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This document comprises a supplementary prospectus (**Supplementary Prospectus**) relating to Dev Clever Holdings plc (**Company**). This document has been approved by the Financial Conduct Authority (**FCA**), as competent authority under Regulation (EU) 2017/1129 which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (**UK Prospectus Regulation**). The FCA only approves this document as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this document. Investors should make their own assessment as to the suitability of investing in the securities.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the prospectus published by the Company on 17 March 2021 (**Prospectus**) relating to the proposed issue of 60,000,000 Subscription Shares at a price of £0.1 per share, proposed issue of 20,000,000 Subscription Shares at a price of £0.3 per share, grant of warrants over 90,000,000 new Ordinary Shares, and conversion of Loan Notes into up to 37,885,931 Conversion Shares at a price of £0.01 per share (**Subscriptions**). Except as expressly stated herein, or unless the context otherwise requires, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

The Company and each of the Directors accept responsibility for the information contained in this Supplementary Prospectus and the Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus and the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

DEV CLEVER HOLDINGS PLC

(incorporated in England and Wales under the company number 11589976)



Novum Securities Limited (**Novum**) is authorised and regulated in the United Kingdom by the FCA and is acting as financial adviser and broker for the Company and for no-one else and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Novum or for affording advice in relation to the contents of this document or any matters referred to herein. Novum is not responsible for the contents of this document. This does not exclude any responsibilities which Novum may have under FSMA or the regulatory regime established thereunder.

This Supplementary Prospectus does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or subscribe for, ordinary shares in any jurisdiction where such an offer or solicitation is unlawful or would impose any unfulfilled registration, publication or approval requirements on the company.

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (**Securities Act**), or under the securities laws or with any securities regulatory authority of any state or other jurisdiction of the United States or of Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa, or any province or territory thereof. Subject to certain exceptions, the Ordinary Shares may not be taken up, offered, sold, resold, transferred or distributed, directly or indirectly, and this document may not be distributed by any means including electronic transmission within, into, in or from the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa or to as for the account of any national, resident or citizen of the United States or any person resident in Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa. The Ordinary Shares may only be offered or sold in offshore transactions as defined in and in accordance with Regulation S promulgated under the Securities Act. Acquirers of the Ordinary Shares may not offer to sell, pledge or otherwise transfer the Ordinary Shares in the United States, or to any US Person as defined in Regulation S under the Securities Act, including resident corporations, or other entities organised under the laws of the United States, or non-US branches or agencies of such corporations unless such offer, sale, pledge or transfer is registered under the Securities Act, or an exemption from registration is available. The Company does not currently plan to register the Ordinary Shares under the Securities Act. The distribution of this document in or into other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Copies of this document will be available on the Company's website www.devcleverholdingsplc.com and the National Storage Mechanism of the FCA. The date of this document is 19 April 2021.

Events arising since the publication of the Prospectus

This Supplementary Prospectus is being published in relation to the Subscriptions. This Supplementary Prospectus is a regulatory requirement under the UK Prospectus Regulation following the publication of the Company's annual report and financial statements for the financial year ended 31 October 2020. This Supplementary Prospectus has been approved for publication by the FCA.

1. Significant new factors

On 29 March 2021, the Company announced its financial results for the year ended 31 October 2020 (**2020 Accounts**). The Company's auditor, PKF Littlejohn LLP, has reported on the 2020 Accounts without qualification.

The 2020 Accounts were prepared in accordance with International Financial Reporting Standards (**IFRS**). The 2020 Accounts contain a description of the Company's financial condition, changes in financial condition and results of operation for the financial year ended 31 October 2020 and are being incorporated by reference into this Supplementary Prospectus. A copy of the 2020 Accounts is available on the Company's website (www.devcleverholdingsplc.com).

On 29 March 2021, the Company announced that the conditions to the Sitiu Subscription have been satisfied. Applications have been made: (i) to the FCA for the Sitiu Subscription Shares to be admitted to listing on the Standard segment of the Official List and: (ii) to the London Stock Exchange for the Sitiu Subscription Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that the Sitiu Admission will become effective and that dealings on the London Stock Exchange in the Sitiu Subscription Shares will commence at 08:00 a.m. on 22 April 2021.

2. Document incorporated by reference

To the extent that there is any inconsistency between any statement in or incorporated by reference in this Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in or incorporated by reference in this Supplementary Prospectus will prevail.

The information set out below relating to the Company is incorporated by reference in this document and is available as indicated above.

As a result of the publication of the 2020 Accounts, *Part VI (B): Information incorporated by reference* of the Prospectus is hereby supplemented as below. The table below sets out the sections of the 2020 Accounts which are incorporated by reference into, and form part of, this document, and only the parts of the 2020 Accounts identified in the table are incorporated into, and form part of, this document. The parts of the 2020 Accounts which are not incorporated into this document by reference are either not relevant for investors or are covered elsewhere in this document or the Prospectus. To the extent that any part of any information referred to below itself contains information which is incorporated by reference, such information will not form part of this document.

Reference document	Information incorporated by reference into this document	Page numbers
The Group's Annual Report and Accounts for the year ended 31 October 2020	Chairman and Chief Executive Officer's Statement	4 to 9
	Chief Financial Officer's Review	10 to 11
	Strategic Report	12 to 29
	Directors' Remuneration Report	30 to 36
	Audit Committee Report	37 to 38
	Directors' Report	39 to 41
	Directors' Responsibilities Statement	42
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	Company Statement of Cash Flows	56
Notes to the Financial Statements	57 to 98	

3. Supplement to Part VI (C): Report on the Unaudited Pro Forma Statement of Net Assets and Pro Forma Income Statement

As a result of the publication of the 2020 Accounts, the information *Part VI (C): Report on the Unaudited Pro Forma Statement of Net Assets and Pro Forma Income Statement* of the Prospectus is hereby supplemented as follows:

REPORT ON THE UNAUDITED PRO FORMA STATEMENT OF NET ASSETS AND PRO FORMA INCOME STATEMENT

The Directors
Dev Clever Holdings plc
Ventura House
Ventura Park Road
Tamworth
Staffordshire
United Kingdom
B78 3HL

Dear Sirs

Introduction

We report on the unaudited pro forma statement of net assets at 31 October 2020 and pro forma income statement for the year ended 31 October 2020 ('the Pro Forma Financial Information') set out in paragraph 3 of the Supplementary Prospectus dated 19 April 2021, which has been prepared on the basis described in this document, for illustrative purposes only, to provide information about how the Subscriptions might have affected the net assets presented on the basis of the accounting policies adopted by the Company in preparing the audited financial information for the year ended 31 October 2020. This report is required by Annex 3, Section 11, Item 11.5 of Commission Delegated Regulation (EU) 2019/980 and is given for the purpose of complying with that requirement and for no other purpose.

Responsibilities

It is the responsibility of the Directors of the Company to prepare the Pro Forma Financial Information in accordance with Annex 20, Section 1 and 2 of Commission Delegated Regulation (EU) 2019/980 (which is part of UK law by virtue of the EUWA) supplementing the UK Prospectus Regulation.

It is our responsibility to form an opinion, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you in accordance with Annex 20, Section 3 of Commission Delegated Regulation (EU) 2019/980 (which is part of UK law by virtue of the EUWA) supplementing the UK Prospectus Regulation.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Annex 3, Section 1, Item 1.3 of Commission Delegated Regulation (EU) 2019/980 (which is part of UK law by virtue of the EUWA) supplementing the UK Prospectus Regulation, consenting to its inclusion in the Prospectus.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we have performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source

documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated; and
- (b) such basis is consistent with the accounting policies of the Company.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f) we are responsible for this report as part of the Prospectus and declare that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Prospectus in compliance with Annex 3, Section 1, Item 1.2 of Commission Delegated Regulation (EU) 2019/980 (which is part of UK law by virtue of the EUWA) supplementing the UK Prospectus Regulation.

Yours faithfully

PKF Littlejohn LLP
Reporting Accountant

15 Westferry Circus
Canary Wharf
London E14 4HD

19 April 2021

UNAUDITED PRO FORMA STATEMENT OF NET ASSETS AND PRO FORMA INCOME STATEMENT OF THE GROUP

Set out below are an unaudited pro forma statement of net assets and pro forma income statement (“the pro forma financial information”) of the Group as at 31 October 2020, and for the year ended 31 October 2020 respectively. The pro forma financial information has been prepared to illustrate the effect of (i) the net proceeds from the Second Subscription Tranche of 20m shares; (ii) the net proceeds from the Third Subscription Tranche of 20m shares; (iii) the net proceeds from the Fourth Subscription Tranche of 40m shares (iv) the net proceeds from the One Nine Two Initial Investment of 20m ordinary shares and (v) the net proceeds from the Situs Subscription tranche of 20m shares as if it had occurred on 31 October 2020.

The pro forma financial information has been prepared on the basis set out in the notes below and in accordance with the requirements of Item 11.5 of Annex 3 and Annex 20 of Commission Delegated Regulation (EU) 2019/980 (which is part of UK law by virtue of the EUWA) supplementing the UK Prospectus Regulation to illustrate the impact of the Subscriptions as if they had occurred on 31 October 2020.

The unaudited pro forma financial information has been prepared for illustrative purposes to illustrate the impact of the Subscriptions only and, by its nature, addresses a hypothetical situation and may differ from the Group’s actual financial position or results. Such information may not, therefore, give a true picture of the Group’s financial position or results nor is it indicative of the results that may or may not be expected to be achieved in the future.

The unaudited pro forma financial information is based on the audited net assets of the Group as at 31 October 2020. No adjustments have been made to take account of trading, expenditure or other movements subsequent to 31 October 2020, being the date of the last published balance sheet of the Group.

The unaudited pro forma financial information does not constitute financial statements within the meaning of section 434 of the Companies Act. Investors should read the whole of this Supplementary Prospectus and not rely solely on the summarised financial information contained in this Part.

UNAUDITED PRO FORMA STATEMENT OF NET ASSETS OF THE GROUP

Unaudited pro forma statement of net assets as at 31 October 2020

	The Group	Issue of Subscription shares net of costs	Unaudited pro forma adjusted aggregated net assets of the Group
	Net assets as at 31 October 2020 (Note 1)	Shares (Note 2)	
	£	£	£
Assets			
Non-current assets			
Goodwill and intangible assets	1,058,868	-	1,058,868
Property, plant and equipment	105,481	-	105,481
Financial assets at fair value through profit and loss	138,653	-	138,653
	1,303,002	-	1,303,002
Current assets			
Cash and cash equivalents	1,032,473	16,962,000	17,994,473
Trade and other receivables	1,132,018	-	1,132,018
Inventories	2,650	-	2,650
	2,167,141	16,962,000	19,129,141
Total assets	3,470,143	16,962,000	20,432,143
Liabilities			
Current liabilities			
Trade and other payables	(345,071)	-	(345,071)
Deferred income	(210,145)	-	(210,145)
Loans and borrowings	(90,583)	-	(90,583)
	(645,799)	-	(645,799)
Noncurrent liabilities			
Loans and borrowings	(318,681)	-	(318,681)
Deferred tax	(25,866)	-	(25,866)
	(344,547)	-	(344,547)
Total liabilities	(990,346)	-	(990,346)
Total assets less total liabilities	2,479,797	16,962,000	19,441,797

Notes

The pro forma statement of net assets has been prepared on the following basis:

1. The audited net assets of the Group as at 31 October 2020 have been extracted without adjustment from the audited Financial Information which is set out in paragraph 2 of this Supplementary Prospectus.
2. The subscription shares shown include the following:
 - 20,000,000 ICJL Second Subscription Shares issued on 25 January 2021 at an issue price of £0.1 per Ordinary Share net of £153,000 subscription costs;
 - 20,000,000 One Nine Two Initial Investment Shares issued on 19 February 2021 at an issue price of £0.2 per Ordinary Share net of £260,000 subscription costs;
 - 60,000,000 Third Subscription Shares and Fourth Subscription Shares issued on 17 March 2021 at an issue price of £0.1 per Ordinary Share net of £265,000 subscription costs; and
 - 20,000,000 Sitius Subscription Shares to be issued at an issue price of £0.3 per Ordinary Share net of £360,000 subscription costs.
3. No adjustments have been made to reflect the trading or other transactions of the Group since 31 October 2020

The pro forma statement of net assets does not constitute financial statements.

Unaudited pro forma income statement for the audited year ended 31 October 2020

	The Group Income statement for the year to 31 October 2020 (Note 1) £	Subscription costs (Note 2) £	Unaudited pro forma adjusted aggregated income statement of the Group £
Revenue	1,254,734	-	1,254,734
Cost of sales	(703,607)	-	(703,607)
Gross profit	551,127	-	551,127
Administrative expenses	(1,637,728)	(1,038,000)	(2,675,728)
Operating loss	(1,086,601)	(1,038,000)	(2,124,601)
Other gains and losses	30,347	-	30,347
Loss before tax	(1,056,254)	(1,038,000)	(2,094,254)
Tax credit	118,557	-	118,557
Loss from continuing operations	(937,697)	(1,038,000)	(1,975,697)

Notes

The pro forma income statement has been prepared on the following basis:

1. The audited income statement of the Group for the year to 31 October 2020 has been extracted without adjustment from the Financial Information which is set out in paragraph 2 of this Supplementary Prospectus.
2. An adjustment has been included to show the Subscription costs of £1,038,000, which includes the subscription costs relating to the issues of the Second Subscription Shares, Third Subscription Shares, Fourth Subscription Shares, the One Nine Two Initial Investment Shares, and the Silius Subscription Shares.
3. No adjustments have been made to reflect the trading or other transactions of the Group since 31 October 2020.
4. The adjustments above are one off adjustments and do not have an ongoing impact on the issuer.

4. Supplement to the Summary

As a result of the publication of the 2020 Accounts, the information relating to the Company in the summary document which forms part of the Prospectus is hereby supplemented as follows:

<i>What is the key financial information regarding the issuer?</i>		
Selected historical financial information:		
	Year ended 31 October 2020 (audited) £	Year ended 31 October 2019 (audited) £
Consolidated income		
Revenue	1,254,734	480,585
Cost of sales	(703,607)	(521,782)
Gross profit/(loss)	551,127	(41,197)
Administrative expenses	(1,637,728)	(999,660)
Operating loss	(1,086,601)	(1,040,857)
Fair value gains on financial assets at fair value through profit and loss	77,518	-
Net finance costs	(47,411)	(23,790)
Loss before taxation	(1,056,254)	(1,064,647)
Tax credit	118,557	45,016
Loss after taxation	(937,697)	(1,019,631)
Consolidated financial position		
Goodwill	240,145	-
Intangible assets	818,723	157,673
Tangible assets	105,481	41,706
Investments	138,653	1,125
Inventories	2,650	6,200
Trade & other receivables	1,132,018	156,614
Cash & cash equivalents	1,032,473	496,707
Total assets	3,470,143	860,025
Current liabilities	(645,799)	(183,811)
Non-current liabilities	(344,547)	(106,311)
Total liabilities	(990,346)	(290,122)
Net assets	2,479,797	596,903
Consolidated cash flows		
Net cash used in operating activities	(1,319,877)	(696,747)
Net cash used in investing activities	(879,732)	(239,255)
Net cash inflows from financing activities	2,735,375	1,360,020
Net increase /(decrease) in cash & cash equivalents	535,766	424,018
Description of the nature of any qualifications in the audit report on the historical financial information		
There are no qualifications in the audit opinions on historical financial information for the year ended on 31 October 2019 and the year ended 31 October 2020, which is incorporated by reference.		
Selected pro-forma financial information		
Set out below is the unaudited pro forma statements of net assets and pro forma income statement of the Group, which has been prepared in accordance with Annex 3, Section 11 and Item 11.5 and Annex 20 of Commission Delegated Regulation (EU) 2019/980 (which is part of UK law by virtue of the European Union (Withdrawal) Act 2018) supplementing the UK Prospectus Regulation, and in accordance with the accounting policies applied by the Company in its financial statements for the period ending 31 October 2020, to illustrate the impact of the Subscriptions on the Group as if it had occurred on 31 October 2020.		
The unaudited pro forma information has been prepared for illustrative purposes to illustrate the impact of the Subscriptions only and, by its nature, addresses a hypothetical situation and may differ from the Group's actual financial position or results.		

	The Group	Issue of Subscription shares net of costs	Unaudited pro forma adjusted aggregated net assets of the Group
	Net assets as at 31 October 2020	Shares	
	£	£	£
Assets			
Non-current assets			
Goodwill and intangible assets	1,058,868	-	1,058,868
Property, plant and equipment	105,481	-	105,481
Financial assets at fair value through profit and loss	138,653	-	138,653
	<u>1,303,002</u>	<u>-</u>	<u>1,303,002</u>
Current assets			
Cash and cash equivalents	1,032,473	16,962,000	17,994,473
Trade and other receivables	1,132,018	-	1,132,018
Inventories	2,650	-	2,650
	<u>2,167,141</u>	<u>16,962,000</u>	<u>19,129,141</u>
Total assets	<u>3,470,143</u>	<u>16,962,000</u>	<u>20,432,143</u>
Liabilities			
Current liabilities			
Trade and other payables	(345,071)	-	(345,071)
Deferred income	(210,145)	-	(210,145)
Loans and borrowings	(90,583)	-	(90,583)
	<u>(645,799)</u>	<u>-</u>	<u>(645,799)</u>
Noncurrent liabilities			
Loans and borrowings	(318,681)	-	(318,681)
Deferred tax	(25,866)	-	(25,866)
	<u>(344,547)</u>	<u>-</u>	<u>(344,547)</u>
Total liabilities	<u>(990,346)</u>	<u>-</u>	<u>(990,346)</u>
Total assets less total liabilities	<u>2,479,797</u>	<u>16,962,000</u>	<u>19,441,797</u>
Income statement for the year to 31 October 2020			
	The Group	Subscription costs	Unaudited pro forma adjusted aggregated income statement of the Group
	£	£	£
Revenue	1,254,734	-	1,254,734
Cost of sales	(703,607)	-	(703,607)
Gross profit	<u>551,127</u>	<u>-</u>	<u>551,127</u>
Administrative expenses	(1,637,728)	(1,038,000)	(2,675,728)
Operating loss	<u>(1,086,601)</u>	<u>(1,038,000)</u>	<u>(2,124,601)</u>
Other gains and losses	30,347	-	30,347
Loss before tax	<u>(1,056,254)</u>	<u>(1,038,000)</u>	<u>(2,094,254)</u>
Tax credit	118,557	-	118,557
Loss from continuing operations	<u>(937,697)</u>	<u>(1,038,000)</u>	<u>(1,975,697)</u>

5. No Significant Change

As a result of the publication of the 2020 Accounts, paragraph 18 entitled "No significant change and narrative statement" on page 92 of the Prospectus is hereby supplemented as follows:

"18.1 There has been no significant change in the trading or financial position of the Company since 31 October 2020, being the date as at which the interim financial information contained in Part VI and relating to the Group has been prepared,

There has been no significant change in the trading or financial position of the Company since 31 October 2020, being the date as at which the financial information contained in paragraph 2 of the Supplementary Prospectus and relating to the Group has been prepared, except for completion of the ICJL Second Subscription Tranche, the One Nine Two Initial Investment and the conditional ICJL/Sitius Subscription (which has generated gross proceeds of £12,000,000 in cash) and the Sitius Subscription having become unconditional (which is expected to generate further gross proceeds of £6,000,000 in cash), which has caused a significant change in the financial position of the Company.

- 18.2 Had completion of the ICJL Second Subscription Tranche, the One Nine Two Initial Investment the ICJL/Sitius Subscription and the Sitius Subscription having become unconditional occurred on 31 October 2020, the date to which the financial historical information has been prepared, then the Company's assets would have been increased by £16,962,000, being the amount raised in the ICJL Second Subscription Tranche, the One Nine Two Initial Investment, the conditional ICJL/Sitius Subscription and the Sitius Subscription, being £18,000,000 in aggregate, less estimated expenses of £1,038,000 (including irrevocable VAT).

6. Withdrawal rights

In accordance with PRR 3.4.1UK and Article 23 of the UK Prospectus Regulation, where a supplementary prospectus has been published and, prior to publication, a person has agreed to purchase or subscribe for securities to which the supplementary prospectus relates, that have not yet been delivered to the investor at the time of publication of the supplementary prospectus, they may withdraw their acceptance before the end of the period of two working days beginning with the first working day after the date on which the supplementary prospectus is published.

Sitius may, therefore, withdraw its subscription for the Sitius Subscription Shares until 5.00 p.m. on 21 April 2021. Sitius should seek its own legal advice in regard to such withdrawal rights. If Sitius wishes to withdraw its subscription for the Sitius Subscription Shares, it should contact the Company Secretary at info@devclever.co.uk.

7. Documents available for inspection

Copies of this Supplementary Prospectus and the Prospectus may be viewed on www.devcleverholdingsplc.com or inspected at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG during normal business hours of any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Supplementary Prospectus until a date one month following the Sitius Admission and on the National Storage Mechanism (NSM) of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

19 April 2021