Company registration number: 03887371

Mortgage Brain Holdings Limited
Annual Report and Financial Statements
For the Year Ended 31 March 2023

Coveney Nicholls Partnership LLP
Chartered Accountants & Statutory Auditor
The Old Wheel House
31/37 Church Street
Reigate
Surrey
UK
RH2 0AD

Mortgage Brain Holdings Limited

Contents

Mortgage Brain Holdings Limited

Group Strategic Report

For the Year Ended 31 March 2023

Introduction

The directors present their strategic report for the year ended 31 March 2023.

Business review

A summary of the Group's trading during the year is shown in the Consolidated Statement of Comprehensive Income on page 11.

The companies within the Group provide the United Kingdom mortgage intermediary and lender market with point of sale compliance, mortgage sourcing, client management, and mortgage application technology solutions alongside associated events, publications and associated services.

Our long-term strategic aim is to reimagine mortgage distribution in the UK, and in doing so, to deliver consistent year on year earnings growth to deliver value to our shareholders. In order to do this, we must:

1. Maintain our position as the leading provider of technology solutions to support the requirements of Mortgage Introducers and Lenders.

2. Develop and deliver innovative product and data solutions for the mortgage industry.

3. Strengthen and grow the business through continuous innovation and expansion of the products and services into new and associated markets through a combination of organic growth and joint ventures/acquisitions in existing and aligned markets.

4. Remain synonymous with the delivery of insightful and valuable events and the distribution of well researched, thought provoking and industry critical daily news.

The Group is investing heavily in updating our legacy technology solutions and internal processes and innovating new ones to meet the needs of the mortgage industry moving forward. This has seen a significant increase in the amount spent on both headcount (permanent staff and temporary contractors) and IT infrastructure, all of which has been expensed in the year in accordance with Financial Reporting Standard 102 'The Financial Reporting Standards applicable in the UK and Republic of Ireland' (FRS102). This investment, which sees the Group record its first EBITDA loss since 2011, was planned by the Directors and is forecast to continue in the next financial year. The Directors are confident that these investments will deliver superior solutions to the market and will make positive returns moving forward.

The Directors are pleased with the results for the year. The financial year ended 31 March 2023 saw the Group record a net loss of £2,733,575 (period ended 31 March 2022: profit of £1,338,169). Turnover was £13,178,141 (2022: £13,385,634) and operating loss was £2,533,246 (2022: operating profit of £595,220).

The Group acquired Mister Broker Limited, a distributor of the Group's solutions in Ireland, in April 2022.

Future developments

The Group will continue to develop products and services that serve the existing customer base, leveraging the Group's brand that is known as the trusted provider of technology, data and events to the mortgage market in the United Kingdom. The considerable investment being made into the service offering will decline as we launch them over the next 2 years, although the Group will continue to ensure that the products and services meet the needs of the industry as they develop.

Regulatory issues

The Group continues to operate in an area experiencing considerable regulatory change. These provide the Group with several opportunities and the Directors believe that planned product developments will enjoy success in this changing environment.

Environmental impact

The Group works to reduce its carbon footprint by promoting paperless processes and recycling.

Principal risks and uncertainties

The principal risk facing the business is the ever-changing market conditions. This risk is mitigated by the continuous investment in innovation, migration of our services into the cloud and enhancement of our end-to-end proposition.

Financial key performance indicators

The Directors consider turnover and EBITDA* to be the key performance indicators. These indicators are monitored at least monthly and were as follows in the financial year:

	2023	*2022*
	£	*£*
Turnover	**13,178,141**	*13,385,634*
EBITDA*	**(1,961,617)**	*1,042,913*

*EBITDA is calculated by adding back share option expense, depreciation, amortisation and goodwill impairments to operating profit/loss.

This report was approved by the board on 12 October 2023 and signed on its behalf.

A C G Brown
Director

The directors present their report and the financial statements for the year ended 31 March 2023.

Directors

The directors who served during the year were:

I G Andrew
C E Atkinson (appointed 31 May 2022)
Z Bilgrami
A C G Brown
I J Cartilidge
M S J Daly
J G Gibbons
S D Haynes (appointed 7 September 2022)
P A Hill
T M Smart (appointed 9 December 2022)
P J Malt (appointed 9 December 2022)
N G Wyatt
T S Birha (resigned 30 April 2022)
K B Deegan (resigned 31 May 2022)
C P Calder (resigned 9 December 2022)
L Rees (resigned 7 September 2022)

Results and dividends

The loss for the year, after taxation, amounted to £1,612,718 *(2022: profit £1,338,169)*.

The directors have not recommended the payment of a dividend.

Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors manage the Company alongside other companies within the group. The Group directors have prepared cash flow forecasts for the Group for the period of more than 12 months from the date of these financial statements being signed, which indicate that, taking account of plausible downside scenarios, the Group, including this Company, will have sufficient funds to meet its liabilities as they fall due for that period. This includes taking into account the repayment of the principal and interest on all loans.

The CBIL loan carries a covenant that requires the Group to generate Cashflow available for Debt Service of 125% of the aggregate principal and interest repayments in any accounting period during which the CBIL loan is outstanding. Cashflow available for Debt Service means the Profit Before Taxation and interest paid and payable after adding back depreciation, amortisation of goodwill and other non-cash profit and loss items, plus or minus net movements in working capital, less tax paid, dividends paid and payable and capital expenditure paid (net of capital expenditure funded by asset disposals and/or hire purchase and/or finance leasing). The cashflow forecasts illustrate that this covenant will be breached for the period to 31 March 2023 and will continue to be in breach as the Group continues its sizeable investment in the product portfolio. However, the cash flow forecasts also illustrate that the Group can fund the servicing of all loans from existing cash balances and then from profits as the Group reaps the benefits of delivery of the new products brought to market. Whilst breach of covenants can lead to the loan being repayable on demand, based upon conversations with the lending bank, the Directors are confident that the bank will not require the CBIL loan to be repaid other than materially in accordance with the cash flow forecasts.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due until at least twelve months from the date of these financial statements being signed and therefore have prepared the financial statements on a going concern basis.

Financial instruments

The Group's operations expose it to a variety of financial risks that include the effects of credit risk, liquidity risk and interest rate risk. The group seeks to limit the adverse effects of these on the financial performance of the group by monitoring levels of debt finance and the related finance costs. The Group does not use derivative financial instruments to manage interest rate costs and as such, no hedge accounting is applied.

Given the size of the group, the Directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The policies set by the Board of Directors are implemented by the Group's finance department.

Credit risk

The Group has implemented policies that require appropriate credit checks on potential customers before sales are made. Where debt finance is utilised, this is subject to a pre-approval by the Board of Directors. The amount of exposure to any individual counterparty is subject to a limit, set by the finance department.

Liquidity risk

The Group actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the Group has sufficient available funds for operations and planned expansions.

Interest rate cash flow risk

The Group has both interest bearing assets and interest bearing liabilities. Interest bearing assets include only cash balances, all of which earn interest at a variable rate. The Group has debt at a variable rate of interest but this is not considered to give rise to an undue level of cash flow risk. The Directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

Post balance sheet events

There have been no significant events affecting the Group since the year end.

Matters covered in the Group Strategic Report

A fair review of the Company's business, future developments and an assessment of the principal risks and uncertainties is included in the strategic report.

Directors' responsibilities statement

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 the Group and of the profit or loss of the Group for that period.

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

- select suitable accounting policies for the Group's financial statements and then apply them consistently;

- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.

Auditor

Under section 487(2) of the Companies Act 2006, Coveney Nicholls Partnership LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 12 October 2023 and signed on its behalf.

A C G Brown
Director

Independent Auditor's Report to the Members of Mortgage Brain Holdings Limited

Opinion

We have audited the financial statements of Mortgage Brain Holdings Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2023, which comprise the Group Statement of Comprehensive Income, the Group and Company Statements of Financial Position, the Group Statement of Cash Flows, the Group and Company Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 March 2023 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or the parent Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditor's Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Directors' Report.

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

- adequate accounting records have not been kept by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's and the parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Group financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Capability of the audit in detecting irregularities, including fraud:

Based on our understanding of the company and the legal and regulatory frameworks in which it operates, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect in the financial statements but compliance with which may be fundamental to the Company's ability to operate or avoid a material penalty. These included the company's operating licence, regulatory requirements and environmental regulations.

We communicated identified law and regulation throughout our team and remained alert to any indications of non-compliance throughout the audit. We evaluated management's incentive and opportunities for fraudulent manipulation of the Financial Statements, including the risk of override of control(s), and determined that the principal risks were related to posting inappropriate journal entries, accelerated revenue recognition and management bias in accounting estimates.

Audit procedures performed by the engagement team included:

- Discussions with management, and obtaining written representations, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluation of management's controls designed to prevent and detect irregularities;
- Tests of detail on revenue recognition and occurrence, particularly around the year end;
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular in relation to revenue recognition and business combinations; and
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations;

There are inherent limitations in the audit procedures described above, and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the Financial Statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

31 October 2023

Jeffrey N Kelly (Senior Statutory Auditor)

for and on behalf of
Coveney Nicholls Partnership LLP

The Old Wheel House
31/37 Church Street
Reigate
Surrey
RH2 0AD
Date:

Mortgage Brain Holdings Limited

Consolidated Statement of Comprehensive Income

For the Year Ended 31 March 2023

	Note	2023 £	2022 £
Turnover	4	**13,178,141**	*13,385,634*
Other operating income	5	**-**	*27,150*
Gross profit		**13,178,141**	*13,412,784*
Staff costs	8	**(9,527,870)**	*(8,808,063)*
Depreciation and amortisation	13,14	**(536,255)**	*(447,693)*
Other operating expenses		**(2,395,131)**	*(1,655,506)*
Consumables		**(3,252,132)**	*(1,906,302)*
Operating (loss)/profit	6	**(2,533,247)**	*595,220*
Interest receivable and similar income	10	**1,807**	*23*
Interest payable and similar expenses	11	**(189,969)**	*(78,444)*
(Loss)/profit before tax		**(2,721,409)**	*516,799*
Tax on (loss)/profit	12	**1,108,691**	*821,370*
(Loss)/profit for the financial year		**(1,612,718)**	*1,338,169*
Currency translation differences		**5,535**	*-*
Other comprehensive income for the year		**5,535**	*-*
Total comprehensive income for the year		**(1,607,183)**	*1,338,169*
(Loss)/profit for the year attributable to:			
Owners of the parent Company		**(1,612,718)**	*1,338,169*
		(1,612,718)	*1,338,169*
Total comprehensive income for the year attributable to:			
Owners of the parent Company		**(1,607,183)**	*1,338,169*
		(1,607,183)	*1,338,169*

The notes on pages 16 to 46 form part of these financial statements.

Mortgage Brain Holdings Limited
Registered number:03887371

Consolidated Statement of Financial Position

As at 31 March 2023

	Note	2023 £	*2022 £*
Fixed assets			
Intangible assets	13	**1,960,128**	*2,362,063*
Tangible assets	14	**4,171,909**	*4,238,368*
		6,132,037	*6,600,431*
Current assets			
Debtors: amounts falling due within one year	16	**3,901,266**	*4,066,082*
Cash at bank and in hand		**4,637,458**	*6,801,590*
		8,538,724	*10,867,672*
Creditors: amounts falling due within one year	17	**(5,730,307)**	*(5,990,308)*
Net current assets		**2,808,417**	*4,877,364*
Total assets less current liabilities		**8,940,454**	*11,477,795*
Creditors: amounts falling due after more than one year	18	**(2,299,999)**	*(3,159,307)*
Provisions for liabilities			
Deferred taxation	20	**(21,727)**	*(22,241)*
Other provisions	21	**(483,811)**	*(589,522)*
Net assets		**6,134,917**	*7,706,725*
Capital and reserves			
Called up share capital	23	**101**	*110*
Share premium account	24	**119,690**	*119,690*
Capital redemption reserve	24	**9**	*-*
Other reserves	24	**(7,342)**	*(119,700)*
Profit and loss account	24	**6,022,459**	*7,706,625*
Equity attributable to owners of the parent Company		**6,134,917**	*7,706,725*
		6,134,917	*7,706,725*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
12 October 2023.

A C G Brown
Director

The notes on pages 16 to 46 form part of these financial statements.

Mortgage Brain Holdings Limited
Registered number:03887371

Company Statement of Financial Position

As at 31 March 2023

	Note	2023 £	*2022 £*
Fixed assets			
Investments	15	**16,966,359**	*17,075,848*
		16,966,359	*17,075,848*
Current assets			
Debtors: amounts falling due within one year	16	**7,167**	*178,671*
Cash at bank and in hand		**864**	*604*
		8,031	*179,275*
Creditors: amounts falling due within one year	17	**(12,298,740)**	*(17,817,922)*
Net current liabilities		**(12,290,709)**	*(17,638,647)*
Total assets less current liabilities		**4,675,650**	*(562,799)*
Creditors: amounts falling due after more than one year	18	**(182,106)**	*(335,408)*
Provisions for liabilities			
Other provisions	21	**(483,811)**	*(589,522)*
Net assets/(liabilities)		**4,009,733**	*(1,487,729)*
Capital and reserves			
Called up share capital	23	**101**	*110*
Share premium account	24	**119,690**	*119,690*
Capital redemption reserve	24	**9**	*-*
Other reserves	24	**(7,342)**	*(119,700)*
Profit and loss account		**3,897,275**	*(1,487,829)*
		4,009,733	*(1,487,729)*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
12 October 2023.

A C G Brown
Director

The notes on pages 16 to 46 form part of these financial statements.

The profit for the financial year of the parent company was £5,458,591 (2022: loss of £7,690).

Mortgage Brain Holdings Limited

Consolidated Statement of Changes in Equity

For the Year Ended 31 March 2023

	Called up share capital	Share premium account	Capital redemption reserve	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 April 2021	110	119,690	-	(119,700)	6,368,456	6,368,556
Comprehensive income for the year						
Profit for the year	-	-	-	-	1,338,169	1,338,169
At 1 April 2022	110	119,690	-	(119,700)	7,706,625	7,706,725
Comprehensive income for the year						
Loss for the year	-	-	-	-	(1,612,718)	(1,612,718)
Currency translation differences	-	-	-	-	5,535	5,535
Total comprehensive income for the year	-	-	-	-	(1,607,183)	(1,607,183)
Contributions by and distributions to owners						
Purchase of own shares from employee benefit trust	(9)	-	9	112,358	(112,358)	-
Equity settled share-based payments	-	-	-	-	35,375	35,375
Total transactions with owners	(9)	-	9	112,358	(76,983)	35,375
At 31 March 2023	101	119,690	9	(7,342)	6,022,459	6,134,917

The notes on pages 16 to 46 form part of these financial statements.

Mortgage Brain Holdings Limited

Company Statement of Changes in Equity

For the Year Ended 31 March 2023

	Called up share capital	Share premium account	Capital redemption reserve	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 April 2021	110	119,690	-	(119,700)	(1,480,139)	(1,480,039)
Comprehensive income for the year						
Loss for the year	-	-	-	-	(7,690)	(7,690)
At 1 April 2022	110	119,690	-	(119,700)	(1,487,829)	(1,487,729)
Comprehensive income for the year						
Profit for the year	-	-	-	-	5,462,087	5,462,087
Contributions by and distributions to owners						
Purchase of own shares from employee benefit trust	(9)	-	9	112,358	(112,358)	-
Equity settled share-based payments	-	-	-	-	35,375	35,375
Total transactions with owners	(9)	-	9	112,358	(76,983)	35,375
At 31 March 2023	101	119,690	9	(7,342)	3,897,276	4,009,733

The notes on pages 16 to 46 form part of these financial statements.

Mortgage Brain Holdings Limited

Consolidated Statement of Cash Flows

For the Year Ended 31 March 2023

	Note	2023 £	2022 £
Cash flows from operating activities			
(Loss)/profit for the financial year		**(1,612,718)**	*1,338,169*
Adjustments for:			
Amortisation of intangible assets	13	**413,614**	*334,817*
Depreciation of tangible assets	14	**122,641**	*112,876*
Interest payable and similar expenses	11	**189,969**	*78,444*
Other interest receivable and similar income	10	**(1,807)**	*(23)*
Taxation charge	12	**(1,108,691)**	*(821,370)*
Decrease/(increase) in debtors		**861,014**	*(1,062,746)*
(Decrease) in creditors		**(327,277)**	*(410,498)*
Corporation tax received/(paid)		**422,045**	*(4,498)*
Equity settled share-based payments	22	**35,375**	-
Interest received		**207**	*23*
Interest paid		**(132,641)**	*(68,950)*
Net cash generated from operating activities		**(1,138,269)**	*(503,756)*
Cash flows from investing activities			
Purchase of tangible fixed assets	14	**(56,182)**	*(86,049)*
Acquisition of subsidiaries	26	**(19,499)**	*38,577*
Payment of deferred and contingent consideration		**(190,073)**	*(52,925)*
Net cash from investing activities		**(265,754)**	*(100,397)*
Cash flows from financing activities			
Repayment of loans		**(760,937)**	*(422,904)*
Dividends paid		**-**	*(150,000)*
Net cash used in financing activities		**(760,937)**	*(572,904)*
Net (decrease) in cash and cash equivalents		**(2,164,960)**	*(1,177,057)*
Cash and cash equivalents at beginning of year		**6,801,590**	*7,978,647*
Foreign exchange gains and losses		**828**	-
Cash and cash equivalents at the end of year		**4,637,458**	*6,801,590*
Cash and cash equivalents at the end of year comprise:			
Cash at bank and in hand		**4,637,458**	*6,801,590*

1. General information

The Company is a private company limited by shares, registered in England and Wales. The address of the registered office is 6 The Courtyard, Buntsford Gate, Buntsford Drive, Bromsgrove, Worcestershire, B60 3DJ, UK.

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 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 Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 April 2015.

The Group has established an employee benefit trust ('EBT') to facilitate the share option schemes describe in note 22 to the financial statements. It is the sponsoring entity and therefore, notwithstanding the legal duties of the trustees, the Group considers that it has 'de facto' control of such entities. Such arrangements are accounted for as assets and liabilities of the sponsoring company and included in the consolidated financial statements as appropriate. The Company's equity instruments held by the EBT are accounted for as if they were the Company's own equity and are treated as treasury shares. No gain or loss is recognised in profit or loss or other comprehensive income on the purchase, sale or cancellation of the Company's own equity held by the EBT.

2. Accounting policies (continued)

2.3 Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The Directors manage the Company alongside other companies within the group. The Group directors have prepared cash flow forecasts for the Group for the period of more than 12 months from the date of these financial statements being signed, which indicate that, taking account of plausible downside scenarios, the Group, including this Company, will have sufficient funds to meet its liabilities as they fall due for that period. This includes taking into account the repayment of the principal and interest on all loans.

The CBIL loan carries a covenant that requires the Group to generate Cashflow available for Debt Service of 125% of the aggregate principal and interest repayments in any accounting period during which the CBIL loan is outstanding. Cashflow available for Debt Service means the Profit Before Taxation and interest paid and payable after adding back depreciation, amortisation of goodwill and other non-cash profit and loss items, plus or minus net movements in working capital, less tax paid, dividends paid and payable and capital expenditure paid (net of capital expenditure funded by asset disposals and/or hire purchase and/or finance leasing). The cashflow forecasts illustrate that this covenant will be breached for the period to 31 March 2023 and will continue to be in breach as the Group continues its sizeable investment in the product portfolio. However, the cash flow forecasts also illustrate that the Group can fund the servicing of all loans from existing cash balances and then from profits as the Group reaps the benefits of delivery of the new products brought to market. Whilst breach of covenants can lead to the loan being repayable on demand, based upon conversations with the lending bank, the Directors are confident that the bank will not require the CBIL loan to be repaid other than materially in accordance with the cash flow forecasts.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meets its liabilities as they fall due until at least twelve months from the date of these financial statements being signed and therefore have prepared the financial statements on a going concern basis.

2.4 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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are

2. Accounting policies (continued)

2.4 Foreign currency translation (continued)

presented in the Consolidated Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group 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 Group 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.

2.6 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to profit or loss 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.

2.7 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure.

2. Accounting policies (continued)

2.8 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.9 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.10 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.11 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

2.12 Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting 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 Group 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 or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

2.13 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss 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.

2. Accounting policies (continued)

2.13 Current and deferred taxation (continued)

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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 reporting date.

2.14 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the Consolidated Statement of Comprehensive Income over its useful economic life.

Other 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.

2.15 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.

2. Accounting policies (continued)

2.15 Tangible fixed assets (continued)

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	- Building depreciated over 75 years
Freehold property improvements	- Three to ten years straight line
Short-term leasehold property	- Straight line over course of lease
Fixtures and fittings	- Three to five years straight line
Office equipment	- Three years straight line

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 profit or loss.

2.16 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Group shares, whose market value can be reliably determined, are remeasured to market value at each reporting date. Gains and losses on remeasurement are recognised in the Consolidated Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

2.17 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.

2.18 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 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.19 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. Accounting policies (continued)

2.20 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.21 Financial instruments

The Group only enters into basic financial instrument 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 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 in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Investments in non-derivative instruments that are equity to the issuer are measured:

- at fair value with changes recognised in the Consolidated Statement of Comprehensive Income if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

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 Consolidated 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 Group would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an

2. Accounting policies (continued)

2.21 Financial instruments (continued)

intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3. Judgements 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. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant judgements

The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows:

Cash settled share based payments

In determining the present value of the liability for cash settled share based payments, certain judgements have to be made in determining the likely exercise dates and number of leavers over the course of the scheme.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Impairment of goodwill

The Group considers whether intangible assets and/or goodwill are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cashflows. No impairment charge has been recorded during the year. The carrying value of the goodwill at the reporting date is £1,959,958 and further disclosed in note 13.

Cash-settled share based payments

In determining the present value of the liability for cash settled share based payments, certain estimates have to be made regarding the future performance of the Group over several years. Based on these estimates extending through to the year ended 31 March 2026, it is currently estimated that the outstanding share options have a fair value of zero.

Equity-settled share based payments

The Group is unable to directly measure the fair value of employee services received. Instead the fair value of the share options granted during the year is determined using the Black-Scholes model. The model is internationally recognised as being appropriate to value employee share schemes similar to the Group's equity-settled share scheme. The use of this model requires estimation of certain inputs.

3. Judgements in applying accounting policies (continued)

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

Impairment of trade debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Deferred consideration payable on acquisition of Mister Broker Limited

The Group acquired 100% of the share capital of Mister Broker Limited in April 2022. Part of the consideration payable is deferred and linked to the revenue earned by Mister Broker Limited between April 2022 and March 2030. Under those terms, the company pays the seller a percentage of the revenue earned from one existing client between 1 April 2022 and 31 March 2030.

Management has assessed that the existing client will continue to generate revenue throughout that period and made an estimate of the likely value of that revenue. Based on that, the estimated deferred consideration payable is €180,000. This has been discounted at a rate of 9% (the company's estimated cost of borrowing). Following payments made in the period the carrying value of the liability at the year end is €127,271 or £112,182 at year end exchange rates. Actual revenue earned during 1 April 2022 to 31 March 2030 could materially differ from management's estimate and such variances could result in a materially different amount payable than that currently recorded as due in these financial statements.

Contingent consideration payable on acquisition of Mortgage Engine Limited

In February 2022, the Company acquired 100% of Mortgage Engine Limited. The sale and purchase agreement dictated that the whole of the consideration payable is contingent. There are two types of contingent consideration.

The first is a revenue based contingent consideration, under which a percentage of revenue generated by the acquiree during the period through to 31 December 2025 is payable to the seller. This consideration is not capped and has no minimum value.

The second is a contingent consideration payable to the seller based on the value of mortgage application completions processed through the acquiree's software product during the period 1 January 2025 to 31 December 2025. This consideration is capped at £3,000,000 and has no minimum value. It increases in £500,000 increments based on certain targets.

Management are currently estimating that the revenue based contingent consideration will be £117,073 and the other contingent consideration to be £500,000.

A total of £2,492 has currently been settled, with the remaining amounts subject to significant estimation uncertainty. The net present value of the provision (having applied a 9% discount rate to the above

3. Judgements in applying accounting policies (continued)

amounts) at 31 March 2023 is £483,811, as further disclosed in note 21. The carrying value of the associated goodwill (which is being amortised over a period of 10 years) at 31 March 2023 is £478,662, as further disclosed in note 13.

Management has had to make a number of estimates and assumptions in building a financial model to calculate the fair value of the contingent consideration payable as at the reporting date and it is likely this estimate will need to be revised at each reporting date. The current period saw a downward adjustment of £142,016 recorded following a downward adjustment to certain estimated inputs in the model based on oberserved results during the year. It is not possible or practical to disclose all potential outcomes to this estimation uncertainty given the mutliple inputs and periods involved.

However in order for the other deferred consideration to reach its cap of £3,000,000 there would have to be a 543% increase in the key input. Were there to be such an increase to the input the total estimated consideration would be £3,413,652, the present value of which would be £2,424,293 at the reporting date.

It is likely that future changes to this estimate will cause a material variance to the carrying value of the goodwill in note 13 and the provision in note 21.

Management have also applied a 9% discount rate to the estimated contingent consideration. To the extent an alternative discount rate were to be used, this also has a potential to cause a material deviation to the present value of the contingent consideration payable.

4. Turnover

An analysis of turnover by class of business is as follows:

	2023 £	2022 £
Rendering of services	13,007,415	13,240,876
Commissions	170,727	144,758
	13,178,142	13,385,634

Analysis of turnover by country of destination:

	2023 £	2022 £
United Kingdom	13,097,991	13,385,634
Rest of Europe	80,151	-
	13,178,142	13,385,634

5. Other operating income

	2023 £	*2022 £*
Government grants receivable	-	*27,150*
	-	*27,150*

6. Operating (loss)/profit

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

	2023 £	*2022 £*
Exchange differences	**5,535**	-
Other operating lease rentals	**185,991**	*104,707*
Equity-settled share based payments expense	**35,375**	-

7. Auditor's remuneration

During the year, the Group obtained the following services from the Company's auditor:

	2023 £	*2022 £*
Fees payable to the Company's auditor for the audit of the consolidated and parent Company's financial statements	**34,300**	*32,990*
Fees payable to the Company's auditor for tax compliance services	**3,550**	*3,230*

8. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 2023 £	*Group 2022 £*	**Company 2023 £**	*Company 2022 £*
Wages and salaries	**7,904,954**	*7,298,809*	**2,848**	-
Social security costs	**895,203**	*872,949*	**-**	-
Cost of defined contribution scheme	**727,713**	*637,010*	**-**	-
	9,527,870	*8,808,768*	**2,848**	-

The average monthly number of employees, including the directors, during the year was as follows:

	2023 No.	*2022 No.*
Administrative staff	**115**	*113*
Management staff	**6**	*6*
	121	*119*

9. Directors' remuneration

	2023 £	*2022 £*
Directors' emoluments	**1,220,583**	*1,298,336*
Group contributions to defined contribution pension schemes	**77,339**	*150,487*
Compensation for loss of office	**30,000**	*70,000*
	1,327,922	*1,518,823*

During the year retirement benefits were accruing to 5 directors *(2022: 5)* in respect of defined contribution pension schemes.

The highest paid director received remuneration of £356,616 *(2022: £379,152)*.

During the year 6 directors, including the highest paid director, received share options over the Company's shares *(2022: NIL)*.

10. Interest receivable

	2023 £	2022 £
Other interest receivable	1,807	23
	1,807	23

11. Interest payable and similar expenses

	2023 £	2022 £
Interest on bank loans	132,641	68,950
Other interest payable	18,530	5,105
Unwinding of discount on provisions	38,798	4,389
	189,969	78,444

12. Taxation

	2023 £	2022 £
Corporation tax		
Current tax on profits for the year	(644,792)	(432,904)
Adjustments in respect of previous periods	10,860	(367,292)
Total current tax	(633,932)	(800,196)
Deferred tax		
Origination and reversal of timing differences	(73,239)	983
Changes to tax rates	(23,541)	-
Recognition of prior period timing differences	(377,979)	(22,157)
Total deferred tax	(474,759)	(21,174)
Taxation on loss on ordinary activities	(1,108,691)	(821,370)

12. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than *(2022: lower than)* the standard rate of corporation tax in the UK of 19% *(2022: 19%)*. The differences are explained below:

	2023 £	*2022* *£*
(Loss)/profit on ordinary activities before tax	**(2,721,409)**	*516,799*
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2022: 19%)	**(517,068)**	*98,192*
Effects of:		
Expenses not deductible for tax purposes	**88,175**	*66,645*
Capital allowances for year in excess of depreciation	**5,894**	*2,442*
Utilisation of tax losses	**(16,869)**	*(204,470)*
Differing tax rates on losses surrendered for research and development tax credit	**200,108**	*134,350*
Adjustments to tax charge in respect of prior periods	**(367,119)**	*(389,448)*
Changes in UK tax rates	**(23,541)**	-
Enhanced research and development deduction	**(477,552)**	*(558,722)*
Unrelieved tax losses carried forward	-	*29,641*
Differing tax rates on overseas overseas earnings	**(719)**	-
Total tax charge for the year	**(1,108,691)**	*(821,370)*

Factors that may affect future tax charges

In January 2023 Finance Act 2023, the legislation to increase the UK corporation tax rate to 25% with effect from 1 April 2023, was enacted. This has impacted the value of UK deferred tax balances as at 31 March 2023, and will impact the the tax charged on UK profits generated in 2023 and subsequently.

13. Intangible assets

Group and Company

	Patents £	Goodwill £	Total £
Cost			
At 1 April 2022	170	9,418,965	9,419,135
Other movements	-	(142,016)	(142,016)
On acquisition of subsidiaries	-	148,445	148,445
Foreign exchange movement	-	5,673	5,673
At 31 March 2023	170	9,431,067	9,431,237
Amortisation			
At 1 April 2022	-	7,057,072	7,057,072
Charge for the year on owned assets	-	413,614	413,614
Foreign exchange movement	-	423	423
At 31 March 2023	-	7,471,109	7,471,109
Net book value			
At 31 March 2023	170	1,959,958	1,960,128
At 31 March 2022	*170*	*2,361,893*	*2,362,063*

The addition to goodwill during the year is related to the acquisition of Mister Broker Limited, further disclosed in note 27.

The other movement relates to an adjustment to the estimated contingent consideration payable on the acquisition of Mortgage Engine Limited.

14. Tangible fixed assets

Group

	Freehold property £	Freehold property improvements £	Short-term leasehold property £	Fixtures and fittings £	Office equipment £	Total £
Cost or valuation						
At 1 April 2022	4,164,827	337,464	1,667	1,616,963	172,196	6,293,117
Additions	-	-	-	54,091	2,091	56,182
At 31 March 2023	4,164,827	337,464	1,667	1,671,054	174,287	6,349,299
Depreciation						
At 1 April 2022	129,107	243,726	1,667	1,521,724	158,525	2,054,749
Charge for the year on owned assets	32,277	13,619	-	66,866	9,879	122,641
At 31 March 2023	161,384	257,345	1,667	1,588,590	168,404	2,177,390
Net book value						
At 31 March 2023	4,003,443	80,119	-	82,464	5,883	4,171,909
At 31 March 2022	*4,035,720*	*93,738*	-	*95,239*	*13,671*	*4,238,368*

Included within freehold property is land with a cost of £1,706,552 which is not being depreciated.

All of the freehold property has been pledged as security for the bank loans disclosed further in note 19.

15. Fixed asset investments

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2022	23,487,670
Additions	32,527
Other movements	(142,016)
At 31 March 2023	23,378,181
Impairment	
At 1 April 2022	6,411,822
At 31 March 2023	6,411,822
Net book value	
At 31 March 2023	16,966,359
At 31 March 2022	*17,075,848*

Subsidiary undertakings

The following were subsidiary undertakings of the Company: (*denotes subsidiaries held indirectly by the Company)

Name	Registered office	Class of shares	Holding
Mortgage Brain Limited	Same as Company	Ordinary	100%
MBL Financial Services Limited	Same as Company	Ordinary	100%
Premier Processing Services Limited	Same as Company	Ordinary	100%
The Mortgage Trading Exchange Limited*	Same as Company	Ordinary	100%
Mortgagestream Limited*	Same as Company	Ordinary	100%
AE3 Media Limited	Same as Company	Ordinary	100%
Criteria Hub Limited	Same as Company	Ordinary	100%
Mortgage Engine Limited	Same as Company	Ordinary	100%
Mister Broker Limited*	Block 3, Airvista Office Park, Swords Road, Santry, Dublin 9, D09 VK65	Ordinary	100%

16. Debtors

	Group 2023 £	*Group 2022 £*	Company 2023 £	*Company 2022 £*
Trade debtors	**1,753,785**	*2,289,631*	-	-
Amounts owed by group undertakings	-	-	**3,671**	*178,671*
Other debtors	**41,909**	*109,520*	-	-
Prepayments and accrued income	**577,136**	*830,674*	-	-
Corporation tax repayable	**1,027,504**	*814,016*	-	-
Deferred taxation	**500,932**	*22,241*	**3,496**	-
	3,901,266	*4,066,082*	**7,167**	*178,671*

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

17. Creditors: Amounts falling due within one year

	Group 2023 £	*Group 2022 £*	Company 2023 £	*Company 2022 £*
Bank loans	**768,992**	*767,727*	-	-
Deferred consideration payable	**354,577**	*293,610*	**298,591**	*293,610*
Trade creditors	**381,848**	*601,648*	-	-
Amounts owed to group undertakings	-	-	**12,000,149**	*17,524,312*
Other taxation and social security	**559,393**	*848,156*	-	-
Other creditors	**276,257**	*279,758*	-	-
Accruals and deferred income	**3,389,240**	*3,199,409*	-	-
	5,730,307	*5,990,308*	**12,298,740**	*17,817,922*

Amounts owed to the group are interest free and repayable on demand.

The following liabilities were secured:

	Group 2023 £	*Group 2022 £*
Bank loans	**768,992**	*767,727*
	768,992	*767,727*

Details of security provided are disclosed in full in note 18 below.

18. Creditors: Amounts falling due after more than one year

	Group 2023 £	*Group 2022 £*	Company 2023 £	*Company 2022 £*
Bank loans	**2,061,697**	*2,823,899*	**-**	*-*
Deferred consideration payable	**238,302**	*335,408*	**182,106**	*335,408*
	2,299,999	*3,159,307*	**182,106**	*335,408*

Bank loans

The bank loan facility due for repayment in more than one year consists of two facilities. One is a mortgage repayable in 120 equal instalments from the drawdown date of May 2017. This attracts interest at 2.5% above base rate.

The second is a CBIL facility. This is a facility backed by a government guarantee as part of the UK governments wider COVID support measures. This £3,000,000 facility attracts interest at 1.71% plus base rate and was drawn down in September 2020. 60 capital repayments of £50,000 per month started in October 2021. Interest payments are made each month on top of the capital instalments due.

Deferred consideration payable - Mister Broker Limited

Part of the deferred consideration payable on acquisition relates to the acquisition of Mister Broker Limited in April 2022. The share purchase agreement includes interest free deferred consideration payable in quarterly instalments through to March 2030.

This deferred consideration is based on a percentage of revenue earned by the acquired entity from one existing client in the period 1 April 2022 to 31 March 2030. Management's best estimate of this liability is currently €180,000, against which payments of €30,000 were made during the year.

The total amount payable has been discounted at a rate of 9%, the estimated cost of borrowing for the group at the acquisition date. During the year discount of £9,984 was released and foreign exchange losses of £5,223 incurred. The closing liability was £112,182.

Deferred consideration payable - Criteria Hub Limited

The second part of the deferred consideration payable on acquisition relates to the acquisition of Criteria Hub Limited in March 2019. During the prior period the terms of the SPA were varied to change a variable contingent consideration payable to the sellers into a fixed deferred consideration payable in five instalments. The first payment of £52,925 was made in October 2021, and second of £156,866 in April 2022.

The following amounts remain due under the varied terms:

- On 31 March 2023 £139,207;
- On 31 March 2024 £162,251 and;
- On 31 March 2025 £188,751.

The amount disclosed above as falling due in 1 year is the sum of the first two payments, discounted to present value using an interest rate of 1.81%. The interest rate is equivalent to the rate on the Group's largest bank facility at the point of acquisition.

18. Creditors: Amounts falling due after more than one year (continued)

The following liabilities were secured:

	Group 2023 £	*Group 2022 £*
Bank loans	**2,061,697**	*2,823,899*
	2,061,697	*2,823,899*

Details of security provided:

- A first legal charge over the Group's freehold property; and
- An unlimited debenture over the assets of the Company, The Mortgage Trading Exchange Limited , Mortgage Brain Limited and MBL Financial Services Limited.

The aggregate amount of liabilities repayable wholly or in part more than five years after the reporting date is:

	Group 2023 £	*Group 2022 £*
Repayable by instalments	**27,163**	*515,384*
	27,163	*515,384*

19. Loans

Analysis of the maturity of loans and deferred consideration is given below:

	Group 2023 £	*Group 2022 £*	Company 2023 £	*Company 2022 £*
Amounts falling due within one year				
Bank loans	**768,992**	*767,727*	**-**	*-*
Deferred consideration payable	**354,578**	*293,610*	**298,591**	*293,610*
	1,123,570	*1,061,337*	**298,591**	*293,610*
Amounts falling due 1-2 years				
Bank loans	**780,509**	*773,558*	**-**	*-*
Deferred consideration payable	**193,600**	*156,539*	**182,107**	*156,539*
	974,109	*930,097*	**182,107**	*156,539*

19. Loans (continued)

Amounts falling due 2-5 years				
Bank loans	**1,269,634**	*1,534,957*	-	-
Deferred consideration payable	**29,093**	*178,869*	-	*178,869*
	1,298,727	*1,713,826*	-	*178,869*
Amounts falling due after more than 5 years				
Bank loans	**11,554**	*515,384*	-	-
Deferred consideraton payable	**15,609**	-	-	-
	27,163	*515,384*	-	-
	3,423,569	*4,220,644*	**480,698**	*629,018*

20. Deferred taxation

Group

	2023 £	2022 £
At beginning of year	-	*(21,174)*
Charged to profit or loss	**474,759**	*21,174*
Acquired in business combination	**4,446**	-
At end of year	**479,205**	-

Company

	2023 £
Charged to profit or loss	**3,496**
At end of year	**3,496**

20. Deferred taxation (continued)

The deferred tax balance is made up as follows:

	Group 2023 £	*Group 2022 £*	Company 2023 £	*Company 2022 £*
Accelerated capital allowances	**(21,727)**	*(22,241)*	**-**	*-*
Tax losses carried forward	**500,932**	*22,241*	**3,496**	*-*
	479,205	*-*	**3,496**	*-*
Comprising:				
Asset - due within one year	**500,932**	*22,241*	**3,496**	*-*
Liability	**(21,727)**	*(22,241)*	**-**	*-*
	479,205	*-*	**3,496**	*-*

The reversal of the above deferred tax assets and liabilities in the following year is expected to be immaterial.

Unrecognised deferred tax

In the prior year the Group had an unrecognised deferred tax asset in respect of UK tax losses. Following a re-assessment of the forecast future taxable profits, the Group has recognised this asset in full at 31 March 2023 and it is now included in the deferred tax balances disclosed above.

21. Provisions

Group

	Contingent consideration payable on acquisition £	Total £
At 1 April 2022	**589,522**	**589,522**
Unwind of discount	**38,798**	**38,798**
Utilised in year	**(2,493)**	**(2,493)**
Released in year	**(142,016)**	**(142,016)**
At 31 March 2023	**483,811**	**483,811**

21. Provisions (continued)

Company

	Contingent consideration payable on acquisition £	Total £
At 1 April 2022	**589,522**	**589,522**
Unwind of discount	**38,798**	**38,798**
Utilised in year	**(2,493)**	**(2,493)**
Released in year	**(142,016)**	**(142,016)**
At 31 March 2023	**483,811**	**483,811**

The provision for contingent consideration payable on acquisition relates to the acquisition of Mortgage Engine Limited in February 2022. The sale and purchase agreement dictated that the whole of the consideration payable is contingent. There are two types of contingent consideration.

The first is a revenue based contingent consideration, under which a percentage of revenue generated by the acquiree during the period through to 31 December 2025 is payable to the seller. This consideration is not capped and has no minimum value.

The second is a contingent consideration payable to the seller based on the value of housing completions processed through the acquiree's software product during the period 1 January 2025 to 31 December 2025. This consideration is capped at £3,000,000 and has no minimum value. It increases in £500,000 increments based on certain targets.

Original estimate

At the point of acquisition management had to make a number of estimates and assumptions in building a financial model to calculate the fair value of the contingent consideration payable as at the reporting date and it is likely this estimate will need to be revised at each reporting date. This current estimates that total contingent consideration of £804,599 will be payable, which has a net present value of £585,133 once discounted at a rate of 9%.

Revised estimate

At 31 March 2023 management has revised their estimate of the revenue based contingent consideration, reducing it based on activity to date and revised forecasts for the coming years. This revised estimate forecasts that total contingent consideration of £617,073 will be payable, which has an acquisition date net present value of £443,117 once discounted at a rate of 9%. This adjustment has been recorded against goodwill as at 31 March 2023.

22. Share based payments

2019 scheme

In October 2019, 18,400 share options were granted by Mortgage Brain Holdings Limited over ordinary C1 shares to various key employees of the groups trading subsidiaries.

These options will not become exercisable until the accounts for the year ended 31 March 2021 have been approved by the board and the start of the company's financial year for accounting purposes immediately following the year in which all of the employee's other outstanding options were exercised. The exercise price is £3.27 per share.

The option agreement provides for a put and call option over the shares once exercised. As the put and call option makes an immediate sale inevitable (by either party) after exercise the options will be considered cash settled.

The valuation of the options is therefore derived from the put and call option formula, which is the lower of £71.22 per share or the following calculation:

((((9 x EBITDA) + A)-B)/C)

A = The net assets as shown in the group's most recent consolidated audited accounts as at the date of exercise of the 2019 option.

B = £20.47 x number of A shares, A1 shares and B shares in issue at the date of exercise.

C = Total number of A shares, B shares and C shares in issue at the date of exercise.

During the prior year 3,680 of these options were forfeited. The remaining 14,720 options are exercisable as at 31 March 2023.

2020 scheme - 1st tranche

In February 2020, 62,560 share options were granted by Mortgage Brain Holdings Limited over ordinary C1 shares to various key employees of the groups trading subsidiaries.

These options will not become exercisable until the accounts for the year ended 31 March 2022 have been approved by the board and the start of the company's financial year for accounting purposes immediately following the year in which all of the employee's other outstanding options were exercised. The exercise price is £2.21 per share.

The option agreement provides for a put and call option over the shares once exercised. As the put and call option makes an immediate sale inevitable (by either party) after exercise the options will be considered cash settled.

The valuation of the options is therefore derived from the put and call option formula, which is the lower of £71.22 per share or the following calculation:

((((9 x EBITDA) + A)-B)/C)

A = The net assets as shown in the group's most recent consolidated audited accounts as at the date of exercise of the 2020 option.

B = £20.47 x number of A shares, A1 shares and B shares in issue at the date of exercise.

22. Share based payments (continued)

C = Total number of A shares, B shares and C shares in issue at the date of exercise.

During the prior year 47,840 of these options were forfeited. None of these options are exercisable while the 2019 options remain unexercised.

2020 scheme - 2nd tranche

In February 2020, 111,504 share options were granted by Mortgage Brain Holdings Limited over ordinary C1 shares to various key employees of the groups trading subsidiaries.

These options will not become exercisable until the accounts for the year ended 31 March 2021 have been approved by the board and the start of the company's financial year for accounting purposes immediately following the year in which all of the employee's other outstanding options were exercised. The exercise price is £2.21 per share.

Following that date, the maximum number of options exercisable at each point are as follows:

Based on accounts for the year ended 31 March 2021: 1/3 of options held.
Based on accounts for the year ended 31 March 2022: 2/3 of options held.
Based on accounts for the year ended 31 March 2023: 3/3 of options held.

The above is also subject to the restriction that no more than 1/3 of the total options held under the 2020 scheme by an employee can be exercised at any one time.

The option agreement provides for a put and call option over the shares once exercised. As the put and call option makes an immediate sale inevitable (by either party) after exercise the options will be considered cash settled.

The valuation of the options is therefore derived from the put and call option formula, which is the lower of £68.04 per share or the following calculation:

((((9 x EBITDA) + A)-B)/C)

A = The net assets as shown in the group's most recent consolidated audited accounts as at the date of exercise of the 2020 option.

B = £20.47 x number of A shares, A1 shares and B shares in issue at the date of exercise.

C = Total number of A shares, B shares and C shares in issue at the date of exercise.

During the year 94,944 (2022 - 3,312) of these options were forfeited. As at 31 March 2023 4,416 of these options were exercisable.

2021 scheme

In January 2021, 124,384 share options were granted by Mortgage Brain Holdings Limited over ordinary C shares to various key employees of the groups trading subsidiaries.

These options will not become exercisable until the accounts for the year ended 31 March 2023 have been approved by the board and the start of the company's financial year for accounting purposes immediately following the year in which all of the employee's other outstanding options were exercised. The exercise price is £7.25 per share.

22. Share based payments (continued)

Following that date, the maximum number of options exercisable at each point are as follows:
Based on accounts for the year ended 31 March 2023: 1/3 of options held.
Based on accounts for the year ended 31 March 2024: 2/3 of options held.
Based on accounts for the year ended 31 March 2025: 3/3 of options held.

The above is also subject to the restriction that no more than 1/3 of the total options held under the 2021 scheme by an employee can be exercised at any one time.The option agreement provides for a put and call option over the shares once exercised. As the put and call option makes an immediate sale inevitable (by either party) after exercise the options will be considered cash settled.

The valuation of the options is therefore derived from the put and call option formula, which is the lower of £51.00 per share or the following calculation:

((((9 x EBITDA) + A)-(B+C))/D)

A = The net assets as shown in the group's most recent consolidated audited accounts as at the date of exercise of the 2021 option.

B = £9.75 x number of A shares, A1 shares and B shares in issue at the date of exercise.

C = £7.25 x number of A shares, A2 shares B shares and C shares in issue at the date of exercise.

D = Total number of A shares, B shares, C shares and C1 shares in issue at the date of exercise.

During the year 83,904 (2022 - 14,720) of these options were forfeited.

2023 scheme

In December 2022, 409,900 share options were granted by Mortgage Brain Holdings Limited over ordinary D shares to various key employees of the groups trading subsidiaries. The options are exercisable in full upon issue. They have an exercise price of £3.15 per share.

Upon exercise, the option holder will receive ordinary D shares in exchange for the exercise price. As such, the options are considered equity-settled. All options were exercisable at the period end.

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

	Weighted average exercise price (pence) 2023	**Number 2023**	*Weighted average exercise price (pence) 2022*	*Number 2022*
Outstanding at the beginning of the year	**450**	**247,296**	*389*	*346,288*
Granted during the year	**315**	**409,900**		-
Forfeited during the year	**457**	**(178,848)**	*236*	*(98,992)*
Outstanding at the end of the year	**332**	**478,348**	*450*	*247,296*

22. Share based payments (continued)

Valuation methodology for equity-settled 2023 scheme

The Group is unable to directly measure the fair value of employee services received. Instead the fair value of the share options granted during the year is determined using the Black-Scholes model. The model is internationally recognised as being appropriate to value employee share schemes similar to the 2023 scheme.

The total expense recognised in profit or loss for the year is as follows:

	2023	*2022*
	£	*£*
Equity-settled schemes	**35,375**	-
	35,375	-

23. Share capital

	2023	*2022*
	£	*£*
Allotted, called up and fully paid		
1,997,994 *(2022: 1,998,000)* Ordinary Class A shares of £0.000050 each	**100**	*100*
6 *(2022: 6)* Ordinary Class B shares of £0.000050 each	**-**	*-*
0 *(2022: 210,000)* Ordinary Class A1 shares of £0.000025 each	**-**	*5*
25,760 *(2022: 210,000)* Ordinary Class C shares of £0.000025 each	**1**	*5*
	101	*110*

Each ordinary A and B share is entitled to one vote.

The ordinary A1 and C shares are held by the employee benefit trust ('EBT') set up satisfy the requirements of the share option schemes described in note 22 to the accounts. The assets and liabilities of the 'EBT' have been consolidated in these financial statements.

Repurchase of shares

During the year, the Company repurchased 210,000 Ordinary Class A1 shares and 184,240 Class C shares previously held by the employee benefit trust for a total consideration of £84,000. As the Company's equity instruments held by the EBT are accounted for as if they were the Company's own equity and are treated as treasury shares, the premium above nominal value paid for the share repurchase was disregarded for accounting purposes.

24. Reserves

Share premium account

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Capital redemption reserve

This reserve records the nominal value of share capital repurchased by the Company.

Other reserves

This reserve records the value of 25,760 ordinary C shares (2022: 210,000 ordinary A1 shares and 210,000 ordinary C shares) held by the employee benefit trust for the purpose of satisfying the employee share option plan described in note 22.

Profit and loss account

This reserve records retained earnings and accumulated losses.

25. Analysis of net debt

	At 1 April 2022 £	Cash flows £	Acquisition and disposal of subsidiaries £	Other non-cash changes £	At 31 March 2023 £
Cash at bank and in hand	6,801,590	(2,164,960)	-	828	4,637,458
Debt due after 1 year	(3,159,307)	948,517	(23,644)	(65,565)	(2,299,999)
Debt due within 1 year	(1,061,337)	-	(103,733)	41,500	(1,123,570)
	2,580,946	(1,216,443)	(127,377)	(23,237)	1,213,889

The movement attributed to the acquisition and disposal of subsidiaries relates to the deferred consideration payable on the acquisition of Mister Broker Limited as further disclosed in note 26 below.

The other non-cash changes relates to the release of discount and foreign exchange variances on that deferred consideration, along with foreign exchange variances on euro denominated cash balances and reclassification of debt from non-current to current as appropriate.

26. Business combinations

In April 2022 the group acquired 100% of Mister Broker Limited, a software company incorporated in the Republic of Ireland. It was anticipated this would compliment the Group's existing activities.

Under the terms of the agreement there was an initial cash consideration followed by a revenue based deferred consideration. The deferred consideration is calculated as a proportion of revenue earned by Mister Broker Limited from client existing at the acquisition date in the period 1 April 2022 through to 31 March 2030.

Management have estimated this consideration to be €185,086 (£152,542) and applied a 9% discount rate to this to arrive at a present value of £127,377 as disclosed below.

Acquisition of Mister Broker Limited

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £	Fair value £
Current Assets		
Debtors	8,285	8,285
Cash at bank and in hand	1,799	1,799
Total Assets	10,084	10,084
Creditors		
Due within one year	(9,854)	(9,854)
Total Identifiable net assets	230	230
Goodwill		148,445
Total purchase consideration		148,675

Consideration

	£
Cash	21,298
Deferred consideration	127,377
Total purchase consideration	148,675

26. Business combinations (continued)

Cash outflow on acquisition

	£
Purchase consideration settled in cash, as above	**21,298**
	21,298
Less: *Cash and cash equivalents acquired*	**(1,799)**
Net cash outflow on acquisition	**19,499**

The goodwill arising on acquisition is amortised over a period of 10 years from the acquisition date.

The results of Mister Broker Limited since acquisition are as follows:

	Current period since acquisition £
Turnover	**80,151**
Profit for the period since acquisition	**9,784**

27. Commitments under operating leases

At 31 March 2023 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2023 £	*Group 2022 £*
Not later than 1 year	**61,114**	*29,000*
	61,114	*29,000*

28. Post balance sheet events

In August 2023 Mortgage Brain Limited, a subsidiary of the Company, signed a new five year lease for office premises. The total operating lease commitment under this agreement amounts to £273,173.

29. Related party transactions

The Company has taken advantage of the exemption offered by FRS 102 from disclosing transactions with companies also wholly owned by Mortgage Brain Holdings Ltd.

During the year the Group entered into the following transactions with related parties:

	Transaction value 2023 £	2022 £	Balance owed by/ (owed to) 2023 £	2022 £
Lloyds Banking Group Plc	**344,546**	404,091	**93,200**	(4,707)
Virgin Money UK Plc	**116,807**	200,905	**25,350**	114,366
Banco Santander, S.A.	**112,984**	12,500	**-**	-
NatWest Group Plc	**760,844**	474,992	**4,643**	3,471
Nationwide Building Society	**325,807**	324,970	**22,992**	30,192
Barclays Plc	**308,207**	360,675	**13,200**	177,930

The company provided services in the normal course of business to the above material beneficial shareholders of the parent company during the year.

The company was not under the control of any one entity or individual throughout the current or previous year.

30. Controlling party

In the opinion of the directors, the company is not under the control of any individual or entity.