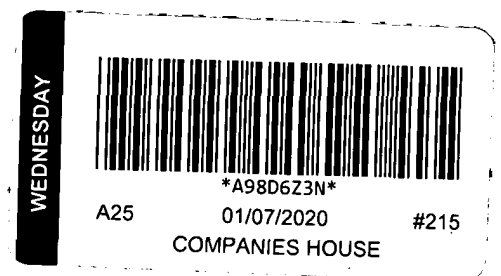


M3 (EU) Limited

Annual report and financial
statements for the year ended
31 December 2019



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Strategic Report

Business review and future developments

Overall revenue has increased to £37,186,765 (2018 £33,566,008) and the directors are pleased to report a profit before income tax of £1,869,462 in 2019 compared with a profit before income tax of £3,208,937 in 2018. This decrease is driven by a negative foreign exchange variance of £606k compared to prior year, £428k Share Option costs and £251k trading activities variance.

The directors and management team work closely with the parent company (M3, Inc.) to anticipate risks from economic or global factors and plan accordingly. We remain confident about our business prospects because we continue to gain market share from competitors for online market research and are able to provide highly cost-effective digital marketing services to life science companies. Our ability to engage specific groups of doctors and healthcare professionals, in key global markets in order to conduct market research and to deliver impactful digital communications enables our clients to gain a competitive advantage and improve their efficiency.

M3 (EU) Limited is owned by M3 USA Corporation, a subsidiary of M3, Inc. M3, Inc., established in September 2000, is listed on the Tokyo Stock Exchange First Section (Securities code 2413).

Principal risk and uncertainties

The key business risks and uncertainties affecting the Company are set out below:

Employee retention

The Company's performance and growth is dependent upon the ability to hire, retain and motivate sufficient numbers of talented people with the right mix of skills and experience needed to serve our clients and expand our business.

Regulation

The Company mainly trades with the pharmaceutical industry which is highly regulated. Changes to these regulations can have a significant impact on our ability to provide services to this group.

The Global market research division of the business is accredited by ISO standard 26362 which ensures internal regulation standards are maintained.

Competition

The Company's growth and success is dependent on the ability to successfully compete with other companies that provide similar services to healthcare companies.

Strategic Report (continued)

Principal risks and uncertainties (continued)

Competition (continued)

The emergence of significant competitive services would threaten the Company's growth but the high demand for digital market research and media services currently outweighs the competitive risk.

Industry changes

Changes such as consolidation in the pharmaceutical industry, pricing pressures, patent expiries or healthcare reform could affect the demand and pricing of all our services.

Office address change

On 6th December 2019, the company changed its address from 2nd Floor, 20 Western Avenue, Milton Park, Abingdon, OX14 4SH to 101 Park Drive, Milton Park, Abingdon, OX14 4RY.

General Data Protection Regulation (GDPR)

GDPR came into effect on 25th May 2018. The Company undertook numerous steps to ensure early compliance with the standard and continues to look to drive compliance across all areas of the business.

Brexit Considerations

The uncertainty reduced following the UK withdrawing from the EU on 31 January 2020 and entering into an Implementation period which is due to end on 31 December 2020. The Company continues to monitor the government's position as it progresses the trade deal negotiation and exit conditions. We consider the risk on the overall business to be low and will continue to assess the changing environment to mitigate new risks as they transpire. As a service business, tax and customs administration remains unaffected. As part of a multi-national group with associated companies both inside and out of the EU, access to markets and employment remains under all current scenarios. Currency risk is mitigated with a large proportion of the cost base being in GBP and a fall in the Sterling would increase export potential. One area of focus is the impact under GDPR in the event of a hard Brexit and we work closely with advisers to ensure the business remains fully compliant under all outcomes.

Covid-19

The Company continues to monitor the governments' position regarding COVID-19 and has taken careful measures to ensure the business is prepared to mitigate the risks around this as they arise. The business is now fully remote working during this period to ensure staff are protected and has strong cash reserves in place to meet all obligations as they fall due. The Company is actively working with Customers and Healthcare Professionals to maximise support to the wider business community during this uncertain time.

Key performance indicators (KPIs)

The Company's key performance indicators are its reach to healthcare professionals globally, revenue growth and profit. In 2019 the company achieved revenue of £37,186,765 (2018: £33,566,008) which represents a growth of 11% from 2018. The company achieved a profit before income tax of £1,869,462 (2018: £3,208,937) which represents a decrease of 42% from 2018.

Strategic Report (continued)

Financial risk management

The Company manages its own financial operations and financial risk carefully. The Company is cash positive and can also rely on its parent company for additional funding and cash flow requirements. The directors have received written confirmation of financial support from the parent company for at least 12 months from the date of approval of these financial statements. The Company has limited foreign exchange risk. The Company has implemented policies and procedures to manage invoicing and cash collections which reduce bad debts and credit risks.

Position of the business

As at 31 December 2019 the Company had net assets of £8,462,090 (2018: assets of £6,666,375).

On behalf of the board:



Aki Tomaru
Director
101 Park Drive, Milton Park
Abingdon, OX14 4RY
22 May 2020

Directors' Report

The directors present their annual report and the audited financial statements of the Company for the financial year ended 31 December 2019.

Principal activities

M3 (EU) Limited owns and operates the European division of the M3 Global Research panel, www.doctors.net.uk the UK's largest online network of GMC registered medical doctors and www.m3medical.com, a service for healthcare professionals throughout Europe. The Company generates revenue from the delivery of market research services, online promotional programmes, online continuing medical education (CME) programmes and recruitment services and for a wide range of clients. The customer base includes pharmaceutical and medical device companies, agencies, public and private sector healthcare providers, recruitment companies, technology companies, charities and consulting services.

Financial Risk Management

Refer to the Strategic report for the disclosures on the financial risk management of the company.

Post balance sheet events

On 11th March 2020 the World Health Organisation declared the coronavirus a pandemic, Covid-19. The Directors consider the coronavirus to be a non-adjusting post balance sheet event. While the impact of the coronavirus on the Company remains uncertain, the impact on the business has so far been minimal. The Directors currently do not consider there will be any significant impact on the carrying value of assets and liabilities held as at 31st December 2019.

Going concern

The directors have performed an assessment of the Company's ability to continue as a going concern and have received written confirmation of financial support from the parent company for a period that of at least 12 months from the date of approval of these financial statements by the board of directors.

As at the time of approval of this report the Company's trading performance has remained in line with our original budgets, established prior to the coronavirus pandemic. As a service business we have been able to move all staff safely to a remote working set up and continue our operations without material financial impact.

While the longer-term impact of the coronavirus pandemic on the economy remains uncertain, we are confident that the Company is well placed to withstand an economic downturn should this occur and the Company has strong cash reserves in place to support this scenario. We have strong controls in place for the recovery of trade debtors and management of working capital and will consider utilisation of governmental support schemes if relevant and applicable. Having modelled a number of potential downside scenarios we are confident that the Company will continue to operate as a going concern and that we are well placed during this uncertain time to help to support key services and workers of the United Kingdom and globally by continuing to support the wider Healthcare industry.

As such, these financial statements have been prepared on the going concern basis.

Other

The Company purchased and maintained throughout the financial year and as at the date of approval of the financial statements, Directors' and Officers' liability insurance in respect of itself and its Directors.

Future developments

No significant changes to the company's activities are expected.

Directors' Report (continued)

Proposed dividend

The directors do not recommend the payment of a dividend (2018: nil).

Independent Auditors

The auditors PricewaterhouseCoopers LLP have indicated their willingness to continue in office.

Directors

The directors of the Company who were in office during the year and up to the date of signing the financial statements, unless otherwise indicated, were:

Akihiko Tomaru
Itaru Tanimura
Anton Richter

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

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.

Directors' Report (continued)

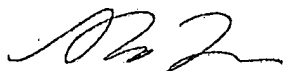
Disclosure of information to auditors

In the case of each director in office at the date the Directors' Report is approved:

- a) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

On behalf of the board



Aki Tomaru
Director
101 Park Drive, Milton Park
Abingdon, OX14 4RY
22 May 2020

Independent auditors' report to the members of M3 (EU) Limited

Report on the audit of the financial statements

Opinion

In our opinion, M3 (EU) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2019; the Statement of comprehensive income, the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Independent auditors' report to the members of the M3 (EU) Limited (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 5, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 auditors' report to the members of the M3 (EU) Limited (continued)

Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Daniel Dennett (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge
24 May 2020

Statement of comprehensive income

For the year ended 31 December 2019

	Note	2019	2018
		£	£
Revenue	2	37,186,765	33,566,008
Cost of sales		<u>(19,480,474)</u>	<u>(16,720,670)</u>
Gross profit		17,706,291	16,845,338
Administrative expenses		(15,870,456)	(13,666,355)
Other Operating Income		24,680	50,117
Operating profit	3	1,860,515	3,229,100
Finance income	6	25,926	8,782
Finance costs	7	<u>(16,979)</u>	<u>(28,945)</u>
Profit before income tax		1,869,462	3,208,937
Income tax expense	8	<u>(429,608)</u>	<u>(553,676)</u>
Profit for the financial year		1,439,854	2,655,261
Other comprehensive income		-	-
Total tax component of other comprehensive income		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		1,439,854	2,655,261

All items dealt with in arriving at the profit before income tax relate to continuing operations.

There is no material difference between the profit before income tax and the profit for the financial years stated above, and their historical cost equivalents.

The notes presented on pages 13 to 27 form an integral part of these financial statements.

Balance sheet
As at 31 December 2019

	Note	2019		2018	
		£	£	£	£
ASSETS					
Non-current assets					
Intangible assets	9	235,855		435,313	
Property, plant & equipment	10	311,631		387,425	
Investments	11	1,701		1,701	
Total Non-current asset			549,187		824,439
Current assets					
Trade and other receivables	12	10,893,094		11,708,963	
Cash at bank and in hand		5,960,195		4,030,265	
Total current assets			16,853,289		15,739,228
Total assets			17,402,746		16,563,667
Equity and liabilities					
Equity					
Called up Share Capital	15	67,109		67,109	
Share premium account		7,548,315		7,548,315	
Retained earnings/ (Accumulated losses)		846,666		(949,049)	
Total equity			8,462,090		6,666,375
Current liabilities					
Trade and other payables	13	8,940,386		9,897,292	
Total current liabilities			8,940,386		9,897,292
Total assets less total liabilities			8,462,090		6,666,375
Total equity and liabilities			17,402,746		16,563,667

The financial statements on pages 10 to 27 were approved by the board of directors on 22 May 2020 and were signed on its behalf by:



Aki Tomaru
Director

Statement of changes in equity
For the year ended 31 December 2019

	Called up share capital	Share premium account	Retained earnings/ (Accumulated losses)	Total equity
	£	£	£	£
At 1 January 2018	67,109	7,548,315	(3,604,310)	4,011,114
Profit for the financial year	-	-	2,655,261	2,655,261
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	2,655,261	2,655,261
At 31 December 2018	67,109	7,548,315	(949,049)	6,666,375
At 1 January 2019	67,109	7,548,315	(949,049)	6,666,375
Profit for the financial year	-	-	1,439,854	1,439,854
Credit relating to equity settled share based payments	-	-	355,861	355,861
Total comprehensive income for the year	-	-	1,795,715	1,795,715
At 31 December 2019	67,109	7,548,315	846,666	8,462,090

Notes to the financial statements for the year ended 31 December 2019

1 Principal accounting policies

a) General information

M3 (EU) Limited is a Company limited by shares and is incorporated and domiciled in England, United Kingdom. The address of its registered office is 101 Park Drive, Milton Park, Milton, Abingdon, Oxfordshire, OX14 4RY.

M3 (EU) Limited owns and operates the UK's largest online network of GMC registered medical doctors and a service for healthcare professionals throughout Europe.

b) Statement of compliance.

The financial statements of M3 (EU) Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006. The Company has early adopted the Amendments to FRS 102 (issued in July 2016).

c) Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

d) Basis of accounting

These financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom.

The Company has chosen to apply paragraph 1A(2) of Schedule 1 to the Companies Regulations and adapt the profit and loss account format and terminology to comply with Section 5 of FRS 102 (issued in July 2016). The Company has also chosen to apply paragraph 1A(1) of Schedule 1 to adapt the balance sheet format and terminology to comply with Section 4 of FRS 102 (issued in July 2016).

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 1(p).

The Company is exempt by virtue of Section 405 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present financial information about the Company as an individual undertaking and not about its group.

e) Going concern

The directors have performed an assessment of the Company's ability to continue as a going concern and have received written confirmation of financial support from the parent company for a period that of at least 12 months from the date of approval of these financial statements by the board of directors.

As at the time of approval of this report the Company's trading performance has remained in line with our original budgets, established prior to the coronavirus pandemic. As a service business we have been able to move all staff safely to a remote working set up and continue our operations without material financial impact.

Notes to the financial statements for the year ended 31 December 2019 (continued)

1 Principal accounting policies (continued)

e) Going concern (continued)

While the longer-term impact of the coronavirus pandemic on the economy remains uncertain, we are confident that the Company is well placed to withstand an economic downturn should this occur and the Company has strong cash reserves in place to support this scenario. We have strong controls in place for the recovery of trade debtors and management of working capital and will consider utilisation of governmental support schemes if relevant and applicable. Having modelled a number of potential downside scenarios we are confident that the Company will continue to operate as a going concern and that we are well placed during this uncertain time to help to support key services and workers of the United Kingdom and globally by continuing to support the wider Healthcare industry.

As such, these financial statements have been prepared on the going concern basis.

f) Exemption for qualifying entities

FRS 102 allows a qualifying entity certain disclosure exemptions. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. M3 (EU) Limited is a qualifying entity as its results are consolidated into the financial statements of M3, Inc. which are publicly available.

f) Exemption for qualifying entities (continued)

As a qualifying entity, the Company has taken advantage of the following exemptions:

- from the requirement to prepare a statement of cash flows as required by paragraph 3.17(d) of FRS 102;
- from the requirement to present certain financial instrument disclosures, as required by sections 11 and 12 of FRS 102;
- from disclosing the Company's key management personnel total compensation, as required by FRS 102 and paragraph 33.7.

g) Foreign currencies

i) Functional and presentation currency

The Company's functional and presentation currency is the pound sterling.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Notes to the financial statements for the year ended 31 December 2019 (continued)

1 Principal accounting policies (continued)

h) Employee benefits

The Company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined benefit and defined contribution pension plans.

i) Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

ii) Defined contribution pension plans

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

iii) Share Options

The company participates in a share-based payment arrangement established by the parent company. The company takes advantage of the alternative treatment allowed under Section 26 of FRS 102 and the share-based payment expense based on an allocation of its share of the group's total expense, calculated by reference to the participating employees. The corresponding credit is recognised in retained earnings as a component of equity.

The company has no cash-settled arrangements.

i) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income and retained earnings, except to the extent that it relates to items recognised directly in equity. In this case tax is also recognised directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Notes to the financial statements for the year ended 31 December 2019 (continued)

1 Principal accounting policies (continued)

i) Taxation (continued)

ii) Deferred taxation

Deferred taxation is provided at anticipated tax rates, using the full provision method, on all timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences 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.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

j) Intangible assets

Database development expenditure represents the costs (or deemed costs) incurred in building a database of contacts willing to partake in specific areas of market research. These costs are being amortised over their expected useful life of five years. Costs of maintaining the databases are written off as incurred.

Website development expenditure represents the costs (or deemed costs) incurred in building a new website www.m3medical.com for European doctors and other healthcare professionals. These costs are being amortised over their expected useful life of five years.

In 2018 the development expenditure incurred in the building and installation of the new NetSuite One World ERP was recognised. These costs are being amortised over their expected useful life of five years

The Company has taken advantage of the exemption under paragraph 35.10(n) of FRS 102 in respect of using a previous UK GAAP carrying value of intangible asset at the date of transition as its deemed cost at that date.

k) Property, plant & equipment

Property, plant & equipment are stated at their historic purchase cost (together with any incidental expenses of acquisition) less accumulated depreciation and accumulated impairment losses.

Depreciation is calculated so as to write off the cost of property, plant & equipment to their expected residual values on a straight-line basis over the expected useful lives of the assets concerned. The principal rates of depreciation applied are:

Computer equipment & related software licences	-	33% per annum
Office furniture	-	20% per annum
Office equipment	-	33% per annum
Leasehold improvements	-	over the minimum lease period

Property, plant & equipment are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the statement of comprehensive income and included in 'Other operating (losses)/gains'.

Notes to the financial statements for the year ended 31 December 2019 (continued)

1 Principal accounting policies (continued)

l) Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the operating profit, unless the asset has been revalued when the amount is recognised in the statement of comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the statement of comprehensive income.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the statement of comprehensive income.

m) Financial instruments

The Company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade receivables and cash, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of comprehensive income.

If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the statement of comprehensive income.

Financial assets are derecognised when (a) the contractual rights to the flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Notes to the financial statements for the year ended 31 December 2019 (continued)

1 Principal accounting policies (continued)

m) Financial instruments (continued)

(ii) Financial liabilities

Basic financial liabilities, including trade payables and short-term loans, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally 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.

n) Operating leases

Rental charges for operating leases are charged to the statement of comprehensive income on a straight line basis over the life of the lease.

o) Investments

Investments are stated at cost less any provisions made to reflect permanent impairment in value where appropriate. The directors review the carrying value of investments and make adjustments to the provisions for permanent impairment as necessary when an impairment trigger has been noted.

The Company has taken advantage of the exemption under paragraph 35.10(f) of FRS 102 in respect of using a previous UK GAAP cost of investments in subsidiaries at the date of transition as its cost at that date.

p) Critical accounting judgements and key source of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Notes to the financial statements for the year ended 31 December 2019 (continued)

1 Principal accounting policies (continued)

p) Critical accounting judgements and key source of estimation uncertainty *(continued)*

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

i) Useful economic lives of property, plant & equipment and intangible asset. (Sections 17 and 18)

The annual depreciation or amortisation charge for property, plant & equipment and intangible asset is sensitive to changes in the estimated useful economic lives and residual values of assets. The useful economic lives and residual values are assessed annually. They are amended when necessary to reflect current estimates, based on technological advancements, future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of property, plant & equipment, note 9 for intangible assets and note 1(k) and 1(j) for the useful economic lives for each class of asset.

ii) Revenue recognition

The Company recognises revenue as earned, which is over the service period as the information is delivered or related services are performed. Where service period crosses the year end an estimate is included to reflect the progress of completion of the projects impacted.

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

2 Revenue

Revenue represents the invoiced value of projects completed and services supplied to customers during the year, excluding value added tax. The Company recognises revenue as earned, which is over the service period as the information is delivered or related services are performed. Advance payments for services and subscriptions are credited to deferred revenues and reflected in operating revenue over the subscription term, which is generally one year. Revenue arises principally from sponsored communication, education materials and market research studies and is earned wholly in the United Kingdom.

	2019 £	2018 £
By class of business:		
Advertising	5,704,506	7,612,916
Market Research	31,482,259	25,953,092
	37,186,765	33,566,008

3 Operating profit

	2019 £	2018 £
<i>Operating profit is stated after charging/(crediting):</i>		
Depreciation of property, plant & equipment	228,921	257,607
Amortisation of intangible fixed assets	232,647	210,672
Loss on disposal of fixed assets	7,635	333
Foreign exchange (gains) / losses	356,874	(249,117)
Operating lease charges	479,713	483,941
Other operating Income	24,680	50,117
Services provided by the Company's auditors:		
Fees payable for the audit	35,000	38,290

Other operating income consists of amounts recharged to group companies £24,038 (2018: £49,397)

4 Staff numbers and costs

The monthly average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	2019 Number	2018 Number
Directors	1	1
Others	206	196
	207	197

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

4 Staff numbers and costs (continued)

The aggregate payroll costs of these persons were as follows:

	2019 £	2018 £
Wages and salaries	9,921,894	8,650,695
Social security costs	1,064,253	906,594
Other pension costs	664,222	674,415
	<u>11,650,369</u>	<u>10,231,704</u>

Share Options

Certain employees of the company along with other group employees have been granted options over the shares in M3 Inc. The options are granted with a fixed exercise price and are exercisable three years after the date of grant. Employees are required to remain in employment within the group.

The company recognises an equity-settled share-based payment expense allocated by the parent company and based on a Black Scholes valuation of the Options, until the options are exercised.

At 31 December 2019 there were 164,700 number of issued options with a weighted average exercise price of £12.14. No options were exercisable at 31 December 2019

No shares were exercised in year and so the total charge of £428k (2018 £nil) was expensed to the P&L and with £72k accrued for future employer taxes and £356k credited to Retained earnings based on the Options held in year.

5 Directors' remuneration

	2019 £	2018 £
Directors' remuneration (excluding share options granted or exercised in parent's shares in year)	243,573	405,737
Contribution to money purchase pension scheme	10,014	19,320
	<u>253,587</u>	<u>425,057</u>

The highest paid director received remuneration of £243,573 and pension contributions of £10,014 (2018: remuneration of £202,657 and pension contributions of £7,719).

The highest paid director exercised no share options in year (2018: no share options exercised)

One (2018: Four) directors was remunerated in the year.

No (2018: Two) directors exercised share options held in the parent's shares during the year.

One (2018: One) directors received share options held in the parent's shares during the year.

Two (2018: Two) directors are employed by other companies in the M3 Inc. Group and are remunerated by those companies in respect of those services to the group as a whole and for which no recharge is made to the Company.

The number of directors for whom retirement benefits are accrued under defined contribution schemes amounted to One (2018: One).

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

6 Finance income

	2019 £	2018 £
Bank interest receivable	25,926	8,782
	<u>25,926</u>	<u>8,782</u>

7 Finance costs

	2019 £	2018 £
Interest payable to banks and group companies	16,979	28,945
	<u>16,979</u>	<u>28,945</u>

8 Income tax expense

a) Tax charged in the Statement of comprehensive income

	2019 £	2018 £
Current income tax:		
Current income tax charge	457,924	128,740
Adjustment in respect of prior period	(28,900)	(20,405)
Deferred tax:		
Origination and reversal of temporary differences	584	445,341
Tax expense in the Statement of comprehensive income	<u>429,608</u>	<u>553,676</u>

b) Reconciliation of the total tax charge

Tax assessed for the year is higher (2018: lower) than the standard effective rate of corporation tax in the United Kingdom at 19% (2018: 19%).

	2019 £	2018 £
<i>Total tax reconciliation</i>		
Profit before income tax	<u>1,869,462</u>	<u>3,208,937</u>
Profit before income tax multiplied by the standard rate in the UK 19% (2018: 19%)	355,198	609,698
<i>Effects of:</i>		
Fixed Asset differences	15,351	13,783
Expenses not deductible for tax purposes	88,028	2,991
R&D expenditure credits	-	(20,405)
Impact of change in tax rates	(69)	(52,393)
Adjustment in respect of prior period	(28,900)	-
Short-term timing differences	-	2
Total tax charge for the financial year	<u>429,608</u>	<u>553,676</u>

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

8 Income tax expense (continued)

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

It is expected that the impact of these changes will not be material.

9 Intangible assets

	Website development £	Database development £	Software £	Total £
Cost				
At 1 January 2019	589,351	308,148	186,295	1,083,794
Addition	-	-	33,188	33,188
At 31 December 2019	589,351	308,148	219,483	1,116,982
Accumulated amortisation				
At 1 January 2019	377,354	240,076	31,050	648,480
Charge for the year	117,871	49,072	65,704	232,647
At 31 December 2019	495,225	289,148	96,754	881,127
Net book amount				
At 31 December 2019	94,126	19,000	122,729	235,855
At 31 December 2018	211,997	68,071	155,245	435,313

Amortisation of intangible assets is recognised in the statement of comprehensive income and included in administrative expenses.

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

10 Property, plant & equipment

	Computer equipment & related software licences	Office furniture & equipment	Leasehold improvements	Total
	£	£	£	£
Cost				
At 1 January 2019	1,001,736	121,587	478,713	1,602,036
Additions	67,395	19,367	73,999	160,761
Disposals	(38,004)	(12,760)	(103,249)	(154,013)
At 31 December 2019	1,031,127	128,194	449,463	1,608,784
Accumulated depreciation				
At 1 January 2019	849,441	72,999	292,171	1,214,611
Charge for the year	112,833	27,236	88,852	228,921
Disposals	(38,004)	(12,029)	(96,346)	(146,379)
At 31 December 2019	924,270	88,206	284,677	1,297,153
Net book amount				
At 31 December 2019	106,857	39,988	164,786	311,631
At 31 December 2018	152,295	48,588	186,542	387,425

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

11 Investments

	2019 £	2018 £
Investment in subsidiary undertaking	1,701	1,701
Net book value	1,701	1,701

The subsidiary undertakings of the Company which are incorporated in England and Wales are wholly owned by the Company, are listed below. The share capital of these subsidiaries comprises £1 ordinary shares.

Subsidiary name	Registered in	Holding	Activity	Status	£
uknursing.net Limited	England & Wales	100%	General business services	Dormant	100
medeConnect Limited	England & Wales	100%	General business services	Dormant	100
JobConnect Limited	England & Wales	100%	General business services	Dormant	100
PharmaConnect Limited	England & Wales	100%	General business services	Dormant	100
Networks in Health Limited	England & Wales	100%	General business services	Dormant	100
M3 Health Limited	England & Wales	100%	General business services	Dormant	100
Doctorsnetuk Limited	England & Wales	100%	General business services	Dormant	100
M3 Healthcare Limited	England & Wales	100%	General business services	Dormant	1
M3 Global Research Limited	England & Wales	100%	General business services	Dormant	1,000

The directors believe that the carrying value of the investments is supported by their underlying net assets.

The registered office of all the above subsidiaries is 101 Park Drive, Milton Park, Milton, Abingdon, Oxfordshire, OX14 4RY

12 Trade and other receivables

	2019 £	2018 £
Trade receivables	7,841,522	8,276,979
Amounts owed by group undertakings	-	273,958
Other receivables	122,249	39,944
Deferred tax asset (note 14)	89,822	90,406
Prepayments and accrued income	2,839,501	3,027,676
	10,893,094	11,708,963

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

13 Trade and other payables

	2019 £	2018 £
Trade payables	681,508	604,759
Amounts owed to group undertakings	344,246	1,412,421
Other payables - taxation	597,073	815,748
Other Payables including social security and pension	319,836	295,839
Corporation tax	215,362	108,335
Accruals and deferred income	6,782,361	6,660,190
	8,940,386	9,897,292

Amounts owed to group undertakings includes £Nil (2018: £1,245,794) which is secured and repayable on demand. Interest charged during the year was Nil% (2018: 1.17%). The remainder of amounts owed to group undertakings are trading related.

14 Deferred tax

The deferred taxation included in the company balance sheet, and the amounts not provided, are set out below:

	2019		2018	
	Provided £	Unprovided £	Provided £	Unprovided £
Fixed asset timing difference	76,979	-	86,055	-
Short Term timing differences	12,843	-	4,401	-
Trading losses carried forward	-	-	-	-
	89,822	-	90,406	-

	2019 £	2018 £
The movement during the year on deferred tax balances were:		
At beginning of financial year	90,406	535,747
Current year (debit) / credit – profit and loss account	(584)	(445,341)
At end of financial year	89,822	90,406

Deferred tax assets are recognised only to the extent that the directors consider it more likely than not that there will be suitably taxable profits from which the future reversal of the underlying timing differences can be deducted.

Notes to the financial statements for the year ended 31 December 2019 *(continued)*

15 Called up share capital

	2019 £	2018 £
Authorised share capital		
6,710,932 (2018: 6,710,932) Ordinary shares of £0.01 each	<u>67,109</u>	<u>67,109</u>
Allotted, issued and fully paid		
6,710,932 (2018: 6,710,932) Ordinary shares of £0.01 each	<u>67,109</u>	<u>67,109</u>

There is a single class of ordinary shares. There is no restriction on the distribution of dividends and the repayment of capital.

16 Financial commitments

As at 31 December, the Company had the following minimum lease payments under non-cancellable operating leases for each of the following periods.

	2019 £	2018 £
Not later than one year	523,750	528,200
Later than one year and not later than five years	782,501	630,550
More than five years	854,272	-
	<u>2,160,523</u>	<u>1,158,750</u>

17 Related party transactions

In accordance with the exemption available under Section 33.1A 'Related Party Disclosures', transactions with other group undertakings have not been disclosed in these financial statements.

18 Ultimate parent undertaking

The Company is a subsidiary undertaking of M3 Inc., which is the ultimate parent Company incorporated in Japan. The largest group in which the results of the Company are consolidated is that headed by M3 Inc., incorporated in Japan. The smallest group in which they are consolidated is that headed by M3 USA Corporation incorporated in USA. The consolidated financial statements of these groups are available to the public and may be obtained from M3 Inc., Akasaka Intercity 10th floor, 1-11-44 Akasaka, Minato-ku, Tokyo 107-0052 Japan and M3 USA Corporation, 1215 17th St NW, Suite 100, Washington, DC 20036, USA.