Odyssey Acquisition S.A.

Addendum to the

Shareholder Circular relating to the proposed combination with BenevolentAI Limited

This document is an addendum (this "**Addendum**") to the circular dated 9 March 2022 (the "**Circular**") relating to the definitive agreement, dated 6 December 2021, by and among Odyssey Acquisition S.A. (to be renamed BenevolentAI as of the closing of the Share Exchange (the "**Closing**"), which is expected to take place on 22 April 2022 (the "**Closing Date**")) ("**Odyssey SPAC**" or the "**Company**" and, together with its consolidated subsidiaries, "we," "us," "our," "ourselves," the "**Group**" or the "**Odyssey Group**"), Odyssey Acquisition Subsidiary B.V. (the "**Dutch Subsidiary**"), BenevolentAI Limited ("**Benevolent**," and together with the Benevolent Consolidated Subsidiaries (as defined below), the "**Benevolent Group**"), shareholders of Benevolent (the "**Benevolent Shareholders**") and the representative of the Benevolent Shareholders (as amended, the "**Business Combination Agreement**"), pursuant to which, among other things, the Benevolent Shareholders will contribute and transfer their shares of Benevolent (the "**Benevolent Shares**") to Odyssey SPAC and, in consideration for the Benevolent Shares, will receive newly issued class A ordinary shares with no nominal value, International Securities Identification Number LU2355630455 (together with the other class A ordinary shares that will be issued in connection with the Closing, the "**New Public Shares**," and together with any existing class A ordinary shares, the "**Public Shares**") in proportion to their original shareholdings in Benevolent and in accordance with the Consideration Exchange Multiple (as defined below) (the "**Share Exchange**" or "**Business Combination**").

This Addendum is intended to supplement Sections 9 "*Financial Information of Benevolent Group*" and 10 "*Financial Information of the Odyssey Group*" of the Circular and includes the audited consolidated financial statements as of and for the year ended 31 December 2021 of both Odyssey SPAC and Benevolent.

Capitalised terms used but not defined herein shall have the meaning given to them in the Circular. Shareholders are advised to read this Addendum together with the Circular.

This Addendum is not a prospectus for the purposes of Regulation (EU) No. 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "Prospectus Regulation") and has not been approved by, or filed with, the Grand Duchy of Luxembourg ("Luxembourg") *Commission de surveillance du secteur financier* (the "CSSF"), as competent authority under the Prospectus Regulation and the Luxembourg law of 16 July 2019 on prospectuses for securities. This Addendum does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of or issue, or any solicitation of any offer to sell, otherwise dispose of, issue, purchase, otherwise acquire or subscribe for, any security. Subject to the approval of certain of the resolutions at the extraordinary general meeting of the shareholders of the Company approving, among others, the Business Combination, that will be held on 11 April 2022 at 3 PM CET (the "EGM"), the Company will file with the CSSF a prospectus in respect of the admission to listing and trading on the regulated market operated by Euronext Amsterdam N.V. ("Euronext Amsterdam") of the shares to be issued in connection with the Business Combination (the "Odyssey SPAC Business Combination Prospectus"). The Odyssey SPAC Business Combination Prospectus is expected to be published by the Company on 22 April 2022.

This Addendum is dated 28 March 2022

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1. CAPITALISATION AND INDEBTEDNESS; STATEMENT ON WORKING CAPITAL

Investors should read this Section in conjunction with Section 3 "Management's Discussion and Analysis of Net Assets, Financial Condition and Results of Operations of the Odyssey Group", Section 5 "Management's Discussion and Analysis of Net Assets, Financial Condition and Results of Operations of Benevolent" and the financial statements included in this Addendum.

1.1 Capitalisation

The following table sets forth the capitalisation of the Odyssey Group (i) as of 31 December 2021, (ii) the Capital Reorganisation (as defined below), (iii) the issuance of 13,613,394 New Public Shares under the subscription agreements (the "**Subscription Agreements**") in connection with the Business Combination entered into by the Company with certain investors (the "**PIPE Investors**") in a private investment in public equity transaction (the "**PIPE Financing**") against payment of €10.00 per New Public Share, (iv) other adjustments and (v) total numbers as adjusted for these effects. The adjustments do not reflect any tax effects.

(in thousands, unaudited)	Odyssey € 1 June 2021 to 31 December 2021 A	Odyssey (1) £ 31 December 2021 translated B	Benevolent £ 31 December 2021 C	Sum before Pro Forma Adjustments (2) £ 31 December 2021 D = B+C	Adjustments to reflect the Capital Reorganisation(3) £ 31 December 2021 E	Adjustments to reflect the PIPE Financing(4) £ 31 December 2021 F	Other adjustments(5) £ 31 December 2021 G	Total £ H = D+E+F+G	Total € translated (6) I
Total current debt(7)	**310,049**	**259,988**	**22,301**	**282,289**	**(258,964)**	**-**	**-**	**23,325**	**27,817**
Thereof guaranteed	-	-	-	-	-	-	-	-	-
Thereof secured	-	-	-	-	-	-	-	-	-
Thereof unguaranteed/unsecured	310,049	259,988	22,301	282,289	(258,964)	-	-	23,325	27,817
Total non-current debt (8)	**-**	**-**	**7,452**	**7,452**	**-**	**-**	**-**	**7,452**	**8,887**
Thereof guaranteed	-	-	-	-	-	-	-	-	-
Thereof secured	-	-	-	-	-	-	-	-	-
Thereof unguaranteed/unsecured	-	-	7,452	7,452	-	-	-	7,452	8,887
Total shareholder's equity(9)	**(7,717)**	**(6,471)**	**62,931**	**56,460**	**254,240**	**114,154**	**(40,529)**	**384,325**	**458,326**
Share capital	8	7	243	250	(152)	11	18	127	152
Legal reserves	-	-	-	-	-	-	-	-	-
Other reserves(11)	(7,725)	(6,478)	62,688	56,210	254,392	114,143	(40,547)	384,198	458,174
Total(12)	**302,332**	**253,517**	**92,684**	**346,201**	**(4,724)**	**114,154**	**(40,529)**	**415,102**	**495,030**

(1) Reflects the translation of Odyssey SPAC balances to pounds sterling using the exchange rate of €1 to £0.83854.

(2) Reflects the sum of audited consolidated statement of financial positions of Odyssey SPAC as adjusted in pounds sterling and the Benevolent Group before the adjustments due to Business Combination as of 31 December 2021.

(3) Reflects adjustments related to the Business Combination including:

- no redemption of Public Shares;
- the reclassification of Odyssey SPAC's Public Shares, net of the redemption, and Warrant (as defined below) liabilities from current liabilities to equity in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**");

- the contribution of an estimated 2,609,016 Benevolent Shares from Benevolent Shareholders against the issuance of New Public Shares (of which 2,338,423 are existing Benevolent Shares and an estimated 270,593 relate to vested options to purchase Benevolent Shares and Benevolent restricted stock units ("**RSUs**") at Closing). Benevolent Shares are adjusted based on the ratio of 1 Benevolent Share into approximately 38.5 Public Shares;

- the preliminary estimated expense recognised, in accordance with IFRS 2, for the excess of the fair value of Public Shares deemed issued over the fair value of Odyssey SPAC's identifiable net assets at the date of the Business Combination, resulting in a £48,752 thousand increase to negative retained earnings assuming no redemptions. The fair value of shares deemed issued was estimated based on a market price of €9.93 per Public Share. The fair value of the class B shares in the Company (the "**Sponsor Shares**") that are converted into Public Shares immediately following the Business Combination amounting to 5,000,000 Public Shares is €7.99 per share and the remaining 2,500,000 Sponsor Shares that are convertible post-Closing, when the closing price of the Public Shares exceed €13.00 for any ten (10) trading days within a thirty (30) trading period, is €3.06 per share. The fair value of the Sponsor Shares is determined using the aggregated price of Public Shares adjusted for probability of default, time value and liquidity discount. The fair value of the 10,000,000 public warrants to purchase Public Shares (the "**Public Warrants**") and 6,600,000 sponsor warrants to purchase Public Shares (the "**Sponsor Warrants**" and together with the Public Warrants, the "**Warrants**") amounts to €0.68 per Public Warrant and €1.07 per Sponsor Warrant, respectively, and is determined according to both the Binomial Tree method and the Monte Carlo method as of 31 December 2021. The value is preliminary and will change based on fluctuations in the share price of the Public Shares and Warrants through the Closing Date. A 2% change in the market price per share and per Warrant would result in a change of £6,023 thousand assuming no redemptions;

- adjustment for the Stamp Duty Tax (as defined below) due in respect of the Share Exchange aspects of the Business Combination which are estimated based on a percentage of the consideration amounting to £4,210 thousand; and

- adjustment of an additional £413 thousand negative interest accruing to the escrow account established by the Dutch Subsidiary in the name of Stichting Odyssey Escrow, a foundation set up by Intertrust Escrow and Settlements B.V. and established at J.P. Morgan Bank Luxembourg S.A. (the "**Escrow Account**").

(4) Reflects the proceeds of €136,134 thousand (£114,154 thousand) from the issuance and sale of 13,613,394 New Public Shares at €10 per share in the PIPE Financing pursuant to the terms of the Subscription Agreements.

(5) Reflects the other pro forma adjustments as follows:

- the adjustment in the share capital to reflect the repurchase and cancellation of 87,984 Benevolent G2 Growth Shares for a net consideration of £0.01. The difference between the book value of the Benevolent G2 Growth Shares of £9 thousand and the consideration is reflected against retained earnings;

- the adjustment in the share capital and share premium for the issuance of an estimated 10,415,018 New Public Shares in fulfilment of the vested, converted and exercised options and settled RSUs at closing. Such will result to an increase in share capital of £27 thousand, an increase of £1,792 thousand in share premium;

- the adjustment to share premium referring to the estimated and incremental transaction costs incurred in connection with financing activities totalling £12,641 thousand;

- the adjustment referring to the estimated provision for the National Insurance Contributions payable to be settled in cash, totalling an increase in the estimated provision of £1,197 thousand on the vested awards. The adjustment increases the negative retained earnings;

- negative retained earnings is also adjusted due to the accelerating provisions related to the Benevolent Group's options and RSUs triggered due to Business Combination, in addition to changes in the Share Option Plan's leaver provisions. This amounts to an estimated £18,122 thousand, with a corresponding increase on the share-based payment reserves; and

- represents preliminary estimated transaction costs expected to be incurred by Odyssey SPAC and the Benevolent Group of approximately £17,746 thousand and £10,764 thousand, respectively, incurred as part of the Business Combination.

(6) Reflects the translation of the combined balances to euros using the exchange rate of €1 to £0.83854.

(7) Referred to as "**Current liabilities**" in the audited consolidated statement of financial position and in the unaudited pro forma financial information as of 31 December 2021.

(8) Referred to as "**Non-Current liabilities**" in the audited consolidated statement of financial position and in the unaudited pro forma financial information as of 31 December 2021.

(9) Referred to as "**Total equity**" in the audited consolidated statement of financial position and unaudited pro forma financial information as of 31 December 2021.

(10) The sum of "**Share premium account**", "**Share-based payment reserve**", "**Retained earnings**", "**Merger difference**" and "**Currency translation reserve**" as shown in the Benevolent Group's audited consolidated statement of financial position, and "**Share premium**", "**Legal Reserve**" and "**Accumulated deficit**" in Odyssey SPAC's audited consolidated statement of financial position and "**Share premium account**", "**Share-based payment reserve**", "**Legal Reserve**," "**Retained earnings**", "**Merger difference**" and "**Currency translation reserve**" in the unaudited pro forma financial information as of 31 December 2021.

(11) Referred to as "**Total equity" and "Total liabilities**" in the Benevolent Group's audited consolidated statement of financial position and **"Total equity and liabilities**" in Odyssey SPAC's consolidated statement of financial position and unaudited pro forma financial information, as of 31 December 2021.

1.2 Indebtedness

The following table sets forth the indebtedness of the Odyssey Group (i) as of 31 December 2021, (ii) Capital Reorganisation, (iii) the PIPE Financing, (iv) other adjustments and (v) total numbers as adjusted for these effects. Except as otherwise disclosed in the following table, the Odyssey Group did not have any long-term or short-term indebtedness as of 31 December 2021.

(in thousands, unaudited)	Odyssey € 31 December 2021 A	Odyssey(1) £ 31 December 2021 translated B	Benevolent £ 31 December 2021 C	Sum before Pro Forma Adjustments (2) £ 31 December 2021 D = B + C	Adjustments to reflect the Capital Reorganisation(3) £ 31 December 2021 E	Adjustments to reflect the PIPE Financing(4) £ 31 December 2021 F	Other adjustments(5) £ 31 December 2021 G	Total £ H = D+E+F+G	Total € translated (6) I
A. Cash(7)	2,391	2,005	40,553	42,558	246,273	114,154	(40,529)	362,456	432,246
B. Cash equivalents	-	-	-	-	-	-	-	-	-
C. Other current financial assets	-	-	-	-	-	-	-	-	-
D. Liquidity (A)+(B)+(C).........	**2,391**	**2,005**	**40,553**	**42,558**	**246,273**	**114,154**	**(40,529)**	**362,456**	**432,246**
E. Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)(8)	308,707	258,863	10,391	269,254	(258,863)	-	-	10,391	12,392
F. Current portion of non-current financial debt(9)	-	-	1,593	1,593	-	-	-	1,593	1,900
G. Current financial indebtedness (E)+(F)	**308,707**	**258,863**	**11,984**	**270,847**	**(258,863)**	**-**	**-**	**11,984**	**14,292**
H. Net current financial indebtedness (G)-(D)	**306,316**	**256,858**	**(28,569)**	**228,289**	**(505,136)**	**(114,154)**	**40,529**	**(350,472)**	**(417,954)**
I. Non-current financial debt (excluding current portion and debt instruments) (10)	-	-	7,452	7,452	-	-	-	7,452	8,887
J. Debt instruments	-	-	-	-	-	-	-	-	-
K. Non-current trade and other payables	-	-	-	-	-	-	-	-	-
L. Non-current financial indebtedness (I)+(J)+(K)	**-**	**-**	**7,452**	**7,452**	**-**	**-**	**-**	**7,452**	**8,887**
M. Total financial indebtedness (H)+(L).................................	**306,316**	**256,858**	**(21,117)**	**235,741**	**(505,136)**	**(114,154)**	**40,529**	**(343,020)**	**(409,067)**

(1) Reflects the translation of Odyssey SPAC balances to pounds sterling using the exchange rate of €1 to £0.83854.

(2) Reflects the sum of audited consolidated statement of financial positions of Odyssey SPAC as adjusted in pounds sterling and the Benevolent Group before the adjustments due to Business Combination as of 31 December 2021.

(3) Reflects adjustments related to the Business Combination including:

- the liquidation and reclassification of £250,997 thousand of investments held in the Escrow Account, net of negative interest of £514 thousand, to cash and cash equivalents that becomes available following the Capital Reorganisation;
- no redemption of Public Shares;
- the reclassification of Odyssey SPAC's Public Shares, net of the redemption, and Warrant liabilities from current liabilities to equity in accordance with IFRS; and
- the payment of Stamp Duty Tax due in respect of the Share Exchange aspects of the Business Combination which are estimated based on a percentage of the consideration amounting to £4,210 thousand.

(4) Reflects the proceeds of €136,134 thousand (£114,154 thousand) from the issuance and sale of 13,613,394 New Public Shares at €10 per share in the PIPE Financing pursuant to the terms of the Subscription Agreements.

(5) Reflects the other pro forma adjustments as follows:

- the payment of £12,641 thousand estimated and incremental transaction costs incurred in connection with financing activities;
- the payment for the amount expected to be due to the National Insurance Contributions payable, which reflects an increase in the estimated provision of £1,197 thousand following the Closing;
- the adjustment to cash for the exercise price of the exercised options and RSUs amounting to an estimated £1,819 thousand; and
- the payment of £28,510 thousand estimated and incremental transaction costs incurred in connection with the Business Combination.

(6) Reflects the translation of the combined balances to euros using the exchange rate of €1 to £0.83854.

(7) Referred to as "**Cash and cash equivalents**" in the audited consolidated statement of financial position and unaudited pro forma consolidated statement of financial position.

(8) The sum of "**Redeemable Class A shares**", "**Class A warrants at fair value**", and "**Class B warrants at fair value**" in Odyssey SPAC's audited consolidated statement of financial position and referred to as "**Provisions**" in the Benevolent Group's audited consolidated statement of financial position and the sum "**Redeemable Class A shares**", "**Class A warrants at fair value**", "**Class B warrants at fair value**" and "**Provisions**" in the unaudited pro forma consolidated statement of financial position.

(9) Shown as "**Lease liabilities**" under current liabilities in the audited consolidated statement of financial position of the Benevolent Group and unaudited pro forma consolidated statement of financial position.

(10) Shown as "**Lease liabilities**" under non-current liabilities in the audited consolidated statement of financial position of the Benevolent Group and unaudited pro forma consolidated statement of financial position.

1.3 Contingent and Indirect Liabilities

Neither the Odyssey Group nor the Benevolent Group has any contingent or indirect liabilities as of the date of this Addendum.

1.4 Statement on Working Capital

The Company is of the opinion that the Odyssey Group has sufficient working capital to meet its due payment obligations for at least a period of 12 months from the date of this Addendum.

As a result of the Closing and the advance liquidation distribution by the Dutch Subsidiary, the Company will have access to the funds previously held by the Dutch Subsidiary in the Escrow Account and the working capital of Benevolent Group, as well as the ability to borrow additional funds, such as a working capital revolving debt facility or a longer-term debt facility. The Company is of the opinion and confident that these funds will provide the Company access to sufficient working capital on an ongoing basis.

1.5 Significant Changes in Financial Performance or Financial Position

There have been no significant changes to the financial performance or financial position of the Odyssey Group or the Benevolent Group since 31 December 2021 and the date of this Addendum.

1.6 Transaction Highlights and Sources & Uses

The following overview shows the estimated key highlights of the Business Combination, including the sources and uses for funding of the Business Combination, assuming no redemptions of Public Shares.

Key Transaction Highlights		**Implied Sources & Uses**	
Headline Valuation		**Sources**	
Pre-money Equity Value	€1.1bn	Odyssey SPAC cash held by the Dutch Subsidiary in Escrow Account(6)	€300m
Net Cash from Financing (excluding redemptions)	€383m	Proceeds of the PIPE Financing	€136m
Pro-Forma Equity Value	€1.5bn	Benevolent Shareholders' rollover(7)	€1.0bn
Value to current Benevolent Shareholders(1)	€1.0bn	Sponsor Shares	€50m
Benevolent Shareholders ownership(2)	67.4%	**Total Sources**	**€1.5bn**
Financing Details		**Uses**	
SPAC Size (excluding redemptions)	€300m	Equity consideration to Benevolent Shareholders	€1.0bn
PIPE Financing Size	€136m	Transaction expenses(3)	€53m
Net Costs & Other Adjustments Pre-Deal(3)	€53m	Cash to Benevolent balance sheet(8)	€383m
Net Cash Post Transaction(4)	up to €383m	Sponsor Shares	€50m
		Total Uses	**€1.5bn**

Pro-Forma Ownership(5)	**%**	**Value €**
Benevolent Shareholders(2)	67.4%	€1.0bn
Holders of Public Shares	20.1%	€300m
PIPE Investors	9.1%	€136m
Sponsor Shares (2/3 promote)	3.4%	€50m
Total	**100%**	**€1.5bn**

(1) Including vested options and RSUs but excluding granted but unvested options and RSUs. The rollover equity for Benevolent Shareholders represents a Benevolent Share Number which at the Closing is estimated at 90.1 million shares absent the vested but non-settled RSUs and vested but unexercised options.

(2) Total shareholder ownership of the Benevolent Shareholders post-Closing assuming exercise of vested options to purchase Benevolent Shares and the settlement of vested RSUs.

(3) Consists of the deferred underwriting commission (€9.5 million), PIPE Financing fees (€3.5 million) related advisory fees (€25.5 million), and legal, professional and listing fees (€15 million).
(4) Net of other adjustments.
(5) Illustrative €10 share price, assuming no redemptions and including PIPE Financing of €136 million at a purchase price of €10.00 per Public Share.
(6) Excluding negative interest and deferred underwriting commission, assuming no redemptions.
(7) This represents the value of the Benevolent Shares contributed to Odyssey SPAC in return for New Public Shares (the value of which is in turn represented by the line item entitled "*Equity consideration to Benevolent Shareholders*").
(8) This represents the net proceeds of the Business Combination available for the Company to use in support of its strategy, as described in Section 8.1.5 "*Benevolent's Strategy*" of the Circular.

2. SELECTED FINANCIAL INFORMATION OF THE ODYSSEY GROUP

The following table sets forth the Odyssey Group's selected historical and other financial information, which is taken or derived from the Odyssey Group's audited consolidated financial statements as of 31 December 2021, which are included in this Addendum.

The audited consolidated financial statements of the Odyssey Group as of 31 December 2021 have been prepared in accordance with IFRS.

Where financial information in the following table is labelled "audited", this means that it has been taken from the Odyssey Group's audited consolidated financial statements mentioned above.

The selected historical financial data should be read in conjunction with, and is qualified in its entirety by reference to, Section 3 "Management's Discussion and Analysis of Net Assets, Financial Condition and Results of Operations of the Odyssey Group.".

Odyssey SPAC was recently incorporated and has not conducted any operations other than organisational activities, the preparation and execution of the initial private placement of the Public Shares and Public Warrants completed on 6 July 2021 (the "**Private Placement**"), the related listing on Euronext Amsterdam, the identification of Benevolent as target for the Business Combination and the Business Combination, so only a statement of consolidated financial position data is presented. There has been no significant change in the Odyssey Group's financial or trading position since 31 December 2021.

Consolidated Statement of Financial Position

	As of 31 December 2021
	€ thousands (Audited)
Total equity and liabilities	302,332
Total liabilities	310,049
Total equity	(7,717)

3. MANAGEMENT'S DISCUSSION AND ANALYSIS OF NET ASSETS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE ODYSSEY GROUP

The financial information contained in the following tables is taken from the Odyssey Group's audited consolidated financial statements as of 31 December 2021.

The audited consolidated financial statements of the Odyssey Group as of 31 December 2021 have been prepared in accordance with IFRS.

Where financial information in the following tables is labelled "audited", this means that it has been taken from the Odyssey Group's audited consolidated financial statements mentioned above.

3.1 Overview

Odyssey SPAC is a public limited liability company (*société anonyme*) recently incorporated under the laws of Luxembourg, established for the purpose of acquiring a business with principal business operations in Europe or in another geographic area, that is based in the healthcare sector or the TMT (technology, media, telecom) sector or any other sectors through a merger, share exchange, share repurchase, asset acquisition, reorganisation or similar transactions. Odyssey SPAC's principal activities to date were limited to organisational activities, including the identification of potential target companies for the Business Combination, as well as the preparation and execution of the Private Placement and listing.

Odyssey SPAC was formed by Odyssey Sponsor (the "**Sponsor**"), a Luxembourg private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Luxembourg, having its registered office at 62, avenue Victor Hugo, L-1750 Luxembourg, Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B255517.

On 6 December 2021, Benevolent, the Benevolent Shareholders and Odyssey SPAC entered into the Business Combination Agreement relating to the Business Combination between the Company and Benevolent, pursuant to which Benevolent Shareholders agreed to contribute and transfer the Benevolent Shares to Odyssey SPAC and, in consideration for such Benevolent Shares, to receive New Public Shares of Odyssey SPAC in proportion to their original shareholdings in Benevolent and in accordance with a quotient of (i) 100,420,000 New Public Shares divided by (ii) the number of Benevolent Shares (other than Benevolent G2 Growth Shares) in issue immediately prior to the Closing, including all ordinary, A preferred and A-1 preferred shares, plus the number of Benevolent Shares issuable upon the exercise of vested options to purchase Benevolent Shares and the settlement of vested RSUs (in each case vested as of the Closing) (the "**Consideration Exchange Multiple**"). The Business Combination is expected to be consummated on 22 April 2022, the date of the approval of the Odyssey SPAC Business Combination Prospectus, which is the final closing condition. In connection with the Business Combination, the Company also issued 13,613,394 New Public Shares as part of the PIPE Financing in the amount of €136.1 million (see Sections 5 "*Background to, and Reasons for, the Proposed Business Combination*" and 6 "*Business Combination*" in the Circular).

Substantially all of Odyssey SPAC's assets consist of cash received from the gross proceeds of the Private Placement and proceeds from the sale of Sponsor Warrants and Sponsor Shares. All of the proceeds from the Private Placement were contributed to the Dutch Subsidiary and were deposited in the Escrow Account held by the Dutch Subsidiary. In connection with the Closing, the Dutch Subsidiary will make an advance liquidation distribution to Odyssey SPAC in an amount equal to the amount held in the Escrow Account by the Dutch Subsidiary. Certain proceeds from the sale of the Sponsor Shares and Sponsor Warrants were used to finance the Odyssey Group's working capital requirements (including due diligence costs in connection with the Business Combination) and expenses for the Private Placement and listing, except for the commission payable to Goldman Sachs International and J.P. Morgan SE in connection with the Private Placement (irrespective of their appointment on or involvement in the Business Combination) of up to 2.5% of the offer price of €10.00 in respect of 30,000,000 units consisting of one Public Share and one third (1/3) of a redeemable Public Warrant to subscribe for a Public Share, issued on 6 July 2021 (the "**Units**"), to be invoiced as soon as practicably possible after the signing of the Business Combination Agreement (the "**Deferred Underwriting Commission**") and paid by Odyssey SPAC.

3.2 Results of Operations

The Odyssey Group has not engaged in any operations other than organisational activities, including the identification of potential target companies for the Business Combination and the preparation for the Private Placement and listing. Following the Private Placement and listing, the Odyssey Group has not generated any operating revenues. The Odyssey Group has not generated non-operating income in the form of interest income through the Dutch Subsidiary earned through the Escrow Account. Following the Private Placement, the Odyssey Group incurred increased expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as for due diligence expenses in connection with the Business Combination.

The following table provides financial information from the financial statements.

	For the year ended 31 December 2021
	€ thousands (Audited)
Revenue	-
Profit/(Loss) for the period	**(17,423)**

3.3 Selected Items from the Consolidated Statements of Financial Position

The following table presents financial information from the consolidated statement of financial position.

	As of 31 December 2021
	€ thousands (Audited)
Assets	
Non-current assets	
Prepaid insurance	208
Cash in escrow	299,326
Current assets	
Prepaid insurance	407
Cash and cash equivalents	2,391
Total assets	**302,332**
Equity	
Share capital	8
Share premium	9,698
Legal reserves	-
Accumulated deficit	(17,423)
Total equity	**(7,717)**

3.4 Liquidity and Capital Resources

The following table sets forth the cash flows data of the Odyssey Group:

	For the year ended 31 December 2021
	€ thousands (Audited)
Net cash flows from operating activities	(2,534)
Net cash flows from financing activities	304,251
Cash and cash equivalents	2,391
Cash in escrow	299,326

The Odyssey Group's liquidity needs have been satisfied to date through the proceeds of the Private Placement.

The €4.9 million available to Odyssey SPAC outside of the Escrow Account has been sufficient to allow Odyssey SPAC to operate to the date of this Addendum and cover the expenses for the Private Placement and listing, except for the Deferred Underwriting Commission, which will be paid by Odyssey SPAC as part of the transaction expenses. Odyssey SPAC's primary liquidity requirements to the date of this Addendum have been: (i) approximately €1.5 million for legal, accounting and other expenses associated with structuring and documenting the Private Placement as well as ongoing accounting, regulatory, audit and legal expenses; (ii) €1 million for administrative and day-to-day support as well as consulting and advisory services such as target screening and financial analysis as may be required to properly conduct its business and dedicated Zaoui & Co employee time; and (iii) €1.3 million for other expenses such as listing and escrow costs as well as D&O insurance.

Odyssey SPAC has not had to raise additional funds following the Private Placement in order to meet the expenditures required for operating its business, and has not made any material investments that are in progress or for which firm commitments have been made.

4. SELECTED HISTORICAL FINANCIAL INFORMATION OF THE BENEVOLENT GROUP

The financial information contained in the following tables is taken or derived from Benevolent's audited consolidated financial statements as of and for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019, as well as Benevolent's accounting records or internal reporting systems.

The audited consolidated financial statements of Benevolent as of and for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019 have been prepared in accordance with IFRS.

*KPMG LLP ("**KPMG**"), London, United Kingdom, has audited in accordance with International Standards on Auditing (UK) ("**ISAs (UK)**") and applicable law. They have fulfilled their ethical responsibilities under, and are independent of the Benevolent Group in accordance with, UK ethical requirements including the FRC Ethical Standard. KPMG have issued an unqualified independent auditor's report with respect to the Benevolent Group's audited consolidated financial statements as of and for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019. The aforementioned audited consolidated financial statements and independent auditor's report thereon are included in this Addendum. Where financial information in the following tables is labelled "audited", this means that it has been taken from the Benevolent Group's audited consolidated financial statements mentioned above.*

Certain financial information, including percentages, has been rounded according to established commercial standards. As a result, rounded figures in the tables below may not add up to the aggregate amounts in such tables (sum totals or subtotals), which are calculated based on unrounded figures. Financial information presented in parentheses denotes the negative of such number presented. A dash ("–") signifies that the relevant figure is not available or zero, while a zero ("0.0") signifies that the relevant figure has been rounded to zero.

Where audited financial information relating to the years ended 31 December 2020 and 2019 is marked "Restated", it has been restated to align with the new format adopted for the year ended 31 December 2021 for comparison purposes. There is no impact on net assets or net loss in either period, representing reclassifications only. In addition, the split between research and development expenses and administrative expenses did not form part of the audit in these years, however they were audited at the total level.

4.1 Consolidated Statements of Profit or Loss and Other Comprehensive Income

	For the year ended 31 December		
	2021	**2020**	**2019**
	£ thousands (Audited)	**£ thousands (Restated)**	
Group operating loss	**(100,151)**	**(65,371)**	**(59,237)**
Loss before taxation	**(100,543)**	**(65,643)**	**(59,684)**
Total comprehensive loss	**(86,484)**	**(55,364)**	**(48,430)**

4.2 Consolidated Statements of Financial Position

	As of 31 December		
	2021	**2020**	**2019**
	£ thousands (Audited)		
Total non-current assets	36,060	48,752	50,309
Total current assets	56,624	99,349	101,218
Total assets	**92,684**	**148,101**	**151,527**
Total current liabilities	22,301	15,012	14,124
Total non-current liabilities	7,452	10,463	11,883
Total liabilities	**29,753**	**25,475**	**26,007**
Net assets	**62,931**	**122,626**	**125,520**
Total equity	**62,931**	**122,626**	**125,520**

4.3 Consolidated Statements of Cash Flows

	For the year ended 31 December		
	2021	**2020**	**2019**
	£ thousands (Audited)	**£ thousands (Restated)**	
Loss for the period after taxation	**(86,484)**	**(55,364)**	**(48,430)**

	For the year ended 31 December		
	2021	2020	2019
	£ thousands (Audited)	£ thousands (Restated)	
Net cash flows from operating activities	**(48,904)**	**(33,216)**	**(27,746)**
Net cash flows from investing activities	**(866)**	**(850)**	**(598)**
Net cash flows from financing activities	**5,035**	**33,762**	**82,219**
Cash and cash equivalents at the end of the period	**40,553**	**85,371**	**86,242**

4.4 Other Financial Information and Operating Data

4.4.1 Research and development expenses

	For the year ended 31 December		
	2021	2020	2019
	£ thousands (Audited)	£ thousands (Restated)	
Staff costs	30,715	27,636	18,468
CRO and consumable costs	14,815	13,349	15,214
Software and IT	4,650	3,842	2,433
Other R&D costs	1,570	1,693	2,056
Total	**51,750**	**46,520**	**38,171**

4.4.2 Administrative expenses

	For the year ended 31 December		
	2021	2020	2019
	£ thousands (Audited)	£ thousands (Restated)	
Staff costs	33,740	19,803	17,028
Office, property and depreciation	3,329	3,450	3,471
Professional fees	3,282	521	1,343
Software and IT	811	653	512
Impairment charge	10,700	-	1,594
Other administrative expenses	1,254	1,510	1,780
Total	**53,116**	**25,937**	**25,728**

5. MANAGEMENT'S DISCUSSION AND ANALYSIS OF NET ASSETS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF BENEVOLENT

The financial information contained in the following is taken or derived from Benevolent's audited condensed consolidated financial statements as of and for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019.

The audited condensed consolidated financial statements of Benevolent as of and for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019 have been prepared in accordance with IFRS.

KPMG has audited in accordance with ISAs (UK) and applicable law and issued an unqualified independent auditor's report with respect to Benevolent's consolidated financial statements as of and for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019. The aforementioned audited consolidated financial statements of Benevolent and the independent auditor's report thereon are included in this Addendum.

Where financial information in the following tables is labelled "audited", this means that it has been taken from Benevolent's audited condensed consolidated financial statements mentioned above.

Unless indicated otherwise, all financial information presented in the text and tables included in this Addendum is shown in millions of pounds sterling (in £ million). Certain financial information, including percentages, has been rounded. As a result, rounded figures in the tables included in this Addendum may not add up to the aggregate amounts in such tables (sum totals or subtotals), which are calculated based on unrounded figures. Furthermore, differences and ratios are calculated based on rounded figures and may therefore deviate from differences or ratios calculated based on unrounded figures appearing elsewhere in this Addendum.

Financial information presented in parentheses denotes the negative of such number presented. A dash ("–") signifies that the relevant figure is not available or zero, while a zero ("0.0") signifies that the relevant figure has been rounded to zero.

The following operating and financial review should be read together with Benevolent's consolidated financial statements, including the related notes, contained in this Addendum, and additional financial information contained in the Circular, in particular in Sections 7 "Risk Factors" and 8 "Description of Benevolent Group". Benevolent's historical results are not necessarily indicative of our future results.

Where audited financial information relating to the years ended 31 December 2020 and 2019 is marked "Restated", it has been restated to align with the new format adopted for the year ended 31 December 2021 for comparison purposes. There is no impact on net assets or net loss in either period, representing reclassifications only. In addition, the split between research and development expenses and administrative expenses did not form part of the audit in these years, however they were audited at the total level.

For the purposes of this Section, unless indicated otherwise, references to "the Company", "we", "us" or "our" refer to Benevolent.

5.1 Overview

We are a leading, clinical-stage artificial intelligence ("**AI**") drug discovery company that combines advanced AI and machine learning with cutting-edge science with the goal of discovering more effective medicines. Our scientifically validated computational research and development platform that supports end-to-end AI-enabled drug discovery and development (the "**Benevolent Platform**") spans every key step of the drug discovery process, powering an in-house pipeline of over 20 drug development programmes (including early discovery programmes) and supporting scientists in their search to discover therapeutic interventions with optimal potential. Using our unique Knowledge Graph proprietary data engine within the Benevolent Platform that is used to ingest diverse scientific data and literature sources to generate new knowledge for the identification of optimal therapeutic interventions at scale, our combined technology and expertise seeks to empower scientists to decipher complex disease biology and deliver higher-confidence drug candidates to the clinic, be it through partners who collaborate with us or through or own in-house drug pipeline.

5.2 Our Business Model

We expect to generate revenue broadly from three streams that relate to our principal activities:

- Product sales: Following the successful completion of preclinical and clinical development, and receipt of the requisite marketing authorisations, we intend to commercialise drugs discovered using the Benevolent Platform. Our first product launch is targeted for the second half of this decade and we plan to build all the necessary infrastructure to successfully launch and commercialise our drugs around the world.

- Out-licence revenue: For some drug programmes we will choose to out-licence to partners, who will then assume responsibility for some or all of the remaining clinical development and commercialisation. At the point of out-licensing each drug candidate, we expect to receive an up-front payment and then to receive milestone payments upon the successful completion of various clinical, regulatory and/or sales milestones by the licensor. In addition, we would expect to receive royalty payments on the net sales of the out-licensed drugs.

- Platform Collaboration revenue: We may receive upfront payments, research funding, milestones and royalties from a selective number of meaningful collaborations, whereby we use the Benevolent Platform to identify drug candidates for a third party ("**Platform Collaborations**") (i.e., where we work with a partner to identify new drug targets using the Benevolent Platform). This includes the current collaboration with AstraZeneca which began in 2019 and has recently been extended until 2025. Our collaboration agreement with AstraZeneca with respect to chronic kidney disease ("**CKD**") and idiopathic pulmonary fibrosis ("**IPF**") drug research (taken together with our collaboration agreement with AstraZeneca dated December 2021 with respect to systemic lupus erythematosus and heart failure, the "**AstraZeneca Collaboration**") has been a primary driver of revenue over the past two and a half years, as explained in further detail below.

5.3 Segment Reporting

We manage our operations as a single operating segment for the purposes of assessing performance and making operating decisions.

5.4 Key Factors Affecting Our Financial Performance

We believe that the factors discussed below have significantly affected our results of operations, financial position and cash flow in the historical periods for which financial information is presented in this Addendum, and that these factors will continue to have a material effect on our results of operations, financial position and cash flow in the future:

Advancement of the AstraZeneca Collaboration

We entered into the AstraZeneca Collaboration in 2019 and it has recently been expanded to cover collaboration on systemic lupus erythematosus and heart failure until 2025. We initially recognise income under the AstraZeneca Collaboration as deferred revenue, which we become entitled to reclassify as revenue in line with the delivery efforts towards the completion of tasks and provision of the deliverables set out in the agreements governing the AstraZeneca Collaboration ("**Revenue Recognition Events**"). In the financial years ended 31 December 2021, 2020 and 2019, we have recognised a total of £14.9 million of revenue under the AstraZeneca Collaboration. In 2021, AstraZeneca chose the first target generated by the Benevolent Platform (in respect of CKD (in January 2021) and IPF (in December 2021)) to enter their drug development pipeline. As these and other targets that we expect Benevolent Platform to generate are progressed, we may receive milestone payments and royalties from AstraZeneca. Accordingly, our financial performance will depend upon the ability of our drug candidates to satisfy the conditions for milestone payments and the extent to which AstraZeneca is able to and does successfully commercialise and sell the drugs discovered using the Benevolent Platform. Under the terms of the agreements governing the AstraZeneca Collaboration, we do not control the development programmes of the drug targets chosen by AstraZeneca, and rely on decisions made by AstraZeneca with respect to the clinical development and commercialisation of any drug candidates selected.

We may enter into additional Platform Collaboration agreements (see Section 8.1.11 "*Benevolent's Strategic Collaborations and Data Licensing Agreements*" in the Circular), leveraging the Benevolent Platform to support partners in identifying novel drug targets in therapy areas where we are less focused on internal drug development. We believe that these Platform Collaborations have the potential to be a significant driver of value for us in the form of upfront payments, research fees, preclinical, clinical and commercial milestone payments, as well as royalties on any potential future sales of drug candidates, if approved.

Ability to develop and expand our internal drug discovery capabilities

We are advancing a large number of internal drug discovery programmes through the extensive application of the Benevolent Platform. We intend to progress our wholly-owned programmes through the development candidate stage and into studies and clinical developments that enable Clinical Trial Applications in the United Kingdom and European Union and Investigational New Drug applications in the United States. As we progress these programmes, we will strategically evaluate on a programme-by-programme basis whether to conduct all clinical development ourselves or to enter into an out-licensing arrangement to maximise commercial opportunities. In any case, we will need to devote substantial resources to develop and expand our internal pipeline of drug candidates. Our ability to advance and build value in our internal drug discovery programmes will impact our financial performance, especially as we increasingly shift our focus to these programmes.

Payroll costs

Our payroll costs are not presented separately in our consolidated statement of profit or loss and other comprehensive income, but are part of both our research and development expenses and administrative expenses. Payroll costs are made up of wages and salaries, share-based payments, employment taxes and contributions to defined-contribution pension plans. Therefore, we expect payroll costs to increase as our headcount increases and we make wage, salary and share-based payments in respect of a larger staff. In addition, as we grow our business, we expect to have a higher demand for experienced employees, which in turn may cause us to increase salary levels for certain positions. We expect our payroll costs to continue to increase in the medium term as we further expand our operations and hire additional specialist staff.

Research and development tax credits

As a United Kingdom headquartered research and development company, we qualify for the United Kingdom R&D Tax Credit (as defined below). This scheme is designed to incentivise R&D-focused companies to be based in the United Kingdom and, in exchange for surrendering tax losses, the United Kingdom tax authority makes a cash payment to us, based on the amount of qualifying R&D expenditure incurred in the preceding year. For the financial year ended 31 December 2021, we recognised an R&D Tax Credit of £12.2 million. We expect to continue to benefit from the R&D Tax Credit for the foreseeable future but, as with any tax benefit, it may be subject to review by the United Kingdom government and cannot be guaranteed.

The impact and duration of the COVID-19 pandemic

In December 2019, COVID-19 emerged and has since spread worldwide. To safeguard the health of our employees, in March 2020, we implemented a company-wide work-from-home policy for all those that were able to work remotely. For employees for whom it was necessary to work in our laboratories, when it was safe to do so we implemented shift patterns to reduce the number of people gathered together at any one time. Since June 2021, we have begun to lift these restrictions while maintaining appropriate safeguards to ensure the continued protection of our employees. Since October 2021 we have implemented a hybrid office/work-from-home arrangement for non-lab-based workers. We continue to monitor government guidelines, and we may take further actions that alter our operations as may be required by the relevant authorities, or which we determine are in our best interests.

While the COVID-19 pandemic has not materially impacted our business to date, the extent to which it may impact us will depend on future developments (including any global supply-chain disruptions, the global vaccination rate, the efficacy and safety of approved vaccinations against all variants of COVID-19, and the continued imposition of travel and other restrictions), which remain highly uncertain. Due to the restrictions related to COVID-19, our employees have been obliged to limit in-person interactions, and their ability to attend in-person events that promote and expand knowledge of our company and technology, including industry conferences and events, has been hampered. Relative to our drug discovery programmes, the COVID-19 pandemic has delayed and could further delay the progress of certain programmes, particularly those in, or preparing to enter, clinical studies. Delays in these programmes could result in delays in achieving milestones and related revenue. While there remains uncertainty about the extent of the effect of the COVID-19 pandemic, we do not envision a long-term impact from the COVID-19 pandemic on our ability to execute our strategy.

Management is actively monitoring the COVID-19 pandemic and its possible effects on our financial condition, liquidity, operations, customers, contractors and workforce. For additional information on risks posed by the COVID-19 pandemic, please see Section 7.1.18 "*Risk Factors—The effects of health epidemics, including the ongoing COVID-19 pandemic, in regions where we, or the third parties on which we rely, have business operations could adversely impact our business, including our preclinical studies and clinical trials, as well as the* *business or operations of our contract research organisations ("**CROs**") or other third parties with whom we conduct business*" in the Circular.

5.5 Components of Results of Operations

Revenue

The following table provides an overview of our revenue for the periods indicated, including broken down by geographical market:

	For the year ended 31 December		
	2021	**2020**	**2019**
		£000'	
Licence and collaboration revenue	4,625	6,907	4,641
Total revenues	4,625	6,907	4,641
By geographical market:			
UK	4,625	6,777	3,492
USA	–	–	1,149
Europe	–	130	–
Total revenues	**4,625**	**6,907**	**4,641**

Our sole source of revenue over the period from 2019 to 2021 was licence and collaboration revenue, the majority of which related to the AstraZeneca Collaboration (amounting to £14.9 million in total over the period from 2019 to 2021).

With respect to our revenue mix by geography, most revenue since 2019 has been derived from the AstraZeneca Collaboration (which relates to AstraZeneca, a UK-based collaborator).

Research and development expenses

Research and development expenses primarily consist of drug discovery programme costs, employment costs (including salaries, benefits, bonuses and share-based compensation for employees), fees paid to academic collaborators (such as CROs and contract development and manufacturing entities), data and cloud computing costs. Research and development expenses are only capitalised if the product or process to which they relate is technically and commercially feasible; we intend and have the technical ability and resources to complete development; future economic benefits are probable and we can measure the cost reliably. We have not capitalised any research and development expenses to date and all such expenses are expensed as incurred as the technical and commercial feasibility of the products or processes they relate to is uncertain.

We expect our research and development expenses to increase substantially for the foreseeable future as we continue to expand and advance our drug pipeline, invest in the Benevolent Platform and hire additional personnel that are to be directly involved in such efforts. Drug development generally becomes more costly as programmes advance into later stages and in particular all phases of clinical trial. We cannot determine with certainty the timing of initiation, the duration or the completion costs of current or future clinical trials of our drug candidates due to the inherently unpredictable nature of drug development. At this time, we cannot reasonably know or estimate the nature or timing of the efforts that will be necessary to complete the development and commercialisation of any drug candidates that we develop from our programmes. As a result, our research and development expenses may vary substantially from period to period based on the timing of our research and development activities. All of our programmes are at an early stage of development, and we may experience numerous unforeseen events during, or as a result of, the clinical trial process that could delay or prevent commercialisation of our drug candidates and result in a significant change in the costs and timing associated with the development of programmes.

Administrative expenses

Administrative expenses primarily consist of employment costs (including salaries, benefits, bonuses and share-based compensation for employees), property costs (including depreciation and amortisation), operating overheads (including insurance), professional fees and other office costs. Administrative expenses are also expensed as incurred.

Other income

Other income represents income in the form of grants from the United Kingdom's Research and Development Expenditure Credit ("**RDEC**") scheme in relation to the AstraZeneca Collaboration. The magnitude of RDEC grants is proportionate to the time our staff expend on matters under the AstraZeneca Collaboration.

Finance (expense) / income

Finance expenses consist of interest expenses related to lease liabilities as recognised under the accounting standard IFRS 16 'Leases', as adopted on 1 January 2019, whereas finance income arises primarily from interest income on cash, cash equivalents and short-term deposits.

Taxation

Taxation comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

5.6 Results of Operations

Income Statement

The table below sets out the results of operations of the Benevolent Group for the years ended 31 December 2021, 2020 and 2019.

	For the year ended 31 December		
	2021	**2020**	**2019**
	£ thousands (Audited)	**£ thousands (Restated)**	
Revenue	4,625	6,907	4,641
Research and development expenses	(51,750)	(46,520)	(38,171)
Administrative expenses	(53,116)	(25,937)	(25,728)
Other income	90	179	21
Group operating loss	**(100,151)**	**(65,371)**	**(59,237)**
Finance (expense) / income	(392)	(272)	(447)
Loss before taxation	**(100,543)**	**(65,643)**	**(59,684)**
Taxation	14,059	10,279	11,254
Total comprehensive loss	**(86,484)**	**(55,364)**	**(48,430)**

Consolidated statements of profit or loss for the year ended 31 December 2021 compared to the year ended 31 December 2020

The table below sets out the results of operations for the years ended 31 December 2021 and 2020.

	For the years ended 31 December		
	2021	**2020**	**% Change**
	£ thousands (Audited)	**£ thousands (Restated)**	
Revenue	4,625	6,907	(33)
Research and development expenses	(51,750)	(46,520)	11

Administrative expenses	(53,116)	(25,937)	105
Other income	90	179	50
Group operating loss	**(100,151)**	**(65,371)**	**53**
Finance (expense) / income	(392)	(272)	44
Loss before taxation	**(100,543)**	**(65,643)**	**53**
Taxation	14,059	10,279	37
Total comprehensive loss	**(86,484)**	**(55,364)**	**56**

Revenue

Revenue decreased by £2.3 million, or 33%, from £6.9 million for the year ended 31 December 2020 to £4.6 million for the year ended 31 December 2021.

The following table sets forth a breakdown of revenue for the periods indicated.

	For the years ended 31 December		
	2021	**2020**	**% Change**
	£ thousands (Audited)	**£ thousands (Restated)**	
Licence and collaboration revenue	4,625	6,907	(33)
Total	**4,625**	**6,907**	**(33)**

The decrease in revenue from the year ended 31 December 2020 to the year ended 31 December 2021 reflects that the Revenue Recognition Events in the year ended 31 December 2021 entitled us to recognise less revenue under the AstraZeneca Collaboration compared to the Revenue Recognition Events that occurred in the year ended 31 December 2020.

Research and development expenses

Research and development expenses increased significantly by £5.3 million, or 11%, from £46.5 million for the year ended 31 December 2020 to £51.8 million for the year ended 31 December 2021.

The following table sets forth a breakdown of research and development expenses for the periods indicated.

	For the year ended 31 December		
	2021	**2020**	**% Change**
	£ thousands (Audited)	**£ thousands (Restated)**	
Staff costs	30,715	27,636	11
CRO and consumable costs	14,815	13,349	11
Software and IT	4,650	3,842	21
Other R&D costs	1,570	1,693	(7)
Total	**51,750**	**46,520**	**11**

The increase in research and development expenses from the year ended 31 December 2020 to the year ended 31 December 2021 was mainly attributable to an increase in costs relating to staff costs of £3.1 million, or 11%, from £27.6 million to £30.7 million.

The increase in other staff costs was primarily attributable to an increase in our research and development employee headcount from an average of 223 for 2020 to an average of 256 for 2021 as we hired additional employees in order to expand our portfolio and development activities.

Within staff costs, there was an increase of £2 million due to the risk transfer back to the Company of certain employer taxes, through a provision, in relation to equity compensation. This was substantially offset by a £1.8 million non-cash year-on-year decrease in the share-based payments charge.

In addition, there was an increase in the CRO and consumable costs of £1.5 million, or 11%, from £13.3 million for the year ended 31 December 2020 to £14.8 million for the year ended 31 December 2021.

The increase reflects the increased development and expansion of our portfolio in the year.

Administrative expenses

Administrative expenses increased significantly by £27.2 million, or 105%, from £25.9 million for the year ended 31 December 2020 to £53.1 million for the year ended 31 December 2021.

The following table sets forth a breakdown of administrative expenses for the periods indicated.

	For the year ended 31 December		
	2021	**2020**	**% Change**
	£ thousands (Audited)	**£ thousands (Restated)**	
Staff costs	33,740	19,803	70
Office, property and depreciation	3,329	3,450	(4)
Professional fees	3,282	521	530
Software and IT	811	653	24
Impairment charge	10,700	-	100
Other administrative expenses	1,254	1,510	(17)
Total	**53,116**	**25,937**	**105**

The increase in administrative expenses from the year ended 31 December 2020 to the year ended 31 December 2021 includes an increase in costs relating to staff costs of £13.9 million, or 70%, from £19.8 million to £33.7 million.

The increase in other staff costs was attributable to an increase the headcount of administrative staff from an average of 50 for 2020 to an average of 53 for 2021, as we hired additional employees in order to provide support for ongoing expansion.

Within staff costs, there was an increase of £8.4 million due to the risk of certain employer taxes transferring back to the Company through a provision in relation to equity compensation, which is reviewed periodically for changes in share price, settlement and quantum of newly vested awards. This was in addition to a £5.3 million non-cash year-on-year increase in the share-based payments charge.

Moreover, there was an increase in professional fees of £2.8 million from £0.5 million for the year ended 31 December 2020 to £3.3 million for the year ended 31 December 2021. The professional fees for the year ended 31 December 2021 are mostly committed transaction-related costs related to the Closing.

During the year ended 31 December 2021, an asset in which the Company owns a 10% economic interest completed a Phase I trial, which first began dosing patients in 2019. The company that owns and controls the development of the asset indicated that it will not be initiating an in-house Phase II trial as originally planned, but is considering other development paths.

Management therefore considered this change in plans and reviewed the related assumptions and risk factors including the likelihood, timing and value of the revenue streams alongside changes in the associated cost forecasts. Management further considered the general uncertainty of the future economic interest in this asset, as well as the fact that the Company has no control over or involvement in the development of the asset. Management ultimately concluded that the Company should impair the asset in full to reflect this uncertainty. A full non-cash impairment charge of £10.7 million was therefore recognised in the year ended 31 December 2021 to reduce the balance to the amended risk-adjusted net present value calculation, along with the reduction in related deferred tax liability. There was no impairment in the year ended 31 December 2020.

Other income

Other income decreased by £0.1 million, or 50%, from £0.2 million for the year ended 31 December 2020 to £0.1 million for the year ended 31 December 2021.

This decrease was attributable to a reduction in the RDEC grant for the year ended 31 December 2021 compared to the year ended 30 December 2020. The reduction in the RDEC grant was the result of a reduction in staff time expended under the AstraZeneca Collaboration in the year ended 31 December 2021 compared to the year ended 31 December 2020.

Group operating loss

Group operating loss increased significantly by £34.8 million, or 53%, from £65.4 million for the year ended 31 December 2020 to £100.2 million for the year ended 31 December 2021.

This was driven mainly by the increase in administrative expenses and an impairment charge of £10.7 million described above.

Finance (expense) / income

Finance expenses increased by £0.1 million from £0.3 million for the year ended 31 December 2020 to £0.4 million for the year ended 31 December 2021.

The following table sets forth a breakdown of finance (expense) / income for the periods indicated.

	For the year ended 31 December		
	2021	**2020**	**% Change**
	£ thousands (Audited)	**£ thousands (Restated)**	
Interest income on bank deposits	52	253	(79)
Interest expense on lease liabilities	(448)	(551)	(19)
Interest income on lease receivables	4	26	(85)
Total	**(392)**	**(272)**	**44**

The increase in finance expenses from the year ended 31 December 2020 to the year ended 31 December 2021 was mainly attributable to a decrease in interest income on bank deposits of £0.2 million, or 79%, from £0.3 million to £52,000, which reflects a reduction in the amount of our bank deposits and the lower interest rates available on such deposits.

Total comprehensive loss

Total comprehensive loss increased significantly by £31.1 million, or 56%, from £55.4 million for the year ended 31 December 2020 to £86.5 million for the year ended 31 December 2021.

The following table sets forth a breakdown of total comprehensive loss for the periods indicated.

	For the year ended 31 December		
	2021	**2020**	**% Change**
	£ thousands (Audited)	**£ thousands (Restated)**	
Loss before taxation	(100,543)	(65,643)	53
Taxation	14,059	10,279	37
Total comprehensive loss	**(86,484)**	**(55,364)**	**56**

The increase in total comprehensive loss from the year ended 31 December 2020 to the year ended 31 December 2021 was mainly attributable to an increase in loss before taxation of £34.9 million, or 53%, from £65.6 million to £100.5 million.

This was driven mainly by the increase in research and development expenses and administrative expenses described above.

The increase in loss before taxation was partly offset by an increase in R&D Tax Credits driven mainly by an increase in the underlying research and development cost base, which resulted in an increase in the taxation line item by £3.8 million, or 37%, from £10.3 million to £14.1 million during the period under review.

The following table sets forth a breakdown of taxation for the periods indicated.

	For the year ended 31 December		
	2021	**2020**	**% Change**
	£ thousands (Audited)	**£ thousands (Restated)**	
Current tax on income for the period	14,059	9,631	46
Prior year adjustment	-	648	100
Total	**14,059**	**10,279**	**37**

The increase in the tax credit from the year ended 31 December 2020 to the year ended 31 December 2021 was due to the release of £2 million deferred tax liability associated with the impairment of the legacy intangible asset referred to above. The other main change is attributable to an increase in the R&D Tax Credit by £1.6 million, or 15%, from £10.5 million to £12.1 million, which was driven by an increase in the underlying research and development cost base.

Consolidated statements of profit or loss for the year ended 31 December 2020 compared to the year ended 31 December 2019

The table below sets out the results of operations for the years ended 31 December 2020 and 2019.

	For the year ended 31 December		
	2020	**2019**	**% Change**
	£ thousands (Restated)		
Revenue	6,907	4,641	49
Research and development expenses	(46,520)	(38,171)	(22
Administrative expenses	(25,937)	(25,728)	0
Other income	179	21	752
Group operating loss	**(65,371)**	**(59,237)**	**10**
Finance (expense) / income	(272)	(447)	(39)
Loss before taxation	**(65,643)**	**(59,684)**	**10**
Taxation	10,279	11,254	(9)
Total comprehensive loss	**(55,364)**	**(48,430)**	**14**

Revenue

Revenue increased significantly by £2.3 million, or 49%, from £4.6 million for the year ended 31 December 2019 to £6.9 million for the year ended 31 December 2020.

The following table sets forth a breakdown of revenue for the periods indicated.

	For the year ended 31 December		
	2020	**2019**	**% Change**
	£ thousands (Restated)		
Licence and collaboration revenue	6,907	4,641	49
Total	**6,907**	**4,641**	**49**

The increase in revenue of £2.3 million, or 49%, from £4.6 million in the year ended 31 December 2019 to £6.9 million in the year ended 31 December 2020, reflects an increase in licence and collaboration revenue recognised under the AstraZeneca Collaboration, as 2020 was the first full year of activity under the AstraZeneca Collaboration, whereas such activity in 2019 began only in the second quarter (upon entry into the first agreement governing the AstraZeneca Collaboration).

Research and development expenses

Research and development expenses increased significantly by £8.3 million, or 22%, from £38.2 million for the year ended 31 December 2019 to £46.5 million for the year ended 31 December 2020.

The following table sets forth a breakdown of research and development expenses for the periods indicated.

	For the year ended 31 December		
	2020	**2019**	**% Change**
	£ thousands (Restated)		
Staff costs	27,636	18,468	50
CRO and consumable costs	13,349	15,214	(12)
Software and IT	3,842	2,433	58
Other R&D costs	1,693	2,056	(18)
Total	**46,520**	**38,171**	**22**

The increase in research and development expenses from the year ended 31 December 2019 to the year ended 31 December 2020 was mainly attributable to an increase in costs relating to research and development staff costs of £9.1 million, or 50%, from £18.5 million to £27.6 million. This reflects (i) an increase in number of persons on our payroll from an average of 164 in 2019 to 223 in 2020, and (ii) an increase of £2 million in non-cash expense attributable to shared-based payments, as we hired additional employees in order to expand our portfolio and development activities.

The increase in staff costs was partly offset by a decrease in CRO and consumable costs of £1.9 million, or 12%, from £15.2 million to £13.3 million as a result of the completion of a clinical trial in 2019.

Administrative expenses

Administrative expenses increased by £0.2 million, or 1%, from £25.7 million for the year ended 31 December 2019 to £25.9 million for the year ended 31 December 2020.

The following table sets forth a breakdown of administrative expenses for the periods indicated.

	For the year ended 31 December		
	2020	**2019**	**% Change**
	£ thousands (Restated)		
Staff costs	19,803	17,028	16
Office, property and depreciation	3,450	3,471	(1)
Professional fees	521	1,343	(61)
Software and IT	653	512	28
Impairment charge	-	1,594	(100)
Other R&D costs	1,510	1,780	(15)
Total	**25,937**	**25,728**	**1**

The increase in administrative expenses from the year ended 31 December 2019 to the year ended 31 December 2020 was mainly attributable to an increase in costs relating to staff costs of £2.8 million, or 16%, from £17 million to £19.8 million.

Within staff costs was a £2 million non-cash year-on-year increase in the share-based payments charge, as well as an increase in the headcount of administrative staff from 40 for the year ended 31 December 2019 to 50 for the year ended 31 December 2020, supporting the increased operational activity.

This increase in staff costs was partly offset by a decrease in professional fees of £0.8 million, or 61%. We undertook a number of one-off projects in 2019, including in relation to employee share incentives (which were not replicated in 2020) and professional fees incurred in relation to the AstraZeneca Collaboration.

While no impairments arose in 2020, we incurred a £1.6 million cost in 2019 relating to (i) a one-time impairment in the amount of £0.8 million on a patent relating to a drug development programme that management concluded not appropriate to progress further and (ii) an impairment in the amount of £0.8 million on our investment in Adarga Limited.

Other income

Other income increased by £0.2 million from £21,000 for the year ended 31 December 2019 to £0.2 million for the year ended 31 December 2020.

This reflects an increase in the RDEC grant over the period as a result of an increase in time expended by our staff on matters under the AstraZeneca Collaboration. This increase in staff time expended reflects that 2020 was the first full year of activity under the AstraZeneca Collaboration, whereas such activity in 2019 began only in the second quarter (upon entry into the first agreement governing the AstraZeneca Collaboration).

Group operating loss

Group operating loss increased significantly by £6.2 million, or 10%, from £59.2 million for the year ended 31 December 2019 to £65.4 million for the year ended 31 December 2020. This was driven mainly by the increase in research and development expenses described above.

Finance (expense) / income

Finance expense decreased by £0.2 million from £0.5 million for the year ended 31 December 2019 to £0.3 million for the year ended 31 December 2020.

The following table sets forth a breakdown of finance (expense) / income for the periods indicated.

	For the year ended 31 December		
	2020	2019	% Change
	£ thousands (Restated)		
Interest income on bank deposits	253	132	92
Interest expense on lease liabilities	(551)	(590)	(7)
Interest income on lease receivables	26	11	136
Total	**(272)**	**(447)**	**(39)**

The decrease in finance expense from the year ended 31 December 2019 to the year ended 31 December 2020 was mainly attributable to an increase in interest income on bank deposits of £0.1 million, or 92%, from £0.1 million to £0.3 million, which reflects an increase in the amount of our bank deposits as a result of fundraising activity conducted in late 2019.

Total comprehensive loss

Total comprehensive loss increased by £7 million, or 14%, from £48.4 million for the year ended 31 December 2019, to £55.4 million for the year ended 31 December 2020.

The following table sets forth a breakdown of total comprehensive loss for the periods indicated.

	For the year ended 31 December		
	2020	2019	% Change
	£ thousands (Restated)		
Loss before taxation	(65,643)	(59,684)	(10)
Taxation	10,279	11,254	(9)
Total comprehensive loss	**(55,364)**	**(48,430)**	**(14)**

The increase in total comprehensive loss from the year ended 31 December 2019 to the year ended 31 December 2020 was mainly attributable to an increase in loss before taxation of £6 million, or 10%, from £59.7 million to £65.6 million. This was driven mainly by the increase in research and development and administrative expenses described above.

The increase in total comprehensive loss from the year ended 31 December 2019 to the year ended 31 December 2020 was also partly attributable to a decrease in taxation credit of £1 million, or 9%, from £11.3 million to £10.3 million during the period under review.

The following table sets forth a breakdown of taxation for the periods indicated.

	For the year ended 31 December		
	2020	2019	% Change
	£ thousands (Restated)		
Current tax on income for the period	9,631	11,254	(14)
Prior year adjustment	648	-	n.m
Total	**10,279**	**11,254**	**(9)**

The decrease in taxation credit from the year ended 31 December 2019 to the year ended 31 December 2020 was attributable to our acquisition of Proximagen (now Benevolent Cambridge), which HMRC confirmed in 2019 should be treated as a small and medium-sized enterprise ("**SME**") for UK research and development tax credit ("**R&D Tax Credit**") purposes with retroactive effect from our acquisition of it in February 2018. Accordingly, our taxation credit in respect of 2019 included BenevolentAI Cambridge Limited's R&D Tax Credit of £1.2 million, which was carried over from 2018.

The decrease in current tax on income for the period was £1.6 million, or 14%, from £11.3 million to £9.6 million. This was partly offset by a prior year adjustment of £0.6 million during 2020, which was attributable to the true-up of the 2019 estimated R&D Tax Credits in 2020.

5.7 Liquidity and Capital Resources

5.7.1 Sources of Liquidity

Since inception, we have incurred significant net losses. To date, we have largely financed our operations through equity financings, funds provided by collaborations and the receipt of the R&D Tax Credit. We had cash and cash equivalents of £40.6 million and £85.4 million as of 31 December 2021 and 2020, respectively.

We invest our cash and cash equivalents primarily with a view to maintaining liquidity and capital preservation, placing cash in financial institutions on short-term deposit with an original maturity ranging from one to six months.

Our primary uses of capital are, and we expect will continue to be, research and development expenses, technology-related expenses including cloud computing and data licensing, employment costs, and other operating expenses, including rent. Cash used to fund operating expenses is impacted by the timing of our expense payments, which is reflected by the changes in our outstanding accounts payable and accrued expenses. We expect to incur substantial expenses in connection with the advancement of our clinical trials, and the development of our other drug candidates and research programmes.

We plan to continue to fund our operating needs through additional equity financings and/or other forms of financing. We also intend to pursue non-dilutive funding from Platform Collaborations and by out-licensing some of the drugs in our pipeline.

5.7.2 Material Investments

As of the date of this Addendum, Benevolent has no material investments in progress or for which firm commitments have already been made, and the Company, following the Business Combination, will not hold a proportion of capital of joint ventures and undertakings likely to have a significant effect on the assessment of the Company's own assets and liabilities, financial position or profits and losses.

5.7.3 Borrowings

Other than ordinary course intra-group loans, credit card debt and trade and other payables, we have not incurred any borrowings in the years ended 31 December 2021, 2020 or 2019.

5.7.4 Cash flows

The following table sets out financial information extracted from the cash flow statements for the years ended 31 December 2021, 2020 and 2019.

	For the year ended 31 December		
	2021	**2020**	**2019**
	£ thousands (Audited)	**£ thousands (Restated)**	
Net cash flows from/(used in) operating activities	(48,904)	(33,216)	(27,746)
Net cash flows from/(used in) investing activities	(866)	(850)	(598)
Net cash flows from financing activities	5,035	33,762	82,219
Cash and cash equivalents at 1 January	85,371	86,242	(32,506)
Cash and cash equivalents at end of period	40,553	85,371	86,242

Net cash flows from operating activities

The following table provides a breakdown of net cash from operating activities for the periods indicated.

	For the year ended 31 December		
	2021	**2020**	**2019**
	£ thousands (Audited)	**£ thousands (Restated)**	
Loss for the period after taxation	(86,484)	(55,364)	(48,430)
Depreciation, amortisation and impairment	13,643	2,895	4,388

Loss/(gain) on disposal of tangible fixed assets	27	104	(3)
Foreign exchange loss/(gain)	6	926	139
Equity settled share-based payment transactions	19,828	16,289	10,511
Finance expense/(income)	392	272	447
Decrease/(increase) in trade and other receivables	(2,128)	996	(412)
Increase/(decrease) in trade and other payables	(4,830)	772	5,668
(Decrease)/increase in movement in provisions	10,642	(106)	(54)
Net cash flows from operating activities	**(48,904)**	**(33,216)**	**(27,746)**

31 December 2020/2021

Net cash outflow from operating activities increased by £15.7 million, or 47%, from an outflow of £33.2 million for the year ended 31 December 2020 to an outflow of £48.9 million for the year ended 31 December 2021.

This increase in net cash outflow from operating activities was mainly attributable to an increase in loss for the period after taxation (after non-cash items) of £31.1 million, or 56%, from £55.4 million to £86.5 million, reflecting an increase in expenses as we expand our operations.

31 December 2019/2020

Net cash outflow from operating activities increased by £5.5 million, or 20%, from an outflow of £27.7 million for the year ended 31 December 2019 to an outflow of £33.2 million for the year ended 31 December 2020.

This increase in net cash outflow from operating activities was mainly attributable to an increase in loss for the period after taxation of £7 million, or 14%, from £48.4 million to £55.4 million.

Net cash flows from investing activities

The following table provides a breakdown of net cash flows from investing activities for the periods indicated.

	For the year ended 31 December		
	2021	**2020**	**2019**
	£ thousands (Audited)	**£ thousands (Restated)**	
Acquisition of property, plant and equipment	(925)	(1,127)	(737)
Acquisition of intangible assets	-	(3)	-
Proceeds from sale of fixed assets	3	1	8
Interest received	56	279	131
Net cash flows from/(used in) investing activities	**(866)**	**(850)**	**(598)**

31 December 2020/2021

Net cash outflow from investing activities stayed largely consistent throughout the period under review.

31 December 2019/2020

Net cash outflow from investing activities increased by £0.5 million, or 89%, from an outflow of £0.6 million for the year ended 31 December 2019 to an outflow of £1.1 million for the year ended 31 December 2020. This increase was mainly attributable to an increase in acquisition of property, plant and equipment of £0.4 million, or 53%, from an outflow of £0.7 million to an outflow of £1.1 million, which was attributable to purchases of equipment to support our expanding operations.

The increase in acquisition of property, plant and equipment was partly offset by the increase in interest received by £0.2 million, or 113%, from £0.1 million to £0.3 million during the period under review as a result of an increase in the amount of our interest-bearing bank deposits.

The increase in net cash outflow from investing activities was also partly attributable to an increase in acquisition of right-to-use assets of £0.3 million, from £0 to an outflow of £0.3 million during the period under review, which was a result of the additional lease for the Cambridge site that we entered into in October 2020.

Net cash flows from financing activities

The following table provides a breakdown of net cash from flows from financing activities for the periods indicated.

	For the year ended 31 December		
	2021	2020	2019
	£ thousands (Audited)	£ thousands (Restated)	
Repayment of lease liabilities	(2,003)	(2,028)	(1,189)
Proceeds from the issue of share capital, net of costs	7,038	35,790	83,408
Net cash flows from financing activities	**5,035**	**33,762**	**82,219**

31 December 2020/2021

Net cash inflow from financing activities decreased by £28.8 million, or 85%, from an inflow of £33.8 million for the year ended 31 December 2020 to an inflow of £5 million for the year ended 31 December 2021.

Whilst there was an equity investment made from a US healthcare investor made in January 2021, the fundraising round was largely completed in late 2020.

31 December 2019/2020

Net cash inflow from financing activities decreased by £48.4 million, or 59%, from an inflow of £82.2 million for the year ended 31 December 2019 to an inflow of £33.8 million for the year ended 31 December 2020.

This increase was attributable to an increase in the level of equity fundraising in 2019.

5.8 Balance Sheet

As at 31 December 2021 compared to 31 December 2020

The following table sets out financial information extracted from the balance sheet statements as of 31 December 2021 and 2020.

	As of 31 December	
	2021	2020
	£ thousands (Audited)	£ thousands (Restated)
Goodwill	23,479	23,479
Intangible assets	23	10,735
Property, plant and equipment	2,778	3,355
Investments	2,383	2,383
Right-of-use assets	7,222	8,660
Trade and other receivables	175	140
Total non-current assets	**36,060**	**48,752**
Trade and other receivables	3,921	3,300
R&D tax receivable	12,150	10,678
Cash and cash equivalents	40,553	85,371
Total current assets	**56,624**	**99,349**
Total assets	**92,684**	**148,101**
Trade and other payables	10,286	10,392
Deferred income	31	2,722
Lease liabilities	1,593	1,898
Provisions	10,391	-
Total current liabilities	**22,301**	**15,012**
Lease liabilities	7,201	8,430
Provisions	251	-
Deferred tax	-	2,033
Total non-current liabilities	**7,452**	**10,463**
Total liabilities	**29,753**	**25,475**

Net assets	**62,931**	**122,626**
Share capital	243	239
Share premium account	211,158	204,124
Share-based payment reserve	67,666	47,838
Retained earnings	(271,001)	(184,534)
Merger difference	54,568	54,568
Currency translation reserve	297	391
Total equity	**62,931**	**122,626**

Total assets

Total assets decreased by £55.4 million, or 37%, from £148.1 million as of 31 December 2020 to £92.7 million as of 31 December 2021.

Goodwill

Goodwill stayed consistent throughout the period under review.

Intangible assets

Intangible assets decreased by £10.7 million, or 100%, from £10.7 million as of 31 December 2020 to £23,000 as of 31 December 2021.

During the year ended 31 December 2021, an asset in which the Company owns a 10% economic interest completed a Phase I trial, which first began dosing patients in 2019. The company that owns and controls the development of the asset indicated that it will not be initiating an in-house Phase II trial as originally planned, but is considering other development paths.

Management therefore considered this change in plans and reviewed the related assumptions and risk factors including the likelihood, timing and value of the revenue streams alongside changes in the associated cost forecasts. Management further considered the general uncertainty of the future economic interest in this asset, as well as the fact that the Company has no control over or involvement in the development of the asset. Management ultimately concluded that the Company should impair the asset in full to reflect this uncertainty. A full non-cash impairment charge of £10.7 million was therefore recognised in the year ended 31 December 2021 to reduce the balance to the amended risk adjusted net present value calculation, along with the reduction in related deferred tax liability. There was no impairment in the year ended 31 December 2020.

Property, plant and equipment

Property, plant and equipment decreased by £0.6 million, or 17%, from £3.4 million as of 31 December 2020 to £2.8 million as of 31 December 2021 as a result of a higher rate of depreciation compared to new capital expenditure.

Investments

In the year ended 31 December 2021, Benevolent received a 1.25% equity stake in a small US pharmaceutical start-up company in exchange for nil consideration. This arose from the assignment of a previously owned drug discovery compound that had never been capitalised, and for which development and patent production had long been discontinued. This non-cash acquisition in the year had no value recognised in the accounts.

Right-of-use assets

Right-of-use assets decreased by £1.5 million, or 17%, from £8.7 million as of 31 December 2020 to £7.2 million as of 31 December 2021 as a result of depreciation of the assets with the passage of time reducing the remaining term of the lease to which the right-of-use assets relate (namely the lease over our facilities in London and Cambridge, United Kingdom).

Trade and other receivables (non-current)

Trade and other receivables (non-current) stayed largely consistent throughout the period under review.

Trade and other receivables (current)

Trade and other receivables (current) increased by £0.6 million, or 19%, from £3.3 million as of 31 December 2020 to £3.9 million as of 31 December 2021. This is primarily as a result of a £0.4 million increase in the VAT receivable, reflecting the increased spend in the year ended 31 December 2021.

Cash and cash equivalents

Cash and cash equivalents decreased by £44.8 million, or 52%, from £85.4 million as of 31 December 2020 to £40.6 million as of 31 December 2021.

Total liabilities

Total liabilities increased by £4.3 million, or 17%, from £25.5 million as of 31 December 2020 to £29.8 million as of 31 December 2021.

Trade and other payables

Trade and other payables decreased by £0.1 million, or 1%, from £10.4 million as of 31 December 2020 to £10.3 million as of 31 December 2021.

Deferred income

Deferred income decreased by £2.7 million, or 99%, from £2.7 million as of 31 December 2020 to £31,000 as of 31 December 2021 associated with the timing of revenue recognition under the AstraZeneca Collaboration.

Lease liabilities (current)

Lease liabilities (current) decreased by £0.3 million, or 16%, from £1.9 million as of 31 December 2020 to £1.6 million as of 31 December 2021.

Provisions (current)

Provisions (current) increased by £10.4 million, from £0 as of 31 December 2020 to £10.4 million as of 31 December 2021. This is due to the risk transfer back to the Company of certain employer taxes in relation to equity compensation.

Lease liabilities (non-current)

Lease liabilities (non-current) decreased by £1.2 million, or 15%, from £8.4 million as of 31 December 2020 to £7.2 million as of 31 December 2021.

Provisions (non-current)

Provisions (non-current) increased by £0.3 million, from £0 as of 31 December 2020 to £0.3 million as of 31 December 2021, representing the introduction of the dilapidations provision on office leases.

Deferred tax

Deferred tax decreased by £2 million, from £2 million as of 31 December 2020 to £0 as of 31 December 2021. This liability represents the deferred tax arising on future economic interest of the acquired intangible patent asset, with movements in the year recognised through the statement of profit or loss. Given this has been fully impaired in 2021, there is no deferred tax liability remaining at 31 December 2021.

As at 31 December 2020 compared to 31 December 2019

The following table sets out financial information extracted from the balance sheet statements as of 31 December 2020 and 2019.

	As of 31 December	
	2020	**2019**
	£ thousands	**(Restated)**
Goodwill	23,479	23,479
Intangible assets	10,735	10,745
Property, plant and equipment	3,355	3,807

Investments	2,383	2,383
Right-of-use assets	8,660	9,757
Trade and other receivables	140	138
Total non-current assets	**48,752**	**50,309**
Trade and other receivables	3,300	3,429
R&D tax receivable	10,678	11,547
Cash and cash equivalents	85,371	86,242
Total current assets	**99,349**	**101,218**
Total assets	**148,101**	**151,527**
Trade and other payables	10,392	9,915
Deferred income	2,722	2,641
Lease liabilities	1,898	1,462
Provisions	-	106
Total current liabilities	**15,012**	**14,124**
Lease liabilities	8,430	10,064
Deferred tax	2,033	1,819
Total non-current liabilities	**10,463**	**11,883**
Total liabilities	**25,475**	**26,007**
Net assets	**122,626**	**125,520**
Share capital	239	213
Share premium account	204,124	168,360
Share-based payment reserve	47,838	31,549
Retained earnings	(184,534)	(129,170)
Merger difference	54,568	54,568
Currency translation reserve	391	-
Total equity	**122,626**	**125,520**

Total assets

Total assets decreased slightly by £3.4 million, or 2%, from £151.5 million as of 31 December 2019 to £148.1 million as of 31 December 2020.

Goodwill

Goodwill stayed consistent throughout the period under review.

Intangible assets

Intangible assets stayed largely consistent throughout the period under review.

Property, plant and equipment

Property, plant and equipment decreased by £0.4 million, or 12%, from £3.8 million as of 31 December 2019 to £3.4 million as of 31 December 2020 as a result of a higher rate of depreciation compared to new capital expenditure.

Investments

Investments stayed consistent throughout the period under review.

Right-of-use assets

Right-of-use assets decreased by £1.1 million, or 11%, from £9.8 million as of 31 December 2019 to £8.7 million as of 31 December 2020 as a result of depreciation of the assets with the passage of time reducing the remaining term of the lease to which the right-of-use assets relate (namely the lease over our facilities in London and Cambridge, United Kingdom).

Trade and other receivables (non-current)

Trade and other receivables (non-current) stayed largely consistent throughout the period under review.

Trade and other receivables (current)

Trade and other receivables (current) decreased by £0.1 million, or 4%, from £3.4 million as of 31 December 2019, to £3.3 million as of 31 December 2020.

R&D tax receivable

R&D tax receivable decreased by £0.8 million, or 8%, from £11.5 million as of 31 December 2019 to £10.7 million as of 31 December 2020.

The taxation credit for the year ended 31 December 2019 contains an additional £1.2 million related to 2018 following clarification of being an SME for research and development tax credit purposes and a retrospective claim being reflected.

Cash and cash equivalents

Cash and cash equivalents stayed largely consistent throughout the period under review as a result of fundraising during the year.

Total liabilities

Total liabilities decreased slightly by £0.5 million, or 2%, from £26 million as of 31 December 2019 to £25.5 million as of 31 December 2020.

Trade and other payables

Trade and other payables increased slightly by £0.5 million, or 5%, from £9.9 million as of 31 December 2019 to £10.4 million as of 31 December 2020.

Deferred income

Deferred income increased slightly by £0.1 million, or 3%, from £2.6 million as of 31 December 2019 to £2.7 million as of 31 December 2020 as a result of the timing of invoicing versus revenue recognition in relation to the AstraZeneca Collaboration.

Lease liabilities (current)

Lease liabilities (current) increased significantly by £0.4 million, or 30%, from £1.5 million as of 31 December 2019 to £1.9 million as of 31 December 2020 as a result of there being no offsetting lease receivables owing to the surrender of a previously occupied office facility in London.

Provisions (current)

Provisions (current) decreased from £0.1 million as of 31 December 2019 to £0 as of 31 December 2020 as a result of the surrendering, in June 2020, of a previously occupied office facility in London, to which this dilapidations provision related.

Lease liabilities (non-current)

Lease liabilities (non-current) decreased by £1.7 million, or 16%, from £10.1 million as of 31 December 2019 to £8.4 million as of 31 December 2020 as a result of rent payments, and the passage of time reducing the remaining term of the lease over our facilities in London and Cambridge, United Kingdom.

Deferred tax

Deferred tax increased by £0.2 million, or 12%, from £1.8 million as of 31 December 2019 to £2 million as of 31 December 2020. This is as a result of the future increase in the UK corporation tax rate from 19% to 25%, which shall take effect from 1 April 2023. The deferred tax liability arises on an intangible patent asset that was acquired in 2018.

Equity

The following table provides an overview of our equity as of the reporting dates indicated.

	As of 31 December

	2021	2020	2019
		£ thousands (Audited)	
Share capital	243	239	213
Share premium account	211,158	204,124	168,360
Share-based payments reserve	67,666	47,838	31,549
Retained earnings	(271,001)	(184,534)	(129,170)
Merger difference	54,568	54,568	54,568
Currency translation reserve	297	391	-
Total equity	**62,931**	**122,626**	**125,520**

Our total equity decreased from £122.6 million as of 31 December 2020 to £62.9 million as of 31 December 2021, primarily due to an increase in negative retained earnings from our net loss of £86.5 million for the year ended 31 December 2021. This was partly offset by an increase in the share-based payments reserve of £19.8 million, from £47.8 million as of 31 December 2020 to £67.7 million as of 31 December 2021.

Our total equity decreased from £125.5 million as of 31 December 2019 to £122.6 million as of 31 December 2020, primarily due to an increase in negative retained earnings from our net loss for the financial year ended 31 December 2020, which was almost fully offset by an increase to the share premium account and a separate increase to the share-based payments reserve attributable to our equity fundraising activities.

5.9 Quantitative and Qualitative Disclosure of Market and Other Risks

Credit risk

Credit risk is the risk of financial loss to us if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and cash deposit investments.

We currently do not have a provision for bad debt based on historic and current experience with relevant parties. Our cash deposits are held only in investment-grade banks with the risk diversified by spreading deposits across several banks. Consequently, exposure to expected credit losses is very low.

Liquidity risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they come due. We expect to meet our financial obligations through operating and financing cash flows.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

	31 December 2021				
	Carrying amount	**1 year or less**	**1 to <2 years**	**2 to <5 years**	**5 years and over**
	£000	*£000*	*£000*	*£000*	*£000*
Non-derivative financial liabilities					
Trade and other payables	19,924	19,924	-	-	-
Lease liabilities	8,794	2,003	1,848	4,415	1,948

	31 December 2020				
	Carrying amount	**1 year or less**	**1 to <2 years**	**2 to <5 years**	**5 years and over**
	£000	*£000*	*£000*	*£000*	*£000*
Non-derivative financial liabilities					
Trade and other payables	9,569	9,569	-	-	-
Lease liabilities	10,328	1,996	1,996	4,780	3,419

	31 December 2019				
	Carrying amount	**1 year or less**	**1 to <2 years**	**2 to <5 years**	**5 years and over**
	£000	*£000*	*£000*	*£000*	*£000*
Non-derivative financial liabilities					
Trade and other payables	9,461	9,461	-	-	-

Lease liabilities	11,526	1,999	1,902	5,124	4,891

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect our income or the value of our holdings of financial instruments. We do not have any exposure to changes in quoted equity prices and our exposure to changes in interest rates is minimal, but we are exposed to foreign exchange rates.

Foreign currency risk

Our exposure to foreign currency risk is as follows. This is based on the carrying amount for monetary financial instruments except derivatives when it is based on notional amounts.

31 December 2021	Euro	US Dollar	Other	British Pound	Total
	£000	*£000*	*£000*	*£000*	*£000*
Cash and cash equivalents	398	1,107	-	39,048	40,553
Trade Payables	(191)	(14)	-	(1,542)	(1,747)
Net exposure	207	1,093	-	37,506	38,806

31 December 2020	Euro	US Dollar	Other	British Pound	Total
	£000	*£000*	*£000*	*£000*	*£000*
Cash and cash equivalents	389	8,138	-	76,844	85,371
Trade Payables	(396)	(1,634)	-	(1,732)	(3,762)
Net exposure	(7)	6,504	-	75,112	81,609

31 December 2019	Euro	US Dollar	Other	British Pound	Total
	£000	*£000*	*£000*	*£000*	*£000*
Cash and cash equivalents	1,012	3,794	43	81,393	86,242
Trade Payables	(856)	(192)	(3)	(1,645)	(2,696)
Net exposure	156	3,602	40	79,748	83,546

A 10% weakening of the following currencies against the pound sterling at 31 December 2021, 2020 or 2019 would have increased profit or loss by the amounts shown below. This calculation assumes that the change occurred at the balance sheet date and had been applied to risk exposures existing at that date.

This analysis assumes that all other variables, in particular other exchange rates and interest rates, remain constant. The analysis is performed on the same basis for 31 December 2021, 2020 and 2019.

Sensitivity analysis

	2021	2020	2019
	£000	*£000*	*£000*
€	(21)	1	(16)
$	(109)	(650)	(360)
Other	-	-	(4)

A 10 percent strengthening of the above currencies against the pound at 31 December 2021, 2020 or 2019 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

5.10 Critical Accounting Estimates and Judgements

For a summary of critical accounting estimates and judgements, please see Note “2. Critical accounting estimates and judgements” to the audited consolidated financial statements of Benevolent.

6. UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

6.1 Introduction

On 6 December 2021, Odyssey SPAC (to be renamed BenevolentAI at the Closing), Benevolent, the Benevolent Shareholders and certain other parties entered into the Business Combination Agreement and certain ancillary agreements, pursuant to which, among other things, the Benevolent Shareholders will contribute and transfer the Benevolent Shares to Odyssey SPAC and, in consideration for such Benevolent Shares, will receive New Public Shares of Odyssey SPAC in proportion to their original shareholdings in Benevolent and in accordance with the Consideration Exchange Multiple. As a result of the Business Combination, Benevolent and its subsidiaries will become wholly-owned by the Company, which will in turn be owned by Odyssey's shareholders, which will include Benevolent's existing shareholders as well as other investors.

Also, in connection with the Business Combination, participants in the Benevolent Group's share option plan to provide equity incentives for its employees, key management and other beneficiaries (the "**Share Option Plan**") will receive at the Closing, in exchange for the cancellation and release of each option or RSU issued under the Share Option Plan by its respective holder, an option or RSU over such number of Public Shares as is equal to the number of Public Shares subject to the relevant option or RSU issued pursuant to the Share Option Plan multiplied by the Consideration Exchange Multiple on otherwise equivalent terms.

Any such options that are vested as at the Closing shall be capable of exercise with effect from the Closing (unless any restrictions are imposed on the exercise of options by applicable law or by the Company, including in relation to insider dealing) and all options that are not vested shall continue to vest, in each case in accordance with the terms of the Share Option Plan and the applicable Award Agreement, and once vested shall be capable of exercise (or may be cash-cancelled), subject to any restrictions and applicable laws. RSUs that are vested as at the Closing shall be settled in Public Shares following the Closing (unless any restrictions are imposed on the exercise of RSUs by applicable law or by the Company, including in relation to insider dealing, or if the RSUs are cash-settled by the Company), and in any event no later than 15 March of the year following the Closing. The RSUs that are not yet time-vested as of the Closing will continue to time-vest pursuant to the terms of the Share Option Plan and the applicable Award Agreement and once vested shall be settled in Public Shares (or may be cash-settled by the Company), subject to any restrictions and applicable laws.

Additionally, in connection with the execution of the Business Combination Agreement, Odyssey SPAC has entered into the Subscription Agreements with the PIPE Investors as part of the PIPE Financing, pursuant to which the PIPE Investors have agreed to subscribe for and purchase, and Odyssey SPAC agreed to issue and sell to such investors, an aggregate of 13,613,394 New Public Shares at €10.00 each for gross proceeds of €136,133,940 on the Closing (or such other date as the parties to the Business Combination Agreement may agree in accordance therewith). The Subscription Agreements also contain other customary representations, warranties, escrow account waiver provisions and agreements of the parties thereto.

The Business Combination, which is not within the scope of IFRS 3 since Odyssey SPAC does not meet the definition of a business in accordance with IFRS 3, will be accounted for within the scope of IFRS 2. Based on the Public Shares outstanding after the Business Combination, after reflection of the redemption notices received by Odyssey SPAC by 7 April 2022, as explained below, the Business Combination will be accounted for as a capital reorganisation ("**Capital Reorganisation**") in accordance with IFRS. Under this method of accounting, Odyssey SPAC will be treated as the acquired company for financial reporting purposes. Accordingly, the Business Combination will be treated as the equivalent of the Benevolent Group issuing shares at the Closing for the net assets of Odyssey SPAC as of the Closing Date, accompanied by a recapitalisation. Any excess of fair value of Benevolent Shares deemed to be issued over the fair value of Odyssey SPAC's identifiable net assets acquired represents compensation for the service of a stock exchange listing for its shares and is expensed as incurred.

The accounting acquirer analysis herein has been prepared based on the estimated capitalisation at Closing. Assuming no redemptions, Odyssey SPAC shareholders, PIPE Investors and Benevolent Shareholders (including previous holders of vested options and vested RSUs) will hold 20.1%, 9.1% and 67.4%, respectively, of the equity and voting interest in the post-combination company immediately after the Closing.

The Business Combination is expected to have a significant impact on the net assets, financial position and results of operations of Odyssey SPAC and Benevolent, and will substantially affect the Company's results of operations going forward. Therefore, the unaudited pro forma consolidated financial information prepared by Odyssey SPAC consists of:

- unaudited pro forma consolidated financial statements as of 31 December 2021;
- an unaudited pro forma consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021, as accompanied by the related pro forma notes thereto (together, the "**Unaudited Pro Forma Consolidated Financial Information**"); and
- an unaudited pro forma consolidated statement of financial position as of 31 December 2021.

The purpose of the Unaudited Pro Forma Consolidated Financial Information is to illustrate the material effects that the Capital Reorganisation would have had on Odyssey SPAC and the Benevolent Group:

- as of 31 December 2021, as if the Capital Reorganisation had occurred on 31 December 2021 for the purpose of the unaudited pro forma consolidated statement of financial position; and
- for the year ended 31 December 2021 as if the Capital Reorganisation had occurred on 31 December 2021 for the purpose of the unaudited pro forma consolidated statement of profit or loss and other comprehensive income.

The hypothetical financial position or results included in the Unaudited Pro Forma Consolidated Financial Information may differ from the Company's actual financial position or results, and has been presented for illustrative purposes only. Further, the Unaudited Pro Forma Consolidated Financial Information may not be useful in predicting the future financial condition and results of operations of the Company. The actual financial position and results of operations may differ significantly from the pro forma amounts reflected herein due to a variety of factors. The pro forma adjustments represent management's estimates based on information available as of the date of the Unaudited Pro Forma Consolidated Financial Information and is subject to change as additional information becomes available and analyses are performed. The Unaudited Pro Forma Consolidated Financial Information is based upon the respective historical consolidated financial statements of Odyssey SPAC and the Benevolent Group and should be read in conjunction with the following financial statements:

- the Benevolent Group's audited consolidated financial statements as of and for the fiscal years ended 31 December 2021, 31 December 2020 and 31 December 2019; and
- Odyssey SPAC's audited consolidated financial statements as of and for the fiscal year ended 31 December 2021.

6.2 Historical Financial Information Included in the Unaudited Pro Forma Consolidated Financial

The unaudited pro forma consolidated statement of financial position as of 31 December 2021 combines the historical consolidated statement of financial position of Benevolent and the historical consolidated statement of financial position of Odyssey SPAC for such reporting date on a pro forma basis as if the Business Combination and related transactions had been consummated on 31 December 2021. The unaudited pro forma consolidated statements of profit or loss and other comprehensive income for the year ended 31 December 2021 combines the historical consolidated statement of profit or loss and other comprehensive income of Benevolent and the historical consolidated statement of comprehensive income of Odyssey SPAC for such period on a pro forma basis as if the Business Combination and related transactions had been consummated on 31 December 2021.

The unaudited pro forma consolidated statement of financial position as of 31 December 2021 has been prepared using the following:

- Benevolent's audited consolidated statement of financial position as of 31 December 2021, which are derived from the audited consolidated financial statements of Benevolent as of and for the year ended 31 December 2021 and which are published together with the Unaudited Pro Forma Consolidated Financial Information; and
- Odyssey SPAC's audited consolidated statement of financial position as of 31 December 2021, which are derived from the audited consolidated financial statements of Odyssey SPAC for the period ended 31 December 2021 and which are published together with the Unaudited Pro Forma Consolidated Financial Information.

The unaudited pro forma consolidated statements of profit or loss and other comprehensive income for the year ended 31 December 2021 has been prepared using the following:

- Benevolent's audited consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021, which are derived from the audited consolidated financial statements of Benevolent as of and for the year ended 31 December 2021 and which are published together with the Unaudited Pro Forma Consolidated Financial Information; and

- Odyssey SPAC's audited consolidated statement of comprehensive income for the period ended 31 December 2021, which are derived from the audited consolidated financial statements of Odyssey SPAC as of and for the period ended 31 December 2021 and which are published together with the Unaudited Pro Forma Consolidated Financial Information.

The audited consolidated financial statements of Benevolent have been prepared in accordance with IFRS and its reporting currency is pounds sterling. Odyssey SPAC's audited consolidated financial statements have been prepared in accordance with IFRS and its reporting currency is the euro.

6.2.1 Adjustments to Odyssey SPAC's historical financial information to align presentation:

As part of the preparation of the Unaudited Pro Forma Consolidated Financial Information, certain line items were renamed to align Odyssey SPAC's historical financial information in accordance with the presentation and financial statement line items of Benevolent's historical financial information. Refer to the following tables:

Unaudited pro forma consolidated statement of financial position

Benevolent	Odyssey SPAC
Retained Earnings	Accumulated deficit

Unaudited pro forma consolidated statement of profit or loss and other comprehensive income

Benevolent	Odyssey SPAC
Administrative expenses	Other operating expenses
Finance expense	Finance costs

6.3 Basis of Pro Forma Presentation

The Unaudited Pro Forma Consolidated Financial Information has been prepared in accordance with the principles described in Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards to the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004, Annex 20 Pro Forma Information.

The Unaudited Pro Forma Consolidated Financial Information has been prepared consistently in all material aspects on the basis of IFRS and the accounting policies of Benevolent, as described in the notes to Benevolent's audited consolidated financial statements as of and for the years ended 31 December 2021, 31 December 2020 and 31 December 2019.

The pro forma adjustments presented in the Unaudited Pro Forma Consolidated Financial Information have been identified and presented to provide relevant information necessary for an accurate understanding of Benevolent after giving effect to the Business Combination. Management has made significant estimates and assumptions in its determination of the pro forma adjustments. As the Unaudited Pro Forma Consolidated Financial Information has been prepared based on these preliminary estimates, the final amounts recorded may differ materially from the information presented.

The pro forma adjustments reflecting the Closing are based on certain currently available information and certain assumptions and methodologies that are considered reasonable under the circumstances. The pro forma adjustments, which are described in the accompanying pro forma notes, may be revised as additional information becomes available and is evaluated. Therefore, it is likely that the actual adjustments will differ from the pro forma adjustments and it is possible the difference may be material. The assumptions and methodologies are considered to provide a reasonable basis for presenting all of the significant effects of the Business Combination based on information available at this time and that the pro forma adjustments give appropriate effect to those assumptions and are properly applied in the Unaudited Pro Forma Consolidated Financial Information.

The Unaudited Pro Forma Consolidated Financial Information does not reflect the income tax effects of the pro forma adjustments as based on the statutory rate in effect for the historical periods presented given.

Benevolent and Odyssey SPAC incurred significant losses during the historical periods presented and income tax effects would result in offsetting and unrecognised temporary differences.

6.4 Pro Forma Assumptions

6.4.1 Business Combination date and accounting acquirer

The Unaudited Pro Forma Consolidated Financial Information is presented on the basis that Benevolent is the accounting acquirer. For purposes of the Unaudited Pro Forma Consolidated Financial Information, the unaudited pro forma consolidated statement of financial position as of 31 December 2021 assumes that the Business Combination occurred on 31 December 2021. This means that for the purpose of the unaudited pro forma consolidated statement of financial position, the consolidation criterion is met as of 31 December 2021. The unaudited pro forma consolidated statements of profit or loss and other comprehensive income for the year ended 31 December 2021 also presents the pro forma effect to the Business Combination as if it had been completed on 31 December 2021.

6.4.2 Public Shares and Warrants deemed issued

For purposes of the Unaudited Pro Forma Consolidated Financial Information, the fair value of Public Shares deemed issued was estimated based on a market price of €9.93 per share. The fair value of the 5,000,000 Sponsor Shares that will be converted into Public Shares immediately following the Business Combination is €7.99 per share, and the fair value of the remaining 2,500,000 Sponsor Shares that will be convertible post-Closing if the closing price of the Public Shares exceeds €13.00 for any ten (10) trading days within a thirty (30) trading day period is €3.06. The fair value of the Sponsor Shares is determined using the aggregated price of Public Shares adjusted for probability of default, time value and liquidity discount. The fair value of the Public Warrants and the Sponsor Warrants amounts to €0.68 per Public Warrant and €1.07 per Sponsor Warrant, and is determined according to both the Binomial Tree method and the Monte Carlo method as of 31 December 2021. The values are preliminary and will change based on fluctuations in the price of the Public Shares and Warrants through the Closing Date.

6.4.3 Public Share redemption

The Business Combination Agreement provides that each party's obligation to consummate the Business Combination is conditioned on the funds having been released from the Escrow Account at the effective time of the Closing and the Dutch Subsidiary having made an advance liquidation distribution to Odyssey SPAC in an amount equal to such funds and after taking into account (i) payments by Odyssey SPAC for any redemptions, (ii) the PIPE Financing, (iii) the backstop facility agreement between Odyssey SPAC, certain Benevolent Shareholders (together, the "**Benevolent Backstop Shareholders**"), the Sponsor and an entity beneficially owned by Ally Bridge Group (the "**Backstop Investor**"), pursuant to which, and on the terms and subject to the conditions of which, the Backstop Investor has committed to subscribe for and purchase from Odyssey SPAC for €10.00 per New Public Share the number of New Public Shares equal to the number of Public Shares properly tendered for redemption by Odyssey SPAC shareholders in connection with the Business Combination, subject to a cap of 4,000,000 New Public Shares and (iv) the non-redemption agreement between Odyssey SPAC, the Sponsor, the Benevolent Backstop Shareholders and Bleichroeder LP ("**Bleichroeder**"), pursuant to which, and on the terms and subject to the conditions of which, Bleichroeder has agreed not to tender for redemption in connection with the Business Combination a number of Public Shares held by Bleichroeder that is equal to 1,998,000 Public Shares (but before payment of the Deferred Underwriting Commission in connection with the Private Placement, payment of any transaction expenses and deductions of negative interest from the Escrow Account), Odyssey SPAC having at least an aggregate of two hundred and sixteen million euros (€216,000,000) of cash (amended from €250,000,000 in March 2022) and such cash not being held in the Escrow Account. Concurrent with the Business Combination, holders of the Public Shares will have the opportunity to redeem all or a portion of their Public Shares upon the Closing at an estimated per share price of €9.96, payable in cash. For the purposes of the Unaudited Pro Forma Consolidated Financial Information, it has been assumed that no such shareholder exercised its redemption rights.

For purposes of the Unaudited Pro Forma Consolidated Financial Information, the accounting acquirer analysis has been prepared using the assumptions summarised above with respect to number of Public Shares for which holders of Public Shares elected their redemption right.

The following table summarises the estimated pro forma number of Public Shares outstanding, assuming no redemptions and after the other assumptions described herein:

Shareholders	Basic Ownership in ordinary shares at closing	Equity %
Benevolent Shareholders[(1)]	100,420,000	67.4%
Holders of Public Shares	30,000,000	20.1%
Holders of Sponsor Shares (2/3 promote)	5,000,000	3.4%
PIPE Investors	13,613,394	9.1%
	149,033,394	**100%**

(1) Includes holders of vested options and vested RSUs.

6.4.4 Share issuance

The pro forma adjustments in respect of the share issuance are based on the following assumptions:

- For the purposes of the unaudited pro forma consolidated statement of profit or loss and other comprehensive income, it is assumed that the share issuance took place on 31 December 2021. For purposes of the unaudited pro forma consolidated statement of financial position, it is assumed that the share issuance took place on 31 December 2021.
- It is assumed that the adjustment for the issuance of 13,613,394 New Public Shares in exchange for proceeds in the amount of €136.1 million for the PIPE Financing occurred as of 31 December 2021 for the purpose of the pro forma consolidated statement of financial position and as of 31 December 2021 for the purpose of the pro forma consolidated statement of profit or loss and other comprehensive income.

For the purposes of the Unaudited Pro Forma Consolidated Financial Information, the non-recurring preliminary estimated transaction costs expected to be incurred related to the Business Combination and PIPE Financing subsequent to 31 December 2021 until the Closing by Odyssey SPAC and Benevolent are approximately €53.4 million.

6.4.5 Employee equity exchange

The parties to the Business Combination Agreement have mutually agreed to the amendments to the Share Option Plan in connection with the Business Combination. With effect from the Closing, each option and RSU granted under the Share Option Plan shall be automatically surrendered and released in exchange for the grant by the Company of an option or RSU over such number of Public Shares as is equal to the number of Benevolent Shares subject to the relevant option or RSU multiplied by the Consideration Exchange Multiple (but otherwise subject to the same terms). Such options that are vested as at the Closing shall be capable of exercise with effect from the Closing (unless any restrictions are imposed on the exercise of options by applicable law or by the Company, including in relation to insider dealing) and all such options that are not vested shall continue to vest, in each case in accordance with the terms of the Share Option Plan and the applicable Award Agreement, and once vested shall be capable of exercise (or may be cash-cancelled), subject to any restrictions and applicable laws. Such RSUs that are vested as at the Closing shall be settled in Public Shares within the six-month period following the Closing (unless any restrictions are imposed on the settlement of RSUs by applicable law or by the Company, including in relation to insider dealing, or if the RSUs are cash-settled by the Company), and in any event no later than 15 March of the year following the Closing. Any such RSUs that are not yet time-vested as of the Closing will continue to time-vest pursuant to the terms of the Share Option Plan and the applicable Award Agreement and once vested shall be settled in Public Shares (or may be cash-settled by the Company), subject to any restrictions and applicable laws.

For the purposes of the Unaudited Pro Forma Consolidated Financial Information and pursuant to the Business Combination Agreement and option and RSU amendments, certain assumptions need to be made in order to establish the necessary adjustments. The adjustments assume that all of the vested options and RSUs are presented as exercised or settled at closing, which creates a Social Security Tax liability for the Group, which is also reflected.

6.4.6 Foreign currency exchange translation

The historical balances of Odyssey SPAC are presented originally in euros, whereas the historical balances of Benevolent are presented in pounds sterling. For the purposes of the Unaudited Pro Forma Consolidated Financial Information, Odyssey SPAC balances as of 31 December 2021, adjusted for the Private Placement, are translated to pounds sterling as follows:

- assets and liabilities are translated at the closing rate as of 31 December 2021, which was €1 to £0.83854;
- income and expenses are translated using the average rate during the year ended 31 December 2021, which was €1 to £0.8602; and
- all resulting exchange differences are recognised as part of currency translation reserve.

The adjusted Odyssey SPAC financial information as at 31 December 2021 translated to pounds sterling are then consolidated with Benevolent in pounds sterling, together with the pro forma adjustments in pounds sterling. The total Unaudited Pro Forma Consolidated Financial Information in pounds sterling is re-translated to euros using the closing rate as at 31 December 2021, being €1 to £0.83854.

6.5 Unaudited Pro Forma Consolidated Statement of Financial Position as of 31 December 2021 and Unaudited Pro Forma Consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2021

(in thousands)	Odyssey € 31 December 2021 A	Odyssey £ 31 December 2021 translated B	Benevolent £ 31 December 2021 C	Sum before Pro Forma Adjustments £ 31 December 2021 D = B + C	Pro Forma Adjustments £ 31 December 2021 E	Explanations of Pro forma Adjustments	Total £ F = D + E	Total € translated G
Non-current assets								
Goodwill	-	-	23,479	23,479	-		23,479	28,000
Intangible assets	-	-	23	23	-		23	27
Property, plant and equipment	-	-	2,778	2,778	-		2,778	3,313
Investments	-	-	2,383	2,383	-		2,383	2,842
Right-of-use assets	-	-	7,222	7,222	-		7,222	8,613
Prepaid insurance	208	174	-	174	-		174	207
Cash in escrow	299,326	250,997	-	250,997	(250,997)	A	-	-
Trade and other receivables	-	-	175	175	-		175	209
	299,534	251,171	36,060	287,231	(250,997)		36,234	43,211
Current assets								
Prepaid insurance	407	341	-	341	-		341	407
Trade and other receivables	-	-	3,921	3,921	-		3,921	4,676
R&D tax receivable	-	-	12,150	12,150	-		12,150	14,490
Cash and cash equivalents	2,391	2,005	40,553	42,558	250,483	A	293,041	349,466
	-	-	-	-	114,154	B	114,154	136,134
	-	-	-	-	(12,641)	C	(12,641)	(15,075)
	-	-	-	-	(0)	D	(0)	(0)
	-	-	-	-	(1,197)	E	(1,197)	(1,427)
	-	-	-	-	1,819	F	1,819	2,169
	-	-	-	-	(28,510)	H	(28,510)	(34,000)
	-	-	-	-	-	I	-	-
	-	-	-	-	(4,210)	J	(4,210)	(5,021)
	2,798	2,346	56,624	58,970	319,898		378,868	451,819
Total assets	302,332	253,517	92,684	346,201	68,901		415,102	495,030

(in thousands)	Odyssey € 31 December 2021 A	Odyssey £ 31 December 2021 translated B	Benevolent £ 31 December 2021 C	Sum before Pro Forma Adjustments £ 31 December 2021 D = B + C	Pro Forma Adjustments £ 31 December 2021 E	Explanations of Pro forma Adjustments	Total £ F = D + E	Total € translated G
Current liabilities								
Trade and other payables	1,221	1,024	10,286	11,310	-		11,310	13,488
Deferred income	-	-	31	31	-		31	37
Accrued interest on cash in escrow	121	101	-	101	(101)	A	-	-
Redeemable Class A shares	294,928	247,309	-	247,309	(247,309)	I	-	-
Class A warrants at fair value	6,750	5,660	-	5,660	(5,660)	I	-	-
Class B warrants at fair value	7,029	5,894	-	5,894	(5,894)	I	-	-
Lease liabilities	-	-	1,593	1,593	-		1,593	1,900
Provisions	-	-	10,391	10,391	-		10,391	12,392
	310,049	259,988	22,301	282,289	(258,964)		23,325	27,817
Non-current liabilities								
Lease liabilities	-	-	7,201	7,201	-		7,201	8,588
Provisions	-	-	251	251	-		251	299
	-	-	7,452	7,452	-		7,452	8,887
Equity								
Share capital	8	7	243	250	11	B	261	312
	-	-	-	-	(9)	D	(9)	(11)
	-	-	-	-	27	F	27	32
	-	-	-	-	(177)	G	(177)	(211)
	-	-	-	-	25	I	25	30
Share premium account	9,698	8,132	211,158	219,290	114,143	B	333,433	397,635
	-	-	-	-	(12,641)	C	(12,641)	(15,075)
	-	-	-	-	-	D	-	-
	-	-	-	-	1,792	F	1,792	2,137
	-	-	-	-	177	G	177	211
	-	-	-	-	250,458	I	250,458	298,683
Share-based payment reserve	-	-	67,666	67,666	18,122	E	85,788	102,306
	-	-	-	-	57,132	I	57,132	68,133
Legal reserve	-	-	-	-	-		-	-
Retained earnings	(17,423)	(14,987)	(271,001)	(285,988)	(413)	A	(286,401)	(341,547)
	-	-	-	-	9	D	9	11
	-	-	-	-	(19,319)	E	(19,319)	(23,039)
	-	-	-	-	(28,510)	H	(28,510)	(34,000)
	-	-	-	-	(48,752)	I	(48,752)	(58,139)
	-	-	-	-	(4,210)	J	(4,210)	(5,021)
Merger difference	-	-	54,568	54,568	-		54,568	65,075
Currency translation reserve	-	377	297	674	-		674	804
	(7,717)	(6,471)	62,931	56,460	327,865		384,325	458,326
Total Equity and Liabilities	302,332	253,517	92,684	346,201	68,901		415,102	495,030

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2021

(in thousands)	Odyssey € 1 June 2021 to 31 December 2021 A	Odyssey £ 1 June 2021 to 31 December 2021 translated B	Benevolent £ 2021 C	Sum before Pro Forma Adjustments £ 2021 D = B + C	Pro Forma Adjustments £ 2021 E	Explanations of Pro forma Adjustments	Total £ F = D + E	Total € translated G
Revenue	-	-	4,625	4,625	-		4,625	5,516
Gross profit	-	-	4,625	4,625	-		4,625	5,516
Research and development expenses	-	-	(51,750)	(51,750)	-		(51,750)	(61,714)
Administrative expenses	(2,466)	(2,121)	(53,116)	(55,237)	(19,319)	AA	(74,556)	(88,912)
	-	-	-	-	(28,510)	BB	(28,510)	(34,000)
	-	-	-	-	(48,752)	CC	(48,752)	(58,139)
	-	-	-	-	(4,210)	DD	(4,210)	(5,021)
Other income	-	-	90	90	-		90	107
Operating loss	(2,466)	(2,121)	(100,151)	(102,272)	(100,791)		(203,063)	(242,163)
Fair value loss on Class A warrants	(6,450)	(5,548)	-	(5,548)	-		(5,548)	(6,616)
Fair value loss on Class B warrants	(6,039)	(5,195)	-	(5,195)	-		(5,195)	(6,195)
Finance expense	(2,468)	(2,123)	(392)	(2,515)	(413)	EE	(2,928)	(3,492)
Loss before taxation	(17,423)	(14,987)	(100,543)	(115,530)	(101,204)		(216,734)	(258,466)
Taxation	-	-	14,059	14,059	-		14,059	16,766
Loss for the year	(17,423)	(14,987)	(86,484)	(101,471)	(101,204)		(202,675)	(241,700)
Other comprehensive income								
Items that may be reclassified to profit or loss in subsequent periods (net of tax)								
Exchange differences on translation of foreign operations	-	377	94	471	-		471	562
Total comprehensive loss for the year	(17,423)	(14,610)	(86,390)	(101,000)	(101,204)		(202,204)	(241,138)

Pro forma basic and diluted earnings (loss) per share	(£1.36)
Pro forma weighted average ordinary shares outstanding (basic and diluted)	149,033,394

6.6 Pro Forma Notes to the Unaudited Pro Forma Consolidated Financial Information

6.6.1 Pro forma adjustments to the unaudited pro forma consolidated statement of financial position as at 31 December 2021

The pro forma adjustments included in the unaudited pro forma consolidated statement of financial position as of 31 December 2021 are as follows:

A. Reflects the reclassification of £250,997 thousand of investments held in the Escrow Account from other financial assets (current) to cash and cash equivalents that becomes available at the Business Combination. An additional amount of £413 thousand accrues as the negative interest being deducted from the Escrow Account is recognised as part of retained earnings.

B. Concurrent with the execution of the Business Combination Agreement, Odyssey SPAC entered into the Subscription Agreements with the PIPE Investors pursuant to which, among other things, such investors have agreed to subscribe for and purchase, and Odyssey SPAC has agreed to issue and sell to such investors, 13,613,394 New Public Shares for an aggregate of €136,134 thousand in proceeds.

The pro forma adjustment reflects the proceeds of €136,134 thousand (£114,154 thousand) from the issuance of 13,613,394 New Public Shares at €10.00 (with a par value of €0.001 per share) per share in the PIPE Financing pursuant to the terms of the Subscription Agreements. Consequently, cash and cash equivalents increased by €136,134 thousand (£114,154 thousand) with a corresponding increase to share capital and share premium of €14 thousand (£11 thousand) and €136,120 thousand (£114,143 thousand), respectively.

C. Reflects the payment of £12,641 thousand of estimated and incremental equity-related transaction costs incurred in connection with financing activities by Benevolent and Odyssey SPAC subsequent to 31 December 2021 payable by the combined entity on the Closing. These are treated as equity issuance costs directly attributable to the PIPE Financing and the Private Placement and are offset against the share premium.

D. Reflects the repurchase and cancellation of 87,984 Benevolent G2 Growth Shares. These Benevolent G2 Growth Shares will be bought prior to the Closing for net consideration of £0.01 and subsequently cancelled.

E. Reflects the adjustment for the estimated accelerated vesting provisions of certain options and RSUs under the Share Option Plan that were triggered because of the Business Combination, in addition to changes in the Share Option Plan's leaver provisions. This amounts to an estimated £18,122 thousand on the share-based payment reserves with a corresponding decrease in retained earnings.

The adjustment also includes an estimated provision for the National Insurance Contributions payable to be settled in cash, with a corresponding decrease in retained earnings, amounting to an increase of an estimated £1,197 thousand on the vested awards which is payable upon exercise of such options and settlement of RSUs.

F. Reflects the estimated issuance of 4,613,326 Public Shares in fulfilment of the vested, converted and exercised options at the Closing and an estimated 5,801,692 Public Shares in fulfilment of the vested, converted and settled RSUs. Such will result in an increase in share capital of £27 thousand for the nominal value of Benevolent Shares, an increase of £1,792 thousand in share premium and related increase in cash and cash equivalents for £1,819 thousand for the exercise price of the options and settlement of RSUs. This is consistent with the Benevolent Share Number determination.

G. The Business Combination will result in the acquisition of 100% of the Benevolent Shares by Odyssey SPAC via the contribution of all Benevolent Shares into Odyssey SPAC by the Benevolent Shareholders in exchange for New Public Shares. This transaction is treated as Capital Reorganisation under IFRS.

The pro forma adjustment to share capital and share premium reflects the issue of 100,420,000 New Public Shares, which is comprised of the New Public Shares issued against the contribution of Benevolent Shares outstanding amounting to an estimated 2,609,016 Benevolent Shares as of the Closing (after pro forma adjustments D and F) to Odyssey SPAC, consistent with the Benevolent Share Number at the Closing and the New Public Shares issued to holders of vested options and vested RSUs.

The decrease in share capital of £177 thousand against share premium reflects the adjustment in Benevolent's share capital from £261 thousand to £84 thousand which is the value of the New Public Shares issued by Odyssey SPAC.

H. Reflects the payment of £28,510 thousand of estimated and incremental transaction costs to be incurred in relation to the Business Combination by Benevolent and Odyssey SPAC subsequent to 31 December 2021 payable on the Closing, resulting in a related decrease to cash and cash equivalents. Benevolent's share in the transaction costs amounts to £10,764 thousand, while Odyssey SPAC's share amounts to £17,746 thousand. These transaction costs mainly relate to banking fees, legal fees and due diligence fees related to the Business Combination and are accounted for as a decrease in the retained earnings.

I. Reflects the elimination of Odyssey SPAC's historical equity balances, after recording the transaction costs to be incurred by Odyssey SPAC as described in pro forma adjustments C and H, as well as elimination of the financial liabilities related to Public Shares and Warrants.

<u>"No redemption assumption"</u>
The increase in the share capital and share premium represents the pro forma adjustment for the 30,000,000 Public Shares issued to Odyssey SPAC's shareholders, which are presented as equity instead of financial liabilities. Additionally, the 10,000,000 Public Warrants and 6,600,000 Sponsor Warrants presented as financial liabilities prior to the Business Combination are treated as equity-settled share-based payment awards deemed issued to Odyssey SPAC's shareholders with a corresponding increase to other reserves.

Furthermore, in accordance with IFRS 2, the adjustment includes the preliminary estimated expense recognised for the excess of the fair value of Public Shares and Warrants deemed issued over the fair value of Odyssey SPAC's identifiable net assets, adjusted for estimated transaction costs, the Deferred Underwriting Commission and additional discretionary fees to be paid by Odyssey SPAC, acquired at the date of the Business Combination. The fair value of Public Shares deemed issued was estimated based on a market price of €9.93 per share. The fair value of the Sponsor Shares that will be converted into Public Shares immediately following the Business Combination amounting to 5,000,000 New Public Shares is €7.99 per share and the remaining 2,500,000 Sponsor Shares that will be convertible post-Closing, if the closing price of the Public Shares exceeds €13.00 for any ten (10) trading days within a thirty (30) trading period, is €3.06 per share. The fair value of the Sponsor Shares is determined using the aggregated price of Public Shares adjusted for probability of default, time value and liquidity discount. The fair value of the Public Warrants and Sponsor Warrants amounts to €0.68 per Public Warrant and €1.07 per Sponsor Warrant, respectively, and is determined according to both the Binomial Tree method and the Monte Carlo method as of 31 December 2021. The values are preliminary and will change based on fluctuations in the price of the Public Shares and Public Warrants through the Closing Date. Based on the approximate volatility of Odyssey SPAC share price from the date of the Business Combination Agreement and the preparation date of these Unaudited Pro Forma Consolidated Financial Information, a 2% change in the fair value per Public Share and Public Warrant would result in a change of £6,023 thousand in the estimated expense.

The total pro forma adjustments under this subsection I result in a decrease of £0 thousand in cash and cash equivalents, a decrease of £247,309 thousand in Redeemable Class A shares, a decrease of £5,660 thousand in Class A warrants at fair value and a decrease of £5,894 thousand in Class B warrants at fair value an increase of £25 thousand in share capital, an increase of £250,458 thousand in share premium, an increase of £57,132 thousand in share-based payment reserve, and a decrease of £48,752 thousand in retained earnings.

J. Reflects the adjustment for the stamp duty (the "**Stamp Duty Tax**") payable in respect of the Share Exchange aspects of the Business Combination which is estimated based on a percentage of the consideration. This relates to the Business Combination and is accounted for as a decrease in the retained earnings.

6.6.2 Pro forma adjustments to the unaudited pro forma consolidated statement of profit or loss and other comprehensive income for the six months ended 31 December 2021

The pro forma adjustments included in the unaudited forma consolidated statement of profit or loss and other comprehensive income all have one off effect and are as follows:

AA. Reflects the adjustment for the estimated accelerated vesting provisions of options and RSUs which will be triggered because of the Business Combination, in addition to changes in the Share Option Plan's leaver provisions. This amounts to to an estimated £18,122 thousand. The adjustment also includes an increase to the estimated provision for the National Insurance Contributions payable of £1,197 thousand on the vested awards.

BB. Reflects the payment of £28,510 thousand of estimated and incremental transaction costs incurred relating to the Business Combination by Benevolent and Odyssey SPAC subsequent to 31 December 2021 payable on the Closing. Benevolent's share in the transaction costs amounts to £10,764 thousand, while Odyssey SPAC's share amounts to £17,746 thousand. These transaction costs mainly relate to banking fees, legal fees and due diligence fees related to the Business Combination.

CC. Represents the preliminary estimated expense recognised, in accordance with IFRS 2, for the excess of the fair value of Odyssey SPAC Public Shares and Warrants deemed issued over the fair value of Odyssey SPAC's identifiable net assets, adjusted for estimated transaction costs to be paid by Odyssey SPAC, acquired at the date of the Business Combination, recognised in administrative expenses in the amount of £48,752 thousand.

DD. Reflects the adjustment for the Stamp Duty Tax payable in respect of the Share Exchange aspects of the Business Combination.

EE. Reflects the additional £413 thousand negative interest accruing to the Escrow Account.

6.6.3 Pro Forma Basic and Diluted Earnings (Loss) per Share

Represents the pro forma earnings (loss) per share calculated using the historical weighted average Public Shares outstanding, and the issuance of New Public Shares in connection with the Business Combination and related transactions, assuming the Public Shares were outstanding since 1 June 2021. As the Business Combination and related transactions are being reflected as if they had occurred at the beginning of the periods presented, the calculation of weighted average Public Shares outstanding for basic and diluted earnings (loss) per share assumes that the New Public Shares issued in connection with the Business Combination have been outstanding for the entire period presented.

As the unaudited pro forma consolidated statement of profit or loss and other comprehensive income is in a loss position and would reduce the loss per share in case of additional dilutive instruments, they are excluded in the calculation of diluted weighted average number of Public Shares outstanding, as disclosed in the table below.

(in £ thousands, except share and per share data)	
Pro forma weighted average ordinary shares outstanding (basic and diluted)	149,033,394
Pro forma net loss for the period ended 31 December 2021	(£202,204)
Pro forma basic and diluted earnings (loss) per share for the period ended 31 December 2021	(£1.36)

Pro forma weighted average ordinary shares outstanding (basic and diluted)(1)

Benevolent Shareholders(2)	100,420,000
Odyssey SPAC shareholders	30,000,000
Sponsor	5,000,000
PIPE Investors	13,613,394
Total	**149,033,394**

(1) Assuming no redemptions.
(2) Includes holders of vested options and vested RSUs.

Dilutive shares and other instruments(1):

Benevolent Shareholders[(2)]	100,420,000
Odyssey SPAC shareholders	30,000,000
Sponsor	7,500,000
PIPE Investors	13,613,394
Public Warrants[(3)]	10,000,000
Sponsor Warrants[(3)]	6,600,000
Unvested Benevolent Options/RSUs[(4)]	9,452,278
Total	**177,585,672**

(1) Assuming no redemptions.
(2) Includes holders of vested options and vested RSUs.
(3) These represent the number of New Public Shares to be issued upon payment of the exercise price of €11.50, with a resultant €190.9 million of cash received by the Group. In the case of cashless exercise of Warrants, the maximum number of New Public Shares issuable is 10,210,000 New Public Shares, which is subject to adjustment.
(4) Based on an estimated Closing Date of 22 April 2022.

7. FINANCIAL INFORMATION

The following are consolidated financial statements of Odyssey SPAC and Benevolent as of and for the financial years ended 31 December 2021.

Odyssey Acquisition S.A.

Société anonyme

CONSOLIDATED
FINANCIAL STATEMENTS

FOR THE FINANCIAL PERIOD
FROM JUNE 1, 2021 (DATE OF INCORPORATION) TO
DECEMBER 31, 2021

Registered office: 9, rue de Bitbourg
L - 1273 Luxembourg
R.C.S. Luxembourg: B255412

Odyssey Acquisition S.A.

Consolidated financial statements for the period ended
December 31, 2021

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Odyssey Acquisition S.A.

Consolidated Management Report
for the period ended December 31, 2021

The Board of Directors (the "**Board**") of Odyssey Acquisition S.A. (hereafter the "**Company**") submits its consolidated management report with the consolidated financial statements of the Company and its subsidiary (the "**Group**") for the period ended December 31, 2021.

1. Overview

The Company is a special purpose acquisition company (otherwise known as a blank cheque company) incorporated in Luxembourg on June 1, 2021 and registered with the Luxembourg Trade and Companies Register. The Company's corporate purpose is the acquisition of a business with principal business operations in Europe or in another geographic area, that is based in the healthcare sector or the TMT (technology, media, telecom) sector or any other sectors through a merger, share exchange, asset acquisition, share repurchase, reorganization or similar transaction (the "**Business Combination**"). The Company intends to complete the Business Combination using cash from the proceeds of the Private Placement (defined below) of the class A shares and warrants, shares, debt or a combination of cash, shares and debt (see below).

2. Review and development of the Group's business, financial performance and financial position

The Company completed its Private Placement (the "**Private Placement**") on July 2, 2021 for the issuance of 30,000,000 redeemable class A shares with a par value of €0.0010 (the "**Public Shares**") and 10,000,000 class A warrants (the "**Public Warrants**"). The Public Shares are admitted to trading on the regulated market of Euronext Amsterdam N.V. under the symbol "ODYSY" on July 2, 2021. Likewise, the Public Warrants are also admitted to trading on the regulated market of Euronext Amsterdam N.V. under the symbol "ODYSW". One Public Share and one-third (1/3) of a Public Warrant (each, a "**Unit**"), were sold at a price of €10.00 per unit representing a total placement volume of €300 million.

The initial shareholders of the Company (prior to the Private Placement), namely Odyssey Sponsor S.à r.l. (the "**Sponsor**") and the independent directors (Walid Chammah, Andrew Gundlach and Cynthia Tobiano), purchased to 8,750,000 class B shares and 6,600,000 sponsor warrants to purchase Public Shares (the "**Sponsor Warrants**"). During the year, it was resolved to reduce the number of class B shares from 8,750,000 down to 7,500,000 by way of cancellation of 1,250,000 class B shares without reduction of the share capital. The class B shares and Sponsor Warrants are not publicly traded securities. The Sponsor has agreed to a lock-up period running at least until the Business Combination, subject to customary exceptions described in the Company's prospectus dated July 1, 2021 (the "**Prospectus**").

On December 6, 2021, the Company, BenevolentAI Limited ("**Benevolent**"), shareholders of Benevolent (the "**Benevolent Shareholders**") and certain other parties entered into a business combination agreement and certain ancillary agreements, pursuant to which, among other things, Benevolent Shareholders will contribute and transfer their shares of Benevolent to the Company and, in consideration for such Benevolent Shares, will receive new shares of the Company (the "**Business Combination Agreement**"). On December 6, 2021, the Company and certain investors executed definitive documentation with respect to a private investment in public equity transaction (the "**PIPE Financing**"), which provided for binding subscriptions to purchase an aggregate of 13,613,394 Public Shares at €10.00 per share. As a result of the Business Combination, Benevolent and its subsidiaries will become wholly-owned by the Company. Following the Business Combination, the Company will be renamed BenevolentAI.

Please refer to Sections 5.1 *"Background to the Business Combination"* and 5.4 *"Interests of Certain Persons in the Business Combination"* of the Shareholder Circular published on the website of the

Company (www.odyssey-acquisition.com) on March 9, 2022 for additional information.

Financial performance highlights
As a blank cheque company, the Group currently does not have an active business. The Group did not generate revenue during the period ended December 31, 2021 and is not expected to generate any operating revenues until after the completion of the Business Combination. The Group's activities for the period ended December 31, 2021 were those necessary to prepare for the Private Placement and the subsequent listing on Euronext Amsterdam, and, after the listing, to identify a target company for a Business Combination and the potential acquisition, described below. The Group incurred expenses as a result of being a public company (for legal, financial reporting, accounting and auditing compliance), as well as due diligence expenses.

The net loss of the Group for the period ended December 31, 2021 was €17,423,005, due to the operating expenses and finance costs, and fair value loss on the Public Warrants and the Sponsor Warrants (together, the "**Warrants**").

Financial position highlights
The Group's main asset accounts refer to the cash in escrow which are the proceeds from the Private Placement whereas on the liability section, the significant balances refer to the Public Shares and the Warrants.

3. Principal risk and uncertainties

The Group has analysed the risks and uncertainties to its business, and the Board has considered their potential impact, their likelihood, the controls that the Group has in place and steps the Group can take to mitigate such risks. The Group's principal risks and uncertainties can be summarised as follows:

Risk	Likelihood	Mitigating factors
Benefits not achieved. The potential benefits of the Business Combination may not be fully achieved, or may not be achieved within the expected timeframe.	Medium	To support the management team's efforts in evaluating Benevolent as a potential Business Combination candidate, the Company engaged financial, technological, scientific, commercial, legal, accounting and tax advisors. Furthermore, the management team and its advisors reviewed relevant underlying documentation, made available by Benevolent and engaged in extensive Q&A sessions with Benevolent's management team, covering a wide variety of topics. The Company's management team's due diligence included site visits to Benevolent's offices and research laboratories.
Liquidation of the Company. The Company faces certain risks and costs if the Business Combination is not completed, including the risk of diverting management focus and resources from other Business Combination opportunities, which could result in the Company being unable to effect a Business Combination within the Business Combination deadline by July 6, 2023 and force the Company to liquidate.	Low	The Board put in place controls in selecting Benevolent as the most suitable Business Combination target. (See "*Risk – Benefits not achieved – Mitigating factors*" above.) The Business Combination with Benevolent is expected to be completed in April 2022, significantly ahead of the liquidation deadline.

Shareholder vote. The Company's shareholders may fail to provide the respective votes necessary to effect the Business Combination.	Low	A number of the Company's shareholders have committed to vote in favour of the Business Combination, including the Sponsor. Voting in favour of the Business Combination does not prevent the Company's ordinary shareholders from tendering their shares for redemption.
Closing conditions. The closing of the Business Combination is conditioned on the satisfaction or waiver of certain closing conditions that are not within the Company's control.	Low	In March 2022, the Company and Benevolent have agreed to amend the minimum cash condition to €216 million, providing enhanced transaction certainty. This condition is expected to be met given the PIPE Financing and the backstop and non-redemption agreements.
Going concern risk in case of no business combination: The Company has incurred fees and expenses associated with preparing and completing the Business Combination. The Company may need to arrange third-party financing and there can be no assurance that it will be able to obtain such financing, which could compel the Company to restructure or abandon the Business Combination.	Low	The Company is undertaking continuous control and monitoring of expenses incurred in view of its available funding and has engaged reputable service providers to assist with this monitoring. As at the date of this report the Board believes that the Company has sufficient funds in order to meet the fees and expenditures required for operating its business prior to the closing of the Business Combination.
Market conditions. Adverse events and market conditions, such as the COVID-19 pandemic and the conflict between Russia and Ukraine, might prevent the completion of the Business Combination.	Low	The operations of the Company have not been materially disrupted by the COVID-19 pandemic and the conflict between Russia and Ukraine. Moreover, the Company secured €60 million of new equity commitments in March 2022, in connection with the Business Combination, thereby reducing the risk of not completing the transaction.

The other risks surrounding the Group are further disclosed in the Prospectus.

4. Financial risk management objectives and policies

As at December 31, 2021, the Group had €2,390,728 in cash and cash equivalents (excluding cash in escrow). The proceeds from the Private Placement are presented as cash in escrow in the consolidated statement of financial position, for an amount of €299,325,790.

The Group had a negative equity of €7,717,350 as at December 31, 2021. The Board believes that the funds available to the Group outside of the secured deposit account are sufficient to pay costs and expenses incurred by the Group prior to the completion of the Business Combination. The Group has financial instruments which are presented as non-current liabilities which do not impose any liquidity issues to the Group. The Sponsor Warrants amounting to €7,029,000 (See Note 12.1 to the audited consolidated financial statements) have no redemption rights or liquidation distribution rights and will expire worthless in case of liquidation. Furthermore, the Public Warrants amounting to €6,750,000 are only redeemable at the option of the Company (See Note 12.2 to the audited consolidated financial statements).

The Group consists of newly formed companies that have conducted no operations and currently generated no revenue. The Group does not have any interest-bearing loans.

Besides the above, the Group identified the related financial risks and has considered their potential impact, their likelihood, and controls in place to mitigate such risks. The applicable financial risks to the Group are liquidity risks and credit risks which are described in Note 14 of the audited consolidated financial statements.

5. Related party transactions

The Company as the borrower issued a promissory note with the Sponsor as the lender with effect on June 4, 2021 ("**Promissory Note**") with a maximum value of €300,000 (Note 15 to the audited consolidated financial statements). As at December 31, 2021, the Promissory Note matured, and no amount was drawn.

The Company has been compensating the Sponsor for administrative and day-to-day support services, in an amount of €20,000 per month since June 1, 2021. The Company has also entered into an agreement with Zaoui & Co., an affiliate of the Sponsor, and the Sponsor, as M&A adviser in connection with the Business Combination, whereby Zaoui & Co. provides to the Company (i) consulting and advisory services such as target screening and financial analysis as may be required by the Company to properly conduct its business and dedicated employee time, in an amount of €80,000 per month since June 2021 and, (ii) services in respect of strategy, tactics, timing and structuring of the Business Combination, which the Company has agreed to pay as a success fee in the amount of €11.5 million, upon the closing of the Business Combination. Zaoui & Co. has entered into a subscription agreement as part of the PIPE Financing and will reinvest the success fee of €11.5 million to be paid by the Company to Zaoui & Co. earned in connection with the Business Combination into the Company pursuant to such subscription.

Please refer to Section 6.5.1 *"Transactions with Related Parties"* of the Shareholder Circular published on the website of the Company (www.odyssey-acquisition.com) on March 9, 2022 for additional information.

6. Research and development

The Group did not have any activities in the field of research and development during the financial period ended December 31, 2021.

7. Corporate governance

The corporate governance rules of the Company are based on the applicable Luxembourg laws. The Company's articles of association (the "**Articles**") and its internal regulations, and in particular the rules of procedure of the Board, are available on the website of the Company (www.odyssey-acquisition.com). The audit committee (the "**Audit Committee**") performs its duties in compliance with applicable laws, in particular Regulation (EU) No. 537/2014 of the European Parliament and the Council of April 16, 2014 on specific requirements regarding the statutory audit of public-interest entities, as amended, the Audit Law and the Articles.

The Company has implemented a corporate governance framework consisting of (i) a board the majority of which consists of directors who are independent, (ii) an Audit Committee and (iii) an insider trading policy which can be viewed on the Company's website (www.odyssey-acquisition.com).

The Company is managed by a Board composed of five directors: Michael Zaoui (chair), Yoël Zaoui, Walid Chammah, Andrew Gundlach and Cynthia Tobiano. The Board is vested with the broadest powers to act in the name and on behalf of the Company and to take any actions necessary or useful to fulfil the Company's corporate purpose, with the exception of the powers reserved by law or the Articles to the general meeting of shareholders (the "General Meeting"). On June 4, 2021, the Board has appointed two co-CEOs, Yoël Zaoui and Jean Raby, who are mainly responsible for considering the various Business Combination opportunities and for submitting them to the Board.

The Audit Committee is composed of independent directors of the Company and is responsible for all matters set forth in the Luxembourg law of July 23, 2016 on the audit profession, as amended and is, among other things, considering matters relating to financial controls and reporting, internal and external audits, the scope and results of audits and the independence and objectivity of auditors. It monitors and reviews the Group's audit function and, with the involvement of its auditor, focuses on compliance with applicable legal and regulatory requirements and accounting standards. The Audit Committee consists of Walid Chammah, Andrew Gundlach and Cynthia Tobiano (chair).

The Company has adopted an insider trading policy setting out, inter alia, prohibitions on directly or indirectly conducting or recommending transactions in Company securities while in the possession of inside information.

Prior to completing the Business Combination, the Company has not and will not be involved in any activities other than preparation for the Private Placement and the Business Combination. The Company has therefore tailored its corporate governance framework and will likely further tailor its governance framework after the Business Combination.

8. Internal control and risk management systems in relation to the financial reporting process

The Group has implemented a system of internal controls over financial reporting. It aims to identify, evaluate and control any risks that could influence the proper preparation of the consolidated financial statements. As a core component of the accounting and reporting process, the system of internal controls over financial reporting comprises preventive, detective, monitoring, and corrective control measures in accounting and operational functions, which are designed to ensure a methodical and consistent process for preparing the Group's financial statements.

The control and risk management mechanisms include identifying and defining processes, introducing layers of approval, and applying the principle of segregation of duties including the use of external service providers diligently selected and monitored. The Group's internal controls over financial reporting include policies and procedures that pertain to the maintenance of records that, in reasonable detail, are designed to accurately and fairly reflect the transactions and dispositions of the assets of the Group, provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the applicable accounting standards, provide reasonable assurance that the receipts and expenditures are being made only in accordance with authorisations of the Group's management and directors, and provide reasonable assurance regarding prevention or timely detection of the unauthorised acquisition, use or disposition of our assets that could have a material effect on the Group's financial statements. Because of its inherent limitations, the Group's internal controls over financial reporting may not prevent or detect errors or misstatements in the Group's financial statements. The system of internal controls is reviewed annually.

9. Transactions in own shares

The Group has not acquired or held any of its own shares as at December 31, 2021. The Group has not undertaken any free issue of shares to members of its salaried staff as at December 31, 2021.

10. Branches

The Group does not have any branches as at December 31, 2021.

11. Take-over directive

The Company has been notified of the following significant shareholders who control 5% or more of the voting rights of the Company:

	% of voting rights attached to shares	% of voting rights through financial instruments	Total of both in %
Sona Credit Master Fund Limited and Sunrise Partners Limited Partnership managed by **Sona Asset Management (UK) LLP**	8.74	3.33	12.07
PSAM WorldArb Master Fund Ltd. and Lumyna Specialist Funds - Event Alternative Fund managed by **P. Schoenfeld Asset Management LP**	8.74	3.32	12.07
Linden Capital L.P.	8.7	3.3	12.1
Bleichroeder LP	5.33	1.78	7.11
Odyssey Sponsor	17.57	15.62	33.19

The members of the Board are appointed at the General Meeting for a term of up to five years and are eligible for re-appointment. A member of the Board may be removed *ad nutum* (without cause) by a resolution adopted by the General Meeting.

Subject to the provisions of the Luxembourg law, any amendment of the Articles requires a majority of at least two-thirds (2/3) of the votes validly cast at a general shareholders' meeting at which at least half of the share capital is present or represented (in case the second condition is not satisfied, a second meeting may be convened in accordance with the Luxembourg law, which may deliberate regardless of the proportion of the capital represented and at which resolutions are taken at a majority of at least two-thirds (2/3) of the votes validly cast). Abstention and nil votes will not be taken into account for the calculation of the majority. Furthermore, where there is more than one class of shares and the resolution of the General Meeting is such as to change the respective rights thereof, the resolution must, in order to be valid, fulfil the conditions as to attendance and majority laid down above with respect to each class.

The Board is authorised to issue Public Shares, to grant options or Warrants and to issue any other instruments giving access to Public Shares within the limits of the authorised capital, set at € 1,000,000, consisting of one billion Public Shares, to such persons and on such terms as they shall see fit and specifically to proceed to such issue with removal or limitation of the preferential right to subscribe to the shares issued for the existing shareholders.

The Board is currently not authorised to instruct the Company, directly or indirectly, to repurchase its own Shares.

12. Subsequent events and outlook

In March 2022, the Company announced that Odyssey Sponsor and certain existing shareholders of Benevolent had secured €60 million of new equity commitments in the Company comprised of a €40 million backstop facility agreement with Ally Bridge Group, a global healthcare-focused investment group and existing PIPE investor, and a €20 million non-redemption agreement with Bleichroeder LP, one of the Company's largest shareholders. The Company and Benevolent have also agreed to amend the minimum cash condition to € 216 million, providing enhanced transaction certainty.

On March 9, 2022, the Company published a circular relating to the definitive agreement by and among the Company, its Dutch subsidiary, Benevolent, the Benevolent Shareholders and the representative of the Benevolent Shareholders. The business combination between the Company and Benevolent remains subject to approval by a general meeting of the Company's shareholders which has been convened for April 11, 2022 and the satisfaction of a waiver of certain other customary closing conditions.

Luxembourg, March 23, 2022

Michael Zaoui

Chairman of the Board of Directors
Chief Executive Officer

Yoël Zaoui

Co-Chief Executive Officer

Walid Chammah

Independent Non-Executive Board of Director

Andrew Gundlach

Independent Non-Executive Board of Director

Cynthia Tobiano

Independent Non-Executive Board of Director

Odyssey Acquisition S.A.

Corporate Governance Statement by the Board of Directors for the period ended December 31, 2021

The Board of Directors of the Company reaffirm their responsibility to ensure the maintenance of proper accounting records disclosing the consolidated financial position of the Group with reasonable accuracy at any time and ensuring that an appropriate system of internal controls is in place to ensure that the Group's business operations are carried out efficiently and transparently.

In accordance with Article 3 of the law of January 11, 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, the Company declares that, to the best of our knowledge, the audited consolidated financial statements for the period ended December 31, 2021, prepared in accordance with International Financial Reporting Standards as adopted by European Union, give a true and fair view of the assets, liabilities, financial position as of that date and results for the period then ended.

In addition, management's report includes a fair review of the development and performance of the Group's operations during the period and of business risks, where appropriate, faced by the Group as well as other information required by the Article 68 ter of the law of December 19, 2002 on the commercial companies register and on the accounting records and financial statements of undertakings, as amended.

Luxembourg, March 23, 2022

Michael Zaoui

Chariman of the Board of Directors
Chief Executive Officer

Yoël Zaoui

Co-Chief Executive Officer

Walid Chammah

Independent Non-Executive Board of Director

Andrew Gundlach

Independent Non-Executive Board of Director

Cynthia Tobiano

Independent Non-Executive Board of Director

To the Shareholders of
Odyssey Acquisition S.A.
9, rue de Bitbourg
L-1273 Luxembourg
R.C.S. Luxembourg B 255.412

REPORT OF THE REVISEUR D'ENTREPRISES AGREE

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **Odyssey Acquisition S.A.** and its subsidiary (the "Group"), which comprise the consolidated statement of financial position as of 31 December 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash-flows for the period from 1 June 2021 (date of incorporation) to 31 December 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give true and fair view of the consolidated financial position of the Group as of 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the period from 1 June 2021 (date of incorporation) to 31 December 2021 in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the ´ Responsibilities of "réviseur d'entreprises agréé" for the Audit of the Consolidated Financial Statements » section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Based on the result of our audit procedures no Key Audit Matters were identified for the audit of the consolidated financial statements as of 31 December 2021.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the Consolidated Management Report and the Corporate Governance Statement but does not include the consolidated financial statements and our report of the "réviseur d'entreprises agréé" thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

Responsibilities of the Board of Directors and Those Charged With Governance of the Group for the Consolidated Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs as adopted by the European Union and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The Board of Directors is also responsible for presenting and marking up the consolidated financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format, as amended ("ESEF Regulation").

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Responsibilities of the "Réviseur d'Entreprises Agréé" for the Audit of the Consolidated Financial Statements

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "Réviseur d'Entreprises Agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "Réviseur d'Entreprises Agréé" to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "Réviseur d'Entreprises Agréé". However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Assess whether the consolidated financial statements have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Report on Other Legal and Regulatory Requirements

We have been appointed as "réviseur d'entreprises agréé" on June 1, 2021 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 1 year.

The Management report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is the responsibility of the Board of Director's. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial companies register and on the accounting records and financial statements of undertakings, as amended, is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

We have checked the compliance of the consolidated financial statements of the Group as at 31 December 2021 with relevant statutory requirements set out in the ESEF Regulation that are applicable to the consolidated financial statements. For the Group, it relates to:

- Consolidated financial statements prepared in valid xHTML format;
- The XBRL markup of the Consolidated Financial Statements using the core taxonomy and the common rules on markups specified in the ESEF Regulation.

In our opinion, the consolidated financial statements of the Group as at 31 December 2021, identified as 2221003P54KEDC3P4Z33-2021-12-31, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in EU Regulation No 537/2014 were not provided and that we remained independent of the Group in conducting the audit.

Luxembourg, 23 March 2022

For Mazars Luxembourg, Cabinet de révision agréé
5, rue Guillaume J. Kroll
L-1882 Luxembourg

Nadhmi AMOURI
Réviseur d'entreprises agréé

Odyssey Acquisition S.A.

Consolidated statement of comprehensive income for the period ended December 31, 2021

	Note(s)	Period from June 1, 2021 to December 31, 2021 €
Revenue		-
Other operating expenses	6	(2,465,900)
Operating profit/(loss)		**(2,465,900)**
Fair value loss on Class B warrants	12.1	(6,039,000)
Fair value loss on Class A warrants	12.2	(6,450,000)
Finance costs	9, 12.3	(2,468,105)
Profit/(loss) before income tax		**(17,423,005)**
Income tax	7	-
Profit/(loss) for the period		**(17,423,005)**
Other comprehensive income		**-**
Total comprehensive income/(loss) for the period, net of tax		**(17,423,005)**
Earnings/(loss) per share:	8	
Net earnings per share		(2.31)
Diluted earnings per share		(2.31)

The accompanying notes form an integral part of these consolidated financial statements.

Odyssey Acquisition S.A.

Consolidated statement of financial position as at December 31, 2021

	Note(s)	December 31, 2021 €
ASSETS		
Non-current assets		
Prepaid insurance		208,466
Cash in escrow	9	299,325,790
		299,534,256
Current assets		
Prepaid insurance		406,898
Cash and cash equivalents	10	2,390,728
Total current assets		2,797,626
Total assets		**302,331,882**
EQUITY AND LIABILITIES		
Equity	11	
Share capital		7,580
Share premium		9,698,075
Legal reserve		-
Accumulated deficit		(17,423,005)
Total equity		**(7,717,350)**
Non-current liabilities	12	
Class B warrants at fair value	12.1	7,029,000
Class A warrants at fair value	12.2	6,750,000
Redeemable Class A shares	12.3	294,927,975
		308,706,975
Current liabilities		
Trade and other payables	13	1,220,813
Accrued interest on cash in escrow		121,444
Total current liabilities		**1,342,257**
Total liabilities		**310,049,232**
Total equity and liabilities		**302,331,882**

The accompanying notes form an integral part of these consolidated financial statements.

Odyssey Acquisition S.A.

Consolidated statement of changes in equity for the period ended December 31, 2021

	Note	Share capital €	Share premium €	Accumulated deficit €	Total equity €
Issuance of 8,750,000 class B shares	11	30,000	-	-	30,000
Repurchase and cancellation of 1 class B share	11a	-	-	-	-
Issuance of 1 class B shares with share premium	11b	-	8,880,000	-	8,880,000
Cancellation of 1,250,000 class B shares without reduction of share capital	11c	-	-	-	-
Reduction of share capital and reallocation to share premium	11d	(22,500)	22,500	-	-
Issuance of 30,000,000 class A shares	11	30,000	299,670,000	-	299,700,000
Reclassification of class A shares from equity to liability	12.3	(30,000)	(299,670,000)	-	(299,700,000)
Reclassification from liability to equity – class A shares	12.3	80	795,575	-	795,655
Profit/(loss) for the period		-	-	(17,423,005)	(17,423,005)
Balance, December 31, 2021		**7,580**	**9,698,075**	**(17,423,005)**	**(7,717,350)**

The accompanying notes form an integral part of these consolidated financial statements.

Odyssey Acquisition S.A.

Consolidated statement of cash flows for the period ended December 31, 2021

	Note(s)	Period from June 1, 2021 to December 31, 2021 €
Cash flows from operating activities		
Profit/(loss) before income tax		(17,423,005)
Adjustments for non-cash items:		
Amortisation of prepayments		206,236
Fair value loss on Class B warrants	12.1	6,039,000
Fair value loss on Class A warrants	12.2	6,450,000
Finance costs	9, 12.3	2,468,105
Changes in working capital:		
Increase in prepaid insurance		(821,600)
Increase in trade and other payables	13	1,220,813
Interest paid		(674,211)
Net cash flows used in operating activities		**(2,534,662)**
Cash flows from financing activities		
Proceeds from issuance of Class B shares, including share premium	11	8,910,000
Proceeds from issuance of Class B warrants	12.1	990,000
Net proceeds from issuance of Redeemable Class A shares and warrants, net of Private Placement costs	12.2, 12.3	294,351,180
Net cash flows from financing activities		**304,251,180**
Net increase in cash and cash equivalents		301,716,518
Less: Cash in escrow	9	(299,325,790)
Cash and cash equivalents, beginning		-
Cash and cash equivalents at end of period	10	**2,390,728**

The accompanying notes form an integral part of these consolidated financial statements.

1. GENERAL INFORMATION

Odyssey Acquisition S.A. (the "Company" or "Parent") was incorporated on June 1, 2021 as a public limited liability company (*Société Anonyme* or "S.A.") based on the laws of the Grand Duchy of Luxembourg ("Luxembourg") for an unlimited period. The Company is registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*, in abbreviated "RCS") under the number B255412.

The registered office of the Company is located at 9, rue de Bitbourg, L-1273 Luxembourg.

The Board of Directors is composed by (i) Mr. Michael Zaoui; (ii) Mr. Yoël Zaoui; (iii) Mr. Walid Chammah; (iv) Mr. Andrew Gundlach; and (v) Ms. Cynthia Tobiano (the "Board of Directors").

The sponsor of the Company is Odyssey Sponsor S.à r.l. (the "Sponsor"), a company controlled by Zaoui & Co S.A. ("Zaoui & Co") as at December 31, 2021, and based in Luxembourg.

The Company has 30,000,000 redeemable class A shares and 10,000,000 class A warrants issued and outstanding as at December 31, 2021 which are traded in Euronext Amsterdam N.V. under the symbol "ODYSY" and "ODYSW", respectively, since July 2, 2021. The Company also has 7,500,000 class B shares and 6,600,000 class B warrants issued and outstanding as at December 31, 2021 that are not listed on a stock exchange.

The Company's corporate purpose is the acquisition of a business with principal business operations in Europe or in another geographic area, that is based in the healthcare sector or the TMT (technology, media, telecom) sector or any other sectors through a merger, share exchange, asset acquisition, share repurchase, reorganization or similar transaction (the "Business Combination").

The Company will not conduct operations or generate operating revenue unless and until the Company consummates the Business Combination. The Company will have 24 months from July 6, 2021 to complete a Business Combination, subject to a six-month extension period if approved by a shareholder vote ("Business Combination Deadline"). Otherwise, the Company will be liquidated and distribute substantially all of its assets to its shareholders (other than the Sponsor).

Upon closing of the Business Combination the above Company's purpose shall cease to apply and the Company's purpose shall be as from such time the holding, management, development and disposal of participations and any interests, in Luxembourg or abroad, in any companies and/or enterprises in any form whatsoever. The Company may in particular acquire by subscription, purchase and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company and/or enterprise. It may further invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

The Company may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. The Company may lend funds, including without limitation, resulting from any borrowings of the Company and/or from the issue of any equity or debt securities of any kind, to its subsidiaries, affiliated companies and/or any other companies or entities it deems fit.

The Company may further guarantee, grant security in favour of or otherwise assist the companies in which it holds a direct or indirect participation or which form part of the same group of companies as the Company. The Company may further give guarantees, pledge, transfer or encumber or otherwise create security over some or all of its assets to guarantee its own obligations and those of any other company, and generally for its own benefit and that of any other company or person. For the avoidance of doubt, the Company may not carry out any regulated activities of the financial sector without having obtained the required authorization.

The Company may use any techniques and instruments to manage its investments efficiently and to protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

The Company may, for its own account as well as for the account of third parties, carry out any commercial, financial or industrial operation (including, without limitation, transactions with respect to real estate or movable property) which may be useful or necessary to the accomplishment of its purpose or which are directly or indirectly related to its purpose.

The consolidated financial statements of the Company and its subsidiary (collectively the "Group") were prepared in accordance with the International Financial Reporting Standards as adopted by the European Union ("IFRS") for the period from June 1, 2021 (date of incorporation) to December 31, 2021, and were authorised for issue in accordance with a resolution of the Board of Directors on March 23, 2022. The consolidated financial statements are published in accordance with the European Single Electronic Format regulation on the Company's website (www.odyssey-acquisition.com).

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The Company's financial year starts on January 1 and ends on December 31 of each year, with the exception of the first financial year which started on June 1, 2021 (date of incorporation) and ended on December 31, 2021.

The consolidated financial statements have been prepared on a going concern basis (See Note 3) and in accordance with IFRS published by the International Accounting Standards Board (IASB) and adopted by the European Union. They are also prepared in Euros (EUR or €) which is the Group's presentation and functional currency and have been prepared under the historical cost convention, except for financial instruments that are measured at fair value.

2.2. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at December 31, 2021.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is the presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangements with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3. Summary of significant accounting policies

International accounting standards include IFRS, IAS (International Accounting Standards) and their interpretations (Standing Interpretations Committee) and IFRICs (International Financial Reporting Interpretations Committee).

The repository adopted by the European Commission is available on the following internet site: http://ec.europa.eu/finance/accounting/ias/index_en.htm

a) New standards, amendments and interpretations that were issued but not yet applicable in as at December 31, 2021 and that are most relevant to the Group

- **Reference to the Conceptual Framework – Amendments to IFRS 3:** In May 2020, the IASB issued Amendments to IFRS 3 Business Combinations - Reference to the Conceptual Framework. The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements.

  The IASB also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising from liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 Levies, if incurred separately.

  At the same time, the IASB decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements.

  The amendments are effective for annual reporting periods beginning on or after 1 January 2022 and apply prospectively.

- **Amendments to IAS 1 - not yet endorsed by the EU:** Classification of Liabilities as Current or Non-current. In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS

1 to specify the requirements for classifying liabilities as current or non-current. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively.

- **Amendments to IAS 1 and IFRS Practice Statement 2:** Disclosure of Accounting policies. In February 2021, the IASB issued amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for annual periods beginning on or after 1 January 2023.

- **Amendments to IAS 8:** Definition of Accounting Estimate. In February 2021, the IASB issued amendments to help entities to distinguish between accounting policies and accounting estimates. The amendments are effective for annual periods beginning on or after 1 January 2023.

- **Amendments to IAS 12 – not yet endorsed by the EU:** Deferred Tax related to Assets and Liabilities arising from a Single Transaction. In May 2021, the IASB amended the standard to reduce diversity in the way that entities account for deferred tax on transactions and events, such as leases and decommissioning obligations, that lead to the initial recognition of both an asset and a liability. The amendments apply for annual reporting periods beginning on or after 1 January 2023 and may be applied early.

- **Amendments to IAS 37:** Onerous Contracts — Cost of Fulfilling a Contract. The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The amendments are effective for annual reporting periods beginning on or after 1 January 2022 with earlier application permitted.

- **Annual improvements to IFRS Standards 2018-2020:** The annual improvements to IFRS consists of amendments to IFRS 1, IFRS 9, IFRS 16, and IAS 41. The amendments are effective for annual reporting periods beginning on or after 1 January 2022 with earlier application permitted.

The initial application of these standards, interpretations and amendments to existing standards is planned for the period of time from when its application becomes compulsory. Currently, the Board of Directors anticipates that the adoption of these Standards and Interpretations in future periods will have no material impact on the financial information of the Group.

b) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the consolidated statement of comprehensive income in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in the profit or loss.

When the amount of aggregate consideration transferred is in excess of the fair value of the net assets acquired a goodwill is recognised. Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

c) Foreign currencies

These consolidated financial statements are presented in EUR or €, which is the parent's and subsidiary's functional currency and presentation currency.

Transactions denominated in currencies other than the EUR are recorded at the exchange rate at the transaction date.

d) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date i.e. the date that the Group commits to purchase or sell the asset.

Financial assets: The Group classifies its financial assets as subsequently measured at amortised cost or measured at fair value through profit or loss on the basis of both:

- The entity's business model for managing the financial assets; and
- The contractual cash flow characteristics of the financial asset.

The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs.

Financial assets measured at amortised cost: This is the category most relevant to the Group. A debt instrument is measured at amortised cost if it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit and loss when the asset is derecognised, modified or impaired.

The Group includes in this category cash and cash equivalents and cash in escrow.

Financial liabilities: The financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or financial liabilities at amortised cost.

The Group's financial liabilities include trade and other payables, redeemable class A shares and class A warrants, and class B warrants.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities measured at amortised cost: This is the category most relevant to the Group. After initial recognition, trade and other payables, and redeemable class A shares are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the consolidated statement of comprehensive income.

Financial liabilities through profit or loss: Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of comprehensive income.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Derecognition: A financial asset is derecognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of comprehensive income.

Impairment of financial assets: The Group has chosen to apply an approach similar to the simplified approach for expected credit losses ("ECL") under IFRS 9 to its financial assets. Therefore the Group recognises a loss allowance based on lifetime ECLs at each reporting date. The Group's approach to ECLs reflects a probability-weighted outcome, the time value of money and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

e) Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. The carrying amounts of these approximate their fair value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

f) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

g) Provisions

Provisions are 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. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of comprehensive income net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

h) Taxes

Income tax recognized in the consolidated statement of comprehensive income includes current and deferred taxes.

Current tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of comprehensive income.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax assets are tested for impairment on the basis of a tax planning derived from management business plans.

Such deferred tax assets and liabilities are not recognized 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.

i) Share-based payments

The Board of Directors is currently assessing whether the Class B shares (or Sponsor shares) and Class B warrants (or Sponsor warrants) issued to the Sponsor of the Company are to be considered as falling in the scope of IFRS 2. The Board of Directors will notably base its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

In any case, the Sponsor shares and Sponsor warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsors only derive the value from the Sponsor shares and Sponsor warrants when they are converted into Class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of December 31, 2021, irrespective of the conclusions of the ongoing assessment carried out by the Board of Directors, no amounts would have had to be accounted for provided that no such approval has occurred.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised in as part of other operating expenses in the consolidated statement of comprehensive income, together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statement of comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the recipient of the share-based payment. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Actual results and outcomes may differ from management's estimates and assumptions due to risks and uncertainties, including uncertainty in the current economic environment due to the ongoing outbreak of a novel strain of the coronavirus ("COVID-19").

In December 2019, a COVID-19 outbreak was reported in China, and, in March 2020, the World Health Organization declared it a pandemic. Since being initially reported in China, the coronavirus has spread to over 150 countries. Given the ongoing and dynamic nature of the COVID-19 crisis, it is difficult to predict the impact on the business of potential targets. The extent of such impact will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and actions taken to contain the coronavirus or its impact, among others. The ongoing COVID-19 pandemic, the increased market volatility and the potential unavailability of third-party financing caused by the COVID-19 pandemic as well as restrictions on travel and in-person meetings, which may hinder the due diligence process and negotiations, may also delay and/or adversely affect the Business Combination or make it more costly.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

As at December 31, 2021, the significant areas of estimates, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in these consolidated financial statements are:

- Going concern: Despite the €7,717,350 negative equity of the Group as at December 31, 2021, the Board of Directors decided to prepare these consolidated financial statements on a going concern basis given that the class B warrants amounting to €7,029,000 (See Note 12.1), which are currently presented as a non-current liability, will not be required to be paid in cash. These class B warrants have no redemption rights or liquidation distribution rights and will expire worthless in case of liquidation. Furthermore, the class A warrants amounting to €6,750,000 is redeemable at the option of the Company, hence, this does not pose any liquidity issues to the Group.

  In addition, the Board of Directors underlying assumption to prepare the consolidated financial statements is based on the anticipated successful completion of the Business Combination.

- Deferred tax asset: A deferred tax asset in respect of the tax losses incurred has not been recognised as the Board of Directors' estimates uncertainty in terms of future taxable profit against which the Group can utilise the benefits therefrom (Note 7).

- Classification of Redeemable Class A shares (the "Class A shares"): The Board of Directors assessed the classification of Redeemable Class A shares in accordance with IAS 32, Financial Instruments: Presentation, under which the Redeemable Class A shares do not meet the criteria for equity treatment and must be recorded as liabilities. The class A shares features certain redemption rights that are considered to be outside of the Company's control and subject to occurrence of uncertain future events. Accordingly, the Company classifies the Redeemable Class A shares as financial liabilities at amortised cost in accordance with IFRS 9. The transaction costs directly attributable to issuance of the Redeemable Class A shares which are subscribed via private placement ("Private Placement") are deducted against the initial fair value. The redeemable portion of the class A shares refers to the proceeds on the Private Placement allocated to the shares, net of negative interest due on the cash in escrow. In line with the requirements of IAS 32, any non-redeemable portion are reclassified to equity under share capital and share premium in the consolidated statement of financial position, in line with the initial allocation of the subscription price, the surplus being considered as a capital contribution (share premium).

- Classification and measurement of Warrants: The Board of Directors assessed the classification of warrants in accordance with IAS 32 under which the warrants do not meet the criteria for equity treatment and must be recorded as derivatives. Accordingly, the Company classifies the Class A warrants and Class B warrants as liabilities at their fair value and adjust them to fair value at each reporting period. This liability is subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the consolidated statement of comprehensive income. The fair value of Class A warrants is determined based on its quoted market price or independently valued using Binomial Tree method and the Monte Carlo method for periods when there are no observable trades, as of each relevant date. Likewise, the Class B warrants which are not listed to the stock exchange are also independently valued using the Binomial Tree method and the Monte Carlo method to determine its fair value.

    - Class B warrants as share-based payments: The Board of Directors is currently assessing whether the Class B warrants issued to the Sponsor of the Company are to be considered as falling in the scope of IFRS 2. The Board of Directors will notably base its position based on market discussions and/or positions adopted by market players, supervisory authorities and/or standard setters.

      In any case, the Sponsor warrants do not carry a specified service period, but would be forfeited or otherwise expire worthless if a business combination is not consummated. Therefore, the Sponsors only derive the value from the Sponsor warrants when they are converted into class A shares upon a successful business combination. Consequently, the grant date of these awards does not occur until the target is approved. As of December 31, 2021, irrespective of the conclusions of the ongoing assessment carried out by the Board of Directors, no amounts would have had to be accounted for provided that no such approval has occurred.

4. GROUP INFORMATION

Subsidiary

The Group has been newly established on June 1, 2021. The wholly-owned subsidiary of the Group as at December 31, 2021 is Odyssey Acquisition Subsidiary B.V. ("Odyssey Subsidiary"), a company based in the Netherlands.

The consolidated financial statements of the Group include the Company and Odyssey Subsidiary.

The parent company

The parent company of the Group is Odyssey Acquisition S.A..

Segment information

The Group is currently organised as one reportable segment. The Group has been deemed to form one reportable segment as the Parent and its subsidiary have been established together for the purpose of acquiring one operating business i.e. the Business Combination (See Note 1).

5. INCORPORATION OF SUBSIDIARY

The Company incorporated Odyssey Subsidiary in the Netherlands on June 3, 2021 for an amount of €1 which represents 100% of its share capital. The Company had additional subscriptions to Odyssey Subsidiary for an amount of €300,020,000 during the period.

Odyssey Subsidiary has no operations during the period ended December 31, 2021.

6. OTHER OPERATING EXPENSES

The other operating expenses of €2,465,900 consist of fees for accounting, legal and other services not related to the Private placement.

The total audit fees paid are as follows:

	Private placement related costs (See Note 12.3) €	Recorded as part of Other Operating expenses €	From June 1, 2021 to December 31, 2021 €
Statutory audit of the annual accounts	-	98,280	98,280
Audit-related fees	172,680	261,670	434,350
Total	**172,680**	**359,950**	**532,630**

The Company did not have any employees during the financial period ended December 31, 2021.

7. INCOME TAXES

The reconciliation between actual and theoretical tax expense is as follows:

	December 31, 2021 €
Loss for the period before tax	(17,423,005)
Theoretical tax charges, applying the tax rate of 22.80%	3,972,445
Tax effect of adjustments from local GAAP to IFRS[1]	(1,940,880)
Unrecognized deferred tax assets	(2,031,565)
Income tax	**-**

The tax rate used in the reconciliation above is the Luxembourgish tax rate (22.80%) as the Company is domiciled in Luxembourg. Deferred tax assets have not been recognised in respect of the loss incurred during the period ended December 31, 2021 because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom. Unused tax losses of the Company can be used within a period of 17 years as per Luxembourg tax law.

8. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share ("EPS") is calculated by dividing the profit/(loss) for the period by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is calculated by dividing the profit/(loss) by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the income and share data used in the basic and diluted EPS calculations:

	December 31, 2021
Loss for the period	(€17,423,005)
Weighted average number of ordinary shares for EPS	7,529,040
Basic and diluted EPS	**(€2.31)**

	December 31, 2021
Number of potential ordinary shares which are antidilutive:	
Redeemable Class A shares	29,918,554
Warrants (Class A and B)	16,600,000
Total	**46,518,554**

[1] Income taxes payable to / recoverable from the tax authorities are determined based on the financial results of Odyssey Acquisition S.A. and its subsidiary as shown in their stand-alone financial statements prepared in local GAAP. Hence adjustments from local GAAP to IFRS may lead to higher / lower taxable result in the consolidated financial statements as compared to that determined based on the stand-alone financial statements.

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these consolidated financial statements.

9. CASH IN ESCROW

Cash in escrow of €299,325,790 consists of the gross proceeds on the Private Placement. The cash held in escrow from the gross proceeds on the Private Placement is restricted for use until the approval of a business combination by the Company's Shareholders. As at December 31, 2021, the cash in escrow is considered as non-current asset. This cash is set aside to pay the following, in case of Business Combination: i) payment of Class A shares for which the redemption right was exercised, net of any interest and taxes, ii) Deferred Underwriting Commission (See Note 16) iii) payment of expenses and fees related to the Business Combination including legal and advisory fees and iv) payment of consideration for the Business Combination.

If the Company does not consummate a Business Combination, the amounts standing on the escrow will be returned to the Company, and eventually to the holders of Class A shares, net of negative interest.

The fair value of cash in escrow approximates its carrying value as at December 31, 2021 (level 3). As at December 31, 2021, the negative interest on the cash in escrow amounts to €795,655 presented as finance cost in the consolidated statement of comprehensive income.

10. CASH AND CASH EQUIVALENTS

The amount of cash and cash equivalents was €2,390,728 as at December 31, 2021.

The fair value of cash and cash equivalents approximate its carrying value as at December 31, 2021 (level 3).

11. ISSUED CAPITAL AND RESERVES

As of December 31, 2021, the subscribed share capital in the consolidated financial statements amounts to €7,580. On a standalone basis, the subscribed share capital of the Parent Company amounts to €37,500 consisting of 30,000,000 Class A shares and 7,500,000 Class B shares.

Share capital and Share premium –class B shares (the "Sponsor shares")

On June 1, 2021, the subscribed share capital amounts to €30,000 consisting of 8,750,000 non-redeemable Sponsor shares without nominal value.

Below are the subsequent movements in the account:

a) On July 2, 2021, an extraordinary general meeting (the "EGM") has been held to reduce the share capital of the Company by €0,0034 equivalent to 1 Sponsor share by way of repurchase and cancellation.

b) During the same EGM, it was also resolved to increase the share capital of the Company by €0,0034 equivalent to 1 Sponsor share together with a share premium of €8,880,000.

c) Furthermore, it was resolved to reduce the number of Sponsor shares from 8,750,000 down to 7,500,000 by way of cancellation of 1,250,000 Sponsor shares without reduction of the share capital.

d) On July 6, 2021, it was resolved to reduce the share capital of the Company from €30,000 to €7,500 without cancellation of shares. The reduced amount of €22,500 from the share capital has been allocated to the share premium.

Upon and following the completion of the Business Combination, the Sponsor shares existing at that point in time will convert into class A shares in accordance with the conversion schedule (the “Promote Schedule” in the “Glossary” of the Prospectus).

The Sponsor shares will only have nominal economic rights (i.e., reimbursement of their par value, at best, in case of liquidation). The Sponsor shares are not part of the Private Placement and are not listed on a stock exchange.

Share capital and Share premium – class A shares (the “Ordinary shares”)

On July 6, 2021, the Company issued 30,000,000 redeemable class A shares with a par value 0.0010, together with class A warrants (together, a “Unit”) for an aggregate price of €10 per Unit. The total proceeds allocated to class A warrants amount to €300,000. Because the Class A shares are redeemable under certain conditions, the Board of Directors concluded that the Class A shares do not meet the definition of an equity instrument as per IAS 32. Hence, the Class A shares are considered as debt instruments (See Note 3).

As at December 31, 2021, portion of the proceeds from the Private Placement related to the Class A shares has been reclassified from liability to equity amounting to share capital (€80) and share premium (€795,575) in line with the initial allocation of the subscription price (See note 12.3). This portion is related to the negative interest on the escrow which is not redeemable and meets the definition of equity as per IAS 32.

Authorised capital

The authorized capital, excluding the issued share capital, of the Company is set at € 1,000,000 consisting of 1,000,000,000 Ordinary shares.

Legal reserves

The Company is required to allocate a minimum of 5% of its annual net profit to a legal reserve, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.

12. NON-CURRENT LIABILITIES

12.1 Class B warrants at fair value

On July 6, 2021, the Sponsor subscribed for 6,600,000 Class B warrants (the “Sponsor warrants”) at a price of €0.15 per Sponsor Warrant, or €990,000 in aggregate.

Pursuant to the Anchor Investor Agreements, the Sponsor transferred a total of 742,500 Sponsor warrants to the Anchor Investors for an aggregate price of €111,375. Following the transfer, the Sponsor held a total of 5,857,500 Sponsor warrants. Each Sponsor warrant entitles its holder to subscribe for one class A share, with a stated exercise price of €11.50, 30 days after the completion of the Business Combination.

On the issue date, the fair value of Sponsor warrants was estimated at €6,006,000 (€0.91 per warrant) using the Binomial Tree method and the Monte Carlo method (level 3), resulting in the recognition of a day-one loss of €5,016,000.

As at December 31, 2021, the fair value of the Sponsor warrants was estimated at €7,029,000 (€1.07 per warrant) using the Binomial Tree method and the Monte Carlo method (level 3), resulting in the recognition of fair value loss of €1,023,000 for the period from issue date to closing date and a total fair value loss of €6,039,000 for the period from June 1, 2021 to December 31, 2021. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates, and volatility of the warrants by reference to the Company's potential target peers and the implied volatility of other special purpose acquisition companies peers.

Class B warrants are identical to the Class A warrants underlying the Units (as defined below) sold in the Private Placement, except that the Class B warrants are not redeemable and may always be exercised on a cashless basis while held by the Sponsor or their Permitted Transferees (defined in the prospectus). Class B warrants are not part of the Private Placement and are not listed on a stock exchange.

12.2 Class A warrants at fair value

On July 6, 2021, the Company issued 10,000,000 class A warrants (the "Public warrants") together with the Class A shares (together, a "Unit") for an aggregate price of €10 per Unit, the nominal subscription price per Class A warrant being €0.03. Hence, total proceeds in relation to the issue of the warrants amount to €300,000. Class A warrants has International Securities Identification Number ("ISIN") code LU2355630968. Each Class A warrants entitles its holder to subscribe for one Class A share, with a stated exercise price of €11.50, subject to customary anti-dilution adjustments. Holders of Class A warrants can exercise the warrants on a cashless basis unless the Company elects to require exercise against payment in cash of the exercise price.

On the issue date, the fair value of Class A warrants was estimated at €6,050,000 (€0.61 per warrant) using the Binomial Tree method and the Monte Carlo method, resulting in the recognition of a day-one loss of €5,750,000.

As at 31 December 2021, the fair value of Class A warrants was estimated to be €6,750,000 (€0.68 per warrant) using the Binomial Tree method and the Monte Carlo method (level 3), resulting in the recognition of fair value loss of €700,000 for the period from issue date to closing date and a total fair value loss of €6,450,000 for the period from June 1, 2021 to December 31, 2021. The significant inputs to the valuation model include the contractual terms of the warrants (i.e. exercise price, maturity), risk-free rates, and volatility of the warrants by reference to the Company's potential target peers and the implied volatility of other special purpose acquisition companies peers.

Class A warrants may only be exercised for a whole number of Class A shares. Class A warrants will become exercisable 30 days after the completion of a Business Combination. Class A warrants expire five years from the date of the consummation of the Business Combination, or earlier upon redemption or liquidation. The Company may redeem Class A warrants upon at least 30 days' notice at a redemption price of €0.01 per Class A warrant if (i) the closing price of its Class A shares for any 20 out of the 30 consecutive trading days following the consummation of the Business Combination equals or exceeds €18.00 or (ii) the closing price of its Class A shares for any 20 out of the 30 consecutive trading days following the consummation of the Business Combination equals or exceeds €10.00 but is below €18.00, adjusted for adjustments as described in the section of redemption of warrants in the prospectus. Holders of Class A warrants may exercise them after the redemption notice is given.

12.3 Redeemable Class A shares

On July 6, 2021, the Company issued 30,000,000 redeemable class A shares with a par value 0.0010 with ISIN code LU2355630455. Holders of Class A common stock are entitled to one vote for each share. On the issue date, the redeemable Class A shares is measured at amortised cost valued at €294,051,180, net of transaction costs amounting to €5,648,820.

Transaction costs are incremental costs that are directly attributable to the issuance of the redeemable class A shares and its subsequent listing to the Euronext Amsterdam were deducted from its initial fair value. The transaction costs include Initial Commission (See Note 16), legal fees, audit fees, accounting and administration fees, agency fees and CSSF fees.

As at December 31, 2021, the amortized cost of the redeemable Class A shares amounts to €294,927,975 after amortisation of €1,672,450 calculated using the EIR method. This amortization is presented as part of finance cost in the consolidated statement of comprehensive income. The fair value of Redeemable Class A shares is €297,750,000 based on its quoted price (level 1) as at December 31, 2021.

Class A Shareholders may request redemption of all or a portion of their Class A shares in connection with the Business Combination, subject to the conditions and procedures set forth in the Articles of Association of the Company. Each Class A share that is redeemed shall be redeemed in cash for a price equal to the aggregate amount on deposit in the escrow account related to the proceeds from the Private Placement of the Class A shares and class A warrants, divided by the number of the then outstanding Class A Shares, subject to (i) the availability of sufficient amounts on the escrow account and (ii) sufficient distributable profits and reserves of the Company. As at December 31, 2021, the redeemable class A shares are presented as non-current liabilities in line with the Business Combination Deadline of the Company (See Note 1). The Business Combination is subject to approval by a general meeting of the Company's shareholders, which then determines the success of any proposed Business Combination.

Because the Class A shares are redeemable under certain conditions, the Board of Directors concluded that the Class A shares do not meet the definition of an equity instrument as per IAS 32. Hence, the Class A shares are considered as debt instruments (See Note 3). As at December 31, 2021, the portion unredeemable from the Class A shares amounted to €795,655. This portion is related to the negative interest on the escrow which is not redeemable and hence meets the definition of equity as per IAS 32. It is reclassified to share capital and share premium in line with the initial allocation of the subscription price.

13. TRADE AND OTHER PAYABLES

Trade and other payables amount to €1,220,813 as at December 31, 2021.

Trade and other payables are related to legal and other services received by the Group. The carrying amounts of these approximate their fair value (level 3).

14. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group consists of newly formed companies that have conducted no operations and currently generated no revenue. Currently the Group does not face any interest rate risks as the financial instruments of the Group bear a fixed interest rate.

Liquidity risks

Liquidity risk is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Company has completed its Private Placement and listing to Euronext Amsterdam. The proceeds from the Private Placement is deposited in an escrow account. The amount held in the escrow account will only be released in connection with the completion of the Business Combination or the Company's liquidation. As at December 31, 2021, the Board of Directors believes that the funds available to the Group outside of the secured deposit account are sufficient to pay costs and expenses which are incurred by the Group prior to the completion of the Business Combination. Furthermore, the Group has financial instruments which are presented as non-current liabilities, which does not pose any liquidity issues to the Group (See Note 3).

Capital management

The Board of Directors policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. In order to meet the capital management objective described above, the Group has raised funds through a Private Placement reserved to certain qualified investors inside and outside of the Netherlands, and had the public shares and public warrants issued in such Private Placement admitted to listing and trading on Euronext Amsterdam. The above-mentioned financial instruments issued as part of this Private Placement will represent what the entity will manage as capital, although these instruments are considered as debt instruments from an accounting standpoint.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is currently exposed to credit risk from its financing activities, including deposits with banks and financial institutions. No specific counterparty risk is being assessed as cash and cash equivalents are mostly deposited with a F1 (Fitch) or P-1 (Moody's) rated bank.

15. RELATED PARTIES DISCLOSURES

Parties are considered to be related if one party has the ability to control the other or exercise significant influence over the other party in making financial or operational decisions.

Terms and conditions of transactions with related parties

There have been no guarantees provided or received for any related party receivables or payables as at December 31, 2021, except for the below transactions.

The Company as the borrower, issued a promissory note to the Sponsor as the lender, with a principal value of up to €300,000 with effect on June 4, 2021 ("Promissory Note"). It was agreed that the proceeds from this Promissory Note will be utilized for the purpose of financing third party costs and other working capital requirements until the intended Private placement. The Promissory Note does not bear interest and matured on July 6, 2021 (the date on which the Private Placement has been consummated). No amount was drawn from this promissory note as at December 31, 2021.

The Company has been compensating the Sponsor for administrative and day-to-day support services, in an amount of €20,000 per month since June 1, 2021. The Company has also entered into an agreement with Zaoui & Co., an affiliate of the Sponsor, and the Sponsor, as M&A adviser in connection with the Business Combination, whereby Zaoui & Co. provides to the Company (i) consulting and advisory services such as target screening and financial analysis as may be required by the Company to properly conduct its business and dedicated employee time, in an amount of €80,000 per month since June 2021 and, (ii) services in respect of strategy, tactics, timing and structuring of the Business Combination, which the Company has agreed to pay as a success fee in the amount of €11.5 million, upon the closing of the Business Combination. Zaoui & Co. has entered into a subscription agreement as part of the PIPE Financing and will reinvest the success fee of €11.5 million to be paid by the Company to Zaoui & Co. earned in connection with the Business Combination into the Company pursuant to such subscription.

Commitments with related parties

There have been no commitments with related parties as at December 31, 2021, except for those disclosed in Note 16.

Transactions with key management personnel

There are no advances or loans granted to members of the Board of Directors as at December 31, 2021.

The Board of Directors consist of 5 members who did not receive any remuneration during the period ended December 31, 2021.

16. PLANNED BUSINESS COMBINATION

On August 30, 2021, the Company signed a non-binding letter of intent with BenevolentAI Limited (“Benevolent”), a private limited company incorporated in England and Wales, concerning a business combination between the Company and Benevolent (the “Transaction”).

Benevolent is a leading, clinical-stage AI drug discovery company that combines advanced AI and machine learning with cutting edge science to discover and develop novel and more effective medicines.

On December 6, 2021, the Company, Benevolent, shareholders of Benevolent (the “Benevolent Shareholders”) and certain other parties entered into the Business Combination Agreement and certain ancillary agreements, pursuant to which, among other things, Benevolent Shareholders will contribute and transfer their shares of Benevolent to the Company and, in consideration for such Benevolent Shares, will receive new shares of the Company. On December 6, 2021, the Company and certain investors executed definitive documentation with respect to a private investment in public equity transaction (the “PIPE Financing”), which provided for binding subscriptions to purchase an aggregate of 13,613,394 Public Shares at €10.00 per share. As a result of the Business Combination, Benevolent and its subsidiaries will become wholly owned by the Company. Following the Business Combination, the Company will be renamed BenevolentAI.

On March 3, 2022, the Company announced that Odyssey Sponsor and certain existing shareholders of Benevolent had secured €60 million of new equity commitments in the Company (the “New Equity Commitments”) comprised of €40 million backstop agreement with Ally Bridge Group, a global healthcare-focused investment group and existing PIPE investor, and €20 million non-redemption agreement with Bleichroeder LP, one of the Company’s largest shareholders. The Company and Benevolent have also agreed to amend the minimum cash condition to €216 million, providing enhanced transaction certainty.

On March 9, 2022, the Company published a circular relating to the definitive agreement by and among the Company, its Dutch subsidiary, Benevolent, the Benevolent Shareholders and the representative of the Benevolent Shareholders.

The combination between the Company and Benevolent remains subject to approval by a general meeting of the Company's shareholders which is expected to be held on April 11, 2022, and the satisfaction or waiver of certain other customary closing conditions.

In relation to the upcoming Business Combination, the Company entered into various agreements:

Underwriting agreement
On July 1, 2021, the Company entered into an Underwriting Agreement with Goldman Sachs International and J.P. Morgan AG, operating jointly as global coordinators, bookrunners and underwriters in the context of the planned Private placement by virtue of which the Company is obliged to pay the following fees:

- a commission 2.0% of the Offer Price in respect of 30,000,000 Units to the Join Global Coordinators ("Initial Commission");
- a commission of up to 2.5% of the Offer Price in respect of 30,000,000 Units, conditional on and payable to the Join Global Coordinators on the date of the Business Combination, if any, irrespectively of their appointment on or involvement in the Business Combination; and
- a commission of 1.0% of the Offer Price in respect of 30,000,000 Units, which may be paid in the sole discretion of the Company to either Joint Global Coordinator or a third party advisor of appropriate standing that is supervised by the Financial Conduct Authority that assists the Company in consummating its Business Combination (the 2,5% and 1,5% commission, together as "Deferred Underwriting Commission").

Pursuant to the Underwriting Agreement, the Joint Global Coordinators have agreed to reimburse the Company's offering costs in an amount of €1.5 million.

As at December 31, 2021, the Company had paid the Initial Commission that was due after the Private Placement, net of the offering costs of €1.5 million. Such Initial Commission is recognized as part of transaction costs on the Private Placement (See Note 12.3).

The Deferred Underwriting Commission is contingent on the closing of the Business Combination.

Financial advisor agreement
On August 3, 2021, the Company entered into an agreement with J.P. Morgan AG, as its financial advisor, in connection with the Transaction with Benevolent by virtue of which the Company will be obliged to pay a minimum of €3.0 million transaction fee of payable upon closing of the Transaction.

Placement Agent Agreement
On October 6, 2021, the Company entered into an agreement with J.P. Morgan and AG Goldman Sachs International, as Placement Agents, in connection with the PIPE Financing by virtue of which the Company will be obliged to pay up to 3.5%of the gross proceeds of the PIPE offering payable upon closing of the Transaction.

Related Parties Costs

As disclosed in note 15, the Company has also entered into an agreement with Zaoui & Co, whereby Zaoui & Co. provides to the Company services in respect of strategy, tactics, timing and structuring of the Business Combination, which shall be paid as a success fee of €11.5 million, and to be invoiced as soon as practicably possible after the signing of the Business Combination Agreement but payable upon the closing of the Business Combination. Zaoui & Co. has entered into a subscription agreement as part of the PIPE Financing and will reinvest the success fee of €11.5 million to be paid by the Company to Zaoui & Co. earned in connection with the Business Combination into the Company pursuant to such subscription.

Other Providers
In the context of the above Transaction, the Company also entered into respective contracts with different providers (legal advisers etc.), the total cost of which is estimated at €8.9 million, excluding the fees due under the agreements disclosed above: out of which €0.9 million have been recorded in the Company's expense during the period, €0.4 million will be incurred in 2022 and the remainder contingent to the completion of the Transaction.

17. COMMITMENTS AND CONTINGENCIES

The Group has no other commitments and contingencies as at December 31, 2021, besides those disclosed in note 16.

18. EVENTS AFTER THE REPORTING PERIOD

In February 2022, a number of countries (including the US, UK and EU) imposed sanctions against certain entities and individuals in Russia as a result of the official recognition of the Donetsk People Republic and Luhansk People Republic by the Russian Federation. Announcements of potential additional sanctions have been made following military operations initiated by Russia against Ukraine on 24 February 2022.

Following the military conflict initiated by Russia against Ukraine on 24 February 2022, there has been a significant increase in volatility on the securities and currency markets. It is expected that these events may affect the activities of Russian enterprises in various sectors of the economy. The Board of Directors regard these events as non-adjusting events after the reporting period. Although neither the Company's performance and going concern nor operations, at the date of this report, have been significantly impacted by the above, the Board of Directors continue to monitor the evolving situation and its impact on the financial position and results of the company. The impact of the war in Ukraine and its implications cannot be quantified at this point in time.

There are no other significant subsequent events after balance sheet date, other than those already disclosed in note 16.

BenevolentAI Limited

Annual report and consolidated

financial statements

Registered number 09781806

31 December 2021

Contents

Strategic Report

Principal activities and business review

BenevolentAI Limited ('BenevolentAI' or 'the Company' or 'the Group') is a leading, clinical-stage AI-enabled drug discovery company that combines advanced AI and machine learning with cutting edge science to discover more effective medicines.

The Company has developed the Benevolent Platform™, a powerful computational R&D platform that supports AI-enabled drug discovery and development. It spans every key step of the drug discovery process — encompassing target identification, patient stratification and molecular design — and empowers scientists to uncover new information hidden in the vast corpus of available data, helping them better understand complex disease biology and find novel treatments. This hypothesis-driven Platform enables scientists to make higher quality decisions in the early stages of drug discovery, with the ultimate aim of improving the probability of discovering a successful drug.

Today, the Benevolent Platform™ is fully operational, scientifically and commercially validated, and producing results, with 2021 marking a landmark year for BenevolentAI in delivering platform-generated programmes into its portfolio. The Group has produced a substantial clinical and pre-clinical pipeline of over 20 drug programmes, which includes one clinical-stage programme in atopic dermatitis, a novel target for ulcerative colitis in IND enabling studies, and a number of promising early discovery programmes.

In its successful ongoing collaboration with AstraZeneca, BenevolentAI delivered validated novel targets for chronic kidney disease and idiopathic pulmonary fibrosis to AstraZeneca's drug development portfolio in January 2021 and December 2021 respectively. In light of this progress, the initial collaboration was extended until 30 September 2022.

Building on the success of the first collaboration, the relationship with AstraZeneca has been expanded into a new 3-year partnership, starting on 1 January 2022 and focusing on systemic lupus erythematosus and heart failure.

Corporate Structure & Reporting

The Group was not subject to any significant changes in corporate structure during 2021. The Group continues to prepare the 2021 financial statements in accordance with IFRS as adopted by the UK. No new standards have had a material impact on the Group for 2021.

On 6 December 2021, Odyssey SPAC, BenevolentAI, BenevolentAI Shareholders and certain other parties entered into a Business Combination Agreement and certain ancillary agreements, pursuant to which, among other things, BenevolentAI Shareholders will contribute and transfer their shares of BenevolentAI to Odyssey SPAC and, in consideration for such Benevolent Shares, will receive New Public Shares of Odyssey SPAC in proportion to their original shareholdings in Benevolent and in accordance with the Consideration Exchange Multiple (the "Business Combination"). As a result of the Business Combination, Benevolent and its subsidiaries will become wholly owned by the combined company, which includes Odyssey SPAC Shareholders, BenevolentAI Shareholders, as well as other investors.

BenevolentAI believes that the Business Combination will be a complementary partnership that will accelerate future value creation and represents an opportunity to unlock additional value in terms of funding and expertise.

BenevolentAI expects the Business Combination to provide the combined company with a multi-year cash runway to fuel its next stage of growth and enable the Company to scale the development of its innovative Benevolent Platform™ and portfolio of drug programmes.

In addition, BenevolentAI expects the combined company will benefit from Odyssey's strong pharma credentials, its credibility among investors, capital markets experience and experience leading pharma and technology companies through the various stages of their corporate lives. In particular, Odyssey's healthcare expert Dr Olivier Brandicourt, the former CEO of Sanofi, and Jean Raby, the former CEO of Natixis Investment Managers, will join the combined company's Board of Directors upon completion of the Combination.

BenevolentAI also expects the Euronext Amsterdam listing of the proposed combined company to create a new long-term shareholder base (including both U.S. biotech investors and European investors more generally) as well as liquidity for its shareholders. The Business Combination and listing will permit BenevolentAI to incentivise its employees and management team through grants of listed company shares and enable the Company to continue to attract high-calibre individuals and align their interests long term with shareholders.

Strategic Report *(continued)*

Corporate Structure & Reporting *(continued)*

On the 3rd March 2022, the Company announced New Equity Commitments that guarantee cash proceeds to the combined group. The new equity commitments meaningfully enhance the execution certainty of the combination with Odyssey by ensuring committed funding through the PIPE, non-redemption commitments and new equity commitments at least equal to the minimum cash conditions. As of the date of approval of these financial statements, the pre-closing steps to achieve the above merger are progressing well.

Coronavirus COVID-19

While the COVID-19 pandemic has not materially impacted our business to date, the extent to which it may affect us will depend on future developments (including any global supply-chain disruptions, the global vaccination rate, the efficacy and safety of approved vaccinations against all variants of COVID-19, and the potential reimposition of travel and other restrictions), which remain uncertain. Relative to our drug discovery programmes, the COVID-19 pandemic has caused limited delays but could further delay the progress of specific programmes, particularly those in or preparing to enter clinical studies. Delays in these programmes could delay achieving milestones and related revenue. While there remains uncertainty about the extent of the effect of the COVID-19 pandemic, we do not envision a long-term impact of the COVID-19 pandemic on our ability to execute our strategy.

Key Financials

In 2021, the Group's results were broadly in line with expectations. The Group reported £4.6m of revenue from collaboration agreements (2020: £6.9m). BenevolentAI continues to concentrate on research and development, and this is reflected in the rise of research and development expenses, which were £51.8m for the year (£46.5m for 2020), which has a corresponding increase in the tax credit refunds for research and development, estimated at £12.1m (2020: £10.7m) in the financial statements. Included in the total operating costs of £104.9m is a non-cash employee benefits provision charge of £19.8m, which relates to share-based payments (£16.3m for 2020). The business closed the year with net assets of £62.9m, down from £122.6m in 2020.

The financial statements have been prepared on a going concern basis. The Group has received significant cash funds from investors and collaborators. The Directors are satisfied that the Group will meet its liabilities for at least 12 months from the date of sign off of these financial statements. The Company-only net asset position as of 31 December 2021 is £213.7m (2020: £217.7m).

Principal Risks and Uncertainties

The Company operates in two potential high reward but potentially high risk sectors, namely technology development and medicines research, discovery and development. Specific risks include (but are not limited to):

- An inability to keep pace with the rapid change in technology, meaning that the Company would lose its competitive edge
- An inability to identify and progress drug candidates successfully through various stages of preclinical and clinical development
- Challenges to the Company’s intellectual property portfolio
- Lack of appropriate future funding to support the development of the technology and drug programme pipeline
- An inability to attract and retain the best talent
- Management of the Company’s growth strategy in a scale-up environment

Strategic Report *(continued)*

s172 Statement

The Company is required to provide information on how the Directors have performed their duty under section 172 of the Companies Act 2006 to promote its success. Stakeholders who have been considered in the Directors' decision-making process include the following:

- Collaborators – We have historically generated revenue through cultivating long-term positive, collaborative relationships with a few large pharmaceutical companies.
- Investors –The Company has a frequent and transparent dialogue with its investors throughout the year.
- Regulators – Good dialogue is maintained with regulatory agencies, and the Board ensure our clinical trials are designed appropriately while allowing the maximum potential for our products in development.
- Suppliers – For all our drug programmes, we contract with third parties, including, but not limited to, contract research organisations ("CROs"), site providers, laboratory testing services, universities and active pharmaceutical ingredient suppliers for assay and experimental work and the manufacture of our drug candidates for preclinical development and clinical testing. Good relationships are maintained with suppliers through open communication and prompt payment for approved services, in-line with agreed-upon terms.
- Employees – The Directors foster a highly collaborative environment via agile multidisciplinary teams to support innovation and enable ideas to progress faster. Coupled with suitable remuneration, incentive schemes and structured career development programmes, this boosts staff retention, progression and facilitates organisational alignment to our Corporate Objectives.
- Community & Environment – BenevolentAI previously launched a Data Diversity initiative to tackle the lack of representation in biomedical research by raising awareness and developing actionable solutions that can address the data gap, such as the open-source Diversity Analysis Tool. Virtual meetings are held where possible rather than travelling between our sites in the UK and US. The Company is committed to diversity in the workplace, and actively promotes policies on anti-slavery and anti-bribery.

By order of the board

Dr Francois Nader
7B93FEB830BF9C7073D24A374EE99328 contractworks

Dr Francois Nader
Chairman and Director
Date: 14 March 2022

4-8 Maple Street
London
W1T 5HD

Directors' report

The Directors present their report and the audited financial statements of BenevolentAI Limited (the "Company") for the period 1 January 2021 to 31 December 2021.

Research and development

See the Strategic report on page 2.

Employees

For how we engage with employees, see the Strategic report on page 4.

We are committed to offering equal employment opportunities regardless of sex, race, religion or belief, ethnic or national origin, marital, domestic or civil partnership status, sexual orientation, gender identity, parental status, disability, age, citizenship, or any other basis. If a staff member becomes disabled during their time at the Company, every effort will be made to provide any necessary re-training and enable their continued employment. All employees, regardless of if they have a disability, are eligible for consideration for appropriate training; career development; and promotion opportunities.

Streamlined energy and carbon reporting (SECR)

In 2021, the Group assessed its carbon footprint arising from scope 2 greenhouse gas (GHG) emissions, pursuant to the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

GHG emissions data in metric tonnes CO_2e

	2021	**2020**	**% of which are UK**	**2021**	**2020**
	$tCO2_e$	**$tCO2_e$**	**emissions**	**kWh**	**kWh**
Indirect emissions (for own use)					
Purchase of electricity	**79**	66		**628,283**	534,365
Purchase of gas for heating	**286**	251		**1,610,264**	1,409,558
Scope 2	**365**	317	100%	**2,238,547**	1,943,923
Scope 2 $tCO2_e/m^2$ of floor space	**0.115**	0.105			
Scope 2 $tCO2_e$/employee	**1.184**	1.161			

There are no scope 1 emissions arising from the Group's operations.

Scope 2 emissions are calculated using the relevant standard national conversion factors provided by the UK government for each corresponding year, except for where a provider has been independently verified as having a fully renewable fuel mix.

Some measures implemented to reduce our carbon foot include motion-activated LED lighting; cycle-to-work schemes; tightly controlled air conditioning systems; and facilitating recycling in the offices. Further steps under consideration are to calculate the GHG emissions arising from our supply chain to better understand the full extent of the Group's carbon footprint.

Proposed dividend

The Directors do not recommend the payment of a dividend (2020: £nil).

Directors' report *(continued)*

Directors

The Directors who held office during the year were as follows:

Mr Kenneth Mulvany

Professor Ann Jacqueline Hunter

Baroness Joanna Shields

Mr Michael Brennan

Mr Jung Ryun Park

Professor Sir Nigel Richard Shadbolt

Dr Francois Nader (appointed 22 June 2021)

Dr John Orloff (appointed 14 August 2021)

Political contributions

The Company made no political donations or incurred any political expenditure during this financial year (2020: £nil).

Financial risk management

The Company's finance department manages the risk inherent in the availability of liquid funds in accordance with its corporate policies and use of regular cash flow management.

Disclosure of information to the auditor

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

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed, and KPMG LLP will therefore continue in office.

Dr Francois Nader
7B93FEB830BF9C7073D24A374EE99328 contractworks

By order of the board

Dr Francois Nader	4-8 Maple Street
Chairman and Director	London
Date: 14 March 2022	W1T 5HD

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the Group and parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and parent Company financial statements for each financial year. Under that law they have elected to prepare both the Group and the parent Company financial statements in accordance with UK-adopted international accounting standards and applicable law.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent Company and of the Group's profit or loss for that period. In preparing each of the Group and parent Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

KPMG

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BENEVOLENTAI LIMITED

Opinion

We have audited the financial statements of BenevolentAI Limited ("the company") for the year ended 31 December 2021 which comprise the consolidated profit and loss account and other comprehensive income, consolidated statement of financial position, company statement of financial position, consolidated statement of changes in equity, company statement of changes in equity, consolidated cash flow statement, company cash flow statement and related notes, including the accounting policies in note 1.

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 affairs as at 31 December 2021 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with UK-adopted international accounting standards);
- the parent company financial statements have been properly prepared in accordance with UK-adopted international accounting standards and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the group or the company or to cease their operations, and as they have concluded that the group and the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the group's business model and analysed how those risks might affect the group and company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the group's and company's financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the group or the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the group or the company will continue in operation.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BENEVOLENTAI LIMITED (CONTINUED)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors as to the Group's high-level policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any usual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that Group management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because it is simple in nature and not a key focus of the Group.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries and other adjustments to test for all full scope components based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, personal data (including specific data on health), anti-bribery, employment law and certain aspects of company legislation recognising the nature of the Group's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BENEVOLENTAI LIMITED (CONTINUED)

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 7, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

KPMG

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BENEVOLENTAI LIMITED (CONTINUED)

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

M Smith

Mark Smith **(Senior Statutory Auditor)**
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
Canary Wharf
London
E14 5GL
15 March 2022

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for year ended 31 December 2021

	Note	**2021**	2020 restated*
		£'000	£'000
Revenue	3	**4,625**	6,907
Gross profit		**4,625**	6,907
Research and development expenses	4, 7	**(51,750)**	(46,520)
Included within research and development expenses:			
Share-based payment expenses	25	**(2,696)**	(4,495)
Social security provision in relation to share-based payments	25	**(1,962)**	-
Administrative expenses	5, 7, 8	**(53,116)**	(25,937)
Included within administrative expenses:			
Transaction costs related to the SPAC merger		**(2,911)**	**-**
Share-based payment expenses	25	**(17,132)**	(11,794)
Social security provision in relation to share-based payments	25	**(8,429)**	-
Other income	6	**90**	179
Operating loss		**(100,151)**	(65,371)
Finance expense	9	**(392)**	(272)
Loss before taxation		**(100,543)**	(65,643)
Taxation	10	**14,059**	10,279
Loss for the year		**(86,484)**	(55,364)
Total comprehensive loss for the year		**(86,484)**	(55,364)

The accompanying notes form an integral part of these statements.

*See note 1.1.2 for further details.

Consolidated Statement of Financial Position

at 31 December 2021

	Note	**2021**	2020 restated*
Non-current assets		**£'000**	£'000
Goodwill	11	**23,479**	23,479
Intangible assets	12	**23**	10,735
Property, plant and equipment	13	**2,778**	3,355
Investments	14	**2,383**	2,383
Right-of-use assets	15	**7,222**	8,660
Trade and other receivables	16	**175**	140
		36,060	48,752
Current assets			
Trade and other receivables	16	**3,921**	3,300
R&D tax receivable	17	**12,150**	10,678
Cash and cash equivalents	18	**40,553**	85,371
		56,624	99,349
Total assets		**92,684**	148,101
Current liabilities			
Trade and other payables	19	**10,286**	10,392
Deferred income	20	**31**	2,722
Lease liabilities	21	**1,593**	1,898
Provisions	22	**10,391**	-
		22,301	15,012
Non-current liabilities			
Lease liabilities	21	**7,201**	8,430
Provisions	22	**251**	-
Deferred tax	23	**-**	2,033
		7,452	10,463
Total liabilities		**29,753**	25,475
Net assets		**62,931**	122,626
Equity			
Share capital	26	**243**	239
Share premium account		**211,158**	204,124
Share-based payment reserve		**67,666**	47,838
Retained earnings		**(271,001)**	(184,534)
Merger difference		**54,568**	54,568
Currency translation reserve		**297**	391
Total equity		**62,931**	122,626

The accompanying notes form an integral part of these statements.
*See note 1.1.2 for further details.

These financial statements were approved by the board of directors on 14 March 2022 and were signed on its behalf by:

Dr Francois Nader
Chairman and Director

Dr Francois Nader
7B93FEB830BF9C7073D24A374EE99328 contractworks

4-8 Maple Street
London W1T 5HD

Company Statement of Financial Position
at 31 December 2021

	Note	2021	2020
Non-current assets		**£'000**	£'000
Intangible assets	12	**23**	35
Property, plant and equipment	13	**979**	1,433
Investments	14	**59,510**	56,991
Right-of-use assets	15	**6,372**	7,325
		66,884	65,784
Current assets			
Trade and other receivables	16	**126,161**	85,552
Cash and cash equivalents	18	**38,569**	79,385
		164,730	164,937
Total assets		**231,614**	230,721
Current liabilities			
Trade and other payables	19	**3,101**	3,974
Lease liabilities	21	**1,106**	1,054
Provisions	22	**6,608**	-
		10,815	5,028
Non-current liabilities			
Lease liabilities	21	**6,847**	7,966
Provisions	22	**251**	-
		7,098	7,966
Total liabilities		**17,913**	12,994
Net assets		**213,701**	217,727
Equity			
Share capital	26	**243**	239
Share premium account		**211,158**	204,124
Share-based payment reserve		**67,666**	47,838
Retained earnings		**(65,366)**	(34,474)
Total equity		**213,701**	217,727

The accompanying notes form an integral part of these statements.

These financial statements were approved by the board of directors on 14 March 2022 and were signed on its behalf by:

Dr Francois Nader
7B93FEB830BF9C7073D24A374EE99328 contractworks

Dr Francois Nader
Chairman and Director

4-8 Maple Street
London W1T 5HD

Consolidated Statement of Changes in Equity

for year ended 31 December 2021

	Called up share capital	Share premium	Share-based payments reserve	Retained earnings	Merger difference	Currency translation reserve	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 January 2020	213	168,360	31,549	(129,170)	54,568	-	125,520
Total comprehensive loss for the year	-	-	-	(55,364)	-	-	(55,364)
Foreign exchange difference	-	-	-	-	-	391	391
Transactions with owners, recorded directly in equity							
Issues of shares, net of costs	26	35,764	-	-	-	-	35,790
Equity-settled share-based payment transactions	-	-	16,289	-	-	-	16,289
Total contributions by and distributions to owners	26	35,764	16,289	-	-	-	52,079
Balance at 31 December 2020	**239**	**204,124**	**47,838**	**(184,534)**	**54,568**	**391**	**122,626**
Balance at 1 January 2021	239	204,124	47,838	(184,534)	54,568	391	122,626
Total comprehensive loss for the year	**-**	**-**	**-**	**(86,484)**	**-**	**-**	**(86,484)**
Foreign exchange difference	**-**	**-**	**-**	**17**	**-**	**(94)**	**(77)**
Transactions with owners, recorded directly in equity							
Issues of shares, net of costs	4	7,034	-	-	-	-	7,038
Equity-settled share-based payment transactions	-	-	19,828	-	-	-	19,828
Total contributions by and distributions to owners	**4**	**7,034**	**19,828**	**-**	**-**	**-**	**26,866**
Balance at 31 December 2021	**243**	**211,158**	**67,666**	**(271,001)**	**54,568**	**297**	**62,931**

The accompanying notes form an integral part of these statements.

Company Statement of Changes in Equity
for year ended 31 December 2021

	Called up share capital	Share premium	Share-based payments reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at 1 January 2020	213	168,360	31,549	(21,615)	178,507
Total comprehensive loss for the year	-	-	-	(12,859)	(12,859)
Transactions with owners, recorded directly in equity					
Issue of shares	26	35,764	-	-	35,790
Equity-settled share-based payment transactions	-	-	16,289	-	16,289
Total contributions by and distributions to owners	**26**	**35,764**	**16,289**	**-**	**52,079**
Balance at 31 December 2020	**239**	**204,124**	**47,838**	**(34,474)**	**217,727**
Balance at 1 January 2021	239	204,124	47,838	(34,474)	217,727
Total comprehensive loss for the year	**-**	**-**	**-**	**(30,892)**	**(30,892)**
Transactions with owners, recorded directly in equity					
Issue of shares	4	7,034	-	-	7,038
Equity-settled share-based payment transactions	-	-	19,828	-	19,828
Total contributions by and distributions to owners	**4**	**7,034**	**19,828**	**-**	**26,866**
Balance at 31 December 2021	**243**	**211,158**	**67,666**	**(65,366)**	**213,701**

The accompanying notes form an integral part of these statements.

Consolidated Cash Flow Statement

for year ended 31 December 2021

	Note	**2021**	2020 restated*
		£'000	£'000
Cash flows from operating activities			
Loss for the year		**(86,484)**	(55,364)
Adjustments for:			
Depreciation, amortisation and impairment		**13,643**	2,895
Loss/(gain) on disposal of property, plant and equipment		**27**	104
Foreign exchange (gain)/loss		**6**	926
Equity settled share-based payment expense	25	**19,828**	16,289
Finance expense	9	**392**	272
Decrease/(increase) in trade and other receivables		**(2,128)**	996
Increase/(decrease) in trade and other payables		**(4,830)**	772
Increase/(decrease) in provisions		**10,642**	(106)
Net cash from operating activities		**(48,904)**	(33,216)
Cash flows from investing activities			
Acquisition of property, plant and equipment	13	**(925)**	(1,127)
Acquisition of intangible assets	12	**-**	(3)
Proceeds from sale of assets		**3**	1
Interest received	9	**56**	279
Net cash from investing activities		**(866)**	(850)
Cash flows from financing activities			
Repayment of lease liabilities		**(2,003)**	(2,028)
Proceeds from the issue of share capital, net of costs	25	**7,038**	35,790
Net cash from financing activities		**5,035**	33,762
Net decrease in cash and cash equivalents		**(44,735)**	(304)
Cash and cash equivalents at 1 January		**85,371**	86,242
Effect of exchange rate fluctuations on cash held		**(83)**	(567)
Cash and cash equivalents at 31 December	18	**40,553**	85,371

The accompanying notes form an integral part of these statements.

*See note 1.1.2 for further details.

Company Cash Flow Statement

for year ended 31 December 2021

	Note	**2021**	2020 restated*
		£'000	£'000
Cash flows from operating activities			
Loss for the year		**(30,892)**	(12,859)
Adjustments for:			
Depreciation, amortisation and impairment		**1,578**	1,557
Loss/(gain) on disposal of property, plant and equipment		**6**	2
Foreign exchange loss/(gain)		**79**	601
Equity settled share-based payment expense	25	**17,310**	8,966
Finance expense	9	**344**	235
Decrease in trade and other receivables		**(40,609)**	(34,003)
Increase/(decrease) in trade and other payables		**(873)**	1,499
Increase/(decrease) in provisions		**6,859**	-
Net cash from operating activities		**(46,198)**	(34,002)
Cash flows from investing activities			
Acquisition of property, plant and equipment	13	**(146)**	(196)
Acquisition of intangible assets	12	**-**	(3)
Proceeds from sale of assets		**1**	-
Interest received	9	**50**	247
Net cash from investing activities		**(95)**	48
Cash flows from financing activities			
Repayment of lease liabilities		**(1,482)**	(1,482)
Proceeds from the issue of share capital, net of costs	26	**7,038**	35,790
Net cash from financing activities		**5,556**	34,308
Net decrease in cash and cash equivalents		**(40,737)**	354
Cash and cash equivalents at 1 January		**79,385**	79,632
Effect of exchange rate fluctuations on cash held		**(79)**	(601)
Cash and cash equivalents at 31 December	18	**38,569**	79,385

The accompanying notes form an integral part of these statements.

*See note 1.1.2 for further details.

Notes
(forming part of the financial statements)

1 Accounting policies

1.1.1 Basis of preparation of the financial statements

BenevolentAI Limited (the "Company") is a private company incorporated, domiciled and registered in England in the UK. The registered number is 09781806 and the registered address is, 4-8 Maple Street, London, W1T 5HD.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The parent company financial statements present information about the Company as a separate entity and not about its group. The Group financial statements have been prepared and approved by the directors in accordance with UK-adopted international accounting standards and applicable law.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2. All amounts in the financial statements have been rounded to the nearest £1,000.

1.1.2 Restatement

The directors reviewed the presentation of the Statement of Financial Position and consider certain items to be more appropriately presented explicitly as their own line balances for the benefit of the reader of the financial statements. R&D tax receivable, Goodwill and Intangible Assets are presented separately for this period and for ease of comparison, the 2020 consolidated statement of financial position has been restated accordingly, as well as the corresponding notes. The adjustments below have not affected previously reported profit or net assets.

Moreover, the presentation of the 'research and development and administrative expenses' in the consolidated statement of profit or loss has been reviewed and subsequently presented instead as separate lines for each distinct classification of expense. The 2020 consolidated statement of profit or loss and other comprehensive income has been restated accordingly, and a corresponding note has been added.

The cashflow statement shows the Right-of-Use asset lease accounting under IFRS16 within financing activities in one line rather than spread across operating and investing activities. The 2020 comparatives have been restated for ease of the user of the financial statements.

1.2 Measurement convention

The financial statements are prepared on the historical cost basis except financial instruments classified as available for sale are stated at fair value.

1.3 Going concern

The financial statements have been prepared on the going concern basis which the Directors consider appropriate for the following reasons.

The Directors have prepared cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements (the going concern period). These forecasts include a base case where the business combination agreement is successfully completed, as discussed in the Strategic Report, and severe but plausible downside scenarios which accommodate any continued impact of COVID-19. The key assumptions in the severe but plausible downside scenarios include a change in budgeted revenue and various mitigating actions which the Directors could implement to preserve cash, if needed. These mitigating actions include a reduction in operating expenses (which are within the control of the Directors). These forecasts indicate that the Group and Company will have sufficient funds to meet their liabilities for the going concern period.

The Group's cash position of £40.6m (2020: £85.4m) comes largely from issuing equity, most recently from the fundraise completed in February 2021 (see note 26). The severe but plausible scenario forecasts indicate that additional funding will not be needed throughout the going concern period. However, the Company continues to be reliant on equity to fund its operations in the medium to long term. The Directors remain confident that when it is required, such further funding will be accessible to the Group.

As a result, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of these financial statements and have therefore prepared the financial statements on a going concern basis.

Notes *(continued)*

1 Accounting policies *(continued)*

1.4 Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance. Under Section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own statement of comprehensive income.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

1.5 Foreign currency

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, Sterling, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the year where this rate approximates to the foreign exchange rates ruling at the dates of the transactions.

Exchange differences arising from this translation of foreign operations are reported as an item of other comprehensive income and accumulated in the translation reserve. When a foreign operation is disposed of, such that control, or significant influence (as the case may be) is lost, the entire accumulated amount in the foreign currency translation reserve, is recycled to profit or loss as part of the gain or loss on disposal.

1.6 Classification of financial instruments issued by the Company

Following the adoption of IAS 32, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and

Notes *(continued)*

1 Accounting policies *(continued)*

1.6 Classification of financial instruments issued by the Company (continued)

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.7 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity, trade and other receivables, cash and cash equivalents, and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

1.8 Intangible assets

Goodwill

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment.

Research and development

Expenditure on research activities is recognised in the income statement as an expense as incurred.

Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve a plan or design for the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Notes *(continued)*

1 Accounting policies *(continued)*

1.8 Intangible assets (continued)

Other Intangible assets

Expenditure on internally generated goodwill and brands is recognised in the income statement as an expense as incurred.

Other intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

Amortisation

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Patents - length of patent licence
- Software - length of software licence

1.9 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives are as follows:

- laboratory equipment 4 - 10 years
- computer equipment 3 years
- fixtures and fittings 4 - 5 years
- leasehold improvements life of the lease

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits

1.10 Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred and an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Company expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Company has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Notes *(continued)*

1 Accounting policies *(continued)*

1.11 Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group.

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.
- When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.
- Costs related to the acquisition, other than those associated with the issue of debt or equity securities, are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured, and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

1.12 Impairment

Financial assets (including receivables)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial 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.

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. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units, or ("CGU"). Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

Notes *(continued)*

1 Accounting policies *(continued)*

1.12 Impairment (continued)

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.13 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement in the periods during which services are rendered by employees.

Short-term benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be measured reliably.

Share-based payment transactions

Share-based payment arrangements in which the Group receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Group.

The grant date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees become entitled to the awards. The fair value of the options granted is measured using the Black-Scholes model. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

Where the Company is part of a group share-based payment plan, it recognises and measures its share-based payment expense on the basis of a reasonable allocation of the expense recognised for the Group. The basis of such allocation is disclosed in note 25.

Tax payments related to share-based payments

Historically, the liability arising from any tax due in any jurisdiction relation to equity compensation sat with the beneficiary of that instrument. Following a board resolution and subsequent communication to employees in 2021, this tax liability has been transferred to the Company.

As the cash payment is based on the value of the entity's shares, it is deemed appropriate to treat this portion of the plan as a cash-settled share-based payment transaction. This is driven by provision accounting (IAS 37), therefore, rather than share-based payment accounting (IFRS 2).

1.14 Revenue recognition

The Group's revenue is generated from licence and collaboration agreements.

Licence and collaboration agreements typically have an initial upfront payment, potential milestone payments for research, development and commercial achievements plus royalties on net sales. We initially recognise income under

Notes (*continued)*

1 Accounting policies *(continued)*

1.14 Revenue recognition (continued)

the collaboration as deferred revenue, which we become entitled to reclassify as revenue in line with the delivery efforts towards the completion of tasks and provision of the deliverables set out in the underlying agreements.

When the Company receives milestone payments for achieving pre-defined targets during pre-clinical and clinical development, these milestones are recognised when receivable (i.e. on achievement of the pre-defined target) except where the milestone or a proportion of the milestone is to be applied to the development of the programme which is the subject of the licensing agreement. In such circumstances, the income is deferred and recognised as income by reference to the development costs incurred in developing the programme towards the next milestone.

The rules for revenue recognition are stipulated by the accounting standard IFRS 15 which we have adopted in these financial statements.

1.15 Other Income

Other Income is represented by Grant Income and is recognised in the profit and loss account to match it with the expenditure towards which it is intended to contribute.

1.16 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease where these are short-term leases with a period remaining of less than 12 months or for low value. Other leases that are assessed under IFRS 16 as finance leases have been accounted for in accordance with IFRS.

1.17 Taxations

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1.18 Issued capital

Ordinary, preference and growth shares are classified as equity. Proceeds in excess of the par value of the shares are shown as share premium in equity and incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction of share premium, net of tax, from the proceeds.

1.19 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability, where this would be material.

Notes *(continued)*

2 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other relevant factors, including management's reasonable expectations of future events. The preparation of the financial statements requires management to make estimates and assumptions concerning the future. The resulting accounting judgements and estimates may differ materially from these estimates due to changes including but not limited to those in general economic conditions and law and regulations. The following is a summary of the critical accounting estimates that were made in preparing these financial statements.

Goodwill and Intangible Assets

The amount of goodwill and intangible assets initially recognised as a result of a business combination is dependent on the allocation of the purchase price to the fair value of the identifiable assets acquired and the liabilities assumed. The determination of the fair value of the assets and liabilities is based, to a considerable extent, on management's judgement and based on industry benchmarks and information relevant to the specific assets in focus.

The carrying value of goodwill and intangibles requires the assessment of discounted future cashflows of the future economic value of the underlying assets. The assumptions and critical judgement required from management is inherently uncertain though based on recognised industry methods of evaluating drug programme assets and companies undertaking drug discovery activities. Management engaged an independent expert to review the Company's evaluation of the key data including the sources of uncertainty to arrive at their own view in assessing the potential value of the underlying assets.

Management used industry practice in its method of evaluating the estimate of future revenue streams of drug programmes, associated costs together with market data for the therapeutic areas of interest, discount rates for cost of capital, risk factors including probabilities of progressing a candidate to commercialisation or earlier partnering of a programme and other relevant factors.

Management have further considered the positive progress identified to date from the acquisition of BenevolentAI Cambridge Limited with value anticipated to arise from already identified specific programmes in addition to the ongoing value creation from the underlying assets.

The external assessment supported Management's conclusion that the carrying value of goodwill does not require impairment. Management have concluded that the carrying value of intangibles does require impairment – note 12.

Share-based payments provision

The Group operates an unapproved Share Option Plan. All employees are offered options upon joining the Group. The fair value of share options granted is measured using the Black-Scholes model at each reporting date taking into account various assumptions detailed in note 25. The full charge of the vested options during the year is recognised in the profit and loss.

3 Revenue

	2021	2020
	£'000	£'000
Licence and collaboration revenue	**4,625**	6,907
Total revenues	**4,625**	6,907
By geographical market:		
UK	**4,625**	6,777
Europe	**-**	130
Total revenues	**4,625**	6,907

There is no related party revenue in 2021 (2020: £nil). See note 28 for related party information.

Notes *(continued)*

4 Research and development expenditure

	2021	2020
	£'000	£'000
Product & technology	**22,200**	22,241
Drug discovery	**29,550**	24,279
Total research and development expenditure	**51,750**	46,520

5 Expenses and auditor's remuneration

Included in the profit/loss are the following:	**2021**	2020
	£'000	£'000
Impairment of intangible assets (note 12)	**(10,700)**	-

Auditor's remuneration:	**2021**	2020
	£'000	£'000
Audit of these financial statements	**87**	50
Amounts receivable by the Company's auditor and its associates in respect of:		
Audit of financial statements of subsidiary companies	**63**	60
Taxation compliance services	**125**	37
Advisory costs related to the SPAC merger	**736**	-

6 Other income

	2021	2020
	£'000	£'000
Grant income	**90**	179
	90	179

7 Staff numbers and costs

The average number of persons employed by the Group (including directors) during the year, analysed by category, was as follows:	**Number of employees**	
	2021	2020
Research and development	**256**	223
Administration	**53**	50
	309	273

Notes *(continued)*

7 Staff numbers and costs *(continued)*

The aggregate payroll costs of these persons were as follows:	**2021**	2020
	£'000	£'000
Wages and salaries	**27,430**	24,808
Share based payments (note 25)	**19,828**	16,289
Social security costs	**13,411**	2,370
Contributions to defined contribution plans	**1,081**	964
	61,750	44,431

The increase in social security costs is related to the transfer of employer's national insurance liability related to the share-based payments, explored further in note 25 to the financial statements.

8 Directors' remuneration

	2021	2020
	£'000	£'000
Directors' remuneration	**2,141**	1,870
Pension contributions	**34**	44

The remuneration of the highest paid Director was £700k (2020: £612k) and £nil company pension contributions were made (2020: £23k).

9 Finance expense

	2021	2020
	£'000	£'000
Interest income on bank deposits	**52**	253
Interest expense on lease liabilities	**(448)**	(551)
Interest income on lease receivables	**4**	26
	(392)	(272)

Notes *(continued)*

10 Taxation

Recognised in the income statement	**2021**	2020
	£000	£000
Current tax on income for the year	**14,059**	9,631
Prior period adjustments	-	648
Total Tax	**14,059**	10,279

Reconciliation of effective tax rate		
Loss for the year	**(86,484)**	(55,364)
Tax credit	**(14,059)**	(10,279)
Loss excluding taxation	**(100,543)**	(65,643)
Tax using the UK corporation tax rate of 19.00% (2020:19.00 %)	**(19,103)**	(12,472)
Adjust opening and closing deferred tax to average rate of 25.00% (2020: 19.00%)	**(12,144)**	-
Surrender of tax losses for R&D tax credit refund	**3,748**	3,260
Additional deduction for R&D expenditure	**(8,944)**	(7,781)
R&D expenditure credits	**17**	40
Adjustments to brought forward values	**-**	(205)
Adjustment to tax charge in respect of previous periods	**-**	648
Non-deductible expenses and income	**2,043**	127
Timing differences	**3,454**	5,704
Other tax adjustments, reliefs and transfers	**-**	(462)
Movement in deferred tax not recognised	**16,881**	842
Fixed asset differences	**(11)**	20
Total tax refund included in accounts	**(14,059)**	(10,279)

A deferred tax asset of £50m (2020: £31.6m), relating to losses, has not been recognised due to uncertainties over future profitability.

A UK corporation rate of 19% (effective 1 April 2020) was substantively enacted on 17 March 2020, reversing the previously enacted reduction in the rate from 19% to 17%. The effective tax rate for year ended 31 December 2021 is 19% (2020: 19%). Deferred tax has been calculated using 25% (2020: 19%) since changes to the UK corporation tax rate which was announced in the Budget on 3 March 2021 has been substantively enacted.

Notes *(continued)*

11 Goodwill

Group	Goodwill £'000
Cost	
Balance at 1 January 2020	23,479
Balance at 31 December 2020	23,479
Balance at 1 January 2021	23,479
Balance at 31 December 2021	**23,479**
Net book value	
At 31 December 2020	23,479
At 31 December 2021	**23,479**

During the year, goodwill was tested for impairment in accordance with IAS 36 Impairment of Assets. For the purposes of impairment testing, goodwill has been allocated to the Group's CGUs defined as the whole of the BenevolentAI Cambridge entity. The Directors used a consistent approach for the underlying assumptions used in the review undertaken in respect of the 2020 year-end. On that basis, and also allowing for the fluctuation in the US dollar to pound sterling since the values are calculated in US dollars, the recoverable amount continues to exceed the carrying value of the measured portion of the CGU by over 350% (2020: 380%) meaning there is sufficient headroom and Management, based on their review, do not believe there to be any reasonably possible downsides in any of the key assumptions that would require an impairment charge at the balance sheet date. This was additionally supported through the independent valuation of the applicable assets.

The impairment review was performed by comparing the carrying amount of the cash generating unit to which goodwill has been allocated. Recoverable amounts for cash-generating units are the higher of fair value less costs of disposal, and value in use.

The recoverable amount of this CGU was based on fair value less costs of disposal, estimated using risk adjusted discounted cash flows. The fair value measurement was categorised as a Level 3 fair value based on the inputs in the valuation technique used. The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources. The assessment excludes any measurement of terminal value.

Assumptions	**2021**	2020
Discount Rate (pre-tax)	**12%**	12%
Expected Market Growth Rate	**5.8%**	5.8%
Time to peak Market Penetration	**6 years**	6 years

The discount rate (present value) is a pre-tax measurement reflecting an expected return that investors would expect, consistent with that used routinely across the Company for all valuation activities and in our business modelling. The rate is within a range that experienced investors would typically use when assessing a drug IP valuation. This is combined with the probabilities of reaching the next stage of development to establish the overall risk adjusted net present value. The Directors have assessed the sensitivity of the discount rate used and have concluded that even using a discount rate of over 23% would continue to provide sufficient headroom to the value at year end.

Revenue growth at 5.8% was derived from a study showing the expected future growth rates for the Pharma industry over time.

Time to peak market penetration was established through research of drug launch curves, showing that on average this was reached in 6 years.

Notes *(continued)*

12 Intangible assets

Group	Patents	Software	Total
	£'000	£'000	£'000
Cost			
Balance at 1 January 2020	10,700	63	10,763
Additions	-	3	3
Balance at 31 December 2020	**10,700**	**66**	**10,766**
Balance at 1 January 2021	10,700	66	10,766
Disposals	-	(20)	(20)
Balance at 31 December 2021	**10,700**	**46**	**10,746**
Amortisation			
Balance at 1 January 2020	-	18	18
Amortisation for the year	-	13	13
Balance at 31 December 2020	**-**	**31**	**31**
Balance at 1 January 2021	-	31	31
Amortisation for the year	-	12	12
Impairment	10,700	-	10,700
Disposals	-	(20)	(20)
Balance at 31 December 2021	**10,700**	**23**	**10,723**
Net book value			
At 31 December 2020	10,700	35	10,735
At 31 December 2021	**-**	**23**	**23**

Impairment

Management have undertaken a review of the intangible assets for indicators of impairment.

Patents

During the year, the asset in which the Group owns a 10% economic interest, completed a Phase 1 trial, which commenced dosing patients first in 2019. The company which owns the asset has indicated that it will not be initiating an in-house Phase 2 trial, as originally planned, but are considering other development paths.

Management have therefore considered this change in plan and reviewed the assumptions and risk factors including the likelihood, timing and value of the revenue streams alongside changes in the associated cost forecasts. Management have further considered the general uncertainty of the future economic interest in this asset, in which the company has no control or involvement. Management have concluded that the company should impair the asset in full to reflect this uncertainty. A full impairment of £10.7m has therefore being recorded to reduce the balance to the amended risk adjusted net present value calculation, along with the reduction in related deferred tax liability.

Software

Modest balances relate to software intangibles representing domain names and software, all of which are integrated and fully used in the business and subject to amortization. Management do not believe there to be any indicators of impairment for these items.

Notes *(continued)*

12 Intangible assets *(continued)*

Company	**Software**	**Total**
	£'000	**£'000**
Cost		
Balance at 1 January 2020	62	62
Additions	3	3
Balance at 31 December 2020	**65**	**65**
Balance at 1 January 2021	65	65
Disposals	(20)	(20)
Balance at 31 December 2021	**45**	**45**
Depreciation		
Balance at 1 January 2020	17	17
Amortisation for the year	13	13
Balance at 31 December 2020	**30**	**30**
Balance at 1 January 2021	30	30
Amortisation for the year	12	12
Disposals	(20)	(20)
Balance at 31 December 2021	**22**	**22**
Net book value		
At 31 December 2020	35	35
At 31 December 2021	**23**	**23**

Notes *(continued)*

13 Property, plant and equipment

Group	Lab equipment	Leasehold improvement	Computer equipment	Fixtures & fittings	Total
	£'000	**£'000**	**£'000**	**£'000**	**£'000**
Cost					
Balance at 1 January 2020	1,861	2,063	1,637	640	6,201
Additions	678	72	274	103	1,127
Disposals	(85)	(181)	(10)	(67)	(343)
Balance at 31 December 2020	**2,454**	**1,954**	**1,901**	**676**	**6,985**
Balance at 1 January 2021	2,454	1,954	1,901	676	6,985
Additions	706	6	179	34	925
Disposals	(40)	-	(444)	(13)	(497)
Balance at 31 December 2021	**3,120**	**1,960**	**1,636**	**697**	**7,413**
Depreciation					
Balance at 1 January 2020	672	538	917	267	2,394
Depreciation charge for the year	479	400	448	146	1,473
Disposals	(82)	(84)	(10)	(61)	(237)
Balance at 31 December 2020	**1,069**	**854**	**1,355**	**352**	**3,630**
Balance at 1 January 2021	1,069	854	1,355	352	3,630
Depreciation charge for the year	516	396	409	151	1,472
Disposals	(37)	-	(417)	(13)	(467)
Balance at 31 December 2021	**1,548**	**1,250**	**1,347**	**490**	**4,635**
Net book value					
At 31 December 2020	1,385	1,100	546	324	3,355
At 31 December 2021	**1,572**	**710**	**289**	**207**	**2,778**

Notes *(continued)*

13 Property, plant and equipment *(continued)*

Company	Leasehold improvement	Computer equipment	Fixtures & fittings	Total
	£'000	£'000	£'000	£'000
Cost				
Balance at 1 January 2020	1,833	148	567	2,548
Additions	48	86	62	196
Disposals	-	(2)	(48)	(50)
Balance at 31 December 2020	**1,881**	**232**	**581**	**2,694**
Balance at 1 January 2021	1,881	232	581	2,694
Additions	-	113	33	146
Disposals	-	(67)	(3)	(70)
Balance at 31 December 2021	**1,881**	**278**	**611**	**2,770**
Depreciation				
Balance at 1 January 2020	443	81	220	744
Depreciation charge for the year	377	51	137	565
Disposals	-	(2)	(46)	(48)
Balance at 31 December 2020	**820**	**130**	**311**	**1,261**
Balance at 1 January 2021	820	130	311	1,261
Depreciation charge for the year	380	74	138	592
Disposals	-	(59)	(3)	(62)
Balance at 31 December 2021	**1,200**	**145**	**446**	**1,791**
Net book value				
At 31 December 2020	1,061	102	270	1,433
At 31 December 2021	**681**	**133**	**165**	**979**

Notes *(continued)*

14 Investments

a) Fixed asset investment

Group	**Investment**
	£'000
Cost	
At 1 January 2020 and 31 December 2020	3,149
At 1 January 2021 and 31 December 2021	**3,149**
Impairment	
At 1 January 2020 and 31 December 2020	(766)
At 1 January 2021 and 31 December 2021	**(766)**
Net book value	
At 31 December 2020	2,383
At 31 December 2021	**2,383**

b) Investment in subsidiaries

	Registered office address	**Status**	**Class of shares held**	**Ownership 2021**	**Ownership 2020**
BenevolentAI Cambridge Limited	4-8 Maple Street, London W1T 5HD	Trading	Ordinary shares	**100%**	100%
BenevolentAI Bio Limited	4-8 Maple Street, London W1T 5HD	Trading	Ordinary shares	**100%**	100%
BenevolentAI Technology Limited	4-8 Maple Street, London W1T 5HD	Trading	Ordinary shares	**100%**	100%
Benevolent Technology Inc[1]	Domiciled in USA	Trading	Ordinary shares	**100%**	100%
BenevolentAI Energy Limited	4-8 Maple Street, London W1T 5HD	Dormant	Ordinary shares	**100%**	100%
Stratified Medical Limited[1]	4-8 Maple Street, London W1T 5HD	Dormant	Ordinary shares	**100%**	100%

[1] Held indirectly

Company	**Shares in group undertakings**
	£'000
Cost	
At 1 January 2020	49,668
Share-based payment transactions	7,323
At 31 December 2020	**56,991**
At 1 January 2021	56,991
Share-based payment transactions	2,519
At 31 December 2021	**59,510**
Net book value	
At 31 December 2020	56,991
At 31 December 2021	**59,510**

Notes *(continued)*

14 Investments *(continued)*

BenevolentAI Cambridge Limited acquired a 1.25% equity stake in a small US pharmaceutical start-up company, arising from the assignment of a previously owned drug discovery compound. This had no value recognised in the accounts, with development having stopped and no patents being in place. No value is deemed attributable to this, given that the company is still in a very early pre-revenue stage.

15 Right-of-use assets

Group	Leasehold property	Computer equipment	Fixtures & fittings	Total
	£'000	£'000	£'000	£'000
Cost				
Balance at 1 January 2020	11,654	20	20	11,694
Additions	279	-	-	279
Balance at 31 December 2020	**11,933**	**20**	**20**	**11,973**
Balance at 1 January 2021	11,933	20	20	11,973
Additions	-	-	21	21
Disposals	-	-	(20)	(20)
Balance at 31 December 2021	**11,933**	**20**	**21**	**11,974**
Depreciation				
Balance at 1 January 2020	1,925	4	8	1,937
Depreciation charge for the year	1,365	4	7	1,376
Disposals	-	-	-	-
Balance at 31 December 2020	**3,290**	**8**	**15**	**3,313**
Balance at 1 January 2021	3,290	8	15	3,313
Depreciation charge for the year	1,448	4	7	1,459
Disposals	-	-	(20)	(20)
Balance at 31 December 2021	**4,738**	**12**	**2**	**4,752**
Net book value				
At 31 December 2020	8,643	12	5	8,660
At 31 December 2021	**7,195**	**8**	**19**	**7,222**

Notes *(continued)*

15 Right-of-use assets *(continued)*

Company	**Leasehold property**	**Computer equipment**	**Fixtures & fittings**	**Total**
	£'000	**£'000**	**£'000**	**£'000**
Cost				
Balance at 1 January 2020	9,670	20	20	9,710
Balance at 31 December 2020	**9,670**	**20**	**20**	**9,710**
Balance at 1 January 2021	9,670	20	20	9,710
Additions	-	-	21	21
Disposals	-	-	(20)	(20)
Balance at 31 December 2021	**9,670**	**20**	**21**	**9,711**
Depreciation				
Balance at 1 January 2020	1,395	4	8	1,407
Depreciation charge for the year	967	4	7	978
Disposals	-	-	-	-
Balance at 31 December 2020	**2,362**	**8**	**15**	**2,385**
Balance at 1 January 2021	2,362	8	15	2,385
Depreciation charge for the year	963	4	7	974
Disposals	-	-	(20)	(20)
Balance at 31 December 2021	**3,325**	**12**	**2**	**3,339**
Net book value				
At 31 December 2020	7,308	12	5	7,325
At 31 December 2021	**6,345**	**8**	**19**	**6,372**

The Company leases buildings for its offices and laboratory facilities under agreements of between five and ten years with, in some cases, options to break the terms. The Company also leases equipment under agreements of between three to five years. Where the Company has lease agreements under one year or are low value, these have been expensed as incurred.

Notes *(continued)*

16 Trade and other receivables

	Group		*Company*	
	2021	2020 restated	**2021**	2020
	£'000	£'000	**£'000**	£'000
Non-current				
Rent deposit	**175**	140	**-**	-
	175	140	**-**	-
Current				
Other receivables	**400**	382	**105**	75
Rent deposit	**101**	103	**-**	-
Accrued income	**38**	22	**38**	-
Other taxation and social security	**1,185**	805	**451**	200
Prepayments	**2,197**	1,988	**408**	370
Amounts owed from related parties	**-**	-	**125,159**	84,907
	3,921	3,300	**126,161**	85,552

17 R&D tax credit receivable

	Group		*Company*	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
R&D tax credit receivable	**12,150**	10,678	**-**	-

18 Cash and cash equivalents

	Group		*Company*	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Cash at bank and in hand	**40,553**	85,371	**38,569**	79,385

19 Trade and other payables

	Group		*Company*	
	2021	2020 restated*	**2021**	2020 restated*
	£'000	£'000	**£'000**	£'000
Trade payables	**1,747**	3,935	**330**	2,444
Taxation and social security	**663**	650	**153**	132
Other payables	**19**	202	**16**	192
Accruals	**7,857**	5,605	**2,602**	1,206
	10,286	10,392	**3,101**	3,974

Notes *(continued)*

20 Deferred income

	Group		*Company*	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Deferred income	**31**	2,722	**-**	-

21 Lease liabilities

	Group		*Company*	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Non-current				
Lease liabilities	**7,201**	8,430	**6,847**	7,966
	7,201	8,430	**6,847**	7,966
Current				
Lease liabilities	**1,593**	1,898	**1,106**	1,054
	1,593	1,898	**1,106**	1,054

22 Provisions

	Group		*Company*	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Non-current				
Provisions	**251**	-	**251**	-
	251	-	**251**	-
Current				
Provisions	**10,391**	-	**6,608**	-
	10,391	-	**6,608**	-

The non-current provision represents the dilapidations estimate on office leases. The current provision arises on the tax payment related to share-based payments as set out in notes 1.13 and 25.

23 Deferred tax liability

	Group		*Company*	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Deferred tax	**-**	2,033	**-**	-

This liability represents the deferred tax arising on future economic interest of the acquired intangible patent asset, with movements in the year recognised through the statement of profit or loss. Given this has been fully impaired in 2021, there is no deferred tax liability remaining at 31 December 2021.

Notes *(continued)*

24 Reconciliation of movements of liabilities to cash flows arising from financing activities

Group	**Lease liabilities**	**Share capital / premium**	**Total**
	£'000	**£'000**	**£'000**
Balance at 1 January 2020	11,526	168,573	180,099
Repayment of lease liabilities	(2,028)	-	(2,028)
Interest expense on lease liabilities	551	-	551
Additions	279	-	279
Proceeds from the issue of share capital, net of costs	-	35,790	35,790
Balance at 31 December 2020	**10,328**	**204,363**	**214,691**
Balance at 1 January 2021	10,328	204,363	214,691
Repayment of lease liabilities	(2,003)	-	(2,003)
Interest expense on lease liabilities	448	-	448
Additions	21	-	21
Proceeds from the issue of share capital, net of costs	-	7,038	7,038
Balance at 31 December 2021	**8,794**	**211,401**	**220,195**

Company	**Lease liabilities**	**Share capital / premium**	**Total**
	£'000	**£'000**	**£'000**
Balance at 1 January 2020	10,020	168,573	178,593
Repayment of lease liabilities	(1,482)	-	(1,482)
Interest expense on lease liabilities	482	-	482
Additions	-	-	-
Proceeds from the issue of share capital, net of costs	-	35,790	35,790
Balance at 31 December 2020	**9,020**	**204,363**	**213,383**
Balance at 1 January 2021	9,020	204,363	213,383
Repayment of lease liabilities	(1,482)	-	(1,482)
Interest expense on lease liabilities	394	-	394
Additions	21	-	21
Proceeds from the issue of share capital, net of costs	-	7,038	7,038
Balance at 31 December 2021	**7,953**	**211,401**	**219,354**

Notes *(continued)*

25 Employee benefits

Defined contribution plans

Group and company

The Group operates a defined contribution pension plan.

The total expense relating to this plan in the current year was £1,081k (2020: £964k). There was an accrual of £nil at 31 December 2021 (2020: £nil).

Share based payments (SBP)

Group and company

The Group operates an unapproved Share Option Plan. All employees are offered options or Restricted Stock Units (RSUs) upon joining the Company. RSUs operate in such a way as to give the same economic benefit as options, reflecting the requirements of certain jurisdictions. During the year 157,813 options and 131,504 RSUs were granted to employees and others under the unapproved Share Option Plan, and 24,207 were forfeited due to the grantees no longer being employed by the Group or forfeiting their options.

For certain senior executives within the Company, the number of RSUs awarded is variable so as to achieve a specific fixed economic outcome which may not require the full amount of RSUs to be deployed depending upon the intrinsic value on trigger. The RSUs operate economically in the same way as comparable options, with equivalent fair value share-based payment costs.

Growth Shares granted to-date with a collar prevent participation in any equity holder distributions until the price is above £446.88. The fair value of the growth shares needs to be looked at in the round with any corresponding RSU award that partners these instruments. Given the mechanics and using the expected fair value measurement tools (Black-Scholes) the fair value attributed to the growth shares is £nil, as is the charge for the year (2020: £nil).

SBP for options are recognised evenly over the service period from date of grant. If not exercised options lapse on the 10th anniversary of the date of grant, with the lapse period for RSUs being 7 years. The ultimate vesting of options and RSUs is connected to a trigger event, at which point the ability to exercise manifests with a method of settlement being through equity only. No options were exercised and no RSU agreements were settled during the year.

The number and weighted average exercise prices of share options are as follows:

Options and RSUs held in BenevolentAI Limited	**Weighted average exercise price (pounds)**	**Number of options**	Weighted average exercise price (pounds)	Number
	2021	**2021**	2020	2020
Options Outstanding at the beginning of the year	**36.6**	**229,627**	126.5	170,876
Forfeited during the year	**(266.6)**	**(24,207)**	(234.2)	(56,476)
Exercised during the year	**-**	**-**	-	-
Granted during the year	**0.1**	**289,317**	0.1	115,227
Committed during the year	**-**	**-**	-	-
Outstanding at the end of the year	**125.7**	**494,737**	36.6	229,627
Exercisable at the end of the year	**-**	**-**	-	-

Notes *(continued)*

25 Employee benefits *(continued)*

The fair value of services received in return for share options granted are measured by reference to the fair value of goods or services received or reference to the fair value of share options granted.

As permitted under IFRS 2, the Black-Scholes model has been used to calculate the fair value of each option and RSU at the date of grant. The fair value of each option and RSU is recognised equally over the service requirement period (usually 3 to 4 years) through the profit and loss and will not be remeasured at each reporting date.

In order to calculate the fair value of share options using the Black-Scholes model, the assumptions in the following table have been used. As the Group grants new share options and RSUs at regular intervals, the weighted average of outstanding share options and RSUs at the end of the financial year has been disclosed.

Weighted Avg. for outstanding options at the reporting date	**2021**	2020
Market value at date of grant	**£249**	£346
Exercise price at grant date	**£4**	£37
Volatility	**60%**	60%
Time to exercise (years)	**2.0**	4.0
Risk-free rate	**0.37%**	0.75%
Employee turnover	**12%**	12%

The expected volatility is based upon analysis of historic share price movements of the Group's own securities. The expected period to exercise is based upon management's judgement, with reference to benchmark data of the typical time from incorporation to an Initial Public Offering amongst other companies in Technology industries. The risk-free rate is based on the Bank of England's estimates of gilt yield curve as at the respective grant dates.

	Group		**Company**	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Total share-based payment expense	**19,828**	16,289	**17,310**	8,966

Tax payments related to share-based payments

As discussed in Note 1.13, the liability arising from tax due in any jurisdiction in relation to equity compensation has been transferred to the Company. This follows a Board resolution approving the transfer, as well as subsequent communication to employees in 2021. Absent any liability for the Company for 2020 and prior, there has never been any liability recognised for such Employers National Insurance.

	Group		**Company**	
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Social security costs accrued in relation to share-based payments	**10,391**	-	**6,608**	-

Notes *(continued)*

26 Share capital

Allotted, called up and fully paid	**Ordinary shares**	**A Preference shares**	**G2 growth shares**	**Total**
	Number	**Number**	**Number**	**Number**
On issue at 1 January 2021	1,831,829	471,059	87,984	2,390,872
Issued for cash	-	35,535	-	35,535
On issue at 31 December 2021	**1,831,829**	**506,594**	**87,984**	**2,426,407**
	£	**£**	**£**	**£**
Par value £0.10 at 1 January 2021	183,183	47,106	8,798	239,087
Issued during the year	-	3,554	-	3,554
Par value £0.10 at 31 December 2021	**183,183**	**50,660**	**8,798**	**242,641**

The holders of Ordinary and A Preference shares rank pari passu in respect of voting and dividend rights as well as participating in the drag along rights. Ordinary shares rank behind the A Preference shares in the order of priority in respect of capital distribution rights on winding up.

G2 Growth shares do not confer any voting or dividend rights prior to an exit. Capital distribution rights rank behind A Preference shares and ordinary shares, with distributions only applying when the distribution per share exceeds a specific threshold.

27 Financial instruments

Fair values of financial instruments

	Group		***Company***	
	Carrying amount	Carrying amount	**Carrying amount**	Carrying amount
	2021	2020	**2021**	2020
	£'000	£'000	**£'000**	£'000
Financial assets measured at fair value				
Amortised Cost				
Cash and cash equivalents (note 18)	**40,553**	85,371	**38,569**	79,385
Trade and other receivables (note 16)	**412**	312	**125,174**	84,912
Total financial assets	**40,965**	85,683	**163,743**	164,297
Financial liabilities measured at amortised cost (note 19)	**19,924**	9,569	**9,467**	3,772

The fair values of all financial assets and financial liabilities by class together with their carrying amounts shown in the balance sheet are as follows:

Notes *(continued)*

27 Financial instruments *(continued)*

Risk Management

The Group's principal financial instruments comprise cash at bank, trade payables and other receivables and the main purpose of these financial instruments is to facilitate the Company's operations.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities.

The Group currently does not have a provision for bad debt based on historic and current experience with relevant parties, consequently exposure to expected credit losses is nil.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they come due. The Group expects to meet its financial obligations through operating and financing cashflows.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

		Contractual cashflows				
31 December 2021	**Carrying amount**	**Total**	**1 year or less**	**1 to <2 years**	**2 to <5 years**	**5 years and over**
	£'000		**£'000**	**£'000**	**£'000**	**£'000**
Non-derivative financial liabilities						
Trade and other payables	**19,924**	**19,924**	**19,924**	**-**	**-**	**-**
Lease liabilities	**8,794**	**10,214**	**2,003**	**1,848**	**4,415**	**1,948**
31 December 2020	Carrying amount	Total	1 year or less	1 to <2 years	2 to <5 years	5 years and over
	£'000		£'000	£'000	£'000	£'000
Non-derivative financial liabilities						
Trade and other payables	9,569	9,569	9,569	-	-	-
Lease liabilities	10,328	12,191	1,996	1,996	4,780	3,419

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group income or the value of its holdings of financial instruments. The Group does not have any exposure to interest rate risk nor changes in quoted equity prices, but it is exposed to foreign exchange rates.

Notes *(continued)*

27 Financial instruments *(continued)*

Foreign currency risk

The Group's exposure to foreign currency risk is as follows. This is based on the carrying amount for monetary financial instruments except derivatives when it is based on notional amounts.

31 December 2021	**Euro**	**US Dollar**	**British Pound**	**Total**
	£'000	**£'000**	**£'000**	**£'000**
Cash and cash equivalents	**398**	**1,107**	**39,048**	**40,553**
Trade payables	**(191)**	**(14)**	**(1,542)**	**(1,747)**
Net exposure	**207**	**1,093**	**37,506**	**38,806**

31 December 2020	Euro	US Dollar	British Pound	Total
	£'000	£'000	£'000	£'000
Cash and cash equivalents	389	8,138	76,844	85,371
Trade payables	(396)	(1,634)	(1,732)	(3,762)
Net exposure	(7)	6,504	75,112	81,609

A 10 percent weakening of the following currencies against the pound sterling at 31 December 2021 would have increased profit or loss by the amounts shown below. This calculation assumes that the change occurred at the balance sheet date and had been applied to risk exposures existing at that date.

This analysis assumes that all other variables, in particular other exchange rates and interest rates, remain constant. The analysis is performed on the same basis for 31 December 2020.

Sensitivity analysis

	2021	2020
	£'000	£'000
€	**(21)**	1
$	**(109)**	(650)

A 10 percent strengthening of the above currencies against the pound at 31 December 2021 would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

Bank credit ratings

The cash and cash equivalents are held with bank and financial institution counterparties, which are rated A+ and above, based on Fitch credit ratings as at 31 December 2021, which is at minimum a positive outlook. The Group considers that its cash and cash equivalents have low credit risk based on the external ratings.

Notes *(continued)*

28 Related party transactions

Identity of related parties with which the Company has transacted

During the period, BenevolentAI Limited paid contractor fees totalling £31k (2020: £138k) to Lisciad Limited, a company under common control. At the period end, BenevolentAI Limited owed £nil (2020: £38k) to Lisciad Limited.

Transactions with key management personnel

Total compensation of key management personnel in the year is included in the Directors' remuneration in note 8.

Other related party transactions

There were no provisions for uncollectible receivables and bad debts expense recognised in the period in relation to related parties and no payables outstanding at 31 December 2021 or 31 December 2020.

29 Ultimate parent company and parent company of larger group

The Company is controlled by Mr Kenneth Mulvany, a director and shareholder of the Company which is incorporated in the United Kingdom. The parent company BenevolentAI Limited has its registered office at 4-8 Maple Street, London, W1T 5HD.

30 Subsequent events

There are no subsequent events to report other than those referred to in the strategic report.

31 Standards issued but not yet effective

A number of new standards are effective for annual periods beginning on or after 1 January 2022 and earlier application is permitted; however, the Group has not early adopted the new or amended standards in preparing these consolidated financial statements.

The following new and amended standards are not expected to have a significant impact on the Group's consolidated financial statements.

- Annual Improvements to IFRS Standards 2018–2020.
- Onerous Contracts Cost of Fulfilling a Contract (Amendments to IAS 37)
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16).
- Reference to Conceptual Framework (Amendments to IFRS 3).
- Classification of Liabilities as Current or Non-current (Amendments to IAS 1)
- IFRS 17 Insurance Contracts and amendments to IFRS 17 Insurance Contracts.
- Amendments to IFRS 17
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2).
- Definition of Accounting Estimates (Amendments to IAS 8).
- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction
- Amendments to IAS 12 Income Taxes

8. GLOSSARY

Addendum	This addendum to the Circular.
AI	Artificial Intelligence.
AstraZeneca Collaboration	Benevolent's collaboration agreement with AstraZeneca with respect to CKD and IPF drug research, along with Benevolent's collaboration agreement with AstraZeneca with respect to systemic lupus erythematosus and heart failure.
Backstop Investor	Entities beneficially owned by Ally Bridge Group.
Benevolent	BenevolentAI Limited, a private company limited by shares incorporated under the laws of England and Wales with registered number 09781806 and having its registered office at 4-8 Maple Street, London, United Kingdom, W1T 5HD.
Benevolent Backstop Shareholders	Certain Benevolent Shareholders.
Benevolent Consolidated Subsidiaries	BenevolentAI Cambridge Limited, BenevolentAI Bio Limited, BenevolentAI Technology Limited, Benevolent Technology Inc., BenevolentAI Energy Limited and Stratified Medical Limited
Benevolent Group	Benevolent together with its consolidated subsidiaries.
Benevolent Platform	Benevolent's scientifically validated computational research and development platform that supports end-to-end AI-enabled drug discovery and development.
Benevolent Share Number	The number of Benevolent Shares (other than Benevolent G2 Growth Shares) in issue immediately prior to the Closing (such number being 2,338,423), plus the number of Benevolent Shares issuable upon the exercise of vested options to purchase Benevolent Shares and the settlement of vested RSUs, in each case vested as of the Closing, and including, for the avoidance of doubt, the Accelerated Benevolent Options and the Accelerated Benevolent RSUs (as such terms are defined in the Business Combination Agreement) (such number being estimated at 270,593).
Benevolent Shareholders	Shareholders of Benevolent.
Benevolent Shares	Shares of Benevolent.
Bleichroeder	Bleichroeder LP.
Business Combination	The business combination between Odyssey SPAC and Benevolent.
Business Combination Agreement	The business combination agreement between Odyssey SPAC, Benevolent, the Benevolent Shareholders and certain other parties dated 6 December 2021.
Capital Reorganisation	The accounting of the Business Combination as a capital reorganisation in accordance with IFRS.
Circular	The circular dated 9 March 2022.
CKD	Chronic kidney disease.
Closing	Closing of the Share Exchange.

Closing Date	Date of the Closing, which is expected to be 22 April 2022.
Company	Odyssey Acquisition S.A., unless defined otherwise.
Consideration Exchange Multiple	The quotient of (i) the Total Consideration Shares divided by (ii) the Benevolent Share Number, which is 38.4896.
CROs	Contract research organisations.
CSSF	The Commission de Surveillance du Secteur Financier, with registered office at 283, route d'Arlon, L-1150 Luxembourg, Luxembourg (telephone: +352 26 25 1-1).
Deferred Underwriting Commission	A commission of up to 2.5% of the offer price of €10.00 in respect of 30,000,000 Units, to be invoiced as soon as practicably possible after the signing of the Business Combination Agreement but payable to Goldman Sachs International and J.P. Morgan SE upon completion of the Business Combination, if any, irrespectively of their appointment on or involvement in the Business Combination.
Dutch Subsidiary	Odyssey Acquisition Subsidiary B.V., a Dutch private limited liability company (*besloten vennootschap*) wholly-owned by Odyssey SPAC.
EGM	The extraordinary general shareholders' meeting that will be held on 11 April 2022 at 3 PM CET.
Escrow Account	The escrow account established by the Dutch Subsidiary in the name of Stichting Odyssey Escrow, a foundation set up by the Intertrust Escrow and Settlements B.V. and established at J.P. Morgan Bank Luxembourg S.A.
Euronext Amsterdam	The regulated market operated by Euronext Amsterdam N.V.
Group	Odyssey SPAC together with the Dutch Subsidiary.
IFRS	International Financial Reporting Standards as adopted by the European Union.
IPF	Idiopathic pulmonary fibrosis.
ISAs (UK)	International Standards on Auditing (UK).
KPMG	KPMG LLP.
Luxembourg	The Grand Duchy of Luxembourg.
New Public Shares	Newly issued class A ordinary shares of the Company with no nominal value.
Odyssey Group	Odyssey SPAC together with the Dutch Subsidiary.
Odyssey SPAC	Odyssey Acquisition S.A. (to be renamed BenevolentAI as of the Closing), a public limited liability company (*société anonyme*) incorporated under the laws of Luxembourg, having its registered office at 9, rue de Bitbourg, L-1273 Luxembourg, Luxembourg (telephone: +352 274441; website: www.odyssey-acquisition.com), and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B255412.
Odyssey SPAC Business Combination Prospectus	A prospectus that the Company will file with the CSSF in respect of the admission to listing and trading on the regulated market

	operated by Euronext Amsterdam N.V. of the New Public Shares to be issued in connection with the Business Combination.
Odyssey SPAC Shareholders................	Shareholders of Public Shares and Sponsor Shares.
PIPE Financing......................................	Private investment in public equity transaction in the aggregatre amount of €136.1 million entered into in connection with the Business Combination Agreement.
PIPE Investors..	Certain investors who, pursuant to the Subscription Agreements, will receive a total of 13,613,394 New Public Shares.
Platform Collaborations	Collaborations whereby Benevolent uses the Benevolent Platform to identify drug candidates for a third party.
Private Placement..................................	The initial private placement of the Public Shares and Public Warrants completed on 6 July 2021.
Prospectus Regulation...........................	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
Public Shares	Class A redeemable shares with no nominal value, International Securities Identification Number LU2355630455, of Odyssey SPAC.
Public Warrants	Class A warrants to subscribe for Public Shares, International Securities Identification Number LU2355630968, of Odyssey SPAC.
RDEC	United Kingdom's Research and Development Expenditure Credit.
Revenue Recognition Events	Benevolent's recognition of income under the AstraZeneca Collaboration as deferred revenue, which we become entitled to reclassify as revenue in line with the delivery efforts towards the completion of tasks and provision of the deliverables set out in the agreements governing the AstraZeneca Collaboration.
RSU..	Restricted stock unit.
R&D Tax Credit.....................................	UK research and development tax credit.
Share Exchange	Pursuant to the Business Combination Agreement, Benevolent Shareholders will contribute and transfer the Benevolent Shares to Odyssey SPAC and, in consideration for such Benevolent Shares, will receive New Public Shares of Odyssey SPAC in proportion to their original shareholdings in Benevolent and in accordance with the Consideration Exchange Multiple.
Share Option Plan..................................	The share option plan established by the Benevolent Group prior to Closing.
SME..	Small and medium-sized enterprise.
Sponsor...	Odyssey Sponsor, a Luxembourg private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Luxembourg, having its registered office at 62, avenue Victor Hugo, L-1750 Luxembourg, Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B255517

Sponsor Shares	7,500,000 class B shares in the Company.
Sponsor Warrants	6,600,000 warrants to purchase Public Shares.
Stamp Duty Tax	The stamp duty payable in respect of the Share Exchange aspects of the Business Combination.
Subscription Agreements	The subscription agreements PIPE Investors will enter into in connection with the PIPE Financing.
Total Consideration Shares	The aggregate consideration to be received by the Benevolent Shareholders in exchange for their shares of Benevolent in connection with the Business Combination.
Unaudited Pro Forma Consolidated Financial Information	The unaudited pro forma consolidated financial statements as of 31 December 2021 together with the unaudited pro forma consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021, as accompanied by the related pro forma notes thereto.
United States	The United States of America.
Units	30,000,000 Units consisting of one Public Share and 1/3 of a redeemable Public Warrant to subscribe for a Public Share, issued on 6 July 2021.
Warrants	Sponsor Warrants and Public Warrants.