

Company Registration No. 06562273 (England and Wales)

BOILER ROOM (UK) LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2018
PAGES FOR FILING WITH REGISTRAR



BOILER ROOM (UK) LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2018**

	Notes	2018 £	£	2017 £	£
Fixed assets					
Intangible assets	5		-	104,777	
Tangible assets	6		100,994	128,571	
Investments	7		2	2	
			<u>100,996</u>	<u>233,350</u>	
Current assets					
Stocks		40,000		128,217	
Debtors	8	685,301		3,674,313	
Cash at bank and in hand		1,913,586		3,370,716	
		<u>2,638,887</u>		<u>7,173,246</u>	
Creditors: amounts falling due within one year	9	(6,500,787)		(1,318,373)	
Net current (liabilities)/assets			<u>(3,861,900)</u>	<u>5,854,873</u>	
Total assets less current liabilities			<u>(3,760,904)</u>	<u>6,088,223</u>	
Creditors: amounts falling due after more than one year	10		-	(3,216,924)	
Net (liabilities)/assets			<u><u>(3,760,904)</u></u>	<u><u>2,871,299</u></u>	
Capital and reserves					
Called up share capital	12		127	125	
Share premium account			5,594,984	5,594,146	
Capital redemption reserve			5,622	5,622	
Profit and loss reserves			<u>(9,361,637)</u>	<u>(2,728,594)</u>	
Total equity			<u><u>(3,760,904)</u></u>	<u><u>2,871,299</u></u>	

BOILER ROOM (UK) LIMITED

STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 DECEMBER 2018

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

For the financial year ended 31 December 2018 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 30/09/2019 and are signed on its behalf by:



B Bellville
Director

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies

Company information

Boiler Room (UK) Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Elsley Court, 20-22 Great Titchfield Street, London, United Kingdom, W1W 8BE.

Accounting convention

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

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

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

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

Going concern

The company made a loss of £6,633,752 (2017: £1,858,471) and had net current liabilities of £3,861,900 (2017: net current assets of £5,854,873). At the time of approving the financial statements, the directors have confidence that the business has adequate resources to continue operating for the foreseeable future. The pipeline of new business has been built throughout 2019 and the business is on the pathway to profitability. Additionally, the convertible loan note, categorised as a current liability 2018, converted into equity in May 2019. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Turnover

Turnover represents amounts receivable for streaming live music performances online, net of VAT. Income is recognised on the date it becomes unconditional on future performance.

Intangible fixed assets other than goodwill

Intangible assets are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

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

Product development	25% straight line
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Tangible fixed assets

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

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies (Continued)

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

Fixtures and fittings	25% straight line
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

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

Impairment of fixed assets

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

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of replacement cost and cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand.

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies (Continued)

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

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

Compound instruments

The component parts of compound instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

Equity instruments

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

Taxation

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

1 Accounting policies (Continued)

Employee benefits

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

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

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

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Share-based payments

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black-Scholes model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

2 Exceptional costs

	2018 £	2017 £
Impairment of group balances	3,176,993	-

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was 74 (2017 - 68).

4 Directors' remuneration

	2018 £	2017 £
Remuneration paid to directors	289,763	297,995

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2017 - 2).

5 Intangible fixed assets

	Product development £
Cost	
At 1 January 2018 and 31 December 2018	209,555
Amortisation and impairment	
At 1 January 2018	104,778
Amortisation charged for the year	104,777
At 31 December 2018	209,555
Carrying amount	
At 31 December 2018	-
At 31 December 2017	104,777

In the statement of comprehensive income the amortisation of intangible assets is included in administrative expenses.

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

6 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 January 2018	359,286
Additions	33,468
Disposals	(148,577)
At 31 December 2018	244,177
Depreciation and impairment	
At 1 January 2018	230,715
Depreciation charged in the year	61,045
Eliminated in respect of disposals	(148,577)
At 31 December 2018	143,183
Carrying amount	
At 31 December 2018	100,994
At 31 December 2017	128,571

7 Fixed asset investments

	2018 £	2017 £
Investments	2	2

Boiler Room (UK) Limited also has a 99% stake in an American partnership.

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2018 & 31 December 2018	2
Carrying amount	
At 31 December 2018	2
At 31 December 2017	2

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

8 Debtors

	2018 £	2017 £
Amounts falling due within one year:		
Trade debtors	442,468	530,465
Corporation tax recoverable	51,182	-
Amounts owed by group undertakings	-	2,784,448
Other debtors	191,651	359,400
	<u>685,301</u>	<u>3,674,313</u>

9 Creditors: amounts falling due within one year

	Notes	2018 £	2017 £
Convertible loans	11	3,308,861	-
Bank loans and overdrafts		5	-
Trade creditors		198,315	156,371
Taxation and social security		430,283	184,922
Other creditors		55,102	74,225
Accruals and deferred income		2,508,221	902,855
		<u>6,500,787</u>	<u>1,318,373</u>

Included in other creditors are credit cards which are secured by way of a fixed charge over cash deposits. The charge was delivered on 19 November 2018 and contains a negative pledge.

10 Creditors: amounts falling due after more than one year

	Notes	2018 £	2017 £
Convertible loans	11	-	3,216,924
		<u>-</u>	<u>3,216,924</u>

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

11 Convertible loan notes

	2018 £	2017 £
Liability component of convertible loan notes	3,308,861	3,216,924

The net proceeds received from the issue of the convertible loan notes have been split between the financial liability element and an equity component, representing the fair value of the embedded option to convert the financial liability into equity.

The liability component is measured at amortised cost, and the difference between the carrying amount of the liability at the date of issue and the amount reported in the Statement Of Financial Position represents the effective interest rate less interest paid to that date.

The effective rate of interest is 3%.

The equity component of the convertible loan notes has been credited to the equity reserve.

On 12 May 2017 the company issued a convertible loan note to exercise the right to convert any security into shares with Backed 1 LP, Conegliano Ventures LP, Connect Ventures Two LP, Sherbet Mirror SA and WPP Group (UK) Limited for an unsecured loan collectively in the amount of £3,153,847. The loans bore interest at 3% per annum accruing on a daily basis.

The convertible loan note, categorised as a current liability 2018, converted into equity in May 2019.

12 Called up share capital

	2018 £	2017 £
Ordinary share capital		
Issued and fully paid		
3,158 (2017: 3,158) A1 Ordinary shares of 1p each	32	32
2,119 (2017: 2,119) A2 Ordinary shares of 1p each	21	21
610 (2017: 400) B Ordinary shares of 1p each	6	4
6,768 (2017: 6,768) Ordinary shares of 1p each	68	68
	<u>127</u>	<u>125</u>

The A1 Ordinary, A2 Ordinary and B Ordinary shares have attached to them full voting, dividend and preferential capital distribution rights (including on winding up) and no rights of redemption.

The Ordinary shares have attached to them full voting, dividend and capital distribution rights (including on winding up) and no rights of redemption.

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

12 Called up share capital (Continued)

Reconciliation of movements during the year:

	A1 Ordinary shares Number	A2 Ordinary shares Number	B Ordinary shares Number	Ordinary shares Number
At 1 January 2018	32	21	4	68
Issue of fully paid shares	-	-	2	-
At 31 December 2018	32	21	6	68

On 16 August 2018, 210 B Ordinary shares with a nominal value of £0.01 each were issued for cash totalling £840. The shares have attached to them full voting and capital distribution rights including on a winding up. The shares have attached to them full dividend rights. The shares do not confer any rights of redemption.

13 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2018 £	2017 £
Within one year	219,019	149,500
Between one and five years	301,306	112,125
	520,325	261,625

14 Related party transactions

At the balance sheet date the directors owed £1,351 to the company and this amount is included in other debtors. In 2017, at the balance sheet date, the directors were owed £3,201 by the company and this amount was included in other creditors.

The balances with Directors are interest free, repayable on demand and there are no terms and conditions attached to the balances outstanding.