Report and Financial Statements
Year Ended
31 August 2011

Company Number 04880697

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Report and financial statements for the year ended 31 August 2011

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Directors

R Williams

S Pammenter

D Damiano

B Frost

M Pitt

Secretary and registered office

D Damiano, Minton Place, Victoria Street, Windsor, Berkshire, SL4 1EG

Company number

04880697

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

Chairman's report for the year ended 31 August 2011

The financial year ending 31 August 2011 saw the company deliver exceptional financial results and improvements in all areas revenue, profit, cash flow, product and people

Key highlights include:

- Revenues increased by 38% to £18 9m (FY 2010 £13 7m)
- EBITDA increased by 100% to £1 79m (FY 2010 £0 89m)
- International revenue increased by 105% (Q4 vs. Q1 of the 2011 financial year) represents 10% of Q4 revenues
- Cash position increased by 97% to £1 5m as of 31 August 2011
- New members increased by 43% to 2 98m (2 08m in 2009/2010)
- Full paying members (subscribers) increased by 42% to 153,400

These results represent the continuation of the trend from the previous year

This sustained performance demonstrates that we are balancing investment, growth and returns across the business despite a difficult economic climate, particularly for consumers

Our strategy remains both clear and consistent to attract new customers to the platform, increase our paid subscription base and sell more products and services to our existing customers whilst developing new business opportunities

The core White Label business saw another year of impressive growth with revenues growing by 35% year on year, this was achieved while still maintaining margins at a level consistent with management expectations in a particularly competitive market. The year also saw further significant increases in both the number of partners and the number of sites operated.

The revenue associated with the company's own brand sites increased significantly in the year, increasing by 62% to £1 74m in 2010/2011 Own brand revenues increased by 157% between Q1 and Q4 of the 2011 financial year

2010/2011 was an important year for the business from an international growth and contribution perspective. The appointment of an Operations Director led to a strategic review of the company's international operations, resulting in a revised strategy to accelerate overseas growth and development which has proved highly successful.

Australia is an area of high growth potential and thanks to an innovative partner programme we have witnessed supercharged growth in this market. New joining members increased by 1,038% (Q4 vs. Q1) and revenues were equally impressive growing by 1,759% (Q4 vs. Q1). We expect to see a continuation of this growth although competitive conditions will increase as the Australian market becomes the focus of our competitors.

South Africa also saw positive annual growth at levels in excess of the South African online dating market growth rate, as we continued to extend our presence in this territory. New joining members increased by 57.8% (Q4 vs Q1) and revenues grew by 30.6% (Q4 vs Q1)

International will continue to be an area of core strategic focus going forward as we seek to build on these impressive financial growth numbers into the next financial year and beyond

The company continues to invest in research and development in unique and innovative technology. A number of new products and features have been introduced which we expect to make a significant contribution to the continuing growth of the company.

Chairman's report for the year ended 31 August 2011 (continued)

In addition to key improvements to the user experience, the company invested in a proprietary email infrastructure that has grown to send over 250m emails per month

The dating niching system was built to enable segmentation of our database to enter focused, untapped markets - as the only company able to offer true niche dating we expect to grow this area of our business significantly

A significant amount of resources was invested in the development of an API (Application Programming Interface) which will allow us to rapidly develop new channels such as mobile and social - as well offering members a significantly differentiated user experience across our partner sites

This API was used to build our mobile dating platform which launched in December 2012 on over 200 of our partner sites

We are extremely confident for the long-term opportunity of this business as we grow internationally and monetise our customers further through an improved product portfolio

Whilst the economic conditions will remain challenging for many consumer businesses, we have invested significant resources into future projects, many of which will begin to generate substantial returns in 2011/2012

The strong results of 2010/2011 have continued into the current financial year, December 2011 saw the company exceed previous records for the highest revenue month ever, highest daily sign ups, highest daily cash collected and also the highest ever number of paying subscribers

Our consistent success has been recognised both within and outside of the industry. It is a testament to the efforts of all our people that we have delivered such incredible performance and gained a number of prestigious accolades.

In 2010/2011 we were awarded

- 1st in the Deloitte UK South East Technology Fast 50
- 17th in Deloitte UK Technology Fast 50, 2011
- 28th in The Sunday Times Virgin Fast Track 100, 2011
- Finalist in National Business Awards 2011
- Ross Williams (CEO and Founder) Growing Business Young Gun 2011
- Best Dating Software at the 2010, 2011 and 2012 Date Industry Awards

R Williams

Chairman

Date

24/2/12

Report of the directors for the year ended 31 August 2011

The directors present their report together with the audited financial statements for the year ended 31 August 2011

Results and dividends

The profit and loss account is set out on page 7 and shows the profit for the year

The directors paid an interim ordinary dividend amounting to £100,000 (2010 - £233,333)

Principal activity, trading review and future developments

The principal activity of the company in the year under review was that of an online dating company. Please refer to the chairman's statement for the trading review of the financial year.

Key performance indicators

Among the key financial indicators that the company uses to monitor and measure performance are the number of basic registration sign ups and daily cash collected. The performance in the year was as follows

	2011	2010
Basic registrations (000's) Daily cash collected (£'000)	2,985 £64 3	2,083 £45 0

The company also monitors non-financial indicators to measure performance and two of the most significant are level of staff turnover and from a technology perspective, application uptime

Principal risks and uncertainties facing the business

The principal risk to the business is the possibility of losing key senior staff. The company has policies and procedures in place to reward and retain key staff and has introduced an EMI scheme to ensure that the interests of key staff, shareholders and directors are aligned.

Directors

The directors of the company during the year and those appointed post year end were

R Williams

S Pammenter

D Damiano

B Frost M Pitt

(appointed 4 November 2011)

Report of the directors for the year ended 31 August 2011 (continued)

Directors' responsibilities

The directors are responsible for preparing 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, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

All of the current directors have taken steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purpose 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

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

On behalf of the Board

R Williams

Director

Date 24/2/12

Independent auditor's report

TO THE MEMBERS OF GLOBAL PERSONALS LIMITED

We have audited the financial statements of Global Personals Limited for the year ended 31 August 2011 which comprise the profit and loss account, Statement of total recognised gains and losses, the balance sheet, the cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 August 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report (continued)

Matters on which we are required to report by exception

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

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

800 CLP

Robert Plews (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

29 February 2012

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

Profit and loss account for the year ended 31 August 2011

	Note	2011	2010 As restated
		£	3
Turnover	2	18,894,247	13,692,872
Cost of sales		(9,878,103)	(7,128,278)
Gross profit		9,016,144	6,564,594
Administrative expenses		(7,624,045)	(5,930,249)
Operating profit	5	1,392,099	634,345
Interest receivable and similar income Interest payable and similar charges	6	786 -	289 (2,510)
Profit on ordinary activities before taxation		1,392,885	632,124
Taxation	7	(592,227)	(2,391)
Profit on ordinary activities after taxation and for the financial year	16,17	800,658	629,733

All amounts relate to continuing activities

Statement of total recognised gains and losses for the year ended 31 August 2011

	2011	2010 As restated
	£	£
Profit and total recognised gains and losses relating to for the financial year	800,658	629,733
Prior year adjustment (note 1)	644,303	
Total gains and losses recognised since last financial statements	1,444,961	

Balance sheet at 31 August 2011

Company number 04880697	Note	2011	2011	2010	2010
		£	£	As restated £	As restated £
Fixed assets					
Intangible assets	10		1,019,300		42,488
Tangible assets	11		1,443,471		1,052,307
			2,462,771		1,094,795
Current assets			2,402,771		1,034,733
Debtors	12	2,473,860		1,641,190	
Cash at bank and in hand		1,509,957		766,292	
		3,983,817		2,407,482	
Creditors: amounts falling due					
within one year	13	2,617,166		1,371,080	
Deferred income		2,699,510		1,713,989	
Net current liabilities			(1,332,859)	<u></u>	(677,587)
Provisions	14		(44,953)		(32,907)
			1,084,959		384,301
Capital and reserves					
Called up share capital	15		100		100
Profit and loss account	16		1,084,859		384,201
Shareholders' funds	17		1,084,959		384,301

The financial statements were approved by the Board of Directors and authorised for issue on $\frac{24}{2}$

R Williams Director

The accompanying notes on pages 11 to 20 form an integral part of these financial statements

Cash flow statement for the year ended 31 August 2011

	Note	2011	2011	2010 As restated	2010 As restated
		£	£	£	£
Net cash inflow from operating activities	20		2,681,538		1,003,212
Taxation UK corporation tax paid			(72,413)		(139,216)
Capital expenditure and financial investment Purchase of tangible fixed assets Purchase of intangible assets		(775,391) (990,069)		(709,873) (39,200)	
			(1,765,460)		(749,073)
Equity dividends paid	8		(100,000)		(233,333)
Cash inflow/(outflow) before financing			743,665		(118,410)
Financing					
Capital element of finance lease rental payments			-		(11,294)
Increase/(decrease) in cash	21,22		743,665		(129,704)

Notes forming part of the financial statements for the year ended 31 August 2011

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable United Kingdom accounting standards. The financial statements are prepared on the going concern basis.

The following principal accounting policies have been applied

Going concern

The directors have prepared forecasts to demonstrate that the company will have sufficient funding for ongoing operations. While there will always remain some inherent uncertainty within the cash flow forecasts, the directors have a reasonable expectation that the company will have adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of these financial statements are signed. As such, the directors have adopted the going concern basis in preparing these financial statements.

Turnover

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured

Turnover represents membership subscription fees generated from customers who subscribe to online dating services. There are two divisions which are

Business to Customer

Own brand dating sites

Business to Business

Website platforms provided and managed for brand and media owner

Deferred revenue is recognised due to payments being made up front and in full for membership subscriptions. The revenue is spread on a straight line basis over the subscription period. The same basis of recognition is applied to the associated partner share of revenues.

Accrued revenue is recognised where subscriptions have been placed but cash has not yet cleared the bank

Depreciation

Tangible assets are held at cost less accumulated depreciation. Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

The company undertakes development projects in relation to the enhancement of the underlying platform on which the websites are supported. The directors review the enhancements to ensure that they will generate revenue going forward for the company, and if so, the costs will be measured and capitalised. The directors do not consider capitalising any costs that are determined to be ongoing maintenance to the underlying platform, this is expensed directly to the profit and loss account.

Leasehold improvements

Recognised over the lifetime of the lease

Fixtures, fittings and equipment

25% straight line

Platform

20% straight line

Notes forming part of the financial statements for the year ended 31 August 2011 (continued)

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation

Current tax is measured at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences

Deferred tax balances are not discounted

Leases

Operating leases have their annual rentals charged to the profit and loss account on a straight-line basis over the term of the lease

Reverse premiums and similar incentives received to enter into operating lease agreements are released to the profit and loss account over the period to the date on which the rent is first expected to be adjusted to the prevailing market rate

Acquired intangible assets

Intangible assets are recognised at cost and are amortised on a straight line basis over the estimated useful life at the following rates

Domain names - 5 - 10 years

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are expressed in sterling at the rate of exchange ruling at the balance sheet date. Foreign currency transactions are expressed in sterling at the rate of exchange ruling at the date of the transaction. Exchange gains and losses and translation differences are taken directly to the profit and loss account.

Valuation of investments

Investments held as fixed assets are stated at cost less any provision for impairment. Investment held as current assets are stated at the lower of cost and net realisable value.

Notes forming part of the financial statements for the year ended 31 August 2011 (continued)

1 Accounting policies (continued)

Prior year adjustment

The directors have reviewed the recognition of tangible fixed assets within the company. In line with FRS 15 the directors have adjusted the financial statements to include development costs involved in constructing a website that had previously not been capitalised.

The impact of the prior year adjustment on previously reported shareholders' funds may be summarised as follows

	31 August 2010 £	31 August 2009 £
Shareholders' deficit as previously reported Adjustment to year Prior period adjustment	(260,002) 343,162 301,141	(313,240) 301,141 -
Shareholders' funds/(deficit) restated	384,301	(12,099)

The impact of the prior year adjustment on the reported revenue, profit from operations and profit for the year ended 31 August 2010 may be summarised as follows

	Revenue £	Profit on ordinary activities before tax	Profit for the year £
As previously reported	13,692,872	288,962	286,571
Adjustment	•	343,162	343,162
As restated	13,692,872	632,124	629,733

The restated figures in notes 10 and 11 relate to the reclassification of the IT platform that supports the white label dating product. The amounts reclassified were a brought forward cost of £201,200 and brought forward depreciation of £102,825.

2 Turnover

Turnover is wholly attributable to the principal activity of the company 93% of turnover is associated with the UK market with the remaining 7% from overseas activity

3	Employees	2011	2010
		£	£
	Staff costs, including directors, consist of	-	
	Wages and salaries	3,050,296	2,708,055
	Social security costs	348,026	291,097
	Other pension costs	53,215	37,838
		3,451,537	3,036,990
	The average number of employees, including directors, during the year was 81	(2010 - 75)	
4	Directors' remuneration		
		2011	2010
	Directors' remuneration consists of	£	£
	Emoluments	594,091	552,957
	Company contributions to money purchase pension schemes	8,200	4,878
	Highest paid director		
	- Ingress para amount		
	Emoluments	204,813	225,000
	There was 1 director in the company's defined contribution pension scheme du	uring the year	(2010 - 1)
5	Operating profit		
•		2011	2010 As restated
		£	£
	This has been arrived at after charging		
	Amortisation	13,257	20,665
	Depreciation	384,227	241,092
	Fee payable to company's auditor in respect of the statutory audit of the financial statements	30,000	33 000
	Fee payable to the company's auditor and it's associates	30,000	23,000
	for tax services	9,300	6,000
	Operating lease rentals - land and buildings	178,999	175,830
	Research and development expenditure	408,927	543,031

2010	2011	Interest payable and similar charges	6
2,510	£ -	Finance leases and hire purchase contracts	
2010	2011	Taxation on profit from ordinary activities	7
£	3	Current tax	
72,413 (83,591)	580,181 -	UK corporation tax on profits of the year UK corporation tax adjustment on prior year	
(11,178)	580,181	Total current tax	
		Deferred tax (note 14)	
11,880 1,689	12,046 -	Origination of timing differences Adjustment on prior year	
13,569	12,046		
2,391	592,227	Total tax charge	
The differences	poration tax in the UK	The tax assessed for the year differs from the standard rate of cor	
2010	2011	are explained below	
As restated £	٤		
632,124	1,392,885	Profit on ordinary activities before tax	
176,995	378,330	Profit on ordinary activities at the standard rate of corporation tax in the UK of 27 16% (2010 - 28%)	
6,489 4,988 (83,591) (11,880) (8,093) (96,086)	24,784 2,765 - 2,031 5,094 - 167,177	Effects of Expenses not deductible for tax purposes Depreciation on assets not eligible for capital allowances Adjustment to tax charge in respect of previous years Other differences Capital allowances in excess/(deficit) of depreciation Over provision in respect of previous years marginal relief Effect of prior year adjustment	
(11,178)	580,181	Current tax charge for year	

8	Dividends	2011 £	2010 £
	Dividends paid of £1 00 (2010 - £2 33) per share	100,000	233,333
9	Investment in associate		£
	Cost At 1 September 2010 and at 31 August 2011		120,000
	Provision for impairment At 1 September 2010 and at 31 August 2011		(120,000)
	Net book value At 31 August 2011 and 31 August 2010		
	The investment relates to Servicepals Limited, a business providing social net personnel	working sites fo	r armed forces
10	Intangible assets		Domain names
	Cost At 1 September 2010 (As restated) Additions		£ 63,153 990,069
	At 31 August 2011		1,053,222
	Amortisation At 1 September 2010 (As restated) Charge for the year		20,665 13,257
	At 31 August 2011		33,922
	Net book value At 31 August 2011		1,019,300
	At 31 August 2010 (As restated)		42,488

Notes forming part of the financial statements for the year ended 31 August 2011 (continued)

11	Tangible assets				
		Platform £	Leasehold improvements £	Fixtures, fittings and equipment £	Total £
	Cost	000.001	104.000	000 040	1 404 007
	At 1 September 2010 (As restated) Additions	968,061 725,291	164,620 1,775	289,246 48,325	1,421,927 775,391
	At 31 August 2011	1,693,352	166,395	337,571	2,197,318
	Depreciation				
	At 1 September 2010 (As restated) Charge for the year	225,383 251,072	33,659 55,111	110,578 78,044	369,620 384,227
	At 31 August 2011	476,455	88,770	188,622	753,847
	Net book value At 31 August 2011	1,216,897	77,625	148,949	1,443,471
	At 31 August 2010 (As restated)	742,678	130,961	178,668	1,052,307
12	Debtors			2011	2010
				£	£
	Trade debtors Other debtors Prepayments Accrued income			101,962 104,219 1,649,579 618,100	98,047 21,411 1,264,932 256,800
				2,473,860	1,641,190

All amounts shown under debtors are due for payment within one year

13	Creditors: amounts falling due within one year 2011 £			2010 £	
	Trade creditors			22.274	00.040
	Other taxation and social security			22,274 561,128	90,049 463,262
	Corporation tax			580,181	72,413
	Other creditors			9,083	24,825
	Accruals			1,444,500	720,531
				2,617,166	1,371,080
14	Provisions				Deferred
					taxation £
	At 1 September 2010 Charged to profit and loss account (note 7)			32,907 12,046
	Balance at 31 August 2011				44,953
15	Share capital		Allotted Inc. and	and fully majet	
		2011 Number	Aliotted, issued 2010 Number	2011 £	2010 £
	Ordinary shares of £0 001 each	100,000	100,000	100	100
16	Reserves				
					Profit and loss account £
	Balance brought forward (as previously stated) Prior year adjustment - (note 1)			(260,102) 644,303	
	Balance brought forward as restated				384,201
	Profit for the year Dividends (note 8)				800,658 (100,000)

Notes forming part of the financial statements for the year ended 31 August 2011 (continued)

Reconciliation of movements in shareholders' funds					
	2011	2010 As restated			
	£	£			
Profit for the financial year Dividends (note 8)	800,658 (100,000)	629,733 (233,333)			
Net addition to shareholders' funds	700,658	396,400			
Opening shareholders' funds/(deficit) (2010 as previously stated) Prior year adjustments - (note 1)	384,301 - -	(313,240) 301,141			
Opening shareholders' funds/(deficit) as restated	384,301	(12,099)			
Closing shareholders' funds	1,084,959	384,301			
	Profit for the financial year Dividends (note 8) Net addition to shareholders' funds Opening shareholders' funds/(deficit) (2010 as previously stated) Prior year adjustments - (note 1) Opening shareholders' funds/(deficit) as restated	Profit for the financial year Dividends (note 8) Net addition to shareholders' funds Opening shareholders' funds/(deficit) (2010 as previously stated) Prior year adjustments - (note 1) Opening shareholders' funds/(deficit) as restated 384,301			

18 Commitments under operating leases

As at 31 August 2011, the company had annual commitments under non-cancellable operating leases as set out below

Operating leases which expire	2011 Land and buildings £	2010 Land and buildings £
In two to five years	169,788	169,622

19 Related party transactions

R Williams is a director and shareholder of Rawnet Limited

As at 31 August 2011 £2,472 was receivable from Rawnet Limited (2010 - £7,242 was receivable)

R Williams received dividends of £72,500 during the year (2010 - £175,000) No amounts were outstanding at the year end (2010 - \pm Nil)

S Pammenter received dividends of £22,500 during the year (2010 - £58,333) No amounts were outstanding at the year end (2010 - \pm Nil)

20 Reconciliation of operating profit to net cash inflow from operating activities					
			2011	2010 As restated	
			3	3	
	Operating profit Depreciation Amortisation Increase in debtors Increase in creditors		1,392,885 384,227 13,257 (832,670) 1,723,839	632,124 241,092 20,665 (439,279) 548,610	
	Net cash inflow from operating activities		2,681,538	1,003,212	
21	Reconciliation of net cash inflow to movement in i	net funds	2011 £	2010 £	
	Increase/(decrease) in cash in the year		743,665	(118,410)	
	Movement in net funds in the year		743,665	(118,410)	
	Opening net funds		766,292	884,702	
	Closing net funds		1,509,957	766,292	
22	Analysis of net funds	At 1 September 2010 £	Cash flow £	At 31 August 2011 £	
	Cash in hand and at bank	766,292	743,665	1,509,957	