

Registered number: 05532622

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 28 FEBRUARY 2021

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WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

COMPANY INFORMATION

Directors	B Rudman P Reid D Yardley
Registered number	05532622
Registered office	34 Bow Street London WC2E 7AU
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor The Colmore Building 20 Colmore Circus Birmingham West Midlands B4 6AT
Bankers	Barclays Bank 27th Floor 1 Churchill Place London E14 5HP

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

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WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**STRATEGIC REPORT
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

The directors present the strategic report for the 14 month period ended 28 February 2021.

Fair review of the business

The company is an award winning digital media agency specialising in paid search, natural search, content, analytics, paid media and paid social. The company joined the MSQ Group on 1 September 2020 when MSQ Partners purchased the share capital of Be Heard Group Limited and its subsidiaries.

During the period gross profit decreased by 187% (decrease of 8%) and the operating loss was £162k (2019: profit £126k). Part of the decrease can be attributable to decreasing turnover due to clients reducing spend as a result of the impact of COVID-19.

Shareholders funds amounted to £571k (2019: £733k) at the Balance Sheet date, after a dividend of £Nil (2019: £3.96m).

The company's teams covering digital media, PPC, SEO and analytics continued service clients profitably, and the directors believe that there are opportunities for growth available within the MSQ Group.

While global economic outcomes are currently uncertain due to COVID-19, the company considers it will be well-placed to respond to a demand-led recovery. Furthermore, as part of the broader MSQ strategy, the company has merged with The Gate London on 1 March 2021, to create and further strengthen a full service media and creative offering.

Key Performance Indicators

The key performance indicators are:

Gross profit (Income): £3,757,847 (2019: £4,543,025).

Operating profit as a percentage of gross profit: (4.9)% (2019: 2.8%).

Gross profit per employee: £81,692 (2019: £89,079).

KPI's are monitored on a monthly basis as part of the management process.

Financial risk management

The company's operations expose the business to limited financial risks that include credit risk and foreign exchange risk. Given the size of the company the directors have not designated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board are implemented by the company's finance department.

Credit risk: The company credit insures all clients and if credit insurance is not available clients are required to prepay any media budgets.

Foreign exchange risk: The company manages foreign exchange risk by billing clients in the same currency as the media booking.

Future developments

While the immediate future is uncertain due to COVID-19, the Board considers there will be growth in digital advertising and opportunities for the company in the medium term.

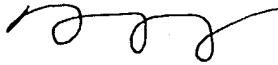
WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

Position of the company at the year end

Careful cash management within the company means that the business has no borrowings and the directors do not believe this is likely to change in the next 12 months. The company is profitable and the directors look forward to continued growth in 2021.

This report was approved by the board on 13 September 2021 and signed on its behalf.



D Yardley
Director

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

DIRECTORS' REPORT FOR THE PERIOD ENDED 28 FEBRUARY 2021

The directors present their report and the financial statements for the period ended 28 February 2021.

Principal activity

The principal activities of the company continued to be the provision of digital media services.

Under CA2006 s414C(11), the information relating to future developments and risk management are included in the strategic report.

Results and dividends

The loss for the period, after taxation, amounted to £177,970 (2019 - profit £146,388).

A dividend of £Nil was paid in the year (2019: £3,960,143). The directors do not recommend payment of a final dividend.

Directors

The directors who served during the period were:

B Rudman
P Reid (appointed 1 September 2020)
D Yardley (appointed 1 September 2020)
S Pyper (resigned 1 September 2020)

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 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 and profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

Going concern

The company is a subsidiary of Be Heard Group Limited and its ultimate parent company is Ensco 1314 Limited.

Following the impact of COVID-19 on the wider business and economy, the directors have prepared a detailed set of financial forecasts to September 2022 to assess the ability of the Group to meet its obligations going forwards. The directors have stress-tested the financial statements for reasonably possible alternative scenarios, including the uncertainty of the impact of COVID-19.

These show that the wider Group has sufficient cash reserves, along with headroom in financial facilities and covenants to support its activities based on both forecasted trading levels (against which the business is currently trading favourably) and in the event of a further significant and extended economic downturn in all markets. The funding is also held for a period of at least 12 months from the date of signing the financial statements, implicit within this is that the Group has sufficient resources to pay all debts as they fall due for the next 12 months. As such, these financial statements have been prepared on a going concern basis.

Qualifying third party indemnity provisions

The company has provided qualifying third party indemnity provisions in respect of the directors who were in force during the period and at the date of the report.

Disclosure of information to auditor

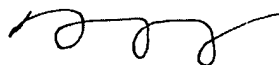
The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 13 September 2021 and signed on its behalf.



D Yardley
Director



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALK IN THE GATE LTD (FORMERLY
AGENDA 21 DIGITAL LIMITED)**

Opinion

We have audited the financial statements of Walk In The Gate Ltd (formerly Agenda 21 Digital Limited) (the 'company') for the period, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and notes to the financial statements, 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 company's affairs as at 28 February 2021 and of its loss for the period 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 company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALK IN THE GATE LTD (FORMERLY
AGENDA 21 DIGITAL LIMITED) (CONTINUED)**

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 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.

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Opinions 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 Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALK IN THE GATE LTD (FORMERLY
AGENDA 21 DIGITAL LIMITED) (CONTINUED)**

Matter on which we are required to report under the Companies Act 2006

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

Matters on which we are required to report by exception

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

Responsibilities of directors for the financial statements

As explained more fully in the Directors' responsibilities statement, 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 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 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 financial statements.

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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED) (CONTINUED)

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are those that relate to the reporting frameworks (FRS 102 and Companies Act 2006).
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.
- We understood how the Company is complying with legal and regulatory frameworks by enquiring of management and corroborating such enquiries through our review of board minutes and certain other audit procedures.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by enquiring of employees from different areas of the business to understand where it is considered there was a susceptibility of fraud. We considered the programs and controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programs and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk, including:
Procedures performed on journal entries, with particular focus on entries affecting revenue, profit affecting journals and entries affecting cash as this is where we have determined the risk of fraud to be heightened;
Procedures performed on revenue, with a focus on the final two months of the financial year;
Procedures to ensure the completeness of related party transaction balances and disclosures; and
Procedures to conclude on the compliance of disclosures in the annual report and accounts with applicable financial reporting requirements.
- The engagement partner has assessed the appropriateness of the collective competences and capabilities of the engagement team including consideration of the engagement teams:
Understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
Knowledge of the industry in which the client operates; and

Understanding of the legal and regulatory requirements specific to the entity including:

The provisions of the applicable legislation'

The regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules; and

The applicable statutory provisions.

- In assessing the potential risks of material misstatement, we obtained an understanding of:
The entity's operations, including the nature of its revenue sources and services and of its objectives and strategies to understand the classes of transactions, account balances, expected financial statement



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALK IN THE GATE LTD (FORMERLY
AGENDA 21 DIGITAL LIMITED) (CONTINUED)**

disclosures and business risks that may result in risks of material misstatement; and

The entity's control environment, including the policies and procedures implemented to comply with the entity's relevant regulatory requirements, including the adequacy of procedures for authorisation of transactions, internal review procedures over the entity's compliance with regulatory requirements and procedures to ensure that possible breaches of requirements are appropriately investigated and reported.

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.

Grant Thornton UK LLP

Matthew Buckingham BSc ACA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Birmingham
Date: 13/9/2021

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

	Note	14 month period ended 28 February 2021 £	Year ended 31 December 2019 £
Turnover	4	15,326,311	24,303,938
Cost of sales		(11,568,464)	(19,760,913)
Gross profit		3,757,847	4,543,025
Administrative expenses		(4,072,011)	(4,416,548)
Other operating income		129,107	-
Operating (loss)/profit	6	(185,057)	126,477
Interest receivable and similar income	10	-	577
Interest payable and expenses	11	-	(363)
(Loss)/profit before tax		(185,057)	126,691
Tax on (loss)/profit	12	7,087	19,697
(Loss)/profit and total comprehensive (loss)/income for the period/year		(177,970)	146,388

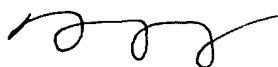
The notes on pages 13 to 28 form part of these financial statements.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)
REGISTERED NUMBER:05532622

BALANCE SHEET
AS AT 28 FEBRUARY 2021

		28 February 2021 £	31 December 2019 £
	Note		
Fixed assets			
Intangible assets	14	-	13,836
Tangible assets	15	24,820	22,454
		<u>24,820</u>	<u>36,290</u>
Current assets			
Debtors: amounts falling due within one year	16	4,777,417	5,019,967
Cash at bank and in hand	17	1,746,777	124,740
		<u>6,524,194</u>	<u>5,144,707</u>
Creditors: amounts falling due within one year	18	(5,994,389)	(4,448,402)
Net current assets		<u>529,805</u>	<u>696,305</u>
Total assets less current liabilities		<u>554,625</u>	<u>732,595</u>
Net assets		<u><u>554,625</u></u>	<u><u>732,595</u></u>
Capital and reserves			
Called up share capital	19	1,156	1,156
Profit and loss account	20	553,469	731,439
		<u>554,625</u>	<u>732,595</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 13 September 2021.



D Yardley
Director

The notes on pages 13 to 28 form part of these financial statements.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2019	1,156	65,929	4,479,265	4,546,350
Comprehensive income for the year				
Profit for the year	-	-	146,388	146,388
Total comprehensive income for the year	-	-	146,388	146,388
Dividends: Equity capital	-	-	(3,960,143)	(3,960,143)
Reduction in share capital	-	(65,929)	65,929	-
Total transactions with owners	-	(65,929)	(3,894,214)	(3,960,143)
At 1 January 2020	1,156	-	731,439	732,595
Comprehensive loss for the period				
Loss for the period	-	-	(177,970)	(177,970)
Total comprehensive loss for the period	-	-	(177,970)	(177,970)
Total transactions with owners	-	-	-	-
At 28 February 2021	1,156	-	553,469	554,625

The notes on pages 13 to 28 form part of these financial statements.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

1. General information

Walk In The Gate Ltd (formerly Agenda 21 Digital Limited) is a private company limited by shares and incorporated in England and Wales. Its registered head office is located at 34 Bow Street, London, WC2E 7AU.

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

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Agenda 21 Digital Holding Limited as at 28 February 2021 and these financial statements may be obtained from Companies House.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

2. Accounting policies (continued)

2.3 Going concern

The company is a subsidiary of Be Heard Group Limited and its ultimate parent company is Ensco 1314 Limited.

Following the impact of COVID-19 on the wider business and economy, the directors have prepared a detailed set of financial forecasts to September 2022 to assess the ability of the Group to meet its obligations going forwards. The directors have stress-tested the financial statements for reasonably possible alternative scenarios, including the uncertainty of the impact of COVID-19.

These show that the wider Group has sufficient cash reserves, along with headroom in financial facilities and covenants to support its activities based on both forecasted trading levels (against which the business is currently trading favourably) and in the event of a further significant and extended economic downturn in all markets. The funding is also held for a period of at least 12 months from the date of signing the financial statements, implicit within this is that the Group has sufficient resources to pay all debts as they fall due for the next 12 months. As such, these financial statements have been prepared 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 presented in the 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'.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

2. Accounting policies (continued)**2.5 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Rendering of services

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

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

Revenue is recognised for services provided to clients during the year relating to advertising, public relations, design, marketing and related services.

Revenue is recognised in proportion to the stage of completion of the contract at the reporting date. The stage of completion is assessed by measuring the fair value of the work performed during the year as a percentage of the total fair value of the work required to complete the project.

Retainer revenue is recognised evenly across the time period to which it relates. Media commission is recognised when the related job has been successfully completed. Costs which will be directly on charged to the client at no margin are recognised in Work in Progress and measured at the lower of cost and recoverable amount.

2.6 Operating leases: the company 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.

The company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard on 01 January 2015 to continue to be charged over the period to the first market rent review rather than the term of the lease.

2.7 Interest income

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

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

2. Accounting policies (continued)**2.8 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.

2.9 Pensions**Defined contribution pension plan**

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 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 Balance sheet. The assets of the plan are held separately from the company in independently administered funds.

2.10 Taxation

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.

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

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

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

2.11 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.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

2. Accounting policies (continued)**2.12 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

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

Depreciation is provided on the following basis:

Plant and machinery	- 33%
Fixtures and fittings	- 33%

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.

2.13 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.

2.14 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.

2.15 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.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

2. Accounting policies (continued)**2.16 Financial instruments**

The company 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.

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

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

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.17 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

3. Judgements in applying accounting policies and key sources of estimation uncertainty

Preparation of financial statements requires management to make significant judgements and estimates. The areas where these judgements and estimates have been made include;

Revenue recognition

At each reporting period, the company has a number of advertising, marketing and design projects in progress. Management review each project to determine the project's stage of completion and estimate the revenue that should be recognised. Management base this estimate on the best project information available.

Bad debt provision

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. See note 16 for the net carrying amount of the debtors.

Accrued and deferred income

The company makes an estimate of the stage completion of creative service jobs at year end to determine the revenue to recognise in the period. When considering the stage of completion management will look at the time spent to date compared to the total time expected to be required to undertake the contract. Estimates of the total time required to undertake the job are made on a regular basis and subject to management review. These estimates may differ from the actual results due to a variety of factors such as efficiency of working, accuracy of assessment of progress to date and client decision making. When services have been delivered but not billed by the balance sheet date, income is accrued. Where amounts are received in advance of delivery, income is deferred based on the percentage of services not yet completed. See note 16 for accrued income and note 18 for deferred income. See note 2.5 for the director's policy on recognising the types of revenue.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

4. Turnover

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

	14 months ended 28 February 2021 £	31 December 2019 £
Rendering of services	15,326,311	24,303,938

Analysis of turnover by country of destination:

	14 months ended 28 February 2021 £	31 December 2019 £
United Kingdom	11,425,675	21,162,227
Rest of the world	3,900,636	3,141,711
	15,326,311	24,303,938

5. Other operating income

	14 months ended 28 February 2021 £	31 December 2019 £
Furlough income	129,107	-

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

6. Operating (loss)/profit

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

	14 months ended 28 February 2021 £	31 December 2019 £
Exchange differences	(805)	232
Depreciation of owned tangible fixed assets	14,426	23,703
Amortisation of intangible assets	13,836	15,095
Other operating lease rentals	262,566	225,538
	<u> </u>	<u> </u>

7. Auditor's remuneration

	14 months ended 28 February 2021 £	31 December 2019 £
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	22,500	16,200
	<u> </u>	<u> </u>
Fees payable to the company's auditor and its associates in respect of:		
Other services	750	1,700
	<u> </u>	<u> </u>

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

8. Employees

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

	14 months ended 28 February 2021 £	31 December 2019 £
Wages and salaries	2,176,842	2,299,895
Social security costs	241,719	253,613
Cost of defined contribution scheme	39,947	32,961
	<u>2,458,508</u>	<u>2,586,469</u>

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

	14 months ended 28 February 2021 No.	31 December 2019 No.
Admin	9	10
Operational	37	41
	<u>46</u>	<u>51</u>

9. Directors' remuneration

	14 months ended 28 February 2021 £	31 December 2019 £
Remuneration for qualifying services	-	2,536
	<u>-</u>	<u>2,536</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to £nil (2019: Nil).

Included in the above are termination payments to directors totalling £nil (2019: £2,536).

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021

10. Interest receivable

	14 months ended 28 February 2021 £	31 December 2019 £
Interest on bank deposits	-	577
	<u> </u>	<u> </u>

11. Interest payable and similar expenses

	14 months ended 28 February 2021 £	31 December 2019 £
Interest on bank overdrafts and loans	-	363
	<u> </u>	<u> </u>

12. Taxation

	14 months ended 28 February 2021 £	31 December 2019 £
Corporation tax		
Current tax on (loss)/profits for the year	-	(19,697)
	<u> </u>	<u> </u>
	-	(19,697)
	<u> </u>	<u> </u>
Total current tax	<u> </u>	<u> </u>
	-	(19,697)
	<u> </u>	<u> </u>
Deferred tax		
Origination and reversal of timing differences	(7,087)	-
	<u> </u>	<u> </u>
Total deferred tax	<u> </u>	<u> </u>
	(7,087)	-
	<u> </u>	<u> </u>
Taxation on (loss)/profit on ordinary activities	<u> </u>	<u> </u>
	(7,087)	(19,697)
	<u> </u>	<u> </u>

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

12. Taxation (continued)

Factors affecting tax charge for the period/year

The tax assessed for the period/year is higher than (2019 - lower than) the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	14 months ended 28 February 2021 £	31 December 2019 £
(Loss)/profit on ordinary activities before tax	<u>(185,057)</u>	<u>126,691</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	(35,161)	24,071
Effects of:		
Expenses not deductible for tax purposes	-	2,835
Adjustments in respect of prior periods	-	(19,697)
Group relief surrendered	31,755	-
Deferred tax not recognised	(1,181)	(24,093)
Fixed asset differences	-	21
Remeasurement of deferred tax for changes in tax rates	(2,500)	(2,834)
Total tax charge for the period/year	<u>(7,087)</u>	<u>(19,697)</u>

Factors that may affect future tax charges

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

13. Dividends

	28 February 2021 £	31 December 2019 £
Interim paid	<u>-</u>	<u>3,960,143</u>

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021

14. Intangible assets

	Software £
Cost	
At 1 January 2020	45,284
At 28 February 2021	<u>45,284</u>
Amortisation	
At 1 January 2020	31,448
Charge for the period	13,836
At 28 February 2021	<u>45,284</u>
Net book value	
At 28 February 2021	<u>-</u>
At 31 December 2019	<u>13,836</u>

Amortisation on intangible assets is charged to admin expenses.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021

15. Tangible fixed assets

	Plant and machinery £	Fixtures and fittings £	Total £
Cost or valuation			
At 1 January 2020	203,316	19,409	222,725
Additions	16,792	-	16,792
Disposals	(139,127)	(5,630)	(144,757)
At 28 February 2021	80,981	13,779	94,760
Depreciation			
At 1 January 2020	182,187	18,084	200,271
Charge for the period	13,666	760	14,426
Disposals	(139,127)	(5,630)	(144,757)
At 28 February 2021	56,726	13,214	69,940
Net book value			
At 28 February 2021	24,255	565	24,820
At 31 December 2019	21,129	1,325	22,454

16. Debtors

	28 February 2021 £	31 December 2019 £
Trade debtors	1,338,360	2,452,733
Amounts owed by group undertakings	3,203,982	2,103,834
Prepayments and accrued income	235,075	463,400
	4,777,417	5,019,967

Amounts owed by group companies are repayable on demand and non interest bearing.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

17. Cash and cash equivalents

	28 February 2021 £	31 December 2019 £
Cash at bank and in hand	<u>1,746,777</u>	<u>124,740</u>

18. Creditors: Amounts falling due within one year

	28 February 2021 £	31 December 2019 £
Trade creditors	900,065	1,933,600
Amounts owed to group undertakings	145,634	-
Other taxation and social security	595,872	594,764
Other creditors	20,147	137,204
Accruals and deferred income	4,332,671	1,782,834
	<u>5,994,389</u>	<u>4,448,402</u>

Amounts owed by group companies are repayable on demand and non interest bearing.

19. Share capital

	28 February 2021 £	31 December 2019 £
Allotted, called up and fully paid		
115,600 (2019 - 115,600) Ordinary shares of £0.01 each	<u>1,156</u>	<u>1,156</u>

There is a single class of ordinary shares. There are no restrictions on dividends and the repayment of capital.

WALK IN THE GATE LTD (FORMERLY AGENDA 21 DIGITAL LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 FEBRUARY 2021**

20. Reserves

Share premium account

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Profit and loss account

Includes all current & prior periods retained profits & losses.

21. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £38,365 (2019: £32,961). Contributions totalling £14,598 (2019: £9,139) were payable to the fund at the balance sheet date and are included in creditors.

22. Related party transactions

The company has taken advantage of the exemption available in FRS 102 from disclosing transactions with wholly owned members of the group on the grounds that it is a wholly owned subsidiary and its results are consolidated within Ensco 1314 Limited and financial statements are publicly available.

23. Controlling party

The immediate parent undertaking is Agenda 21 Digital Holding Limited.

The ultimate parent undertaking is Ensco 1314 Limited, whose registered address is 34 Bow Street, London, WC2E 7AU. Ensco 1314 Limited's share capital is primarily held by management within the Group and LDC (Managers) Ltd. Management maintain a majority equity stake with LDC (Managers) Ltd acquiring a significant minority equity stake. As a result, the directors do not consider there to be an individual controlling party.

The largest and smallest group of undertakings for which consolidated accounts have been drawn up is that headed by Ensco 1314 Limited. Copies of the group accounts can be obtained from Companies House.