pod POINT

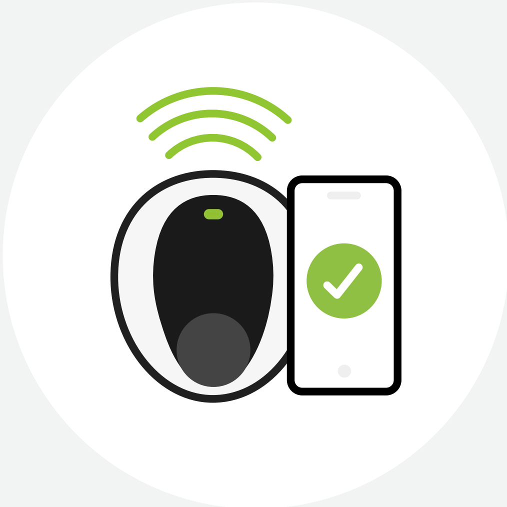
Annual Report and Accounts 2021

We believe travel shouldn’t damage the earth

So we're building a charging infrastructure that will enable mass adoption of electric vehicles

Our Mission

We believe travel shouldn’t damage the Earth



We’re building a smart network of charge points everywhere you park

Later we’ll use our network to manage the grid

In this report

Corporate Highlights

- Successful IPO in November 2021
- Offer price of 225p per ordinary share and market capitalisation of £352 million at listing
- £120 million of funds raised

Financial Highlights

- Very strong performance with 86% year-on-year revenue growth to £61.4 million
- 99% year-on-year growth in gross profit, with margin increasing to 27% from 25%
- Strong expansion of the customer base across both Home and Commercial segments
- Increase in headcount from 247 to 409, including strengthening our installation capacity to 60 in-house installers supported by a network of over 220 third party installers
- Adjusted EBITDA of £58 thousand was a result of increased revenues and gross margin, with the loss for the full year 2021 of £14 million including one-off costs of IPO and share-based payment costs (Adjusted EBITDA is defined on page 16)

For more details, see our KPI pages 28-29

Operational Highlights

- **Remain #1 in the UK Home sector** 54,977 home charge points installed in the year, an increase of 94% from 28,361 in the full year 2020
- **Significant progress in the UK Commercial sector** 11,025 charge points installed and shipped in the year, an increase of 49% from 7,402 in the full year 2020
- **Significant progress in UK Owned Assets** 984 total charge points installed at the year end across 453 sites, an increase of 65% from the 596 charge points and 55% from the 292 sites reported for 2020
- **73 DC rapid charge points installed** at the year end, an increase of 508% from 12 installed at 31st December 2020
- **955 million kilometres of electric driving powered by our charge points** in 2021 – up by 322% compared to 294 million in the full year 2020
- **12.2 million charging sessions delivered** in 2021, up by 256% compared to 4.7 million in the full year 2020
- **171.5 million kWh delivered by our charge points** in 2021, avoiding the equivalent of 127,267 tonnes of CO_2e

Strategic Report

Our mission is to put an electric vehicle charge point everywhere you park

Business Model

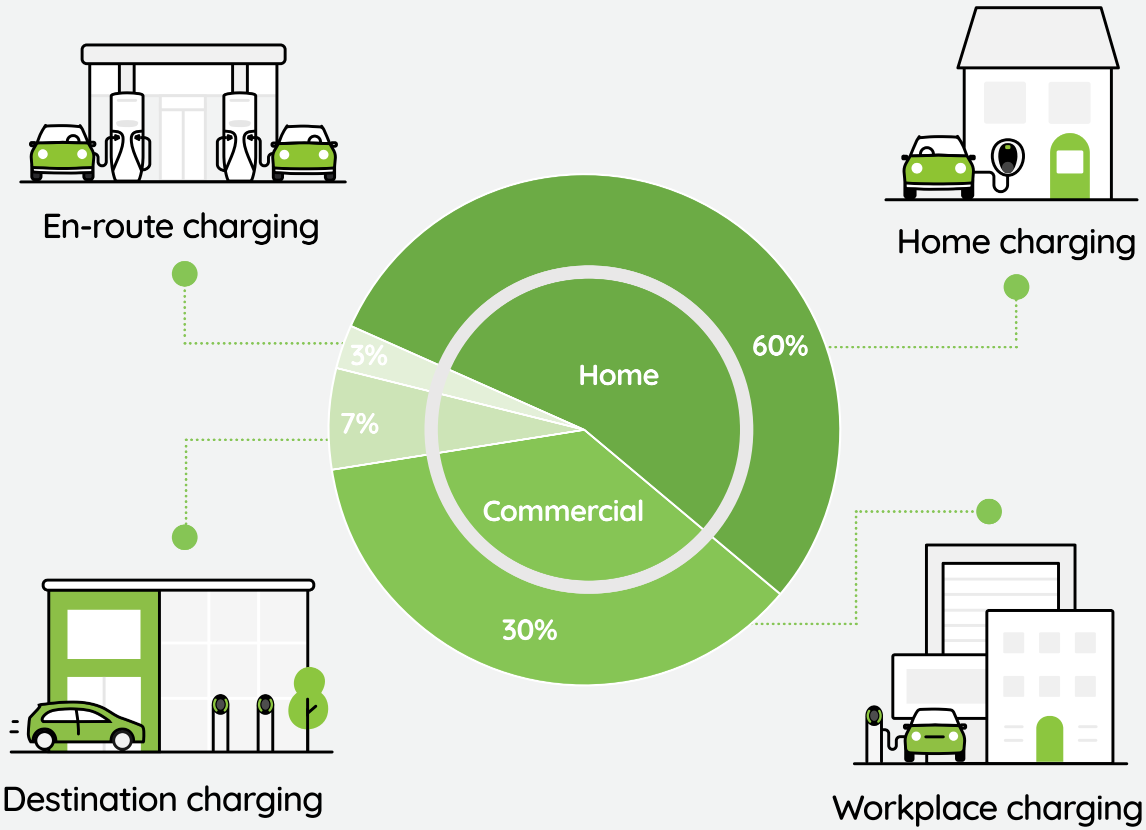
What we do

From our earliest days, we realised that a successful electric vehicle (EV) charging network needed to be based on how people live their everyday lives – taking account of where they drive and, crucially, where they park. For most people, overnight charging at home is by far the most practical and preferred option, followed by charging at work, charging at destinations such as car parks and airports, and en-route charging for longer journeys.

Today, we're established as one of the UK's leading providers of EV charging solutions. Our business model is based on meeting the different needs of drivers and our business partners across four key routes to market – Home, Workplace, Destination and En-route.

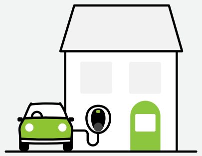
Typical charging pattern

The diagram below sets out the EV charging ecosystem, being the acknowledged pattern of where people are charging.



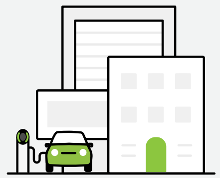
Business Model continued

Our revenue streams



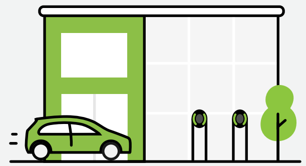
Home

- We sell direct to consumers via our website, and install smart charge points in domestic properties generating one off installation revenue
- We benefit from deals with major automotive manufacturers such as Audi, Mercedes, BMW, VW and Jaguar Land Rover, through referral agreements which enable us to provide home charge points to their customers
- Revenue £40.3 million
- Revenue Growth YoY 98%
- 66% of total revenue



Commercial

- We install charge points at workplaces for companies such as DPD, Skanska and EVri
- In addition, we install charge points at destinations such as shopping centres, retail parks, railway stations and airports. Clients include Bristol Airport, APCOA Parking, CBRE and Serco
- We work with clients such as Lidl to provide a network of rapid charging points that drivers can access for en-route charging when on longer journeys
- We also work with property companies such as Barratt Homes to provide charge points for new developments
- Revenue £18.0 million
- Revenue Growth YoY 64%
- 29% of total revenue



Recurring

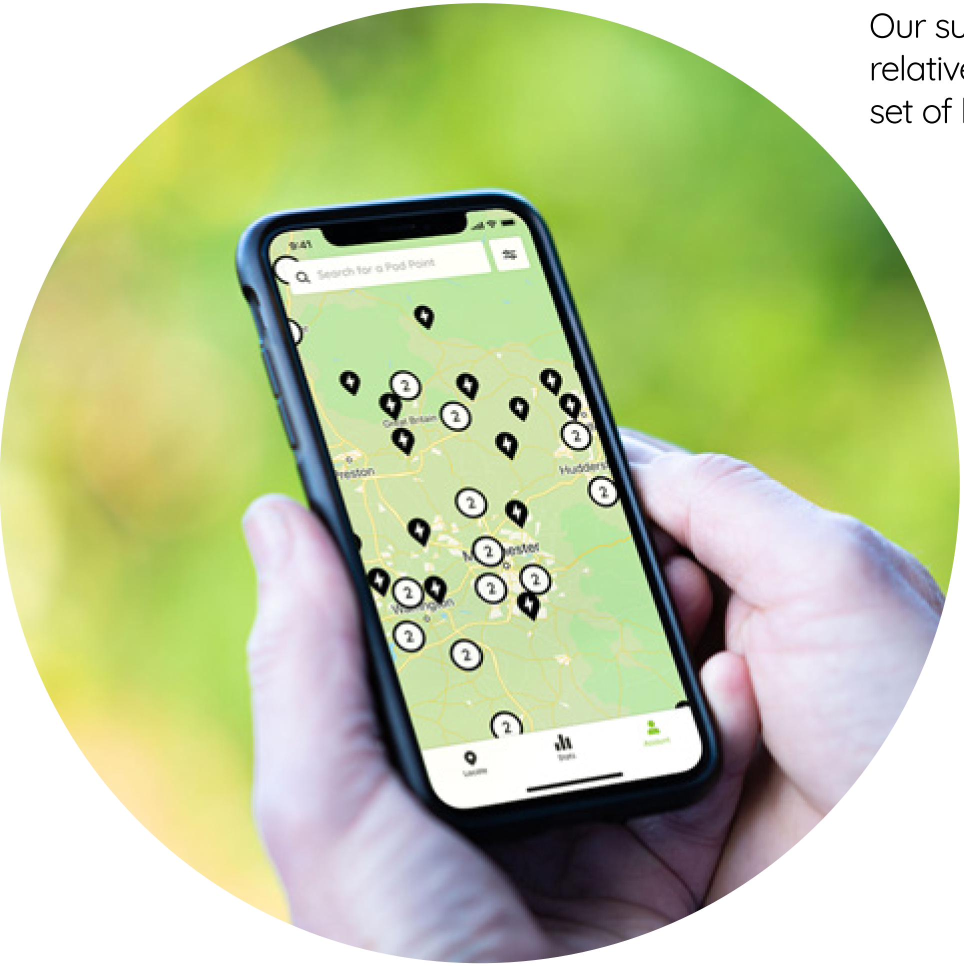
- We receive ongoing network fees from Commercial customers
- We also receive a share of revenue from certain groups of charge points owned by our Commercial customers
- Revenue £0.9 million
- Revenue Growth YoY 67%
- 2% of total revenue

Owned

- We own a number of charge points which are installed at locations under commercial arrangements with the owner or lessor of these locations. For example, we have 984 charge points (911 AC units and 73 DC units) at 453 Tesco sites under this arrangement
- Revenue £2.0 million
- Revenue Growth YoY 134%
- 3% of total revenue

Business Model continued

Proven strengths in an exciting industry



Our success as pioneers in a fast-growing and relatively new industry is driven by a well-established set of key competitive advantages:

- **Strong brand recognition with a market-leading position in the UK**

  As one of the original EV charging providers in the UK, with 12 years' experience, we've established a strong market position in key market segments. In fact, we're one of the few providers to have a well-established presence in each segment of the EV charging ecosystem – Home, Workplace, Destination and En-route.

- **Well-established charging ecosystem supported through key partnerships**

  We've built market leading capabilities across all four routes to market, based on our ability to develop good relationships with a wide range of customers including automotive OEMs, leasing companies, property developers, supermarkets, retail outlets, large corporate entities and SMEs. Many of these customers are long-term partners that have renewed their contracts over the years.

- **Active network of smart connected charge points with potential to accelerate growth of recurring revenues**

  Almost all of our charge points are smart, Wi-Fi or mobile enabled. This means that we're able to analyse real-time, market-wide demand and utilisation insights on charging patterns and behaviours – and that's a key foundation for our ability to develop future revenue streams (see Strategy section on pages 24-27 for details).

Nº1

#1 in the UK Home sector

54,977 home charge points installed in the year, an increase of 94% from 28,361 in the full year 2020

Business Model continued

Brilliant teams delivering operational excellence

Our people are at the heart of a highly effective and agile organisation that supports the design, outsourced manufacture, and installation of charge points and associated systems.
At the end of 2021, our teams included more than 400 full-time employees, across Commercial, Operations, Manufacturing, Hardware and Software Development – and our numbers are growing fast.

We design our AC charge points in-house and contract with our key manufacturing partner, iPRO, to assemble, test and ensure full operation of the completed charge points. While our DC infrastructure is sourced from third party suppliers, our in-house software capability ensures it's directly integrated into our back office and Smart Reporting system.

The Pod Point Hardware team develops great-looking charge points that charge EVs safely and reliably, can be easily installed at a variety of sites, comply with hardware regulations and provide ongoing energy usage and utilisation insights on charge events and local grid characteristics. Our in-house software capability is focused on developing additional software services for use on the existing, and future, Pod Point network.

Our trusted field operations team is trained to install a range of charge points and has the experience to deal with various challenges, from domestic premises to commercial sites with restricted access. We benefit from a significant in-house installation (with 60 in-house electrical installers) and maintenance capability, and also work with over 220 Pod Point-certified installation partners. We use this combination of in-house installers and partners to scale our operations, while maintaining a high quality service.

66,002

charge points installed and shipped in 2021

Resilient business model delivering high revenue growth

Our track record is one of delivering robust revenue growth, deriving revenues from a wide range of customers across the whole of the EV charging ecosystem, which has contributed to improved gross margins as we've continued to expand operations and improve our operational delivery.

During the year, like many businesses, we have been affected by supply chain issues and these have continued into 2022 and been exacerbated by the invasion of and war in Ukraine and local COVID-related lockdowns in China. To date, we've managed to ensure manufacturing volumes have met customer demand. To do this we have re-engineered certain elements of our products to allow different components to be used and also spot bought components in short supply, ahead of time, which would otherwise have impacted manufacturing. These measures have reduced gross margin and tied up working capital. We continue to monitor the situation daily but the risks of component shortages leading to production shortages and increased cost reducing gross margin have both increased as 2022 has progressed.

Experienced entrepreneurial leadership team backed by majority shareholder

The business is headed by a highly experienced and visionary founder-led management team, with deep expertise in scaling and growing EV charging businesses. Over the past 12 years, we've demonstrated our capabilities in defining the EV charging market in the UK and established a sustainable and scalable business. We received the Small Business of the Year award from Business Green Leaders and were proud to be named one of the London Stock Exchange's 1000 Companies to Inspire in 2017.

We're backed by our highly supportive majority shareholder, EDF – Britain's biggest generator of zero carbon electricity.

Business Model continued

Delivering stakeholder value

Every minute of every day, we work hard to deliver value to all our stakeholders – and the successful IPO means that we're well placed to do even more in 2022 and beyond.

Customers

Our customers are EV drivers, charge point hosts and owners – and they're at the heart of everything we do and how we do it. Our primary aim is always to provide them with the highest levels of service, innovation and reliability – so they trust us, recommend us and keep coming back to order more charge points and services.

For more details, please see page 33.

The value we delivered in 2021

- 54,977 Home charge points installed
- 11,025 Commercial charge points installed and shipped
- 388 Owned charge points installed
- Outstanding customer reviews:
  - 4.6/5 rating on Reviews.io across 29,000+ reviews
  - 91% recommendation rating on Reviews.io
  - 4.3/5 rating on Trustpilot (8,500+ reviews)
  - Rated 'Excellent' on Trustpilot
- New agreements with property developers including Redrow

Our priorities

- Install more charge points across all four key routes to market within the EV charging ecosystem
- Further develop our product offering to suit a wider range of install cases
- Invest in our software to enable additional recurring revenues
- Invest in Owned Assets as a charging solution for our customers

Partners

We work closely with a number of key partner organisations which play a vital role in supporting us in our vision to enable travel that shouldn't damage the earth. These partners include iPRO, the suppliers of our in-house designed and branded AC charge points, and our selected charge point installation partners.

For more details, please see see page 35.

The value we delivered in 2021

- Maintained strategic relationships with key partners
- Evaluated and improved our supplier on-boarding process
- Tendered and prepared for the onboarding of a second manufacturing partner to support our growth

4.6/5
rating on Reviews.io (29,000+ reviews)

4.3/5
rating on Trustpilot across 8,500+ reviews

Our priorities

- Maintain frequent and frank relationships with all our partners
- Calculate and report our emissions and those of our suppliers
- Carry out lifecycle assessments of the materials and products we buy and install
- Continue to ensure that partners meet our ethical and environmental expectations

All reviews data correct as of 25th Feb 2022

Business Model continued

£16.3m
Total gross margin

99%
Annual percentage increase in gross profit

£40.3m
Total Home revenue

People

We strive to create a diverse working environment where our people fulfil their potential, feel valued at all times and embody the Pod Point culture and values.

For more details, please see page 36.

The value we delivered in 2021

- Continued hybrid working practices in response to feedback from our people
- Engaged regularly with our teams to promote the Pod Point culture and values
- Established a diversity taskforce
- Initiated a cross company workplace comfort programme
- Expanded our Mental Health First Aid team to 13

Our priorities

- Follow our proven recruitment strategy to expand the Pod Point team, with a focus on software developers and hardware engineers
- Continue to adapt working practices to reflect how and where our people want to work
- Continue to engage with our people, ensuring that they all embody the Pod Point culture and their role within it
- Hold our first residential get-together, to support teamwork and improve our working practices (COVID permitting)
- A programme for Board engagement with the workforce will be developed by the ESG Committee and Karen Myers, the Non-Executive Director responsible for workforce engagement

Society

Since 2009, our vision has been to enable travel that shouldn't damage the earth, by helping people switch from internal combustion engine (ICE) cars to EVs. We've already played an important role in developing the UK's EV charging infrastructure – and now we're poised to do even more.

For more details, please see page 40.

The value we delivered in 2021

- Enabled 955 million kilometres of low carbon travel to be powered by our charge points
- Delivered over 172 GWh of charging, saving the equivalent of more than 127,267 tonnes in CO_2e via 12.2 million charging sessions

Our priorities

- Establish our ESG baseline and comply with our SECR and TCFD reporting obligations as a listed business
- Work with our suppliers to understand and report their emissions data and the impact their manufacturing processes have on the planet

Shareholders

We aim to deliver shareholder value over the long term, and engage regularly with our shareholders. This not only ensures that investors understand our strategy, objectives and progress, but also enables our Board to access the wealth of experience and expertise that our major shareholders can provide.

For more details, please see page 43.

The value we delivered in 2021

- Undertook regular and extensive engagement with our majority shareholder, EDF
- Communicated our business case and strategy to potential shareholders prior to the IPO
- Engaged Tulchan, a financial PR consultancy to provide strategic financial and corporate communications advice

Our priorities

- Expand and refine our shareholder engagement framework
- Ensure that all shareholders understand our strategy, for example through activities carried out by our new communications consultancy
- Continue to work closely with our majority shareholder, EDF
- Hold a series of roadshows to support the Prelims and Half Year results
- Hold our AGM

Chief Executive Officer's statement

An extraordinary year ends – and an exciting future beckons

This has been an awesome year for Pod Point. We believe we've made more progress towards our vision of travel which shouldn't damage the earth than in any prior year. We also set ourselves up for even greater acceleration towards our mission in the future. We concluded the year by becoming a publicly listed company with a market capitalisation in excess of £300 million and through doing this, gained the financial resources we need to support our objectives. Across 2021, we installed over 66,000 charge points, maintained outstanding customer satisfaction ratings and provided enough electricity to power 955 million kilometres of low carbon travel through our network.

Erik Fairbairn
Chief Executive Officer & Founder

Chief Executive Officer's statement continued

Leading the market and ready to accelerate

The IPO that we concluded in November was the product of years of hard work from the incredible Pod Point team. Becoming a public company is a massive milestone for us as we strive to achieve our mission. We'll use the proceeds to support our growth plans, including further developing our products to suit more routes to market, investing in our software capability to build recurring revenues on top of our network, and by investing in: DC rapid owned assets at key strategic charging locations; and multi-tenancy dwelling installations.

Our IPO marks the start of the next, and perhaps most important, phase for us – and timing is very much on our side. As COP26 emphasised, the world is now really starting to wake up to the scale of the climate change challenge, and we're ideally placed to play a major role in reducing the UK's transport carbon emissions and improving air quality for everyone.

I'd like to extend a massive thank you to the whole team at Pod Point. Their hard work throughout the IPO process was incredible to see. It wasn't easy, but ultimately the effort was well worthwhile – for our people, our current and future customers, our majority shareholders EDF, our new minority shareholders and, ultimately, for our planet.

> We'll use the proceeds from our IPO to support our growth plans, including further developing our products to suit more routes to market.

An excellent performance…

As CFO David Surtees explains in depth on pages 15-20, 2021 was also an excellent year from a financial perspective. Our annual revenues grew by 86% from £33.1 million to £61.4 million and we delivered, for the first time, a positive adjusted EBITDA of £58 thousand for the year to 31st December 2021.

From a network perspective, we now have 16,005 installed and communication enabled commercial units and 121,415 installed and able to communicate home units, thanks in large part to our significant presence in all four parts of the EV charging ecosystem: home, workplace, destination and en-route. We enhanced our position as the leading player in the UK home sector, increasing our installed base of charge points by 54,977. We also supplied or installed 11,025 charge points in our commercial route to market, and added an additional 388 units to our owned asset portfolio, including 61 DC rapid units.

Our annual energy transfer also grew by 222% year on year up to 172 GWh in 2021.

Just as important, our customers continue to give us great reviews. At the end of the year, our rating on Reviews.io was 4.6, based on over 29,000 reviews, while 91% would recommend us. On Trustpilot, where we're rated as 'Excellent', over 8,500 reviews combine to give us a rating of 4.3. That's no small feat when you consider the volume growth and the complexity which our teams have to deal with across our broad range of install cases – and it bodes well for the growth to come.

…complemented by outstanding future opportunities

The UK public is now really engaging with electric vehicles. In November 2021, 28% of all new vehicle registrations had a plug on them and about two thirds of those were battery electric vehicles.

Electric vehicles now have the range, performance and desirability to move from the early adopters into the 'early majority', and with the ongoing cost reduction of batteries together with the global build of lithium ion manufacturing capacity, it looks likely that the cost of battery EVs will continue to fall until they're cheaper to purchase up front than the equivalent fossil fuel powered vehicle – surely that will be the final nail in the coffin of the internal combustion engine.

Although we now see that consumer demand is the predominant driver of electric vehicle demand, the sector is also experiencing some strong and ongoing support from the UK Government.

The Government has brought forward the ban on new petrol and diesel cars by ten years to 2030, with hybrids to be phased out from 2035 – further accelerating the move to EVs and the demand for an effective charging infrastructure. In addition, £12 billion of government investment is being mobilised to support clean energy, buildings, transport, nature and innovative technologies by 2030, and £1.3 billion to boost the roll-out of charge points across the UK.

Our view is that for EV charging infrastructure to be effective, the UK is going to need approximately one charge point per vehicle. That's around 30 million units. It's a big target, but we're going to help get it done.

The message is loud, the momentum is undeniable – and the opportunity that we first identified in 2009 is now clear for all to see. Back then, our small team started to work out exactly what the 'charging ecosystem' and the top-up model would look like. We knew that people would want to charge when they were busy doing something else, such as working, shopping or sleeping.

And we knew that the charging network of the future would look very different to the old fossil fuel refuelling model. Today, we're a much bigger team and we've already built a significant part of that new charging ecosystem. With the proceeds of the IPO behind us, we're now poised to accelerate our build schedule, and in doing so rapidly move towards our eventual vision of a world where travel doesn't damage the earth.

Total annual revenue

£61.4m

Annual revenue growth

86%

Chief Executive Officer's statement continued

The road ahead

Our strategy for 2022 and beyond is laid out in detail on pages 24-27. But essentially, we're going to do three things.

Firstly, we're going to expand our product offering to serve more routes to market, such as multi-tenancy dwellings and on street charging. It's important that the EV revolution doesn't leave anybody behind – and flats and on street parking are significant segments that we need to deliver for. We'll be investing in our products to meet the needs of these customers.

Secondly, we're going to invest in developing our software capability to realise a number of recurring revenue business models. Our charge points are already smart, so we'll be building software on top of our network to enable our charging points to work in harmony with the grid at both a local and national level. With so many consumers moving to a reliance on electricity for their driving, as well as potentially for heating, we're going to see a significant increase in the demand for electricity across the UK. Amongst other activities, we plan to use our network of charge points to carefully manage how energy flows into the nation's electric cars and hence manage load on the grid. We expect to do this in a way which doesn't inconvenience the EV driver. This is going to be a challenge – but as the country's leading providers of charging solutions, it's our responsibility to be part of the solution, not part of the problem.

Finally, our strategy is to increase our investment in our owned charge point assets, such as those at destinations and en-route, including retail parks and leisure locations. These charge points will be a mix of AC charge points for those locations with longer dwell times and DC units capable of rapid charging at speed so drivers can get on their way quickly. Our 2021 driver survey[1] revealed that the majority wanted to access rapid charge points, confirming that rapid charging is regarded as an essential part of a fully integrated and effective EV ecosystem.

Additionally, we believe there may be consolidation opportunities in the EV charging sector over the next few years, so we may choose to look at these as they present.

Thank you to a brilliant team…

We've come this far thanks to the expertise, experience and sheer hard work of an awesome team of people. Together, we've defined a brand-new market, set about delivering it and then put in place the products and strategy required to build a great business.

Our team has grown rapidly, to over 409 at the year end. Now we're set to further expand our numbers and we expect to welcome some 200 new people to Pod Point by the end of 2022, including almost tripling our full-time technology staff.

All our people – from the ones who have been with us from the earliest days to those joining us in the months ahead – are provided with excellent support from our people operations team. That includes extensive training and development, a high quality rewards package, the option to work in the office or at home according to personal preferences, and a wide range of wellbeing initiatives. We're hugely proud of the diversity that runs right through Pod Point and have processes in place to maintain and improve our great track record.

…that's enabled by sound governance

The IPO was the ideal opportunity for us to strengthen our governance framework and procedures, in line with the expectations of investors. As we set out in the IPO Prospectus, most of our Board members are independent and 40% are female, significantly greater than the average for Boards across the FTSE and in excess of the requirements of the Hampton-Alexander Review. Our Board members bring a good cross-section of skills to the company and all Board Committees comply with the UK Corporate Governance Code. In addition, we've established an agreement with our majority shareholder, EDF to provide governance to our ongoing commercial relationship.

However, despite the many achievements of the last few months, we're aware that there remains much to do. One of the Board's priorities for 2022 is to establish governance structures around ESG and climate-related risk oversight. Although Pod Point's mission is focused on the E and S of ESG, and we're in a fine position to help to deliver that mission in the UK, we know that there's significant work required in order to make sure we have the appropriate governance structure in place.

Full details on Board composition, our Committees and our plans for the future can be found in the Governance section on page 54.

409
full-time employees

(1) https://pod-point.com/electric-car-news/2021-driver-survey

Chief Executive Officer's statement continued

Outlook

Pod Point is leading the market and we're ready to accelerate. Powered by our successful IPO, we're about to embark on our most aggressive period of growth yet. We expect to invest in Pod Point owned charge point assets and multi-tenancy dwellings, product and software development to ensure we have everything we need in place to continue the great progress we've made so far.

We expect to be making these investments at the same time as more and more of the UK population choose an electric vehicle as their next car, and in doing so make a significant contribution to reducing the carbon intensity of the UK transport sector.

We recognise that 2022 has started with some material headwinds. With significant increases in the cost of living including the cost of electricity, the invasion of and war in Ukraine and ongoing lockdowns due to COVID in China and other countries, which will impact economic growth in the UK and potentially reduce demand for electric vehicles. We also expect component supply chain issues to remain across all of 2022 and into 2023. This potentially may limit the number of electric vehicles available to be sold and our ability to manufacture our charge points, which may impact our growth and profitability. In addition, the changes to the Electric Vehicle Homecharge Scheme (EVHS) on 31st March 2022, ending the £350 grant for home occupiers with off street parking will require careful management with our customers and our internal systems.

We do, however, remain confident that this will not change the underlying move to a lower carbon transport sector in the UK.

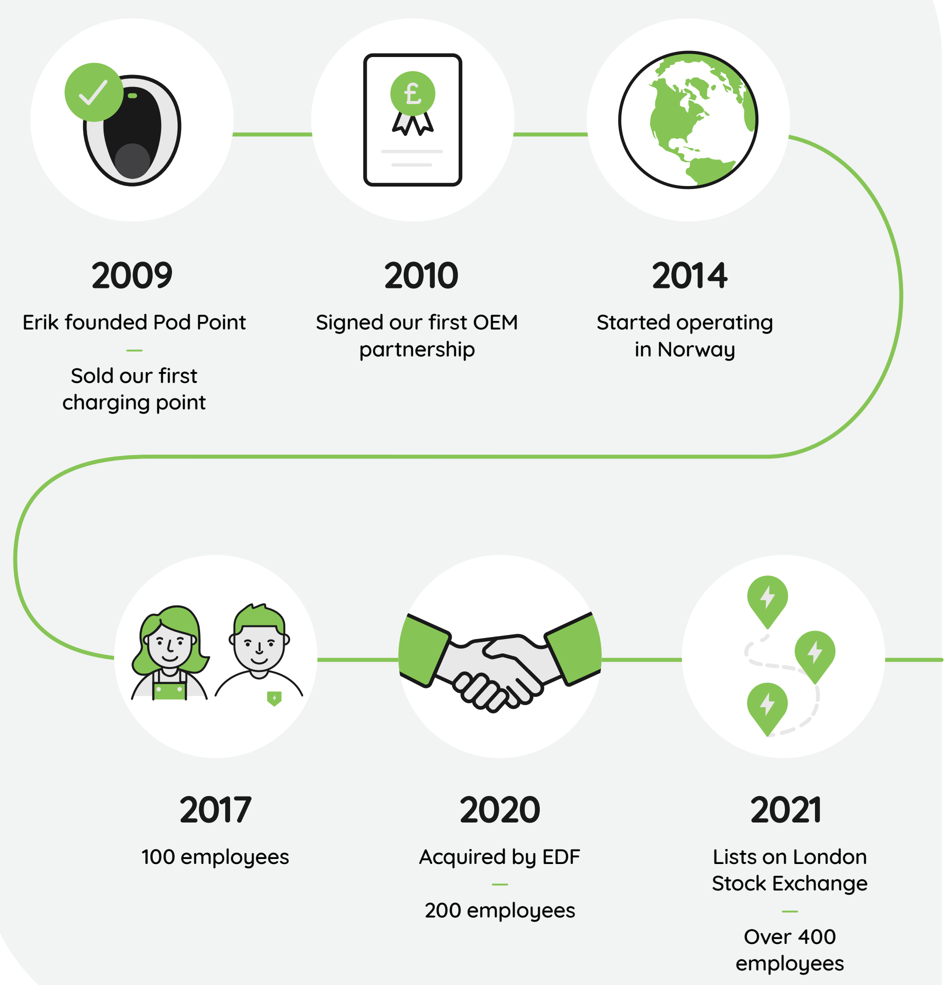
It's been a privilege to lead the Pod Point team through what has been an incredible year. We've made more progress against our goals than ever before, and next year looks like it is going to be even more impressive.

Never has our vision been more important – the more we understand climate change, the greater the challenge we know we face, and consequently the more important achieving our vision of travel which shouldn't damage the earth becomes.

I'm confident that we go into 2022 with the team, the resources, the market position and the demand to make it our best year ever.

Erik Fairbairn
Chief Executive Officer & Founder

Timeline



Chief Financial Officer's statement

The last 12 months have seen Pod Point go from strength to strength, buoyed by a significant increase in revenue

"Our recent IPO has positioned us well for the future – and we look forward to using the proceeds to support a step change in our activities as we pursue our vision of travel that shouldn't damage the earth."

David Surtees
Chief Financial Officer

Chief Financial Officer's statement continued

Income Statement

The Group's total revenue increased to £61.4 million in 2021, an increase of £28.3 million (86%) from £33.1 million in the full year 2020 (2020 11 months: £31 million). Adjusted EBITDA (defined as earnings before interest, tax, depreciation and amortisation and excluding amounts in respect of share based payments and exceptional items) increased to a profit of £58 thousand in 2021 from a loss of £0.3 million in the full year 2020 (2020 11 months: loss £55 thousand). The Group's loss before tax increased to £14.3 million from £13.0 million in the full year 2020 (2020 11 months: £12.2 million).

Within the Annual Report, adjusted EBITDA is defined as earnings before interest, tax, depreciation, amortisation and also excluding both amounts charged to the income statement in respect of the Group's share based payments arrangements and adjusting for large corporate transaction and restructuring costs. These have been separately identified by the Directors and adjusted to provide an underlying measure of financial performance. The reconciliation is set out on the income statement and note 9 provides a summary of the amounts arising from the large corporate transactions and restructuring costs.

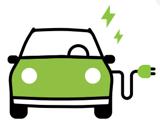
Within the Annual Report it is also helpful to note that the listed entity Pod Point Group Holdings plc (formerly called EDF Energy EV Limited) was incorporated on 29th January 2020 and was used to acquire the Pod Point business at that time. Consequently the Annual Report and detailed financial disclosure in this document discloses 11 month comparatives for the period from 29th January 2020 to 31st December 2020. The Pod Point business, however, traded for the full year of 2020 and full year financial disclosures were included in the Prospectus, published as part of the business' listing on the London Stock Exchange on 9th November 2021. These summary tables and Business Review compare the financial results for the year to 31st December 2021 with the financial results for the year to 31st December 2020 to allow easier comparison by readers of this document.

Summary Income Statement Income

	Year to 31.12.21 £'m	Year to 31.12.20 £'m	Year on year change	11 months to 31.12.20 £'m
Total revenue	**61.4**	**33.1**	**86%**	**31.0**
Gross profit	**16.3**	**8.2**	**99%**	**7.7**
Gross margin	27%	25%	+2%	25%
Adjusted EBITDA	**0.1**	**(0.3)**	**0.4**	**(0.1)**
EBITDA	**(8.1)**	**(8.5)**	**0.4**	**(8.0)**
Loss before tax	**(14.3)**	**(13.0)**	**(1.3)**	**(12.2)**
Closing cash and short term investments	**96.1**	**2.9**	**93.2**	**2.9**

The Group's revenue is generally derived from sales of its goods and services and is classified under one of the following: (i) Home, (ii) Commercial, (iii) Recurring, (iv) Owned Assets and (v) Norway. The Group generates its revenues from the installation and operation of EV charge points in the United Kingdom and Norway. Revenue is typically recognised on completion of an installation, in stages for larger installations or upon delivery of a charge point where a customer does not require installation services.

The Group's total revenue increased to £61.4 million in 2021, an increase of £28.3 million (86%) from £33.1 million in the full year 2020 (2020 11 months: £31 million). This increase was primarily the result of increases in our two main revenue segments, Home and Commercial. As the market for EV charging has grown and evolved, demand for our products and services has increased.



27%

Gross profit margin

Chief Financial Officer’s statement continued

Business segment review

The following table sets out the revenue for each of our business segments for the years ending 31st December 2021 and 2020, and for the 11 months ending 31st December 2020, including as a percentage of total revenue:

	Year to 31.12.21 £'m	Year to 31.12.21 %	Year to 31.12.20 £'m	Year to 31.12.20 %	11 months to 31.12.20 £'m	11 months to 31.12.20 %
Home	40.3	67	20.3	60	19.4	62
Commercial	18.0	29	10.9	33	10.0	32
Recurring	0.9	1	0.5	2	0.5	2
Owned Asset	2.0	3	0.9	3	0.9	3
Norway	0.2	–	0.5	2	0.2	1
Total	**61.4**	**100**	**33.1**	**100**	**31.0**	**100**

Below, we review each of our business segments, including revenue drivers and gross margin:

Home business segment

- We achieved an excellent performance, with revenue of £40.3 million compared to full year 2020 of £20.3 million (2020 11 months: £19.4 million), representing a year-on-year increase of 98%. This was driven by growth in our core market and by market share gains.
- New PiV[1] registrations increased to 305,277 in 2021 from 175,084 in the full year 2020 (2020 11 months: 166,242), an increase of 74%. The number of units installed increased to 54,977 compared to 28,361 in the full year of 2020 (2020 11 months: £27,011), an increase of 94%. Our market share of new PiV registrations therefore increased to 18% from 16% in the full year 2020 (2020 11 months: 16%).
- This increase in revenues helped to deliver an increased total gross margin in 2021 of £11.3 million compared to full year 2020 of £5.1 million (2020 11 months: £4.9 million), a year-on-year increase of 121%.
- Percentage gross margin in 2021 rose to 28% compared to full year 2020 of 25% (2020 11 months: 26%), a year-on-year increase of three percentage points. This was supported by an increase in revenue per unit to £733 from £717 in the full year 2020 (2020 11 months: £717) which offset c.£0.2 million of unit component costs growth in the second half of 2021.
- We won or renewed a number of key customer contracts during the year including Fiat, Jaguar Land Rover, Mercedes and Nissan, and now have over 130 active fleet accounts with businesses including Coca-Cola, DHL and Royal Mail.

(1) PiV defined as ‘Plug-in Vehicles’

Commercial business segment

- We delivered a strong performance, with revenue of £18.0 million compared to full year 2020 of £10.9 million (2020 11 months: £10.0 million), a year-on-year increase of 64%.
- Number of units installed increased to 3,838 from 2,546 in the full year of 2020 (2020 11 months: 2,336) and the number of units sold directly to customers increased to 7,187, compared to 4,856 in the full year of 2020 (2020 11 months: 4,318). This represents a total increase of 49%, with our market share of new PiV registrations remaining flat year-on-year at 4% (2020 11 months: 4%).
- The increased revenues helped to increase total gross margin in 2021 to £3.9 million, compared to full year 2020 of £2.4 million (2020 11 months: £2.3 million), a year-on-year increase of 61%.
- Percentage gross margin in 2021 remained at the 22% achieved in full year 2020 (2020 11 months: 23%). Average revenue per unit increased to £1,629 from £1,476 in the full year 2020 (2020 11 months: £1,504) due to a change in the mix of installations, with more higher value installations in 2021.
- We won several key customer contracts during the year including EVRi, Serco and CBRE, while we successfully renewed our contract with Lidl.

Recurring revenue business segment

- We achieved a good performance, with revenue of £0.9 million compared to full year 2020 of £0.5 million (2020 11 months: £0.5 million), a year-on-year increase of 67%. Network revenues increased to £0.8 million compared to full year 2020 of £0.4 million (2020 11 months: £0.4 million).
- This increase in revenues helped to increase gross margin in 2021 to £0.4 million, compared to full year 2020 of £0.2 million (2020 11 months: £0.2 million), a year-on-year increase of 171%.
- In addition, percentage gross margin in 2021 increased to 45% compared to full year 2020 of 25% (2020 11 months: 34%), a year-on-year increase of 20 percentage points, with the average annual recurring revenue per unit installed and unit able to communicate increasing to £57.40, compared to full year of 2020 of £50.40 (2020 11 months: £46.67).
- The number of Commercial units installed and able to communicate at the year end increased to 16,005 from 10,950 at the end of 2020. All recurring revenues in both 2021 and 2020 were derived from these units.
- The number of Home units installed and able to communicate at the year end increased to 121,415 from 66,548 at the end of 2020. This growth is strategically significant as we seek to expand our recurring revenue products across these units.

28%
Home gross profit margin

98%
Home annual revenue growth

£58k
Positive adjusted EBITDA

Chief Financial Officer's statement continued

Owned Asset business segment

- We delivered a strong performance with revenue of £2 million compared to full year 2020 of £0.9 million (2020 11 months: £0.9 million), a year-on-year increase of 134%.
- The total number of sites installed at the period end increased to 453 from 292 at the end of 2020. The total number of units installed at the period end increased to 984 from 596 at the end of 2020, including 73 DC rapid units at the end of 2021 compared to 12 at the end of 2020.
- This increase in revenues and units helped to increase gross margin in 2021 to £0.9 million compared to full year 2020 of £0.5 million (2020 11 months: £0.4 million), a year-on-year increase of 63%.
- Percentage gross margin in 2021 declined to 43% compared to full year 2020 of 61% (2020 11 months: 55%), a year-on-year decrease of 18 percentage points. Our current commercial arrangements for this segment mean that for a period of two years we pay for the free electricity provided to customers who use the non-DC rapid charge points at 198 out of the total of 453 sites (the commercial partner pays for electricity at the remaining sites). With COVID restrictions changing people's patterns of travel, the level of free usage was lower than expected for all of 2020 and some of 2021. However, as patterns of travel have normalised, usage increased dramatically in the second half of 2021 and this led to higher usage and costs, and a lower 2021 percentage margin. The provision of free electricity by us stops at 179 sites by the end of February 2022 and at all 198 sites by the end of July 2022. The price of electricity charged to us has been fixed since 2021 and the increased costs are solely due to the increase in free usage at the 198 sites.
- Gross capital deployed on assets increased to £3.9 million at the end of 2021 compared to £2.4 million at the end of 2020.

Historically, the Norway business segment generated more revenue and was a more material part of the business. Given its size in 2021, in future years Norway's revenues will be included within the Home and Commercial business segments.

Cost of Sales

Cost of sales principally comprises the cost of charge points and related parts installed, other installation costs such as trench digging, electrical cable running and parking bay markings and the cost of labour which includes both in-house staff and third party contractors.

Where an installation is incomplete at a period end, we conduct an assessment according to our accounting policies and IFRS as to whether an element of the installation revenue and related cost of sales can be recognised. If no element of an installation can be recognised, the charge point, related parts and labour incurred on the installation to the period end will be treated as work in progress and recognised on completion of the installation in accordance with our accounting policies and IFRS.

Where we own and operate a charge point and charge customers to charge their vehicles, the costs of the related electricity and credit card/banking transaction fees are included in cost of sales.

Cost of sales increased by £20.2 million (81%) from £24.9 million in the full year 2020 (2020 11 months: £23.2 million) to £45.1 million in 2021. This increase was primarily due to the increased volume of installations and charge points shipped, contributing to increased charge point volumes acquired from our suppliers and additional install costs incurred for both our in-house installers and external installation service providers.

Gross Profit

The increase in revenues helped to increase total gross margin in 2021 to £16.3 million compared to full year 2020 of £8.2 million (2020 11 months: £7.7 million), a year-on-year increase of 99%.

In addition, our total percentage gross margin in 2021 increased to 27% compared to full year 2020 of 25% (2020 11 months: 25%), a year-on-year increase of two percentage points.

Administrative expenses

As disclosed on the Income Statement, our total administrative expenses increased to £29.4 million compared to full year 2020 of £20.3 million (2020 11 months: £19.3 million), a year-on-year increase of 47%. This increase was due to the growth of the business and the additional staff required to deliver this growth, the one-off and ongoing cost of being a listed company, including Share Based Payments, and additional depreciation and amortisation costs as a result of additional funds being invested in Owned Assets and intangible asset development. Looking at these individually:

- Administrative expenses excluding one-off large corporate transaction and restructuring costs, share based payments and depreciation and amortisation costs increased to £16.3 million compared to full year 2020 of £8.5 million (2020 11 months: £7.8 million), a year-on-year increase of 91%. This increase was due to the growth of the business and the additional staff required to deliver this growth and the ongoing costs of being a listed company.
- Depreciation and amortisation costs increased in 2021 to £4.9 million compared to £3.8 million for the full year 2020 (2020 11 months: £3.6 million) due to the investment of additional funds in Owned Assets and research and development.

£18m
Total commercial revenue

64%
Commercial annual revenue growth

22%
Commercial gross profit margin

Chief Financial Officer's statement continued

£96.1m

Closing cash and short term investments

- Following the listing in November 2021, we incurred share based payment charges relating to a number of share awards which were implemented at or soon after listing, resulting in a charge to the P&L of £2.4 million.
- One-off large corporate transaction and restructuring costs, relating primarily to the listing, were £5.7 million compared to £8.0 million for the full year 2020 (2020 11 months: £7.9 million) when the business incurred costs primarily relating to the purchase of the Pod Point business by EDF in February 2020.

EBITDA and Adjusted EBITDA

The increase in revenues and gross margin helped the business deliver a positive adjusted EBITDA of £0.1 million in 2021, compared to full year loss in 2020 of £0.3 million (2020 11 months: loss of £0.1 million).

EBITDA losses decreased from £8.5 million in 2020 to £8.1 million in 2021, a decrease of £0.4 million.

Finance costs

Net finance costs, primarily related to borrowing from Pod Point's pre-listing shareholders, increased to £1.3 million in 2021 compared to £0.6 million in 2020 (2020 11 months: £0.6 million), as a result of additional funds being loaned to the business to support its growth. All shareholder loans were repaid upon listing in November 2021 and finance costs in 2022 are expected to be limited.

There was no material finance income in either 2021 or 2020 given the level of cash balances and the low interest environment during that time.

Taxation

There were no tax credits or charges in either 2021 or 2020.

Loss after tax

Unadjusted losses after tax increased to £14.3 million in 2021 compared to full year losses in 2020 of £13 million (2020 11 months: £12.2 million). This was due to the additional costs set out under 'Administrative expenses'.

Earnings per share

Basic and diluted earnings per share decreased from a negative £0.12 in 2020 to negative £0.13 in 2021.

Dividend

We aim to prioritise the re-investment of our cash flows into the considerable opportunities that exist for the growth of the business. With respect to dividends, the Directors see these as an important part of the capital allocation policy at the appropriate time in the future, and once commenced the Directors would anticipate operating a progressive dividend policy.

Capital expenditure

During the period under review, we increased capital investment in tangible assets (owned charge points and fixtures and fittings) and intangible assets (software and hardware development) as our product and service offering and customer base have grown.

We continued to capitalise expenditure on additions and improvements to our hardware and software as new functionality and services were developed. Total expenditure relating to internal staff costs of £4.6 million was capitalised in 2021 compared to £2.0 million in the full year 2020 (2020 11 months: £1.9 million) .

In addition, we invested £2.3 million (2020: £2.3 million) in owned charge points as part of a commercial arrangement with Tesco.

Capital allocation

The IPO has provided us with the resources to accelerate product and service innovation – helping us take a significant step forwards in our vision to enable travel that shouldn't damage the earth.

How we plan to use the IPO proceeds:

- Total £120 million
- £67 million investment in DC rapid Owned Assets and Multi Tenancy Dwellings: £67 million expected to be deployed across 2022 and 2023
- £21 million investment in product and software development to optimise offering across additional routes to market
- £20 million repayment of shareholder loan
- £12 million costs

Cash flow and net debt

Supported by the significantly improved financial performance of the business and the IPO in November 2021, our year end cash and short term investments totalled £96.1 million compared to £2.9 million at the end of 2020. At 31st December 2021, £50 million of cash had been placed on a six month bank deposit and has therefore been classified as a short term investment.

Cash outflow from operating activities decreased by £3.7 million to £2.2 million in the full year 2021 from £5.9 million in the full year 2020 (2020 11 months: £6.5 million). This was primarily due to a smaller operating loss, once the non-cash impact of share based payments had been taken into account.

Cash flows used in investing activities decreased to £57.2 million in the full year 2021 compared to £89.7 million in the full year 2020 (2020 11 months: £89.6 million) primarily due to the acquisition of the Pod Point Group in 2020, which included £85 million of cash consideration. £50 million of the investing activity in 2021 relates to the purchase of short-term investments which are long-term bank deposits classified as investments due to their tenor.

Chief Financial Officer's statement continued

£120m
Raised on listing

12.2m
Annual charging sessions across Pod Point network

2 hours & 26 minutes
is the time Wayne Gerdes spent charging his Porsche Taycan while crossing the US from coast to coast – covering 2,835 miles, charging 18 times and spending $76 on charging

Cash inflow from financing activities increased to £102.6 million in the full year 2021 compared to £92.9 million in the full year 2020 (2020 11 months: £95.1 million). This was primarily due to the listing of the business, with gross funds raised of £120 million less transaction costs of £7.7 million, and with net shareholder loans of £9.3 million repaid following the listing. The figures for 2020 included the waiving of an £85 million loan from the majority shareholder, which was used to acquire the Pod Point Group.

Balance sheet

Most key balance sheet accounts increased year-on-year, due to the increase in the size of the business. This included trade and other receivables, inventory and trade and other payables.

Closing net assets were £200.0 million (2020: £98.8 million).

Related party transactions

During 2021, transactions with related parties included: sale of goods of £0.3 million compared to full year 2020 of £0.2 million (2020 11 months: £0.2 million); purchase of goods of £0.9 million compared to full year 2020 of £0.1 million (2020 11 months: £0.1 million); and interest on intercompany loans of £1 million compared to full year 2020 of £0.5 million (2020 11 months: £0.5 million). These transactions were undertaken with the two shareholders EDF Energy Customers Limited and Legal & General Capital Investments Limited and their subsidiaries.

Going concern

The Board has considered the forecast for the next 12 months including factoring in the risks and sensitivities set out on pages 45-51. Following this review the financial statements have been prepared on the going concern basis. While we are not yet cash generative, we raised £88 million after fees and repayment of shareholder loan as part of our IPO in November 2021. The Directors believe the Group has a robust business model, supported by the expected growth in trading as the UK transitions in line with the requirement that there should be no new petrol or diesel cars phased out from 2030 (with hybrids being phased out from 2035).

This assessment also includes downside stress testing in line with FRC guidance which demonstrates that even in extreme downside scenarios, given the level of cash held following the listing and the deployment of this cash investing in owned assets being within our own control, we would continue to meet our obligations as they fall due, without the need for material mitigating actions.

Subsequent events

There have been no reportable events since the balance sheet date.

Prospects and outlook

We continue to see rapid growth in the UK electric vehicle market. New plug in vehicle registrations in January 2022 amounted to 23,480 – 89% up on January 2021 and representing over 20% of all vehicles registered. We expect the mix of vehicles to change, as battery electric vehicles continue to increase their share of plug in vehicles. This is likely to be primarily driven by greater consumer choice, with around 35 new battery electric models expected to be launched in 2022. As battery electric vehicles currently account for only 1% of total vehicles on the road, the growth potential for our business remains significant.

While the current price increases in electricity are an obvious concern for consumers and businesses, we do not expect them to materially impact sales of electric vehicles in 2022 because the ongoing running costs will remain significantly cheaper than for vehicles reliant on internal combustion engines. Inflationary pressures within the wider UK economy and the potential impact of the invasion of and war in Ukraine may, however, impact overall vehicle sales and sales of electric vehicles.

We expect the Government to continue to wind back its direct fiscal incentives, including the electric vehicle home charge scheme (EVHS) grant, also referred to as the OZEV grant or OZEV home charge grant, and to focus on indirect actions, such as the recently implemented changes to planning regulations which require developers to include charge points at new developments. We see this as not only the right strategy for the planet, but also an opportunity for Pod Point.

Revenues from the EVHS grant have to date been a material part of the revenues for the Home business segment and the grant in its current form ends on 31st March 2022. The transition to a more limited grant will require careful management with our customers and internal systems and processes. While we recognise these changes pose a risk to the our anticipated future growth, we have managed material changes to the grant in the past, for example when the value of the grant was reduced from £900 in 2014, and have a wide range of customer relationships to mitigate this risk.

Global supply chain challenges are likely to continue and have recently worsened due to the impact of the invasion of and war in Ukraine, impacting both the supply of new vehicles and the manufacture of charge points across the industry. We are firmly focused on ensuring that we continue to maintain adequate supply of units for our customers, and have already incurred and expect further additional component cost inflation. To mitigate this risk, we are continuing to re-engineer our products to allow a greater variety of components and we are also onboarding a second manufacturing partner and expect cost savings to commence in H1, and scale across the year. Overall, we expect some margin pressure in H1 but anticipate that full year margins will be in line with guidance as set out at IPO.

Since we presented our preliminary results to the Stock Market on 18th February 2022, the invasion of and war in Ukraine and the negative outlook coming from the UK economy has increased the overall risk environment for our business and the industry. We have, however, to date experienced no slow down in orders and sales of electric vehicles have continued at record levels.

David Surtees
Chief Financial Officer

Market context

Our marketplace

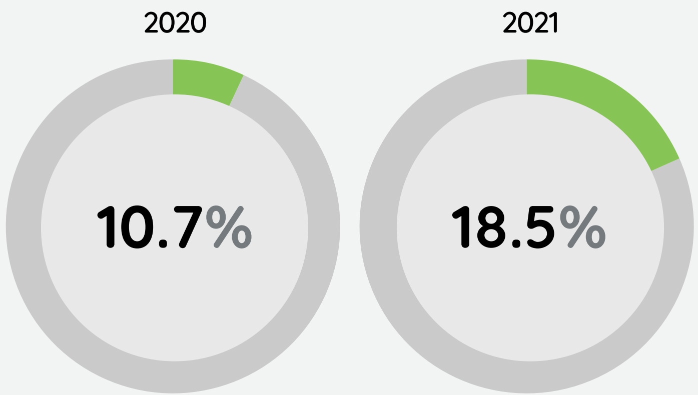
The UK is the second largest automotive market in Europe...

Over the past decade, the UK has bought more new cars than any country in Europe other than Germany. During 2021, registrations of new cars were 1.6 million vehicles.

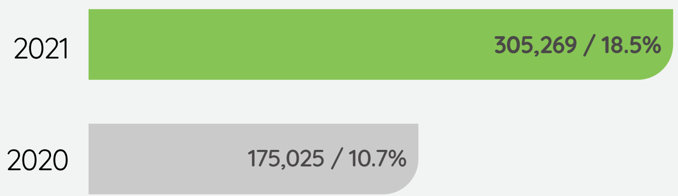
...and is rapidly moving towards EVs

Sales of Plug-In Vehicles (PiVs) rose to 305,269 from 175,025 in the full year 2021, an increase of 74%. The majority of this growth was from sales of battery electric vehicles (BEV) which rose to 190,715 from 108,148 in the full year 2020.

PiV sales as a % of total new vehicle registrations:



Total PiV sales and Pod Point penetration % by year:



Market context continued

Key growth drivers for EV sales

Five factors are driving growth in EV sales, and therefore the demand for EV charge points:

Shifting consumer preferences

According to the Climate Change Commission, surface transport is the highest emitting sector of the UK economy, accounting for 22% of total GHG emissions and 113 million tonnes of carbon dioxide equivalent in 2019.

Consumers are increasingly aware of the environmental advantages of EVs. In addition, consumer concerns about EVs (including cost/price premium and driving range, compared to ICE vehicles) that previously acted as barriers to EV adoption are falling away as EVs become more affordable and technological innovations – together with the availability of charging infrastructure – address driving range concerns.

A Deloitte Global Auto Consumer Study[1] found that from 2018 to 2020, concerns over the cost/price premium have diminished in the UK (from 24% citing this as a concern in 2018 to 16% in 2020) and the focus has shifted to concerns over lack of electric vehicle charging infrastructure (from 22% citing this as a concern in 2018 to 33% in 2020).

As EV sales increase, so too will the demand for charge points. We believe that the UK will need approximately one charge point for each EV, across the charging ecosystem. For reference, as of September 2021, there were 30.2 million licensed cars in Britain.

Increasing focus on fleet electrification by OEMs

Car manufacturers are increasingly shifting a greater proportion of their global manufacturing capacity towards the electrification of their fleets. The so-called 'Big 8' automotive OEMs have all established an EV-centric strategy, with Volvo most recently announcing that it intends to only sell EVs by 2030. According to McKinsey, automakers launched 143 new EVs in 2019 globally, of which 105 were BEVs and 38 PHEVs. They plan to introduce around 450 additional models by 2022, most of which will likely be midsize or larger vehicles.

According to Bloomberg New Energy Finance, at the end of H1 2021 there were 362 BEV models available globally, up from 264 models at the end of 2019. Examples of EV models that have recently entered the UK market include Volvo's first BEV (XC40 Recharge), which delivers approximately 250 miles of range, as well as the first Lexus EV (UX300), which provides approximately 200 miles of range. Models released in spring 2021 include Ford's Mustang Mach-E, Hyundai's Kona Electric Refresh and Volkswagen's ID4.

1 https://www2.deloitte.com/uk/en/insights/focus/future-of-mobility/electric-vehicle-trends-2030.html

Market context continued

Battery Pack costs fell by

c.12%

between 2019 and 2020

Home Charge installs expected to increase

34x

from 2020 to 2030 according to the CMA

137,420

units installed and able to communicate at year end

Battery technology advancements

Advancements in battery technologies over the past decade have led to significant cost deflation for lithium-ion batteries together with performance enhancements, such as extended range. This trend has had a material bearing on the rate of EV adoption globally with the historical competitive advantages of ICE vehicles declining.

According to BNEF's battery price survey in December 2020, the volume weighted average price of a lithium-ion battery pack fell 12% from 2019 to 2020. This was due to increasing order size, growing BEV sales, adoption of new cell designs and the introduction of higher energy cathode densities.

BNEF projects that prices will continue to fall, dropping below $100/kWh by 2024, which is widely seen as the 'inflection point' to reach parity in purchase costs between ICE vehicles and EVs.

Increased availability of charging infrastructure

Many different market commentators and industry sources point out that more charging infrastructure is a prerequisite for the mass adoption of EVs. The speed and availability of recharging is and will remain a strong selling point; automotive OEMs are increasingly competing in this area to offer superfast charging functions and to produce vehicles compatible with a wide range of charge points.

In the UK, according to the CMA Market[2] Study, cumulative home charging installations are expected to increase from approximately 170,000 in 2020 to 6 million in 2030, a 34-fold increase. Similarly, workplace charging installations are expected to increase from approximately 13,000 to 1.4 million. Cumulative public charging installations are projected to increase from 21,000 in 2020 to between 280,000 and 500,000 in 2030 (according to reports issued by the Climate Change Committee (CCC) and Transport and Environment, respectively).

Government regulation and support

COP26 underlined both the need and, in many cases, the willingness of governments worldwide to pursue stretching targets in order to limit the global rise in temperature to 1.5°C.

As part of the UK's path to meeting its ambitious targets, the Prime Minister announced a Ten Point Plan in November 2020, with an aim to mobilise £12 billion of government investment in clean energy, buildings, transport, nature and innovative technologies by 2030. The plan brought forward the ban on new petrol and diesel cars by ten years to 2030. It also dedicated £582 million in grants for the purchase of zero or ultra-low emission vehicles, approximately £500 million over the next four years on the development and mass production of EV batteries, and £1.3 billion to accelerate the roll-out of charge points across the UK (£950 million of which was allocated to a rapid charging fund for new public installations and upgrades).

In July 2021, the Government released its transport decarbonisation plan, which includes a new £90 million Local EV Infrastructure Fund, available from 2022, to support the roll-out of larger on-street charging schemes and rapid charging hubs across England. The Government also announced that it will consult on implementing a zero-emission vehicle ("ZEV") mandate, pursuant to which OEMs would have to meet minimum proportion of their sales as zero emission, or pay credits to those who exceed their mandate. We've supported lobbying efforts to meet these objectives and intend to participate in the consultation.

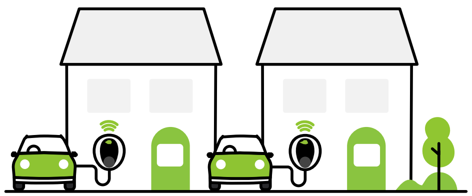
2. https://www.gov.uk/government/publications/electric-vehicle-charging-market-study-final-report

Our strategy

Poised for growth: our build at scale strategy

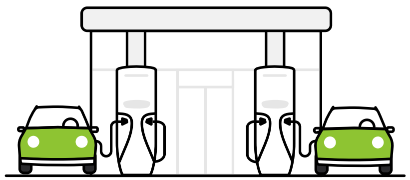
Our business model was the springboard that enabled us to become one of the UK's leading providers of EV charge points. We continue to expand operations and improve our operational delivery. Supported by the proceeds of the IPO, in future years we'll be reporting our progress on how we plan to:

- Expand our product offering to serve more sub-routes to market, including multi-tenancy dwellings



- Develop our software capability to deliver recurring revenue

- Invest in owned charge point assets



Expanding our product offering

We aim to increase the number of routes to market we serve across the UK. As our markets mature, the four main routes (Home, Workplace, Destination and En-route) will expand into multiple sub-routes to market.

A key pillar of our strategy is to further optimise and invest in our installation capacity, supply chain and logistics, as well as product development, software and hardware solutions. This will enable us to be the clear first mover in these new sub-routes to market.

As an illustration of this evolution, our Home segment is currently focused on domestic off-street charging at locations where the homeowner has access to private off-street parking. Such households represent some 60% of England's housing stock. Now we aim to expand our reach to include private car parks associated with blocks of flats (comprising approximately 7% of homes), and on-street charging for areas with no off-street parking as well as other areas. Our strategy is to invest in product development capability, including options for funding (including with partners) where, for example, the existing electricity supply in these scenarios is not suitable for standard charge point installations. We'll also look to work with local authorities to install on-street charge points.

"According to PwC,

72%*

of UK drivers have access to off street parking at home."*

*Source: https://t.co/mBQRyAC4vl

Our strategy continued

Developing our software capability

We'll make material financial investment into our software to support a number of recurring revenue streams.

At present, we charge network fees to our commercial customers to keep their smart chargers connected to our consumer-facing information system (known as the Smart Reporting system), and back-end management information systems. Our strategy is now to concentrate on scaling the number of smart charge points connected to our systems, and then build additional and incremental recurring revenue services.

Examples of these services include:

- helping customers choose the best electricity tariff for their home and EV charging, and receiving revenue when they move to new suppliers
- managing load by controlling the flow of energy into EVs on a national and local level and selling these services into electrical grid balancing markets

To support our expansion plans, we expect to increase our full-time technology staff from 71 in 2021 to 250 in 2023, representing an increase in our technology budget from around £5 million to £20 million over the same period.

4X

increase in our planned technology budget

Our strategy continued

Investing in owned charge point assets

453

Tesco locations with Pod Points across the UK

Increasing our investment in owned assets will accelerate the roll-out of charge points into strategic charging locations.

These include destination and en-route facilities, in addition to multi-tenancy residential dwellings. In the longer term, we believe that a third-party infrastructure funding market will develop as infrastructure investors become more familiar with the charging infrastructure as an asset class.

As our customers' need for charging infrastructure grows in line with the increased adoption of EVs, we anticipate that an increasing number will look to Pod Point to assist with the funding of that infrastructure. Under this model, we'll fund the supply and installation in exchange for fees based on charge point utilisation. Our investment in charging infrastructure will encourage strong customer loyalty, and build our market position with key strategic customers.

Today, DC charging is the most commonly deployed funded infrastructure. But this is expensive for customers, underlining the appeal of a funded solution. Given the speed of charging of DC units, we believe that EV owners are willing to pay a premium for such convenience and time efficiency. This premium will generate margins for us to repay upfront infrastructure, host and other operating costs and, in time, become profitable.

Location is an important factor for this new funded charging infrastructure – and our experience in the deployment of infrastructure means that we're well placed to select sites that will be advantageous to both Pod Point and our customers.

Key performance indicators

We measure our performance and progress against a series of financial and operational KPIs:

pp = percentage points
k = £'000

KPI	Year to 31.12.21	Year to 31.12.20	Year on year change
Annual Revenue Growth (£,000)	61,415	33,082	+86%
Gross Profit (£,000)	16,345	8,203	+99%
Gross Profit margin (£,000)	27%	25%	+2pp
Adjusted EBITDA	58,000	(331,000)	+£389k
Closing cash/short term investments (£,000)	96,112	2,943	+£93,163k
Electric driving powered by Pod Point's owned and operated charge points (million kilometres)	955	294	+225%

KPI	Year to 31.12.21	Year to 31.12.20	Year on year change
Home units installed	54,977	28,361	+94%
Commercial units installed and shipped	11,025	7,402	+49%
Effective Home market share	18%	16%	+2pp
Effective Commercial market share	4%	4%	0pp
Total Home units installed and able to communicate	121,415	66,548	+82%
Charging sessions delivered by Pod Point's owned and operated charge points (millions)	12.2	4.7	+160%

KPI	Year to 31.12.21	Year to 31.12.20	Year on year change
Total Commercial units installed and able to communicate	16,005	10,950	+46%
Average annual recurring revenue per unit	£57	£50	+£7
Total Owned Asset sites	453	292	+55%
Total Owned Asset Charge Points	984	595	+65%
Total Owned Asset Rapid/DC Charge Points	73	12	+61
Energy delivered by Pod Point's owned and operated charge points (million KwH) CO2e avoided by Pod Point's owned and operated charge points being used (tonnes)	171.5 / 127,267	53.2 / 38,360	+222% /+223%

On page 28, we have included KPIs which compare the full year 2021 financial performance to the full year 2020 financial performance even though only 11 months' financial performance are included for 2020 in the financial section page 96 and as explained on page 16. The KPIs for the 11 month period are disclosed for reference on page 29.

Key performance indicators continued

Financial KPIs

- Annual Revenue Growth. As a fast growth business, top line revenue growth from year to year represents the most effective measure of customer and business success particularly when measured against the growth in the core market which is new PiV registrations.
- Gross profit and gross profit margin which are calculated as total revenue less cost of sales and total revenue less cost of sales divided by total revenue, represented as a percentage, reflect how well the business manages the costs of its core installation process and charge point unit supplies.
- Adjusted EBITDA (see page 16 for definition) is a measure of the administrative costs required to manage and scale the business and an indication of how the cost base is managed. While not an accounting measure, under IFRS, it does allow comparisons with different companies and sectors.
- Cash and short term investments are critical to allow the business to provide funds for investment, for growth, to cover its expenses and to meet its long-term needs. Cash generation is a good indicator of the underlying health of the business.

Operational KPIs

- Units installed/shipped: the number of charge points installed and shipped in a given period, categorised into Home and Commercial.
- Average annual recurring revenue per unit: recurring revenues generated by Home or Commercial customers in a period divided by the number of units installed and able to communicate at a year end, categorised into Home and Commercial.
- Effective home and commercial market shares are calculated as the number of units installed and shipped in a period in each business segment divided by the total number of new PiV registrations in that period, expressed as a percentage. Typically home charge points are installed close to the date a new PiV is registered with the DVLA and so for the home business segment this represents an effective market share measure. For the commercial business segment, as no industry-wide charge point install or sale statistics are publicly available; we track the total number of units installed and shipped as a percentage of new PiV registrations. We recognise this is not a perfect measure of market share, but it is considered the best measure currently available.
- Units installed and able to communicate at a period end (Home and Commercial): the total number of charge points we've installed or shipped since the start of our operations which are able to communicate via Wi-Fi or mobile connectivity with our management information system (the Smart Reporting system).
- Number of sites at period end: within the Owned Asset business segment, the number of locations at a period end where charge points owned by us were installed and operational at a period end.
- Number of units at period end: within the Owned Asset business segment, the number of charge points owned by us and installed and operational at a period end categorised into DC Rapid units (which are separately disclosed) and other units.
- Electric driving powered by Pod Point's owned and operated charge points (million kilometres)
  - Calculated based on internal company data on the energy supplied by communicating Pod Point units, multiplied by the average electric vehicle energy use per kilometre (Source - https://ecocostsavings.com/average-electric-car-kwh-per-mile/ and converted from miles to km) (2.15 km/kWh)
- Charging sessions delivered by Pod Point's owned and operated charge points (millions)
  - Internal Pod Point data from communicating charge points of charge sessions started in a given period which have also successfully completed.
- Energy delivered by Pod Point's owned and operated charge points (million KwH)
  - Data from our internal systems of sum of energy transferred through each communicating charge point in the period.
- CO_2e avoided by Pod Point's owned and operated charge points being used (tonnes)
  - Calculated as the difference between:
    - Carbon intensity of vehicles charged on Pod Points: Internal data of energy transferred through communicating charge points, multiplied by the UK government CO_2e average generation intensity data for the relevant year (2021 – 0.21233 kgCO_2e/kW) (2020 – 0.23314 kgCO_2e/kW)
    - Carbon intensity of equivalent miles driven in an internal combustion engine vehicle: Energy delivered by Pod Point's owned and operated charge points multiplied by the average electric vehicle energy use per kilometre (Source https://ecocostsavings.com/average-electric-car-kwh-per-mile/ and converted from miles to km) (2.15 km/kWh). Multiplied by the UK government average CO_2e per km for an average (taking average of petrol and diesel) vehicle then converting from miles to km (2020 - 0.2758 kgCO_2e/mile) (2021- 0.275805 kgCO_2e/mile)

Eleven month data to 31.12.20

KPI	11 months to 31.12.20
Revenue Growth	£31,026,000
Gross Profit	£7,716,000
Gross Profit Margin	25%
EBITDA	(£55,000)
Closing cash/short term investments	£2,943,000
Total UK new PiV sales	171,482
Home units installed	27,011
Commercial units installed and shipped	6,654
Effective Home market share	16%
Effective Commercial market share	4%
Total Home units installed and able to communicate	66,548
Total Commercial units installed and able to communicate	10,950
Average annual recurring revenue per unit	£47
Total Owned Asset sites	292
Total Owned Asset Charge Points	595
Total Owned Asset Rapid DC/Charge Points	12
Electric driving	249 million km
Charging sessions	4.1 million
Energy delivered	45 million KwH
CO_2e avoided	32,484 tonnes

Environmental, Social & Governance

Travel shouldn't damage the earth

ESG drives everything we do

The EV industry is almost unrecognisable from when Pod Point was founded in 2009. Today, it's maturing at speed and sits at the heart of the world's battle against climate change. In fact the Climate Change Commission has stated that surface transport is the highest emitting sector of the UK economy, accounting for 22% of total GHG emissions and 113 million tonnes of carbon dioxide equivalent in 2019.

The need for EVs and, crucially, an effective charging infrastructure is widely acknowledged by governments around the world and was referenced at COP26. This serves to reinforce our belief in our vision of enabling travel that shouldn't damage the earth.

Combating climate change energises our people, powers our business and makes Pod Point a unique investment proposition.

We do this by:

- Providing great customer experiences
- Working with the best partners
- Investing in talented people
- Making a positive impact on society
- Engaging with our shareholders

ESG governance

As we enter our first full year as a listed company, one of the Board's top priorities is to establish appropriate and effective structures to govern how we manage ESG and our climate-related risk. We'll provide comprehensive details of these structures – including their function and impact – in next year's Annual Report.

Materiality

We'll be working on our materiality matrix during 2022, identifying the issues that impact and matter to our stakeholders.

Sustainable Development Goals

The 17 United Nations' Sustainable Development Goals (SDGs) are the blueprint to achieve a better and more sustainable future for all. They address the global challenges we face, including those related to inequality, climate change, environmental degradation and poverty.

In our view, our activities closely support three SDGs in particular:

Goal #3
Ensure healthy lives and promote wellbeing for all at all ages

Goal #11
Make cities and human settlements inclusive, safe, resilient and sustainable

Goal #13
Take urgent action to combat climate change and its impacts

Ratings and recognition
We're proud to have been awarded the London Stock Exchange's Green Economy Mark, which recognises London-listed companies and funds that derive more than 50% of their revenues from products and services that are contributing to environmental objectives such as climate change mitigation and adaptation, waste and pollution reduction and the circular economy.

305,277
sales of new PiVs in the year

Providing great customer experiences

We're here to help customers reduce their environmental impact by enabling them to switch to EVs – combating climate change and greening the planet.

We're doing this by working hard to put a charge point everywhere they park, whether that's at home, at a workplace or a destination. And we're also installing rapid charge points at en-route locations such as supermarkets, so drivers can quickly top up their batteries when they're on longer journeys.

Strong presence across the entire EV infrastructure ecosystem

Home

Pod Point is the UK's #1 provider of home charge points, based on the CMA Report, previously detailed. We installed 54,977 charge points at homes during 2021, an increase of 94% from 28,361 in 2020 (2020 11 months: 27,011) – taking our total number of home units installed and able to communicate to 121,415. Our share of the home charge point market, based on the number of customer claims for EVHS grants from the UK Government, was 43% in 2021.

Commercial (Workplace, Destination and En-route)

We are also rapidly growing with a total of 11,025 charge points installed and shipped, up by 49% from 7,402 in the full year 2020 (2020 11 months: 6,654). In addition to providing charge points at workplaces and at destinations such as leisure facilities, we've also developed sound and proactive strategic partnerships with several companies that are ideally suited to playing major roles in a sophisticated en-route charging network for the UK, such as Tesco and Lidl. En-route charging for EVs has to be high powered in order to minimise the charge time, and our extensive experience in DC technology will form the cornerstone of the en-route charging network.

Outstanding service and support

Customers tell us they appreciate our fast, safe and cost-effective installation as well as the compatibility of our technology with most EVs on the market. Customers know that when they choose Pod Point, they're choosing a solution that will help them enjoy the very best EV experience, no matter what they drive. We have contracts with most leading automotive OEMs – including Audi, Volkswagen, Kia and Land Rover – and strong relationships and track records with non-contracted OEMs such as Tesla.

Our reputation for service and support doesn't just play well among consumers – as the DPD case study on page 34 demonstrates, it's also key to our fast-growing relationships with fleet operators.

Providing great customer experiences continued

130

active fleet business accounts inc Coca-Cola, DHL and Royal Mail

How we engage with our customers

Regular marketing campaigns keep Pod Point front of mind among consumers switching to EVs, while we also engage OEMs, corporates, fleet operators and destination locations via both formal and informal channels.

We recognise that engagement is a two-way process, and we welcome customer feedback through informal interactions as well as by monitoring online review sites.

Our progress in 2021

The last 12 months was another period of rapid growth for Pod Point, as we helped more customers than ever before to access the benefits of EVs. In total, we installed and shipped 66,002 charge points during 2021, an increase of 85% on the 35,763 in the full year 2020 (2020 11 months: 33,665). Over 955 million kilometres of low carbon travel have now been powered by our charge points, up by 222% during the year.

Customer feedback is overwhelmingly positive, and we're enormously proud of our ratings of 4.6 on Reviews.io and 4.3 on Trustpilot.

We worked hard to build and enhance customer satisfaction across the full charging ecosystem, for example by signing a new agreement with Redrow to become a charge point provider on their building developments. We also installed charge points at office premises for Redrow and Bellway Homes, so that their employees can enjoy the same benefits as their homebuyers.

An ever-increasing number of automotive OEMs recognise the competitive advantage that working with Pod Point can provide – and towards the end of 2021, both Mercedes and Smart agreed contracts that will see us installing charge points for their customers.

While we're proud of our reputation among customers, we're never complacent. Instead, we're constantly striving to make great products and service even better. During 2021, we updated our charge unit design, improving the aesthetics and making it slimmer so it's suitable for more compact locations. And we carried out the first trial of our new Everybay ring main solution, which enables us to cost-effectively provide charge points in shared parking areas and has already received interest from a major customer.

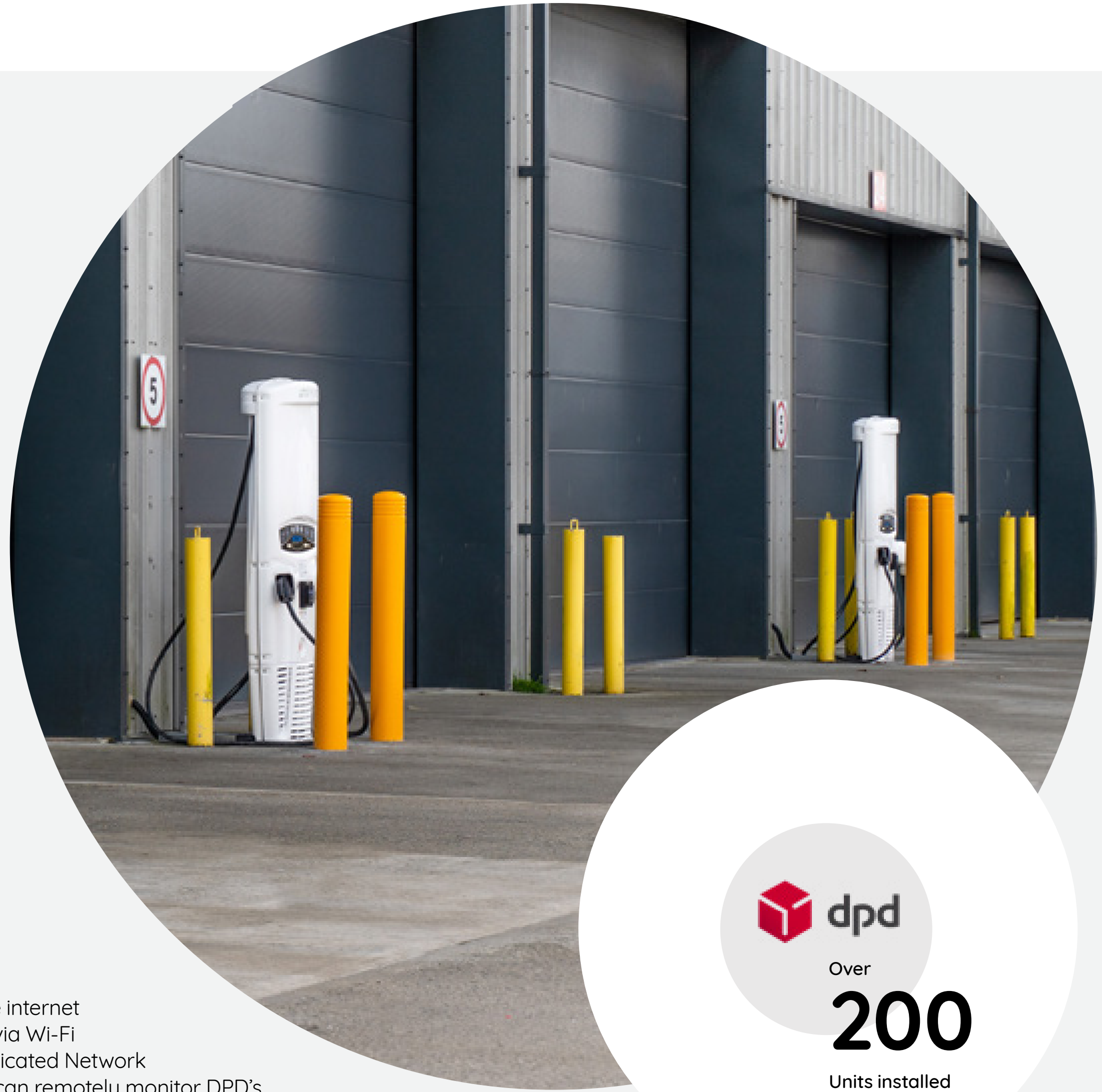
The IPO was a huge achievement for our management team, and a milestone in the growth of Pod Point. It's given us the financial resources to ramp up our customer activities – helping us go even further and faster than during the last very positive years.

Our plans for 2022 and beyond

The coming months will be characterised by a fast, extensive and sustained increase in investments to support our growth plans, fuelled by the proceeds of the IPO. Our goal is to help customers reduce their carbon footprints by enabling them to switch to EVs quickly, safely and cost-effectively.

In particular, we'll focus on winning more customers across the EV infrastructure ecosystem (Home, Workplace, Destination and En-route) while also investing in DC rapid Owned Assets. This will accelerate the roll-out of charge points into strategic charging locations including destination and en-route facilities, in addition to multi-tenancy residential dwellings. We'll also invest in product and software development to optimise our offering across additional routes to market and fully realise potential recurring revenues.

Supporting DPD's move to an all-EV fleet



One of the UK's biggest parcel delivery companies, DPD, is leading its sector in the shift to an all-EV fleet.

The company plans to convert its entire fleet of vehicles to EVs by 2030 – and we're currently midway through a three-year framework that will help to provide the charging infrastructure to make this happen.

Our expertise and knowledge of working across the entire charging ecosystem was instrumental in winning the business from DPD. We have a proven track record of helping large firms to electrify their fleets, including customers such as Skanska, Uber and DHL.

We successfully overcame a number of challenges during the project, including the need to identify how DPD's fleet is used on a day-to-day basis. This analysis helped us design a solution that enables each vehicle to be charged at the most convenient location – whether that's outside a driver's home or at a depot. To provide the optimal charging infrastructure, we recommended a mix of fast (7kW-22kW) and rapid (50kW) charge points. For the depots, we also specified our Array Charging system which maximises the number of charge points that can be installed.

And because our charge points are internet enabled – either via Wi-Fi or 3/4G – our dedicated Network Assurance team can remotely monitor DPD's network, troubleshooting any issues and resolving almost all of them via Over-the-Air updates.

We've given DPD's EV strategy a flying start by already installing over 200 units.

dpd

Over

200

Units installed so far with DPD

Working with the best partners

We don't work in isolation. Our partner programme is a central pillar of our long-term growth strategy – and we invest significant time and expertise in ensuring that we work with companies that live up to our high expectations regarding their ethical, environmental and quality performance.

How we work with our suppliers

We rely on a portfolio of key suppliers to ensure that the charge points we install are manufactured in ways that deliver performance while also mitigating their impact on the environment, in line with our vision of enabling travel that shouldn't damage the earth.

We maintain open and transparent relationships with our suppliers, with regular formal engagement activities supported by informal ad hoc interactions and communications throughout the year. Our aim is to break down barriers and ensure that our suppliers understand and embrace the metrics we use to underpin reliable supply and onward on-time delivery to our end customers.

221

installers across our Third party installer network

These include:

- Shortage management and associated escalations
- Forecast management
- Sub-supplier metrics
- Quality metrics to drive perfection both in build and delivery
- Freight management
- Alternative sourcing arrangements

Our progress in 2021

We continued to evaluate and improve our supplier on-boarding process during the year. As in previous years, we focused on making sure that we work only with those suppliers who meet our ethical and environmental expectations. For example, we now monitor evidence of compliance with a wide range of requirements, from qualifications to ensure control both in process and the environment (ISO 9001 & ISO14001), to corporate, social and environmental programmes.

Where suppliers don't currently meet our requirements, we're working to encourage them to do so or are aiming to move to alternative suppliers.

The majority of suppliers we worked with in 2021 provided evidence that they continued to embrace and satisfy these points. Their ongoing compliance – and the close working relationships we've fostered since our early days – have been instrumental in maintaining supplies throughout the turbulent periods caused by COVID-19 and Brexit.

We aim for our own compliance to be equally available and fully transparent, ensuring that all our stakeholders can see for themselves our commitment to socially and environmentally responsible behaviour. Our Modern Slavery and Environmental policies can be easily audited and are now in the public domain on our website. Our Health & Safety policies and procedures are also available online.

Our plans for 2022 and beyond

Our deep-seated commitment to ESG will continue to guide both our own actions and how we identify and work with our partners. For the coming months, we have ambitious plans in place to enhance the way we manage our supply chain.

Our plans also include calculating and reporting emissions, not only from our own activities but also those from our suppliers. We'll be evaluating and, where appropriate, introducing de-carbonisation practices across Pod Point and encouraging our suppliers to do the same.

In addition, to support our target of transparency and full disclosure, we'll be carrying out life-cycle assessments of the materials and products we buy and install.

We aim to report on all these activities in next year's Annual Report.

We invest in talented people

Making sure that Pod Point is a great place to work.

60

In-house installers
at year end

Ours is a people business – and our continued success depends on our ability to recruit, engage, retain and develop the talented individuals who make up the Pod Point team.

At the end of 2021, the Pod Point team comprised 409 people.

The health, safety and personal satisfaction of our people is our single most important priority. And during 2021 we worked hard to introduce and roll-out a series of initiatives and working practices to support wellbeing and help our talented and committed teams enjoy the rewarding careers they deserve.

With COVID-19 again casting a shadow over the UK, we continued to encourage our people to work from wherever suited them best, whether at home, in the office or a hybrid of the two. We know that everybody's circumstances and preferences are different, so we try hard not to be prescriptive – and we provide financial support so that our people can kit out an effective and productive place to work at home. We've also adapted our office space to support collaborative working when we're allowed to meet up physically.

Attracting, engaging and developing the brightest talent

Pod Point has grown rapidly – and now our team is set to expand even faster as we use the proceeds of the IPO to deliver our strategy. We successfully recruited 200 people in 2021 and plan to hire many more in 2022.

For a modern, progressive business like ours, high levels of reward and recognition should be givens. For example, in addition to competitive pay, all employees are eligible for benefits such as free eye tests, a cost-efficient EV lease scheme and enhanced maternity, paternity and parental leave. But two factors mark Pod Point out as a different sort of employer – our culture, and the opportunities that are an integral aspect of working with an ambitious market leader in a fast-growing sector that's playing a major role in combating climate change.

Equality and diversity policy

The Group has an equality and diversity policy and is fully committed to a policy of fair and equal treatment of all employees and job applicants irrespective of their age, race, sex, disability, sexual orientation, religion or belief. This treatment covers all aspects of an employee's working arrangements including training, career progression and promotion.

The Group opposes all forms of unlawful and unfair discrimination. The Group recognises that all individuals have different needs and to ensure everyone is treated fairly and given the same opportunities as other we may make reasonable provisions to enable that fairness including making reasonable adjustments to the working environment for employees with disabilities.

"Managers saw my potential to do better in a different role, so I was moved to something that fits my personality and strengths."

Alice Huckin, SME Manager

Our values

Our values are a key part of what we call 'Pod Pointiness' – a combination of our people being talented in their chosen fields, caring about our mission, aligning to our values, and also all the little quirks that make us all unique. We know that we all have different talents, interests, likes and dislikes, passions and obsessions, and so we all bring something a little bit different to the table.

Human

We will treat people according to their needs

- **Be accountable**
  Do the right thing. Have integrity in everything you do and take pride in crafting the best experience for customers and team mates. Hold yourself to the highest standards, even when you're up against it, and ensure that things are followed through to completion.
- **Be yourself**
  Be the best version of you that you can be. Make time for self-awareness, revel in your quirks and communicate with authenticity and honesty in everything you do.

Visionary

We will create the solutions for the problems that don't exist yet

- **Be innovative**
  Whether it's products, processes, teams or solutions, continuously consider how you can create new things and tweak existing things to find simpler and/or better solutions. Know deep down that nothing is ever truly 'complete' and further innovations can always be found with enough thought and experimentation. Most of all, don't limit your ambitions.
- **Be smart**
  Be a subject matter expert. Know your stuff and always consider the wider picture. How does what you're doing affect the customer? How about the company? What are both the short-term and long-term implications of what you're doing?

Industrious

We will work hard to do what needs to be done

- **Be curious**
  Have a drive to be constantly learning and understanding as much as you can. Learn the why, not just the what. Always take an interest in what's going on elsewhere – How does that work? Why do we do it like that? Is there a better way to do this?
- **Be tenacious**
  Show grit. When the going gets tough, don't faff; dig deep and come back stronger with different ideas. Prefer action over observation. Broken? Fix it! Opportunity? Seize it! Keep a perspective when the unexpected happens; you can work it out.

Guiding

We will motivate people to join us on our journey

- **Be a leader**
  Share your knowledge to help build your teammates', customers' and clients' skills and abilities. Inspire people towards bigger and better things, and push everyone to reach their goals.
- **Be supportive**
  Show kindness, and value different perspectives, experiences and ideas as though they were your own. Care about your colleagues' and customers' thoughts and feelings, and support them in their endeavours. Truly make the effort to listen and understand.

Environmental, Social & Governance continued

Investing in talented people
continued

> “The culture is certainly my favourite thing and it proved even more so once COVID hit and we started working from home. I really felt the friendliness and warmth from everyone even more when we all started communicating completely digitally.”

Alex Wan, Home Charge Ops Senior Team Leader

We embrace individuality and want all our people to feel comfortable and respected. Our strategy is to have policies and working practices in place to fully support equity, inclusion and belonging – and together these lead to diversity.

Equality means ensuring that everyone is treated fairly, equally and provided with the same opportunities.

Inclusion is making sure that our working environment is open to all, and ensuring that everyone feels valued and welcomed.

Belonging is a result of ensuring that our working environment is equitable and inclusive. Belonging is welcoming whole people into the company without them having to hide anything.

Diversity is the outcome of effective equity, inclusion and belonging.

We recognise the increasing importance of good mental health and provide our people with multiple sources of support, including access to fully trained Mental Health First Aiders as well as to an independent counselling service.

Our opportunities

We want everybody to have the opportunity to be the best they can be. That means investing in extensive training and development, from helping our people gain formal and regulatory qualifications to functional skills development and leadership training to ensure that our managers have the skills to lead, influence, persuade and adapt.

The result? A fair and supportive environment where bright people can thrive and prosper in a fast-moving business, fulfilling their potential, both from a professional and personal standpoint.

How we engage with our people

Our People Operations team engaged with employees through a wide range of channels including anonymous workforce surveys and town hall meetings and Ask Me Anything meetings where people can interact with senior executives and ask questions.

Our progress in 2021

Following the findings of a Diversity, Equality, Inclusion and Belonging survey, we’ve established a Diversity taskforce to ensure that people of all backgrounds have equal opportunities at Pod Point, are fairly compensated and feel supported in their career path.

The taskforce meets every four to six weeks and has already made good progress. For example, we’ve created a range of diversity-focused Slack channels as well as a feedback process so people can anonymously contribute their thoughts in order to shape future activities. We’ve also actioned various diversity and inclusion events, including a Global Butterflies presentation about the non-binary space, events focusing on female leaders and various initiatives to celebrate the histories and cultures of our people.

	Male		Female		Total	
	No.	%	No.	%	No.	%
Board	6	60%	4	40%	10	100%
Senior managers	3	60%	2	40%	5	100%
All employees	272	68%	130	32%	402	100%
Total	281	67%	136	33%	417	100%

Our gender pay gap for 2021 was 16.8% while our gender split was 67% male and 33% female .

The year’s wellbeing activities included a sharp focus on mental health. All line managers are now trained as Mental Health Champions and we benefit from 13 Mental Health First Aiders across the business. A total of 36 line managers, including senior executives, attended a one-day St John’s Ambulance course while all of our Mental Health First Aiders and the Talent Team (comprising all those responsible for people operations, including the CEO) attended two-day courses offered by the same organisation.

In addition, the Spectrum.life mental health and wellbeing solution we implemented at the end of the previous year continued to give our people 24/7 access to online support, including a personal Mental Health Coach and open-ended therapy.

Investing in talented people
continued

> "I applied for a very entry level position, but I found that the company is very good at spotting talents, and being able to say, you're doing this role, but we think you're better than that."

Abiola Lawal, Senior Data Analyst

We also continued to address the challenges of home working during the year, with an expanded virtual events calendar including sessions on cooking and yoga as well as a Christmas Festival – a hugely successful two-day, virtual event that saw online games, educational sessions, music and plenty more to entertain, educate and engage the team. Furthermore, we held quarterly webinars on topics such as back pain as well as comfort and workspace assessments to make sure that home offices were as healthy and efficient as possible. And we recognised the importance of teamwork and relationship-building by making plans for
our first annual company get-together.

We communicate progress on people-related topics via a variety of channels – and in August we added to these with the launch of a monthly newsletter which celebrates our employees' achievements, welcomes new starters, highlights social clubs and informs our people about learning opportunities.

Training and development continued to be expanded and rolled out during the year. Modules included external qualifications for installers and for those in finance and project management, as well as extensive leadership and functional skills training.

Our plans for 2022 and beyond

The IPO has provided the funds to rapidly accelerate our plans to expand our workforce, and we expect to recruit around 200 new team members in 2022, with a focus on software developers and hardware engineers. We have a well-established talent recruitment strategy in place, headed by our CEO, and this will continue to enable us to attract the best talent in line with growing business needs, while we continually monitor the external market to remain competitive. We'll work hard to make sure that we remain alert to how new ways of working can support our people and help with the added pressures for families and people with caring responsibilities.

The Board has appointed Karen Myers as the Non-Executive Director responsible for workforce engagement. In conjunction with the ESG Committee, Karen will develop a programme for Board engagement with the workforce which will be implemented during the course of 2022.

Our wellbeing and social initiatives will also continue – supporting our culture and fostering team spirit and collective achievement. For example, subject to any COVID restrictions, we're hoping to hold our first residential get-together in spring 2022, enabling our people to get to know each other better following a long period when almost all interaction took place online.

Making a positive impact on society

We believe that the electrification of vehicles is one of the most powerful means available to stop travel from damaging the earth.

A key player in the energy transition

The energy transition and decarbonisation agenda has garnered significant attention in recent years. Driven by increasingly supportive national and supranational legislative developments initially, momentum towards carbon neutrality has accelerated as the technologies required to achieve these ambitions have become better developed and adopted.

In order to comply with the Paris Agreement, the UK adopted a Nationally Determined Contribution (NDC) in December 2020, which commits the nation to reducing economy-wide greenhouse gas emissions by at least 68% by 2030 from 1990 levels. This is also in accordance with the legally binding Climate Change Act 2008 which sets a framework for the UK to reduce greenhouse gas (GHG) emissions and build capacity to adapt and strengthen resilience to climate risks.

In December 2020, the Climate Change Committee (CCC) published a report suggesting that surface transport is the highest emitting sector of the UK economy, accounting for 22% of total GHG emissions and 113 million tonnes of carbon dioxide equivalent in 2019. The CCC recommended that emissions from transport would need to be cut by 70% to meet the sixth carbon budget by 2035. In line with the CCC recommendation, on 20th April 2021 the UK government announced it would set the target to reduce emissions by 78% by 2035 compared to 1990 levels.

The adoption of EVs is expected to play a key role in achieving the longer-term goals of the global energy transition and reshaping the global car market in the coming decades.

Streamlined Energy and Carbon Reporting (SECR)

We're committed to better understanding our contribution to climate change and working collaboratively with stakeholders to reduce potential impacts.

We have provided emissions reporting data in line with the UK's SECR requirements.

We do however consider the SECR reporting requirements to be insufficient to fully explain the carbon impact and savings which Pod Point is delivering, and explore this further in our discussion of TCFD.

Energy Efficiency Improvements

Once we've fully established our emissions baseline data during 2022, we plan to set out a comprehensive plan for ongoing emissions improvements across our business, in addition to more fully defining the carbon saved by people using our charging network to avoid using internal combustion engined vehicles.

As you would expect, we're very focused on ensuring our staff use electric vehicles wherever possible. Our staff company car scheme offers only fully electric vehicles, however we have not yet succeeded in converting our field team to electric vehicles. This is predominantly due to the challenges of sourcing suitable electric vans; however, as suitable vehicles are now starting to arrive on the market, we will focus on converting our field team to fully electric and, where that is not possible, by moving to 'range extended vehicles' over the coming years.

Breakdown of Emissions by Scope

Our direct carbon emissions under Scope 1 in 2021 were 211 tonnes from fuel combustion for transport purposes. Our indirect carbon emissions for Scope 2 in 2021 amounted to 19.2 tonnes and come from electricity purchased and consumed across our offices and assets. Our Scope 3 carbon emissions in 2021 from business travel were 2.7 tonnes.

Fuel Type	kWh	tCO_2e
Scope 1 – Combustion of Fuel for Transport Purposes	248,980	211.0
Scope 2 – Purchased Electricity & Gas	102,858	19.2
Scope 3 – Business Travel	3,303	2.7
Total	**355,141**	**232.9**

Making a positive impact on society
continued

Energy Intensity Ratio

We use two separate candidate metrics to calculate Energy Intensity Ratio. Since each metric has material pros and cons, we're providing each for SECR purposes:

Number of charging units shipped or installed
The total number of charging units shipped or installed offers a tangible and robust metric that relates to our economic output across different routes to market at this point in our journey. However, it has limitations, in that the fundamental purpose of our network is to provide electricity to electric cars, rather than charging units for their own sake. For example, a year of very high utilisation of our network, yet with lower numbers of units shipped or installed (which may happen should the network reach a more steady state in future), may represent excellent performance towards our goals, but the Energy Intensity Ratio number would be disappointing with this metric.

The units shipped Energy Intensity Ratio is: 232.8/66,002 = 3,528 gCO_2e/charging unit shipped or installed.

Total energy supplied through our network
While this metric is clearly more positive towards the performance of our network of charging points, the data we collect is only partial, as not all units remain connected at all times. This makes it a less precise metric.

The total energy supplied through the Pod Point network metric Energy Intensity Ratio is: 232.8/171,528,550 = 1.36 gCO_2e/kWh supplied through the Pod Point network.

Methodology

We have followed the 2020 UK Government Environmental Reporting Guidance, using emission conversion factors relevant to the reporting period from the Department for Environment, Food and Rural Affairs (DEFRA) and the Department for Business, Energy and Industrial Strategy (BEIS).

Travel for our in-house and external install partners has been calculated using actual km travelled, and manufacturer supplied g/km, combined with the 2020 UK Government real world emissions factor applied.

Energy used in our offices (NB: excluding remote workers) has been calculated from billed electricity used, multiplied by the Government 2021 grid intensity factor, plus gas used multiplied by the government conversion factor.

Expensed travel other than that used by our internal and external install partners assumes all vehicles are 'Average Car' as defined by UK Government GHG Conversion Factors.

Task Force on Climate-Related Financial Disclosures (TCFD)

On 9th November 2021, Pod Point became a premium listing on the main market of The London Stock Exchange. This placed the company within scope of the FCA Listing Rules to report against the 11 detailed recommendations of TCFD just seven weeks prior to the year end. We consider climate and the impact which our activities have upon climate to be central in everything we do. However, given the focus on the IPO process and the short amount of time that the company has been listed, the Directors have not been in a position to dedicate the significant time and resource required to directly comply with the TCFD requirements within this Annual Report. In the meantime, we are able to make the following statement in relation to the four TCFD pillars – Governance; Strategy; Risk Management; and Metrics and Targets.

Governance

The Board has established an ESG Committee, chaired by Dr Margaret Amos, an independent Non-Executive Director to establish appropriate and effective structures to govern how the Board oversees ESG and our climate-related risk. The ESG Committee will be supported by an ESG Working Group consisting primarily of senior members of the executive team to provide operational oversight of all of Pod Point's ESG and climate initiatives. The ESG Committee will meet at least at least twice a year and will be responsible for overseeing progress against climate goals and targets. The ESG Working Group will be responsible for ensuring that the management team are informed about those goals and targets and that the ESG Committee is informed about progress. During 2022, the ESG Committee will develop a plan and timetable for bringing Pod Point into compliance with TCFD. The aim will be to achieve significant, if not complete, progress towards compliance in 2022.

Details of the ESG metrics incorporated into the executive remuneration targets are set out in the Directors' Remuneration Report on page 79.

For 2022, we initially plan to focus the majority of our efforts in 2022 on carbon emissions as we consider these to be most closely aligned to our mission. We will however also consider, with a lower priority, other environmental elements including plastics, packaging, waste and others.

Making a positive impact on society
continued

Strategy

We consider the majority of our climate impact to be from enabling our customers to adopt electric vehicles by using our network of electric vehicle charging points. In 2021, for example, we saw c.172GWh of energy transfer through Pod Point charge points into the nation's electric vehicles. We believe this saved 127,000 tonnes of CO_2e during the year as a result of miles being driven electrically rather than through internal combustion engines.

During 2022, we plan to significantly extend our carbon reporting beyond that required by SECR and provide much more detailed analysis of the carbon intensity of our products and the building of our network of charge points. We will also consider the appropriate short-, medium-and long-term time horizons for how we evaluate climate-related issues and their impact on our business, strategy and financial planning.

Risk Management

As described on pages 45-46, our risk management process is being developed at pace. The identification and assessment of climate-related risks and opportunities and approach to managing climate-related risks is being incorporated and integrated into this process.

We see climate issues presenting both opportunity and risk.

On the opportunity side, we expect the ongoing global focus on climate change will be a key driver of electric vehicle adoption, with a corresponding positive impact on the requirement for the charging infrastructure we deliver.

Balancing this however, there are potential risks to our business from a supply chain and operational perspective and further risks may also need to be considered. This is an area we intend to do more work on over 2022.

Metrics and targets

Although we have presented our SECR figures, we consider this to be a very simplistic assessment of our carbon impact, and intend to provide more complete data on our carbon impact in our next report. We will continue to provide data on the carbon saving we calculate as a result of our customers using our charge points to enable their electric vehicles.

During 2022, the ESG Committee and ESG Working Group will develop the suite of metrics required to measure and manage climate-related risks and opportunities, including key targets and detail on the methodology, baselines and time frames for these targets.

We're looking forward to further developing our climate reporting over the next year, and in turn to presenting a more complete perspective on the climate impact of our activities in our next annual report.

955m

km of low carbon travel supported

127k

Tonnes of CO_2e saved

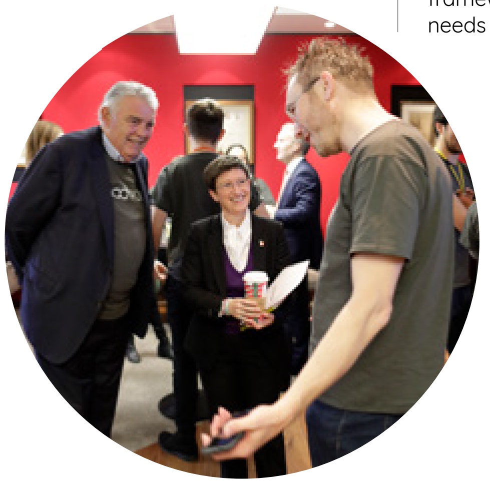
Approximately

0.3%

of all UK passenger car miles driven in 2021 were charged on a Pod Point.

Engaging with our shareholders

The Board leads our shareholder engagement activities and is responsible for ensuring that we consider investors' interests and views in all our key decisions.



The Board places great importance on building and maintaining positive two-way relationships with shareholders. This not only ensures that investors understand our strategy, objectives and progress, but also enables our Board to access the wealth of experience and expertise that our major shareholders can provide.

How we engage with our shareholders

As a newly-listed company, our engagement framework and activities are evolving to meet the needs of our new shareholders.

Our progress during 2021

Prior to the conclusion of the IPO process, our shareholders comprised EDF, the UK's largest producer of low-carbon electricity, and Legal & General Capital (LGC), which is part of one of the world's largest asset managers. We engaged with these shareholders via regular formal and informal communications and events. These included meetings and presentations led by our CEO and CFO as well as ad hoc interactions such as telephone and video calls.

Our preparations for the IPO focused on communicating the business case and strategy to potential incoming shareholders through a range of channels, including analyst presentations and a comprehensive Prospectus.

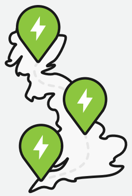
We engaged Tulchan Communications during the year to provide strategic financial and corporate communications advice. Tulchan has a proven track record of helping clients to build and protect their reputations with the full range of stakeholders and has earned the trust of many of the world's leading companies.

Our plans for 2022 and beyond

Our shareholder engagement framework and activities will begin to mature over the coming 12 months, supported by the ongoing relationship with Tulchan and our Corporate Brokers BoA Securities and Numis.

We'll be holding our initial AGM in 2022 as well as roadshows to support the Preliminary results and the Half Year results, led by our CEO and CFO.

Working with our major shareholder



Our relationship with EDF is well-established and mutually beneficial. EDF acquired 78% of Pod Point in February 2020, and remains our majority shareholder following the IPO.

There's close and productive alignment between Pod Point and EDF, with both organisations playing important roles in the UK's drive towards a low carbon economy:

- EDF is the UK's largest producer of low-carbon electricity, meeting around one-fifth of the country's demand.
- EDF has built a strong global EV ecosystem including subsidiaries that span across EV charging, V2G, battery storage, flexibility services and hydrogen.
- EDF has access to c.39 million customers worldwide.
- EDF will continue to support our growth plans.
- All transactions with the majority shareholders are reported monthly to the Board and any non-arms length transactions require Board approval prior to any shareholder approval being sought.

There is a relationship agreement in place between the company and EDF and we've entered into a number of arms length commercial agreements for the supply of goods and services to each other and agreed to collaborate on certain commercial opportunities. For example, we're now able to engage EDF engineers to install our charge points – adding depth to our in-house installation services and improving service for our customers. We also meet formally every quarter to share product plans and strategies, and together we're developing a roadmap that outlines our agreed technical and commercial initiatives.

Since early 2020, two senior executives from EDF have served as Non-Executive Directors on our Board, acting as important conduits between the two companies. Robert Guyler is currently CFO at EDF Energy while Philippe Commaret is Managing Director of EDF's Customers segment.

Risk Management

Effective risk management is essential to the achievement of our strategic objectives and driving sustainable business growth.

We aim to maintain an appropriate balance between protecting the company against specific risks while being able to encourage appropriate and monitored risk-taking and innovation that allows us to take advantage of business opportunities.

Our approach to risk management has always been an integral part of our overall governance and management approach centred around identification, assessment, monitoring and management of risk.

Although some aspects of risk governance were enhanced and formalised around the IPO in November 2021, the key elements were in place beforehand. During 2021, we identified 23 key risks that had the potential to impact our business, and these were included in the IPO Prospectus. We have now rationalised that initial list and arrived at a total of ten Principal Risks, details of which are provided below.

As we move into 2022 and our first full year as a listed company, we are working to embed and develop all aspects of our risk management framework and process and will report in more detail on this progress in our 2023 Annual Report.

Risk Management continued

Responsibility for risk

Our risk management framework is designed to foster a proactive, open and accountable culture of bottom-up reporting and escalation, partnered with informed and experienced top-down direction and oversight. With respect to risk, we believe the role played by our operational teams and management is just as important as the role played by the executive team, the Audit & Risk Committee and the Board. While the Board has overall responsibility for the management of risks, it is our open culture of ownership and responsibility for the governance of risk that sets the tone across the business.

Risk identification

Our approach to risk combines a top-down strategic view that meshes with a bottom-up reporting and escalation culture. We support a pro-active, open and accountable culture across the business to provide the right conditions for risk identification, discussion and escalation. The strategic view involves an assessment of the external environment in which we operate to evaluate the risks which we are comfortable being exposed to in pursuit of our performance objectives – our risk appetite.

The bottom-up reporting culture allows for the identification, management and monitoring of risks in each area of the business thus ensuring that risk management is embedded in our everyday operations.

Once identified, management, tracking and control of risks is provided through our risk register which in turn helps us to steer the strategy of the business.

Risk measurement and tracking

Our risk register has been developed to allow the key risks we identify to be scored and for the actions taken to mitigate and control them to be tracked and monitored. The risk register was established during the IPO process and is owned and developed by the executive team.

The risk register sets out the key risks identified in each of our business segments and functions, allocating an owner to each, together with an assessment of the risk impact, likelihood of occurrence and a scoring of the risk on an inherent unmitigated basis; and a mitigated basis after having taken account of internal controls and appropriate steps being taken to minimise impact or reduce the likelihood of occurrence. It also keeps a record of actions to be undertaken in the future to further mitigate the impact of risk.

The risk register helps to identify the actions required going forward to:

- ensure greater consistency of controls across the business;
- consider the need for additional controls or a change to the current processes;
- protect the business from unexpected events; and
- improve the efficiency and effectiveness of financial and operational processes.

Risk management and monitoring

Performance monitoring of risk management activity must ensure that the treatment of risks remains effective and that the benefits of implementing risk control measures outweigh the costs of doing so. Performance monitoring is a continual review not only of the whole process, but also of individual risks or projects and of the benefits gained from implementing risk control measures.

Our process for managing risk is:

(i) Identify realistic risks
This involves looking externally at the market and internally at financial and business operations to establish what events could impact us. This is an ongoing activity as part of daily engagement between management and teams across the business. As part of our quarterly strategic review, our executive team dedicates time to reviewing and updating our assessment of existing risks tracked on our risk register as well as horizon scanning for emerging risks that may impact us in the future.

(ii) Analyse their potential impact and likelihood
With all risks identified, we assess the likelihood of their occurrence and the potential consequence or impact of that occurrence on both an inherent (unmitigated) and a mitigated basis, after having accounted for appropriate steps being taken to control, monitor and minimise their impact.

(iii) Score risks to prioritise their management
The likelihood and impact of each risk on business performance is calculated in order to score each risk and enable prioritisation of resources towards actions recorded on the risk register.

(iv) Treat risks to minimise their impact
Once scored, the risks that are considered acceptable and those that need to be further addressed are established. For acceptable risks, where needed appropriate mitigation steps are assigned for implementation and tracking. For unacceptable risks, strategies are developed to avoid them to the extent possible and plans made so that the business is ready to deal with them and minimise their impact should they occur. The outcome of this step is a prioritised list of risks and actions which the business can act upon and allocate resources towards.

(v) Continually monitor the situation
The position is thereafter checked for risks occurring, new risks emerging and changes in the assessment of existing risks in order that these can be reviewed and dealt with competently. The risk register is reviewed on an ongoing basis by the executive team, with a formal quarterly update and on a biannual basis by the Board, with the Audit & Risk Committee conducting an in-depth annual review.

Our principal risks

1. Our growth and success is highly correlated with and thus dependent upon the continuing adoption of and demand for EVs.

Risk	Mitigation
The market for EVs is fast-growing but relatively new. It's continuously evolving and is characterised by changing technologies, price competition, additional competitors, evolving government regulation and industry standards, frequent new vehicle announcements and changing consumer demand and behaviour. Although demand for EVs has grown in recent years in the UK, with a significant uptick in 2021, there is no guarantee of continuing future demand. Slower sales of EVs may result in lower demand for charging equipment, thereby impacting Pod Point's sales. A slower than anticipated increase, or even a decrease, in the sales of EVs in the United Kingdom could have material adverse effect on our business, financial condition, results of operations and prospects. In addition, the demand for EVs and public charging infrastructure varies across the UK, and it remains to be seen whether a roll-out of public charging infrastructure can be successful in areas with lower concentrations of individuals driving EVs and therefore reduced usage demand.	We continually monitor the EV market and discuss likely sales volumes and timings with OEMs. Our install capability uses high levels of third-party sub-contractors to help us effectively manage variations in the pace of growth. We monitor, and actively engage with, the development of government regulation and policy affecting demand for EVs in the UK. In doing so, we try to ensure that government and regulators (such as the CMA) have real and current data on which to base their decisions, plus it gives us insights into future regulatory and policy changes so that we may adjust our strategy accordingly. We monitor and assess usage of charging infrastructure across both our owned asset charging network and the network we manage on behalf of our customers. Usage patterns then inform our investment decisions and the information we provide to customers when we are advising them on charging solutions.

2. Competition in the industry and market segment in which we operate may materially adversely affect our market share, margins and overall profitability.

Risk	Mitigation
Our industry and market segment are highly competitive, and we face significant competition from large international organisations as well as smaller start-ups. Competition is based on several key criteria including price, product technology and performance, delivery times, flexibility, design and innovation, brand recognition, customer access and sales power as well as the scope and quality of services. In addition to existing EV charging infrastructure competitors, our current automotive OEM partners may decide to develop or acquire certain capabilities in-house, reducing demand for our products, systems and services. In particular, there is a risk that automotive OEMs develop their own branded charging equipment. This could particularly affect the Group in the Home segment, as the use of a branded system means EVs would be sold with their own branded chargers for home use, leading to reduced demand for our home charging solutions. Automotive OEMs could also use their size and market position to influence the market. These developments could limit our addressable market and our ability to gain new customers and therefore could negatively impact our business, financial condition, results of operations and prospects.	We continually monitor the competitive landscape including pricing, technological innovation and product developments. In 2022, we are investing in our product technology and customer proposition to ensure we stay at the cutting edge of the market. We cultivate our relationships with key customers and partners, such as car OEMs, to ensure we have the best insights into market developments. Given the relatively early stage of the sector, our long track record and our range and depth of contacts – including longstanding commercial relationships with the automotive OEMs – coupled with our financial strength, should allow competitive risks to be identified, assessed and mitigated quickly and effectively.

Risk Management continued

Our principal risks continued

3. We currently rely on a single manufacturer for our in-house designed and branded AC charge points. A loss of or a disruption to this manufacturer or any of the manufacturer's suppliers and/or sub-suppliers could negatively affect our business.

Risk	Mitigation
We currently rely on a single manufacturer, iPRO, located in the UK, for its in-house designed and branded AC charge points (in contrast to our branded DC charge points, which are supplied by third parties, such as ABB).	Our Director of Manufacturing is in the process of onboarding a second manufacturing partner that should start production of our largest selling product lines by Q2 2022.

4. Ongoing and potential future disruptions to the global supply chain could have a material adverse effect on demand for our products as well as on our ability to source and produce components for our charge points.

Risk	Mitigation
As a result of a number of COVID-19 related impacts – including factory closures, supply chain disruptions, shortages in semiconductors, the repurposing of production lines for COVID-19 related medical devices and anticipated declines in demand – automotive OEMs produced record low numbers of vehicles in 2020. While vehicle production rose in 2021 as manufacturers reopened factories and looked to recover from the effects of the pandemic, global supply chain disruptions continued to affect the availability of semiconductors and therefore the ability of manufacturers to return production to pre-pandemic levels. As a result, our cost of materials increased, impacting our gross margin. While the extent of the impact of semiconductor chip shortages is not yet clear, the Group's business, financial condition, results of operations and prospects could be materially adversely affected. In addition, we use semiconductor chips in our charge points (in addition to other third party supplied components) and have experienced supply constraints and increased pricing as a result of ongoing disruptions to the global supply chain, which, if continued, would be expected to have an adverse effect on margins.	Our Director of Manufacturing has proactively managed our component supply requirements to try to ensure that our manufacturing partners are able to satisfy demand. Where possible we have also ensured we have some spare stock capacity in terms of manufacturing output to allow the impact of potential component shortages to be reduced. For our high volume products, we are pursuing engineering solutions to allow different components to be used to reduce overall demand for certain types of limited supply components.

5. Government and regulatory initiatives, the outcomes of which are unknown, could materially impact our business.

Risk	Mitigation
As the market for EVs and EV-related products is relatively new and growing quickly, it is the focus of various ongoing Government and regulatory initiatives and enquiries, the outcomes of which are unknown. Further, if we fail to comply with any laws or regulations that are enacted as a result of these enquiries and processes, we could be subject to significant liabilities which could adversely affect our business, financial condition, results of operations and prospects.	We have had and continue to maintain good relationships with the various Government departments that potentially impact our business. We actively engage with Government and regulatory consultations which provide valuable insights into policy direction that we feed into our strategy. We ensure our commercial strategy and technology investment plans comply with and adhere to the Government plans as they are communicated.

Risk Management continued

Our principal risks continued

6. We are exposed to health and safety risks related to our products and the installation, maintenance and operation of electrical equipment and systems.

Risk	Mitigation
All charge points conduct electricity and as such carry an inherent potential electrical hazard risk. Our charge point operations involve the installation, maintenance and operation of electrical equipment and systems, which could expose our customers, employees, partners and the public to a number of hazards, including electrical lines and equipment, mechanical failures, transportation accidents and adverse weather conditions. These hazards can cause personal injuries and loss of life, damage or destruction of property and equipment and other related damage, liability or loss.	We ensure our domestic and commercial charge points are designed and manufactured to meet all appropriate industry standards and regulations. We strive to make them safe for use by customers and safe for installation and maintenance by trained and competent engineers. Our charge points are also installed with upstream electrical isolation protection as well as practical safeguards such as guardrails, lighting, signage and bay markings to minimise the electrical hazard. We maintain rigorous health and safety training standards, frequently update employee training in this area and conduct thorough risk assessments before undertaking large installation mandates. We also perform regular checks on our installers with respect to installation standards and practice, and availability and usage of the appropriate tools, equipment and PPE during installation, maintenance, surveying and other activities. We check for compliance with the Electricity at Work Regulations and the IET Wiring Regulations. Our work standards are overseen by the NICEIC along with internal quality assurance. We also hold SafeContractor, Avetta, ConstructionLine and SMAS accreditation for Safe Systems in Procurement. We use an external H&S expert for advice on all related matters and to ensure our standards and methods for internal reporting and management of H&S risks are appropriate. All of our commercial installations receive quality assurance and H&S checking and assessment prior to handover and acceptance. All training and health and safety assessments apply equally to our in-house installers and to third-party sub-contractors we use. We apply stringent pre-qualification assessments for subcontractors prioritising H&S alongside technical competence. Subcontractor installations and certifications are also sampled and inspected for H&S & quality assurance. Our installers are required to supply HSE RIDDOR and LTI reports to us in relation to any reportable incident. We encourage a culture of continual improvement, with reporting of accidents, injuries, near misses, installation issues and concerns raised and handled in an open and supportive manner. We encourage all of our employees to engage with this improvement culture.

Risk Management continued

Our principal risks continued

7. Our technology could have undetected defects, errors or bugs in hardware or software.

Risk	Mitigation
We may be subject to claims that charging stations have malfunctioned and persons were injured or purported to be injured and/or property was damaged or purported to be damaged. Any insurance that we carry may not be sufficient, or may not apply to all situations. Our software and hardware may in future contain undetected defects or errors. We are continuing to evolve the features and functionality of our software platform and charge point hardware through updates and enhancements. This process may introduce defects or errors that may not be detected until after deployment to customers and installation of charge points. In addition, if updates or patches are not implemented, or our products and services are not used correctly or as intended, inadequate performance or disruptions in service may result.	We continue to invest in and improve the functionality and design of our units and the software and systems which support them. All new hardware and versions of software are subject to detailed QA and testing release. The long development history of the business across 13 years combines with our deep knowledge of the sector to ensure that testing of new hardware and software versions is based on extensive practical experience.

8. The deterioration of economic conditions in the UK, a deterioration in the UK's economic relationship with the EU or a future health pandemic may materially adversely impact our business, financial condition and results of operations.

Risk	Mitigation
Our business and results of operations are affected by the general economic conditions of the UK. Changes in these economic conditions, including constraints on the supply of credit, uncertainty and weakness in the labour market and general consumer fears of an economic downturn directly impact consumer confidence and consumer spending as well as the general business climate and levels of business investment. As demand for our products is closely related to demand for EVs, any negative impact on consumer confidence and consumer spending is likely to be reflected in the number of new EVs purchased which in turn is likely to impact demand for our products. In addition, uncertainty and unpredictability concerning the UK's legal, political and economic relationships with the EU and the European Economic Area following Brexit could adversely affect trading agreements and/or lead to logistical and administrative issues for cross-border shipments. Our orders could be delayed or we could be required to pay additional, unexpected tariffs. Furthermore, we saw how the impact of COVID-19 created significant volatility in the global economy and led to reduced economic activity. The extent to which the COVID-19 pandemic and/or future health pandemics impact our business, financial condition, results of operations and prospects will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the pandemic, its severity, the actions to contain the virus or treat its impact, and when and to what extent normal economic and operating activities can resume.	We maintain close relationships with the automotive OEMs and would expect to have some insight or early warning if there was a material economic downturn which will impact demand for EVs and consequently our products and services. We carefully monitor and assess any negative relationship issues between the UK and the EU which could impact our business. We also carefully monitor and assess any COVID related issues, in particular around the health and safety of our employees and sub-contractor partners in the field who may interact with our customers.

Risk Management continued

Our principal risks continued

9. Disruptions to our network and IT systems, including from malware, viruses, hacking, phishing attacks and spamming.

Risk	Mitigation
We depend on our IT systems to, among other things, operate and manage our charge points, exchange information with our commercial partners and customers and to maintain financial records and accuracy. IT systems failures, including risks associated with upgrading systems, network disruptions or a cyber attack could disrupt operations by compromising our cyber security and the protection of customer or Group information and financial reporting and impeding processing of transactions, leading to potential liability and increased costs. Computer malware, viruses, physical break-ins or a cyber attack and similar disruptions could lead to regulatory sanctions, claims and other liabilities and interruption and delays to our services and operations as well as loss, misuse or theft of data. 3G and 4G network outages could adversely affect both our network communication capabilities, as well as user interaction with our mobile application and charge points. If our mobile application is unavailable when customers attempt to access it or it does not load as quickly as they expect, customers may seek other services, which could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, our computer systems, including back-up systems, could be damaged or interrupted by power outages, computer and telecommunications failures, computer viruses, internal or external security breaches, events such as fires, earthquakes, floods and/or errors by our employees. Furthermore, we collect personal information in relation to our customers and employees and other data as part of our business operations. Therefore, we are exposed to the risk that such data could be wrongfully appropriated, lost or disclosed, damaged or processed in breach of privacy or data protection laws.	We have appointed a CIO who is responsible for assessing risk in this area and ensuring that detailed systems, processes and software are deployed to reduce risk wherever possible. We apply market standards in relation to encryption, virus protection and data security. In addition, we use third-party firms to test the robustness of our systems and processes. We have improved communication technology in our charging points to reduce the impact of weak and or intermittent network coverage. We are planning to invest in the infrastructure of all our operating and backup systems.

10. Our success depends on our ability to hire and retain management, key employees and other qualified and skilled employees and we may not be able to attract and retain such personnel.

Risk	Mitigation
Our future performance depends in a significant part on the continued service of senior managers and other key personnel, including employees involved in research and development, sales, marketing and employees with critical know-how and expertise. The loss of the services of one or more senior managers or other key personnel could have a material adverse effect on our business, financial condition, results of operations and prospects. Our success also depends on our continuing ability to attract, retain and develop qualified and skilled personnel, including software developers, designers, technical employees and engineers with the requisite technical background. This is especially important given the increasingly competitive market for talent and the expected high growth in the EV charging segment. In addition, new regulations in the industry could require specific qualifications to install EV charging equipment, which could result in a reduced labour force and higher costs.	We have put in place competitive remuneration packages for all key staff which should encourage strong performance and retain key staff. These packages are in line with listed company norms. We undertake regular staff surveys including on diversity and inclusion. Regular team meetings and 'ask me anything' meetings are held with the CEO to ensure all staff know our strategic direction and to gather valuable feedback. We have adopted a working from home policy which is supported by investment in employees' home offices.

Viability Statement

The Board has addressed the prospects and viability of Pod Point, in accordance with the UK Corporate Governance Code.

Prospects

Pod Point is one of the UK's leading providers of EV charge points. Our mission is to put an electric vehicle charge point everywhere you park. Supported by the proceeds of the IPO, our strategy for the coming years is to build at scale. We'll do this by:

- Expanding our product offering to serve more sub-routes to market and improving our existing product offering
- Developing our software capability to deliver recurring revenue
- Investing in DC owned charge point assets

The business grew strongly in 2021 with revenues increasing from £33.1 million in 2020 to £61.4 million in 2021 and the business delivering a positive adjusted EBITDA. Overall costs grew given the IPO process the business went through to raise gross funds of £120 million.

After taking into account our current position and the principal risks and uncertainties as described on page 47 to 51 of this Annual Report, the Directors have assessed Pod Point's prospects and viability.

Assessment period and process

The business model and strategy as set out on pages 04 to 09 and 24 to 27 are central to an understanding of our prospects and viability. We have prepared a business plan which considers the annual results of and resulting cash flow for the business to 2030. While the rapidly evolving nature of our sector means that even relatively short term forecasting is challenging, the period to 2030 represents the timeframe during which the transition to all new vehicles sold in the UK being PiVs should be completed.

In very simple terms, the prospects and viability of the business are dictated by the rate of increase in PiVs sold each year, and as a percentage of overall new vehicle sales, and the business' ability to maintain its market share of its core Home and Commercial business segments, both of which are linked to the number of PiVs sold each year.

We assess our prospects primarily through our annual planning process, led by the CEO with the CFO. Other relevant functions are also involved, including finance, sales, recruitment and resourcing and commercial.

The Board is fully involved in the annual planning process and is responsible for considering whether the plan takes appropriate account of the external environment, including technological, social, macroeconomic and regulatory changes, as well as the risks and uncertainties of the business.

The output of the annual review process includes the annual financial budget as well as an analysis of the risks which could prevent the plan being delivered. We've prepared a business plan which includes profit, cash flow and ratios for the period to 2030. The budget for 2022 forms the first year of the business plan and is considered and, if appropriate, updated on a monthly basis. Forecasts for subsequent years are updated based on our strategic business planning process and reflect results achieved in the first year. Scenario planning demonstrates that, whilst the business has longer plans, the business has funding planning that supports a viability period of at least three years.

Viability assessment

The Board has made its assessment of Pod Point's prospects with reference to current market conditions and known risk factors, including the possible continuing impacts of the COVID-19 pandemic.

The Board has considered financial performance in 2021 and the risk factors noted above and considers that the key risks which could impact the delivery of Pod Point's financial objectives are:

- Growth in the adoption of EVs
- Competition and its effect on the market share of the Home and Commercial business segments
- Timing of the deployment of IPO funds raised on both Owned Assets and investment in hardware and software technology teams

Conclusion

The Board determined that none of the individual risks outlined above would, in isolation, compromise the Company's viability. In brief, the downside impact of the first two risks would result in reduced revenues and gross margin from the Home and Commercial business segments. The downside impact of the third risk would delay revenues and gross margins from the Owned Asset and Recurring Revenue business segments.

In the case of these risks crystallising, the business would be required to take some mitigating actions largely related to the level of headcount in the business and discretionary spending. In addition, there are certain other actions that could be taken to further minimise the financial impact and maintain liquidity to continue in operation.

Revenue and profitability are clearly affected in these downside scenarios. However, based on the Group's existing cash reserves, combined with incremental cost reduction measures, the business would retain sufficient cash reserves to continue in operation for at least a minimum of three years and for longer if the deployment of IPO funds in Owned Assets was further delayed.

86%

YoY growth in revenue.

99%

YoY percentage increase in gross margin

Section 172 statement

The Directors are well aware of their duty under Section 172(1) of the Companies Act 2006 ("CA06"), to act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- The likely consequence of any decision in the long term
- The interests of the Company's employees
- The need to foster the Company's business relationships with suppliers, customers and others
- The impact of the Company's operations on the community and the environment
- The desirability of the Company maintaining a reputation for high standards of business conduct
- The need to act fairly as between members of the Company

The following disclosure describes how the Directors have had regard to the matters set out in Section 172(1)(a) to (f) and forms the Directors' statement under section 414CZA of The Companies Act 2006.

Pod Point's key stakeholder groups are set out on pages 08 to 09, with information on how both the Board and the wider business engage with those groups and the progress made during 2021 and the priorities for such engagement in 2022.

Although many of the matters referred to in Section 172 are naturally inherent in Pod Point's business activities the current Board members, nearly all of whom were appointed in late 2021 will, during 2022, develop their governance and decision-making processes to ensure that these factors are more systematically and identifiably considered.

During 2021, the Board essentially took one major decision – the decision to proceed with the Company's admission to listing. The following table illustrates how matters set out in Section 172 were incorporated into the decision to proceed with the IPO:

Admission to Listing	
Long-term consequences	• The Company's strategy for growing the charging network in the UK facilitates the replacement of petrol and diesel vehicles with electric vehicles.
Employees	• All employees were invited to participate in the IPO through a free share award providing participants with Company shares worth £3,600 per person.
Business relationships	• Synergy agreements were put in place with EDF to enable Pod Point to continue to benefit from future opportunities to work with EDF and benefit from access to its capabilities across the energy value chain.
Community & environment	• The IPO funds will be invested to extend Pod Point's delivery of products and services which contribute to the global green economy.
Act fairly between members	• A relationship agreement was agreed with the Company's major shareholder, EDF, to ensure that Pod Point is able to operate as an independent company in the interests of all of its shareholders.

Non-financial information statement

This section of the Strategic Report constitutes the Company's Non-Financial Information Statement, produced to comply with Sections 414CA and 414CB of the Companies Act 2006. The information listed is incorporated by cross-reference.

Reporting Requirement	Where to find more information in this report		Supporting policies and procedures
	Section	**Page(s)**	
Business Model	Business Model	04 to 09	–
Non-financial KPIs	KPIs	28 to 29	–
Principal Risks	Risk Management	47 to 51	–
Environmental matters	Making a positive impact on society (ESG)	40 to 42	Our Environmental Policy can be found at pod-point.com/legal/policies
Human Rights	Our Culture (ESG)	37 to 38	Our Modern Slavery Statement can be found at pod-point.com/legal/modern-slavery-statement
Employees	Investing in Talented People (ESG)	36 to 39	–
Social matters	Making a positive impact on society (ESG)	40 to 42	–
Anti-bribery and corruption	Working with the best partners	35	Our Anti-bribery and Corruption Policy can be found at pod-point.com/legal/policies

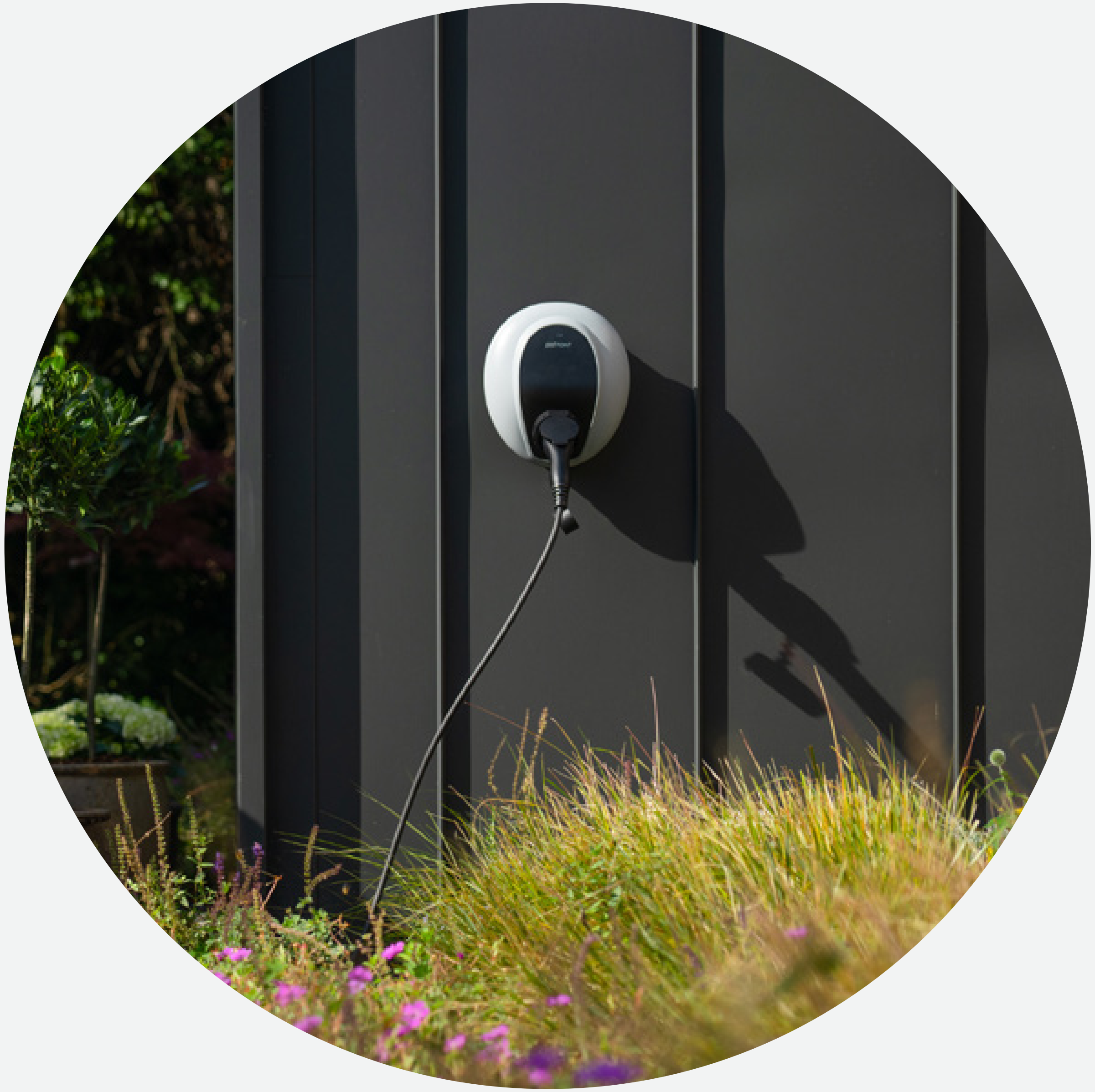
The Strategic Report was approved by the Board of Directors and signed on its behalf by:

Erik Fairbairn
Chief Executive Officer

6th May 2022

Governance

Governance to support our Growth



Chairman's Introduction to Governance

Gareth Davis
Chairman
of the Board

We have made significant headway in establishing the highest standards of corporate governance within the organisation.

Dear shareholder,

I am delighted to present our first Governance Report as a listed Company and also my first as Chair of the Board. Pod Point's Initial Public Offering ("IPO") completed on 9th November 2021 and, therefore, at the date of this report, we have only been a listed company for a few months. We have made significant progress towards establishing the highest standards of corporate governance within the organisation. You will find details of progress made to date, as well as future aspirations, throughout the following pages.

The Board

We have built a strong and effective Board to oversee the Company in its first year as a listed entity. Prior to the IPO, our two key Executive Directors: Erik Fairbairn (Chief Executive Officer) and David Surtees (Chief Financial Officer) were appointed to the Board. Erik founded Pod Point in 2009 and David joined as Chief Financial Officer in 2017. Both provide the strong, entrepreneurial leadership needed to formulate and drive forward the Company's strategy and to effectively oversee its operational performance. Importantly, they also set the tone for Pod Point's unique purpose and culture and I believe it will be a key role for the Board to support them in this over the coming months and years.

We have also recruited six independent Non-Executive Directors to provide independent oversight and challenge to the Executive Directors. I am pleased to introduce Dr. Andy Palmer as Senior Independent Director, with his wealth of board experience and extensive knowledge of the automotive industry. I am also pleased that we have been able to recruit independent Non-Executive Directors – Karen Myers, Remuneration Committee Chair; Dr. Margaret Amos, Audit & Risk Committee Chair; Norma Dove-Edwin and Dr. Erika Schraner – who bring a broad range of skills, experience and perspectives to our Board. In my role as Chair of the Board and of the Nomination Committee, I look forward to benefitting from the insight and counsel of my new colleagues.

We also continue to benefit from having two EDF-appointed Non-Executive Directors – Philippe Commaret and Rob Guyler – on the Board. Philippe and Rob will help us to leverage EDF's UK customer base and optimise Pod Point's access to EDF's capabilities across the energy value chain.

Further biographical details for all Board members can be found on pages 57 to 59.

Diversity

I am pleased that we have started life as a listed company meeting the current expectations of investors and regulators in relation to the diversity of our Board, both in terms of gender and ethnicity.

Committees

Pod Point's shares were admitted to listing on the London Stock Exchange on 9th November 2021. Prior to that, a significant amount of work was undertaken to ensure that the Company had the appropriate governance systems in place. Consequently, our Audit & Risk, Nomination and Remuneration Committees are now up and running and their respective reports below outline their initial priorities and workstreams.

As a Board, we are conscious that Pod Point's mission that travel should not damage the earth puts our environmental and societal impacts firmly at the centre of all that we do and we are keen to ensure that our governance structures are appropriate to our purpose. We have therefore begun to consider how best to achieve this and at our February 2022 Board meeting agreed to form an ESG Committee. Chaired by Dr. Margaret Amos, this Committee will establish appropriate and effective structures to govern how we manage ESG and our climate-related risk. The ESG Committee will also be supported by an ESG Working Group consisting primarily of senior members of the executive team to provide operational oversight of all of Pod Point's ESG initiatives.

Relationship Agreement and Independence

In this report, we provide details on the arrangements we have put in place to ensure a clear and transparent framework for our co-operation with EDF. These arrangements will enable Pod Point to benefit from being part of EDF's ecosystem while retaining its ability to operate independently for the benefit of all of its stakeholders.

Lastly, I would like to thank the Board and all employees who made IPO such a resounding success.

Gareth Davis
Chairman

Compliance with the UK Corporate Governance Code 2018

This Governance Report has been divided into sections that correspond with the five main sections of the Code in order to assist shareholders and other stakeholders in assessing the Company's compliance. Cross-references have been included where information is contained within another section of the Annual Report.

Information about Pod Point's compliance with the Code's Provisions may be found in the following sections of this Report which also explain how the principles of the Code were applied and provide cross-references to other sections of the report and/or the Company's website (www.investors.pod-point.com) where more detailed descriptions are available.

Section	Pages
1. Board Leadership and Purpose:	57 to 62
• Purpose and culture	01, 03, 37 to 38 and 62
• Shareholder engagement	43 to 44 and 62
• Workforce engagement and whistleblowing	38 and 62
2. Division of Responsibilities:	63 to 64
• The role of the Board and Committees	64
• The balance of the Board and division of responsibilities	63 to 64
• Time commitments of Non-Executive Directors	57 to 59
3. Composition, Succession and Evaluation:	65 to 66
• **Nomination Committee Report** (including Board appointments, succession and Board diversity)	65 to 66
• Skills, experience and length of service	57 to 59
• Board evaluation	66
4. Audit, Risk and Internal Control:	45 to 51 and 67 to 69
• **Audit & Risk Committee Report** (including review of the internal audit function and external auditor and processes for overseeing financial and narrative reporting)	67 to 69
• Procedures for managing risk and internal controls (Principle Risks and Uncertainties)	45 to 51
• Viability Statement	52
5. Remuneration (the Directors' Remuneration Report):	70 to 82
• Remuneration Policy	72 to 78
• Remuneration Outcomes	70 to 71 and 79 to 82

These sections also explain how the principles of the Code were applied and provide cross references to other sections of the report and/or the Company's website (investors.pod-point.com/) where more detailed descriptions are available.

The following documents are also available on the Company's website:

- Schedule of Matters reserved to the Board
- Statement of Responsibilities of the Chair, Chief Executive Officer and Senior Independent Director
- Terms of Reference: Audit & Risk, Nomination and Remuneration Committee

Statement of Compliance with the UK Corporate Governance Code

The Company applies and reports against the FRC's 2018 UK Corporate Governance Code (the "Code"), a copy of which can be found at www.frc.org.uk. The Company believes that it has complied with the spirit of the Code and all Principles since its listing in November 2021. Extensive work was undertaken between the date of admission, 9th November 2021, and the publication of this report, 6th May 2022, to bring the Company into compliance with the majority of the Provisions of the Code. Details on compliance with the various Provisions can be found throughout this Governance Report.

For the period from its admission to the Main Market of the London Stock Exchange on 9th November 2021 until 31st December 2021, the Company has applied the principles of the UK Corporate Governance Code 2018 ("the Code") and complied with its provisions except as set out below.

The following table sets out four Code Provisions that the Board has not complied with at the date of this report. The Board believes that it should take steps to comply with these Provisions later in 2022 once the Board, in its current form and composition, has had the benefit of several months of meeting and working together. Consequently, the Board will be in full compliance with the Code during 2022.

Achieving compliance with Provisions of the Code

Outstanding Code Provision	Plan for compliance
12 – Led by the Senior Independent Director, the Non-Executive Directors should meet without the Chair present at least annually to appraise the Chair's performance.	The Senior Independent Director will meet with the Non-Executive Directors to evaluate the performance of the Chair in October 2022.
13 – Meetings of the Non-Executive Directors without the Executive Directors present.	A meeting of the Chair and the Non-Executive Directors without the Executive Directors present will be held in October 2022.
21 – Annual evaluation of the performance of the Board, its Committees, the Chair and individual Directors.	A formal and rigorous internal evaluation will take place around June 2022, once the Board and its Committees have been established and operating for a long enough period of time for an evaluation to prove useful.
22 – The Chair to act on Results of the Evaluation.	The Chair will act upon the results of the valuation by recognising the strengths and addressing any weaknesses following the formal internal evaluation process around June 2022.

Board Leadership and Purpose:
Our Board

Gareth Davis
Non-Executive Chair of the Board
N

Date of appointment

9th November 2021 (<1 year)

Experience

Gareth began his career at Imperial Brands plc and served as Chief Executive from 1996 to 2010. He was a non-executive director of DS Smith plc from 2010-2011, and served as Chair from 2012 to January 2021. Gareth also served on the boards of Ferguson plc (as non-executive director from 2003 to 2004, Senior Independent Director from 2004 to 2011 and Chair from 2011 to 2019) and William Hill plc (as Chair from 2010 to 2018). Gareth has a Bachelor of Arts in Economics and Geography (Hons) from the University of Sheffield.

External appointments

Gareth is the Chair of M&C Saatchi plc and a non-executive director of Gresham House plc

Erik Fairbairn
Chief Executive Officer
E

Date of appointment

25th October 2021 (<1 year)

Experience

Erik Fairbairn founded Pod Point in 2009 with the vision that travel should not damage the Earth. Before starting Pod Point, Erik founded Ecurie25 – Supercar Club in 2005. Ecurie25 was a private members' club that provided members with access to high-end, high-powered vehicles. Erik sold Ecurie25 via trade sale in 2008. He was appointed to the Board in October 2021 and has a Bachelor of Engineering from the University of Sheffield.

External appointments

None

David Surtees
Chief Financial Officer

Date of appointment

25th October 2021 (<1 year)

Experience

David Surtees joined Pod Point as CFO in June 2017 and was appointed to the Board in October 2021. Prior to Pod Point, David was Chief Financial Officer of Innasol, a provider of renewable energy in the United Kingdom, from August 2014 to November 2015. He was Chief Financial Officer of Perform Group from January 2008 to January 2014. David was involved in Perform Group's listing on the London Stock Exchange as a FTSE250 company in 2011. Prior to Perform Group, he was Chief Financial Officer of Shine, one of the UK's leading independent television producers. Before Shine, David worked at Carlton Productions for two years and the BBC for six years. David qualified as a chartered accountant with Price Waterhouse in 1993 and has a Bachelor of Science (Hons) from the University of Bristol.

External appointments

None

Dr. Andy Palmer CMG
Senior Independent Non-Executive Director
A N R

Date of appointment

9th November 2021 (<1 year)

Experience

Andy has more than 42 years' experience in the automotive industry. He served as President and Group Chief Executive of Aston Martin Lagonda Global Holdings plc from 2014 to 2020 and Chief Operating Officer and Chief Planning Officer of Nissan Motor Corporation from 2013 to 2014 (where he also served as Executive Vice President from 2011 to 2013). Andy holds a Master of Science from the University of Warwick and a PhD in Engineering Management from Cranfield University. He is a Fellow of the Royal Academy of Engineering, a Fellow of the Institution of Mechanical Engineers and a Companion of the Chartered Management Institute. Andy was honoured in 2014 with a Companion of the most distinguished order of Saint Michael and Saint George for contribution to the British Automotive Industry.

External appointments

Andy is Executive Vice Chair & CEO of Switch Mobility Ltd, Chair of Optare plc, Vice Chair of Inobat Jsa, Chair of HiLo, Senior Adviser at Falcon Group and non-executive director at Ashok Leyland.

We have built a strong and effective Board to oversee the Company in its first year as a listed entity.

Gareth Davis
Chair of the Board

A **Audit & Risk Committee**
E **ESG Committee**
N **Nomination Committee**
R **Remuneration Committee**
Committee Chair

Board Leadership and Purpose:

Our Board continued

Philippe Commarret
Non-Executive Director

Date of appointment

29th January 2020 (<3 years)

Experience

Philippe was appointed as a Non-Executive Director in January 2020. He has served as Managing Director, Customers at EDF Energy since December 2019 and has worked in various capacities at EDF since January 2000. Philippe graduated from CentraleSupélec, a French graduate engineering school.

External appointments

Philippe is Managing Director, Customers at EDF Energy.

Rob Guyler
Non-Executive Director

N

Date of appointment

11th February 2020 (<3 years)

Experience

Rob was appointed to the Board as a Non-Executive Director in February 2020. He currently serves as Chief Financial Officer, EDF Energy, a position he has held since 2015. Rob also served as Finance Director for EDF Energy Nuclear Generation Ltd from April 2009 to February 2015. He has a BSC Hons in business studies from the University of Bradford and is qualified as a Chartered Management Accountant (ACMA).

External appointments

Rob is Chief Financial Officer at EDF Energy.

Dr. Margaret Amos
Independent Non-Executive Director

A E N R

Date of appointment

9th November 2021 (<1 year)

Experience

Margaret began her career at Rolls-Royce plc in 1990, and most recently served as Senior Finance Business Partner, Aerospace (from 2013 to 2015) and Finance Director, Corporate, IT and Engineering (from 2015 to 2017). After Rolls-Royce plc, Margaret founded and acted as Managing Director of A2 Business Solutions from 2018 to 2020. She was previously a non-executive director of NMCM plc and Velocity Composites plc.

Margaret holds a Doctorate in Professional Practice from the University of Derby and a Masters in Global Supply Chain Management (with distinction) from the University of Nottingham. She is a fellow of the Chartered Institute of Management Accountants and the Chartered Institute of Procurement and Supply.

External appointments

Margaret is a non-executive director and chair of the audit committees of the Ombudsman Services, and Trinity House and a non-executive director of HMG Department for Transport and Volution Group plc (where she is also a member of the audit committee).

Norma Dove-Edwin
Independent Non-Executive Director

A N R

Date of appointment

9th November 2021 (<1 year)

Experience

Norma currently serves as the Chief Digital Transformation Director at Thames Water, where she is responsible for managing the technology function and leading the digital transformation at Thames Water. Prior to this, she held several executive roles serving as the Chief Information Officer at the Electricity System Operator, National Grid (from 2020 to 2022) and the Group Chief Data and Information Officer at Places for People (from 2017 to 2020). She also held a number of senior positions at British American Tobacco plc from 2008 to 2017, including as Head of Global Data Services from 2016 to 2017. Norma holds a Bachelor of Science from Queen Mary University of London, a Master of Science from the University of Stirling and a Master of Business Administration from Imperial College London.

External appointments

Norma is the Chief Digital Transformation Director at Thames Water

A **Audit & Risk Committee**
E **ESG Committee**
N **Nomination Committee**
R **Remuneration Committee**
Committee Chair

Board Leadership and Purpose:

Our Board continued

Karen Myers

Independent Non-Executive Director

A E N R

Date of appointment

9th November 2021 (<1 year)

Experience

Karen worked at William Hill plc from 2015 until 2021 as Chief HR Officer, taking on additional accountability for Corporate Affairs in 2019. Prior to William Hill plc, Karen served as HR Director of RSA Insurance Group plc from 2009 to 2015. Karen started her career at Marks & Spencer Group plc, where she worked from 1997 to 2001, and has worked at Barclays Bank plc (from 2001 to 2006), BT Ltd (from 2006-2008) and Tesco Corporation (from 2008 to 2009) in a number of executive managerial HR roles. Karen also served as Chair of the William Hill Foundation from 2015 to June 2021 and has been a Non-Executive Director and Committee Chair for KellyDeli Ltd since January 2020.

Karen has a Master of Arts (Hons) in Modern History from the University of Dundee and is an associate of the Chartered Institute of Personnel and Development.

External appointments

Karen was appointed Group HR and Corporate Communications Director at National Express Group plc in September 2021.

Dr. Erika Schraner

Independent Non-Executive Director

A N R

Date of appointment

9th November 2021 (<1 year)

Experience

Erika served as Partner, UK Leader for M&A integration services and UK Leader for technology, media and telecommunications M&A advisory services at PricewaterhouseCoopers LLP from 2013 to 2018. Prior to this, Erika held roles in operational transaction services at Ernst & Young LLP in Silicon Valley and Zurich from 2007 to 2013. Erika has held a number of supply chain management and operations roles in her career, including at IBM Corporation (from 1994 to 1996), REL Consultancy Group Ltd (from 1996 to 1998) and Symantec Corporation Inc (from 2003 to 2007).

Erika holds a Bachelor of Science and a Master of Science from the Swiss Federal Institute of Technology Lausanne, and a PhD and Master of Science from Stanford University.

External appointments

Erika is non-executive director at Bytes Technology plc, Vitec Group plc and JTC plc, where she is Chair of the nomination committee. She is also non-executive director and Chair of the audit committee at Aferian plc and will step down from that role on 29th July 2022. Erika will join the board of directors of HgCapital Trust plc on 1st August 2022 as a non-executive director and will chair the management engagement committee.

Meetings

For the purposes of this report, attendance at full Board and Committee meetings is reported in relation to meetings held from the commencement of the IPO process until the end of the year.

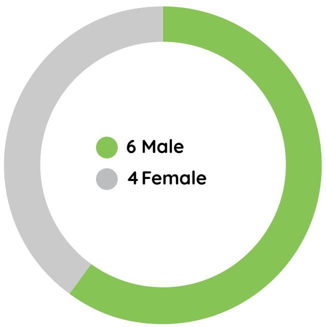
Director Board and Committee meeting attendance table

	Board (scheduled)	Audit & Risk Committee	Remuneration Committee	Nomination Committee
Gareth Davis	5/5	n/a	n/a	1/1
Dr. Andy Palmer CMG	5/5	1/1	1/1	1/1
Erik Fairbairn	5/5	n/a	n/a	n/a
David Surtees	5/5	n/a	n/a	n/a
Karen Myers	5/5	1/1	1/1	1/1
Dr. Margaret Amos	5/5	1/1	1/1	1/1
Philippe Commaret	5/5	n/a	n/a	n/a
Rob Guyler	5/5	n/a	n/a	1/1
Norma Dove-Edwin	5/5	0/1	0/1	0/1
Dr. Erika Schraner	4/4	1/1	1/1	1/1

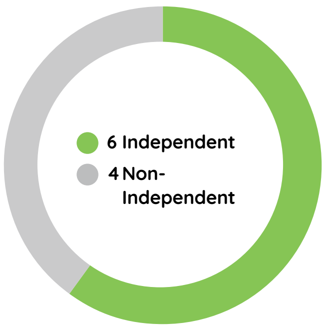
1. Dr. Erika Schraner was engaged by the Company after the first of the pre-IPO board meetings and therefore was only eligible to attend four Board meetings.

2. Norma Dove-Edwin was unable to attend the Audit & Risk, Nomination and Remuneration Committee meetings in November (which were all held on the same day) due to an unavoidable personal commitment.

Board members by gender



Balance of the Board



Board Leadership and Purpose:

Board Activities

During 2021, the Pod Point Group Holdings plc board (the "Board") carried out three stages of activity. In the early part of the year, the Board consisted of Directors appointed by its major shareholders – EDF and Legal & General – and operated under the umbrella of EDF. During the middle part of the year, the Board began preparing for the Company's admission to listing on the Main Market of the London Stock Exchange which was successfully completed in November 2021 (the "IPO" or "Admission"). With the exception of Philippe Commaret and Rob Guyler, who were appointed by EDF and served on the Board for the whole year, the rest of the current Board members were appointed on Admission. The focus of this report, therefore, is on the Board's activities during and following the IPO. A key workstream during the IPO was the establishment of a robust framework of governance, which the Board has continued to build during the first six months following the IPO.

Strategy and business model

The Pod Point mission is simple: to put an electric vehicle charge point everywhere you park. The strategy to achieve the mission is defined in reference to what management sees as the three phases of development of the EV charging market in the United Kingdom:

1) Define top up charging
2) Build at scale
3) Distributed smart energy

Further information about the strategy can be found on pages 24 to 27 of the Strategic Report. In preparation for the IPO, the Board assessed the Company's business case and thereby confirmed the basis upon which Pod Point generates and preserves value over the long term (the business model can be found on pages 04 to 09 of the Strategic Report). In particular, the risks to and opportunities for the future success of the business were extensively considered by the Board and described in the IPO prospectus along with an assessment of the sustainability of the Company's business model. The Company's governance framework was also developed ahead of the IPO as set out in this report. The Board considers that this supports the delivery of its strategy.

Operational performance

The Board is responsible for ensuring that the necessary resources are in place for the Company to meet its objectives and measure performance against them. Review and approval of the annual budget forms part of this assessment, in addition to the Board's ongoing assessment of the Executive Directors' implementation of the approved strategy. The Board reviewed the Budget and Business Plan for 2022 in November 2021 which provides the basis for the allocation of resources and capital expenditure during 2022.

Summary of Board activities during the year

Strategy

- Approved the Admission of the Company's shares to listing on the London Stock Exchange.
- Approved a Relationship Agreement and Synergy Agreements with its major shareholder EDF Energy.

Operational performance

- Approved the 2022 Business Plan and Budget.

Audit, risk and internal controls

- Constituted an Audit & Risk Committee (Audit & Risk Committee Report can be found on pages 67 to 69).
- Established a framework of internal controls and approved a schedule of matters reserved to the Board and a Delegated Authorities Schedule.
- Established a risk management framework and identified the Group's principal and emerging risks (set out on pages 45 to 51).

Strategy, culture, purpose and values

- Established the Company's purpose, values and strategy and approved the Board's mechanisms for assessing and monitoring culture.
- Established workforce policies and practices.
- Established a whistleblowing mechanism for the workforce to raise matters of concern.

Stakeholders

- Identified the Company's key stakeholders and mechanisms for engagement and for ensuring their interests have been considered in Board decision-making (s172 statement can be found on page 53).
- Established an ESG Committee and ESG Working Group.
- Established a workforce engagement mechanism.

Appointments and diversity

- Appointed new Board Directors.
- Constituted a Nomination Committee (the Nomination Committee Report can be found on pages 65 to 66).
- Initiated the executive level succession plan.
- Established a Board Diversity Policy.

Remuneration

- Constituted a Remuneration Committee (Remuneration Committee Report can be found on pages 70 to 82).
- Approved a Remuneration Policy in principle.

Board Leadership and Purpose:

Culture, Values and Purpose

The Board establishes the Company's purpose, values and strategy, and aims to satisfy itself that these and its culture are aligned. A summary of the Board's purpose and values, as approved by the Board in February 2022, can be found below. Further detail on these can be found in the Strategic Report on pages 37 to 38.

Purpose	
Our vision is of travel that doesn't damage the Earth. Our mission is to put an electric vehicle charge point everywhere you park.	
Values	
Human	We will treat people according to their needs
Visionary	We will create the solutions for the problems that don't exist yet
Industrious	We will work hard to do what needs to be done
Guiding	We will motivate people to join us on our journey

Mechanisms for monitoring and assessing culture

The Board is responsible for monitoring and assessing culture and ensuring that policy, practices and behaviours throughout the business are aligned with the Company's purpose, values and strategy. The Board strives to embed the Company's values into the organisation through leading by example and setting a positive tone from the top. The Board draws upon a variety of metrics and indicators in order to conduct its monitoring and assessment of corporate culture, including:

- Feedback from the Board's engagement with employees (see following section)
- Feedback from the Group whistleblowing process
- Feedback on the Health & Safety performance at each Board meeting

Whistleblowing

The Board and Senior Management Team are committed to conducting Pod Point's business with honesty and integrity, and expect everyone involved with the Company to maintain these high standards. Consequently, Pod Point's whistleblowing policy sets an expectation that employees should raise concerns in confidence either through their line manager or the People Operations team or, if they wish, anonymously through third parties. The Board (via the Audit & Risk Committee) receives regular reports regarding any issues raised via the mechanism and ensures that arrangements are made for the proportionate and independent investigation of any matters required, including any follow up action.

Conflicts of Interests

At the beginning of each Board meeting, Directors are reminded of their duties under sections 175, 177 and 182 of the Companies Act which relate to the disclosure of any conflicts of interest prior to any matter that may be discussed by the Board. As part of this process, Directors also notify the Board of any other new board and other appointments that they have or are about to take on. In addition, EDF has entered into an agreement with the Company (the "Relationship Agreement") to ensure that relationships between it and the Company are conducted at arm's length and on normal commercial terms. Messrs Commaret and Guyler have been appointed to the Board by EDF pursuant to the Relationship Agreement. The Relationship Agreement complies with the independence provisions set out in Listing Rule 6.1.4DR for controlled companies.

Workforce policies and practices

The Board is responsible for ensuring workforce policies and practices are consistent with the Company's values and support its long-term sustainable success. Pod Point has already established a number of policies and procedures which set out the values of the Company and the behaviours expected of colleagues. The Board is responsible for approving (including any changes to) the Group's major policies, including those relating to the conduct of business, the workforce, environmental matters, health and safety, data protection, security, insurance, risk management and treasury, which will be reviewed on an annual basis going forwards.

Board Leadership and Purpose:

Stakeholder Engagement

A full analysis of the Group's key stakeholders, and its current and proposed methods for engagement, can be found along with the s172 statement on page 53. During 2022, the Board will be developing a more systematic approach to the evaluation of stakeholder considerations within the Board's decision-making process.

The Company seeks to deliver value for all stakeholders. The Board undertakes regular and proactive engagement to understand stakeholder needs and interests, which inform the Board's decision-making.

A full analysis of the Company's stakeholder groups and how it has engaged with each can be found on pages 32 to 44, along with our s172 statement on page 53.

Workforce Engagement

Pod Point's People Operations team engages with employees through a wide range of channels including anonymous workforce surveys and town hall meetings, as well as Ask Me Anything meetings where people can interact with senior executives and ask questions. In addition, the Board has agreed that Karen Myers will be the NED responsible for workforce engagement. Karen is working with the ESG Committee to develop an ongoing programme for Board engagement with the workforce.

Shareholders

As the Company matures, a formal programme of engagement will be established with its shareholders in order to remain cognisant of their concerns and views in order to incorporate them into Board decision-making.

In December 2021, the Board appointed Joint Brokers and Financial PR agents who will feedback to the Board as necessary on shareholder issues. The Chair is also in dialogue as necessary with the major shareholder, primarily via EDF's appointed Directors.

The Executive Directors are in regular contact with the largest investors and met with many of them during the roadshow of investor meetings during the IPO and following the release of the Company's preliminary announcement in February 2022.

The Company launched an investor website upon IPO, investors.pod-point.com, which contains, or will contain, key information including:

- published financial results;
- a financial calendar;
- details regarding the Company's corporate governance arrangements;
- leadership profiles; and
- regulatory news service announcements.

Investors are encouraged to raise queries via email to the Company's investor relations contact address – investor.relations@pod-point.com. The Chair and Senior Independent Directors are available to meet with shareholders to discuss any matters that they may wish to raise concerning the governance of the Company.

Division of Responsibilities

Gareth Davis, was appointed as Chair on 25th October 2021 and was independent on his appointment to the role. Erik Fairbairn is the Chief Executive Officer and, therefore, the roles of Chair and CEO are held by different people. Andrew Palmer was appointed Senior Independent Director on 25th October 2021. The Board has approved a written statement of responsibilities of the Chair, CEO and Senior Independent Director. In addition to the six scheduled meetings of the full Board during 2022, in October the Chair will also meet separately with the Non-Executive Directors to evaluate the performance of the Executives. The Senior Independent Director will also schedule a separate meeting with the Non-Executive Directors, with the Chair present, to evaluate the performance of the Chair.

The Board consists of five independent NEDs, two Executive Directors, two NEDs appointed by EDF (non-independent) as well as the Chair.

All Directors have access to the advice of the Company Secretary, who is responsible for advising the Board on all governance matters. The appointment and removal of the Company Secretary is a reserved matter for the whole Board. The current Company Secretary was appointed by the Board on 22nd September 2021.

Chair of the Board

- Facilitates effective Board decision-making and governance by ensuring effective information flows and sufficient time for agenda item discussion
- Facilitates constructive Board relations and discussions
- Oversees Director induction and training
- Oversees Board and Committee performance evaluation process
- Oversees succession planning process as Chair of Nomination Committee
- Oversees engagement with key stakeholders, including shareholders

Non-Executive Directors

- Monitor and oversee Group performance against objectives
- Approve and oversee strategic direction
- Serve on Committees

Senior Independent Director

- Provides a sounding board for the Chair of the Board
- Leads the review of the performance of the Chair of the Board
- Acts as sounding board for shareholder queries where inappropriate to raise with the Chair of the Board or Executive Directors
- Chairs the Nomination Committee in instances where succession plans for the Chair of the Board are considered

Chief Executive Officer

- Manages the Group on a day-to-day basis with support of executive management
- Develops and implements Group strategy, plans and commercial objectives
- Manages and mitigates Group principal and emerging risks
- Oversees development needs for Executive Directors and senior management
- Oversees succession planning for key personnel

Company Secretary

- Supports the Board to ensure efficient and effective functioning
- Available to Directors for advice
- Advises the Board on governance matters
- Supports the Directors in receiving information in a timely manner

Division of Responsibilities continued

Governance Framework

There is a clear division of responsibilities between the Board, its Committees and the Senior Management Team.

Board of Directors

Chaired by Gareth Davis

Roles and responsibilities

- Establishes strategic direction of the Group and ensures alignment with purpose and values.
- Oversees the performance of the Executive Directors in fulfilling set strategic objectives.
- Establishes and oversees the framework for risk management and internal control.
- Engages with the Company's shareholders and other key stakeholders.
- Oversees the integrity of financial reporting including approval of financial results announcements.

Nomination Committee

Chaired by Gareth Davis

Roles and responsibilities

- Oversees Board composition and succession planning.
- Oversees Board appointment process.
- Recommends annual Director re-elections.
- Approves Board and Committee membership.
- Approves conflicts of interest.
- Approves Directors' external appointments.
- Oversees Board training and evaluation.
- Oversees Board and workforce diversity and inclusion.

Nomination Committee Report can be found on pages 65 to 66.

Audit & Risk Committee

Chaired by Margaret Amos

Roles and responsibilities

- Monitors integrity of financial reporting.
- Oversees internal audit function.
- Oversees external audit process and relationship.
- Oversees internal control and risk management systems.
- Oversees whistleblowing mechanisms, fraud and bribery prevention.

Audit & Risk Committee Report can be found on pages 67 to 69.

Senior Management Team (SMT)

Roles and responsibilities

- Delivering strategy and day-to-day management of the Group's operations.
- Operating the risk management framework and internal controls environment.

Remuneration Committee

Chaired by Karen Myers

Roles and responsibilities

- Oversees executive Group remuneration, policy and practices.
- Oversees executive Group service agreements and termination payments and benefits.
- Oversees Group share schemes.
- Oversees disclosure of information, reporting and shareholder approval with regards to remuneration.

Remuneration Committee Report can be found on pages 70 to 82.

ESG Committee

Chaired by Margaret Amos

Roles and responsibilities

- Monitors sustainability strategy and reporting.
- Oversees stakeholder engagement.
- Reviews and recommends ESG policies and procedures.
- Oversees workforce engagement plans and strategy.

The ESG Committee will be supported by an executive ESG Working Group.

Market Disclosure Committee

Roles and responsibilities

- Assessing inside information.
- Approving RNS announcements.

Composition, Succession and Evaluation

Nomination Committee Report

Gareth Davis
Chair of the Nomination Committee

Ahead of the IPO, the recruitment of a strong experienced Board was a primary objective and I am delighted that we were able to start our journey as a listed company with such a strong and well-balanced team.

In addition to the Executive Directors and my two colleagues nominated by EDF, we have Directors who bring a valuable blend of automotive, technology, financial, people and remuneration and strategic insight to our discussions. We also have a Board that meets all the current expectations in relation to the diversity of its composition.

Our immediate priority, following the IPO, has been to commence the search for a suitable candidate to replace our CFO, David Surtees, when he retires in the spring of 2023. We began planning for this process at our first Committee meeting in November 2021 and this will be our primary focus in the year ahead. We will also undertake a Board evaluation exercise during the course of 2022.

Gareth Davis
Chair of the Nomination Committee

Board appointments

With the exception of the two Non-Executive Directors appointed under the relationship agreement with our major shareholder, EDF, all of the other members of the Board were appointed at the time of the Company's admission in November 2021. The Inzito Partnership, which was retained to assist with the recruitment of new Non-Executive Directors during the year, does not have any connection with the Directors or the Company.

A brief description of the skills and experience of the Directors is set out on pages 57 to 59 of the Annual Report.

Succession plans

We will keep the leadership needs of the organisation, both the Executive and Non-Executive Directors, under review to underpin the growth of the business. Going forward, we will also regularly review the succession plans for senior executives.

Regarding David Surtees' planned retirement in 2023, as explained in the IPO Prospectus, we have already begun the process for recruiting his successor and have appointed Independent Search Partnership (ISP) LLP to assist us.

Board diversity policy

The Board has approved the Board Diversity Policy (the "Policy") which sets out the approach to diversity on the Board of Directors of the Company (the "Board"). The Policy is consistent with the Policy that applies to the Pod Point workforce which is discussed in the Strategic Report on page 38.

Scope of application

This Policy applies to the Board only. It does not apply to employees of the Company and its subsidiaries.

Policy statement

The Board endorses the benefits of representation of a diversity of backgrounds, including in relation to age, gender, ethnicity and educational or professional background, and is committed to ensuring that the Board benefits from a wide range of skills, knowledge, experience, backgrounds and perspectives.

All appointments will be made on merit against objective criteria within the context of the required balance of skills and background that the Board requires in order to function effectively.

Objectives

To agree measurable objectives for achieving gender, ethnic and cultural diversity on the Board.

To ensure that all searches conducted in relation to Board appointments, whether by the Company or external search firms, identify and present an appropriately diverse range of candidates for the relevant vacancy.

Committee membership

- Gareth Davis (Chair of the Committee)
- Margaret Amos
- Norma Dove-Edwin
- Rob Guyler
- Karen Myers
- Andy Palmer
- Erika Schraner

Summary of key roles and responsibilities

- Monitor and assess the structure, size and composition of the Board and monitor the balance of skills, knowledge, experience and diversity on the Board and in senior management
- Conduct regular and proactive succession planning
- Lead the process for Board appointments
- Make recommendations regarding annual re-election of Directors at the AGM
- Make recommendations regarding Board roles and Committee memberships
- Monitor and approve conflicts of interest
- Approve Directors' external commitments

Composition, Succession and Evaluation

Nomination Committee Report continued

Monitoring and reporting

Every year, we will present the following matters in our Committee report:

- a summary of this Policy and progress made against its objectives;
- the process used in relation to Board appointments;
- our approach to succession planning and the development of a diverse pipeline of candidates;
- how diversity helps the Company meet its strategic objectives; and
- the gender balance of senior managers and their direct reports.

Review

We will review the Policy and its effectiveness annually and recommend any changes for Board approval. A copy of this Policy will be maintained on the Company's website. If necessary, this Policy will be reviewed on an ad hoc basis in consideration of any regulatory or governance developments in relation to Board diversity.

Progress during 2021

During 2021, eight Directors were appointed to the Board, four of the appointed Directors are female resulting in 40% of the Board being female and one Director from a diverse ethnic background. The Board believes an inclusive and diverse membership results in optimal decision-making and assists in the development and execution of a strategy which promotes the success of the Company in line with its overall cultural expectations and for the benefit of its stakeholders.

Induction and development

Each of the Directors appointed during the year has been provided with opportunities to be briefed on Pod Point's operations, including opportunities for briefings with each of the members of the Senior Management Team.

In addition, the Company's legal advisers provided briefings for the Directors on their legal duties and responsibilities as Directors of a Main Market listed company. The Company Secretary and General Counsel will also supply regular updates to the Directors on relevant legal and corporate governance developments.

We are confident that Board members have the knowledge, ability and experience to perform the functions required of a Director of a listed company.

Reappointment of Directors

Having only been appointed since November 2021, most of the Directors will stand for election in accordance with the provision of the articles of association of the Company and will be subject to annual re-election in future years in compliance with the Code. The Nomination Committee is satisfied that the contributions made by the Directors offering themselves for re-election at the 2022 AGM continue to benefit the Board and shareholders will therefore be invited to support their re-election.

External directorships and Directors' time commitments

Significant time commitments of potential Directors are considered before an appointment is formalised.

The Board believes, in principle, in the benefit of Executive Directors accepting non-executive directorships of other companies in order to widen their skills and knowledge for the benefit of the Company. All such appointments require the prior approval of the Board and the number of public company appointments is limited to one. The Executive Directors have not held any such appointments since the IPO.

Board evaluation

Most of the Board members were appointed on Admission (on 9th November 2021). Consequently, it is the Board's intention to undertake a Board evaluation exercise during the second half of 2022, once the Board has had the benefit of a few months of working together.

Audit, Risk and Internal Control

Audit and Risk Committee Report

Dr. Margaret Amos
Chair of the Audit and Risk Committee

I am pleased to introduce the first report of the Audit & Risk Committee since Pod Point's IPO.

Although the Audit & Risk Committee did not formally come into existence until Pod Point's shares were admitted to trading on 9th November 2021, much of the work of the Committee had, in reality, begun long before that date. The Executive Directors, the external auditor and, indeed, members of the Committee, were all significantly involved in the work required to prepare the financial reporting set out in the IPO Prospectus as well as the underlying work on risk and internal controls and procedures. This work was further supplemented by the report prepared by PwC on the Financial Position and Prospects Procedures, for the purposes of the IPO.

As we enter 2022, our focus will be on developing these workstreams into a regular pattern of work for the Committee. In particular, our immediate priorities have been: (i) to ensure that a solid process was put in place for the preparation and audit of the 2021 Annual Report; (ii) to ensure that the internal controls environment continues to develop in line with the programmes put in place during the IPO; and (iii) to evolve our risk management framework. Finally, we are in the process of finalising the appointment of Grant Thornton as our internal auditor. With the IPO taking place so late in Pod Point's financial year, many of the Committee's activities are still in their early stages; however, we outline the progress that we have made in the rest of this report.

The Committee membership has been selected to provide a wide range of financial and commercial expertise as shown in the following table:

Committee member	Expertise
Margaret Amos	Financial, audit, strategy and ESG
Norma Dove-Edwin	Digital transformation and information systems
Karen Myers	Human resources, corporate affairs and remuneration
Andy Palmer	Automotive, operations and capital markets
Erika Schraner	Strategy, supply chain, operations, technology and M&A

External Audit

The Committee oversees the Company's relationship with, and the performance of, the external auditor. This includes responsibility for monitoring its independence, objectivity and compliance with ethical and regulatory requirements. We also have responsibility for approving the nature of non-audit services which the external auditor may or may not be allowed to provide to the Company and the fees paid for these services (subject to de minimis levels).

Committee membership

- Margaret Amos (Chair of the Committee)
- Norma Dove-Edwin
- Karen Myers
- Andy Palmer
- Erika Schraner

Summary of key roles and responsibilities

- Monitor the integrity of the Company's financial statements and other formal announcements relating to financial performance
- Advise on whether the Annual Report and accounts is fair balanced and understandable
- Oversee the internal audit function
- Oversee the relationship with the external auditor and scope of the external audit
- Monitor and review the adequacy and effectiveness of internal control and risk management systems
- Review mechanisms for whistleblowing and prevention and detection of fraud and bribery and other compliance matters
- Engage with shareholders on significant matters related to the Committee's responsibilities

Audit, Risk and Internal Control

Audit and Risk Committee Report continued

Rotation and reappointment

Deloitte has provided external audit services to the Company in its capacity as a private company since 29th January 2020 and was appointed by the Board as the Company's external auditor in its capacity as a public listed entity on 15th October 2021. Deloitte's appointment as external auditor will be approved by shareholders at the AGM on 14th June 2022.

The Company's policy is for no external auditor to stay in post for longer than 20 years and for tenders to be undertaken at least every ten years, in accordance with the provisions of the EU Audit Directive. Accordingly, the next audit tender will take place no later than 2031. The Company proactively assesses the need for an earlier audit tender process in light of unsatisfactory results from the assessment process (see 'assessment of effectiveness').

Assessment of effectiveness

Going forward, our Committee will assess the quality of the external audit process, and the level of competence and professional scepticism demonstrated by Deloitte, and make a recommendation to shareholders regarding their re-appointment at the AGM. The Committee meets privately with the lead external audit partner, and any other audit staff in attendance at Committee meetings as part of the assessment process. We also review the audit strategy for the year, including scope, level of fees and risks. Any issues identified as part of the assessment will be communicated to the external auditor and plans drawn up for improvements to be made.

Independence and objectivity

The Committee will also annually review the external auditor's independence and objectivity by way of:

- assurances provided by the external auditor regarding the safeguards in place to maintain independence; and
- oversight of total non-audit service fees.

Non-audit services and fees

The Audit & Risk Committee has approved a non-audit services policy which sets out a list of services and work that the external auditor is prohibited from undertaking for the Company. It also includes a requirement for the Chief Financial Officer to approve all non-prohibited services up to £25,000 in value, and for the Chair of the Audit & Risk Committee to approve all non-prohibited services over £25,000 in value. During 2021, Deloitte provided audit-related assurance services in connection with the IPO listing of £946,000. As a part of this, Deloitte acted as reporting accountants and performed certain transaction support services. The fees for non-audit services during the year related to work undertaken by Deloitte on a one-off basis in relation to the historical financial information required for the Company's IPO.

Significant issues and other accounting judgements

In reviewing the Group's accounts and Annual Report with management and the external auditors, two areas have been highlighted. Albeit no immediate issues have been noted they will form part of the audit committee's consideration for the year ahead.

Area	**Why is it significant**	**Audit & Risk Committee action**
Inventory	As Pod Point executes its strategy and grows its market share, inventory levels will inevitably rise. The Committee noted and Board approved the appointment of an additional supplier to de-risk and satisfy the Group's increased supply chain requirements. With such increase it is essential that inventory is correctly accounted for in line with accounting standard IAS 2.	The Committee noted the external auditor's comments and recommendation to invest in the necessary IT systems to enhance the controls in this area. This topic has been discussed at the Committee and is included with the work plan for the IT function and also in the Committee's plan of work for the year ahead.
Revenue Recognition	The audit of revenue recognition is standard practice under International Standards On Auditing (UK and Ireland) 240. Pod Point's revenue has been considered into two fractions; 'sales to residential' and 'sales to commercial customers'.	The Committee noted the external auditors report and their conclusion of no significant findings to report. The Committee reviewed the internal policy of revenue recognition and considers it to be reasonable and appropriate. The policy will be reviewed as part of the annual review process.

Risk management and internal control

The Group's risk assessment process and the way in which significant business risks are managed is one of the Committee's key areas of focus. Our activity here is driven primarily by the Company's assessment of its principal risks and uncertainties, as set out on pages 45 to 51. Building on work undertaken during the IPO, the Company is developing an internal control environment to protect the business from the material risks which have been identified. Management is responsible for establishing and maintaining adequate internal controls over financial reporting and we have responsibility for ensuring the effectiveness of these controls.

Ahead of the IPO, an analysis of the Group's system of internal control and risk management framework was carried out both through internal reviews and also with the assistance of external advisers, as part of the review of financial position and prospects procedures. Much of the focus of this work prior to the IPO was on IT and data controls and a programme of action which was initiated during the IPO is now being regularly monitored by the Committee. Significant progress has been made in control areas identified as needing further development and we will continue to receive updates on completing and embedding actions. The management team has developed a robust IT Strategy and Cyber Security plan which is being monitored by the Committee on a regular basis.

Audit, Risk and Internal Control

Audit and Risk Committee Report continued

In accordance with the requirements of the 2018 UK Corporate Governance Code, we confirm that we have reviewed the Group's risk management and internal control systems. No significant failings or weaknesses were identified as a result of the review that may significantly impact the financial statements.

Internal audit

The Audit & Risk Committee is responsible for reviewing and approving the role and mandate of the Company's internal audit function, and monitoring and reviewing the effectiveness of its work. Prior to the IPO, Pod Point did not have an internal audit function; however, it was decided to outsource the internal audit function and the Committee engaged Grant Thornton to perform this role. Grant Thornton are preparing an internal audit plan for 2022 with a view to commencing internal audit work in the second quarter of 2022.

Whistleblowing

The Board has delegated oversight of the Group's whistleblowing policies and procedures to the Committee.

Details of the current policy and procedures are set out on page 61 of the Corporate Governance Report.

We will review incidents reported via the Company's whistleblowing arrangements at each meeting and will monitor the steps being taken by management in response to each report.

Going concern and viability statements

The Committee reviewed the updated wording of the Company's longer-term viability statement, set out on page 52. To do this, we ensured that the financial model used was consistent with the approved three-year plan and that scenario and sensitivity testing aligned clearly with the principal risks of the Company. Committee members challenged the underlying assumptions used and reviewed the results of the detailed work performed. We were satisfied that the analysis supporting the viability statement had been prepared on an appropriate basis. We also reviewed the going concern statement, set out on page 20 and confirmed our satisfaction with the testing methodology.

Fair, balanced and understandable

The Committee has undertaken a careful review to ensure that the Annual Report is 'fair, balanced and understandable' and provides the necessary information for shareholders to assess the Company's consolidated position, performance, business model and strategy.

The Committee and other Board members were consulted at various stages of the drafting of the Annual Report, as well as having the opportunity to review the Annual Report as a whole. In forming its opinion and recommendation to the Board in respect of the above matters, we assessed the following:

- A qualitative review of disclosures and a review of internal consistency throughout the Annual Report and Accounts;
- A review by the Committee of all material matters, as reported elsewhere in this Annual Report and Accounts;
- A review of the environmental, social and governance (ESG) disclosures;
- A risk-comparison review, which assesses the consistency of the presentation of risks, and significant judgements throughout the main areas of risk disclosure in this Annual Report and Accounts; and
- Ensuring it correctly reflects:
  - the Company's position and performance as described on pages 11 to 14 and 28 to 29;
  - the Company's business model, as described on pages 04 to 09; and
  - the Company's strategy, as described on pages 24 to 27.

On the basis of this work, together with the views expressed by the external auditor, the Committee recommended, and in turn the Board confirmed, that it could make the required statement that the Annual Report is 'fair, balanced and understandable'.

On behalf of the Committee, I would like to thank everyone involved for their hard work during and since the IPO, especially the finance team. I look forward to meeting with shareholders at the AGM and answering any questions they may have about the work of the Committee.

Dr. Margaret Amos

Chair of the Audit and Risk Committee

6th May 2022

Remuneration

Directors' Remuneration Report

Karen Myers
Chair of the Remuneration Committee

The Directors' Remuneration Report that follows has been prepared in accordance with the Listing Rules, the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 and the Companies Act 2006.

Dear Shareholder

This is Pod Point's first Directors' Remuneration Report.

This Directors' Remuneration Report consists of three parts:

- The Annual Statement, which summarises the activities of the Remuneration Committee and our approach to remuneration, key decisions made and the context for those decisions.
- The Directors' Remuneration Policy (the "Policy") which sets out the remuneration framework that applies to the Executive Directors, the Chairman and the other Non-Executive Directors and will be subject to a binding vote at the 2022 AGM.
- The Annual Report on Remuneration, which will be subject to an advisory vote at the 2022 AGM.

Committee membership

The Remuneration Committee comprises all the independent Non-Executive Directors, namely Karen Myers (Chair of the Committee), Margaret Amos, Norma Dove-Edwin, Dr. Andy Palmer and Dr. Erika Schraner. The biographies of each member of the Committee are set out on pages 57 to 59.

The context of remuneration decisions before and after Admission

In advance of Admission, the Company reviewed the Group's remuneration policy for Executive Directors and other senior employees, to ensure that it is appropriate for the listed company environment and rewards and creates an incentive for delivering long-term sustainable growth. In undertaking this review, the Remuneration Committee sought independent, specialist advice.

The main objectives of the policy, which applies from Admission, are to attract, retain and motivate the Executive Directors and senior employees and to support the implementation of the Group's business strategy in a way which is aligned to the creation of long-term shareholder value. The policy reflects the Pod Point culture and values. Fixed pay has been set to be at around the market median and incentive levels as a percentage of salary are around the upper quartile resulting in target total remuneration between the median and the upper quartile to ensure that Pod Point, as a high-growth company, can manage costs but continue to compete for talent following Admission.

Remuneration

Directors’ Remuneration Report continued

The Remuneration Committee oversees the implementation of the Company’s remuneration policy and, in particular, ensures that the Executive Directors are fairly rewarded for performance and the successful implementation of the Group’s strategy. The Remuneration Committee will also take account of Pod Point’s stakeholders and how their interests have been served. When deciding the Directors’ Remuneration Policy, the Committee consulted with Pod Point’s largest shareholders at the time. To support the Company’s growth ambitions, a significant proportion of potential total remuneration is performance-related and will be delivered in shares. The remuneration arrangements introduced at Admission for the Executive Directors with also reflect standard market practice in listed companies.

The pay levels determined for our senior management team reflect the fierce competition for talent in our high growth sector and are intended to support the transition from a private to public company. The IPO remuneration arrangements for the Chief Financial Officer were set with his planned retirement in mind and the desire to ensure an orderly and well managed handover process. The Directors’ Remuneration Policy is subject to approval for the Policy at the 2022 AGM.

Pre-Admission the Board agreed to make, on a one-off basis, awards to the Executive Directors and c.40 senior executives. These awards will not be repeated and do not feature as part of remuneration policy post-Admission. They reward the Chief Executive Officer who is also the founder of the company, the Chief Financial Officer and other senior executives for their contribution over many years to building the Company and for gaining Admission to the Main Market. They are also intended to create an incentive to retain the Chief Executive Officer and other key members of the leadership team over the medium to long term following Admission. The IPO Share Awards are designed to encourage long-term share ownership and forge an alignment of interest between the leadership team and shareholders. The IPO arrangements for the Chief Executive Officer also ensure that he is, from the point of Admission, a significant shareholder in addition to his own investment. The IPO Share Awards were contingent on the Chief Executive Officer’s purchasing shares at Admission worth £3 million from his own funds. He chose to invest a further £1 million from his own funds. The Chief Financial Officer also has a significant shareholding as the result of his IPO Share Award and shares owned outright. Their interests are therefore strongly aligned with those of Pod Point’s shareholders. More details of the IPO Share Awards are set out on pages 80 to 81.

The Company also recognised the extraordinary contribution of all employees to building the Company and to the successful IPO through the one-off grant of free share awards under the Share Incentive Plan (“SIP”) to all employees of Pod Point. Each eligible employee received an award over approximately £3,600 worth of shares (or cash equivalent where not possible to grant shares) at the time of award. The Company also made a one-off IPO cash bonus to all staff (except the Executive Directors and other senior managers) with payment differentiated for length of service. The Remuneration Committee wanted to create an opportunity for employees to share in the success they are helping to create and to encourage share ownership. The experience of Pod Point’s employees has and will continue to be an important consideration for the Committee when implementing the remuneration policy.

Performance and reward outcomes for 2021

Annual Bonus

No annual bonus payable was paid to the Executive Directors for the financial year 2021. Some senior executives, including the current Chief Financial Officer, received a cash bonus in connection with the IPO to reflect the completion of pre-IPO bonus arrangements and their contributions up to Admission. For David Surtees this represented a payment at Admission of £600,000 as set out in the Prospectus.

IPO Share Awards and IPO Cash Awards

Part of the one-off IPO Share Awards granted to the Chief Executive Officer and Chief Financial Officer at Admission comprised a restricted share award (“IPO RSAs”) with vesting subject to continued employment and holding requirements but not conditional on the achievement of any performance targets. Some of the shares vested on Admission and the remainder vest based on continued service over a period of up to four years from Admission. Although most of the shares are subject to continuing service, in accordance with the reporting requirements, the value of all the shares is shown in the single total figure table in full for 2021 (despite the fact that the vesting of shares is phased, and the final tranche will not vest until the fourth anniversary of Admission).

IPO Performance Share Awards have performance periods which are measured over three and four years so the vesting of the shares will be reported in subsequent Directors’ Remuneration Reports once assessed. The vesting of the shares is heavily linked to Pod Point’s relative and absolute Total Shareholder Return (TSR).

Remuneration

Directors' Remuneration Report continued

Directors' Remuneration Policy

As a newly-listed company, the 2021 Directors' Remuneration Policy set out on pages 74 to 78 is our first Policy presented to shareholders for approval at the 2022 AGM. When designing the Policy, the Remuneration Committee was mindful of the six factors listed in the UK Corporate Governance Code: clarity, simplicity, risk, predictability, proportionality and alignment to culture.

From Admission, Executive Directors' remuneration will comprise a base salary, pension, annual bonus, and the ability to participate in the Company's employee share plans.
The Policy features include:

- A conservative yet competitive approach to base salaries, which recognises the skills and experience of the Executive Directors, but also the overall composition of their remuneration and greater weighting to performance-related pay.
- Pension provision which is the same as the contribution available to all employees which is 4.5% of salary.
- Annual bonus of up to 125% of salary with 30% of the bonus being deferred into shares which vest after two years and are subject to any outstanding shareholding requirements.
- A share award under the Long-Term Incentive Plan ("LTIP") of up to 200% of salary. Awards vest after three years and any vested shares will be subject to a further two-year post-vesting holding period.
- Shareholding guidelines of 300% of salary for the CEO and 200% for another Executive Director which continue to apply in full for a period of two years post-cessation (with transition arrangements for the current CFO due to his planned retirement).
- Comprehensive malus and clawback provisions.

The policy provides the opportunity for competitive remuneration opportunities only where short-term and long-term performance targets have been met. The weighting of pay is deliberately balanced towards variable incentives which will support the long-term business strategy.

Implementing the policy for FY22

The salaries of the Executive Directors which were set at Admission will remain unchanged for 2022. Salary increases for employees generally were 4% with effect from 1st January 2022.

The Annual Bonus Plan ("ABP") will operate for the first time in 2022. The Committee determined that the most appropriate performance measures are revenue (50% weighting), Adjusted EBITDA (25% weighting) and five specific operational measures (25% weighting). More details of the measures are set out on page 79.

The Prospectus described the Pod Point Long-Term Incentive Plan which was adopted at Admission and noted that the Committee intended to make its first grant under the LTIP in 2022. The usual annual award to the CEO under the Directors' Remuneration Policy, is 200% of salary. For 2022, however, the Committee agreed that the award for the CEO should be 150% of salary. The Remuneration Committee took account of the share price at the time the award was made in March 2022 and reduced the level of award for the CEO further by 10%, ie 15% of salary, to 135% of salary to 135% of salary. The CFO was not eligible for an LTIP award due to his planned retirement in March 2023. The performance period is three years and the vesting of shares under award will be subject to revenue in FY24 (25% weighting), recurring and owned asset revenue in FY24 (25% weighting), cumulative adjusted EBITDA (25% weighting) and an ESG measure based on proportion of Battery Electric Vehicles (BEV) or Range Extended Electric Vehicles (REX) vehicles leased or owned by Pod Point's employees and installers. Vested shares will be subject to a two-year holding period. More details of the rationale for the measures and targets for 2022 are set out on page 79.

The measures and targets for the ABP and LTIP directly link with Pod Point's highly-focused business strategy, and reflect the high growth nature of the business, to build sustainable earnings and recurring revenue. Having assessed the remuneration arrangements in the round, the Remuneration Committee was satisfied that the measures provide a balance between financial, operational and value creation objectives as well as building on our purpose through a focus on the transition to an EV fleet.

Conclusions

We look forward to engaging with our shareholders and other stakeholders on an ongoing basis. I would welcome any feedback or comments on the Directors' Remuneration Report more generally.

Karen Myers

Chair of the Remuneration Committee

6th May 2022

Remuneration

Directors' Remuneration Report continued

Overview of Directors' Remuneration Policy and operation for FY22

Element of Pay	Chief Executive Officer – Erik Fairbairn	Chief Financial Officer – David Surtees
Base Salary	£450,000 (no increase for FY22).	£360,000 (no increase for FY22).
Pension	Aligned to the employer contribution for all employees. This is 4.5% of salary in 2022.	
Benefits	Car allowance of up to £20,000.	Car contribution of up to £9,000 towards the Company's EV car scheme. (Up to £15,000 for any future Executive Director.)
Annual Bonus Plan	Max: 125% of salary. 70% paid in cash/30% deferred into shares for two years when they will vest. This will apply to the CFO even given his planned retirement. Subject to revenue (50% weighting), Adjusted EBITDA (25% weighting) and operational measures (25% weighting).	
LTIP	Up to 200% of salary (proposed award of 150% of salary for FY22 but reduced further to 135% of salary given share price at award date). Three-year vesting period plus two-year holding period. Subject to revenue in FY24 (25% weighting), recurring and owned asset revenue in FY24 (25% weighting), cumulative adjusted EBITDA (25% weighting) and an ESG measure based on proportion of Battery Electric Vehicles owned or leased by our employees and installers.	No award
Shareholding guideline	300% of salary. Continues for two years post cessation.	100% of salary. Continues for one year post cessation. (200% of salary and continuing for two-year post cessation for any future Executive Directors).

The Directors' Remuneration Policy will be submitted for approval at the 2022 Annual General Meeting ("AGM"). The Remuneration Committee intends that the new Policy will operate for three years. The Policy was reviewed and approved by the Remuneration Committee. As part of the process input was received from the Chief Executive Officer and, to help to minimise potential conflicts of interest, our independent external advisers provided active support throughout to the Remuneration Committee.

Objectives of the policy

The proposed Directors' Remuneration Policy, effective from the date of the 2022 AGM, has been designed taking into account the six factors set out in provision 40 of the UK Corporate Governance Code.

Clarity

The Policy is in line with standard UK listed company practice and should be well understood by shareholders.

The details of each element of the Policy are clearly set out.

The Policy can be explained in straightforward terms to participants to understand.

The performance measures are clear and well-defined.

Simplicity

Our arrangements include a market standard annual bonus and a single Long-Term Incentive Plan.

The design of the Policy is simple and straightforward.

The measures for the incentive plans are simple and operationally-focused.

Risk

The Committee retains discretion to override formulaic outturns.

Performance measures and the target ranges are set on a challenging, yet realistic basis to avoid undue risk taking. A balance of measures is used to avoid overly focusing on a single metric at the expense of the wider business.

Assessment of targets is done with appropriate liaison with the Audit Committee as necessary.

The heavy weighting towards long-term share-based pay encourages a long-term, sustainable mindset.

Comprehensive clawback and malus provisions are in place.

The Policy allows for competitive but not excessive pay outcomes.

Predictability

The Policy contains appropriate limits for each component of pay. On an aggregate level a dilution limit is in place.

The potential reward outcomes are set out in the illustrations provided in the Policy.

Performance outcomes will be reviewed at regular intervals so there will be no surprises at the end of the performance period.

Proportionality

Performance will be assessed on a broad basis, including a combination of financial, value creation and operational metrics. The use of different measures ensures there is no undue focus on a single metric which could be at the detriment of other stakeholders.

Where possible sliding scale performance ranges are used to ensure outcomes are proportionate to the performance standards set and delivered.

The Committee retains discretion to override formulaic outturns.

The Committee will assess pay outcomes in the light of stakeholders' interests.

Alignment to culture

The Policy encourages long=term share ownership which is aligned with the sustainable purpose of the business and is encouraged throughout Pod Point.

The Policy will reward and recognise performance and achievement.

Remuneration

Directors' Remuneration Report continued

Remuneration policy for Executive Directors

The following table summarises each element of the remuneration policy for the Executive Directors, explaining how each element operates and links to the corporate strategy.

Element of pay	Purpose/link to strategy	Operation/performance	Maximum
Base salary	The foundation stone of our remuneration policy. Set to attract and retain individuals with the required capabilities.	Salaries are set on appointment taking into account the individual's skills and experience and the recruitment market. Usually paid monthly. Salaries are reviewed although not necessarily increased annually normally with effect from 1st January in the light of: • Affordability • Pay increases for the workforce • Performance • Changes in scope of responsibilities/role • External market trends • Internal differentials/relativities • The value of total remuneration • The Remuneration Committee's judgement Salaries are benchmarked against similarly-sized companies and other relevant comparators and competitors as considered appropriate.	Annual increases will normally be in line with the average increase for the UK employees except in exceptional circumstances, including but not limited to change in the scope and scale of the organisation, change in role, the need for accelerated pay progression, internal differentials and external relativities.
Pension	To encourage employees to save and build up capital for the long term whether through participation in an occupational scheme or payment of a cash allowance instead.	Contribution or unconsolidated cash allowance (or in combination) determined as a percentage of annual salary and usually paid monthly. Not linked to performance. The level of contribution or cash allowance in lieu of a pension contribution is intended to be in line with the maximum contribution available to all employees.	No more than the pension contribution available to all UK employees (which at the date of Policy approval is 4.5% of salary).
Other benefits	To ensure total remuneration is competitive and to provide some financial protection against illness and to encourage wellbeing.	A range of benefits is provided in line with typical market practice including, but not limited to, a car or car allowance and permanent health insurance. Additional benefits may be provided within the Directors' Remuneration Policy for other reasonable business reasons such as relocation whether domestic or international.	The CEO's car allowance will not exceed £20,000 per year. The car allowance for any other Executive Director will not exceed £15,000 per year. The maximum value of other benefits will vary depending on the cost to the Company of providing them. This excludes any relocation benefits which will be capped by the approved relocation policy.

Element of pay	Purpose/link to strategy	Operation/performance	Maximum
Annual Bonus Plan ("ABP")	To focus the attention of the Executive Directors and reward them for achieving results based on targets set in line with the annual business plan and the longer-term corporate strategy.	The annual bonus will be based on financial, strategic and/or operational measures and targets set for and measured over the financial year. They may also include individual and team-based objectives and targets. At least 50% of the performance measures will be financial. Up to 30% of any bonus earned (subject to a de minimis amount) will usually be delivered in shares which will be deferred for two years (the "DBSP"). Dividends or dividend equivalents may be paid to the extent the shares vest. Both the cash and DBSP elements of annual bonus will be subject to malus and clawback provisions. Deferred bonus shares are forfeitable on leaving unless the Executive Director is deemed to be a "good leaver".	The maximum for the CEO and for any other Executive Director will be 125% of salary a year. No bonus will be paid below threshold and the full bonus will be paid only for meeting or exceeding the maximum performance standards set. The bonus earned for meeting target may vary from year to year depending on the measures and a range of commercial factors.
Long-Term Incentive Plan ("LTIP")	To align the long-term interests of the Executive Directors with those of shareholders. To encourage teamwork across the leadership group. To reward for delivering long-term sustainable results and to retain.	Annual awards of performance shares. The share scheme will allow for a variety of share-based arrangements including conditional shares, forfeitable shares and nil-cost or nominal cost options. The Remuneration Committee may set any measures as it considers appropriate from year to year based on the Board's strategic objectives. The awards vest three years after the date of appointment and Executive Directors will be required to hold (if necessary after tax has been paid) the shares for two years after they have vested. Dividends or dividend equivalents may be paid to the extent the shares vest. Malus and clawback will apply.	Maximum annual award of up to 200% of salary. No more than 25% of the shares under award will vest at threshold or the deemed equivalent.
Share ownership requirement	To encourage Executive Directors to invest their own capital – including remuneration from released and vested shares – in the company.	Executive Directors are required to retain some or all of the net value of vested shares under the Deferred Bonus Plan and the Performance Share Plan until they have met the requirement.	300% of salary for the CEO and 200% of salary for any future Executive Director. Executive Directors will normally be required to maintain their shareholding for two years after they leave the board. For the current CFO, given his planned retirement the holding requirement will be 100% of salary, which must be maintained for one year after he leaves the Board.

Remuneration

Directors' Remuneration Report continued

Element of pay	Purpose/link to strategy	Operation/performance	Maximum
All-employee share schemes	To encourage teamwork across the company and to align the interest of all employees with those of shareholders. To create an opportunity to share in the success of the company, where possible, tax-effectively.	Executive Directors may participate in any all-employee share scheme, on the same terms as other employees, in accordance with HMRC and other requirements.	Subject to the relevant legislation

Fees policy for Chairman and Non-Executive Directors

The following table summarises the fees policy for the Chairman and the NEDs.

Element of pay	Purpose/link to strategy	Operation/performance	Maximum
Fees	To provide a competitive fee to attract NEDs who have the requisite skills and experience to oversee the implementation of the Company's strategy.	Fees for the Chairman are set by the Committee. Fees for the other NEDs are set by the Board excluding the NEDs. Fees are reviewed, but not necessarily increased, annually. Fee increases are normally effective from 1st January. Fee levels are determined based on expected time commitments of each role and by reference to comparable fee levels in other similar sized companies. Additional fees are payable to the Senior Independent Director and Chairs of Board Committees to reflect their additional responsibilities. Additional fees may be paid for other responsibilities which include a higher time commitment than normal. Reasonable business expenses (including any tax thereon) will be reimbursed. The Chairman and the other NEDs may also receive reasonable benefits including, for example, the installation of a charging point.	There is no overall aggregate annual limit for fees payable to the NEDs.

Discretion retained by the Committee in operating the incentive plans

The Committee administers the respective incentive plans in line with their rules, in accordance with HMRC regulations and the Listing rules where relevant. To ensure the efficient administration of these plans, the Committee will retain discretions which include (but are not limited to) the following:

- the number of participants in the plans;
- the possible timing of grants, vesting and/or payments under the plans;
- the size of any grant, vesting and/or payment (within the limits set out in the approved Policy for Executive Directors);
- determining the performance measures and targets which are appropriate for each incentive plan from year to year;
- whether it is necessary to use discretion to amend the outcome;
- determining the leaver status and the appropriate treatment under the incentive plan;
- determining the relevant treatment of outstanding awards in the event of a change of control; and
- determining the relevant treatment of outstanding awards in certain circumstances (e.g. corporate restructuring events, variation of capital and special dividends).

The Committee will also have the ability to amend or replace the performance conditions applying to outstanding awards if an event occurs which causes the Committee to believe that the original condition is no longer appropriate. Any change to the performance conditions cannot be materially less challenging than the original condition would have been but for the event in question.

Legacy arrangements

As set out in the Prospectus, the Company has various legacy IPO arrangements, some of which remain subject to time vesting and/or performance conditions post-IPO. These are summarised further under the section headed 'Legacy IPO Award grants' in the Annual Report on Remuneration. This Policy gives authority to the Committee to honour the commitments entered into with current Directors prior to the Company's Admission. Equally the Committee will honour any commitments made to any future internally promoted Directors prior to their appointment to the Board. Details of any payments under the legacy incentive arrangements will be set out in future Directors' Remuneration Reports as they arise.

Recoupment (malus and clawback)

Malus and clawback may be applied at any time before an award vests or for three years after vesting in the following circumstances:

- material financial misstatement;
- significant reputational damage;
- gross negligence or gross misconduct by a participant;
- fraud effected by or with the knowledge of a participant;
- conduct or behaviour by a participant which breaches the Company's values;
- material corporate failure;
- a failure of risk management, including material breach of health and safety standard or failure to prevent bribery, corruption or tax evasion;

Remuneration

Directors' Remuneration Report continued

- an event resulting in a material detrimental effect on the Company's stakeholders or market reputation;
- unreasonable failure to protect the interests of the Company's stakeholders; and
- where awards were granted or vested based on erroneous or misleading data.

Malus permits the Company to reduce the amount of any unvested award, including awards in holding periods. Clawback permits the Company to reduce the amount of any vested award or any future salary or bonus and also require the employee to pay back amounts.

Selection of performance measures and targets

The Remuneration Committee will choose the most appropriate performance measures for the ABP and LTIP based on the strategic priorities of the business at the time. The measures, weightings and targets used may change from year to year to reflect the needs of the business and its KPIs.

Measures used may include financial (such as revenue and adjusted EBITDA), operational, strategic, ESG, personal or collective non-financial milestones. The broad use of such measures is intended to ensure performance is assessed on a rounded basis and is appropriately aligned to the Group's KPIs.

The Committee will set the performance targets for the ABP and LTIP after considering internal business plans, external analyst consensus (to the extent it exists) and other relevant economic and regulatory indicators. The target range will be challenging, yet realistic so as not to incentivise undue risk taking. Achieving the top end of the performance range will require stretching over performance.

Statement of consideration of shareholder views

Prior to Admission the views of Pod Point's two major shareholders (who remain substantial shareholders) were carefully considered when determining the Policy. In advance of the 2022 Annual General Meeting, the Remuneration Committee Chair wrote to Pod Point's largest shareholders and the shareholder representative bodies. The Committee will continue to engage with shareholders and to respond to shareholder feedback.

Material changes to the Policy will be subject to prior consultation with major shareholders.

Differences in remuneration policy for Executive Directors and employees in general

The Company provides a market competitive package to all employees with the potential for further reward through annual incentives linked to the achievement of key performance objectives which are consistent with those of the senior management team. However, Executive Directors have a larger proportion of their package weighted towards variable pay so more is 'at risk' than it is for employees in general. The longer-term nature of pay, including deferral periods, post-vesting holding periods, shareholding requirements and post-cessation shareholding requirements do not apply to employees more generally.

For 2022, the LTIP has been operated for c.45 individuals who are most able to influence Group level performance. All eligible employees are able to participate in all-employee share plans in order to become shareholders in the business. The Company will consider the introduction of ongoing all-employee share plans during FY22.

Statement of consideration of employment conditions elsewhere in the Group

Pod Point had 409 employees as at the end of the financial year, most of whom are in the UK. Following Admission and from FY22, the Committee will be kept informed of pay and employment conditions throughout the Company, at least on an annual basis. The Committee will receive regular updates on pay information such as base salary increases and annual incentive outcomes throughout the Company. The Committee will also approve share incentives granted.

The output from wider Board employee engagement activities will be fed back into the Committee to assist its deliberations.

The Committee has not, to date, consulted with employees on matters of remuneration policy. The Committee will ensure that the appropriate mechanisms are in place for employee engagement on executive remuneration matters as appropriate.

Executive Directors' external appointments

Executive Directors may accept an external appointment as a Non-Executive Director with the prior approval of the Board. Any fees payable for such an appointment can be retained by the Executive Director. Neither of the Executive Directors serve as a non-executive director on another listed company board.

Recruitment policy

The remuneration package for any new Executive Director will be set in accordance with the terms of the Policy in place at the time of appointment. The principles which will be applied are set out below:

Element of pay	Recruitment Policy
Base salary	Set at an appropriate level on appointment which takes into account the skills, experience and knowledge of the individual and the responsibilities of the role. If the base salary is set initially at a lower position to reflect experience, subsequent increases may be higher than those of employees generally to achieve the desired market position in line with the individual's development in the role.
Benefits	To be in line with the Policy. The Committee will have the discretion to pay certain relocation expenses as deemed necessary.
Pension	To be in line with the Policy.
ABP	To be in line with the Policy. Any ABP for the year of appointment will be pro-rated based on service rendered. Depending on the timing and circumstances of the appointment, it may be appropriate to use different performance measures for the remainder of the initial performance period.
LTIP	To be in line with the Policy. An award may be made shortly after appointment.
External appointments	The Committee may decide to compensate for any remuneration forfeited when leaving their previous employer. Any compensation will be of no higher value than that of the awards forfeited and would generally be determined on a comparable basis taking into account the form, time horizons and any relevant performance conditions. Any such buy-out award may be granted under the LTIP or the provision available under UKLA Listing Rule 9.4.2.
Internal appointments	For an internal appointment, any existing pay or contractual arrangements agreed prior to them being appointed to the Board, may be allowed to continue on its original terms, adjusted as relevant to take into account the new appointment.
Non-Executive Directors' fees	To be in line with the Policy.

Remuneration

Directors' Remuneration Report continued

Executive Directors' service contracts

Each Executive Director's service agreement will be terminable by the Company or the respective Executive Director on six months' written notice. The Company will also be entitled to terminate an Executive Director's service agreement with immediate effect by payment in lieu of notice, equal to the basic annual salary that would have been payable during the notice period. The contracts are available for inspection as are the letters of appointment of the Chair and the Non-Executive Directors at the Company's registered office.

The date of each executive joining the Board is noted in the table below:

	Date of joining the Board
Erik Fairbairn	25th October 2021
David Surtees	25th October 2021

The service contract of any new appointment is expected to be consistent with that of current Executive Directors.

Non-Executive Directors' terms of appointment

The Non-Executive Directors do not have service contracts with the Company but instead have letters of appointment. The date of appointment and the most recent re-appointment and the length of service for each Non-Executive Director are shown in the table below:

	Date of appointment	Length of service
Gareth Davis (Chair)	28th April 2021	1 year
Phillipe Commaret	29th January 2020	2 years
Robert Guyler	11th February 2020	2 years
Andy Palmer	24th May 2021	1 year
Margaret Amos	2nd June 2021	1 year
Norma Dove-Edwin	6th May 2021	1 year
Karen Myers	11th May 2021	1 year
Erika Schraner	21st June 2021	1 year

For the Chair and the Non-Executive Directors other than Philippe Commaret and Robert Guyler, each appointment is for a fixed term ending on the Company's third Annual General Meeting following Admission, but each appointee may be invited by the Company to serve for a further period or periods. Philippe Commaret and Robert Guyler's appointments are expected to continue for so long as they are nominated as Directors. In any event, each appointment is subject to annual re-election by shareholders at each Annual General Meeting. The appointments of the Chair, Andy Palmer, Margaret Amos, Norma Dove-Edwin, Karen Myers and Erika Schraner may be terminated at any time by either party giving the other six months' written notice or in accordance with the Articles. Philippe Commaret and Robert Guyler's appointment may be terminated at any time by them giving the Company three months' notice or in accordance with the Articles or the Relationship Agreement.

Policy on payment for departure from office

The Company will be entitled to terminate an Executive Director's service agreement with immediate effect by payment in lieu of notice equal to the basic annual salary the Executive Director would have been entitled to receive during the notice period, payable in equal monthly instalments which are reduced if the Executive Director secures alternative employment/engagement within that period (the Executive is contractually obliged to make reasonable efforts to secure alternative employment/engagement).

The Committee will take into account the contractual entitlements, rules of the incentive plans, the specific circumstances for the departure and the interests of shareholders when determining the termination treatment:

Component of pay	Voluntary resignation or termination for cause	'Good leaver' (e.g. death, ill health, disability)
Salary, benefits and pension.	Paid for the proportion of the notice period worked and any untaken holidays pro-rated to the leaving date (including the balance of any notice period).	Paid for the proportion of the notice period worked and any untaken holidays pro-rated to the leaving date. A Payment In Lieu of Notice ("PILON") for salary only for the balance of any notice period may be made in instalments subject to mitigation.
ABP.	Ceasing employment part way through the bonus year will normally result in no bonus being paid.	Good leavers are eligible to receive a ABP award at the normal payment date, pro-rated for time served. Any award will be subject to an assessment that the relevant performance targets have been met.
DSBP awards.	Unvested DSBP awards will lapse.	Awards will normally continue to vest on their original vesting date.
LTIP awards (and legacy IPO Share Awards).	Unvested LTIP awards will lapse.	LTIP awards will normally be retained by the individual for the remainder of the vesting period and remain subject to the relevant performance conditions, with the award time pro-rated. The Committee will retain discretion to assess the performance conditions and allow awards to vest at an earlier date if considered appropriate (and to disapply time pro-rating if considered appropriate).

Any outstanding SIP and/or SAYE awards will be treated in line with HMRC regulations.

The Committee has the authority to settle any legal claims against the Company, if considered to be in the best interests of shareholders. The Committee may also reimburse legal costs and provide a contribution towards outplacement support if felt appropriate.

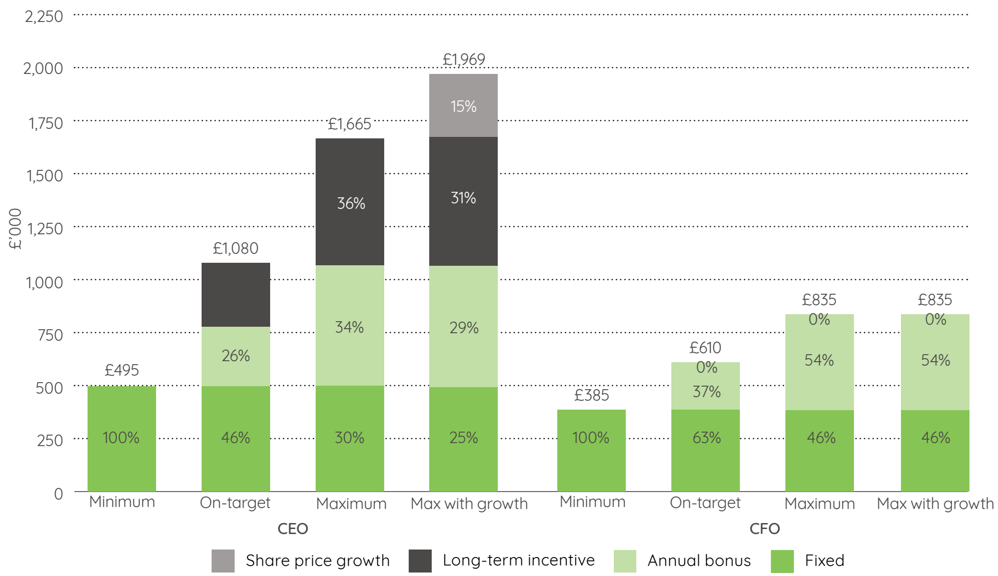
If there is a change of control or similar event, outstanding awards may vest early subject to any performance criteria assessment subject to time pro-rating unless the Committee believes it is not appropriate. Alternatively, awards may be exchanged into equivalent awards in any acquiring company on such terms as the Committee agrees with the acquirer.

Remuneration

Directors' Remuneration Report continued

Illustration of remuneration policy

The chart below set out the potential values of the remuneration package for FY22 under various performance scenarios.



Notes

a) Salary represents annual salary for 2022. Benefits have been included based on estimated 2022 figures.

b) Pension represents the value of the annual pension allowance for Executive Directors of 4.5% of salary.

c) Minimum performance comprises salary, benefits and pension only with no bonus awarded and no LTIP vesting.

d) Target performance comprises ABP payouts and LTIP vesting at 50% of maximum (provided for illustrative purposes only) but with no share price appreciation.

e) Maximum performance comprises ABP payouts and LTIP vesting at maximum level but with no share price appreciation.

f) Maximum + share priced growth comprises the figures referred to in note e) above plus an assumed increase of 50% in the value of the LTIP award to take account of potential share price appreciation.

NB: there is no LTIP award for David Surtees in FY22 due to his planned retirement. The LTIP award for Erik Fairbairn in FY22 was 135% of salary.

Implementation of Policy for FY22

Element of Pay	Chief Executive Officer – Erik Fairbairn	Chief Financial Officer – David Surtees
Base Salary	£450,000	£360,000
Pension	4.5% of salary	
Benefits	Car allowance of up to £20,000	Car contribution of up to £9,000 towards the Company's car scheme
ABP	Max: 125% of salary Subject to Revenue (50% weighting), EBITDA (25% weighting) and operational measures (25% weighting) Targets considered to be commercially sensitive, but will be disclosed on a retrospective basis 30% of any bonus earned will be deferred into shares and vest after two years. This will apply to the CFO even given his planned retirement	
LTIP	135% of salary on grant. This represented a reduction of 10% of the award of 15% of salary and took into account the performance of the share price between the date of Admission and the date of award in March 2022. Subject to:	No award due to planned retirement

Measure*	Weighting	Threshold (25% payable)	Maximum (100% payable)
Revenue in FY24	25%	£133m	£196m
Recurring and Owned Asset Revenue in 2024	25%	£18m	£33m
Cumulative adjusted EBITDA FY22-FY24	25%	£20m	£40m
ESG – proportion of Pod Point UK leased or owned fleet which are Battery Electric Vehicles (BEV) or Range-Extended hybrid Vehicles (REX)	25%	75% are BEV or REX	95% are BEV or REX

* the Remuneration Committee has selected the performance measures, for the first award following Admission, based on Pod Point's strategy for growth, its operational value drivers, and taking into account the importance of being able to set robust and measurable targets. Strong performance against these measures will drive value for shareholders and stakeholders. The Remuneration Committee will work closely with the Audit Committee to ensure that financial and operational measures and targets are carefully evaluated.

Element of Pay	Chair's Fee	NEDs' Fee
Fees	£209,000	Base Fee: £58,000 Audit Chair's Fee: £12,000 Remuneration Chair's Fee: £11,000 Senior Independent Director's Fee: £10,000

Annual Report on Remuneration

Single total figure of remuneration (audited)

The following tables set out the total remuneration received by Executive Directors and Non-Executive Directors from the date of incorporation, which represents 11 months ended 31st December 2020 and the full year ended 31st December 2021.

£'000		Salary and fees	Benefits[1]	Bonus	LTIPs	Pension [2]	Total before Legacy Awards	Legacy Award - IPO Share Awards[4]	Legacy Award - IPO Cash Award[4]	Total figure remuneration	Total Fixed Pay	Total Variable Pay
Executive Directors												
Erik Fairbairn	2021	281	6	–	–	2	289	3,879	–	4,168	289	3,879
	2020 (11 months)[5]	223	8	1,982[3]	–	21	2,234	–	–	2,234	2,234	1,982
David Surtees	2021	269	–	–	–	2	271	420	1,200[7]	1,891	271	1,620
	2020 (11 months)[6]	158	–	296[3]	–	5	459	–	–	459	459	296
Non-Executive Directors												
Gareth Davis	2021	30	–	–	–	–	30	–	–	30	30	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–
Phillipe Commaret[8]	2021	–	–	–	–	–	–	–	–	–	–	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–
Robert Guyler[8]	2021	–	–	–	–	–	–	–	–	–	–	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–
Andy Palmer	2021	10	–	–	–	–	10	–	–	10	10	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–
Margaret Amos	2021	10	–	–	–	–	10	–	–	10	10	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–
Norma Dove-Edwin	2021	8	–	–	–	–	8	–	–	8	8	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–
Karen Myers	2021	10	–	–	–	–	10	–	–	10	10	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–
Erika Schraner	2021	8	–	–	–	–	8	–	–	8	8	–
	2020 (11 months)	–	–	–	–	–	–	–	–	–	–	–

Notes to table

1 Benefits corresponds to the taxable benefits receivable during the relevant financial year
2 Pension corresponds to the amount contributed to defined contribution pension plans or a cash payment in lieu of a pension contribution
3 The bonus amounts in 2020 include legacy pay arrangements agreed with EDF relating to the acquisition of the business by EDF in February 2020
4 Legacy Awards relate to IPO Cash and IPO Share Awards – see pages 80 to 81
5 Full year 2020 total including legacy awards: £2,250,502, fixed pay: £268,502, variable pay: £1,982,000
6 Full year 2020 total including legacy awards: £472,015, fixed pay: £176,015, variable pay: £296,000
7 Half of the IPO cash payment of £1.2 million to the Chief Financial Officer was paid on Admission and the remainder is payable on the first anniversary of Admission
8 Philippe Commaret and Robert Guyler are not entitled to any fee from the Company in respect of their directorships

Annual Report on Remuneration continued

Base Salary
At IPO the annual base salaries for the CEO and CFO were set at £450,000 and £360,000 respectively.

Benefits
Benefits consisted of life insurance. The CEO is provided with access to an EV car under a legacy arrangement until the expiry of the lease in 2022. Upon expiry of the lease, he will be entitled to a car allowance of up to £20,000 per annum. The CFO was provided with a contribution of up to £750 per month towards a lease car under the Company's EV car scheme but this was unused in 2021.

Pension
The Executive Directors received pension benefits equivalent to 4.5% of salary.

Annual Bonus
No normal annual bonus was payable for the financial year 2021.

Awards granted in the year
In recognition of the contribution towards building the Company and the additional work undertaken through to Admission, and to transition to the Company's proposed post-Admission remuneration arrangements, the Company made grants of one-off incentive awards to the Executive Directors and other senior executives at IPO. The IPO Awards consist of three components:

(i) IPO Cash Awards, subject to continued employment only;

(ii) IPO Restricted Share Awards which are subject to continued employment; and

(iii) IPO Performance Share Awards based on the achievement of performance conditions including Pod Point's relative and absolute TSR and subject to continued employment.

IPO Cash Award
The current CFO received a cash bonus in connection with the IPO to reflect the completion of pre-IPO bonus arrangements and his contributions up to Admission. This represented a payment at Admission of £600,000, with a further payment of £600,000 due to be paid on the first anniversary of Admission.

There is no IPO Cash Award for Erik Fairbairn.

IPO Restricted Share Award
Erik Fairbairn was granted a one-off co-investment opportunity, under which he made a substantial personal investment to acquire shares with an aggregate value of £3 million at the offer price at his own cost (the "Co-investment Shares"). In consideration for acquiring the Co-investment Shares, Erik was granted an IPO Restricted Share Award over 1,723,969 shares, with an aggregate face value of £3,878,930 at the offer price. Erik's award will vest in five tranches (6/18ths on Admission, 5/18ths on each of the first and second anniversaries of Admission, and 1/18th on each of the third and fourth anniversaries of Admission), subject to continued employment and not giving or receiving notice and retaining the Co-investment Shares.

David Surtees was awarded an IPO Restricted Share Award over 186,668 shares, with a face value of £420,003 at the offer price. David's award will vest in three tranches (37.6% on Admission, 37.6% on the first anniversary of Admission, and 24.8% on the second anniversary of Admission), subject to continued employment and not giving or receiving notice (other than retirement on the terms agreed with the Company).

IPO Performance Share Award
Erik Fairbairn was granted a one-off IPO Performance Share Award over 1,267,611 shares with an aggregate face value of £2,852,125 at the offer price. The IPO Performance Share Awards will vest in two tranches. Half of the shares under award will be subject to performance measures and targets, and will vest, subject to continued employment and not giving or receiving notice, on the later of the third anniversary of Admission and the date the last of the relevant performance conditions is assessed. The remaining half of the shares under award will be subject to performance measures and targets, and will vest, subject to continued employment and not giving or receiving notice, on the later of fourth anniversary of Admission and the date the last of the relevant performance conditions is assessed. The performance measures and targets agreed by the Remuneration Committee for both tranches of the IPO Performance Share Awards are:

- 50% cumulative revenue performance–35% vests for achieving threshold revenue performance, 75% vests for target cumulative revenue performance, and 100% vests for maximum cumulative revenue performance. The proportions of the award which vest for threshold and target performance reflect the stretching nature of the cumulative revenue targets. For the element measured after three years, the threshold, target and maximum cumulative revenue targets are £154 million, £271 million and £387 million for the three financial years ended 31st December 2024. For the element measured after four years, the threshold, target and maximum cumulative revenue targets are £252 million, £441 million and £631 million as for the four financial years ended 31st December 2025. Vesting will occur on a straight-line basis for performance between threshold and target and between target and maximum.
- 25% relative TSR – the Company's TSR to be assessed against a comparator group of companies (constituents of the FTSE Small Cap Index (excluding Investment Trusts)) over a period of three years from Admission in respect of 50% of the shares linked to relative TSR and four years in respect of the other 50% of the shares. In each case, 25% of the shares vest for achieving Median ranking, rising on a straight-line basis to full vesting for achieving an Upper Quartile ranking.
- 25% absolute TSR – the Company's absolute TSR to be assessed based on growth over a period of three years from Admission in respect of 50% of the shares linked to absolute TSR and four years in respect of the other 50% of the shares. In each case, 25% of this element vests for achieving a CAGR of 5%, rising on a straight-line basis to full vesting for achieving a CAGR of 15%.

In light of his planned retirement no IPO Performance Share Award was made to David Surtees.

Annual Report on Remuneration continued

Awards vested in the year

As noted above, part of the legacy IPO Restricted Share Award vested on Admission, while the remainder will vest in future years. As the awards are not subject to any performance conditions the full value of the awards is recognised in the single total figure table in the year in which they are granted. For Erik Fairbairn and David Surtees this represents the face value of the awards at Admission (as set out above).

Other Statutory Requirements

Share Interests and Incentives

	Shares owned outright	Awards unvested and subject to performance conditions	Awards unvested with no performance conditions	Awards vested but not exercised	Shareholding requirement met
Erik Fairbairn	1,777,778	1,278,611	1,149,313	574,656	YES – 1645% of salary
David Surtees	37,042	–	116,464		NO – 75% of salary
Gareth Davis	88,889				N/A
Phillipe Commaret	–				N/A
Robert Guyler	–				N/A
Andy Palmer	25,778				N/A
Margaret Amos	4,444				N/A
Norma Dove-Edwin	13,333				N/A
Karen Myers	25,778				N/A
Erika Schraner	25,778				N/A

IPO share awards which remain outstanding are nil-cost options.

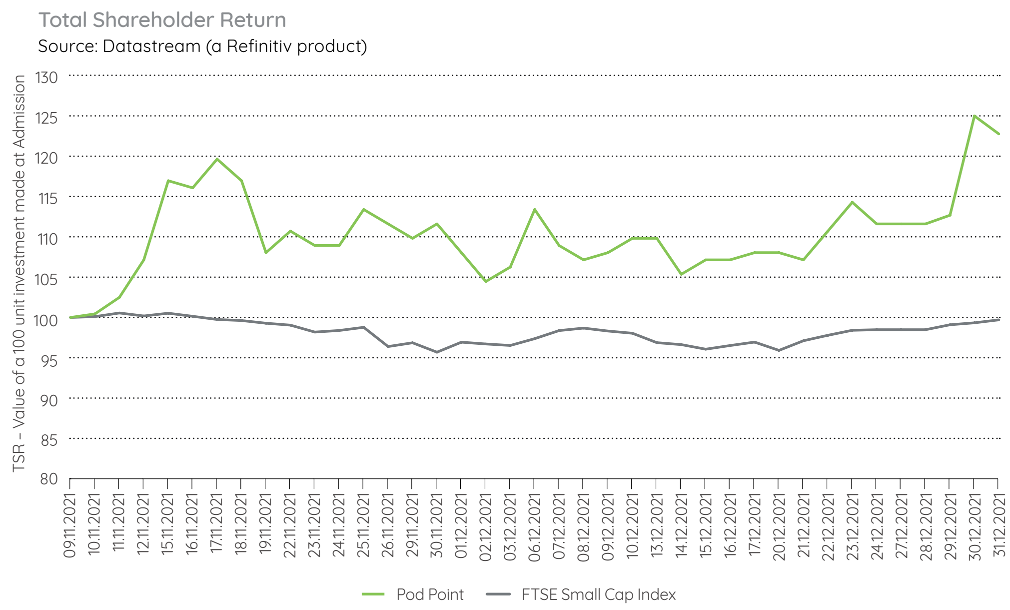
Shares counting towards the guideline include those purchased from own funds, vested (but unexercised) share awards on a net of tax basis, unvested share awards not subject to performance measures on a net of tax basis. The shareholding requirement will continue to apply to the CEO and new Executive Directors for a period of two years after termination of employment. In light of his retirement by 31st March 2023, it has been agreed that the post-employment shareholding requirement for David Surtees will be 100% of salary for one year.

Our middle market share price at the close of business on 31st December 2021 was £2.75 and the range of the middle market price during the year since IPO was £2.16 to £2.80.

Since the year-end there have been no other changes in the shareholdings.

Change in CEO Total Remuneration

The following chart shows the value of £100 invested in the Company (at the date of Admission) compared with the value of £100 invested in the FTSE Small Cap Index. We have chosen the FTSE Small Cap Index as it provides the most appropriate and widely recognised index for benchmarking the Company's corporate performance since Admission.



Annual Report on Remuneration continued

CEO remuneration (£'000)	FY21
Total remuneration excluding legacy awards	£289
Total remuneration including legacy awards	£4,168
Annual bonus as a % of max	n/a
Shares vesting as a % of max	n/a

CEO Pay Ratio

Financial Year	Element	P25	P50	P75
2021	Total remuneration ratio excluding legacy awards	9:1	7:1	5:1
	Total remuneration ratio including legacy awards	132:1	102:1	73:1
	Total remuneration value £'000	£31,517	£40,933	£56,586
	Salary ratio	11:1	9:1	6:1
	Salary value £'000	£25,541	£31,002	£46,935

The Company has used Option A as defined by the Regulations and calculated the pay and benefits of all UK employees on a full-time equivalent basis as this is felt to be the most accurate way of calculating the ratio. The 2021 total remuneration ratio is not considered to be representative of a normal year as it is distorted by the CEO numerator when the value of legacy awards is included. For this reason, we have also shown the ratio excluding the value of legacy awards. As this is the first year of reporting the CEO pay ratio there are no prior year comparatives but the Committee will monitor future movements in the ratio noting that we expect continued volatility over the next few years as legacy items and incentive pay outcomes for the CEO are more variable.

Relative importance of spend on pay

In view of the fact that Pod Point only listed in November 2021, there is no comparable year-on-year change to disclose. Full disclosure will be presented in the Annual Report on Remuneration for FY22.

Percentage change in Director pay

In view of the fact that Pod Point only listed in November 2021, there is no comparable year-on-year change to disclose. Full disclosure will be presented in the Annual Report on Remuneration for FY22.

Payments for loss of office and/or payments to former Directors

No payments for loss of office, nor payments to former Directors were made during the year under review.

Statement of shareholding voting

This is the first Policy and Directors' Remuneration Report submitted to shareholders. Disclosure of the voting results at the FY21 AGM will be shown in the Annual Report on Remuneration for FY22.

The Remuneration Committee

Role and responsibilities of the Remuneration Committee

The Remuneration Committee develops the Group's policy on executive remuneration, determines the levels of remuneration for Executive Directors and the Chair and other senior executives (and considers, determines and approves the provisions of the service agreements for such persons) and prepares an annual Remuneration Report for approval by the shareholders at the Annual General Meeting. The Remuneration Committee will also approve any share scheme to be established by the Company. The Remuneration Committee will meet as often as it deems necessary but at least two times a year.

The Remuneration Committee is chaired by Karen Myers and its other members are Dr. Margaret Amos, Norma Dove-Edwin, Dr. Andy Palmer and Dr. Erika Schraner. For so long as EECL's shareholding is equal to or exceeds ten per cent, it is entitled to appoint a representative (whose identity must be approved in advance by the Board) as an observer to the Remuneration Committee.

The Committee may invite the Chairman, the CEO, CFO and other members of management to attend all or part of meetings but no individuals will be present when their own remuneration is discussed.

Advisors

The Committee appointed FIT Remuneration Consultants LLP ("FIT") as their independent advisor. FIT advised on all aspects of the Directors' Remuneration Policy and practice and reviewed remuneration structures against corporate governance norms. FIT is a member of the Remuneration Consultants' Group and complies with its Code of Conduct which sets out guidelines to ensure that its advice is independent and free of undue influence. FIT carries out no other work for Pod Point or its subsidiaries. The Remuneration Committee has used its judgement to assess the advice provided and is satisfied that it is objective. From the period from Admission to the end of the financial year, FIT was paid time-based fees of £16,298.

Key activities during the year

The Committee held 1 scheduled meeting since its formation. The key activities and matters discussed at these meetings included:

- The appointment of remuneration advisors to the Committee
- The preparation of the post-Admission Directors' Remuneration Policy
- The drafting of the Directors' Remuneration Report
- The performance measures and targets to be used for FY22 ABP and LTIP.

This report was approved by the Board and signed on its behalf by:

Karen Myers

Chair of the Remuneration Committee

6th May 2022

Statutory, Regulatory and Other Information

Directors' Report 2021

In accordance with Section 415 of the Companies Act 2006, the Directors of Pod Point Group Holdings plc present their report for the year ended 31st December 2021.

The Directors believe that the requisite components of this report are set out elsewhere in this Annual Report and/or on the Company's website https://investors.pod-point.com/. The table below sets out where the necessary disclosures can be found.

Business Performance	
Results	Results for the year ended 31st December 2021 are set out in the Chief Financial Officer's statement on pages 15 to 20 and the Consolidated Income Statement on page 96.
Dividends	No dividends will be proposed for the year-ended 31st December 2021.
Strategic Report	The Strategic Report can be found on pages 04 to 53.
Corporate Governance Statement	The Company's Statement on Corporate Governance can be found on page 56.
Directors' Remuneration Report	The Directors' Remuneration Report can be found on pages 70 to 82.
Activities in research and development	The Company's activities include software and hardware development in relation to its electric vehicle charging products.
Future developments	Details about the Company's future developments can be found in the Strategic Report on page 13.
Post-balance sheet events	There have been no post-balance sheet events.
Directors	
Directors	Directors that have served during the year and up to the date of signing and summaries of the current Directors' key skills and experience are set out in the Corporate Governance Report on pages 57 to 59.
Directors' Interests	Details of the Directors' beneficial interests are set out in the Remuneration Report on page 81.
Directors' Indemnities	The Company has given indemnities to each of the Directors in respect of any liability arising against them in connection with the Company's (and any associated company's) activities in the conduct of their duties. These indemnities are subject to the conditions set out in the Companies Act 2006 and remain in place at the date of this report.
Directors' and Officers' Liability Insurance	Directors' and Officers' Liability Insurance cover is in place at the date of this report. Cover is reviewed annually.

Constitution

Articles of association

Any amendments made to the Articles of Association may be made by a special resolution of shareholders. The following is a summary of the structure, rights and restrictions of the Company's share capital:

- The rights attaching to the shares will be uniform in all respects and they will form a single class for all purposes, including with respect to voting and for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.
- On a show of hands every holder of Shares in the capital of the Company (each, a "Shareholder") who is present in person shall have one vote and on a poll every Shareholder present in person or by proxy shall have one vote per Share.
- Except as provided by the rights and restrictions attached to any class of shares, Shareholders will under general law be entitled to participate in any surplus assets in a winding up in proportion to their shareholdings.
- The Shares do not carry any rights as respects to capital to participate in a distribution (including on a winding-up) other than those that exist as a matter of law.
- There are no restrictions on the free transferability of the Shares.

Branches outside the UK	The Company has a branch in France and an entity in Norway

Change of control

The following represents the likely effect on significant agreements with the Company were it to be subject to a change of control:

- The Company's relationship agreement with EDF Energy Customers Limited ("EECL") is described on page 44 of the Strategic Report. The Relationship Agreement may be terminated in the event of the Company ceasing to be listed on the premium listing segment of the Official List and ceasing to trade on the Main Market of the London Stock Exchange; or EECL ceasing to control more than 10% of the voting rights in the Company.

The Company does not have any agreements with any Non-Executive Director, Executive Director or employee that would provide compensation for loss of office or employment resulting from a change of control.

Statutory, Regulatory and Other Information continued

Directors' Report 2021 continued

Stakeholders and Policies

Section 172 Statement	The Company's Section 172 Statement can be found in the Strategic Report on page 53.
Employee engagement	Details of how the Company engages with its workforce can be found in the Strategic Report on page 38.
Stakeholder engagement on key decisions	Details of the key decisions and discussions of the Board during the year and the main stakeholder inputs into those decision are set out in the Strategic Report on page 53 and Corporate Governance Report on page 62.
Modern Slavery Statement	The Company has approved and published on its website its Modern Slavery Statement in accordance with the Modern Slavery Act 2015. pod-point.com/legal/modern-slavery-statement.
Diversity policy	The Company approved a policy on diversity and inclusion. An overview of the Company's approach to equity, diversity and inclusion may be found on page 38 of the Strategic Report.
Greenhouse gas emissions	Details of the Company's greenhouse gas emissions can be found in the Report on page 40 of the Strategic Report.
Political contributions	The Company did not make any donations to political organisations during the year.
Financial risk	Details of the Company's policies on financial risk management and the Company's exposure to price risk, credit risk, liquidity risk and cash flow risk are outlined in note 24 to the financial statements.

Shareholders and Share Capital

Share Capital	Details of the Company's share capital are set out in note 23 to the financial statements on page 120.
Authority to purchase own shares	A resolution authorising the Company to purchase up to 10% of its issued share capital will be proposed at the 2022 AGM.
Major interests in shares	As at 31st December 2021, the Company had been advised of the following notifiable interests (whether directly or indirectly held) in its voting rights:

	Number of voting rights		%	
	As at 31st December 2021	As at 31st December 2020	**As at 31st December 2021**	As at 31st December 2020
EDF Energy Customers Ltd	**84,338,568**	77,671,901	**55.00%**	77.67%
Legal & General Group plc	**22,328,099**	22,328,099	**14.60%**	22.33%
Schroder Investment Management Ltd	**13,769,000**	–	**9.00%**	–
Santander Asset Management SA	**6,047,080**	–	**3.94%**	–
BMO Asset Management Ltd	**5,182,622**	–	**3.37%**	–

As at 6th May 2022, the Company had not been advised of any changes.

2022 Annual General Meeting	The Company's Annual General Meeting will be held on Tuesday 14th June 2022 at 2.00pm (the "AGM"). The AGM will be held as a fully virtual meeting. Details of the arrangements for the AGM can be found on the Company's website investors.pod-point.com/.

Statutory, Regulatory and Other Information continued

Directors' Report 2021 continued

Auditors and Audit	
Auditor re-appointment	A resolution to re-appoint Deloitte LLP as auditor will be proposed at the Annual General Meeting.
Audit information	Each of the Directors at the date of the approval of this report confirms that: • So far as he/she is aware, there is no relevant audit information of which the Company's auditor is unaware; • He/she has taken all the reasonable steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of the information; and • The confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.
Listing Rules Disclosures	
Listing Rule 9.8.4C	Disclosure requirements under Listing Rule 9.8.4 C are identified below along with cross-references indicating where the relevant information is set out in the Annual Report: • Details of the Company's long-term incentive arrangements may be found in the Directors' Remuneration Report on pages 70 to 82. • Details of significant contracts with controlling shareholders in the Strategic Report can be found on page 44. • Details pertaining to services provided to the Company by EDF are set out in the Strategic Report on page 44. • Statement confirming agreement has been entered into with controlling shareholders and that independence provisions are complies with can be found in the Strategic Report on page 44.

The Directors' Report has been approved by the Board of Directors of Pod Point Group Holdings plc.

Signed on behalf of the Board

Erik Fairbairn
Chief Executive Officer

Director
6th May 2022

Pod Point Group Holdings plc
Registered Office:
28-42 Banner Street
London, EC1Y 8QE
United Kingdom

Company Number: 12431376

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements in accordance with applicable United Kingdom law and regulations.

The Directors are required to prepare financial statements for each financial year which present a true and fair view of the financial position of the Company and of the Group and the financial performance and cash flows of the Company and of the Group for that period. The Directors have elected to prepare the Group and Parent Company financial statements in accordance with the UK-adopted International Financial Reporting Standards ("IFRSs") in conformity with the Companies Act 2006.

In preparing those financial statements, the Directors are required to:

- select suitable accounting policies in accordance with IAS 8: 'Accounting Policies, Changes in Accounting Estimates and Errors' and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company and of the Group's financial position and financial performance;
- state whether UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the accounts on a going concern basis unless, having assessed the ability of the Company and the Group to continue as a going concern, it is appropriate to presume that the Company and/or the Group will not continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's and Group's transactions and which disclose with reasonable accuracy at any time the financial position of the Company and of the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable UK law and regulations, the Directors are responsible for the preparation of a Strategic Report, Directors' Report, Directors' Remuneration Report and Corporate Governance Statement that comply with that law and regulations. In addition, the Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Neither the Company nor the Directors accept any liability to any person in relation to the annual financial report except to the extent that such liability could arise under English law. Accordingly, any liability to a person who has demonstrated reliance on any untrue or misleading statement or omission shall be determined in accordance with section 90A and schedule 10A of the Financial Services and Markets Act 2000.

Directors' Responsibility Statement under the UK Corporate Governance Code

In accordance with Provision 27 of the 2018 UK Corporate Governance Code, the Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides information necessary to enable shareholders to assess the Company's performance, business model and strategy.

Responsibility Statement of the Directors in respect of the Annual Report and Accounts

Each of the Directors whose names are listed on pages 57 to 59 confirm that to the best of their knowledge:

a) the consolidated financial statements, prepared in accordance with UK-adopted international accounting standards give a true and fair view of the assets, liabilities, financial position and profit and loss of the Company and the undertakings included in the consolidation taken as a whole; and

b) the Annual Report (including the Strategic Report encompassed within the 'Overview', 'Strategic Report', 'Performance' and 'Governance' sections) includes a fair review of the development and performance of the business, and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

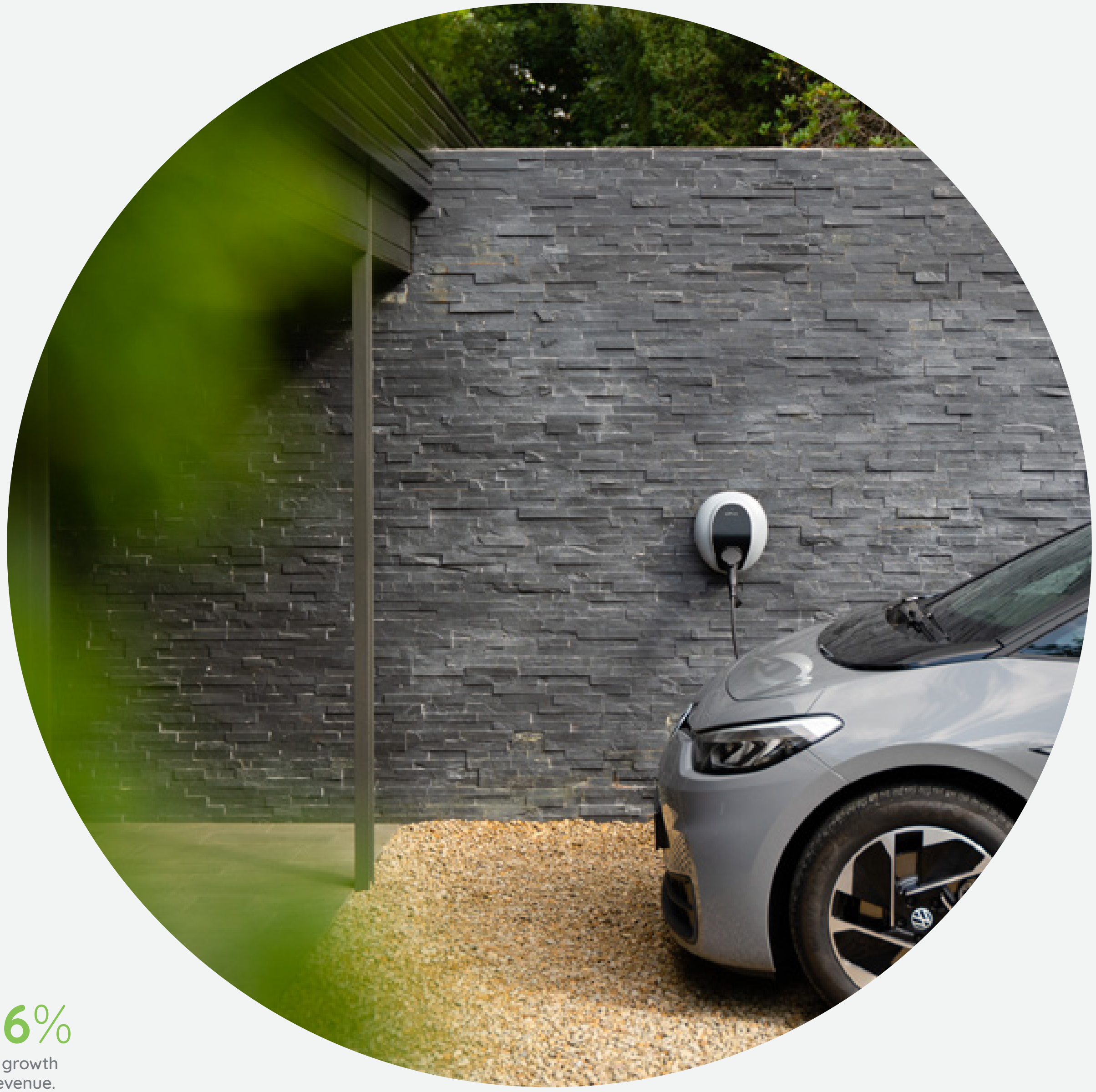
For and on behalf of the Board

Erik Fairbairn
Chief Executive Officer

6th May 2022

Financials

A year of strong growth



86%

YoY growth in revenue.

Independent Auditor's report to the Members of Pod Point Group Holdings plc

Report on the audit of the financial statements

1. Opinion

In our opinion:

- the financial statements of Pod Point Group Holdings plc (the 'parent company') and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's and of the parent company's affairs as at 31st December 2021 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated income statement;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement;
- the notes 1 to 30 related to the consolidated financial statements; and
- the notes 1 to 10 related to the parent company financial statements.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and United Kingdom adopted international accounting standards and IFRSs as issued by the IASB. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. The non-audit services provided to the Group and parent company for the year are disclosed in note 6 to the financial statements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the Group or the parent company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters	The key audit matters that we identified in the current year were: • Inventory valuation • Revenue recognised in UK Home and UK Commercial
Materiality	The materiality that we used for the Group financial statements was £674,000 which was determined on the basis of the Group's revenue for the year.
Scoping	Consistent with the way the Group is centrally managed from the UK office, we consider the Group to be one component. Consequently, all assets, liabilities, income and expenses are subject to a full scope audit.
Significant changes in our approach	Due to the parent company's listing in November 2021, this is the first year that the Group has prepared consolidated financial statements and that we have reported on key audit matters.

Independent Auditor's report to the Members of Pod Point Group Holdings plc continued

4. Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the Group's and parent company's ability to continue to adopt the going concern basis of accounting included:

- considering the Group's borrowing arrangements and cash held following the equity raised when the parent company listed on the London Stock Exchange on 9th November 2021;
- assessing the assumptions used in the Group's Business Plan, including performing sensitivity analysis in relation to assumptions for future growth in revenue and evaluating management's stress testing;
- assessing the impact of current macro-economic inflationary pressures and supply chain requirements on the Group; and
- assessing the amount of headroom in the forecasts.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In relation to the reporting on how the Group has applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1. Inventory valuation

Key audit matter description	The stock held by the Group relates to its operations of installing electrical vehicle charging units and is set out in note 15. The total value of inventories at the balance sheet date was £8.2 million (2020: £5.6 million). IAS 2 'Inventories' requires inventories to be measured at the lower of cost and net realisable value (NRV). The Group's inventory is held at a number of different locations, particularly work in progress items that are still in the process of installation. Moreover, judgement is required to determine obsolescence of stock and the provision required where NRV is lower than cost. As discussed on page 68 of the directors' report, management are developing an internal control environment to address risks which have been identified during the IPO process. The implementation of controls over inventories is still in progress. Given the above factors, we identified a risk that, whether due to error or fraud, inventory may be valued incorrectly. Further details are included within the strategic report on pages 4 to 53, and the audit committee report on page 68.
How the scope of our audit responded to the key audit matter	Our audit procedures included the following: • We obtained an understanding of relevant controls related to the inventory valuation; • We reviewed the entity's inventory valuation policy for compliance with IAS 2 'Inventories'; • For a sample of inventory lines, we tested that these were not valued at higher than cost by agreeing to purchase invoice or other evidence; • We reviewed the latest sales documentation to assess net realisable value; • For a sample of inventory items that had a provision, we assessed the basis for this, inquiring of the relevant project managers, where appropriate; and • We reviewed the inventory listing for items with characteristics that could indicate the need for a provision.
Key observations	Based on the work performed we concluded that the inventory value at the balance sheet date has been appropriately stated.

5. Key audit matters continued

Independent Auditor's report to the Members of Pod Point Group Holdings plc continued

5.2. Revenue recognised in UK Home and UK Commercial

Key audit matter description	The Group's main revenue streams relate to the installation of charging points in public, workplace and home locations across the UK for charging electric and plug-in hybrid cars. Revenue is recognised once the charging point is installed as it is at this point in time that control passes to the customer. However, there can be a delay up to two months between the customer placing and paying for their order, and the installation of the charging point. We therefore identified a risk that sales to residential customers (UK Home) were not recorded in the correct financial reporting period. In respect of commercial customers (UK Commercial) revenue is recognised once the charging point is installed as it is at this point in time that control passes to the customer. However, the installation occurs over a significant period of time and as such revenue for these contracts is recognised over time based on percentage completion basis. We therefore identified a risk in relation to the accuracy, occurrence, completeness, and cut-off of this revenue stream. As discussed on page 68 of the audit committee report, management are developing an internal control environment to address risks which have been identified during the IPO process. The implementation of controls over revenue is still in progress. The total amounts of the UK Home and UK Commercial revenue streams in the year were £40.2m (2020: £19.4m) and £18.0m (2020:£10.0m) respectively. Further detail of the key judgements are disclosed in the Group's critical judgements in applying the accounting policies set out on page 107 and the Audit Committee report on page 68. The revenue balance is disclosed and analysed in note 5 & 7.
How the scope of our audit responded to the key audit matter	We obtained an understanding of relevant controls related to revenue recognition but did not rely on them. We reviewed the entity's revenue recognition policy for compliance with IFRS 15 'Revenue Recognition'. In order to address the cut-off risk of the revenue generated from UK Home sales for a sample of transactions, we tested when installation took place by obtaining installation confirmations; we also tested the completeness and accuracy of the revenue recorded by reconciling the amount recorded to appropriate supporting documentation. In order to address the accuracy, occurrence, completeness and cut-off risks of the revenue generated from UK Commercial sales, for a sample of transactions, we obtained supporting documents in order to assess whether the revenue amount recognised was in accordance to the progress of the installation.
Key observations	Based on the work performed we concluded that the revenue recognised was appropriately recognised.

Independent Auditor's report to the Members of Pod Point Group Holdings plc continued

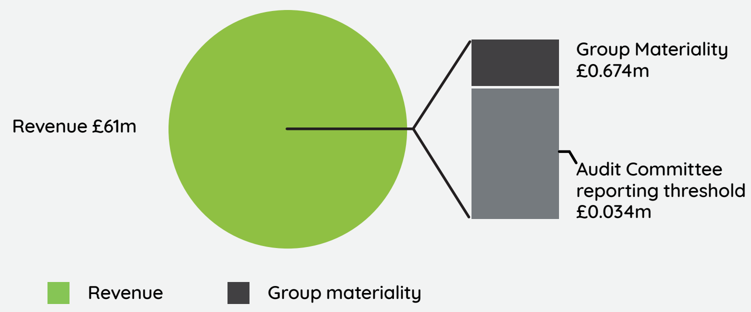
6. Our application of materiality

6.1. Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

	Group financial statements	Parent company financial statements
Materiality	£674,000	£674,000
Basis for determining materiality	We determined materiality on the basis of revenue. Materiality selected represents 1% of final revenue.	Materiality for the parent company has primarily been determined on the basis of the net assets and capped at the materiality identified for the Group. Parent company materiality equates to 0.3% of net assets.
Rationale for the benchmark applied	Whilst we also considered asset based metrics, we consider that revenue is of particular relevance to users of the financial statements and is a key measure of performance used by the Group given the current stage of development of the business. We consider that the market users are particularly interested in what drives the growth and the valuation of the company and this currently focuses primarily on revenue.	When determining materiality, we considered the net assets of the company as its principal activity is as an investment holding company for the Group.



Independent Auditor's report to the Members of Pod Point Group Holdings plc continued

6. Our application of materiality continued

6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole.

	Group financial statements	Parent company financial statements
Performance materiality	70% of Group materiality	70% of parent company materiality
Basis and rationale for determining performance materiality	In determining performance materiality, we considered the following factors: • a) our risk assessment, including our assessment of the overall control environment; • b) the consistency of the management structure and finance team year on year; and • c) the history of low level of misstatements identified in the previous audits and management's willingness to correct those adjustments.	

6.3. Error reporting threshold

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £34,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1. Identification and scoping of components

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level.

Audit work to respond to the risks of material misstatement was performed directly by the engagement team.

Consistent with the way the Group is centrally managed from the UK office, we consider the Group to be one component. Consequently, all assets, liabilities, income and expenses are subject to full scope audit.

7.2. Our consideration of the control environment

We involved our IT specialists to assess relevant controls over the Group's IT systems. Working with IT specialists we identified and assessed relevant risks of material misstatement arising from each relevant IT system and the supporting infrastructure technologies based on the role of application in the Group's flow of transactions. We obtained an understanding of the IT environment as part of these risk assessment procedures. Relevant controls were identified and tested to address those IT risks included Salesforce, Sage 200, Cezanne HR, and Jira.

We did not take a controls reliance approach reflecting the ongoing process to formalise the controls and processes at the Group over the period in advance of becoming a listed business. The Audit Committee Report notes the focus on this area on page 68.

Independent Auditor's report to the Members of Pod Point Group Holdings plc continued

8. Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 that fact.

We have nothing to report in this regard.

9. Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the 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 the directors either intend to liquidate the Group or the parent company or to cease operations, or have no realistic alternative but to do so.

10. Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1. Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- the Group's own assessment of the risks that irregularities may occur either as a result of fraud;
- results of our enquiries of management and the audit committee about their own identification and assessment of the risks of irregularities;
- any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
  - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
  - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations.
- the matters discussed among the audit engagement team and relevant internal specialists, including tax, IT, and industry specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

Independent Auditor's report to the Members of Pod Point Group Holdings plc continued

11.1. Identifying and assessing potential risks related to irregularities continued

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas: inventory valuation, revenue recognition. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the Group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules, Pensions legislation and Tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Group's ability to operate or to avoid a material penalty.

11.2. Audit response to risks identified

As a result of performing the above, we identified inventory valuation and revenue recognition as key audit matters related to the potential risk of fraud. The key audit matters section of our report explains the matters in more detail and also describes the specific procedures we performed in response to those key audit matters.

In addition to the above, our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the audit committee and external legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance, reviewing correspondence with HMRC; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on the audit of the financial statements

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Independent Auditor's report to the Members of Pod Point Group Holdings plc continued

13. Corporate Governance Statement

The Listing Rules require us to review the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the Group's compliance with the provisions of the UK Corporate Governance Code specified for our review.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements and our knowledge obtained during the audit:

- the directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 101;
- the directors' explanation as to its assessment of the Group's prospects, the period this assessment covers and why the period is appropriate set out on page 101;
- the directors' statement on fair, balanced and understandable set out on page 86;
- the board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on pages 45-51;
- the section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on pages 45-51; and
- the section describing the work of the audit committee set out on page 68.

14. Matters on which we are required to report by exception

14.1. Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have nothing to report in this regard.

14.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the directors' remuneration report to be audited is not in agreement with the accounting records and returns.

We have nothing to report in this regard.

15. Other matters which we are required to address

15.1. Auditor tenure

Following the recommendation of the audit committee, we were appointed by the Board on 29th January 2020 to audit the financial statements for the year ending 31st December 2020 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 2 years, covering the years ended 31st December 2020 to 31st December 2021.

15.2. Consistency of the audit report with the additional report to the audit committee

Our audit opinion is consistent with the additional report to the audit committee we are required to provide in accordance with ISAs (UK).

16. Use of our report

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.

As required by the Financial Conduct Authority (FCA) Disclosure Guidance and Transparency Rule (DTR) 4.1.14R, these financial statements form part of the European Single Electronic Format (ESEF) prepared Annual Financial Report filed on the National Storage Mechanism of the UK FCA in accordance with the ESEF Regulatory Technical Standard ('ESEF RTS'). This auditor's report provides no assurance over whether the annual financial report has been prepared using the single electronic format specified in the ESEF RTS.

Anthony Matthews FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

6th May 2022

Consolidated Income Statement

	Notes	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Revenue (including OZEV revenues)	5,7	**61,415**	31,026
Cost of sales		**(45,070)**	(23,310)
Gross profit		**16,345**	7,716
Administrative expenses		**(29,377)**	(19,301)
Operating loss	6	**(13,032)**	(11,585)
Analysed as:			
Adjusted EBITDA[1]		**58**	(55)
Adjusting large corporate transaction and restructuring costs[2]	9	**(5,739)**	(7,916)
Share-based payments		**(2,422)**	–
EBITDA[1]		**(8,103)**	(7,971)
Amortisation and depreciation		**(4,929)**	(3,614)
Group operating loss		**(13,032)**	(11,585)
Finance income	10	**-**	25
Finance costs	10	**(1,290)**	(633)
Loss before tax		**(14,322)**	(12,193)
Income tax expense	11	**-**	–
Loss after tax		**(14,322)**	(12,193)
Basic and diluted loss per ordinary share	25	**£(0.13)**	£(0.12)

Notes:

(1) EBITDA is defined as earnings before interest, tax, depreciation and amortisation, and is considered by the Directors to be a key measure of financial performance. Adjusted EBITDA is defined as earnings before interest, tax, depreciation and amortisation and also excluding both amounts charged to the income statement in respect of the Group's share based payments arrangements and also adjusting for large corporate transaction and restructuring costs. These have been separately identified by the Directors and adjusted to provide an underlying measure of financial performance. The reconciliation is set out on the income statement and note 9 provides a summary of the amounts arising from the large corporate transactions and restructuring costs.

(2) See note 9 (*Adjusting large corporate transactions and restructuring costs*).

(3) All amounts relate to continuing activities.

(4) All realised gains and losses are recognised in the consolidated income statement and there is no other comprehensive income.

(5) The notes on pages 100 to 125 form part of the consolidated financial statements.

(6) There is no other comprehensive income in the years presented and therefore no separate statement of other comprehensive income is presented.

Consolidated Statement of Financial Position

	Notes	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Non-current assets			
Goodwill	4,12	**77,639**	77,639
Intangible assets	12	**29,421**	28,526
Property, plant and equipment	13	**4,277**	2,302
Deferred tax asset	11	**7,379**	5,395
Right of use assets	14	**1,400**	940
		120,116	114,802
Current assets			
Inventories	15	**8,214**	5,622
Trade and other receivables	16	**24,041**	14,317
Short-term investments	18	**50,000**	–
Cash and cash equivalents	17	**46,112**	2,943
		128,367	22,882
Total assets		**248,483**	137,684
Current liabilities			
Trade and other payables	19	**(36,173)**	(19,480)
Loan and borrowings	20	**(707)**	(727)
Lease liabilities	21	**(896)**	(484)
Provisions	22	**(160)**	(175)
		(37,936)	(20,866)
Net current assets		**90,431**	2,016
Total assets less current liabilities		**210,547**	116,818
Non-current liabilities			
Loan and borrowings	20	**(2,326)**	(10,806)
Other non-current liabilities		**–**	(1,000)
Lease liabilities	21	**(763)**	(703)
Deferred tax liability	11	**(7,379)**	(5,395)
Provisions	22	**(244)**	(141)
		(10,712)	(18,045)
Total liabilities		**(48,648)**	(38,911)
Net assets		**199,835**	98,773
Equity			
Share capital	23	**154**	–
Share premium		**140,057**	26,400
Other reserves		**2,264**	–
ESOP reserve		**(1,318)**	–
Retained earnings		**58,678**	72,373
		199,835	98,773

The notes on pages 100 to 125 form part of the consolidated financial statements.

The Financial Statements were approved by the Board of Directors and authorised for issue on 6th May 2022. They were signed on its behalf by:

Erik Fairbairn
Chief Executive Officer

David Surtees
Chief Financial Officer

Consolidated Statement of Changes in Equity

As at 31st December 2021:

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	ESOP reserve £'000	Retained earnings £'000	Total equity £'000
Balance as at 1st January 2021	–	26,400	–	–	72,373	98,773
Loss after tax for the year	–	–	–	–	(14,322)	(14,322)
Waived intercompany loan	–	–	–	–	627	627
Issue of shares during the year	153	112,340	–	–		112,493
Issue of shares pursuant to the share incentive plan	1	1,317	–	(1,318)	–	–
Share based payments	–	–	2,264	–	–	2,264
Balance as at 31st December 2021	**154**	**140,057**	**2,264**	**(1,318)**	**58,678**	**199,835**

As at 31st December 2020:

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	ESOP reserve £'000	Retained earnings £'000	Total equity £'000
Balance as at 1st February 2020	–	–	–	–	–	–
Issue of shares during the year	–	26,400	–	–	–	26,400
Loss for the period	–	–	–	–	(12,193)	(12,193)
Capital contribution(1)	–	–	–	–	84,566	84,566
Balance as at 31st December 2020	–	26,400	–	–	72,373	98,773

(1) In 2020, Parent Company EDF Energy Customers Limited ("EECL") formally waived a loan to the Group. This amount has been treated as a capital contribution and is not recognised in the P&L.

Consolidated Statement of Cash Flow

	Notes	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Cash flows from operating activities			
Operating loss		**(13,032)**	(12,193)
Adjustment for non-cash items:			
Amortisation of intangible assets	12	**3,670**	2,823
Depreciation of tangible assets	13	**650**	347
Depreciation of right of use assets	14	**609**	445
Share based payment charges	24	**2,422**	–
		(5,681)	(8,578)
Changes in working capital			
(Increase)/Decrease in inventories		**(2,592)**	(2,198)
(Increase)/Decrease in trade and other receivables		**(9,724)**	(5,435)
Increase/(Decrease) in trade and other payables		**15,693**	9,711
Increase/(Decrease) in provisions		**88**	(9)
		3,465	2,069

	Notes	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Net cash flow (used in) operating activities		**(2,216)**	(6,509)
Cash flows from investing activities			
Acquisition of subsidiaries		**-**	(85,196)
Purchase of tangible assets	13	**(2,625)**	(2,422)
Purchase of intangible assets	12	**(4,565)**	(1,963)
Redemption of/(cash invested in) short-term investments	18	**(50,000)**	–
Interest received		**-**	25
Net cash flow (used in) investing activities		**(57,190)**	(89,559)
Cash flows from financing activities			
Borrowings forgiven	4	**-**	84,566
Shares issued	23	**120,074**	1,341
Issuance cost of shares		**(7,664)**	
Proceeds from new borrowings	20	**1,477**	11,290
Loan/bond repayment	20	**(9,346)**	(1,000)
Payment of principal of lease liabilities		**(648)**	(504)
Payment of lease interest		**(118)**	(84)
Other Interest paid		**(1,200)**	(549)
Net cash flows (used in)/generated by financing activities		**102,575**	95,060
Net increase/(decrease) in cash and cash equivalents		**43,169**	(1,008)
Cash and cash equivalents at beginning of the year		**2,943**	3,951
Closing cash and cash equivalents		**46,112**	2,943

£50 million of cash was held in a short term deposit account at the 31st December 2021 and for reporting purposes is shown as an investment above. Closing cash and short term investments total £96,112 thousand.

The notes on pages 100 to 125 form part of the consolidated financial statements.

Notes to the financial statements

1. General information

Pod Point Group Holdings plc (referred to as the "Company") is a public limited company incorporated in the United Kingdom under the Companies Act 2006, and registered in England. Its registration number is 12431376. The registered address is 28–42 Banner Street, London EC1Y 8QE.

The principal activity of the Company and its subsidiary undertakings (the "Group") during the years presented is that of development and supply of equipment and systems for recharging electric vehicles. The entire issued share capital of the Company was admitted to trading on the Main Market of the London Stock Exchange on 9th November 2021.

2. Summary of significant accounting policies

2.1 Basis of preparation

The Company was incorporated on 29th January 2020, and purchased Pod Point Holding Ltd ("PPH") and its subsidiaries on 13th February 2020, (together forming the "Group"). There was no material change in figures from 29th January 2020 to 13th February 2020, and therefore the comparative period presented is shown as the 11 month period from 1st February 2020 to 31st December 2020.

Refer to note 4 for further details on the impact of the acquisition on the consolidated statement of profit and loss, consolidated income statement and consolidated cash flow statement.

The accounting policies set out in the sections below have, unless otherwise stated, been applied consistently to all periods presented within the financial information and have been applied consistently by all subsidiaries.

The consolidated financial statements have been prepared in accordance with the United Kingdom adopted International Accounting Standards, with International Financial Reporting Standards as issued by the IASB and in conformity with the requirements of the Companies Act 2006.

2.2 Statement of Compliance

The consolidated financial statements have been prepared in accordance with the significant accounting policies described in this note 2.

2.3 Basis of measurement

The consolidated financial statements are prepared on the historical cost basis except where the IFRS requires a different measurement basis.

2.4 New standards and interpretations not yet adopted

Future standards

There are new IFRS standards, interpretations and amendments that are effective for periods beginning on or after 1st January 2022 as follows:

- IFRS 17, Insurance Contracts provides the first comprehensive guidance to accounting for insurance contracts (effective 1st January 2023)
- IAS 1, Presentation of Financial Statements (effective 1st January 2023) has been amended to further define Material
- IAS 1, Presentation of Financial Statements (effective 1st January 2023) has been amended to include updates to the classification of liabilities as current or non-current
- IFRS 3, Business Combinations has been amended to further define a business (effective 1st January 2022)
- IAS 16, Property, Plant and Equipment, has been amended relating to the treatment of proceeds before intended use (effective 1st January 2022)
- IAS 37, Provisions, Contingent Liabilities and Contingent Assets, has been amended with updates to the definition of the cost of fulfilling a contract (effective 1st January 2022)
- IAS 1, Amendments to the Disclosure of Accounting Policies (effective 1st January 2023)
- IAS 8, Amendments to the definition of Accounting Estimates (effective 1st January 2023)
- IFRS 10 and IAS 28 (amendments) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
- IFRS 16: COVID-19-Related Rent Concessions beyond 30th June 2021 (Amendment to IFRS 16)
- IAS 12, Amendments to Income Taxes (effective 1st January 2023)

The Group does not believe that any of the above items nor any other new standards or amendments not yet effective will have a material impact on the consolidated financial statements or on other financial statements in future periods.

2.5 Functional and presentation currency

The Company's functional and presentational currency is GBP because that is the currency of the primary economic environment in which the company operates. The presentation currency of the Group is GBP. Foreign operations are included in accordance with the policies set out below.

Notes to the financial statements
continued

2. Summary of significant accounting policies continued

2.6 Going concern
After preparing and reviewing cash flow forecasts and available facilities for at least the next 12 months, the Directors have formed a judgement, at the time of approving the consolidated financial statements, that the Group will have sufficient resources and cash to continue in operational existence for the foreseeable future.
This judgement has been formed taking into account the principal risks and uncertainties that the Group faces. Further details are disclosed on page 20 of the Chief Financial Officer's statement

2.7 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. The financial information of subsidiaries are included in the consolidated financial information from the date on which control commences until the date on which control ceases.

Transactions eliminated on consolidation
Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

2.8 Revenue (incl. OZEV revenues)
Overview
Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue is presented as the gross amount billed to a customer where it is earned from the sale of goods or services as principal. Revenue is presented as the net amount retained where it is earned as an agent through a commission or fee.

Revenue recognition under IFRS 15
IFRS 15 provides a single, principles based five-step model to be applied to all sales contracts as outlined below. It is based on the transfer of control of goods and services to customers.

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when or as the entity satisfies its performance obligations

Under IFRS 15, revenue is recognised as follows:

- Revenue from the sale of products is recognised when the risks and rewards of ownership are transferred to the customer, which is usually at the point at which goods are installed for the customer.
- Revenue from the sale of licences, extended warranty and support is recognised on a straight-line basis.
- Revenue derived from funded development and large programmes is recognised as milestone obligations are completed in full.

The Group generates revenue from the following performance obligations for the year ending 31st December 2021 and the 11 month period ending 31st December 2020.

- Sale of charging unit, installation & additional works
- Extended warranty
- Sale of accessories

Commercial sales
- Sale of units and managed installation
- Smart Reporting
- Supply only sales
- Revenue share agreements
- Extended warranty
- Owned asset media screen fees

Notes to the financial statements
continued

2. Summary of significant accounting policies continued

Sale of charging units & installations

The sale and installation of charging units to both domestic and commercial customers is the primary source of revenue generation for the Group. The transaction price is clearly stated on Pod Point's website and is paid upfront for domestic customers. For commercial customers, the transaction price is clearly specified within a quote or contract.

Domestic customers are also entitled to a reduced price if they are eligible for an Office for Zero Emission Vehicles ("OZEV") government grant under the Electric Vehicle Homecharge Scheme ("EVHS"), of which the Group will claim from The Driver and Vehicle Licensing Agency ("DVLA") on behalf of the customer. A summary of revenues earned from OZEV claims during the periods is summarised in note 7 (*Revenue and non-current assets*).

In line with IFRS 15, revenue, including OZEV revenue, is recognised in the majority of cases at a point in time, when the installation is complete. On a limited number of larger projects, revenue is recognised over time in line with contractually agreed dates or deliverables.

Extended warranty

Extended warranty is offered for purchase in addition to standard warranty included with the sale of a charging unit. Extended warranty is recognised on a straight line basis over the lifetime of the extended warranty period.

Sale of accessories & supply only goods

Sale of accessory goods are recognised at a point in time, when the transfer of control occurs and the item is delivered to the customer.

Supply only sales represent a sale of a charging unit at wholesale, without the combined installation of the unit. These sales are also recognised at a point in time, once transfer of control occurs, at the time the unit is delivered to the customer.

Smart Reporting

Smart Reporting is a recurring revenue stream, which provides the customer with access to the transactional data collected by the charging unit by the Group's software system. The transaction price is included in the commercial contracts with customers and revenue is recognised straight line over the period covered by Smart Reporting.

Revenue Share

Revenue share agreements comprise of an agreement with the commercial customer, by which the customer charges the end user for use of the energy generated by the charging units. The Group collects the payment from the end user through the Pod Point Mobile App, and remits the payment to the commercial customer, net of a commission fee as defined in the contract.

The Group has determined that in the current contractual circumstances, Pod Point is acting as an agent in the transaction and therefore the revenue is presented at the net amount of the commission. Revenue is recognised at a point in time when the charging unit is being used.

Owned Asset Media Screens

Revenue is generated through the provision of media screens for display on charging units installed at a customer's site. The charging units are owned and managed by the Group, and a monthly fee is collected on any chargers of which the media screens are in working use.

The transaction price is the monthly fee as stated in the contract with the customer and under IFRS 15, revenue is recognised over time, over the period in which the media screens are in place and working.

The Group considers its involvement to be acting as a principal in all revenue streams apart from Revenue Share, as noted above.

Accrued Income:

Accrued income represents revenue recognised to date less amounts invoiced to customers.

Deferred Income:

Where sales of goods and services are billed upfront, the income is deferred and released at the point in which revenue is to be recognised and the performance obligation is satisfied.

Notes to the financial statements
continued

2. Summary of significant accounting policies continued

2.9 Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee. The underlying assets recognised by the Group comprises a lease on the office space, and several leases of vehicles.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise of fixed lease payments (including in-substance fixed payments), less any lease incentives receivable.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the right-of-use asset.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has elected to use this practical expedient. Any modifications made to the terms of a lease are reflected in the month that these are agreed with the lessor. The adjustments are reflected in the balance sheet value of both the lease liability and the corresponding right-of-use asset.

2.10 Foreign Currency Transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group companies at exchange rates applicable on the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate when the fair value was determined. Foreign currency differences arising on translation are generally recognised in the consolidated income statement. Non-monetary items that are measured based on historical cost in foreign currency are not re-translated.

For the purpose of presenting the consolidated financial information, the assets and liabilities of entities with a functional currency other than sterling are expressed in sterling using exchange rates prevailing at the reporting period date. Income and expense items and cash flows are translated at the average exchange rates for each month and exchange differences arising are recognised directly in other comprehensive income.

2.11 Non-IFRS information

This document contains certain financial measures that are not defined or recognised under IFRS, including EBITDA and Adjusted EBITDA. EBITDA results from the Group's loss, before tax, interest, depreciation and amortisation, and Adjusted EBITDA results from the Group's loss before tax, interest depreciation, amortisation, share-based payments and adjusting large corporate transaction and restructuring costs.

Information regarding EBITDA, Adjusted EBITDA or similar measures are sometimes used by investors to evaluate the efficiency of a company's operations and its ability to employ its earnings toward repayment of debt, capital expenditures and working capital requirements. There are no generally accepted principles governing the calculation of Adjusted EBITDA or similar measures and the criteria upon which EBITDA, Adjusted EBITDA or similar measures are based can vary from company to company. EBITDA and Adjusted EBITDA, alone, do not provide a sufficient basis to compare the Company's performance with that of other companies and should not be considered in isolation or as a substitute for operating profit, revenue or any other measure as an indicator of operating performance, or as an alternative to cash generated from operating activities as a measure of liquidity.

Notes to the financial statements
continued

2. Summary of significant accounting policies continued

Adjusting large corporate transaction and restructuring costs are non-trading, non-cash or one-off items. The following are included by the Group in its assessment of exceptional items:

- Costs related to major financing and other corporate projects
- Transaction costs related to EDF acquisition
- Restructuring costs

See note 9 (*Adjusting large corporate transaction and restructuring costs*) for summary of adjusting large corporate transaction and restructuring costs disclosed.

2.12 Taxation

Current and deferred tax is recognised in the consolidated income statement except where it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or equity, respectively.

(i) Current tax

Current tax, including UK corporation tax, is calculated for each entity by applying the relevant statutory tax rates to taxable profits for the year, which is calculated in accordance with the tax laws of the country in which each entity is tax resident. Tax rates applied are those which are enacted, or substantially enacted at each balance sheet date. Taxable profit differs from net profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other accounting periods and it further excludes items of income or expenses that are never taxable or deductible.

(ii) Deferred tax

Deferred tax is calculated using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting and taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at each balance sheet date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to do and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but where they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which the temporary differences, including tax losses, can be utilised. The carrying amount of deferred tax assets is reviewed at each balance sheet date by re-assessing whether sufficient future taxable profits will be generated in future periods such that these deferred tax assets continue to be recoverable. The Group considers all available evidence in evaluating whether or not it is probable that sufficient taxable profits will be generated in future periods.

2.13 Intangible assets & goodwill

Intangible assets are initially recognised at cost. After recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation and impairment on intangible assets are recognised in the income statement.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement.

Expenditure on research activities are recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

All intangible assets are considered to have a finite useful life.

Notes to the financial statements
continued

2. Summary of significant accounting policies continued

Amortisation

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets. The estimated useful lives are as follows:

- Capitalised development cost – 3 years
- Customer relationships – 15 years
- Brand – 20 years

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree on the date of acquisition.

Subsequent to initial recognition, 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.

The Group tests goodwill annually for impairment by reviewing the carrying amount against the recoverable amount of the investment. The recoverable amount is the higher of fair value less costs to dispose and value in use.

2.14 Property, plant and equipment

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

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the income statement as incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives are as follows:

S/Term Leasehold Property	Over remaining term of the lease
Plant & machinery	3 years
Fixtures & fittings	3 years
Computer equipment	3 years
Owned assets	7–10 years

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

2.15 Impairment of intangibles plus property, plant & equipment

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment and definite life intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use.

There have been no impairment losses in the year ended 31st December 2021 (2020: nil).

2.16 Inventories

Inventories are valued at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

Notes to the financial statements
continued

2. Summary of significant accounting policies continued

2.17 Cash and cash equivalents
Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

Cash credited by customers on to their Pod Point mobile application to pay for future vehicle charging is disclosed separately and is restricted for use, however is not held within a separate bank account.

2.18 Financial assets and liabilities
Financial assets, comprise trade and other receivables which are initially measured at fair value. They are subsequently measured at amortised cost as it is held within a business model whose objective is to collect contractual cash flows that are solely payments of principal and interest. Derecognition occurs either when the contractual rights expire or if substantially all the risks and rewards associated with the ownership of the asset is transferred.

The Group applies the IFRS 9 simplified approach to measuring credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables are grouped based on shared credit risk characteristics and the days past due.

Financial liabilities comprise bank loans, amounts owed to Group undertakings and trade payables. They are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Derecognition occurs when the contractual obligations are extinguished, cancelled or expired.

2.19 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.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where 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.

Warranties
Provisions for the expected cost of warranty obligations under local sale of goods legislation are recognised at the date of sale of the relevant products, at the Directors' best estimate of the expenditure required to settle the Group's obligation.

2.20 Share based payments
Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive income over the vesting period. A credit is recognised directly in equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. The Group recognises the impact of the adjustment, if any, in the income statement, with a corresponding adjustment to equity. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Group keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the income statement over the remaining vesting period.

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

2.21 Share capital
Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

2.22 Operating segments
In accordance with IFRS 8 the Group determines and presents its operating segments based on internal information that is provided to the CEO, COO, CFO and CCO, who are considered to be the Group's Chief Operating Decision Maker ("CODM"). During the years presented, management have assessed the Group's segments and established that the Group has five segments as presented in note 5 (*Segment reporting*), on the basis of the information received and monitored by the CODM. These segments will be monitored on a go forward basis and in the next financial statements.

Notes to the financial statements
continued

2. Summary of significant accounting policies continued

2.23 Business Combinations

Acquisitions of subsidiaries and businesses, other than those occurring under common control, are accounted for using the acquisition method. The consideration is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree. The Group elects whether to measure the non-controlling interests in the acquiree at the fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition related costs are recognised in profit or loss as incurred.

When the Group acquires a business, it classifies the identifiable assets acquired and the liabilities assumed as necessary to apply other IFRSs subsequently. This is based on contractual terms, economic conditions and other pertinent conditions as they exist as at acquisition date.

Goodwill arising on acquisition is recognised as an asset and is measured as the excess of the consideration transferred over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in the income statement. As part of the acquisition accounting exercise, contracts are identified which represent an asset to the Group (i.e. contract is in the money on acquisition date) or a liability to the Group (i.e. contract is out of the money at acquisition date). A contract asset or liability is calculated as the fair value of the contract on the acquisition date and these are credited/charged to the income statement as the contract matures. Contract assets are recognised within intangible assets on the balance sheet and liabilities are included within provisions.

3. Critical accounting judgement and key source of estimation uncertainty

In the application of the Group's accounting policies, described in note 2 (*Summary of significant accounting policies*), management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only the period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

(i) Capitalisation of development costs (see note 12 (*Intangible assets*))

Management make judgements regarding the point at which research and development costs meet the capitalisation criteria as set out in note 2.13 (*Intangible assets and goodwill*). All expenditure on potential intangible fixed assets are treated as an expense unless the item being worked on meets the definition of an intangible asset and criteria for capitalisation. Each month development staff report the amount of actual time spent on development. Management uses information about the projects being worked on, and the time and materials costs that go into the development of those projects as reported to ensure the criteria are met. The resulting direct labour cost arising (including an appropriate level of overheads) that meet the above criteria is recorded within intangible fixed assets.

(ii) Revenue recognition

Contracts are accounted for in accordance with IFRS 15 'Revenue from Contracts with Customers'. Revenue and profits are recognised as, and when, identifiable performance obligations are met. Determining the performance obligations, contract price and relevant allocation, for some contracts, may require management to exercise judgement. Management has also exercised judgement when determining whether certain performance obligations, namely the supply and installation of goods are required to be bundled. Estimates and judgements are continually reviewed and updated as determined by events or circumstances.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(i) Trade receivables provision

The valuation of amounts recoverable and not recoverable on trade receivables involves significant estimation.

IFRS 9 Financial Instruments requires the expected credit losses to be measured using an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, 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. IFRS 9 allows practical expedients to be used when measuring credit losses. The Group has elected to use a provision matrix based on the ageing profit of debts and the historical credit loss rates adjusted by a forward looking estimate that includes the probability of a worsening domestic economic environment/specific conditions to a particular customer over the coming quarters.

Notes to the financial statements
continued

4. Financial implications of the acquisition

On 13th February 2020, the Company acquired 100% of the share capital of PPH for a cash consideration of £85 million and share for share exchange equivalent to £26.4 million as set out in the table below.

The asset and liabilities recognised as a result of the acquisition are as follows:

	£'000
Intangible assets[1]	27,311
Cash and cash equivalents	5,295
Inventories	3,131
Trade and other receivables[2]	8,834
Fixed assets	2,306
Borrowings	(1,243)
Other liabilities	(7,703)
Trade and other payables	(2,660)
Deferred tax asset	5,189
Deferred tax liability	(5,189)
Right of use assets	1,056
Lease liability	(1,370)
Fair value of identifiable net assets	34,957

(1) Intangible assets include £14.0 million and £13.0 million recognised at acquisition date that relate to the Pod Point brand and customer relationships for which the estimated useful lives are 15 and 20 years respectively.

(2) Trade and other receivables include £8.0 million of trade receivables which approximate its fair value. The gross value of trade and other receivables was £8.3 million with a £300,000 provision for bad debts.

Goodwill arising from the acquisition has been recognised as follows:

	£'000
Cash consideration	85,196
Consideration in the form of shares issued	26,400
Contingent consideration (see note 19)	1,000
Fair value of identifiable net assets	(34,957)
Goodwill	**77,639**

During 2020 as part of the plans to acquire a 100% stake in Pod Point Holding Limited, 13,118 shares with a nominal value of £0.0001 per share were issued to Parent Company EDF Energy Customers Limited ("EECL") and Parent Company Legal & General Capital Investments Limited ("LGCIL"). A share premium reserve arose of £26.4 million. Funding was received from EDF Energy Customers Limited to fund the remaining acquisition cash flows. £84.6 million of this funding was subsequently waived in the period resulting in a capital contribution and a corresponding increase to retained earnings. Detail in relation to the contingent consideration is included in note 19 (*Trade and other payables and other non-current liabilities*).

5. Segment reporting

The Group has five operating and reportable segments which are considered:

Reportable Segment	Operations
UK Home	Activities generated by the sale of charging units to for installation at homes.
UK Commercial	Activities generated by the sale and installation of charging units in commercial settings, such as the destination, workplace and en-route routes to market.
Norway	Activities generated by the sale of charging units to domestic and commercial customers for installation in Norway.
Owned Assets	Operating activities relating to customer contracts, in which Pod Point owns the charging point assets but charges a fee for provision of media screens on the units for advertising purposes, and charges end customers for the use of these assets.

Notes to the financial statements
continued

5. Segment reporting continued

Reportable Segment	Operations
Recurring	Operating activities relating to the recurring revenue generated on charging units, relating to fees charged from the ongoing use of the Pod Point software and information generated from the management information system.

There are no transactions with a single external customer amounting to 10% or more of the Group's revenues.

Work, destination and en-route revenues are routes to market within the UK Commercial and Norway segments, rather than individual business segments with the types of installations being similar in all three.

UK Home, UK Commercial, Owned Assets and Recurring revenue not generated in Norway are collectively referred to as UK. Norway recurring and non-recurring activities are collectively referred to as Norway. Norway includes both home and commercial charging. Revenue has been further split into OZEV and non-OZEV revenues for each segment. OZEV revenues are the portion of revenue generated from an install, which are claimed from the DVLA by the Group on who are eligible for the EVHS government grant, as described in note 2.8 (*Revenue (incl. OZEV revenues)*).

A breakdown of revenues and non-current assets by geographical area is included in note 7. Assets and liabilities are not reviewed on a segmental basis and therefore have not been included in this disclosure.

Segmental Analysis for the Year ended 31st December 2021:

	UK Home £'000	UK Commercial £'000	Norway £'000	Owned Assets £'000	Recurring £'000	Total Group £'000
Revenue, non-OZEV	24,729	17,286	233	2,033	918	45,199
OZEV revenue	15,543	673	–	–	–	16,216
Revenue	40,272	17,959	233	2,033	918	61,415
Cost of sales	(28,925)	(14,030)	(444)	(1,165)	(506)	(45,070)
Gross Margin	11,347	3,929	(211)	868	412	16,345
Administrative Expenses						(29,377)
Operating Loss						(13,032)
Finance income						–
Finance costs						(1,290)
Loss before tax						(14,322)

Notes to the financial statements
continued

5. Segment reporting continued

Segmental Analysis for the 11 months ended 31st December 2020:

	UK Home £'000	UK Commercial £'000	Norway £'000	Owned Assets £'000	Recurring £'000	Total Group £'000
Revenue, non-OZEV	11,105	9,396	281	868	511	22,161
OZEV revenue	8,251	614	–	–	–	8,865
Revenue	19,356	10,010	281	868	511	31,026
Cost of sales	14,420	7,748	411	394	337	23,310
Gross Margin	4,936	2,262	(130)	474	174	7,716
Administrative Expenses						(19,301)
Operating Loss						(11,585)
Finance income						25
Finance costs						(633)
Loss before tax						(12,193)

6. Group operating loss

Loss for the year has been arrived at after charging/(crediting):

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Amortisation of intangible fixed assets	**3,670**	2,823
Depreciation of tangible fixed assets	**650**	347
Depreciation of right of use asset	**609**	445
Exchange differences	**(10)**	67
Cost of inventories recognised as an expense	**24,554**	13,158
Staff costs	**22,418**	16,615

Audit fees payable for the Group amounted to £285,000 (11 months ended 2020: £82,500) whereas non-audit services amounted to £946,000 (11 months ended 2020: £13,063). Non-audit fees in 2021 were associated with reporting accountant services associated with the IPO and a portion was included within issuance costs recognised against share premium.

7. Revenue and non-current assets

Revenue, analysed geographically between markets, was as follows:

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
United Kingdom	**61,182**	30,745
Norway	**233**	281
	61,415	31,026

Revenue, split between OZEV revenues and non-OZEV revenues was as follows:

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Non-OZEV revenue	**45,199**	22,161
OZEV revenue	**16,216**	8,865
	61,415	31,026

All OZEV revenue was earned in the UK. Non-current assets are all held within the UK for all periods presented.

8. Directors and employees

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost represents contributions payable by the Group to the fund and amounted £416,362 to for the year ended 31st December 2021 (11 months ended 31st December 2020: £261,533).

Pension contributions payable amount at 31st December 2021 was £101,116 (2020: £52,011).

Notes to the financial statements
continued

8. Directors and employees continued

The table below presents the staff costs of these persons, including those in respect of the Directors, recognised in the income statement.

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Wages and salaries	**17,419**	14,429
Social security costs	**2,115**	1,748
Costs of defined contribution scheme	**416**	262
Net share based payment expense	**2,422**	176
	22,372	16,615

Staff costs presented in this note 8 reflect the total wage, tax and pension cost relating to employees of the Group. These costs are allocated between administrative expenses, cost of sales or capitalised where appropriate as part of Software Development intangible assets. The allocation between these areas is dependent on the area of business the employee works in and the activities they have undertaken.

During the year ended 31st December 2021, £2,903,567 of staff costs were capitalised (11 months ended 31st December 2020: £1,866,280).

Key management personnel
Key management personnel of the Group are the members of the Board of Directors as well certain other members directing and controlling the activities of the Group. Directors appointed by EDF are remunerated by EDF and their costs are not recharged and an allocation of cost is not considered readily identifiable.

Key management costs include the following expenses:

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Wages and salaries	**2,819**	4,381
Social security costs	**709**	924
Costs of defined contribution scheme	**85**	60
Net share based payment expense	**2,046**	133
	5,659	5,498

The aggregate emoluments of the highest paid key management personnel in the Group for the year ended 31st December 2021 was £1,912,562 (11 months ended 31st December 2020: £2,587,430).

During the year ended 31st December 2021, two key management personnel were members of the company's defined contribution pension plan (11 months ended 31st December 2020: 3).

9. Adjusting large corporate transaction and restructuring costs

Adjusting large corporate transaction and restructuring costs, for the purposes of presenting non-IFRS measure of adjusted EBITDA as per accounting policy noted in note 2.11 (*Non-IFRS information*), are as follows:

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Costs related to raising finance and other corporate projects	**5,536**	152
Costs related to acquisition	**–**	7,764
Restructuring costs	**203**	–
	5,739	7,916

Notes to the financial statements
continued

9. Adjusting large corporate transaction and restructuring costs continued

Raising finance relates to equity financing which, given its scale in the period, is not considered to be in the normal course of the operating business.

Acquisition costs include national insurance related to the exercise of the share options, completion bonus payments to staff and retention bonus awards relating to the acquisition of the underlying Pod Point business in February 2020.

Restructuring costs are staff related costs arising from changes to the senior management team and department reorganisations that were not in the normal course of the operating business.

10. Finance income and finance costs

Net financing costs comprise bank interest income and interest expense on borrowings, and interest expense on lease liabilities.

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Interest on bank deposits	–	25
Finance Income	–	25
Interest on loans and bonds	1,172	544
Interest on lease liabilities	118	84
Interest on late payments	–	5
Finance Costs	1,290	633
Net finance costs recognised in the income statement	1,290	608

11. Taxation

The taxation charge each year represents the following:

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Current tax charge/(credit)	–	–
Deferred tax charge/(credit)	–	–
Total tax charge/(credit)	–	–

The amount of income tax recorded in the consolidated income statement differs from the expected amount that would arise by applying the statutory rate of tax to the pre-tax profit/(loss) for the year and is reconciled as follows:

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Loss before taxation	(14,322)	(12,193)
Expected tax charge based on the standard rate of corporation tax in the UK of 19%	(2,721)	(2,317)
Fixed assets timing differences	–	22
Expenses not deductible for tax	692	597
Other permanent differences	–	(701)
Adjustments to tax charge in respect of previous periods – deferred tax	–	(65)
Release of losses recognised at Group level	–	275
Deferred tax rate difference	–	12
Deferred tax not recognised	2,029	2,177
Total tax charge/(credit)	–	–

During the 11 months ended 31st December 2020 Pod Point Limited obtained a deduction of £7,475,214 in relation to a share scheme deduction under Part 12 CTA 2009 which crystallised in February 2020.

Notes to the financial statements
continued

11. Taxation continued

The movement in the deferred tax assets/(deferred tax liabilities) was as follows:

Year ended 31st December 2021:

	Opening balance £'000	Recognised in profit or loss £'000	Recognised on acquisition £'000	Closing balance £'000
Deferred tax assets/ (liabilities) related to:				
Property, plant and equipment	(395)	(576)	–	(971)
Intangible assets	(82)	68	–	(14)
Tax losses carried forward	5,389	1,991	–	7,380
Share based payments	–	(329)	–	(329)
Customer related intangibles (Group level only)	(4,912)	(1,154)	–	(6,066)
	–	–	–	–

11 months ended 31st December 2020:

	Opening balance £'000	Recognised in profit or loss £'000	Recognised in OCI £'000	Closing balance £'000
Deferred tax assets/ (liabilities) related to:				
Property, plant and equipment	(40)	(354)	–	(394)
Intangible assets	(206)	125	–	(81)
Tax losses carried forward	246	(46)	5,189	5,389
Customer related intangibles (Group level only)	–	277	(5,189)	(4,914)
	–	–	–	–

Legislation to increase the UK standard rate of corporation tax from 19% to 25% from 1st April 2023 was enacted in the period to 30th June 2021. UK deferred tax balances at 30th June 2021 have been calculated at 25%.

The Group has the following temporary differences for which no deferred tax assets have been recognised:

	Year Ended 31st December 2021 £'000	11 Months Ended 31st December 2020 £'000
Tax losses	(21,758)	(9,001)
Share based payments	(4,619)	–
Short term timing differences	(857)	
Interest	–	(3,250)

All unrecognised temporary differences above can be carried forward indefinitely. Temporary differences in respect of share based payments arise in respect of Part 12 CTA 2009 share options deduction for which a deduction should be available in the future.

12. Intangible assets

Intangible assets as at 31st December 2021:

	Development £'000	Brand £'000	Customer Relationships £'000	Goodwill £'000	Total £'000
Cost:					
At 1st January 2021	6,235	13,940	13,371	77,639	111,185
Additions	4,565	–	–	–	4,565
At 31st December 2021	10,800	13,940	13,371	77,639	115,750
Accumulated amortisation:					
At 1st January 2021	3,564	639	817	–	5,020
Amortisation	2,082	697	891	–	3,670
At 31st December 2021	5,646	1,336	1,708	–	8,690
Carrying amounts:					
At 31st December 2021	5,154	12,604	11,663	77,639	107,060

Notes to the financial statements
continued

12. Intangible assets continued

Intangible assets as at 31st December 2020:

	Development £'000	Brand £'000	Customer Relationships £'000	Goodwill £'000	Total £'000
Cost:					
At 1st February 2020	4,269	–	–	–	4,269
Additions	1,966	–	–	–	1,966
Acquisitions through business combinations	–	13,940	13,371	77,639	104,950
At 31st December 2020	6,235	13,940	13,371	77,639	111,185
Accumulated amortisation:					
At 1st February 2020	2,197	–	–	–	2,197
Amortisation	1,367	639	817	–	2,823
At 31st December 2020	3,564	639	817	–	5,020
Carrying amounts:					
At 31st December 2020	2,671	13,301	12,554	77,639	106,165

In accordance with the provisions of IAS36 'Impairment of Assets' the allocation to individual cash-generating units of the goodwill recognised on the purchase of PPH has been completed during the year ended 31st December 2021, being the end of the first annual period beginning after the relevant acquisition date of PPH by the Company. An impairment review has been performed considering fair value evidence and benchmarked compared to value in use at 31st December 2020 and 31st December 2021. This utilised recent experience and evidence from third parties of continued growth in the value of the business. No risk of impairment was identified or reasonably possible changes that would cause the carrying amount to exceed the recoverable amount.

The recoverable amount of the CGU is determined from value in use calculations. The calculations have been based on a discounted cash flow model using forecast revenues and costs. The inputs into the model appropriately consider the relevant market maturity and local factors. The first year of the forecast is established from the budget for FY22 which is underpinned by the business plan that has been signed off by the Board.

13. Property, Plant and Equipment

Property Plant and Equipment as at 31st December 2021:

	S/Term Leasehold Property £'000	Plant & Machinery £'000	Furniture & fittings £'000	Computer Equipment £'000	Owned Assets £'000	Total £'000
Cost:						
At 1st January 2021	31	159	19	616	2,364	3,189
Additions	–	70	–	221	2,334	2,625
At 31st December 2021	31	229	19	837	4,698	5,814
Accumulated depreciation and impairment:						
At 1st January 2021	30	119	19	471	248	887
Depreciation	1	34	–	82	533	650
At 31st December 2021	31	153	19	553	781	1,537
Carrying amounts:						
At 31st December 2021	–	76	–	284	3,917	4,277

Notes to the financial statements
continued

13. Property, Plant and Equipment continued

Property Plant and Equipment as at 31st December 2020:

	S/Term Leasehold Property £'000	Plant & Machinery £'000	Furniture & fittings £'000	Computer Equipment £'000	Owned Assets £'000	Total £'000
Cost:						
At 1st February 2020	31	118	19	500	99	767
Additions	–	41	–	116	2,265	2,422
At 31st December 2020	31	159	19	616	2,364	3,189
Accumulated depreciation and impairment:						
At 1st February 2020	29	114	17	342	38	540
Depreciation	1	5	2	129	210	347
At 31st December 2020	30	119	19	471	248	887
Carrying amounts:						
At 31st December 2020	1	40	–	145	2,116	2,302

14. Right of Use Asset

The corresponding lease liability of the right of use asset is set out in note 21 (Leases).

Right of Use Asset at 31st December 2021:

	Right of Use Asset £'000
Cost:	
At 1st January 2021	**2,939**
Additions	**1,069**
At 31st December 2021	**4,008**
Accumulated depreciation:	
At 1st January 2021	**1,999**
Depreciation	**609**
At 31st December 2021	**2,608**
Carrying amounts:	
At 31st December 2021	**1,400**

Notes to the financial statements
continued

14. Right of Use Asset continued

Right of Use Asset as at 31st December 2020:

	Right of Use Asset £'000
Cost:	
At 1st February 2020	2,612
Additions	327
At 31st December 2020	2,939
Accumulated depreciation:	
At 1st January 2020	1,554
Depreciation	445
At 31st December 2020	1,999
Carrying amounts:	
At 31st December 2020	940

15. Inventories

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Finished goods	**4,962**	4,716
Work in progress	**3,252**	906
	8,214	5,622

The cost of inventories recognised as an expense during the year ended 31st December 2021 in respect of continuing operations was £24,554,303 (11 months ended 31st December 2020: £13,158,238).

An impairment loss of £229,064 was recognised in cost of sales against stock during the year ended 31st December 2021 due to slow-moving and obsolete stock (11 months ended 31st December 2020: £190,423).

16. Trade and other receivables

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Trade receivables	**18,795**	12,382
Loss allowance	**(216)**	(368)
	18,579	12,014
Other receivables	**338**	97
Prepayments and accrued income	**5,124**	2,206
	24,041	14,317

The Group always measures the loss allowance for trade receivables at an amount equal to lifetime expected credit losses. The expected credit losses on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group has sensitised the effects if failure rates were to increase by 100% as sales increase. The related increase in the bad debt provision would be £86,855 for the year ended 31st December 2021 (2020: £85,178).

Notes to the financial statements
continued

16. Trade and other receivables continued

The movement in the provision for doubtful debts is as follows:

	£'000
At 1st January 2021	**368**
Amounts recovered	**(42)**
Written off	**(203)**
Change in loss allowance due to new trade and other receivables originated	**93**
As at 31st December 2021	**216**
At 1st February 2020	202
Amounts recovered	–
Written off	147
Change in loss allowance due to new trade and other receivables originated	19
As at 31st December 2020	368

Aging of trade receivables before provision.

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Current	**4,275**	2,048
Trade receivables past due		
0–90 days	**8,712**	6,380
91–180 days	**1,749**	1,490
181–270 days	**2,234**	1,128
271–365 days	**685**	424
More than 365 days	**1,140**	912
Trade receivables before allowance for doubtful receivables	**18,795**	12,382
Less: allowance for doubtful receivables	**(216)**	(368)
Total trade receivables	**18,579**	12,014

17. Cash and cash equivalents

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Cash at bank and in hand	**44,473**	2,449
Pod Point mobile application	**1,639**	493
	46,112	2,943

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Pod Point mobile application relates to cash held by the Company from consumer credit or debit card 'top-ups' through the Pod Point Mobile App. This cash is held until it is paid to customers who enable pay-as-you-go tariffs on their charging units and the related electricity is used. The cash is restricted in use, however is not held within a separate bank account.

18. Short-term investments

Short-term investments represent cash held on deposit with financial institutions with a maturity greater than three months at inception.

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Short-term investments	**50,000**	–

Notes to the financial statements
continued

19. Trade and other payables and other non-current liabilities

19.1 Trade and other payables – current

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Trade payables	**12,110**	8,928
Other taxation and social security	**1,020**	389
Accruals and deferred revenue	**20,568**	9,968
Contingent consideration	**1,000**	–
Other payables	**1,475**	195
	36,173	19,480

There is no material difference between the carrying value and fair value of trade and other payables presented. See note 2 (*Summary of significant accounting policies*) for more detail on the trade and other payables accounting policy.

The contingent consideration of £1,000,000 relates to a warranty retention liability which was set up on the acquisition of Pod Point Holding Limited by the Company in February 2020. No warranty claims have been made against the shareholders of Pod Point Holding Limited and the amount was repaid to shareholders of Pod Point Holding Limited on 11th February 2022.

19.2 Other non-current liabilities

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Contingent consideration	**–**	1,000

20. Loans and borrowings

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Current liabilities		
Intercompany loan	**–**	630
Secured bank loan	**707**	71
Bond	**–**	26
	707	727
Non-current liabilities		
Intercompany loan	**–**	8,650
Secured bank loan	**2,326**	1,938
Bond	**–**	218
	2,326	10,806

The bond which existed as of 31st December 2020 was redeemable by the bondholders on the anniversary of the commencement date, in January of each year, provided the bondholder had completed a notice of redemption. The bond carried an interest rate of 8% per annum. The entire bond was redeemed on 31st December 2021.

Notes to the financial statements
continued

20. Loans and borrowings continued

During the 11 months ended 31st December 2020, the Group entered into £3.5 million facility agreement with Triodos Bank UK Limited, to fund charging units owned by the Group and installed at customer sites. The facility is structured as a construction facility while the assets are being installed, at which point the outstanding balance will become an operating facility. The interest rate is fixed at 3.5%. The loan is repayable in eighteen quarterly instalments starting one quarter after the start of the operating facility. The loan is repayable on 31st December 2025.

As at 31st December 2020, the Group held intercompany loans with Parent Companies EECL and LGCIL under a revolving credit facility. For each loan drawn before 31st December 2021, the applicable rate of interest on the loan is the reference rate (LIBOR) and the margin (7.3% per annum). For each loan drawn on or after the rate switch date on 31st December 2021, SONIA and a credit adjustment spread rather than LIBOR will be used as the reference rate for calculating interest for such loans. The entire balance of the loans was repaid upon listing on 9th November 2021.

As of December 2020, the Group held an additional intercompany loan with Parent Company EECL of £630,000 in addition to the loan mentioned above. This loan was formally waived on 6th October 2021, resulting in a corresponding increase to retained earnings at that date.

No changes in liabilities arising from financing activities has been identified during the year ended 31st December 2021 or are expected in the near future.

21. Leases

The corresponding liability of the right of use asset set out in note 14 (*Right of use asset*) above represents the following:

Lease liability as at 31st December 2021:

	Lease Liability £'000
Cost:	
At 1st January 2021	**1,187**
Additions	**1,121**
Interest charge	**118**
Repayments	**(767)**
At 31st December 2021	**1,659**

Lease liability as at 31st December 2020:

	Lease Liability £'000
Cost:	
At 1st February 2020	1,369
Additions	328
Interest charge	84
Repayments	(594)
At 31st December 2020	1,187

22. Provisions

Provisions at 31st December 2021:

	Warranty £'000
As at 1st January 2021	**316**
Charged to income statement	**(86)**
Additional provision in the year	**174**
As at 31st December 2021	**404**

The warranty provision as at 31st December 2021 would be expected to unwind by November 2026.

Provisions at 31st December 2020:

	Warranty £'000
As at 1st February 2020	325
Charged to income statement	(109)
Additional provision in the period	118
As at 31st December 2020	316

Notes to the financial statements
continued

23. Capital and reserves

The share capital in issue at each year and period end is as follows:

	As at 31st December 2021		As at 31st December 2020	
	Number	£'000	Number	£'000
Allotted, called up and fully paid:				
Ordinary shares of £0.001 each	**153,403,537**	**153**	–	–
Ordinary shares of £0.0001 each	–	–	13,118	–

On 10th December 2021, 549,000 shares were issued and allotted pursuant to the Share Incentive Plan, bringing the total issued share capital to 153,952,537.

IPO Reorganisation

As at 31st December 2020, the issued share capital of the Company comprised 13,118 ordinary shares of £.0001 each. In connection with Admission, the Company reorganised its share capital as follows:

- On 20th October 2021, the Company issued 999,986,882 bonus shares of £0.0001 each, resulting in a share capital of £100,000, divided into 1,000,000,000 ordinary shares of £0.0001 each. Subsequently on 20th October 2021, the Company undertook a consolidation of its share capital on a 10:1 basis, resulting in a share capital of £100,000, divided into 100,000,000 ordinary shares of £0.001 each. This resulted in a reduction of share premium of £100,000.
- On 9th November, 2021, Pod Point Group Holdings plc issued 53,403,537 ordinary shares as part of the Initial Public Offering in exchange for cash of £117,940,367, represented by share capital of £53,403 and share premium of £112,229,304. Immediately following Admission, the issued share capital of the Company was £153,404, comprising of 153,403,537 shares of £0.001 each.

Issuance costs of £7,664,663 were recognised against share premium in accordance with the Companies Act 2006, section 610.

Share premium

The share premium reserve reflects the excess over nominal value arising on the issue of ordinary shares. During 2020 as part of the plans to acquire a 100% stake in Pod Point Holding Limited 13,118 shares with a nominal value of £0.0001 per share were issued to EECL and LGCIL. A share premium reserve arose of £26.4 million. See IPO reorganisation note above for effects on share premium as a result of the Initial Public Offering in November 2021.

Other Reserves

Other reserves includes the share based payment charge on share options issued to employees as detailed in note 25 (*Share based payments*).

ESOP Reserve

The ESOP reserve represents the value associated with the shares issued pursuant to the employee Share Incentive Plan.

Accumulated losses

Accumulated losses reserve represents the accumulated losses of the Group generated through business activities. In 2020 a loan from EECL of £84.6 million was waived resulting in a capital contribution and a corresponding increase to retained earnings.

24. Financial instruments

The Group had the following financial assets and liabilities. The amounts below are contractual undiscounted cash flows and include both interest and principal amounts.

Accounting policy

Categorisation within the hierarchy, measured or disclosed at fair value, has been determined based on the lowest level of input that is significant to the fair value measurement as follows:

- Level 1 – valued using quoted prices in active markets for identical assets or liabilities
- Level 2 – valued by reference to valuation techniques using observable inputs other than quoted prices included within Level 1
- Level 3 – valued by reference to valuation techniques using inputs that are not based on observable market data

Notes to the financial statements
continued

24. Financial instruments continued

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Cash and cash equivalents	**46,112**	2,943
Short-term investments	**50,000**	–
Trade and other receivables	**18,917**	12,111
Accrued income	**3,600**	1,661
Total financial assets	**118,629**	16,716
Trade and other payables	**14,605**	9,512
Accruals	**9,383**	5,905
Leases	**1,660**	1,187
Loans and borrowings	**3,034**	11,533
Total financial liabilities	**28,682**	28,137

All financial assets and financial liabilities shown above, and loans and borrowings, are valued at carrying amount or at fair value using Level 2 measurements. There have been no transfers between levels in any of the years.

Financial assets
The Group classifies its financial assets into the following categories: cash and cash equivalents, trade and other receivables and accrued income. The classification depends on the purpose for which the assets are held. The classification is first performed at initial recognition and then re-evaluated at every reporting date for financial assets other than those held at fair value through the income statement.

Financial liabilities
The Group classifies its financial liabilities into the following categories: trade and other payables, loans and borrowings and other non-current liabilities.

The Directors consider that the carrying amount for all financial assets and liabilities which are not held at fair value through profit or loss approximates to their fair value.

Financial risk management
The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk), credit risk and liquidity risk. The Group's overall risk management framework seeks to minimise potential adverse effects on the Group's financial performance.

(i) Risk management framework
The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(ii) Market risk
Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group's income. The Group's exposure to market risk predominantly relates to currency risk. The analysis of market risk calculated by management and sensitivity analysis have not been been disclosed as is not deemed to be material for the year ended 31st December 2021 (2020: nil).

(iii) 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 Group's receivables from customers. Trade receivables are assessed for risk of default by customers on a periodic basis and terms of trade are adjusted accordingly. The maximum credit risk exposure at the statement of financial position's date is represented by the carrying value of financial assets.

(iv) Liquidity risk
Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group has been financed through a combination of intercompany loans from the Parent Company, equity fundraising and bank and borrowing facilities.

A £1 million loan facility existing at 1st February 2020 was repaid in June 2020, and therefore liquidity risk was mitigated.

As at 31st December 2020, the Group held a bond of £243,000 with a coupon rate of 8% £25,500 was redeemed in January 2021 and the entire bond was repaid 31st December 2021, mitigating liquidity risk.

In addition, intercompany loans from the Parent Companies were repaid upon listing, mitigating liquidity risk. The only loan existing at 31st December 2021 is the loan with Triodos bank, which is being repaid on a monthly basis. Please see note 20 for further details on repayment.

Notes to the financial statements
continued

24. Financial instruments continued

The following tables detail the Group's remaining contractual maturity for its financial assets and financial liabilities:

As at 31st December 2021:

	Less than 1 year £'000	1–5 years £'000	5+ years £'000	Total £'000
Trade and other receivables	**18,825**	**92**	**–**	**18,917**
Accrued income	**3,600**	**–**	**–**	**3,600**
Total financial assets	**22,425**	**92**	**–**	**22,517**
Trade and other payables	**14,605**	**–**	**–**	**14,605**
Accruals	**9,383**	**–**	**–**	**9,383**
Lease liabilities – future lease payments	**896**	**764**	**–**	**1,660**
Loans and borrowings	**707**	**2,327**	**–**	**3,034**
Total financial liabilities	**25,591**	**3,091**	**–**	**28,682**

As at 31st December 2020:

	Less than 1 year £'000	1–5 years £'000	5+ years £'000	Total £'000
Trade and other receivables	12,012	99	–	12,111
Accrued income	1,661	–	–	1,661
Total financial assets	13,673	99	–	13,772
Trade and other payables	9,512	–	–	9,512
Accruals	5,905	–	–	5,905
Lease liabilities – future lease payments	549	882	–	1,431
Loans and borrowings	727	10,806	–	11,533
Total financial liabilities	16,693	11,688	–	28,381

(v) Foreign currency risk

The Group has overseas operations in Norway and is therefore exposed to changes in the respective currency of that territory. The Group maintains bank balances in local currency. Cash positions are monitored on a regular basis for any imbalances.

25. Share based payments

Charge to the income statement:
The charge to the income statement is set out below:

	Year ended 31st December 2021 £'000	11 months ended 31st December 2020 £'000
IPO Restricted Share Award	**2,256**	–
IPO Performance Share Award	**136**	–
SIP	**30**	–

During the year ended 31st December 2021, the Group operated the following share based payment schemes, all of which are equity settled.

IPO Share Based Payment Awards

IPO Restricted Share Award

At IPO, awards were granted to eligible employees:

Year granted	Share price per award (£)	Exercise price of award	Date of vesting	No of shares for which awards outstanding on 1 Jan 2021	Awards granted during the year	Awards vested during the year	Number of shares for which awards exercised	Number of shares for which awards outstanding
2021	2.20	–	Nov-21	–	834,000	834,000	70,204	736,796
2021	2.20	–	Nov-22	–	738,224	–	–	738,224
2021	2.20	–	Nov-23	–	714,330	–	–	714,330
2021	2.20	–	Nov-24	–	95,776	–	–	95,776
2021	2.20	–	Nov-25	–	95,776	–	–	95,776

Notes to the financial statements
continued

25. Share based payments continued

The IPO restricted share awards were valued using the Black-Scholes method with the following assumptions:

	Nov-21
Weighted average share price at grant date	2.20
Exercise price	–
Expected volatility	60%
Expected life	0-4 years
Dividend yield	–

IPO Performance Share Awards

At IPO, awards were granted to eligible employees:

Year granted	Share price per award (£)	Exercise price of award	Date of vesting	No of shares for which awards outstanding on 1st Jan 2021	Awards granted during the year	Awards vested during the year	Number of shares for which awards exercised	Number of shares for which awards outstanding
2021	2.20	–	Feb-24	–	881,142	–	–	881,142
2021	**2.20**	**-**	**Feb-25**	**-**	**881,142**	**-**	**-**	**881,142**

The IPO performance share awards were valued using the Black-Scholes method with the following assumptions:

	Nov-21
Weighted average share price at grant date	2.20
Exercise price	-
Expected volatility	38%-60%
Expected life	3.3-4.3 years
Dividend yield	-

All-employee Share Incentive Plan ("SIP")

Year granted	Share price per award (£)	Exercise price of award	Date of vesting	No of shares for which awards outstanding on 1st Jan 2021	Awards granted during the year	Awards vested during the year	Number of awards forfeited	Number of shares for which awards outstanding
2021	2.40	-	Dec-24	-	549,000	-	12,000	537,000

The SIP was valued using the Black-Scholes method with the following assumptions:

	Dec-21
Weighted average share price at grant date	2.40
Exercise price	-
Expected volatility	60%
Expected life	3 years
Dividend yield	-

26. Earnings/(Loss) per share

Basic earnings per share is calculated by dividing the loss attributable to the equity holders of the Group by the weighted average number of shares in issue during the year.

The Group has dilutive ordinary shares for the year ended 31st December 2021 and period ended 31st December 2020, these being share options granted to employees. As the Group has incurred a loss in all periods, the diluted loss per share is the same as the basic earnings per share as the loss has an anti-dilutive effect.

	Year ended 31st December 2021 £	11 months ended 31st December 2020 £
Loss for the period attributable to equity holders	**14,322,377**	12,192,652
Basic and diluted weighted average number of ordinary shares in issue	**107,608,175**	100,000,000
Earnings/(Loss) per share (Basic and Diluted)	**(0.13)**	(0.12)

Notes to the financial statements
continued

26. Earnings/(Loss) per share continued

In determining the share numbers and earnings per share calculation above the requirements of IAS 33 'Earnings per share' have been applied to reflect the bonus issue and share consolidation detailed in note 14 as if it had taken place at the start of the earliest period for which an earnings per share is presented.

27. List of subsidiaries

The Group holds share capital in the following companies:

Name of company	Country of Incorporation	Principle activity	Ownership	Registered Address
Pod Point Limited	United Kingdom	Development and supply of equipment and systems for electric charging vehicles	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE
Pod Point Holding Limited	United Kingdom	Holding Company	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE
Open Charge Limited	United Kingdom	Development and supply of equipment and systems for electric charging vehicles	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE
Pod Point Norge AS	Norway	Development and supply of equipment and systems for electric charging vehicles	100%	Engebrets vei 3, 0275, Oslo, Norway
Pod Point Asset One Limited	United Kingdom	Development and supply of equipment and systems for electric charging vehicles	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE

28. Related parties

Transactions with Shareholders
For the 11 months ended 31st December 2020, the immediate Parent Companies of the Group is EDF Energy Customers Limited, owning 77.5% and Legal & General Capital Investments Limited, owning 22.5%. As at 31st December 2020, the Group held a loan with EDF Energy Customers Limited of £6,710,602 and a loan with Legal & General Capital Investments Limited of £1,939,398. The entire loan balances were repaid upon IPO in November 2021.

As at 31st December 2020, the Group held an additional loan of £630,000 with EDF Energy Customers Limited, which on 6th October 2021 was formally waived, resulting in a corresponding increase to retained earnings at that date.

During the 11 months ended 31st December 2020, the Group had the following transactions with Group Companies part of the EDF Group and Legal & General group:

Group Company	Sales of goods	Purchase of goods	Interest and fees on intercompany loan
Legal & General Group	£7,839	–	£114,176
EDF Energy Limited	£142,680	–	–
EDF Energy Customers Limited	–	£88,149	£396,175

During the year ending 31st December 2021, the Group had the following transactions Group Companies part of the EDF Group and Legal & General Group:

Group Company	Sales of goods	Purchase of goods	Interest and fees on intercompany loan
Legal & General Group	**£46,305**	**–**	**£232,040**
EDF Energy Limited	**£262,777**	**–**	**–**
EDF Energy Customers Limited	**–**	**£849,751**	**£806,032**

Notes to the financial statements
continued

28. Related parties continued

Transactions with related parties who are not members of the Group
During the year ended 31st December 2021, the Group had the following transactions with a related party who is not a member of the Group. Imtech Inviron Limited is a related party by virtue of their ultimate parent and controlling party being Électricité de France S.A.:

- Sale of goods of £48,179 (11 months ended 31st December 2020: £174,155)

Transactions with key management personnel of the Group
Key Management Personnel are defined as member of the Group's Strategic Board.

See note 8 (*Directors and employees*) for details of compensation of key management personnel. Certain employees hold shares in the Group, including Key Management Personnel.

29. Post balance sheet events

The contingent consideration of £1,000,000 was repaid to shareholders of Pod Point Holding Limited on 11th February 2022 as detailed in note 19.1.

30. Ultimate Parent undertaking and controlling party

The immediate Parent Company of the Company and its subsidiaries is EDF Energy Customers Limited, a company registered in the United Kingdom.

The immediate Parent Company of EDF Energy Customers Limited is EDF Energy Limited, a company registered in the United Kingdom.

At 31st December 2021 and 31st December 2020, Électricité de France SA, a Company incorporated in France, is regarded by the Directors as the Company's ultimate Parent Company and controlling party. This is the largest Group for which consolidated financial statements are prepared. Copies of that company's consolidated financial statements may be obtained from the registered office at Électricité de France SA, 22-30 Avenue de Wagram, 75382, Paris, Cedex 08, France.

Company Statement of Financial Position

	Notes	As at 31st December 2021	As at 31st December 2020
NON-CURRENT ASSETS			
Financial assets	2	**19,960**	8,650
Deferred tax asset	9	**328**	–
Investments in subsidiary undertakings	3	**112,596**	112,596
		132,884	121,246
CURRENT ASSETS			
Cash and cash equivalents		**40,578**	–
Short-term investments	4	**50,000**	–
Trade and other receivables	5	**6,064**	169
TOTAL ASSETS		**229,526**	121,415
Current liabilities			
Trade and other payables	6	**(6,464)**	(169)
Borrowings	6	**–**	(630)
Contingent consideration	6	**(1,000)**	-
		(7,464)	(799)
Total assets less current liabilities		**222,062**	120,616
Non-current liabilities			
Borrowings	7	**–**	(8,650)
Contingent consideration	7	**–**	(1,000)
Deferred tax liability	9	**(328)**	–
		(328)	–
NET ASSETS		**221,734**	110,966

	Notes	As at 31st December 2021	As at 31st December 2020
CAPITAL AND RESERVES			
Called up share capital	8	**154**	–
Share premium reserve	8	**140,057**	26,400
Other reserves		**2,264**	–
ESOP reserve		**(1,318)**	–
Retained earnings		**80,577**	84,566
SHAREHOLDER'S FUNDS		**221,734**	110,966

Under section s408 of the Companies Act 2006 the Company is exempt from the requirement to present its own income statement. The loss for the year to 31st December 2021 was £4,618,872 (11 months to 31st December 2020: nil)

The notes on pages 129 to 134 form part of the financial statements.

Approved by the Board of Directors on 6th May 2022 and signed on their behalf by

David Surtees
Chief Financial Officer

Company Statement of Changes in Equity

As at 31st December 2021:

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	ESOP reserve £'000	(Accumulated losses)/ Retained earnings £'000	Total equity £'000
Balance as at 1st January 2021	–	26,400	–	–	84,566	110,966
Loss after tax for the year	–	–	–	–	(4,619)	(4,619)
Waived intercompany loan	–	–	–	–	630	630
Issue of shares during the year	153	112,340	–	–	–	112,493
Issue of shares pursuant to the share incentive plan	1	1,317	–	(1,318)	–	–
Share based payment charge	–	–	2,264	–	–	2,264
Balance as at 31st December 2021	154	140,057	2,264	(1,318)	80,577	221,734

As at 31st December 2020:

	Share Capital £'000	Share Premium £'000	Other Reserves £'000	ESOP reserve £'000	(Accumulated losses)/ Retained earnings £'000	Total equity £'000
Balance as at 1st February 2020	–	–	–	–	–	–
Issue of shares during the period	–	26,400	–	–	–	26,400
Capital contribution[1]	–	–	–	–	84,566	84,566
Balance as at 31st December 2020	–	26,400	–	–	84,566	110,966

(1) In 2020, Parent Company EDF Energy Customers Limited ("EECL") formally waived a loan to the Group. This amount has been treated as a capital contribution and is not recognised in the P&L.

Notes to the Company financial statements

1. Accounting policies

Basis of preparation

Pod Point Group Holdings plc ("PPGH") is a public limited company incorporated in the United Kingdom under the Companies Act on 29th January 2020. The address of the registered office is 28-42 Banner Street, London, England, EC1Y 8QE. The balance sheet has been prepared for the purpose of compliance with section 92(1)(b) and (c) of the Companies Act 2016. The balance sheet has been prepared at 31st December, which is the financial year end of the Company. The comparative period of 31st December 2020 was the first financial year end of the Company.

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework ('FRS 101')'. In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of IFRS, but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions have been taken.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The Company financial statements have been prepared in accordance with FRS 101. In these financial statements, PPGH applied the exemptions available under FRS 101 in respect of the following disclosures:

- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 28 of IAS 1 to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f) and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transaction entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the effects of new but not yet effective IFRS.

As the consolidated financial statements of the Group include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IAS 36: Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets
- Certain disclosures required by IFRS 3: Business Combinations in respect of business combinations undertaken by the Company

As the consolidated financial statements of the Group include the equivalent disclosures, PPGH has also taken the exemptions under section 408(4) of the Companies Act 2006, not to present its individual income statement and related notes as part of the financial statements.

The accounting policies set out below, has unless otherwise stated, been applied consistently to all periods presented in the Company financial statements, The accounting policies presented in note 2 of the consolidated notes to the financial statements of PPGH also apply to the Parent Company.

Going concern

The Directors have made enquiries and reviewed cash flow forecasts and available facilities for at least the next 12 months (including subsequent events). Taking these into account the Directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. This judgement has been formed taking into account the principal risks and uncertainties that the Company faces. For this reason the Directors continue to adopt the going concern basis in preparing the financial statements.

Interest income

Interest income is recognised as the interest accrues (using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument).

Notes to the Company financial statements
continued

1. Accounting policies continued

Investment in subsidiary undertakings
Subsidiary undertakings are those entities controlled by the Company, and where the substance of the relationship between the Company and the entity indicates that the entity is controlled by the Company. The Company controls an entity when it is exposed, 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. Considerations in the assessment of control include:

- the purpose and design of the entity;
- what the relevant activities are and how decisions about those activities are made;
- whether the rights of the Company give it the current ability to direct the relevant activities;
- whether the Company is exposed, or has rights, to variable returns from its involvement with the entity; and
- whether the entity has the ability to use its power over the investee to affect the amount of the investor's returns.

The Company continues to assess whether it controls an entity if facts and circumstances indicate that there changes to the elements of control. Investment in subsidiaries is recorded at cost and is subsequently assessed for indicators of impairment. If such factors exist, a detailed impairment test is carried out. Impairment is recognised in the income statement when the recoverable amount of the Company's investment is lower than the carrying amount of the investment. Upon disposal of the investment in the entity, the Company measures the investment at its fair value. Any difference between the fair value of the Company's investment and the proceeds of disposal is recognised in the income statement.

Financial instruments
Financial assets and liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instruments. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition of issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through the profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through the profit or loss are recognised immediately in profit or loss. The effective interest method is a method of calculating the amortised cost of a financial liability or a financial asset and of allocating the interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts), through the expected life of the financial liability or asset or (where appropriate) a shorter period, to the net carrying amount on initial recognition).

Financial assets
The Company's financial assets are classified as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of both:

(a) the Company's business model for managing of financial assets; and

(b) the contractual cash flow characteristics of financial asset.

Financial assets measured at amortised cost
Financial assets are classified as measured at amortised cost if both the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(b) the contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value through other comprehensive income (FVOCI)
Financial assets are classified as measured at fair value through other comprehensive income if both the following conditions are met:

(a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

(b) the contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value through profit or loss (FVTPL)
Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income.

Recognition of expected credit losses
The Company recognises a loss allowance for expected credit losses on a financial asset that is measured at amortised cost, measured at fair value through other comprehensive income, a lease receivable, a contract asset or a loan commitment and a financial guarantee contract to which impairment requirements apply.

Notes to the Company financial statements
continued

1. Accounting policies continued

At each reporting date, the Company measures the loss allowance for a financial instrument at an amount equal to lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The expected credit losses are assessed considering all reasonable and supportable information, including that which is forward-looking. If at the reporting date the credit risk on a financial instrument has not increased significantly since initial recognition, and entity shall measure the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. The amount of credit losses (or reversal) is recognised in profit or loss, as an impairment gain or loss at the reporting date.

De-recognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset along with substantially all the risks and rewards of ownership to a third party. On de-recognition of a financial asset in its entirety, the difference between the asset's carrying value, the sum of the consideration received and receivable, and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the income statement.

Financial Liabilities and equity.

Financial liabilities as subsequently measured at amortised cost, except for:

(a) financial liabilities at fair value through profit or loss – these include derivatives that are liabilities which are subsequently measured at fair value.

(b) financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when continuing involvement applies.

(c) financial guarantee contracts to which (a) or (b) does not apply are subsequently measured as the higher of – the amount of loss allowance determined, or, the amount initially recognised less the cumulative amount of income recognised.

(d) commitments to provide a loan at below market interest rate to which (a) or (b) does not apply are subsequently measured as the higher of – the amount of loss allowance determined, or, the amount initially recognised less the cumulative amount of income recognised.

(e) contingent consideration recognised as an acquirer in a business combination which is measured at fair value through profit or loss.

Borrowings

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing. Interest expense is recognised based on the effective interest method and is included in finance costs. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in this note, the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In the view of the Directors, there are no critical accounting judgements or key sources of estimation uncertainty which affect the Company's financial statements.

2. Financial assets

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Loans to subsidiaries	**19,960**	8,650

Loans to subsidiaries relate to loans granted to Pod Point Holding Limited, this loan is unsecured and accrues interest LIBOR plus a margin of 7.3% and is repayable by 27th March 2024.

Loans to subsidiaries are held at amortised cost and are expected to mature within one to five years.

Notes to the Company financial statements
continued

3. Investments in subsidiary undertakings

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Investments	**112,596**	112,596

On 13th February 2020 the Company purchased a 100% stake in Pod Point Holding Limited. The subsidiary undertakings at 31st December 2020, which are incorporated in the United Kingdom and are registered and operate in England and Wales, or Scotland (unless otherwise stated), are as follows:

Name of company	Country of Incorporation	Principal activity	Ownership	Registered Address
Pod Point Limited	United Kingdom	Development and supply of equipment and systems for electric charging vehicles	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE
Pod Point Holding Limited	United Kingdom	Holding Company	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE
Open Charge Limited	United Kingdom	Development and supply of equipment and systems for electric charging vehicles	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE
Pod Point Norge AS	Norway	Development and supply of equipment and systems for electric charging vehicles	100%	Engebrets vei 3, 0275, Oslo, Norway
Pod Point Asset One Limited	United Kingdom	Development and supply of equipment and systems for electric charging vehicles	100%	28-42 Banner Street Banner Street, London, England, EC1Y 8QE

4. Short-term investments

Short-term investments represent cash held on deposit with financial institutions with a maturity greater than three months at inception.

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Short-term investments	**50,000**	–

5. Trade and other receivables

	Year ended 31st December 2021 £'000	As at 31st December 2020 £'000
Amounts owed by other Group companies	**–**	169
Intercompany receivable	**5,388**	–
Prepayments	**275**	–
Other taxation and social security	**401**	–
	6,064	169

Amounts owed by other Group companies are interest free and repayable on demand.

Notes to the Company financial statements
continued

6. Trade and other payables

	Year ended 31st December 2021 £'000	As at 31st December 2020 £'000
Other liabilities	2,336	169
Trade payables	1,991	–
Accruals	2,137	
Borrowings due within one year	–	630
Contingent consideration (see note 7)	1,000	–
	7,464	799

Included within other liabilities are amounts due to Group companies of £2,336 thousand (2020: £131 thousand). Borrowings due within one year are owed to Group companies as 31st December 2020. Amounts due to Group companies are interest free and repayable on demand. The remaining other liabilities of £38 thousand at 31st December 2020 are payable to Legal & General Capital Investments Limited, which is a related party by virtue of its shareholding in the Company.

All borrowings due within one year have been waived as of October 2021.

The contingent consideration of £1,000,000 relates to a warranty retention liability payable to shareholders of Pod Point Holding Ltd in February 2022. This was set up on the acquisition of Pod Point Holding Ltd by Pod Point Group Holdings plc in February 2020. To date no warranty claims have been made against the shareholders of Pod Point Holding Ltd and the amount is expected to be paid in full.

7. Non-current liabilities

	As at 31st December 2021 £'000	As at 31st December 2020 £'000
Borrowings due within more than one year	–	8,650
Contingent consideration	–	1,000
	–	9,650

Included in borrowings due within more than one year are amounts owed to Group companies of £nil (2020: £6,711 thousand). The remaining borrowings of £nil (2020: £1,939 thousand) are payable to Legal & General Capital Investments Limited, which is a related party by virtue of its shareholding in the Company. All borrowings are expected to mature within one to five years and are held at amortised cost.

Borrowings are unsecured, accrue interest at LIBOR plus a margin of 7.3% and are repayable by 27th March 2024.

8. Called up share capital and reserves

The share capital in issue at each year and period end is as follows:

	As at 31st December 2021		As at 31st December 2020	
	Number	£'000	Number	£'000
Allotted, called up and fully paid:				
Ordinary shares of £0.001 each	**153,403,537**	**153**	–	–
Ordinary shares of £0.0001 each	–	–	13,118	–

On 10th December 2021, 549,000 shares were issued and allotted pursuant to the Share Incentive Plan, bringing the total issued share capital to 153,952,537.

Notes to the Company financial statements
continued

8. Called up share capital and reserves continued

IPO Reorganisation
As at 31st December 2020, the issued share capital of the Company comprised 13,118 ordinary shares of £.0001 each. In connection with Admission, the Company reorganised its share capital as follows:

- On 20th October 2021, the Company issued 999,986,882 bonus shares of £0.0001 each, resulting in a share capital of £100,000, divided into 1,000,000,000 ordinary shares of £0.0001 each. Subsequently on 20th October 2021, the Company undertook a consolidation of its share capital on a 10:1 basis, resulting in a share capital of £100,000, divided into 100,000,000 ordinary shares of £0.001 each. This resulted in a reduction of share premium of £100,000.
- On 9th November, 2021, Pod Point Group Holdings plc issued 53,403,537 ordinary shares as part of the Initial Public Offering in exchange for cash of £117,940,367, represented by share capital of £53,403 and share premium of £112,229,304. Immediately following Admission, the issued share capital of the Company was £153,404, comprising of 153,403,537 shares of £0.001 each.

Issuance costs of £7,664,663 were recognised against share premium in accordance with the Companies Act 2006, section 610.

	Year ended 31st December 2021 £'000	As at 31st December 2020 £'000
SHARE PREMIUM RESERVE		
Share premium reserve	**140,057**	26,400

During 2020 as part of the plans to acquire a 100% stake in Pod Point Holding Limited 13,118 shares with a nominal value of £0.0001 per share were issued to Pod Point Group Holdings plc and Legal & General Capital. A share premium reserve arose of £26,400 thousand. In addition a loan from Pod Point Group Holdings plc of £84,566 thousand was waived in the prior period resulting in a capital contribution and a corresponding increase to retained earnings.

9. Taxation

The movement in the deferred tax assets/(deferred tax liabilities) was as follows

Year ended 31st December 2021:

	Opening balance £'000	Recognised in profit or loss £'000	Closing balance £'000
Deferred tax assets (liabilities) related to:			
Property, plant and equipment	–	–	–
Intangible assets	–	–	–
Tax losses carried forward	–	**329**	329
Share based payments	–	**(329)**	(329)
Customer related intangibles (Group level only)	–	–	–

The Company has the following temporary differences for which no deferred tax asset has been recognised:

	Year ended 31st December 2021 £'000	11 months ended 31st December 2020 £'000
Tax losses	**2,013**	–
Share based payments	**4,619**	–
Short term timing difference	**227**	–

Notes to the Company financial statements
continued

9. Taxation continued

The (credit) for the year can be reconciled to the (loss) in the income statement as follows:

	Year ended 31st December 2021 £'000	11 months ended 31st December 2020 £'000
Loss on ordinary activities before tax	(4,619)	–
Tax on profit on ordinary activities at standard rate of corporation tax in the UK of 19% (2019 – 19%)	(877)	–
Effects of:		–
Expenses not deductible for tax purposes	530	–
Deferred tax not recognised	347	–
Tax charge for the period	-	–

10. Ultimate controlling party

At 31st December 2021, EDF Energy Customers Limited holds a 53.85% interest in the Company and is considered to be the immediate Parent Company. Copies of that Company's consolidated financial statements may be obtained from the registered office at 90 Whitfield Street, London, W1T 4EZ.

At 31st December 2021 and 31st December 2020, Électricité de France SA, a company incorporated in France, is regarded by the Directors as the Company's ultimate Parent Company and controlling party. This is the largest group for which consolidated financial statements are prepared. Copies of that Company's consolidated financial statements may be obtained from the registered office at Électricité de France SA, 22-30 Avenue de Wagram, 75382, Paris, Cedex 08, France.

Glossary

AC	alternating current
ACEA	the European Automobile Manufacturers' Association
Admission or IPO	the admission of the Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities on 9th November 2021
Articles	the Articles of Association of the Company as adopted upon Admission
BEV	battery electric vehicle
BNEF	Bloomberg New Energy Finance
Board	the Board of Directors of the Company
CAGR	compound annual growth rate
CCC	Climate Change Committee (established pursuant to the Climate Change Act)
Climate Change Act	the Climate Change Act 2008 (c.27)
CMA	the Competition and Markets Authority
CMA Market Study	the EV charging market study published by the CMA on 23rd July 2021
Company or Pod Point	Pod Point Group Holdings plc
Controlling Shareholder	means a shareholder who exercises or controls on their own or together with any person with whom they are acting in concert, at least 30% or more of the votes able to be cast on all or substantially all matters at general meetings of the Company
DC	direct current
Directors	the Directors of the Company
DNO	distribution network operator
EDF	Électricité de France S.A.
EECL	EDF Energy Customers Limited
EU	the European Union
EV	electric vehicle
EVHS	OZEV's Electric Vehicle Homecharge Scheme
Executive Directors	the Executive Directors of the Company
FTE	full-time equivalent employee
GHG	greenhouse gas
Governance Code	the UK Corporate Governance Code published by the Financial Reporting Council, as amended
Group	The Company and its subsidiaries
HFI	historical financial information
HMRC	HM Revenue and Customs
ICE	internal combustion engine
IFRS	International Financial Reporting Standards, as adopted by the European Union
IPO or Admission	the Admission of the Shares to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities on 9th November 2021
KPI	key performance indicator
kW	kilowatt
kWh	kilowatt hour
Member State	a member state of the European Economic Area
MSAs	Motorway Service Areas
MTD	multi tenancy dwelling
Non-Executive Directors	the Non-Executive Directors of the Company
OEM	original equipment manufacturer
OZEV	Office for Zero Emission Vehicles
PCAOB	the Public Company Accounting Oversight Board (United States)
PHEV	plug-in hybrid electric vehicle
PiV	plug-in electric vehicle

Glossary continued

Pod Point Group	Pod Point Group Holdings plc, consolidated with its subsidiaries
Relationship Agreement	the relationship agreement entered into between the Company and EECL
RFID	radio-frequency identification
Shares	the ordinary shares of the Company
Smart charge points	Pod Point's smart, Wi-Fi or mobile enabled EV charge points
Smart Reporting	Pod Point's management information system
SMEs	small and medium-sized enterprises
Transport and Environment	The European Federation for Transport and Environment
US GAAS	auditing standards generally accepted in the United States
WCS	the UK government's workplace charging scheme

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