)
Loss before taxation from continuing operations	(476)	(350)	(4,815)
Taxation	3	(4)	(10)
Loss for the period being total comprehensive income attributable to owners of parent	(473)	(354)	(4,825)
Loss per share (note 6)			
Basic and diluted	(0.51p)	(0.38p)	(5.17p)

All results derive from continuing operations.

Consolidated statement of changes in equity shareholders' funds for the six months ended 30 June 2016

	Share capital £'000	Share premium £'000	Retained earnings £'000	Total equity shareholders' funds £'000
Balance at 1 January 2015	6,061	8	807	6,876
Loss and total comprehensive income for the period	_	_	(354)	(354)
Share-based payments	_	_	147	147
Balance at 30 June 2015	6,061	8	600	6,669
Balance at 1 January 2015	6,061	8	807	6,876
Loss and total comprehensive income for the year	_	_	(4,825)	(4,825)
Share-based payments	-	_	323	323
Balance at 31 December 2015	6,061	8	(3,695)	2,374
Loss and total comprehensive income for the period	_	_	(473)	(473)
Share-based payments	-	_	175	175
Balance at 30 June 2016	6,061	8	(3,993)	2,076

Overview

Consolidated statement of financial position at 30 June 2016

	Unaudited 30 June 2016 £'000	Unaudited 30 June 2015 £'000	31 December 2015 £'000
Assets			
Non-current assets			
Goodwill (note 7)	1,345	5,833	1,345
Other intangible assets	854	835	913
Property, plant and equipment	189	349	216
Deferred tax asset	-	73	_
Trade and other receivables	81	_	83
	2,469	7,090	2,557
Current assets			
Inventories	1,059	1,027	1,082
Trade and other receivables	4,436	4,131	4,423
Current tax asset	-	22	74
Cash and cash equivalents	1,158	1,315	1,010
	6,653	6,495	6,589
Total assets	9,122	13,585	9,146
Liabilities			
Current liabilities			
Trade and other payables	(3,064)	(2,689)	(2,649)
Tax liabilities	(299)	(686)	(397)
Loans and borrowings	(57)	(293)	(109)
Deferred revenue	(1,661)	(1,458)	(1,706)
Deferred tax liability	-	(13)	-
Provisions	(454)	(403)	(366)
	(5,535)	(5,542)	(5,227)
Net current assets	1,118	953	1,362
Non-current liabilities			
Loans and borrowings	(7)	(103)	(49)
Deferred revenue	(772)	(496)	(561)
Deferred tax liability	(50)	(52)	(57)
Provisions	(682)	(723)	(878)
Total liabilities	(7,046)	(6,916)	(6,772)
Net assets	2,076	6,669	2,374
Shareholders' equity			
Share capital	6,061	6,061	6,061
Share premium account	8	8	8
Retained earnings	(3,993)	600	(3,695)
Total equity shareholders' funds	2,076	6,669	2,374

Overview

Consolidated statement of cash flows

for the six months ended 30 June 2016

	Unaudited six months ended 30 June 2016 £'000	Unaudited six months ended 30 June 2015 £'000	Year ended 31 December 2015 £'000
Net cash from operating activities (note 8)	358	(362)	(498)
Cash flows from investing activities			
Acquisition of subsidiary undertaking			
 Net cash paid to vendors 	-	(1,300)	(1,010)
 Acquisition costs 	-	-	(116)
– Cash in subsidiary undertaking	-	317	317
	-	(983)	(809)
Purchases of property, plant and equipment	(32)	(66)	(116)
Disposal of property, plant and equipment	-	-	16
Purchases of intangible fixed assets	(84)	(26)	(110)
Net cash from investing activities	(116)	(1,075)	(1,019)
Financing activities			
Issue of loan note	-	200	_
Repayment of loans	(94)	(31)	(83)
Net cash from financing activities	(94)	169	(83)
Net increase/(decrease) in cash			
and cash equivalents	148	(1,268)	(1,600)
Cash and cash equivalents at beginning of period	1,010	2,661	2,661
Effect of foreign exchange rate changes	-	(78)	(51)
Cash and cash equivalents at end of period	1,158	1,315	1,010

Notes to the interim financial statements

for the six months ended 30 June 2016

1. Basis of preparation and approval of interim statement

The financial information for the six months ended 30 June 2016 and for the six months ended 30 June 2015 is unaudited.

The interim financial statement for the six months to 30 June 2016 does not include all of the information required for full annual financial statements and should be read in conjunction with the consolidated financial statements for the year ended 31 December 2015.

The financial information has been prepared on the basis of IFRSs that the Directors expect to be applicable as at 31 December 2016.

The accounting policies adopted in the preparation of the interim financial statements are consistent with those set out in the Group's Annual Report and Financial Statements 2015, which were prepared in accordance with IFRSs.

This interim financial statement does not comprise statutory accounts within the meaning of Section 435 of the Companies Act 2006. Statutory accounts for the year ended 31 December 2015 were approved by the Board on 24 May 2016 and delivered to the Registrar of Companies. The report of the auditor on those accounts was unqualified, did not contain an emphasis of matter paragraph and did not contain any statement under Section 498(2) or Section 498(3) of the Companies Act 2006.

AIM-listed companies are not required to comply with IAS 34 'Interim Financial Reporting' and accordingly the Company has not applied this standard in preparing this report.

The interim financial statement was approved by the Board of Directors on 27 September 2016.

2. International Financial Reporting Standards

The Group follows the standards and interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee of the IASB and endorsed by the EU that are relevant to its operations.

3. Going concern

The Group's business activities together with factors likely to affect its future development, performance and position were set out in the Strategic Report and Chairman's Statement of the 2015 Annual Report and the principal risks and uncertainties were set out in the Strategic Report. Since the Annual Report, the Group has already reported that the second half will produce significant losses and that restructuring efforts are underway. The Directors have reviewed the cash flow forecasts for the period up to and including 31 December 2017, including the restructuring programme, which reflects reductions in sales volumes and cost base. In the near term there is an identified need to raise finance to cover liquidity issues. The Directors are confident that finance can be raised.

Based on the above, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and for at least twelve months from the date of the report. For this reason the Directors continue to adopt the going concern basis in preparing the financial statements.

4. Revenue

The revenue split between goods and services is:

	Unaudited six months ended 30 June 2016 £'000	Unaudited six months ended 30 June 2015 £'000	Year ended 31 December 2015 £'000
Revenue			
Goods	4,977	3,506	9,407
Services	1,424	1,209	2,825
	6,401	4,715	12,232
Construction contracts included in goods	3,132	548	2,862

for the six months ended 30 June 2016

5. Segmental reporting

IFRS 8 requires operating segments to be determined on the basis of those segments whose operating results are regularly reviewed by the Board of Directors (the Chief Operating Decision Maker as defined by IFRS 8) to make strategic decisions. The Group has two strategic operating segments: Fleet Systems and Passenger Systems. In addition, there are central functions that provide services to the two strategic operating segments, making three reportable segments.

As the Board of Directors reviews revenue, gross profit and operating loss on the same basis as set out in the consolidated statement of comprehensive income, no further reconciliation is considered to be necessary.

	Unaudited six months ended 30 June 2016 £'000	Unaudited six months ended 30 June 2015 £'000	Year ended 31 December 2015 £'000
Revenue			
Fleet Systems	3,473	3,962	8,601
Passenger Systems	2,928	753	3,631
	6,401	4,715	12,232
Gross profit			
Fleet Systems	1,516	1,638	3,555
Passenger Systems	1,510	389	1,911
	3,026	2,027	5,466
Underlying (loss)/profit			
Fleet Systems	(96)	39	213
Passenger Systems	(41)	14	49
	(137)	53	262
Central	(117)	(106)	(210)
Underlying (loss)/profit	(254)	(53)	52

Reconciling to loss before interest and tax

	Underlying loss profit £'000	Acquisition, one-off legal and reorganisation costs £'000	Share-based payments £'000	Operating loss £'000
Fleet Systems	(96)	(10)	(175)	(281)
Passenger Systems	(41)	(43)	-	(84)
	(137)	(53)	(175)	(365)
Central	(117)	-	-	(117)
Total	(254)	(53)	(175)	(482)

for the six months ended 30 June 2016

5. Segmental reporting continued

Net assets

Net assets attributed to each business segment represent the net external operating assets of that segment, excluding goodwill, bank balances and borrowings, which are shown as unallocated amounts, together with central assets and liabilities.

	Unaudited six months ended 30 June 2016 £'000	Unaudited six months ended 30 June 2015 £'000	Year ended 31 December 2015 £'000
Assets			
Fleet Systems	3,151	4,038	4,203
Passenger Systems	3,468	2,326	2,186
	6,619	6,364	6,389
Goodwill	1,345	5,833	1,345
Cash and borrowings	1,158	1,315	1,010
Unallocated	-	73	402
	9,122	13,585	9,146
Liabilities			
Fleet Systems	(2,948)	(3,727)	(3,684)
Passenger Systems	(3,984)	(2,728)	(2,893)
	(6,932)	(6,455)	(6,577)
Cash and borrowings	(64)	(396)	(158)
Unallocated	(50)	(65)	(37)
	(7,046)	(6,916)	(6,772)
Net assets			
Fleet Systems	203	311	519
Passenger Systems	(516)	(402)	(707)
	(313)	(91)	(188)
Goodwill	1,345	5,833	1,345
Cash and borrowings	1,094	919	852
Unallocated	(50)	8	365
	2,076	6,669	2,374

for the six months ended 30 June 2016

6. Loss per Ordinary Share

Details of the weighted average number of Ordinary Shares used as the denominator in calculating the basic and diluted earnings per Ordinary Share are given below:

	Unaudited six months ended 30 June 2016 '000	Unaudited six months ended 30 June 2015 '000	Year ended 31 December 2015 '000
Basic weighted average number of shares	93,240	93,240	93,240
Dilutive potential Ordinary Shares	-	-	_
	93,240	93,240	93,240

7. Goodwill

Goodwill acquired in a business combination is allocated at acquisition to the cash-generating unit (CGU) that is expected to benefit from that business combination. The Group has two CGUs which are its two operating segments, Fleet Systems and Passenger Systems. The carrying amount of goodwill has been allocated to the CGUs as follows:

	21st Century Fleet Systems Limited £'000	21st Century Passenger Systems Limited £'000	Total £'000
Deemed cost:			
At 1 January 2015	4,318	_	4,318
Acquisition	-	1,515	1,515
At 30 June 2015	4,318	1,515	5,833
At 1 January 2015	4,318	_	4,318
Acquisition	_	1,345	1,345
Impairment	(4,318)	_	(4,318)
At 31 December 2015 and 30 June 2016	-	1,345	1,345

The Group tests goodwill annually for impairment as at 31 December, or more frequently if there are indications that goodwill might be impaired.

The recoverable amount of the CGUs is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets and business plans approved by the Directors covering a five-year period. Cash flows beyond that period have been extrapolated in perpetuity assuming no growth, which the Directors consider to be a conservative approach.

The goodwill in relation to the Fleet Systems CGU became fully impaired in the year to 31 December 2015. In the 6 months ended 30 June 2016 the Passenger Systems CGU suffered a reduction in its order intake as a result of lower volumes of opportunities and keener competitive pricing, this has triggered a loss mitigation program. As an indicator of impairment a full impairment review was performed during the 6 months ended 30 June 2016 and the cash flow forecasts have been revised.

for the six months ended 30 June 2016

7. Goodwill continued

The key assumptions for the value-in-use calculations are those regarding discount rates and sales forecasts. The discount rates needed to equate the net present value from these cash flows to the carrying value of goodwill are compared to the required rate of return from the cash generating unit based upon an assessment of the time value of money, prevailing interest rates and the risks specific to the cash generating unit. If this discount rate is in excess of the required rate of return then it is assumed that no impairment has occurred to the carrying value of goodwill.

The discount rates are as follows:

	Unaudited six months ended 30 June 2016 %	Unaudited six months ended 30 June 2015 %	Year ended 31 December 2015 %
Fleet Systems	16	16	16
Passenger Systems	14	14	14

The discount rates used are based on the Board's judgement considering macro economic factors and reflecting specific risks in each segment such as the nature of the market served, the concentration of customers, cost profiles and barriers to entry.

The Passenger Systems cash flow projections used to determine value in use are based upon assumptions of sales, margins and cost bases. Of these assumptions the value in use is most sensitive to the level of sales. Margins are fixed and based upon past experience, the cost base is similarly based upon past experience but also takes into account savings from restructuring and will vary depending upon the level of sales.

The level of sales is the key assumption used in the cash flow forecast. Sales have been determined by management using estimates based upon past experience and future performance with reference to market position and sales pipeline. Due to the difficult macroeconomic environment there has been a reduction in the availability of contracts which has in turn resulted in pressure on margins. This has been reflected in the sales forecasts. Furthermore, the 2017 forecast reflects a major restructuring to a level reflecting current order intake and the near term sales pipeline. The remaining four years are based upon compound sales growth of 5%.

A sensitivity analysis has been performed on the impairment test. The Directors believe, based upon the sensitivity analysis performed, that any reasonably possible changes in the key assumptions on which the recoverable amounts are based would not cause the CGU's carrying amount to exceed recoverable amounts. Based on the review the discount rate applied to equate the net present value of the forecast cash flows to the carrying value of goodwill was 20%, whereas the required rate of return CGU is 14%.

In view of this, the Directors consider that no impairment of goodwill is required.

for the six months ended 30 June 2016

8. Cash generated from operations

	Unaudited	Unaudited	Veen en de d
	six months ended 30 June 2016	six months ended 30 June 2015	Year ended 31 December 2015
	£'000	£'000	£'000
Loss for the period	(473)	(354)	(4,825)
Adjustments for:			
– Finance (income)/expense	(6)	1	11
– Goodwill impairment	-	-	4,318
 Income tax expense/(credit) 	4	4	(55)
– Profit on disposal of fixed asset	-	-	(4)
– Deferred tax (credit)/charge	(7)	-	65
– Depreciation and amortisation	-	80	_
– Depreciation of property, plant and equipment	59	-	114
 Amortisation of intangible fixed assets 	143	-	143
 Share-based payment expense 	175	147	323
– Foreign exchange rate	-	78	116
– Acquisition costs	-	-	116
– Increase in provisions	(108)	14	132
Operating cash flows before movement			
in working capital	(213)	(30)	454
Decrease/(increase) in inventories	23	-	(38)
(Increase)/decrease in receivables	(6)	-	(1,506)
Decrease in payables	479	-	596
Increase in working capital balances	-	(333)	-
Cash inflow/(outflow) from operations	283	(363)	(494)
Income taxes received	69	2	7
Interest received/(paid)	6	(1)	(11)
Net cash inflow/(outflow) from operating activities	358	(362)	(498)



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

I.



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