

**Flyt Limited (formerly known as
Flypay Limited)**

Financial Statements

Year Ended

30 June 2018

Company Number 08419148



Flyt Limited
Registered number: 08419148

Balance Sheet
As at 30 June 2018

	Note	2018 £	2017 £
Fixed assets			
Intangible assets	6	11,138	1
Tangible assets	7	63,731	37,042
Investments	8	8	-
		<u>74,877</u>	<u>37,043</u>
Current assets			
Debtors: amounts falling due after more than one year	9	71,286	70,932
Debtors: amounts falling due within one year	9	1,155,502	286,917
Cash at bank and in hand		1,708,877	4,931,476
		<u>2,935,665</u>	<u>5,289,325</u>
Current liabilities			
Creditors: amounts falling due within one year	10	(798,100)	(147,824)
Net current assets		<u>2,137,565</u>	<u>5,141,501</u>
Net assets		<u><u>2,212,442</u></u>	<u><u>5,178,544</u></u>
Capital and reserves			
Share capital	11	16,604	16,587
Share premium		11,607,552	11,607,393
Accumulated losses		(9,411,714)	(6,445,436)
		<u><u>2,212,442</u></u>	<u><u>5,178,544</u></u>

Flyt Limited
Registered number: 08419148

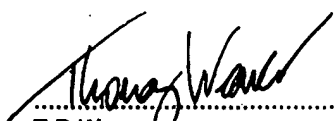
Balance Sheet (continued)
As at 30 June 2018

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

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

The company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



T R Weaver
Director

Date:

29/03/2019

The notes on pages 3 to 13 form part of these financial statements.

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

1. General information

Flyt Limited is a private company limited by shares and incorporated in England and Wales with registration number 08419148. The address of the registered office is Elm Yard, 13-16 Elm Street, London, England, WC1X 0BJ.

With effect from 17/04/2018, the name of the company was changed from Flypay Limited to Flyt Limited.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

Flyt Limited is now a subsidiary of Just Eat Holdings PLC and are now provided with guaranteed funding. This is guaranteed in the sale and purchase agreement at £5.0m per annum. On this basis, the directors consider the going concern basis to be appropriate for the preparation of these financial statements.

2.3 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Rendering of services

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

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

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

2. Accounting policies (continued)

2.4 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.

2.5 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:

Leasehold improvements	- 2 years
Office equipment	- 3 years
Computer equipment	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.7 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.8 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.

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

2. Accounting policies (continued)

2.9 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 non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at 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.

2.10 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.

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

2. Accounting policies (continued)

2.11 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

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 the statement of comprehensive income within 'other operating income'.

2.12 Finance costs

Finance costs are charged to the statement of comprehensive income 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.

2.13 Operating leases: the company as lessee

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

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 to continue to be charged over the period to the first market rent review rather than the term of the lease.

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

2. Accounting policies (continued)

2.14 Taxation

Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

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

In preparing these financial statements, the directors have made the following judgements:

- Determine whether leases entered into by the group either as a lessor or a lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis.
- Determine whether there are indicators of impairment of the group's tangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

Other key sources of estimation uncertainty

- *Tangible fixed assets (see note 10)*

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

- *Share-based payments (see note 16)*

The cost of equity-settled transactions with employees is measured with reference to the fair value at the date on which they are granted. Fair value is measured using the Black-Scholes Option Pricing Model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and other considerations.

4. Employees

The average monthly number of employees, including directors, during the year was 47 (2017 - 33).

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

5. Taxation

	2018 £	2017 £
Corporation tax		
Current tax on profits for the year	-	(124,924)
	<u>-</u>	<u>(124,924)</u>
Total current tax	<u>-</u>	<u>(124,924)</u>

Factors affecting tax charge for the year

An R&D tax claim was made in respect of qualifying expenditure incurred during the year resulting in tax relief claimable of £Nil (2017: £124,924).

Factors that may affect future tax charges

The company has losses of £8,621,145 (2017: £5,542,973) available to carry forward against future profits.

6. Intangible assets

	Patents £	Development £	Total £
Cost			
At 1 July 2017	1	-	1
Additions	-	14,380	14,380
At 30 June 2018	<u>1</u>	<u>14,380</u>	<u>14,381</u>
Amortisation			
Charge for the year	-	3,243	3,243
At 30 June 2018	<u>-</u>	<u>3,243</u>	<u>3,243</u>
Net book value			
At 30 June 2018	<u>1</u>	<u>11,137</u>	<u>11,138</u>
At 30 June 2017	<u>1</u>	<u>-</u>	<u>1</u>

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

7. Tangible fixed assets

	Leasehold improvements £	Office equipment £	Computer equipment £	Total £
Cost or valuation				
At 1 July 2017	9,256	61,740	110,387	181,383
Additions	26,320	5,687	22,664	54,671
At 30 June 2018	<u>35,576</u>	<u>67,427</u>	<u>133,051</u>	<u>236,054</u>
Depreciation				
At 1 July 2017	9,256	48,350	86,735	144,341
Charge for the year	1,098	13,396	13,488	27,982
At 30 June 2018	<u>10,354</u>	<u>61,746</u>	<u>100,223</u>	<u>172,323</u>
Net book value				
At 30 June 2018	<u>25,222</u>	<u>5,681</u>	<u>32,828</u>	<u>63,731</u>
At 30 June 2017	<u>-</u>	<u>13,390</u>	<u>23,652</u>	<u>37,042</u>

8. Fixed asset investments

	Investments in subsidiary company £
Cost or valuation	
At 1 July 2017	-
Additions	8
At 30 June 2018	<u>8</u>
Net book value	
At 30 June 2018	<u>8</u>
At 30 June 2017	<u>-</u>

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

8. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Flyt Inc.	USA	Ordinary	100 %	Technology services

The aggregate of the share capital and reserves as at 30 June 2018 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £
Flyt Inc.	8
	<u>8</u>

Flyt Inc., a 100% owned subsidiary company was incorporated on 16/03/2018 in Delaware, USA. As at 30/06/2018 the company was yet to commence trading and hence had made neither profit or loss.

9. Debtors

	2018 £	2017 £
Due after more than one year		
Other debtors	71,286	70,932
	<u>71,286</u>	<u>70,932</u>
	2018 £	2017 £
Due within one year		
Trade debtors	871,853	67,940
Other debtors	197,842	88,466
Prepayments and accrued income	85,807	5,587
Tax recoverable	-	124,924
	<u>1,155,502</u>	<u>286,917</u>

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

10. Creditors: Amounts falling due within one year

	2018 £	2017 £
Trade creditors	101,479	40,713
Other taxation and social security	128,678	48,078
Other creditors	16,996	255
Accruals and deferred income	550,947	58,778
	<u>798,100</u>	<u>147,824</u>

11. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
6,406,100 (2017 - 6,388,600) Ordinary shares shares of £0.001 each	6,406	6,389
10,198,492 (2017 - 10,198,492) Preferred Seed shares shares of £0.001 each	10,198	10,198
	<u>16,604</u>	<u>16,587</u>

During the year, 17,500 Ordinary shares with a nominal value of £0.001 were issued at a premium.

12. Reserves

Share premium account

The share premium account comprises consideration received in excess of the nominal values of the shares issued.

Accumulated losses

The accumulated losses account represents cumulative profits or losses, net of dividends paid and other adjustments.

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

13. Share based payments

Flyt Ltd operates an equity-settled share based remuneration scheme for employees. All UK employees are eligible to participate in the long term incentive scheme, the only vesting condition being that the individual remains an employee of the company over the vesting period.

	Weighted average exercise price (pence) 2018	Number 2018	Weighted average exercise price (pence) 2017	Number 2017
Outstanding at the beginning of the year	0.95	103,000	1.09	163,000
Granted during the year	0.95	627,200	1.09	-
Forfeited during the year	0.95	-	1.09	(5,000)
Exercised during the year	0.95	(7,500)	1.09	(55,000)
Expired during the year	0.95	-	1.09	-
Outstanding at the end of the year	<u>0.95</u>	<u>722,700</u>	<u>1.09</u>	<u>103,000</u>

The following information is relevant in the determination of the fair value of options granted during the current year under the equity-settled share based remuneration schemes operated by Flyt Ltd.

	2018 Black- Scholes
Option pricing model used	
Weighted average share price (pence)	101.14
Exercise price (pence)	0.95
Weighted average contractual life (days)	2373
Expected volatility	70%
Risk-free interest rate	<u>0.9597</u>

	2018 £	2017 £
Equity-settled schemes	<u>155,829</u>	<u>-</u>

The group did not enter into any share-based payment transactions with parties other than employees during the year.

The 2017 share based payment charge was not material and has not been recorded by the directors.

Flyt Limited

Notes to the Financial Statements For the Year Ended 30 June 2018

14. Related party transactions

The company has taken advantage of the exemption available in section 33.1A of the FRS 102 where it has not disclosed transactions with any wholly owned subsidiary undertakings of the group.

The directors are considered to be key management personnel and the total remuneration paid to directors for services to the company was £200,000 (2017: £200,000).

The directors did not receive any dividends during the year to 30/06/2018 (2017: £nil).

15. Post balance sheet events

Just Eat Holdings PLC via Just Eat Holding Limited acquired the 91.5% of issued share capital in Flyt Limited on 21 December 2018, taking their holding to 100% of issued share capital.

16. Ultimate controlling party

At the date of the signing of the financial statements, Just Eat Holdings PLC was the ultimate controlling party. Just Eat Holding Limited was the immediate holding company.

17. Auditor's information

The auditor's report on the financial statements for the year ended 30 June 2018 was unqualified.

The audit report was signed on 29/03/2019 by Andrew Gandell (senior statutory auditor) on behalf of BDO LLP.