

INFO.COM LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

Sayers Butterworth LLP

SATURDAY



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COMPANIES HOUSE

INFO.COM LIMITED

Company Information

DIRECTORS

Mr R Wheatly
Mr S Scarr
Mr R Mackenzie
Mr T Williams

COMPANY SECRETARY

Mr R Mackenzie

REGISTERED NUMBER

03141037

REGISTERED OFFICE

9 Belgrave Road
London
SW1V 1QB

INDEPENDENT AUDITORS

Sayers Butterworth LLP
Chartered Accountants & Statutory Auditor
3rd Floor
12 Gough Square
London
EC4A 3DW

INFO.COM LIMITED

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INFO.COM LIMITED

Directors' report for the year ended 31 December 2014

The directors present their report and the financial statements for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The principal activity of the company was the continued provision of services for internet users.

RESULTS

The loss for the year, after taxation, amounted to £1,995,387 (2013 - loss £395,500).

DIRECTORS

The directors who served during the year were:

Mr R Wheatly
Mr S Scarr
Mr R Mackenzie
Mr G Owcar (resigned 30 September 2014)
Mr T Williams

Qualifying third party indemnity provisions are in force for Directors who held office during the year.

Details of directors options' are disclosed in note 16 to the accounts.

FINANCIAL INSTRUMENTS

The company seeks to limit the possible adverse effects on the financial performance by monitoring levels of cash and compiling budgets for potential new projects. The company does not use derivative financial instruments and no hedge accounting is applied.

Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub committee of the board. The company's finance director implements the policies set by the board.

RESEARCH AND DEVELOPMENT ACTIVITIES

In the markets in which the company operates, effective research and development is vital to maintaining competitive advantage and securing future income streams. The board believes the company's commitment to research and development will give them a competitive advantage through increased revenue streams and create valuable Intellectual Property.

MATTERS COVERED IN THE STRATEGIC REPORT

Disclosures of strategic importance that would usually be contained in the Directors' Report are presented in the Strategic Report.

INFO.COM LIMITED

Directors' report for the year ended 31 December 2014

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Sayers Butterworth LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on

20/2/15

and signed on its behalf.



Mr R Mackenzie
Director

9 Belgrave Road
London
SW1V 1QB

INFO.COM LIMITED

Strategic report for the year ended 31 December 2014

BUSINESS REVIEW

Turnover principally comprises income from the operation of the info.com and other info web sites. The company has info websites operational for users in Australia, New Zealand, Germany, France, Canada and the Netherlands.

The commercial environment became much more competitive and restrictive during the year such that the company's turnover dropped by 55% and the gross margin has fallen to 16.2% (2013: 21.5%). The company is taking steps to turn the business around and is about to launch a new version of the info.com website with more social contact links.

The company continued to invest heavily in the eContext project (formerly Zenya) and this is to start bearing fruit in 2015. Already several contracts have been signed or are in the pipeline.

PRINCIPAL RISKS AND UNCERTAINTIES

MAJOR CONTRACT RELATED RISKS

The company closely monitors its systems and operational management processes to ensure that these are maintained to a high standard and to mitigate the risk of the company failing to deliver on its key contracts. The company operates in a fast changing environment and has to react quickly to changes in Internet practises which can have an adverse impact on the company's profitability. These changes cannot be predicted and are outside of the company's control.

INTEREST RATE RISK

The company has policies to continually review its positions with counterparties. If debt finance were to be utilised, it would be subject to pre approval by the board of directors.

Interest bearing assets include only cash balances that earn interest based on prevailing bank rates. Interest bearing liabilities include facilities at which interest is charged at a fixed rate.

PRICE RISK

Expenditure made by the company is authorised prior to it being made by management in order to ensure that goods and services are not bought at a higher price than necessary.

FOREIGN CURRENCY RISK

The company's principal foreign currency exposures arise from trading with overseas companies. The company maintains foreign currency bank accounts in order to minimise its exposure to risk.

FINANCIAL KEY PERFORMANCE INDICATORS

The Key Performance Indicator for the business is net profit per paid click.

This report was approved by the board on 20/2/15 and signed on its behalf.


Mr R Mackenzie
Director

INFO.COM LIMITED

Independent auditors' report to the shareholders of Info.com Limited

We have audited the financial statements of Info.com Limited for the year ended 31 December 2014, set out on pages 6 to 20. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Auditors' 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.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic report and the Directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion 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.

INFO.COM LIMITED

Independent auditors' report to the shareholders of Info.com Limited

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Andrew Burch (Senior statutory auditor)

for and on behalf of

Sayers Butterworth LLP

Chartered Accountants & Statutory Auditor

3rd Floor
12 Gough Square
London

EC4A 3DW

Date: 20 February 2015

INFO.COM LIMITED

**Profit and loss account
for the year ended 31 December 2014**

	Note	2014 £	2013 £
TURNOVER	1,2	6,358,737	14,212,554
Cost of sales		<u>(5,327,140)</u>	<u>(11,150,492)</u>
GROSS PROFIT		1,031,597	3,062,062
Administrative expenses		<u>(3,243,891)</u>	<u>(3,808,547)</u>
OPERATING LOSS	5	(2,212,294)	(746,485)
Interest payable and similar charges	6	<u>(85,762)</u>	<u>(82,682)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(2,298,056)	(829,167)
Taxation	7	<u>302,669</u>	<u>433,667</u>
LOSS FOR THE FINANCIAL YEAR	17	<u>(1,995,387)</u>	<u>(395,500)</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

The notes on pages 9 to 20 form part of these financial statements.

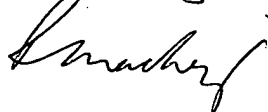
INFO.COM LIMITED
Registered number: 03141037

Balance sheet
as at 31 December 2014

	Note	£	2014 £	£	2013 £
FIXED ASSETS					
Investments	9		10		8
CURRENT ASSETS					
Stocks	10	660,332		660,332	
Debtors	11	258,947		1,091,845	
Cash at bank		647,429		1,216,899	
		<u>1,566,708</u>		<u>2,969,076</u>	
CREDITORS: amounts falling due within one year	12	<u>(3,196,137)</u>		<u>(3,203,116)</u>	
NET CURRENT LIABILITIES			<u>(1,629,429)</u>		<u>(234,040)</u>
NET LIABILITIES			<u>(1,629,419)</u>		<u>(234,032)</u>
CAPITAL AND RESERVES					
Called up share capital	16		20,367		19,959
Share premium account	17		3,370,008		2,770,416
Profit and loss account	17		<u>(5,019,794)</u>		<u>(3,024,407)</u>
SHAREHOLDERS' DEFICIT	18		<u>(1,629,419)</u>		<u>(234,032)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

20 February 2015



Mr R Mackenzie
Director

The notes on pages 9 to 20 form part of these financial statements.

INFO.COM LIMITED

**Cash flow statement
for the year ended 31 December 2014**

	Note	2014 £	2013 £
Net cash flow from operating activities	20	(1,731,906)	(658,624)
Taxation	21	302,669	433,667
CASH OUTFLOW BEFORE FINANCING		(1,429,237)	(224,957)
Financing	21	859,767	-
DECREASE IN CASH IN THE YEAR		(569,470)	(224,957)

**Reconciliation of net cash flow to movement in net funds/debt
for the year ended 31 December 2014**

	2014 £	2013 £
Decrease in cash in the year	(569,470)	(224,957)
Cash inflow from increase in debt and lease financing	(259,767)	-
CHANGE IN NET DEBT RESULTING FROM CASH FLOWS	(829,237)	(224,957)
Other non-cash changes	259,767	-
MOVEMENT IN NET FUNDS IN THE YEAR	(569,470)	(224,957)
Net funds at 1 January 2014	316,899	541,856
NET (DEBT)/FUNDS AT 31 DECEMBER 2014	(252,571)	316,899

The notes on pages 9 to 20 form part of these financial statements.

INFO.COM LIMITED

Notes to the financial statements for the year ended 31 December 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The results of the subsidiary entities are not material to the group as a whole, and as such the company has taken advantage of the exemption provided by FRS2 para 76(a) not to prepare group accounts. The financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Going concern

The financial statements have been prepared on a going concern basis despite an excess of liabilities over total assets at 31 December 2014.

If all the creditors of the company were to demand immediate payment the company would be unable to continue trading. In this case the going concern basis would be inappropriate.

Included in creditors are preference shareholder liabilities which, including accrued finance charges, amount to £2,148,000. These can only be repaid when the company has sufficient distributable reserves. Additionally, the holders of loans to whom the company has a total liability at the year end of £517,912 have confirmed that they will not demand repayment of any amounts owed to the company within 12 months of the date of these accounts and in any event only when the company has sufficient working capital.

Accordingly, the directors are satisfied that these financial statements are appropriately prepared on the basis applicable to a going concern.

1.3 Turnover

The turnover shown in the profit and loss account represents the revenue due from Internet advertising receivables and eContext services supplied during the period.

1.4 Research and development

Research and development costs are charged to the profit and loss account in the year which they are incurred.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Computer equipment	- 25% straight line basis
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1.6 Investments

Investments are included at cost less provision for impairment.

**Notes to the financial statements
for the year ended 31 December 2014**

1. ACCOUNTING POLICIES (continued)

1.7 Stocks

Stocks are valued at the lower of cost and net realisable value.

1.8 Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

1.9 Deferred taxation

Deferred taxation is provided in full on material timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and legislation. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the accounts.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. On the ground of immateriality deferred tax assets and liabilities are not discounted.

1.10 Foreign currencies

Transactions in U.S. dollars during the year have been converted at \$1.65 to £1 being the average exchange rate for the period. Transactions in other foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the profit.

Monetary assets and liabilities designated in US dollars are converted to Sterling at the rate prevailing on 31 December 2014 of \$1.56 (2013: \$1.62). Monetary assets and liabilities in other foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date.

1.11 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

INFO.COM LIMITED

Notes to the financial statements
for the year ended 31 December 2014

2. TURNOVER

Turnover is attributable to income generated for advertising displayed on the company's web sites and from the provision of other internet services.

A geographical analysis of turnover is as follows:

	2014 £	2013 £
United Kingdom	-	4,167
Rest of world	6,358,737	14,208,387
	<u>6,358,737</u>	<u>14,212,554</u>

3. STAFF COSTS

Staff costs, including directors' remuneration, were as follows:

	2014 £	2013 £
Wages and salaries	1,040,082	1,205,564
Social security costs	25,119	30,446
	<u>1,065,201</u>	<u>1,236,010</u>

The average monthly number of employees during the year was as follows:

	2014 No.	2013 No.
Executive directors	2	2
Info web site operation	11	12
Development and marketing	25	35
Administrative	3	3
	<u>41</u>	<u>52</u>

4. DIRECTORS' EMOLUMENTS

The aggregate emoluments were:

	2014 £	2013 £
Remuneration	<u>446,374</u>	<u>605,481</u>

The highest paid director received remuneration of £280,563 (2013 - £391,378).

The company operates a share option scheme for its directors', with the number of options being based on basic salary for the year. Further details of options can be found in note 16.

INFO.COM LIMITED

Notes to the financial statements
for the year ended 31 December 2014

5. OPERATING LOSS

The operating loss is stated after charging/(crediting):

	2014 £	2013 £
Depreciation of tangible fixed assets:		
- owned by the company	-	16,100
Auditors' remuneration	17,500	15,000
Foreign exchange differences	60,108	76,927
	<u>60,108</u>	<u>76,927</u>

6. INTEREST PAYABLE

	2014 £	2013 £
Other interest and similar charges	4,762	1,682
Finance charges on preference shares	81,000	81,000
	<u>85,762</u>	<u>82,682</u>

The 900,000 redeemable preference shares of £1 each which have been classified as a liability are entitled to receive a finance return as set out in Note 16. The period for which the finance charges are in arrears is 13 years and 2 months.

7. TAXATION

	2014 £	2013 £
Analysis of tax credit in the year		
UK corporation tax credit in respect of research and development	(305,526)	(433,667)
	<u>(305,526)</u>	<u>(433,667)</u>
Foreign tax adjustment in respect of prior periods	2,857	-
	<u>2,857</u>	<u>-</u>
Tax credit on ordinary activities	<u>(302,669)</u>	<u>(433,667)</u>

INFO.COM LIMITED

**Notes to the financial statements
for the year ended 31 December 2014**

7. TAXATION (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - *lower than*) the standard rate of corporation tax in the UK of 20% (2013 - 20%). The differences are explained below:

	2014 £	2013 £
Loss on ordinary activities before tax	<u>(2,298,056)</u>	<u>(829,167)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2013 - 20%)	(459,611)	(165,833)
Effects of:		
Capital items expensed	100	1,181
Capital allowances for year in excess of depreciation	(222)	1,890
Expenses not deductible for tax purposes	46,309	17,061
Foreign tax adjustment	2,857	-
Research and development allocation adjustment	271,380	-
Research and development tax credit	(305,526)	(433,666)
Unrelieved tax losses carried forward	142,044	145,700
Current tax credit for the year (see note above)	<u>(302,669)</u>	<u>(433,667)</u>

As at 31 December 2014 the company had tax losses amounting to £2,651,000 (2013: £1,970,000) to carry forward against future profits of the same trade, subject to HMRC approval.

8. TANGIBLE FIXED ASSETS

	Equipment £
Cost	
At 1 January 2014	42,477
Disposals	(34,197)
At 31 December 2014	<u>8,280</u>
Depreciation	
At 1 January 2014	42,477
On disposals	(34,197)
At 31 December 2014	<u>8,280</u>
Net book value	
At 31 December 2014	<u>-</u>
At 31 December 2013	<u>-</u>

INFO.COM LIMITED

**Notes to the financial statements
for the year ended 31 December 2014**

9. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2014	8
Additions	2
	<hr/>
At 31 December 2014	10
	<hr/>
Net book value	
At 31 December 2014	10
	<hr/>
At 31 December 2013	8
	<hr/>

Subsidiary undertakings

Details of investments in subsidiary undertakings held at 31 December 2014 were as follows:

Dormant subsidiaries:-

Name of company	Class of shares held	Proportion of nominal value %
Internet Media Promotions Limited	Ordinary £1	100
Infodotcom Limited	Ordinary £0.10	100
Info.Co.UK Limited	Ordinary £1	100
Infodotcom Pty Ltd	Ordinary A\$1	100
Info Limited	Ordinary £0.01	100
Info.com Services Limited	Ordinary £0.10	100
Zenyacom Ltd	Ordinary £1	100
E-context.com Limited	Ordinary £1	100

All of the above companies are incorporated in the UK except Infodotcom Pty Ltd and Info.com Inc which are incorporated in Australia and United States of America respectively.

10. STOCKS

	2014 £	2013 £
Domain names held for resale	660,332	660,332
	<hr/>	<hr/>

INFO.COM LIMITED

Notes to the financial statements
for the year ended 31 December 2014

11. DEBTORS

	2014 £	2013 £
Trade debtors	199,604	901,502
Other debtors	22,906	16,352
Prepayments and accrued income	36,437	173,991
	<u>258,947</u>	<u>1,091,845</u>

12. CREDITORS:
Amounts falling due within one year

	2014 £	2013 £
Trade creditors	150,076	535,036
Other taxation and social security	2,945	8,725
Loan interest accrual	112,814	112,814
Arrears of preference share finance charge	1,248,000	1,167,000
Other creditors	680,630	174,249
Accruals and deferred income	101,672	305,292
Share capital treated as debt (Note 16)	900,000	900,000
	<u>3,196,137</u>	<u>3,203,116</u>

Disclosure of the terms and conditions attached to the non-equity shares are made in note 16.

13. OPERATING LEASE COMMITMENTS

At 31 December 2014 the company had annual commitments under non-cancellable operating leases as follows:

	2014 £	2013 £
Expiry date:		
Between 2 and 5 years	<u>95,580</u>	<u>95,580</u>

14. ULTIMATE CONTROLLING PARTY

The ultimate controlling party throughout the year was Mr J Walsh by way of his majority shareholding.

INFO.COM LIMITED

Notes to the financial statements
for the year ended 31 December 2014

15. RELATED PARTY TRANSACTIONS

Included in creditors is a balance due to Mr S Scarr, a director of the company, amounting to £262,820 (2013: £149,311) in respect of undrawn directors remuneration and allowances. Up to 31 December 2013 this debt attracted interest at 2% above the Bank of England base rate. From 1 January 2014 the loan is interest free. As at the year end loan interest payable amounted to £112,814 (2013: £112,814). Also included in creditors is a balance of £85,235 (2013: £nil) in respect of a loan made to the company. The loan is repayable within one year and interest is charged at 5% per annum.

Included in creditors is remuneration due to Mr R Mackenzie, a director of the company, amounting to £57,043 (2013: £23,278).

Included in creditors is a balance of £179,294 (2013: £nil) due to Mr J Walsh, the ultimate controlling party, in respect of a loan made to the company. The loan is repayable within one year and interest charged at 5% per annum. As at the period end the balance owed to Mr J Walsh in respect of accumulated arrears on preference share finance charges amounted to £799,573 (2013: £755,560). The finance charge payable (but unpaid) for the period was £44,013 (2013: £44,013).

Further related party disclosure has been included in notes 16 and 19.

16. SHARE CAPITAL

	2014 £	2013 £
Shares classified as capital		
Allotted, called up and fully paid		
203,669 (2013 - 199,594) Ordinary shares of £0.10 each	<u>20,367</u>	<u>19,959</u>
Shares classified as debt		
Allotted, called up and fully paid		
900,000 Preference shares of £1 each	<u>900,000</u>	<u>900,000</u>

During the year 4,075 £0.10 ordinary shares were issued for consideration of £600,000.

INFO.COM LIMITED

Notes to the financial statements for the year ended 31 December 2014

16. SHARE CAPITAL (continued)

The redeemable preference shares are classified as a financial liability in accordance with FRS25. The company has the right to redeem any number of the preference shares, subject to all the finance charges on the preference shares having been satisfied, by giving three months notice. The shareholders may give notice to redeem any number of their preference shares any time following the third anniversary of receipt of funds and by giving three months notice.

Holders of £900,000 of the preference shares are parties to a shareholders agreement dated 8 September 2003, under which they have agreed the finance charge shall be 9% per annum from 8 September 2003. Holders of the redeemable preference shares gave notice of redemption with effect from 27 March 2005. Notwithstanding the rights of both the company and of the shareholders to give notice of redemption the company is only permitted to make such redemptions in accordance with Section 687(2) of the Companies Act 2006, out of distributable profits or a fresh issue of shares made specifically for the purpose of such redemption. At present the company is not in a position to satisfy either of the provisions, and as a consequence thereof the holders of the preference shares are entitled to vote on all resolutions with effect from 27 June 2005 at Company Shareholder meetings with one vote for each share held.

INFO.COM LIMITED

Notes to the financial statements
for the year ended 31 December 2014

16. SHARE CAPITAL (continued)

Options to purchase ordinary shares:

	Maximum number of shares	Price each (£)	Latest exercise date
Mr R Mackenzie	870	81.78	30.06.2015
	435	81.78	31.12.2015
	655	81.78	31.12.2016
	655	81.78	31.12.2017
	655	81.78	31.12.2018
	364	147.24	31.12.2019
Mr G Owcar	387	81.78	30.06.2015
	193	81.78	31.12.2015
	393	81.78	31.12.2016
	393	81.78	31.12.2017
	393	81.78	31.12.2018
	164	147.24	31.12.2019
Mr S Scarr	1,990	81.78	30.06.2015
	995	81.78	31.12.2015
	1,836	81.78	31.12.2016
	1,890	81.78	31.12.2017
	1,890	81.78	31.12.2018
	999	147.24	31.12.2019
Mr R Wheatly	387	81.78	30.06.2015
	193	81.78	31.12.2015
	393	81.78	31.12.2016
	393	81.78	31.12.2017
	393	81.78	31.12.2018
	218	147.24	31.12.2019
Mr T Williams	387	81.78	30.06.2015
	193	81.78	31.12.2015
	393	81.78	31.12.2016
	393	81.78	31.12.2017
	393	81.78	31.12.2018
	218	147.24	31.12.2019
Ms R Simkins	432	48.00	31.12.2019
	432	48.00	31.12.2020
	432	48.00	31.12.2021

INFO.COM LIMITED

**Notes to the financial statements
for the year ended 31 December 2014**

17. RESERVES

	Share premium account £	Profit and loss account £
At 1 January 2014	2,770,416	(3,024,407)
Loss for the financial year	-	(1,995,387)
Premium on shares issued during the year	599,592	-
	<u>3,370,008</u>	<u>(5,019,794)</u>
At 31 December 2014	<u>3,370,008</u>	<u>(5,019,794)</u>

18. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	2014 £	2013 £
Opening shareholders' (deficit)/funds	(234,032)	161,468
Loss for the financial year	(1,995,387)	(395,500)
Shares issued during the year	408	-
Share premium on shares issued	599,592	-
	<u>(1,629,419)</u>	<u>(234,032)</u>
Closing shareholders' deficit	<u>(1,629,419)</u>	<u>(234,032)</u>

19. CONTINGENT LIABILITIES

During earlier years, various parties have provided legal services and consultancy work to the company under agreements that they will be remunerated for these services subject to a trade sale or flotation of the company. The directors estimate the potential cost of these services to be £87,750 (2013: £87,750).

The executive directors, Stephen Scarr and Roy Mackenzie, have not drawn their full remuneration entitlement under their contracts of employment. The accumulated amounts due since 29 August 2000 and which have not been provided for in the accounts total £536,315 (2013: £536,315) on which Employer's National Insurance Contributions of £27,636 (2013: £27,636) would also be due if the liability had been settled on 31 December 2014. Interest accruing on these commitments amounted on 31 December 2014 to £262,459 (2013: £242,488).

The board agreed to grant the company's Chief Technology Officer, Franck Cassedanne a benefit of £100,000 in recognition for his services to the company. The amount is payable in the event the Company is sold for a consideration of \$30,000,000 or more and that if a partial sale occurred or a sale with a lower consideration, a pro rata amount based on \$30,000,000.

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**Notes to the financial statements
for the year ended 31 December 2014**

20. NET CASH FLOW FROM OPERATING ACTIVITIES

	2014 £	2013 £
Operating loss	(2,212,294)	(746,485)
Depreciation of tangible fixed assets	-	16,100
Loss on disposal of investment	-	1
Increase in stocks	-	(590)
Decrease/(increase) in debtors	832,898	(32,023)
(Decrease)/increase in creditors	(352,510)	104,373
Net cash outflow from operating activities	(1,731,906)	(658,624)

21. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT

	2014 £	2013 £
Taxation		
UK corporation tax credit in respect of research and development received	302,669	433,667
	2014 £	2013 £
Financing		
Issue of ordinary shares	600,000	-
Other new loans	259,767	-
Net cash inflow from financing	859,767	-

22. ANALYSIS OF CHANGES IN NET FUNDS / (DEBT)

	1 January 2014 £	Cash flow £	Other non-cash changes £	31 December 2014 £
Cash at bank and in hand	1,216,899	(569,470)	-	647,429
Debt:				
Debts due within one year	(900,000)	(259,767)	259,767	(900,000)
Net funds / (debt)	316,899	(829,237)	259,767	(252,571)