oxford advanced surfaces

Unaudited Interim Condensed Consolidated Financial Statements 2011

science applied onto (Just about anything)

2011

Business Overview

Oxford Advanced Surfaces Group plc (OAS) is a unique research and development company that provides multinational industrial corporations with intellectual property (IP) solutions as a ‘tool kit’ to create engineered surface coatings and advanced materials.

OAS is the IP supplier of Onto™ and VISARC™ technology.

Science applied Onto™ just about anything

Our Onto™ chemistry platform provides everything needed to create innovative products through the transformation of commodity industrial materials, and by opening new markets for the most desirable advanced materials. Onto™, a highly reactive chemistry, is applicable across a range of process and materials applications using multiple wet-process application methods. Onto™ was first developed in the University of Oxford chemistry department and is a proprietary technology that uniquely reacts with almost anything.

Everything becomes clear with VISARC™

Our original technology portfolio has now been enhanced by VISARC™. VISARC™ is a wet-process anti-reflective coating for use on multiple substrates. A single layer formulation can be applied using dip or spin coating application and is adaptable for use with glass and polymers or plastics making it suitable for multiple applications from ophthalmic to electronic displays and solar.

Current business focus

The power of our Onto™ technology enables materials to be transformed for use in applications where they cannot currently be used, and can also enhance material performance properties. The company is currently focussed on surface functionalisation and cross-linking. The chemistry can bond to a wide range of organic and inorganic materials (such as polyethylene, polypropylene and PTFE), in many different forms (such as films, membranes, particles, powders and fibres). Onto™ can deliver surface functionalisation, including hydrophobicity, hydrophilicity and oeleophobicity, to inert surfaces and the cross-linking capability can offer adhesion promotion to similarly inert surfaces or alter the bulk properties of certain materials.

VISARC™ provides manufacturers with a wet process anti-reflective coating that can be used in applications from ophthalmic to TV and display screens through to solar panels. The product performance, which is comparable to current market leading coatings, combined with the lower capital cost and easy adoption of wet chemistry processes puts VISARC™ in a strong position to both disrupt and expand the current anti-reflective market.

Business model

OAS has an innovative business model. We will license our technology to major industrial corporations for exclusive use in their products. This model allows us to partner with companies with strong brands in dominant market positions. It enables OAS to focus on our core strength in the protection and development of our intellectual property, and transfers the manufacturing and regulatory requirements to our partners.

We target specific applications through analysis of unmet market needs and by demonstrating that Onto™ and VISARC™ can meet these challenges. For each partner we will provide a tool kit and collaborative support to incorporate our chemistry into their finished products. We aspire to be the technology partner of choice for industrial product manufacturers who need to utilise advanced materials to develop their products, reduce costs and open new markets.

Our values

We are passionate about what we do and we strive to be the best in the world at it. We share a common set of core values. We are:

- Entrepreneurial and enthusiastic
- Cooperative and inclusive
- Driven and results oriented
- Responsible and ethical

Our principles

- We are customer focused and market driven, pursuing viable opportunities that address important market needs and where we can access the market via our partners.
- We understand what drives value and use this to make decisions at all levels of the business, focusing on maximising shareholder value, customer satisfaction and benefitting all other stakeholders.
- We continually develop and improve, adapting to meet the changing needs of our customers and the world around us.
- We are passionate about science and technology and believe that extraordinary innovation will be required to solve the biggest problems facing the world.
- We recognise and reward outstanding individual and team performance in a cooperative and supportive environment.

We aspire to become a world class advanced materials company delivering extraordinary innovation that makes a significant impact in the world.

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Chairman's Statement

The outlook for Oxford Advanced Surfaces Group plc (OAS) remains promising and we have continued to advance our technology to ensure that our solutions are market ready and can easily be scaled to mass production.

I had hoped to have positive news on the commercial front by now but its absence is not a failure of the technology to deliver. The last six months have been well spent, developing our market knowledge, understanding the commercial and "point of proof" requirements of our customers and pushing forward our technical understanding. In fact we have made significant advances in our technology.

VISARC™

The anti-reflective coating (ARC) market is extensive.

Our VISARC™ coatings are based on nanoparticles suspended in a binder and can be deposited by conventional wet processing methods such as spin, dip and roll-to-roll techniques. Most high-performing ARCs currently on the market must be applied using PVD (physical vapour deposition) methods. The equipment required for PVD is expensive in comparison to wet-coating methods, and in some instances, such as large displays, is impractical. VISARC™ offers all the benefits of a wet-coat combined with near to PVD optical performance.

VISARC™ for displays – this market is well developed (c. $1.3 billion per annum and growing due to introduction of global digital TV solutions) with display and TV manufacturers demanding higher-performing ARCs than those currently available. We have demonstrated that we can achieve the required optical performance with our VISARC™ technology. We are in the process of providing further samples to our potential partners and also developing scalable formulations for commercial adoption.

VISARC™ for eyewear – of the world's ophthalmic eyewear only 20% are produced with an ARC (a retail market worth approximately $3.6 billion in 2010). The majority of the existing market is currently satisfied via PVD either by direct supply from the lens manufacturer or through ophthalmic chains with large centralised prescription laboratories that can carry the significant costs of PVD machinery and technicians. However there is an industry identified need for a faster and cheaper alternative to provide in-store ARC which will also develop a significant untapped market currently precluded due to cost and availability. A number of potential customers are currently reviewing OAS's VISARC™ technology solution which provides in-store same-day service using low-cost spin-coating equipment already available in most labs.

VISARC™ for solar – improving the efficiency and performance of solar panels using an ARC has long been sought after. The coating can be applied internally to photovoltaic cells or to the complete assembly (the panel), where the surface is in contact with the external elements. Wet coat single layer ARCs provide an economic solution in this market. We have started work on better understanding the market and have commenced early stage environmental testing of VISARC™ to meet the stringent weathering demands of this application.

Onto™

Onto™ is a proprietary wet chemical process technology unique to Oxford Advanced Surfaces. The application of the process requires no specialist equipment for operation, allowing our customers to integrate the chemistry into their existing manufacturing process.

The Onto™ Technology exploits a reactive chemistry facilitating the rapid and convenient modification of the surface and bulk properties of a wide range of materials in various forms. For example, it will bind with plastics (polymers), diamond, metals and minerals. Whilst it will covalently bond with almost anything, we believe it provides the most compelling cost-effective benefits with organic materials, where alternative technologies are less effective.

Onto™ surface modification – the process involves coating the base material, whether in sheet, fabric, fibre or other macro-molecular form, with Onto™ followed by curing with a suitable energy source. This generates a molecular layer bonded permanently to the base material. We are currently developing a range of value-add surfaces treatments for membranes, an example of which is modifying the properties of battery separator membranes. This could help meet major cost and performance challenges particularly in high-performance batteries for the electronic vehicle market.

Onto cross-linking – Chemical cross-linkers link two different molecules, typically polymer chains, to form larger complex molecules. Onto™ cross-linking species are materials that contain multiple reactive head groups per cross-linking molecule. The Onto™ cross-linker can be chemically designed to be compatible with specific chemical formulations including polymer blends and suspensions. Once a compatible cross-linker has been designed then simple chemical mixing/formulation can be used to form a homogeneous mix of chemical formulation and cross-linker. Curing is then achieved using a suitable energy source. OAS has focussed specifically in the area of printed and plastic electronics where our unique technology can help adhere, and prevent delamination of, the most desirable materials in electronics processing, for example in flexible displays. This has followed on from our successful Technology Strategy Board funded grant package with PETEC.

Intellectual Property Portfolio (IP)

Our IP has been further strengthened. We have had a number of patent grants within our four core patent families in Onto™, and our initial VISARC™ patent published in August. We currently have two patent families in VISARC™. This provides a strong IP core as well as surrounding IP that protects the application of our technology in the market.

Outlook

Our technology has developed and we are now in a position where we can provide customers with more than the base technology; we can provide pre scale-up solutions that can be piloted and then scaled to full production. Our IP portfolio is growing and is robust. We believe the outlook remains positive and we continue to push for the first commercial deal.

Michael Bretherton
Chairman
30 September 2011
Company Number: 5845469

Group Financial Review

The unaudited interim condensed consolidated financial statements have been prepared for the six months to 30 June 2011.

Trading

Group revenue for the period ended 30 June 2011 was £nil (2010: £152,000).

As detailed in the Chairman's report, the group has focussed on preparing its core technologies for adoption which has required additional development. This work has been completed internally and we are now providing samples to key customers that reflect closer to market technology than we have delivered before. As a direct result we have not generated any revenue in the previous six months, although this does not echo the technological and advancements we have made. Our grant funded work was completed during 2010 and the group has not sought any further grant funding at this stage, preferring to focus on identified customer requirements for our key technologies. The completion of the grants has however delivered excellent results in plastic electronics, an area in which we are developing commercial opportunities as a priority. Further grant funding will be sought in the future where the grants available meet our commercial development strategy. The group also undertook a number of small fee-free projects in order to develop its future product offerings around VISARC™ and Onto™.

Loss before Tax

The loss before tax for the six months was £929,000 (2010: £795,000) after credits of £3,000 (2010: charges of £127,000) related to share based payments. Excluding share based payment charges the adjusted loss before tax for the six months was £932,000 (2010: £668,000). The increase in the loss before tax is due to the reduction in turnover, combined with an increase in research and development costs. This reflects the additional costs we have incurred in preparing the technologies for scale-up in order to ease the route to commercialisation, particularly in VISARC™.

The share based payments net credit arose due to the reversal of the charges incurred for options issued to Mike Eason (£48,000) that have now been cancelled following his resignation in March of this year.

Research and development costs increased from £467,000 to £535,000, driven by our investment in preparing VISARC™ for commercialisation. The increase in administration costs from £378,000 to £402,000 was driven by additional legal and professional fees supporting our commercial development.

Interest from deposits for the six months amounted to £77,000 (2010: £100,000). This reflects the lower deposit rates available in the market.

Balance Sheet

The group has a robust balance sheet and the directors believe that it is sufficient to support the business for the foreseeable future. In particular the group has £6,753,000 of cash held in instant access and term deposits specifically for developing and commercialising its technology.

Cash flow

The group's overall cash and short-term investment position reduced by £727,000 during the six months (2010: £606,000). The net cash outflow from operations amounted to £863,000 (2010: £766,000) whilst £64,000 (2010: £70,000) was invested in laboratory equipment, computers and office fittings to support business growth and technology development. Investment in new patents amounted to £12,000 (2010: £27,000).

Treasury activities and policies

The group carries a significant cash sum, which is managed prudently. In order to minimise the risk to the group's capital, the funds are invested across a number of financial institutions with strong credit ratings. The deposits range from instant access to 12 month term deposits and are regularly monitored by the Board.

Share option scheme

The group operates a share option scheme (both EMI and unapproved) to provide long-term incentives and reward to key and high performing members of staff. The scheme is an equity settled scheme and is operated for the benefit of employees of the group. As a result certain employees of the group's subsidiaries, Oxford Advanced Surfaces Limited and Oxford Energy Technologies Limited, hold options in the scheme.

Philip Spinks
Chief Financial Officer
30 September 2011
Company Number: 5845469

Interim Consolidated Income Statement and Statement of Comprehensive Income

	Notes	Six months to 30 June 2011 (Unaudited) £'000	Six months to 30 June 2010 (Unaudited) £'000	Year to 31 December 2010 (Audited) £'000
Continuing Operations				
Revenue		–	152	259
Cost of sales		(72)	(75)	(197)
Gross Profit		(72)	77	62
Research and development costs		(535)	(467)	(913)
Other administrative costs		(402)	(378)	(735)
Share based payments		3	(127)	(235)
Total administrative costs		(934)	(972)	(1,883)
Loss from Operations		(1,006)	(895)	(1,821)
Finance income		77	100	187
Loss Before Tax	3	(929)	(795)	(1,634)
Income tax credit		65	–	67
Loss for the Year and Total Comprehensive Loss for the Year		(864)	(795)	(1,567)
Loss per share attributable to the equity holders of the company:				
Total and continuing:				
– Basic and diluted (pence)	5	(0.44)	(0.41)	(0.81)

The notes on pages 9 to 12 form an integral part of these condensed consolidated interim financial statements.

There were no items of other comprehensive income for the periods covered by these statements and therefore the loss for the year is also the total comprehensive loss for the year net of tax.

Interim Consolidated Statement of Financial Position

	Notes	30 June 2011 (Unaudited) £'000	30 June 2010 (Unaudited) £'000	31 December 2010 (Audited) £'000
Assets				
Non-Current Assets				
Intangible assets		259	254	256
Property, plant and equipment		240	219	224
		499	473	480
Current Assets				
Stocks		4	17	10
Trade and other receivables		240	381	360
Short-term investments and cash and cash equivalents	4	6,753	8,172	7,480
		6,997	8,570	7,850
Liabilities				
Current Liabilities				
Trade and other payables		173	199	150
Net Current Assets		6,824	8,371	7,700
Liabilities				
Non-Current Liabilities				
Provisions		10	–	–
Net Assets		**7,313**	**8,844**	**8,180**
Shareholders Equity				
Called up share capital		1,957	1,957	1,957
Share premium		10,423	10,423	10,423
Merger reserve		6,369	6,369	6,369
Reverse acquisition reserve		(6,831)	(6,831)	(6,831)
Retained earnings		(5,500)	(3,864)	(4,636)
Share based payments reserve		895	790	898
Total Equity Attributable to Equity Holders of the Company		**7,313**	**8,844**	**8,180**

Interim Consolidated Statement of Changes in Equity

	Notes	Share equity £'000	Share premium £'000	Merger reserve £'000	Reverse acquisition reserve £'000	Retained earnings £'000	Share based payment reserve £'000	Total equity £'000
At 1 January 2010		1,856	10,423	6,369	(6,831)	(5,505)	3,099	9,411
Total comprehensive loss for the six months to 30 June 2010		–	–	–	–	(795)	–	(795)
Shares issued on option exercise – cash consideration		101	–	–	–	–	–	101
Exercise of options – share based payments		–	–	–	–	2,436	(2,436)	–
Share based payments		–	–	–	–	–	127	127
At 30 June 2010		1,957	10,423	6,369	(6,831)	(3,864)	790	8,844
Total comprehensive loss for the six months to 31 December 2010		–	–	–	–	(772)	–	(772)
Share based payments		–	–	–	–	–	108	108
At 31 December 2010		1,957	10,423	6,369	(6,831)	(4,636)	898	8,180
Total comprehensive loss for the six months to 30 June 2011		–	–	–	–	(864)	–	(864)
Share based payments		–	–	–	–	–	(3)	(3)
At 30 June 2011		1,957	10,423	6,369	(6,831)	(5,500)	895	7,313

Interim Consolidated Statement of Cash Flows

	Notes	Six months to 30 June 2011 (Unaudited) £'000	Six months to 30 June 2010 (Unaudited) £'000	Year to 31 December 2010 (Audited) £'000
Loss before tax		(929)	(795)	(1,634)
Depreciation and amortisation charges		68	55	122
(Profit)/Loss on disposal of property, plant and equipment		(1)	–	4
Share based payment (release)/expense		(3)	127	235
Finance income		(77)	(100)	(187)
		(942)	(713)	(1,460)
Decrease/(increase) in stocks		6	(11)	(4)
Decrease/(increase) in trade and other receivables		50	(66)	(40)
Increase/(decrease) in trade and other payables		23	24	(25)
Cash outflow from operations		(863)	(766)	(1,529)
Income tax received		101	28	98
Net cash outflow from operating activities		(762)	(738)	(1,431)
Cash flows from investing activities				
Proceeds from sale of property, plant and equipment		–	–	4
Purchase of intangible assets		(12)	(27)	(39)
Purchase of property, plant and equipment		(64)	(70)	(140)
(Increase)/decrease in cash placed on long-term deposit		(3,477)	(1,996)	1,702
Interest received		111	128	207
Net cash (outflow)/inflow from investing activities		(3,442)	(1,965)	1,734
Net cash from financing activities				
Share issue		–	101	101
Net cash inflow from financing activities		–	101	101
(Decrease)/increase in cash and cash equivalents		(4,204)	(2,602)	404
Cash and cash equivalents at beginning of year	4	5,182	4,778	4,778
Cash and cash equivalents at end of year	4	978	2,176	5,182
Short term investments		5,775	5,996	2,298
Short-term investments and cash and cash equivalents	4	6,753	8,172	7,480

Under IAS 7, cash held on long-term deposits that cannot readily be converted into cash, have been classified as a short term investments. These investments comprise long-term deposits maturing between three and 12 months.

Notes to the Interim Condensed Consolidated Financial Statements

1. CORPORATE INFORMATION

Oxford Advanced Surfaces Group plc ("the company" or "OAS") and its subsidiaries (together "the group") provide multinational industrial corporations with intellectual property (IP) solutions as a 'tool kit' to create engineered surface coatings and advanced materials. OAS is the intellectual property (IP) supplier of Onto™ and VISARC™ technology.

The company is a public limited company registered and domiciled in England and Wales and its shares are publicly traded on AIM, a market operated by the London Stock Exchange.

2.

2.1 Basis of preparation

These interim condensed consolidated financial statements have been prepared on the basis of the accounting policies expected to apply for the financial year to 31 December 2011 which are based on the recognition and measurement principles of International Financial Reporting Standards (IFRS) as adopted by the European Union (EU), and in accordance with the provisions of the Companies Act 2006 applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention. The group's presentation and functional currency is Sterling.

The interim financial statements do not include all of the information required for full annual financial statements and do not comply with all the disclosures in IAS 34 'Interim Financial Reporting', and should be read in conjunction with the Group's annual financial statements as at 31 December 2010. Accordingly, whilst the interim statements have been prepared in accordance with IFRS, they cannot be construed as being in full compliance with IFRS.

The financial information for the year ended 31 December 2010 does not constitute statutory financial statements within the meaning of section 435 of the Companies Act 2006. A copy of the audited financial statements for that year has been delivered to the Registrar of Companies. The Auditors' opinion on those financial statements was unqualified, did not draw attention to any matters by way of an emphasis of matter paragraph, and it contained no statement under section 498(2) or section 498(3) of the Companies Act 2006.

The preparation of financial statements in conformity with IFRS as adopted by the European Union requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies.

The accounting policies adopted are consistent with those followed in the preparation of the group's annual financial statements for the year ended 31 December 2010, except for the adoption of new standards and interpretations as of 1 January 2011, none of which resulted in any impact on the accounting policies, financial position or performance of the group.

2.2 Going concern

Information on the business environment and the factors underpinning the group's future prospects and product portfolio are included in the chairman's review. The financial position of the group is outlined in the group financial review. The directors believe that the diversity of the technology portfolio and customer base should allow it to continue to operate in the current economic climate. The directors confirm that they are satisfied that the group has adequate resources to continue in business for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Notes to the Interim Condensed Consolidated Financial Statements

3. SEGMENTAL REPORTING

Following the group's focus on its leading technologies, the chief decision maker is of the opinion that the business operates two distinct reportable operating segments, effective from 1 January 2010. These are as follows:

- The reactive chemistry segment is focussed on developing and licensing novel Onto™ chemistry that provides advances in cross-linking, adhesion and surface modification leading to new and advanced materials and material solutions. Included within this segment are:
  - Onto™ Cross-Linking Technology
  - Onto™ Surface Functionalisation (printed electronics and composites)
- The particle technology segment is focussed on using and modifying particles for use in a wide range of applications, from optical coatings through to fast moving consumer goods and agrochemicals.
  - VISARC™ Anti-Reflective Coatings projects sit within this segment.

No operating segments have been aggregated to form the above reportable operating segments. Individual projects do not meet the definition of segments, and as such the revenues and costs of individual projects are not formally separated. In addition, due to the research and development nature of the business, many projects are transitory, depending on success, and thus no meaningful data can be provided through such analysis. Each segment has a group manager who is responsible for leading the technical research and development. They have individual budgets and the performance against budget and other non-financial targets are regularly reviewed by the board of directors.

Segment performance is measured by reference to revenue, cost of sales, research and development costs and segment loss before tax. Administrative costs, financing and income tax are managed centrally and are not allocated to segments. Assets and liabilities are not measured or assessed on a segment basis.

2011

	Reactive chemistry (Unaudited) £'000	Particle technologies (Unaudited) £'000	Corporate unallocated (Unaudited) £'000	Six months to 30 June 2011 (Unaudited) £'000
Revenue				
Fee paying agreements	–	–		–
Grants	–	–		–
Total Revenue	–	–		–
Cost of sales	(35)	(37)		(72)
Research and development costs	(230)	(305)		(535)
Segment loss before tax	(265)	(342)	(322)	(929)

The corporate unallocated loss before tax includes other administrative costs of £402,000 offset by interest income of £77,000 and share based payments credit of £3,000.

2010

	Reactive chemistry (Unaudited) £'000	Particle technologies (Unaudited) £'000	Corporate unallocated (Unaudited) £'000	Six months to 30 June 2010 (Unaudited) £'000
Revenue				
Fee paying agreements	44	40		84
Grants	49	19		68
Total revenue	93	59		152
Cost of sales	(43)	(32)		(75)
Research and development costs	(291)	(176)		(467)
Segment loss before tax	(241)	(149)	(405)	(795)

The corporate unallocated loss before tax includes other administrative costs at £378,000 and share based payments at £127,000 offset by interest income at £100,000. Within reactive chemistry fee paying agreements include income from two separate customers, both of which represent more than 10% of the income. The revenue within particle technologies represents income from one customer.

No other information is currently presented to the managing director on a segmental basis. The group's operations are all based in the UK and services are performed in the UK. There is no geographic split of revenues by location of customer as most customers are global corporations, and the business is not considered to be seasonal.

4. SHORT TERM INVESTMENTS AND CASH AND CASH EQUIVALENTS

	30 June 2011 (Unaudited) £'000	30 June 2010 (Unaudited) £'000	31 December 2010 (Audited) £'000
Short term investments	5,775	5,996	2,298
Cash at bank and in hand	978	2,176	5,182
	6,753	8,172	7,480

Under IAS 7, cash held on long-term deposits that cannot readily be converted into cash, have been classified as a short term investments. These investments comprise long-term deposits maturing between three and 12 months.

Notes to the Interim Condensed Consolidated Financial Statements

5. LOSS PER SHARE (BASIC AND DILUTED)

Basic loss per share is based on the loss after tax for the year and the weighted average number of ordinary shares of 1 penny each in issue during the year. Diluted loss per share is calculated by adjusting the average number of ordinary shares in issue during the period to assume conversion of all dilutive potential ordinary shares. The Company has share options and warrants in issue which are potentially dilutive but there is no dilutive effect as there is a loss for each of the periods concerned. Diluted loss per share is therefore the same as basic loss per share.

	Six months to 30 June 2011 (Unaudited) £'000	Six months to 30 June 2010 (Unaudited) £'000	Year to 31 December 2010 (Audited) £'000
Loss attributable to equity holders of the group (£'000)	(864)	(795)	(1,567)
Weighted average number of ordinary shares in issue	195,740,641	193,336,204	194,548,304
Basic & diluted loss per share (pence)	(0.44)	(0.41)	(0.81)

6. ULTIMATE CONTROLLING PARTY

In the opinion of the directors, there is no ultimate controlling party.

7. POST BALANCE SHEET EVENTS

On 1 July 2011 30,000 options were issued to staff members of Oxford Advanced Surfaces Limited and Oxford Energy Technologies Limited as part of the group's reward and retention policy. The options were issued at the market price of 12.5 pence per share and vest 3 years from the date of issue. There are no performance conditions attached to the options and they expire ten years from the date of issue.

Directors and Advisors

EXECUTIVE DIRECTORS
Philip Spinks (Chief Financial Officer)
Mike Edwards (Sales & Marketing Director)

NON-EXECUTIVE DIRECTORS
Michael Bretherton (Chairman)
Dr David Bott

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