

Registered number: 07540073

BOOKINGTEK LIMITED

FINANCIAL STATEMENTS

**PERIOD FROM 1 AUGUST 2016
TO 31 DECEMBER 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

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

BALANCE SHEET

AS AT 31 DECEMBER 2016

	Note	31 December 2016 £	31 December 2016 £	31 July 2016 £	31 July 2016 £
FIXED ASSETS					
Intangible assets			486,121		252,942
Tangible assets	7		21,894		14,994
Investments	8		1		1
			<u>508,016</u>		<u>267,937</u>
CURRENT ASSETS					
Debtors: amounts falling due within one year	9	467,178		122,022	
Cash at bank and in hand	10	1,549,788		222,611	
		<u>2,016,966</u>		<u>344,633</u>	
Creditors: amounts falling due within one year	11	(543,615)		(325,547)	
NET CURRENT ASSETS			<u>1,473,351</u>		<u>19,086</u>
NET ASSETS			<u><u>1,981,367</u></u>		<u><u>287,023</u></u>
CAPITAL AND RESERVES					
Called up share capital	12		2,285		1,917
Share premium account	13		3,985,306		1,989,127
Share option reserve	13		165,762		-
Profit and loss account	13		(2,171,986)		(1,704,021)
			<u><u>1,981,367</u></u>		<u><u>287,023</u></u>

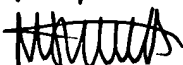
The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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 statement of comprehensive income 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 4 to 15 form part of these financial statements.

BOOKINGTEK LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 31 DECEMBER 2016

	Called up share capital £	Share premium account £	Other reserves £	Profit and loss account £	Total equity £
At 1 August 2015	1,917	1,989,127	-	(1,209,425)	781,619
COMPREHENSIVE INCOME FOR THE YEAR					
Loss for the year	-	-	-	(494,596)	(494,596)
OTHER COMPREHENSIVE INCOME FOR THE YEAR					
	-	-	-	-	-
At 1 August 2016	1,917	1,989,127	-	(1,704,021)	287,023
COMPREHENSIVE INCOME FOR THE PERIOD					
Loss for the period	-	-	-	(467,965)	(467,965)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	-	-	-	(467,965)	(467,965)
Shares issued during the period	368	2,199,632	-	-	2,200,000
Issue of share options	-	-	165,762	-	165,762
Transaction costs on share issue	-	(203,453)	-	-	(203,453)
TOTAL TRANSACTIONS WITH OWNERS	368	1,996,179	165,762	-	2,162,309
AT 31 DECEMBER 2016	2,285	3,985,306	165,762	(2,171,986)	1,981,367

The notes on pages 4 to 15 form part of these financial statements.

BOOKINGTEK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2016

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.

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 PERIOD ENDED 31 DECEMBER 2016

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 Statement of Comprehensive Income.

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 PERIOD ENDED 31 DECEMBER 2016

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 Statement of Comprehensive Income.

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

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate 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 Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

BOOKINGTEK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2016

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 Statement of Comprehensive Income 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 Statement of Comprehensive Income over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the Statement of Comprehensive Income 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 Statement of Comprehensive Income 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.

2.13 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

BOOKINGTEK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2016

2. ACCOUNTING POLICIES (continued)

2.14 Taxation

Tax is recognised in the Statement of Comprehensive Income, 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 PERIOD ENDED 31 DECEMBER 2016

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 period was 19 (July 2016 -10).

5. DIRECTORS' REMUNERATION

	Period ended 31 December 2016 £	Year ended 31 July 2016 £
Directors' emoluments	82,538	193,640
	<u>82,538</u>	<u>193,640</u>

BOOKINGTEK LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE PERIOD ENDED 31 DECEMBER 2016**

6. INTANGIBLE ASSETS

	Restaurant booking engine £	Website booking engine £	Total £
COST			
At 1 August 2016	101,886	296,382	398,268
Additions	251,177	8,095	259,272
At 31 December 2016	<u>353,063</u>	<u>304,477</u>	<u>657,540</u>
AMORTISATION			
At 1 August 2016	-	145,326	145,326
Charge for the year	-	26,093	26,093
At 31 December 2016	<u>-</u>	<u>171,419</u>	<u>171,419</u>
NET BOOK VALUE			
At 31 December 2016	<u>353,063</u>	<u>133,058</u>	<u>486,121</u>
At 31 July 2016	<u>101,886</u>	<u>151,056</u>	<u>252,942</u>

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

	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
COST OR VALUATION				
At 1 August 2016	5,876	13,438	21,919	41,233
Additions	2,515	2,340	5,115	9,970
At 31 December 2016	8,391	15,778	27,034	51,203
DEPRECIATION				
At 1 August 2016	4,944	8,928	12,367	26,239
Charge for the period on owned assets	205	901	1,964	3,070
At 31 December 2016	5,149	9,829	14,331	29,309
NET BOOK VALUE				
At 31 December 2016	3,242	5,949	12,703	21,894
At 31 July 2016	932	4,510	9,552	14,994

8. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
COST OR VALUATION	
At 1 August 2016	1
At 31 December 2016	1
NET BOOK VALUE	
At 31 December 2016	1
At 31 July 2016	1

BOOKINGTEK LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE PERIOD ENDED 31 DECEMBER 2016****8. FIXED ASSET INVESTMENTS (CONTINUED)****SUBSIDIARY UNDERTAKINGS**

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
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 December 2016 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves	Profit/(loss)
	£	£
BookingTek Inc.	(306,785)	(3,416)
	<u>(306,785)</u>	<u>(3,416)</u>

9. DEBTORS

	31 December 2016 £	31 July 2016 £
Trade debtors	267,529	44,826
Other debtors	136,200	68,071
Prepayments and accrued income	63,449	9,125
	<u>467,178</u>	<u>122,022</u>

10. CASH AND CASH EQUIVALENTS

	31 December 2016 £	31 July 2016 £
Cash at bank and in hand	1,549,788	222,610
	<u>1,549,788</u>	<u>222,610</u>

BOOKINGTEK LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE PERIOD ENDED 31 DECEMBER 2016****11. CREDITORS: Amounts falling due within one year**

	31 December 2016 £	31 July 2016 £
Trade creditors	97,042	81,669
Other taxation and social security	38,587	4,194
Other creditors	130	1,813
Accruals and deferred income	407,856	237,871
	<u>543,615</u>	<u>325,547</u>

12. SHARE CAPITAL

	31 December 2016 £	31 July 2016 £
Shares classified as equity		
Allotted, called up and fully paid		
19,169 (2016 -19,169) Ordinary shares of £0.10 each	1,917	1,917
3,678 "A" Ordinary shares shares of £0.10 each	368	-
	<u>2,285</u>	<u>1,917</u>

During the period, 3,678 "A" Ordinary shares of £0.10 each were allotted for £598.15 each, resulting in an increase in the share premium reserve of £2,199,632. "A" Ordinary shares rank pari passu in all respects with Ordinary shares.

13. RESERVES**Share premium**

The share premium reserve includes all amounts received on share issues in excess of the par value of shares, less transaction costs incurred when raising finance.

Other reserves

The share options reserve reflects the value of share options granted but not yet exercised or expired.

Profit and loss account

The profit and loss reserve Includes all cumulative losses.

BOOKINGTEK LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE PERIOD ENDED 31 DECEMBER 2016**

14. SHARE BASED PAYMENTS**Equity-settled share options**

The Company has issued share options to certain individuals. These options grant entitlement to acquire one Ordinary share per option for an exercise price of £104.03 per share. There is no vesting period. The options are settled in equity once exercised.

In the period ended 31 December 2016, 570 options were granted and no options were exercised (July 2016 - No options granted or exercised, 570 options lapsed). There were 570 options outstanding at 31 December 2016 (July 2016 - None).

The fair values were calculated using the Black-Scholes model. The inputs into the model were as follows:

Expected volatility	17.4%
Exercise price (pence)	104.03
Risk free rate	1.15%
Dividend yield	2%

The Company recognised total expenses of £165,762 (July 2016 - £nil) related to the fair value of equity-settled share-based payment transactions during the year.

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:

	31 December 2016 £	31 July 2016 £
Options brought forward	38	38
Options granted (exercise price £201.08 per share)	-	-
Options exercised	-	-
Options expired	-	-
Options carried forward	38	38

BOOKINGTEK LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE PERIOD ENDED 31 DECEMBER 2016**

15. COMMITMENTS UNDER OPERATING LEASES

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

	31 December 2016 £	31 July 2016 £
Not later than 1 year	25,230	26,805
Later than 1 year and not later than 5 years	35,010	58,350
	<u>60,240</u>	<u>85,155</u>

16. TRANSACTIONS WITH DIRECTORS

Included within trade creditors is an amount of £2,335 (July 2016 - debtor of £1,100) due to a director. This balance comprises expenditure on behalf of the company of £4,948 (July 2016 - £2,613), less repayments of £1,513 (July 2016 - advances of £1,513).

The amount outstanding at 31 July 2016 was interest free and repayable on demand.

During the period, non-executive directors charged £7,984 (July 2016 - £Nil) of fees for their services. £5,000 (July 2016 - £nil) of this was included within accruals at the period end.

17. POST BALANCE SHEET EVENTS

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.