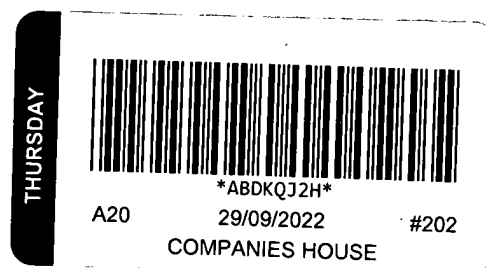


Financial Statements IMD Media Limited

For the year ended 31 December 2021

Registered number: 03238065



IMD Media Limited

Company Information

Directors	R Steingraf-Regensburger K Clarke
Company secretary	R Verity
Registered number	03238065
Registered office	Allan House 10 John Princes Street London W1G 0JW
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 30 Finsbury Square London EC2A 1AG
Bankers	HSBC Bank PLC 69 Pall Mall St James' London SW1Y 5EY

Contents

	Page
Strategic report	1 - 2
Directors' report	3 - 4
Independent auditor's report	5 - 8
Statement of comprehensive income	9
Statement of financial position	10
Statement of changes in equity	11
Notes to the financial statements	12 – 29

Strategic Report

For the Year Ended 31 December 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

Principal objectives and strategies

The company's principal activities during the year were providing technology that transforms advertising workflow for the worldwide media industry.

Business review

The company's focus is on continued growth in its core businesses and through its policy of developing new cloud based services as well as strategic acquisitions. The group in which this company is a member, now works in more than 100 markets with 36 local offices.

Turnover for the year was £17m (2020: £14m).

During the year the company reported an operating profit of £5.4m (2020: operating profit £2.8m).

Going Concern

After reviewing the Group's forecasts for the period to 31 December 2023 the directors have a reasonable expectation that the Group has adequate resources to continue in operation for the foreseeable future. The group continues to adopt the going concern basis in preparing its financial statements.

Strategic Report (continued)

For the Year Ended 31 December 2021

Principal risks and uncertainties

The principal risk to Group companies arises from its ability to retain clients. The Group has maintained its track record of retaining existing clients and winning new clients.

The Group's Directors are pleased to report that the Group's operations are conducted such that Group companies comply with all legal requirements and especially those relating to the environment and health and safety in respect of which legislation and regulation continue to evolve.

The principal risk to the Group is exposure to changes in interest rates affecting the interest repayable on its bank debt. This risk is reduced through having an interest rate hedging arrangement in place.

The Group has some exposure to foreign currencies due to some selling and purchasing in currencies other than sterling. The risk is reduced through the use of forward currency contracts.

The Group's credit risk is minimised by the number of long established customers and an emphasis on good credit management.

The Group's policy is to ensure continuity of liquidity through effective management of its current assets and liabilities

Financial key performance indicators

Group companies utilise a variety of financial and non financial KPIs to measure their effective performance which include inter alia; EBITDA, return on sales, return on capital employed, gross margin contribution and volume of files delivered. Individual Group companies similarly apply their own criteria to non financial KPIs.

The Group's Directors monitor all relevant KPIs to ensure that they remain relevant to the individual businesses.

This report was approved by the board and signed on its behalf.



K Clarke

Director

Date: 27/5/2022

IMD Media Limited

Directors' Report

For the Year Ended 31 December 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

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, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). Under Company law the directors must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs and 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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.

Principal activity

The company's principal activities during the year were providing technology that transforms advertising workflow for the advertising industry.

Disclosure of information to auditor

The directors confirm that:

- So far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

IMD Media Limited

Commercial

Directors' Report

For the Year Ended 31 December 2021

To the best of our knowledge:

- the financial statements, prepared in accordance with United Kingdom Generally Accepted Accounting Practice, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report and the Directors' Report include 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.

Results

The profit for the year, after taxation, amounted to £11,263k (2020 - £5,494k).

Directors

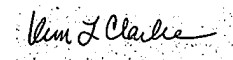
The directors who served during the year and up to the date of signing were:

R Steingraf-Regensburger
K Clarke

Auditors

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



K Clarke
Director

Date: 27/5/2022



Independent Auditor's Report to the Members of IMD Media Limited (continued)

Opinion

We have audited the financial statements of IMD Media Limited (the 'company') for the year ended 31 December 2021 which comprise statement of comprehensive income, statement of financial position, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit 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.

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 company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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 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 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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.



Independent Auditor's Report to the Members of IMD Media Limited (continued)

Other information

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

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinions on other matters prescribed by 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.

Matter on which we are required to report under the Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors for the financial statements

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 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 company or to cease operations, or have no realistic alternative but to do so.



Independent Auditor's Report to the Members of IMD Media Limited (continued)

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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Explanation as to what extent 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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the Directors and management. We also discussed the policies and procedures regarding compliance with laws and regulations with the Directors and management.
- The Group is subject to many laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements. We identified the following laws and regulations as the most likely to have a material effect if non-compliance were to occur; financial reporting legislation, tax legislation and employment law.
- We communicated relevant 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.
- We assessed the susceptibility of IMD Media Limited's Financial Statements to material misstatement, including how fraud might occur, by making enquires of management and those charged with governance. We utilised internal and external information to corroborate these enquiries and to perform a fraud risk assessment for the entity. We considered the risk of fraud to be higher through the potential for management override of controls.
- Audit procedures performed by the engagement team included:
 - evaluation of the programmes and controls established to address the risks related to irregularities and fraud;
 - testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions;
 - identifying and testing related party transactions
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.



Independent Auditor's Report to the Members of IMD Media Limited (continued)

- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation
 - knowledge of the industry in which the client operates
 - understanding of the legal and regulatory requirements specific to the entity/regulated entity including:
 - the provisions of the applicable legislation
 - the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules
 - the applicable statutory provisions
- In assessing the potential risks of material misstatement, we obtained an understanding of:
 - the entity's operations, including the nature of its revenue sources, products and services and of its objectives and strategies to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement.
 - the applicable statutory provisions
 - the rules and interpretative guidance issued by the Financial Conduct Authority
 - the entity's control environment, including the policies and procedures implemented to comply with the requirements of its regulator, including the adequacy of the training to inform staff of the relevant legislation, rules and other regulations of the regulator, the adequacy of procedures for authorisation of transactions, internal review procedures over the entity's compliance with regulatory requirements, the authority of, and resources available to the compliance officer and procedures to ensure that possible breaches of requirements are appropriately investigated and reported.

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.

Grant Thornton

Nicholas Page
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London

30/5/2022

Statement of Comprehensive Income

For the Year Ended 31 December 2021

	Note	2021 £000	2020 £000
Turnover	4	16,579	14,026
Cost of sales		(2,555)	(1,930)
Gross profit		14,024	12,096
Administrative expenses		(8,774)	(9,454)
Other operating income	5	117	142
Operating profit	6	5,368	2,784
Income from shares in group undertakings		11,840	4,351
Interest receivable and similar income	9	105	171
Impairment		(2,726)	-
Interest payable and expenses	10	(3,048)	(1,697)
Profit on ordinary activities before taxation		11,540	5,609
Taxation on profit on ordinary activities	11	(277)	(115)
Profit for the financial year		11,263	5,494

There were no recognised gains and losses for 2021 or 2020 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2021 or 2020.

The notes on pages 12 to 29 form part of these financial statements.

IMD Media Limited
Registered number:03238065

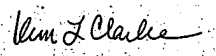
Commercial

Statement of Financial Position

As at 31 December 2021

	Note	2021 £000	2020 £000
Fixed assets			
Intangible assets	12	3,103	2,852
Tangible assets	13	561	234
Investments	14	53,495	33,155
		<u>57,160</u>	<u>36,241</u>
Current assets			
Debtors: Amounts falling due within one year	15	12,431	10,810
Cash at bank and in hand	16	1,229	883
		<u>13,660</u>	<u>11,693</u>
Creditors: Amounts falling due within one year	17	(38,586)	(26,963)
		<u>(24,926)</u>	<u>(15,270)</u>
Net current liabilities			
		<u>(24,926)</u>	<u>(15,270)</u>
Total assets less current liabilities		<u>32,234</u>	<u>20,971</u>
Net assets		<u>32,234</u>	<u>20,971</u>
Capital and reserves			
Share capital	20	112	112
Share premium	19	488	488
Retained earnings		31,634	20,371
		<u>32,234</u>	<u>20,971</u>

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



K Clarke
Director

Date: 27/5/2022

The notes on pages 12 to 29 form part of these financial statements.

Statement of Changes in Equity

As at 31 December 2021

	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
At 1 January 2021	112	488	20,371	20,971
Comprehensive income for the year				
Profit for the year	-	-	11,263	11,263
Total comprehensive income for the year	-	-	11,263	11,263
At 31 December 2021	112	488	31,634	32,234

Statement of Changes in Equity

As at 31 December 2020

	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
At 1 January 2020	112	488	14,871	15,471
Comprehensive income for the year				
Prior Year adjustment			6	6
Profit/(loss) for the year	-	-	5,494	5,494
Total comprehensive income for the year	-	-	5,500	5,500
At 31 December 2020	112	488	20,371	20,971

The notes on pages 12 to 29 form part of these financial statements.

Notes to the Financial Statements

For the Year Ended 31 December 2021

1. General information

IMD Media Limited is a private company limited by shares, registered and incorporated in England. The company's registered office is Allan House, 10 John Princes Street, London, W1G 0JW.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The financial statements are presented in Sterling (£).

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3)

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

In preparing these financial statements the company has adopted the following disclosure exemptions within FRS 102:

- The requirement to present a statement of cash flows and related notes;
- The requirement to disclose the categories of basic financial instruments; and
- The requirement to disclose key management personnel compensation in total.

The following principal accounting policies have been applied:

2.2 Going concern

Accounting standards require the directors to consider the appropriateness of the going concern basis when preparing the financial statements. The directors have taken notice of the Financial Reporting Council guidance 'Going Concern and Liquidity Risk Guidance for Directors of UK Companies 2009', which requires the reasons for the decision to be explained. After reviewing the company's forecasts for the period to 31 December 2023 the directors have a reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

2.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Notes to the Financial Statements

For the Year Ended 31 December 2021

2. Accounting policies (continued)

2.4 Operating leases

Rentals payable under operating leases are charged in the income statement on a straight line basis over the lease term. Lease incentives are recognised over the lease term on a straight line basis.

2.5 Deferred taxation

Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements, except that:

- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the statement of financial position date, dividends have been accrued as receivable;
- where there are differences between amounts that can be deducted for tax for assets (other than goodwill) and liabilities compared with the amounts that are recognised for those assets and liabilities in a business combination a deferred tax liability/(asset) shall be recognised. The amount attributed to goodwill is adjusted by the amount of the deferred tax recognised; and
- unrelieved tax losses and other deferred tax assets are recognised only to the extent that the directors consider that it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the statement of financial position date.

2.6 Foreign currencies

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the year end. All differences are taken to the statement of comprehensive income.

2.7 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

Notes to the Financial Statements

For the Year Ended 31 December 2021

2. Accounting policies (continued)

2.8 Intangible assets

Intangible assets acquired separately from a business are capitalised at cost. Intangible assets acquired as part of an acquisition of a business are capitalised separately from goodwill if the fair value can be measured reliably on initial recognition. Intangible assets acquired as part of an acquisition are not recognised where they arise from legal or other contractual rights, and where there is no history of exchange transactions.

Intangible assets, excluding development costs, created within the business are not capitalised and expenditure is charged against profits in the year in which it is incurred.

Subsequent to initial recognition, intangible assets are stated at cost less accumulated amortisation and accumulated impairment.

Intangible assets are amortised on a straight line basis over their estimated useful life. The carrying value of intangible assets is reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

The useful economic lives of development costs are 24 months.

If there are indicators that the residual value or useful life of an intangible asset has changed since the most recent annual reporting period previous estimates shall be reviewed and, if current expectations differ, the residual value, amortisation method or useful life shall be amended. Changes in the expected useful life or the expected pattern of consumption of benefit shall be accounted for as a change in accounting estimate.

2.9 Tangible fixed assets

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.

The estimated useful lives range as follows:

Fixtures & fittings	-	36 months
Computer equipment	-	36 months
Software	-	24 months

2.10 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Investments in joint ventures and subsidiaries are stated at cost less provision for impairment.

2.11 Associates and Joint Ventures

Associates and Joint Ventures are held at cost less impairment.

Notes to the Financial Statements

For the Year Ended 31 December 2021

2. Accounting policies (continued)

2.12 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.13 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.

2.14 Creditors

Creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

2.15 Interest income

Interest income is recognised in the statement of comprehensive income using the effective interest method.

2.16 Research and development

Research and development expenditure is written off as incurred, except for development expenditure incurred on an individual project, which is capitalised as an intangible asset when the group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised evenly over the period of expected future benefit. During the period of development the asset is tested for impairment annually.

Notes to the Financial Statements

For the Year Ended 31 December 2021

2. Accounting policies (continued)

2.17 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The following are significant management judgements in applying the accounting policies of the company that have the most significant effect on the financial statements.

Development

Management monitors progress of internal research and development projects. Significant judgement is required in distinguishing research from the development phase. Development costs are recognised as an asset when all the criteria are met, whereas research costs are expensed as incurred.

Amortisation is charged on development intangibles over their deemed useful life. This period has been determined via a review of each asset, considering both historic and future factors. The directors believe the amortisation periods applied appropriately reflect the estimated useful life of the assets.

Notes to the Financial Statements

For the Year Ended 31 December 2021

3. Judgements in applying accounting policies and key sources of estimation uncertainty (continued)

Classification of shares as debt or equity

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly, a financial instrument is treated as equity if:

- (i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and
- (ii) the instrument is a non-derivative that contains no contractual obligations to deliver a variable number of shares or is a derivative that will be settled only by the Iridium Topco Limited group exchanging a fixed amount of cash or other assets for a fixed number of the group's own equity instruments.

When shares are issued, any component that creates a financial liability of the company is presented as a liability in the statement of financial position; measured initially at fair value net of transaction costs. At the end of each reporting period, an entity shall measure all financial instruments at fair value and recognise changes in fair value in profit or loss.

Allowance for doubtful debts

The Company makes allowance for doubtful debts based on an assessment of the recoverability of receivables. Allowances are applied to receivables where events or changes in circumstances indicate that the carrying amount may not be recoverable. Management specifically analysed historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of the allowance of doubtful debts of receivables. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables.

Notes to the Financial Statements

For the Year Ended 31 December 2021

4. Turnover

The whole of the turnover is attributable to services provided during the year, stated net of value added tax.

A geographical analysis of turnover is as follows:

	2021 £000	2020 £000
United Kingdom	8,283	6,892
Rest of Europe	8,140	7,035
Rest of the world	156	99
	<u>16,579</u>	<u>14,026</u>

5. Other operating income

	2021 £000	2020 £000
Other operating income	117	142
	<u>117</u>	<u>142</u>

6. Operating profit

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

	Note	2021 £000	2020 £000
Depreciation of tangible fixed assets	13	83	83
Auditor's remuneration		91	85
Auditor's remuneration - Non audit services		39	21
Operating lease rentals: land and buildings		444	390
Difference on foreign exchange		(81)	94
	12	<u>3,038</u>	<u>2,454</u>
Amortisation of deferred research and development expenditure			

Notes to the Financial Statements

For the Year Ended 31 December 2021

7. Staff costs

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

	2021 £000	2020 £000
Wages and salaries	5,008	4,778
Social security costs	818	781
Cost of defined contribution scheme	248	227
	<u>6,074</u>	<u>5,786</u>

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

	2021 No.	2020 No.
	<u>106</u>	<u>113</u>
	<u>107</u>	<u></u>

These are split into the following categories:

	2021 No.	2020 No.
General & Admin	27	22
Sales	37	37
Support	16	17
Product & Development	26	36
	<u>106</u>	<u>113</u>

8. Directors' remuneration

	2021 £000	2020 £000
Directors' emoluments	687	564
	<u>687</u>	<u>564</u>

During the year, 1 directors were accruing retirement benefits (2020: Nil) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £330k (2020: £209k).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £nil (2020 £nil).

Under FRS102, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly. The directors are considered to be

Notes to the Financial Statements

For the Year Ended 31 December 2021

key management.

9. Interest receivable and similar income

	2021 £000	2020 £000
Interest receivable from group companies	105	171
	<u>105</u>	<u>171</u>

10 Interest payable and similar charges

	2021 £000	2020 £000
Interest on loans from group undertakings	3,048	1,697
	<u>3,048</u>	<u>1,697</u>

11. Taxation

	2021 £000	2020 £000
Corporation tax		
Current tax on profits for the year	49	-
Withholding tax	174	103
Adjustments in respect of previous periods	-	2
	<u>223</u>	<u>105</u>

Foreign tax

Foreign tax on income for the year	54	10
Total current tax	<u>277</u>	<u>115</u>

Notes to the Financial Statements

For the Year Ended 31 December 2021

11. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020 – lower than) the standard rate of corporation tax in the UK of 19% (2020 – 19%). The differences are explained below:

	2021 £000	2020 £000
Profit on ordinary activities before tax	<u>11,540</u>	<u>5,609</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 – 19%)	2,193	1,065
Effects of:		
Intangibles capitalised allowable for tax purposes	-	-
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	547	13
Capital allowances for year in excess of depreciation	(59)	(7)
Foreign tax	54	13
Dividends not taxable	(2,244)	(827)
Withholding taxes/Other	174	103
Other timing differences leading to an increase (decrease) in taxation	-	-
Impact of difference in CT/DT rates	(11)	(8)
Net intangibles adjustment	(55)	(88)
Group relief	(312)	(156)
Utilisation of unrecognised tax losses	(12)	-
Adjustment in respect of prior year periods	2	7
Total tax charge for the year	<u>277</u>	<u>115</u>

IMD Media Limited

Notes to the Financial Statements

For the Year Ended 31 December 2021

12. Intangible assets

	Development £000	Customer relationships £000	Total £000
Cost			
At 1 January 2021	14,558	274	14,832
Additions	3,290	-	3,290
At 31 December 2021	17,848	274	17,848
Amortisation			
At 1 January 2021	11,707	274	11,981
Charge for the year	3,038	-	3,038
At 31 December 2021	14,745	274	15,019
Net book value			
At 31 December 2021	3,103	-	3,103
At 31 December 2020	2,852	-	2,852

13. Tangible fixed assets

	Fixtures & fittings £000	Computer equipment £000	Total £000
Cost or valuation			
At 1 January 2021	838	2,517	3,355
Additions	296	190	486
Disposals	(475)	(1)	(476)
At 31 December 2021	659	2,706	3,365
Depreciation			
At 1 January 2021	719	2,402	3,121
Disposals	(475)	(1)	(476)
Charge for the year	77	82	159
At 31 December 2021	321	2,483	2,804
Net book value			
At 31 December 2021	338	223	561
At 31 December 2020	119	115	234

IMD Media Limited

Notes to the Financial Statements

For the Year Ended 31 December 2021

14. Fixed asset investments

	Investments in subsidiary companies £000	Investments in associates £000	Total £000
Cost or valuation			
At 1 January 2021	33,127	28	33,155
Additions	23,066	-	23,066
Impairment	(2,726)	-	(2,726)
At 31 December 2021	<u>53,467</u>	<u>28</u>	<u>53,495</u>
Net book value			
At 31 December 2021	<u>53,467</u>	<u>28</u>	<u>53,495</u>
At 31 December 2020	<u>33,127</u>	<u>28</u>	<u>33,155</u>

On the 23rd of April 2021, the group acquired 100% of Adtoox AB. Consideration of £17.8m was paid upon completion with further deferred consideration of £2.1m recognised at acquisition. £2.7m of intangible assets were impaired.

On the 29th of September 2021, the group acquired 100% of Advalidation AB. Consideration of £1.5m was paid upon completion with further deferred consideration of £1.2m recognised at acquisition.

IMD Media Limited**Notes to the Financial Statements****For the Year Ended 31 December 2021****Subsidiary and associated undertakings**

The following are subsidiary or associated undertakings of the Company:

Name	Country of incorporation	Holding	Class of shares
IMD Media Limited	Ireland	100 %	Ordinary
Optimad Media Systems Limited	England	100 %	Ordinary
IMD Media Pte. Ltd	Singapore	100 %	Ordinary
EI Media Network Pvt. Ltd*	India	100 %	Ordinary
IMD Media Limited*	New Zealand	100 %	Ordinary
Yi Chuan Information Technology (Shanghai) Co. Ltd*	China	100 %	Ordinary
IMD Media Pty Limited*	Australia	100 %	Ordinary
Adtoox AB	Sweden	100 %	Ordinary
Adtoox International AB	Sweden	100 %	Ordinary
Adtoox Ltda	Brazil	100 %	Ordinary
Adtoox srl	Italy	100 %	Ordinary
Adtoox Sp. z.o.o	Poland	100 %	Ordinary
Honeycomb.tv Limited	England	100 %	Ordinary
Advalidation AB	Sweden	100%	Ordinary
Group IMD Co Ltd	Japan	100 %	Ordinary
Mediatel Audiotrack Limited	England	50 %	Ordinary
A+ V (Peru) SAC*	Peru	60%	Ordinary
A Mas V SAS*	Colombia	60%	Ordinary
AMASV Zarpa Transmissao e Armazenamento de Dados S.A.*	Brazil	99.99%	Ordinary
AMÁSV Brasil Transmissão e Armazenamento de Dados Ltda.*	Brazil	99.99%	Ordinary
Transmisión y Almacenamiento A+V Sociedad Anonima de Capital Variable*	Mexico	60%	Ordinary
Transmisión y Almacenamiento A Mas V AVTransmisión S.A.*	Ecuador	55%	Ordinary
Transmisión y Almacenamiento A Mas V S.R.L.*	Argentina	60%	Ordinary
Transmision Y Almacenamiento A Mas V S.A	Chile	100 %	Ordinary

*indicates indirect holding. 50% of EI Media Network Pvt. Ltd is owned by IMD Media Pte. Ltd.

Principal subsidiary undertakings**1) Adtoox AB**

The main business activity of Adtoox AB is the electronic distribution of video and radio advertisements on behalf of advertisers in Sweden.

2) Optimad Media Systems Limited (UK)

The main business activity of Optimad Media systems Limited is the provision of technology applications and services to the advertising media buying and sales market and video broadcasters.

3) IMD Media Pte Ltd (Singapore)

The main business activity of IMD Media Pte Ltd is the provision of technology applications in order to facilitate electronic distribution of video advertisements on behalf of advertisers to broadcasters throughout the world.

IMD Media Limited**Notes to the Financial Statements****For the Year Ended 31 December 2021****4) IMD Media Pty Limited (Australia)**

The main business activity of IMD Media Pty Limited is the electronic distribution of video and radio advertisements on behalf of advertisers in the Australia to broadcasters in Australia.

5) Honeycomb.TV Limited

The main business activity of Honeycomb.TV Limited is the electronic distribution of video and radio advertisements on behalf of advertisers in the United Kingdom to broadcasters in the United Kingdom.

6) Group IMD Co Ltd

The main business activity of Group IMD Co Ltd is the electronic distribution of video and radio advertisements on behalf of advertisers in Japan to broadcasters in Japan.

7) Transmision Y Almacenamiento A Mas V S.A

The main business activity of Transmision Y Almacenamiento A Mas V S.A is the electronic distribution of video and radio advertisements on behalf of advertisers in South America to broadcasters in South America.

All other subsidiaries are in the business of electronic delivery of video advertisements to broadcasters on behalf of advertisers.

15. Debtors

	2021 £000	2020 £000
Due within one year		
Trade debtors	3,638	3,535
Amounts owed by group undertakings	7,123	5,768
		139
Other debtors	129	
Prepayments and accrued income	1,283	1,086
Corporation tax recoverable	258	282
	<u>12,431</u>	<u>10,810</u>

Amounts owed by group undertakings are unsecured, have no fixed date of repayment and are payable on demand. Interest is received at rates between 2% to 10%, depending on the group entity the amounts are due from.

16. Cash and cash equivalents

	2021 £000	2020 £000
Cash at bank and in hand	1,229	883
	<u>1,229</u>	<u>883</u>

IMD Media Limited**Notes to the Financial Statements****For the Year Ended 31 December 2021****17. Creditors: Amounts falling due within one year**

	2021 £000	2020 £000
Trade creditors	464	435
Amounts owed to group undertakings	33,620	24,323
Taxation and social security	474	581
		301
Other creditors	592	
Deferred consideration	1,916	-
Accruals and deferred income	1,520	1,323
	<u>38,586</u>	<u>26,963</u>

Amounts owed to group undertakings are unsecured, have no fixed date of repayment and are payable on demand. Interest is received at rates between 1.6% to 10%, depending on the group entity the amounts are owed to.

18. Charges

Other entities in the group have loan agreements that include a fixed Charge over all present freehold and leasehold property; First Fixed Charge over book and other debts, chattels, goodwill and uncalled capital, both present and future; and First Floating Charge over all assets and undertaking both present and future dated 19 September 2016.

19. Reserves**Share premium**

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Retained earnings

Includes all current retained profit and losses.

20. Share capital

	2021 £000	2020 £000
Shares classified as equity:		
Allotted, called up and fully paid		
560,875 Ordinary shares of £0.20 each	112	112
	<u>112</u>	<u>112</u>

IMD Media Limited**Notes to the Financial Statements****For the Year Ended 31 December 2021****21. Capital and Other Commitments**

At 31 December 2021 the company had the following capital commitments:

	2021 £000	2020 £000
Property, Plant & Equipment		352
	=	=

At 31 December 2021 the company had total commitments under non-cancellable operating leases as follows:

	2021 £000	2020 £000
Within 1 year	342	342
Between 2 and 5 years	416	749
After more than 5 years	=	=

22. Contingent liabilities

As at 31 December 2021, the company did not have any contingent liabilities.

23. Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard 102 Section 33 "Related Party Disclosures" and has not disclosed any intra group related party transactions.

24. Post year end events

On the 23rd May 2022 IMD Media Limited purchased 60% of the equity of byCape Holding B.V for €3.5M consideration.

25. Ultimate parent undertaking and controlling party

Iridium Bidco Limited is the immediate parent undertaking of IMD Media Limited.

Iridium Topco Limited, a company incorporated in England and Wales, is the ultimate parent company of the group. The issued share capital of Iridium Topco Limited is held in majority by Inflexion Buyout Fund IV. Inflexion Buyout Fund IV is managed by Inflexion Buyout Fund IV General Partner Guernsey Limited and is deemed to be the ultimate controlling party.

The smallest group of undertakings for which consolidated financial statements have been drawn up is that headed by Iridium Midco Limited. The largest group of undertakings for which group accounts have been drawn up is that headed by the ultimate parent company, Iridium Topco Limited. Consolidated accounts are available from the company's registered office is Allan House, 10 John Princes Street, London, W1G 0JW.

IMD Media Limited

Notes to the Financial Statements

For the Year Ended 31 December 2021

26. Registered addresses of the group companies

Iridium Topco Ltd/ Iridum Midco Ltd/ Iridium Bidco Ltd/ Optimad Media Systems Ltd/ Honeycomb.tv Ltd
Allan House
10 John Princes Street
London
W1G 0JW

IMD Media Limited (Ireland)
18 Railway Road
Cavan
H12 RW22
Ireland

IMD Media Pte. Ltd
3 Fusionopolis Place
Galaxis #04-52/53.
138523
Singapore

EI Media Network Pvt. Ltd
Platina, C-59, G-Block Bandra Kurla Complex
Bandra (East)
Mumbai – 400051
India

IMD Media Limited (New Zealand)
MGI Auckland Limited, Level 2, Fidelity House
81 Carlton Gore Road
Auckland 1023
New Zealand

Yi Chuan Information Technology (Shanghai) Co. Ltd
G/F, No.10, Lane 227 Taixing Road
Jing'an District
Shanghai 200041
P.R. China.

IMD Media Pty Limited
Suite 312
50 Holt St
Surry Hills
NSW 2010
Australia

IMD Global Media Spain S.L.
Av. de Europa
19 – Parque Emp. La Moraleja,

IMD Media Limited

Notes to the Financial Statements

For the Year Ended 31 December 2021

Planta 3ª- 28108

Alcobendas

Spain

26. Registered addresses of the group companies

Group IMD Co Ltd

4F Akasaka Kouyuu Building

2-8-13 Akasaka, Minato-ku

Tokyo 107-0052

Japan

Mediatel Audiotrack Limited

130 Shaftesbury Avenue

London

W1D 5EU

Transmision Y Almacenamiento A Mas V S.A

El Gobernador 020 Of. 402 Providencia

Santiago

Chile

Adtoox AB

Englundavägen 7 D

171 41 SOLNA

SWEDEN

Adtoox srl

Corso Giuseppe Garibaldi 49

20121 MILANO (MI)

ITALY

Adtoox spoo

ul. Chłodna 52

00-872 WARSZAWA

POLAND

Adtoox Brazil

Rua PEDROSO ALVARENGA, 1046 - 9º andar

São Paulo, SP - Brazil

CEP 04531- 004

BRAZIL

Adtoox international

Englundavägen 7 D

171 41 SOLNA

SWEDEN

Advalidation AB

Box 6153

102 33 Stockholm

SWEDEN