

**Registered number: 07540073**

**BOOKINGTEK LIMITED**

**FINANCIAL STATEMENTS**

**YEAR ENDED 31 JULY 2016**



**LUBBOCK FINE  
Chartered Accountants  
Paternoster House  
65 St Paul's Churchyard  
London EC4M 8AB**

# **BOOKINGTEK LIMITED**

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**BOOKINGTEK LIMITED**

**COMPANY INFORMATION**

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**DIRECTORS**

Matthew Stubbs  
Susana Stubbs  
Pankaj Shah  
Bernard Myers  
Richard Kraus  
Harunor Biswas  
Jennifer Strachan  
Trevor Hope

**COMPANY SECRETARY**

Matthew Stubbs

**REGISTERED NUMBER**

07540073

**REGISTERED OFFICE**

12 - 13 King Street  
Richmond  
Surrey  
TW9 1ND

**INDEPENDENT AUDITORS**

Lubbock Fine  
Chartered Accountants & Statutory Auditors  
Paternoster House  
65 St Paul's Churchyard  
London  
EC4M 8AB

**BOOKINGTEK LIMITED**

REGISTERED NUMBER:07540073

**BALANCE SHEET****AS AT 31 JULY 2016**

	Note	2016 £	2016 £	As restated 2015 £	As restated 2015 £
<b>FIXED ASSETS</b>					
Intangible assets			252,942		175,212
Tangible assets	7		14,994		12,982
Investments	8		1		1
			<u>267,937</u>		<u>188,195</u>
<b>CURRENT ASSETS</b>					
Debtors	9	122,022		484,818	
Cash at bank and in hand	10	222,611		293,541	
		<u>344,633</u>		<u>778,359</u>	
Creditors: amounts falling due within one year	11	(325,547)		(184,935)	
<b>NET CURRENT ASSETS</b>			<u>19,086</u>		<u>593,424</u>
<b>NET ASSETS</b>			<u>287,023</u>		<u>781,619</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	12		1,917		1,917
Share premium account			1,989,127		1,989,127
Profit and loss account			(1,704,021)		(1,209,425)
			<u>287,023</u>		<u>781,619</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the profit and loss account in accordance with provisions applicable to companies subject to the small companies' regime.

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

14/03/2017

  
Matthew Stubbs

Director

The notes on pages 3 to 14 form part of these financial statements.

## **BOOKINGTEK LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 JULY 2016**

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#### **1. GENERAL INFORMATION**

BookingTek Limited is a limited company incorporated in England and Wales. Its registered office and principal place of business is 12-13 King Street, Richmond, Surrey, TW9 1ND.

#### **2. ACCOUNTING POLICIES**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

FRS 102 (Section 1A) is mandatory for small companies with accounting periods beginning on or after 1 January 2016, but may be applied early to periods beginning on or after 1 January 2015. BookingTek Limited has taken the option to apply the standard early in the preparation of these financial statements.

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

The following principal accounting policies have been applied:

##### **2.2 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

###### **Rendering of services**

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

##### **2.3 Intangible assets**

Intangible assets 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.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The costs relating to the website and restaurant booking engines have been capitalised as they directly generate revenue for the company. From the date they are available for use the costs will be written off over their useful lives which is considered to be 4 years.

**BOOKINGTEK LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 JULY 2016**

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**2. ACCOUNTING POLICIES (continued)**

**2.4 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.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	-	25%
Office equipment	-	25%
Computer equipment	-	25%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Profit and Loss Account.

**2.5 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.6 Debtors**

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

**2.7 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than three months. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.8 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 debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

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

**BOOKINGTEK LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 JULY 2016**

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**2. ACCOUNTING POLICIES (continued)**

**2.8 Financial instruments (continued)**

discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

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

**2.9 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.

**2.10 Foreign currency translation**

**Functional and presentation currency**

The Company's functional and presentational currency is GBP.

**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 Profit and Loss Account except when deferred in other comprehensive income as qualifying cash flow hedges.

**BOOKINGTEK LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 JULY 2016**

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**2. ACCOUNTING POLICIES (continued)**

**2.11 Share based payments**

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the Profit and Loss Account over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each Balance Sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to Profit and Loss Account over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the Profit and Loss Account is charged with fair value of goods and services received.

**2.12 Operating leases: the Company as lessee**

Rentals paid under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

The Company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard to continue to be charged over the period to the first market rent review rather than the term of the lease.

**2.13 Interest income**

Interest income is recognised in the Profit and Loss Account using the effective interest method.



**BOOKINGTEK LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 JULY 2016**

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**2. ACCOUNTING POLICIES (continued)**

**2.14 Taxation**

Tax is recognised in the Profit and Loss Account, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

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 it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**2.15 Exceptional items**

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

**BOOKINGTEK LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 JULY 2016**

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**3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenditure during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The key judgements and sources of estimation and uncertainty are:

*Recoverability of amounts due from group undertakings*

The Company assesses, on a regular basis, whether there is objective evidence that a receivable balance is impaired and a provision or write off required. Evidence of impairment that management use include whether the value of the receivable balance is in excess of the net asset/liability position of the debtor as at the balance sheet date. Controls are in place to ensure that regular reviews are undertaken by management. Where an impairment is detected, balances are written down to their recoverable amount.

*Booking engines - capitalisation and depreciation*

The Company capitalises costs directly attributable to the development of booking engines which directly generate revenue. These costs include salaries, which are capitalised to the extent that the employee directly works on the development of the specified asset. Where an employee spends a proportionate amount of time on asset development, the value of salary to be capitalised is estimated based on discussions with management.

Once operational, booking engines are depreciated over their useful economic lives, which is deemed to be four years. This is based on management estimate of the life cycle of booking engines and similar technology-based assets, after which upgrades or replacements are likely to be required.

*Share based payments*

The valuation of share options issued using the Black-Scholes model requires the use of estimates for the various inputs into the model. These have been assessed in detail by management and are based on their best estimates at the date of issue. Where no formal plan exists for disposal of the company at the option grant date, the vesting period has been estimated to be the life of the option.

**4. EMPLOYEES**

The average monthly number of employees, including directors, during the year was 10 (2015 - 9).

**5. DIRECTORS' REMUNERATION**

	2016 £	2015 £
Directors' emoluments	193,640	214,619
	<u>193,640</u>	<u>214,619</u>

**BOOKINGTEK LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 JULY 2016****6. INTANGIBLE ASSETS**

	<b>Restaurant booking engine £</b>	<b>Website booking engine £</b>	<b>Total £</b>
<b>COST</b>			
Prior Year Adjustment	-	251,015	251,015
At 1 August 2015 (as restated)	-	251,015	251,015
Additions	101,886	45,367	147,253
At 31 July 2016	101,886	296,382	398,268
<b>AMORTISATION</b>			
Prior Year Adjustment	-	75,803	75,803
At 1 August 2015 (as restated)	-	75,803	75,803
Charge for the year	-	69,523	69,523
At 31 July 2016	-	145,326	145,326
<b>NET BOOK VALUE</b>			
At 31 July 2016	101,886	151,056	252,942
At 31 July 2015 (as restated)	-	175,212	175,212

**BOOKINGTEK LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 JULY 2016****7. TANGIBLE FIXED ASSETS**

	<b>Fixtures and fittings £</b>	<b>Office equipment £</b>	<b>Computer equipment £</b>	<b>Website booking engine £</b>	<b>Total £</b>
<b>COST</b>					
At 1 August 2015 (as previously stated)	6,099	10,561	15,100	251,015	282,775
Prior Year Adjustment	-	-	-	(251,015)	(251,015)
At 1 August 2015 (as restated)	6,099	10,561	15,100	-	31,760
Additions	-	3,527	7,739	-	11,266
Disposals	(223)	(650)	(920)	-	(1,793)
At 31 July 2016	5,876	13,438	21,919	-	41,233
<b>DEPRECIATION</b>					
At 1 August 2015 (as previously stated)	3,528	6,443	8,807	75,803	94,581
Prior Year Adjustment	-	-	-	(75,803)	(75,803)
At 1 August 2015 (as restated)	3,528	6,443	8,807	-	18,778
Charge for the period on owned assets	1,525	3,072	4,337	-	8,934
Disposals	(109)	(587)	(777)	-	(1,473)
At 31 July 2016	4,944	8,928	12,367	-	26,239
<b>NET BOOK VALUE</b>					
At 31 July 2016	932	4,510	9,552	-	14,994
At 31 July 2015 (as restated)	2,571	4,118	6,293	-	12,982

**BOOKINGTEK LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 JULY 2016****8. FIXED ASSET INVESTMENTS**

	<b>Investments in subsidiary companies £</b>
<b>COST OR VALUATION</b>	
At 1 August 2015	1
At 31 July 2016	1
<b>NET BOOK VALUE</b>	
At 31 July 2016	1
At 31 July 2015	1

**SUBSIDIARY UNDERTAKINGS**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Country of incorporation</b>	<b>Class of shares</b>	<b>Holding</b>	<b>Principal activity</b>
BookingTek Inc.	United States	Ordinary	100 %	Office space and meeting room booking software related services.

The aggregate of the share capital and reserves as at 31 July 2016 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	<b>Aggregate of share capital and reserves £</b>	<b>Profit/(loss) £</b>
BookingTek Inc.	(282,056)	(25,252)
	(282,056)	(25,252)

**BOOKINGTEK LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 JULY 2016****9. DEBTORS**

	<b>2016</b>	<b>As restated</b>
	<b>£</b>	<b>2015</b>
		<b>£</b>
Trade debtors	44,826	36,171
Amounts owed by group undertakings	-	225,332
Other debtors	68,070	217,514
Prepayments and accrued income	9,126	5,801
	<u>122,022</u>	<u>484,818</u>

**10. CASH AND CASH EQUIVALENTS**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Cash at bank and in hand	222,610	293,541
	<u>222,610</u>	<u>293,541</u>

**11. CREDITORS: Amounts falling due within one year**

	<b>2016</b>	<b>As restated</b>
	<b>£</b>	<b>2015</b>
		<b>£</b>
Trade creditors	81,669	149,606
Other taxation and social security	4,194	-
Other creditors	1,813	63
Accruals and deferred income	237,871	35,266
	<u>325,547</u>	<u>184,935</u>

**12. SHARE CAPITAL**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
19,169 (2015 -19,169) Ordinary shares of £0.10 each	<u>1,917</u>	<u>1,917</u>

**BOOKINGTEK LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 JULY 2016****13. SHARE BASED PAYMENTS****Equity-settled share option scheme**

The company had a share option scheme for certain employees. Options were only exercisable upon the disposal of the company, at a price equal to the average market price of the company's shares on the date of grant. The options were to be settled in equity as ordinary shares once exercised.

If the options remained unexercised after a period of 10 years from the date of grant, they would expire.

Details of the number of share options and the weighted average exercise price (WAEP) outstanding during the year are as follows:

	2016 £	2015 £
Options brought forward	570	-
Options granted (exercise price £104.03 per share)	-	570
Options exercised	-	-
Options lapsed	(570)	-
<b>Options carried forward</b>	<b>-</b>	<b>570</b>

The company recognised total expenses of £nil (2015 - £nil) related to employee share option scheme transactions during the year on the basis they were deemed immaterial. The options lapsed upon the death of the employee.

**Equity-settled share based payments**

The company has issued share options as payment for services acquired. There are no vesting conditions attached, and the options are to be settled in equity as ordinary shares once exercised.

If the options remain unexercised as at 25 October 2022 they will expire.

Details of the number of share options and the weighted average exercise price (WAEP) outstanding during the year are as follows:

	2016 £	2015 £
Options brought forward	38	38
Options granted (exercise price £201.08 per share)	-	-
Options exercised	-	-
Options expired	-	-
<b>Options carried forward</b>	<b>38</b>	<b>38</b>

The company recognised total expenses of £nil (2015 - £nil) related to equity-settled share based payment transactions during the year on the basis they were granted prior to the company's transitional date and therefore the company has taken the recognition exemption available under FRS 102 section 35.10.

## BOOKINGTEK LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

#### FOR THE YEAR ENDED 31 JULY 2016

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#### 14. PRIOR YEAR ADJUSTMENT AND FIRST TIME ADOPTION OF FRS 102

A prior year adjustment has been posted to reclassify £28,898 of deferred income which was previously included within the trade debtor balance. This adjustment has no impact on the profit and loss account in the current or prior year, or on reserves brought forward for the current year.

On transition to FRS 102 the company has opted to transfer the website booking engine from tangible fixed assets to intangible fixed assets. This has no impact on the profit and loss account in the current or prior year, or on reserves brought forward for the current year. The net book value of transferred assets was £175,212.

#### 15. COMMITMENTS UNDER OPERATING LEASES

At 31 July 2016 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2016 £	2015 £
Not later than 1 year	26,805	23,340
Later than 1 year and not later than 5 years	58,350	81,690
	<u>85,155</u>	<u>105,030</u>

#### 16. TRANSACTIONS WITH DIRECTORS

Included within other debtors is an amount of £1,100 (2015 - £Nil) due from a director. This balance comprises advances made of £2,613 less expenditure on behalf of the company of £1,513.

This loan is interest free and repayable on demand.

#### 17. POST BALANCE SHEET EVENTS

On 20 October 2016, the company issued 3,678 ordinary shares for consideration of £598.15 each.

Subsequent to the balance sheet date, the board has authorised the company to issue up to a total of 428 EMI share options to certain employees. The options are exercisable upon a share sale at a strike price of £418.03, and expire 10 years from the date of issuance.

#### 18. AUDITORS' INFORMATION

These financial statements have been prepared for the purposes of filing with Companies House and no Statement of Income and Retained Earnings is included within this set of financial statements. The full financial statements have been subject to audit and there were no qualifications or modifications to the audit report on the full financial statements. The audit was undertaken by Lubbock Fine Chartered Accountants & Statutory Auditors, and the Senior Statutory Auditor was Lee Facey.