

Company registration number 01864009 (England and Wales)

MARKET LOCATION LTD
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021
PAGES FOR FILING WITH REGISTRAR

MARKET LOCATION LTD

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MARKET LOCATION LTD

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021

		2021	2020
	Notes	£	£
Fixed assets			
Intangible assets	3	1,875,464	2,193,323
Tangible assets	4	4,508	5,885
Investments	5	96,752	159,591
		<u>1,976,724</u>	<u>2,358,799</u>
Current assets			
Debtors	6	8,837,291	6,389,307
Cash at bank and in hand		1,706,751	1,385,425
		<u>10,544,042</u>	<u>7,774,732</u>
Creditors: amounts falling due within one year	7	<u>(2,464,014)</u>	<u>(2,670,173)</u>
Net current assets		<u>8,080,028</u>	<u>5,104,559</u>
Total assets less current liabilities		<u>10,056,752</u>	<u>7,463,358</u>
Creditors: amounts falling due after more than one year	8	-	(42,917)
Provisions for liabilities		-	16,215
Net assets		<u>10,056,752</u>	<u>7,436,656</u>
Capital and reserves			
Called up share capital	9	1,000	1,000
Other reserves		325,209	325,209
Profit and loss reserves		9,730,543	7,110,447
Total equity		<u>10,056,752</u>	<u>7,436,656</u>

The directors of the company have elected not to include a copy of the income statement within the financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 29 September 2022 and are signed on its behalf by:

P J Spinks
Director

Company Registration No. 01864009

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

Company information

Market Location Ltd is a private company limited by shares incorporated in England and Wales. The registered office is 62 Anchorage Road, Sutton Coldfield, West Midlands, B74 2PG.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover 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. Turnover 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 turnover is recognised.

Rendering of services

Turnover 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 turnover 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.

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

1.4 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	10% - 33% straight line basis
Fixtures and fittings	20% - 33% straight line basis
Computers	33% straight line basis

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

1.6 Fixed asset investments

Investments in subsidiaries are measured at cost less accumulated impairment.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand and deposits held at call with banks.

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors and loans from fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

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

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity.

Once the contributions have been paid the company has no further obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

1.14 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

1.15 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

1.16 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.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Total	21	23

3 Intangible fixed assets

Goodwill
£

Cost

At 1 January 2021 and 31 December 2021

3,178,593

Amortisation and impairment

At 1 January 2021

985,270

Amortisation charged for the year

317,859

At 31 December 2021

1,303,129

Carrying amount

At 31 December 2021

1,875,464

At 31 December 2020

2,193,323

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

4 Tangible fixed assets

	Land and buildings	Plant and machinery etc	Total
	£	£	£
Cost			
At 1 January 2021	8,748	272,078	280,826
Additions	-	1,784	1,784
Disposals	(8,748)	1,129	(7,619)
Transfers	-	2,939	2,939
	<u>-</u>	<u>277,930</u>	<u>277,930</u>
At 31 December 2021	-	277,930	277,930
Depreciation and impairment			
At 1 January 2021	8,748	266,193	274,941
Depreciation charged in the year	-	6,100	6,100
Eliminated in respect of disposals	(8,748)	1,129	(7,619)
	<u>-</u>	<u>273,422</u>	<u>273,422</u>
At 31 December 2021	-	273,422	273,422
Carrying amount			
At 31 December 2021	-	4,508	4,508
	<u>-</u>	<u>5,885</u>	<u>5,885</u>
At 31 December 2020	-	5,885	5,885
	<u>-</u>	<u>5,885</u>	<u>5,885</u>

5 Fixed asset investments

	2021 £	2020 £
Shares in group undertakings and participating interests	96,752	159,591
	<u>96,752</u>	<u>159,591</u>

Movements in fixed asset investments

	Shares in subsidiaries £
Cost or valuation	
At 1 January 2021 & 31 December 2021	159,591
Impairment	
At 1 January 2021	-
Impairment losses	62,839
	<u>62,839</u>
At 31 December 2021	62,839
Carrying amount	
At 31 December 2021	96,752
	<u>96,752</u>
At 31 December 2020	159,591
	<u>159,591</u>

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

6 Debtors		
	2021	2020
	£	£
Amounts falling due within one year:		
Trade debtors	693,537	690,654
Amounts owed by group undertakings	8,114,807	5,672,549
Other debtors	11,623	26,104
	<u>8,819,967</u>	<u>6,389,307</u>
Deferred tax asset	17,324	-
	<u>8,837,291</u>	<u>6,389,307</u>

7 Creditors: amounts falling due within one year		
	2021	2020
	£	£
Trade creditors	48,119	41,004
Amounts owed to group undertakings	685,592	391,752
Corporation tax	11,997	138,422
Other taxation and social security	314,936	493,441
Other creditors	1,403,370	1,605,554
	<u>2,464,014</u>	<u>2,670,173</u>

Total consideration of £150,000 was recorded for the acquisition of Cardwell Marketing Limited based on three guaranteed payments of £50,000 to be made in October 2020, 2021 and 2022. At 31 December 2021, £50,000 (2020: £100,000) remained outstanding and this amount has been discounted at a rate of 9.96%.

These amounts are included within other creditors falling due within one year and after more than one year.

Recorded in the statement of comprehensive income is an amount of £7,498 (2020: £52,000) relating to the unwinding of the deferred consideration.

8 Creditors: amounts falling due after more than one year		
	2021	2020
	£	£
Other creditors	-	42,917
	<u>-</u>	<u>42,917</u>

Please refer to note 8 for further details.

9 Called up share capital				
	2021	2020	2021	2020
	Number	Number	£	£
Ordinary share capital				
Issued and fully paid				
Ordinary shares of 50p each	2,000	2,000	1,000	1,000
	<u>2,000</u>	<u>2,000</u>	<u>1,000</u>	<u>1,000</u>

MARKET LOCATION LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

10 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

Senior Statutory Auditor:	Sarah Wilson FCA
Statutory Auditor:	Arram Berlyn Gardner LLP

11 Events after the reporting date

On 23 September 2022, the UK government announced its intention to revoke the proposed increase in the main of corporation tax from 19% to 25% on 1 April 2023.

12 Related party transactions

Transactions with related parties

The company has taken the exemption in FRS 102 section 33 not to disclose transactions with other wholly owned group companies.

13 Parent company

118 Group Holdings Limited, a company incorporated in England and Wales is the parent undertaking of the smallest group to consolidate these financial statements at 31 December 2021. The consolidated financial statements are publicly available from Companies House or can be obtained from 62 Anchorage Road Sutton Coldfield, West Midlands, B74 2PG.

Prior to 118 Group Holdings Limited's purchase of own shares in the year ending 31 December 2021, there was no ultimate controlling party. After 118 Group Holdings Limited's purchase of own shares, PCP V Cayman AIV, L.P. had a temporary controlling interest pending amendment to its voting rights. There is no party who holds more than 25.4% in PCP V Cayman AIV, L.P.

14 Contingent Liabilities

The Company entered into debentures in March 2017 over all its assets in favour of the holders of the senior loan notes and senior subordinated loan notes issued by 118 Group Investments Limited to secure the Company's guarantees in respect of those loan notes which had aggregate amounts outstanding at 31 December 2021 of £ 26,736,748 (2020: 27,317,463).

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.