

Registered number: 03979990



GIVING LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018



GIVING LIMITED
FOR THE YEAR ENDED 31 DECEMBER 2018
COMPANY INFORMATION

Directors	A W Boor J W Olson
Company Secretary	Taylor Wessing Secretaries Limited
Registered number	03979990
Registered office	2nd Floor Blue Fin Building 110 Southwark Street London SE1 0TA
Independent auditor	BDO LLP 55 Baker Street London W1U 7EU

GIVING LIMITED
YEAR ENDED 31 DECEMBER 2018
CONTENTS

	Page
Strategic report	1
Directors' report	2
Independent auditor's report	3-4
Statement of comprehensive income.....	5
Balance Sheet.....	6
Statement of changes in equity.....	7
Notes forming part of the financial statements	8-18

GIVING LIMITED
Strategic report
for the year ended 31 December 2018

The directors present their strategic report and the audited financial statements of the company for the year ended 31 December 2018.

Principal activities

The principal activity of this company is an intermediate holding company.

Results and dividends

The loss for the year, after taxation, amounted to £166,688 (2017 – loss of £1,242,641). The company paid no dividend in 2018 (2017 – £nil).

Business review

Giving.com Limited, trading as 'JustGiving' was acquired by Blackbaud Inc., the world's leading cloud software company powering social good, on 2 October 2017. JustGiving's products and services support charities and individual causes to maximise donations effectively and efficiently with minimum administration.

The directors consider the company's performance in 2018 to have been satisfactory. The strategic decisions taken to invest in compliance and security have reinforced JustGiving's trusted status in the market as well as provided the opportunity to diversify revenues into new emerging areas.

Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis and in accordance with the Companies Act 2006 and applicable accounting standards.

The directors believe that preparing these accounts on the going concern basis is appropriate as its ultimate parent, Blackbaud Inc., has confirmed its intention to provide financial support to enable the company to settle its liabilities as they fall due from the twelve months of the signing of these financial statements, if required.

Future outlook

The market in which the company operates is expected to remain competitive. Fundraising is expected to be affected by regulation as well as uncertainty regarding the UK's status within the European Union (EU). The directors are confident that the company will navigate these challenges throughout the 3 year planning horizon.

Principal Risks and Uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks affecting the company are considered to relate to competition from new entrants to the market, the current economic climate in regards to the UK's pending exit of the EU, and changes to government regulations.

Key performance indicators

As an intermediate holding company, the company's principal key performance indicator is the profitability of its investments and the recoverability of amounts due from group undertakings.

Approval

This strategic report was approved by order of the Board on 26/09/2019



A W Boor
Director

Date: 26/09/2019

GIVING LIMITED
Director's report
for the year ended 31 December 2018

The directors present their report and the audited financial statements of the company for the year ended 31 December 2018.

Directors

The directors who served during the year were:

A W Boor
J W Olson

Directors' responsibilities statement

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

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

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make 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;
- 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.

Auditors

The directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the next annual general meeting.

On behalf of the Board



A W Boor
Director

Date: 26/09/2019

GIVING LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GIVING LIMITED

Opinion

We have audited the financial statements of Giving Limited ("the Company") for the year ended 31 December 2018 which comprise Statement of comprehensive income, Balance sheet and Statement of changes in equity, and the 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 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

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

Matters on which we are required to report by exception

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 and Director's report.

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.

GIVING LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GIVING LIMITED

Responsibilities of Directors

As explained more fully in the Statement of Directors Responsibilities, 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.

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

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.

BDO LLP

Orla Reilly (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London, UK

26/09/2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

GIVING LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018

	Note	2018 £	2017 £
TURNOVER			-
Gross profit		-	-
Other external charges		16,208	(240,033)
Exceptional items	3	-	(750,991)
Depreciation and amortisation		(282,868)	(143,920)
Loss on disposal of investment		-	(191,608)
OPERATING (LOSS)	2	(266,660)	(1,326,552)
Interest receivable and similar income	4	257,202	212,523
Interest payable and similar charges	5	(157,230)	(98,241)
(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		(166,688)	(1,212,270)
Tax on (loss) on ordinary activities	6	-	(30,371)
TOTAL COMPREHENSIVE (LOSS) FOR THE FINANCIAL YEAR		<u>(166,688)</u>	<u>(1,242,641)</u>


All amounts relate to continuing operations.

The notes on pages 8 to 18 form part of these financial statements.

GIVING LIMITED
REGISTERED NUMBER: 03979990
BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	£	2018 £	£	2017 £
FIXED ASSETS					
Intangible assets	7		-		46,856
Tangible assets	8		401,219		637,231
Investments	9		<u>93,750</u>		<u>93,750</u>
			494,969		777,837
CURRENT ASSETS					
Debtors	10	4,237,391		4,179,003	
Cash at bank and in hand		<u>113,375</u>		<u>1,415,737</u>	
		4,350,766		5,594,740	
CREDITORS: amounts falling due within one year	11	<u>(93,316)</u>		<u>(1,453,470)</u>	
NET CURRENT ASSETS			4,257,450		4,141,270
NET ASSETS			<u>4,752,419</u>		<u>4,919,107</u>
CAPITAL AND RESERVES					
Called up share capital	13		648,126		648,126
Share premium account			5,293,966		5,293,966
Profit and loss account			<u>(1,189,673)</u>		<u>(1,022,985)</u>
SHAREHOLDERS' FUNDS			<u>4,752,419</u>		<u>4,919,107</u>

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


A W Boor
Director

Date: 26/09/2019

The notes on pages 8 to 18 form part of these financial statements.

GIVING LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018

	Share Capital £	Share Premium £	Profit and loss account £	Total Equity £
1 January 2017	499,100	4,317,627	(2,193,229)	2,623,498
Loss for the year	-	-	(1,242,641)	(1,242,641)
Total comprehensive loss for the year	-	-	(1,242,641)	(1,242,641)
Issue of shares during the year	149,026	976,339	-	1,125,365
Share option charge	-	-	2,412,885	2,412,885
Total contributions by and distributions to owners	149,026	976,339	2,412,885	3,538,250
31 December 2017	648,126	5,293,966	(1,022,985)	4,919,107
1 January 2018	648,126	5,293,966	(1,022,985)	4,919,107
Loss for the year	-	-	(166,688)	(166,688)
Total comprehensive loss for the year	-	-	(166,688)	(166,688)
31 December 2018	648,126	5,293,966	(1,189,673)	4,752,419

The notes on pages 8 to 18 form part of these financial statements.

1. ACCOUNTING POLICIES

Giving Limited is a private company, limited by shares, registered in England.

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention except for items required to be measured at fair value, in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Company management to exercise judgement in applying the Company's accounting policies. The financial statements are prepared on a going concern basis, as described in the Strategic Report on page 1.

Company disclosure exemptions:

In preparing the financial statements of the company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Blackbaud Inc as at 31 December 2018.

The following principal accounting policies have been applied:

1.2 Depreciation and amortisation

Depreciation on tangible assets and amortisation of intangible assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method. The estimated useful lives range as follows:

Leasehold Improvements	- From 3 years to life of the lease
Fixtures and fittings	- 3 years
Computer licences and hardware	- 3 years
Software development	- 3 years
Domain names	- 5 years

1.3 Impairment of fixed assets

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

1.4 Share based payments

Directors, senior managers and other qualifying staff of the group have been granted options to subscribe for ordinary shares. All options are share settled.

The fair value of services received in return for share options granted is measured by reference to the fair value of the share options granted, at date of grant, and this is expensed on a straight line basis over the estimated vesting period. This estimate is determined using the Black-Scholes valuation model considering the effects of the vesting conditions, expected exercise period and the payment of dividends by the Group.

1.5 Exceptional items

Exceptional items are defined as significant costs or credits, that are one-off by nature, which should be disclosed separately on the face of the statement of comprehensive income statement to enable a full understanding of the company's financial performance.

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

1. ACCOUNTING POLICIES *(continued)*

1.6 Investments in subsidiary undertakings

Investments in subsidiaries are valued at cost less provision for impairment.

1.7 Intangible assets

Domain names are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. No internally generated costs are capitalised. Intangible assets are amortised on a straight line basis over their useful economic lives, and tested at each reporting date for any indicators of impairment.

1.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

1.9 Debtors

Short term debtors are measured at transaction price, less any impairment.

1.10 Cash

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.

1.11 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. All debt instruments are repayable or receivable within one year, and are therefore measured at the undiscounted amount.

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 Profit and Loss Account.

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 balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet 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.

1.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

1.13 Current and deferred taxation

The tax charge for the period comprises current and deferred tax. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred balances are recognised in respect of all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation, that have originated but not reversed by the balance sheet date.

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018
ACCOUNTING POLICIES (continued)

1. ACCOUNTING POLICIES (continued)

1.13 Current and deferred taxation (continued)

Deferred tax is recognised in respect of the retained earnings of an overseas subsidiary, associate or joint venture only to the extent that there is a commitment to remit the earnings. A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

1.14 Equity

The component of the company equity can be described as follows:

- Share capital - The nominal value of shares issued during the period.
- 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.
- Profit and Loss Accounts - The reserves for net gains and losses recognised in the income statement.

1.15 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

Determined whether there are indicators of impairment of the company's tangible and intangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset.

Determined the fair value of share options issued during the year. The value of the issue is calculated using the Black Scholes model and is affected by various assumptions such as share price at time of issue and expected volatility of the share price.

2 OPERATING PROFIT

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

	2018	2017
	£	£
Amortisation of intangible fixed assets	46,856	73,117
Depreciation of tangible fixed assets	236,012	70,803
Fees payable to the Company's auditor for the audit of the company's annual accounts	11,490	9,600
Foreign exchange gain	(95,405)	-

The company has no employees other than Directors. Remuneration of Directors and key management personnel and audit fees have been wholly borne by other Group entities in both the current and prior year.

3 EXCEPTIONAL ITEMS

	2018	2017
	£	£
Costs incurred in relation to the acquisition by BlackBaud Inc	-	750,991

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

4 INTEREST RECEIVABLE	2018	2017
	£	£
Interest receivable on intercompany loans	<u>257,202</u>	<u>212,523</u>

5 INTEREST PAYABLE	2018	2017
	£	£
Interest payable on intercompany loans	<u>157,230</u>	<u>98,241</u>

6 TAXATION	2018	2017
	£	£
Analysis of tax credit in the year		
Current tax		
Tax credit on profit/(loss) for the year	-	-
Adjustments in respect of prior periods	<u>-</u>	<u>-</u>
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	-	34,385
Effect of changes in tax rates	<u>-</u>	<u>(4,014)</u>
Total deferred tax	<u>-</u>	<u>30,371</u>
Tax on (loss)/profit on ordinary activities	<u>-</u>	<u>30,371</u>

Factors affecting total tax charge for the period

The tax assessed for the year is the same as (2017 - higher than) the standard rate of corporation tax in the UK of 19% (2017 - 19.25%). The differences are explained below.

	2018	2017
	£	£
(Loss) on ordinary activities before tax	<u>(166,688)</u>	<u>(1,212,270)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in UK of 19% (2017 - 19.25%)	(31,671)	(233,362)
Effects of:		
Non-tax deductible expenses	5,749	222,462
Effects of group relief	5,946	-
Tax rate changes	-	(4,014)
Deferred tax not provided	<u>19,976</u>	<u>45,285</u>
Current tax charge for the year (see note above)	<u>-</u>	<u>30,371</u>

Losses not recognised as deferred tax as at the year end amount to £109,575 (2017 - £35,861).

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

7 INTANGIBLE FIXED ASSETS

	Domain names £
Cost	
At 1 January 2018 and 31 December 2018	<u>365,585</u>
Amortisation	
At 1 January 2018	318,729
Charge for the year	<u>46,856</u>
At 31 December 2018	<u>365,585</u>
Net book value	
At 31 December 2018	<u>-</u>
At 31 December 2017	<u><u>46,856</u></u>

8 TANGIBLE FIXED ASSETS

	Computer licences hardware £
Cost	
At 1 January 2018	1,508,034
Additions	<u>-</u>
At 31 December 2018	<u>1,508,034</u>
Depreciation	
At 1 January 2018	870,803
Charge for the year	<u>236,012</u>
At 31 December 2018	<u>1,106,815</u>
Net book value	
At 31 December 2018	<u>401,219</u>
At 31 December 2017	<u><u>637,231</u></u>

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

9 FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
Cost	
At 1 January 2018	93,750
Additions	-
Disposals	-
Net book value	
At 31 December 2018	<u>93,750</u>
At 31 December 2017	<u>93,750</u>

Giving Limited owns the entire ordinary share capital of Giving.com Limited, a company incorporated in Great Britain, whose principal activity is enabling individuals to donate and fundraise online through a website which aggregates charities and causes on one site. The cost of investment of £93,750 is represented by the issue at par value of 9,375,000 ordinary shares of 1p each in Giving.com Limited. In 2016, Giving Limited made £848,604 investment in JG US Inc, a wholly owned subsidiary incorporated in the USA in March 2016.

During 2017, Giving Limited made further investments of £1,049,240 in JG US Inc. On 3 October 2017, JG US Inc was purchased by Blackbaud, Inc, "the ultimate controlling party of the company", for consideration of £1,706,236 (USD 2,271,000). A loss on the sale of £191,608 was recognised to the statement of comprehensive income in 2017.

Subsidiary undertakings

The undertakings in which the company's had a controlling interest at the year end are as follows:

Name	Country of incorporation or registration	Proportion of voting rights and	Registered address
Giving.com Limited	UK	100%	2nd Floor, Blue Fin Building, 110 Southwark Street, London SE1 0TA
JustGiving Australia Pty Limited	Australia	100%	Level 11, 1 Margaret Street, Sydney NSW 2000

Yimby Limited and Giving Employees' Trustees Limited were dissolved in the year.

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

10 DEBTORS

	2018	2017
	£	£
Amounts owed by group undertakings	4,237,391	4,119,120
Other debtors	-	59,882
	<u>4,237,391</u>	<u>4,179,003</u>

11 CREDITORS:

Amounts falling due within one year

	2018	2017
	£	£
Trade Creditors	7,522	-
Amounts owed to group undertakings	85,794	1,448,820
Other accruals	-	4,650
	<u>93,316</u>	<u>1,453,470</u>

12 DEFERRED TAXATION

	2018	2017
	£	£
At beginning of year	-	30,371
Movement	-	(30,371)
	<u>-</u>	<u>-</u>

At end of year

The deferred taxation balance is made up as follows:

	2018	2017
	£	£
Fixed asset timing differences	-	-
	<u>-</u>	<u>-</u>

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

13 SHARE CAPITAL	2018 £	2017 £
Allotted, called up and fully paid		
59,798,496 Ordinary shares (2017: 44,895,890) of £0.01 each	597,985	597,985
37,679 Ordinary A shares of £1 each	37,679	37,679
Allotted, called up and not yet paid		
1,246,167 Ordinary shares (2017: 1,246,167) of £0.01 each	12,462	12,462
	<u>648,126</u>	<u>648,126</u>

Each holder of the Ordinary shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company; on a show of hands every holder of Ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have one vote and on a poll every holder of Ordinary shares so present shall have one vote for each Ordinary share held.

Each holder of the A Ordinary shares shall be entitled to receive notice of, and to attend and vote at, general meetings of the Company; on a show of hands every holder of A Ordinary shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, shall have 100 votes and on a poll every holder of A Ordinary shares so present shall have 100 votes for each A Ordinary share held.

Any lawful distribution which the Directors resolve to distribute in the course of ordinary business or in liquidation, reduction of capital or otherwise, is to be applied to holders of Ordinary shares and A Ordinary shares *pari passu* and *pro rata* to the number of shares held.

GIVING LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

14 FINANCIAL INSTRUMENTS

	2018 £	2017 £
<i>Financial assets</i>		
Financial assets measured at amortised cost	<u>4,350,766</u>	<u>5,594,740</u>

	2018 £	2017 £
<i>Financial liabilities</i>		
Financial liabilities measured at amortised cost	<u>93,316</u>	<u>1,453,470</u>

Financial assets measured at amortised cost comprise cash at bank and in hand, trade debtors and other debtors.

Financial liabilities measured at amortised cost comprise trade creditors, accruals and other creditors.

A cross guarantee and debenture is in place between the company and Giving.com Limited.

15 SHARE BASED PAYMENTS

The group operates a share option plan, under which directors, senior management and other qualifying staff have been granted options to subscribe for ordinary shares in Giving Limited. All options are settled by the issue of shares. The number and weighted average exercise price of share options in existence at the balance sheet date are as follows:

	2018	2018	2017	2017
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
Outstanding at 1 January 2018	-	-	8.4p	13,465,105
Granted during the year	-	-	164.9p	1,600,000
Exercised during the year	-	-	7.6p	(14,902,606)
Forfeit/lapsed during the year	-	-	13.1p	(162,499)
Outstanding at the end of the year	-	-	-	-

On 2 October 2017, Blackbaud Inc., fully acquired Giving Limited, therefore, all outstanding share options were exercised at acquisition. The remaining share option expense on these outstanding share options have been accelerated and recognised in the statement of comprehensive income in the prior year.

There were no performance conditions attached to any of the share options granted, other than continued employment to the vesting date.

The total charge recorded in the year was nil (2017: £2,412,885). The share option charge related to employees of subsidiary company Giving.com Limited. The company had an arrangement that the subsidiary company must reimburse Giving Limited for share options provided to its employees and therefore in these financial statements the share option charge was not recognised in the statement of comprehensive income but is instead recognised as an amount owed by a group undertaking. The share option charge was recognised in the statement of comprehensive income of subsidiary Giving.com Limited.

The following inputs were used in the calculations of the fair value of the share options granted during the year:

	2018	2017
	£	£
Option pricing model used	Black-Scholes	Black-Scholes
Weighted average share price at grant date	-	164.9p
Exercise price	-	1.0p
Weighted average contractual life (years)	-	4
Expected volatility	-	60%
Risk-free interest rate	-	0.60%

The Black-Scholes option pricing model was used to value the share-based payment awards as it was considered that this approach would result in a materially accurate estimate of the fair value of options granted. The volatility assumption was determined with reference to comparable companies.

The share-based payment charge recorded in the statement of comprehensive income of subsidiary Giving.com Limited comprises:

	2018	2017
	£	£
Share option charge	-	2,412,885
Equity-settled schemes	-	2,412,885

16 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions available under FRS 102 for Related Party Disclosures, not to disclose any transactions or balances with entities that are 100% controlled by Giving Limited or the wider group headed by Blackbaud Inc., a US entity. The financial statements for Blackbaud Inc., can be found at <http://phx.corporate-ir.net/phoenix.zhtml?c=176673&p=irol-reports>.

Anthony Boor and Jon Olson are both a trustee of JustGiving Foundation, a UK registered charity and a company limited by guarantee. JustGiving Foundation supports the JustTextGiving service in partnership with Vodafone Limited and Vodafone Foundation. During the year, there were no direct transactions between the company or any wholly owned subsidiaries of the company and JustGiving Foundation.

17 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate controlling party is Blackbaud Inc.