Yopa Property Limited

Annual report and consolidated financial statements

Registered number 09120252

31 December 2021

Contents

Company Information

Directors

The directors who held office during the year and up to the date of this report were as follows:

A J Barclay

G Turner

M L De Carvalho

R R Muzyszka

V T Frankish

R C J Levy

Registered Office

Suite 4, Building 4, Hatters Lane

Watford

WD18 8YF

Independent Auditor

KPMG LLP

15 Canada Square,

London,

E14 5GL

Registered Number

09120252

Group Strategic Report

The principal activity of Yopa Property Limited (the "Group") is estate agency services. The Group's objective is to grow the number of UK properties marketed and sold on behalf of customers while maintaining a lean and efficient operating model as the business scales. The strategy to achieve this is to deliver high quality estate agency services at fair fixed fees by combining the expertise of local estate agents, with centralised support staff and utilising market leading technology to provide customer transparency, support and economies of scale. The Group will grow its business through a combination of marketing led customer acquisition and through referrals and recommendations from past customers, driven by high service levels and customer satisfaction.

2021 Financial performance and position of the business

2021 was a strong year in terms of top-line performance, with turnover increasing by £4.2m (29%) year on year (2021: £18.7m, 2020: £14.5m). The Group benefited from a strong housing market in the first half of the year, and as a result delivered its highest level of instruction revenue to date with a £1.2m (9%) increase on the prior year (2021: £13.7m, 2020: £12.6m). Ancillary revenue streams, developed in 2020, continued to be nurtured in 2021, resulting in £1.8m (126%) growth year on year (2021: £3.1m, 2020: £1.4m). Our financial services business also performed well in its second full year of trading, with turnover increasing by 303% (2021: £1.8m, 2020: £0.4m).

Gross profit grew by £2.2m from £7.3m to £9.5m, with gross profit margin improving by 1% from 50% to 51%. Our overhead base increased by £1.2m from £13.1m to £14.3m in the year, resulting in an operating loss of £4.8m (2020: loss of £5.8m). Higher staff costs drove the £1.2m increase in overheads with the average headcount increasing by 18 from 159 to 177 coupled with the absence of furlough claims which reduced the prior year's wage bill by £0.3m.

The Group's closing cash balance was £2.4m (2020: £5.2m), reflecting £3m of financial support from its shareholders on 22nd November 2021.

Future Developments

With the stamp duty holiday coming to an end on 30 September 2021 and the government coming under increasing pressure to reduce its debt after 18 months of intensive borrowings as a result of the pandemic, the political and economic outlook remains uncertain.

There was evidence of the housing market starting to normalise in the second half of 2021, after 12 months of higher-level activity. However, with continued growth in our ancillary offerings, coupled with the diversification of our offerings through Scout Financial Services, we are encouraged by the improved resilience of our business model and remain positive about the future prospects of the business. In addition to this, Yopa's focus on delivering a value home moving proposition to its customers provides further assurance in what looks to be a hardening economic outlook.

Principal risks and uncertainties

As with most estate agents in the UK, the level of residential housing market transactions and the ability to capture a greater share of those transactions are key areas of uncertainty for the business going forward. The level of residential housing market transactions is affected by many factors including the UK's economic outlook, consumer sentiment, interest rates, mortgage lending appetite from financial institutions and government policies on taxation among many other factors. There remains sufficient opportunity for the business to grow and capture market share given its value proposition relative to many high street estate agents, with our value proposition becoming even more attractive during a subdued economic climate.

Financial risk management

The Group has exposure to financial risk by way of customer credit exposure and liquidity risk.

Group Strategic Report *(continued)*

Credit risk
Trade debtors are managed in respect of credit and cash flow risk by daily monitoring of inflows with finance providers, and dedicated management of longer-term debts via an established collections process.

Liquidity risk
Liquidity is managed through forecasting of future cash flow requirements for the business and maintaining sufficient cash balances to support the operation. The Group has a mix of fixed and variable costs which it can adjust to ensure it retains sufficient cash resources for its needs over that period should there be a deterioration in trading. The ability of the Group and Company to continue as a going concern is dependent on continued financial support from its shareholders. These events and conditions, along with the other matters explained in note 1.2 of the accounting policies, constitute a material uncertainty that may cast significant doubt on the Group's and parent company's ability to continue as a going concern. The Company received a convertible loan from the current investors in amount of £3m and agreed on an additional £2m to further invest in the development of the business and support current operations, which has been disclosed as a subsequent event.

Covid 19
During the first half of 2021, the Group's instruction turnover benefited from a pandemic induced housing market boom arising from the extension of the government's stamp duty holiday scheme through to 30 September 2021. Furlough claims in 2021 amounted to £1k (2020: £287k).

KPIs

The Directors meet monthly to discuss and monitor the following business KPIs:

	2021	2020	Change %
Revenue	18,655,753	14,487,471	29%
Gross profit	9,509,931	7,303,971	30%
Overheads	(14,321,091)	(13,085,679)	9%
Loss	(4,608,568)	(5,775,585)	(20%)
Net Cash outflow	(2,844,830)	(4,388,346)	(35%)

Revenue increased by 29% year on year as a result of significant increase in instruction, referral and financial services revenues due to improved market share and stamp duty holiday introduced by the government in 2021.
Gross profit increased by 30% as the Group continued improving commercial terms with third parties, introduced more profitable referral product while increasing revenues from the existing ones. Overheads increased by 9% year on year mainly due to an increase in staff costs, £0.3m due to the end of the furlough scheme coming to an end.

By order of the board

Grenville Turner
Director

30 September 2022

Group Directors' report

Principal activity

The principal activity of the Group is estate agency and financial services.

Business review

The business continued to grow and expand its market share while continuing to improve upon the services provided.

Proposed dividend

The directors do not recommend the payment of a dividend *(2020: £nil)*.

Political contributions

The Company made no political contributions during the year *(2020: £nil)*.

Directors

The directors who held office during the year and up to the date of this report were as follows:

A J Barclay

G Turner

M L De Carvalho

R R Muzyszka

V T Frankish

R C J Levy

Matters covered in the Group Strategic Report

A review of the business risks and principal risks are not included in the Group Directors' report as this information is included within the Group Strategic Report under s414C(11) of the Companies Act 2006.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

On behalf of the board

G Turner

Director

Company registered number: 09120252

Suite 4, Building 4, Hatters Lane
Watford

WD18 8YF

30 September 2022

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report the Directors' Report and the Group and parent Company 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 they have elected to prepare the Group and parent Company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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 of the Group and parent Company and of the Group's profit or loss for that period. In preparing each of the Group and parent Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the parent Company and enable them to ensure that its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

KPMG

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YOPA PROPERTY LIMITED

Opinion

We have audited the financial statements of Yopa Property Limited ("the Company") for the year ended 31 December 2021 which comprise the Consolidated Profit and Loss Account and Other Comprehensive Income, Consolidated and Company Balance Sheet, Consolidated and Company Statement of Changes in Equity, Consolidated Cash Flow Statement and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2021 and of the Group's loss for the year then ended;

- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 1.2 to the financial statements which indicates that the ability of the Group and Company to continue as a going concern is dependent on continued financial support from its shareholders. However, given the continued losses, despite the stated intentions of the main shareholders, there can be no certainty that future funding would be made available as and when required. These events and conditions, along with the other matters explained in note 1.2, constitute a material uncertainty that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Going concern basis of preparation

The directors have prepared the financial statements on the going concern basis. As stated above, they have concluded that a material uncertainty related to going concern exists.

Our conclusion based on our financial statements audit work: we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and management as to the Group's high-level policies and procedures to prevent and detect fraud and the Group's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.
As required by auditing standards, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular:

- the risk that Group management may be in a position to make inappropriate accounting entries; and
- the risk that No Sale No Fee revenue is overstated through recording revenues in the wrong period. We did not identify any additional fraud risks

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YOPA PROPERTY LIMITED *(continued)*
We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards) and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Group is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Group is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery and certain aspects of company legislation recognising the nature of the Group's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

KPMG

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YOPA PROPERTY LIMITED *(continued)*

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 6, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Jonathan Tricker (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
30 September 2022

Consolidated Profit and Loss Account and Other Comprehensive Loss
for the year ended 31 December 2021

	Note	**Year Ended 31 December 2021 £**	Year Ended 31 December 2020 £
Turnover	*3*	**18,655,753**	14,487,471
Cost of sales		**(9,145,822)**	(7,183,500)
Gross profit		**9,509,931**	7,303,971
Administrative expenses	*4*	**(14,321,091)**	(13,085,679)
Group operating loss		**(4,811,160)**	(5,781,708)
Interest receivable and similar income	*7*	**202,592**	6,123
Loss on ordinary activities before taxation		**(4,608,568)**	(5,775,585)
Tax on loss on ordinary activities	*8*	-	-
Loss for the financial year		**(4,608,568)**	(5,775,585)
Other comprehensive loss		-	-
Total comprehensive loss for the year		**(4,608,568)**	(5,775,585)
Attributable to:			
Equity holders of the parent		**(4,608,568)**	(5,775,585)

All amounts relate to continuing operations.

The notes on pages 16 to 33 form part of these financial statements.

Consolidated Balance Sheet
at 31 December 2021

	Note		2021		2020
		£	£	£	£
Fixed assets					
Intangible assets	*10*		**415,712**		356,246
Tangible assets	*9*		**67,659**		198,478
Investments	*13*		**402**		402
			483,773		555,126
Current assets					
Debtors	*11*	**1,120,045**		857,780	
Cash at bank and in hand	*15*	**2,391,111**		5,235,941	
		3,511,156		6,093,721	
Creditors:	*12*	**(4,592,032)**		(2,630,176)	
Net current (liabilities)/assets			**(1,080,876)**		3,463,545
Total assets less current liabilities			**(597,103)**		4,018,671
Net (liabilities)/assets			**(597,103)**		4,018,671
Capital and reserves					
Called up share capital	*14*		**14,758,494**		14,758,494
Share premium account			**74,555,086**		74,555,086
Profit and loss account			**(89,910,683)**		(85,294,909)
Shareholders' funds			**(597,103)**		4,018,671
Equity attributable to holders of the parent			**(597,103)**		4,018,671

The notes on pages 16 to 33 form part of these financial statements.

These financial statements were approved by the board of directors on 30 September 2022 and were signed on its behalf by:

G Turner
Director

Company registered number: 09120252

Company Balance Sheet
For the year ended 31 December 2021

	Note	£	2021 £	£	2020 £
Fixed assets					
Intangible assets	*10*		**415,712**		356,246
Tangible assets	*9*		**32,100**		163,853
Investments	*13*		**404**		404
			448,216		520,503
Current assets					
Debtors	*11*	**1,927,438**		1,366,779	
Cash at bank and in hand		**2,311,622**		5,125,851	
		4,239,060		6,492,630	
Creditors: amounts falling due within one year	*12*	**(4,498,849)**		(2,537,525)	
Net current (liabilities)/assets			**(259,789)**		3,955,105
Total assets less current liabilities			**188,427**		4,475,608
Net assets			**188,427**		4,475,608
Capital and reserves					
Called up share capital	*14*		**14,758,496**		14,758,496
Share premium account			**74,555,086**		74,555,086
Profit and loss account			**(89,125,155)**		(84,837,974)
Shareholders' funds			**188,427**		4,475,608

The notes on pages 16 to 33 form part of these financial statements.

These financial statements were approved by the board of directors on 30 September 2022 and were signed on its behalf by:

G Turner
Director

Company registered number: 09120252

Consolidated Statement of Changes in Equity

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 January 2020	14.758.494	74.555.086	(79.217.854)	10,095.726
Equity-settled share based payment transactions	-	-	(301.470)	(301,470)
Total comprehensive loss for the year				
Loss for the year	-	-	(5.775,585)	(5,775,585)
Balance at 31 December 2020	**14,758,494**	**74,555,086**	**(85,294,909)**	**4,018,671**

	Called up Share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 January 2021	14.758.494	74.555.086	(85.294.909)	4.018,671
Equity-settled share based payment transactions	-	-	(7.206)	(7,206)
Total comprehensive loss for the year				
Loss for the year	-	-	(4.608,568)	(4.608.568)
Balance at 31 December 2021	**14,758,494**	**74,555,086**	**(89,910,683)**	**(597,103)**

The notes on pages 16 to 33 form part of these financial statements.

Company Statement of Changes in Equity

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 January 2020	14,758,496	74,555,086	(79,185,838)	10,127,744
Equity-settled share based payment transactions	-	-	(301,470)	(301,470)
Total comprehensive loss for the year				
Loss for the year	-	-	(5,350,666)	(5,350,666)
Balance at 31 December 2020	**14,758,496**	**74,555,086**	**(84,837,974)**	**4,475,608**

	Called up Share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
Balance at 1 January 2021	14,758,496	74,555,086	(84,837,974)	4,475,608
Equity-settled share based payment transactions	-	-	(7,206)	(7,206)
Total comprehensive loss for the year				
Loss for the year	-	-	(4,279,975)	(4,279,975)
Balance at 31 December 2021	**14,758,496**	**74,555,086**	**(89,125,155)**	**188,427**

The notes on pages 16 to 33 form part of these financial statements.

Consolidated Cash Flow Statement
for the year ended 31 December 2021

	Note	2021 £	2020 £
Loss for the year		**(4,608,568)**	(5,775,585)
Adjustments for:			
Equity settled share based payment expense		**(7,206)**	(301,470)
Loss on disposal of tangible fixed assets		**-**	85,268
Depreciation, amortisation and impairment		**405,679**	553,485
(Increase)/decrease in trade and other debtors		**(262,265)**	571,975
(Decrease)/increase in trade and other creditors		**(1,038,144)**	768,534
Net cash used in operating activities		**(5,510,504)**	(4,097,793)
Cash flows from investing activities			
Acquisition of tangible fixed assets		**(21,382)**	(44,729)
Acquisition of other intangible asset		**(312,944)**	(245,824)
Interest received		**-**	-
Net cash used in investing activities		**(334,326)**	(290,553)
Cashflow from financing activities			
Proceeds from the issue of share capital		**-**	-
Loan received	*15*	**3,000,000**	-
Net cash generated from financing activities		**3,000,000**	-
Net decrease in cash and cash equivalents		**(2,844,830)**	(4,388,346)
Cash and cash equivalents at 1 January 2021		**5,235,941**	9,624,287
Cash and cash equivalents at 31 December 2021	*15*	**2,391,111**	5,235,941

The notes on pages 16 to 33 form part of these financial statements.

Notes
(forming part of the financial statements)

1 Accounting policies

Yopa Property Limited (the "Company") is a private company limited by shares and incorporated, domiciled and registered in England in the United Kingdom. The registered number is 09120252 and the registered address is Suite 4, Building 4, Hatters Lane, Watford, WD18 8YF. The principal activity of Yopa Property Limited (the "Company") is estate agency and financial services.

These Financial Statements are the Consolidated financial statements of Yopa Property Limited (The Company) and its subsidiary Scout Financial Services Limited (collectively known as The Group) for the year to 31 December 2021. The financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling.

The parent company is Included in the consolidated financial statements and meets the definition of a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the parent company financial statements have been applied:

- No separate parent company Cash Flow Statement with related notes is included;
- Certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of paragraph 36(4) of Schedule 1.
- Certain disclosures required by FRS 102.26 Share Based Payments.
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

Notwithstanding net current liabilities of £1,080,876 as of 31 December 2021, a loss for the year then ended of £4,608,568 and operating cash outflows for the year of £5,510,504, the financial statements have been prepared on a going concern basis which the directors consider being appropriate for the following reasons.

The directors have performed a going concern assessment which indicates that taking account of reasonably possible downsides, the company will have sufficient funds, through funding from two key shareholders, Daily Mail and General Trust Plc and Grosvenor Hill Venture Limited, to meet its liabilities as they fall due during the going concern assessment period.

This assessment is dependent on the aforementioned shareholders, not seeking repayment of the amounts currently due from the group, which on 31 December 2021 amounted to £3,000,000, and providing additional financial support during the going concern assessment period. Both the Daily Mail and General Trust Plc and Grosvenor Hill Venture Limited have indicated their intention to continue to make available such funds as are needed by the company, and that they do not intend to seek repayment of the amounts due at the balance sheet date, during the going concern assessment period. As with any company placing reliance on financial support from its shareholders, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on these indications the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. However, given the continued losses, despite the stated intentions of the main shareholders, there can be no certainty that future funding would be made available as and when required. This indicates the existence of a material uncertainty related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern and, therefore, that the company may be unable to realise its assets and discharge its liabilities in the normal course of business. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Notes *(continued)*

1 Accounting policies *(continued)*

1.3 Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings made up to 31 December 2021. A subsidiary is an entity that is controlled by the parent. The results of subsidiary undertakings are included in the consolidated profit and loss account from the date that control commences until the date that control ceases. Control is established when the Company has the power to govern the operating and financial policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. Under Section 408 of the Companies Act 2006, the Company is exempt from the requirement to present its own profit and loss account. In the parent financial statements investment in subsidiaries is carried at cost less impairment.

1.4 Foreign currency

Transactions in foreign currencies are translated to the Group's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

1.5 Classification of financial instruments issued by the Group

In accordance with FRS 102.22, financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and
- where the instrument will or may be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the entity's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.6 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Other financial instruments

Financial instruments not considered to be Basic financial instruments (Other financial instruments). Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss. As the Company's shares are not publicly traded, judgement is required in order to ascertain the fair value of other financial instruments.

Notes *(continued)*

1 Accounting policies *(continued)*

Investments in subsidiaries

Investment in subsidiaries is included in the current financial statement at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

1.7 Intangible fixed assets other than goodwill

Expenditure on internally generated goodwill and brands is recognised in the profit and loss account as an expense as incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and less accumulated impairment losses.

The costs of intangible asset acquired in a business combination are capitalised separately from goodwill if the fair value can be measured reliably at the acquisition date.

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Website development costs 3 years

1.8 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

The Group assesses at each reporting date whether tangible fixed assets are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. The estimated useful lives are as follows:

- Leasehold improvements Straight line over the same term as the relevant property lease
- Fixtures, fittings and equipment Straight line over the same term as the relevant property lease

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the Group expects to consume an asset's future economic benefits.

1.9 Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Group would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding

Notes *(continued)*

1 Accounting policies *(continued)*

1.9 Impairment (continued)

of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. 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 the purpose of the impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets.

An impairment loss is recognised if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.10 Employee benefits

Defined contribution plans and other long-term employee benefits

A defined contribution plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

Share-based payment transactions

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Company.

Where the Company is part of a group share-based payment plan, it recognises and measures its share-based payment expense on the basis of a reasonable allocation of the expense recognised for the Group. The basis of such allocation is disclosed in note 16.

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured based on an option valuation model, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

1.11 Turnover

Turnover is recognised at the fair value of the consideration received or receivable in respect of services provided relating to the sale of property, net of any trade or settlement discounts, volume rebates and any sales taxes.

The Company's material revenues come via instructions and referrals.

Instruction revenue

The majority of instruction revenue is generated from Pay Now, Pay Later and No Sale No Fee products.

Notes *(continued)*

1 Accounting policies *(continued)*

1.11 Turnover (continued)

For Pay Now and Pay Later instructions, the service provides listing of the property on the Company's website. Revenue is recognised at the point instruction is given for Pay Now instructions, as this approximates the timing at which the listing is created and there is no further involvement required from the Company. Revenue is recognised at the point of listing for Pay Later instructions. The future economic benefits related to Pay Later instructions are received at the point the service is provided, as the credit terms are provided by a third party.

No Sale No Fee transactions are recognised upon legal completion of the property sale as this is the point at which the customer is contractually bound to settle the fees, and the outcome of the transaction cannot be estimated reliably until this event.

There are several additional services provided over time and which can be purchased by customers who list their properties for sale. These services include premium portal listings and viewing packages, which are priced differently and can be purchased separately. Premium portal listings are recognised at the point instruction as this approximates the timing at which the listing is created and there is no further involvement required from the Company. Viewing packages are recognised over the historic average period from initial instruction to a sales transaction as this is the period over which the service is provided.

Financial Services turnover is derived from an agency relationship with it's agreed network provider. As such turnover is recognised net of intermediary commission and supervision costs.

Referral revenue

Where the Company introduces sellers and buyers of properties to one of the Company's third-party partners for referral services, the Company earns commission for these referrals, which is due at completion of the property transaction.

Referral revenue is recognised at the point of completion which is the point when control of the services provided passes to the customer and economic benefits flow to the entity.

Brokerage revenue

Brokerage revenue is recognised at the point of receipt of consideration.

1.12 Other revenue

Other revenue consists of the proceeds from a Research and Development tax credit and receipts from a prior year insurance claim.

1.13 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable in profit or loss using the effective interest method.
Other interest receivable and similar income include interest receivable on funds invested.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

1.14 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Notes *(continued)*

1 Accounting policies *(continued)*

1.14 Taxation (continued)

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

1.15 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

1.16 Change in accounting policy

In these financial statements the Group and Company has applied the following amendments to FRS 102:

Amendments to FRS 102: Interest rate benchmark reform has been adopted from 1 January 2021. The Phase 2 has been applied retrospectively, however, in accordance with the exceptions permitted in the Phase 2 amendments, the Group has elected not to restate comparatives for the prior periods to reflect the application of these amendments. Since the Group has no transactions for which the benchmark rate had been replaced with an alternative benchmark as at 31 December 2020, there is no impact on the opening equity balances as a result of retrospective application.

2 Critical accounting estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reporting of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised in the period in which the estimate is revised. Information about significant areas of estimation and judgements that have the most significant impact on the financial statements are described in the following notes:

Estimates

2.1 Share based payments

The fair value of services received in return for share options granted are measured by reference to the fair value of goods or services received or reference to the fair value of share options granted. The estimate of fair value is measured using the Black-Scholes model.

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

Notes *(continued)*

2 Critical accounting estimates and judgements *(continued)*

Judgements

2.2 Capitalisation of intangible assets

The Company recognises an intangible asset in respect of software development which forms an essential part of Company's product that brings economic benefits to the entity. Management estimate the amount of time spent by development engineers in developing intangible assets and capitalise a proportion of their time accordingly. The cost can be measured reliably and is identified via payroll and invoices. After capitalisation, management monitor whether the recognition requirements continue to be met and whether there are any signs the asset may be impaired.

2.3 Revenue recognition

The Company recognises revenue for the services provided for Pay Now and Pay Later products upon instruction and listing of the property respectively. The Company has taken a judgment that the point the instruction is given approximates with the timing at which the listing is created.

2.4 Fair Value of other Instruments

The Company measures its convertible loan notes at fair value, being the present value of the expected future cash outflows discounted at a market rate of interest. As the Company has no external borrowings from which it can infer a market rate of interest, management needs to apply its judgment in order to select an appropriate rate.

£3,000,000 of convertible loans were issued on 22 November 2021, bearing an interest rate of 10%. As of this date, management concluded that, based on market research, 10% was a reasonable market rate of interest, and so the transaction price was deemed to be equal to the fair value of the convertible loan noted.

As of 31 December 2021, 1 month and 9 days after the issue date, management revisited its assumptions and concluded that there had been no change in either the market rate of interest or the business' risk profile, resulting in no change to the fair value of the convertible loan notes.

Notes *(continued)*

3 Turnover

	2021	2020
	£	£
Instructions	**13,725,581**	12,553,563
Referrals	**3,148,177**	1,390,561
Brokerage fees	**1,781,995**	441,465
Other	-	101,882
Total turnover	**18,655,753**	14,487,471

All revenue relates to mortgage brokering and property agency services rendered in the United Kingdom.

4 Expenses and auditor's remuneration

Included in profit/loss are the following:

	2021	2020
	£	£
Depreciation of tangible fixed assets	**152,201**	339,929
Amortisation and loss on disposal of tangible fixed assets	**253,478**	297,788

Auditor's remuneration:

	2021	2020
	£	£
Audit of these financial statements	**80,000**	70,720
Taxation compliance services	**3,500**	3,750

5 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	2021	2020
Brokers	**43**	**17**
Head Office staff	**46**	**47**
Contact Centre staff	**88**	**95**
	177	**159**

Notes *(continued)*

5 Staff numbers and costs *(continued)*

The aggregate payroll costs of these persons were as follows:

	2021	2020
	£	£
Wages and salaries	**7,228,750**	6,190,502
Social security costs	**813,890**	707,887
Contributions to defined contribution plans	**113,211**	100,839
Share based payments (See note 16)	**666**	11,767
	8,156,517	7,010,995

The Group had outstanding contributions of £24,463 to defined contribution plan at the end of the year (2020: £23,385).

6 Directors' remuneration

	2021	2020
	£	£
Directors' remuneration	**112,809**	110,468

The remuneration of the highest paid director was £112,809 *(2020: £110,468)*. No payments were made to any pension scheme on behalf of the directors in either the current or prior year. Key management personal are considered to be the same as directors.

7 Other interest receivable and similar income

	2021	2020
	£	£
Bank interest	**257**	6,123
Other income	**202,335**	-
	202,592	6,123

8 Taxation

Total tax expense recognised in the profit and loss account

	2021	2020
	£	£
Current tax		
Current tax on income for the period	-	-
UK corporation tax at 19%	-	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	**1**	-
Effect of tax rate change on opening balance	**(1)**	-
Total deferred tax charge		
	-	-

Notes *(continued)*

8 Taxation *(continued)*

Deferred tax asset not recognised was £21,945,729 as at December 2021 and £14,243,647 as at December 2020.

Reconciliation of effective tax rate

	2021	2020
	£	£
Loss for the year	**(4,608,568)**	(5,775,585)
Total tax expense	-	-
Loss excluding taxation	**(4,608,568)**	(5,775,585)
Tax on loss on ordinary activities at standard CT rate of 19% *(2020: 19%)*	**(875,628)**	(1,097,361)
Effects of:		
Fixed asset differences	**(945)**	54,751
Income not deductible for tax purposes	**(1,369)**	(55,220)
R&D expenditure credits	**2,475**	5,870
Deferred tax not recognised	**1,151,931**	1,091,960
Remeasurement of deferred tax for changes in UK tax rate from 19% to 25%	**(276,464)**	-
Total tax expense included in profit or loss	-	-

Factors that may affect future current and total tax charges

In the 3 March 2021 Budget it was announced that the UK tax rate will increase to 25% from 1 April 2023. This will have a consequential effect on the Group's future tax charge.

Notes *(continued)*

9 Group tangible fixed assets

	Fixtures, fittings and equipment £	Leasehold Improvements £	Total £
Cost			
Balance at 1 January 2021	605,526	420,879	1,026,405
Additions	21,382	-	21,382
Balance at 31 December 2021	626,908	420,879	1,047,787
Depreciation and impairment			
Balance at 1 January 2021	476,653	351,274	827,927
Depreciation charge for the year	83,821	68,380	152,201
Balance at 31 December 2021	560,474	419,654	980,128
Net book value			
At 31 December 2021	**66,434**	**1,225**	**67,659**
At 31 December 2020	**128,873**	**69,605**	**198,478**

Company tangible assets	Fixtures, fittings and equipment £	Leasehold Improvements £	Total £
Cost			
Balance at 1 January 2021	563,007	420,879	983,886
Additions	1,533	-	1,533
Balance at 31 December 2021	564,540	420,879	985,419
Depreciation and impairment			
Balance at 1 January 2021	468,759	351,274	820,033
Depreciation charge for the year	64,906	68,380	133,286
Balance at 31 December 2021	533,665	419,654	953,319
Net book value			
At 31 December 2021	**30,875**	**1,225**	**32,100**
At 31 December 2020	**94,248**	**69,605**	**163,853**

10 Group and company intangible assets

	Website development costs £
Cost	
Balance at 1 January 2021	1,264,634
Additions	312,944
Balance at 31 December 2021	1,577,578
Amortisation	
Balance at 1 January 2021	908,388
Charge for the year	253,478
Balance at 31 December 2021	1,161,866
Net book value	
At 31 December 2021	**415,712**
At 31 December 2020	**356,246**

Notes *(continued)*

11 Debtors

	Group 2021	Company 2021	Group 2020	Company 2020
	£	£	£	£
Trade debtors	**244,972**	**244,972**	172,577	172,577
Other debtors	**138,277**	**138,277**	255,191	255,194
Amounts owed by Group Undertakings	**-**	**838,450**	-	541,937
Prepayments and accrued income	**736,796**	**705,739**	430,012	397,071
	1,120,045	**1,927,438**	857,780	1,366,779

All debtors are due within one year except for the amounts owed by group undertakings (2021: £838,450 and 2020: £541,937 due after more than 1 year).

Part of the consolidated and company other debtors balances is £84,966 (2020: £139,966) of the credit line with the related party DMGT.

12 Creditors: amounts falling due within one year

	Note	Group 2021	Company 2021	Group 2020	Company 2020
		£	£	£	£
Trade creditors		**461,669**	**428,028**	638,029	585,784
Other creditors		**22,931**	**22,933**	402	404
Accruals and deferred income		**734,491**	**726,492**	678,572	675,572
Taxation and social security		**372,941**	**321,396**	1,313,173	1,275,765
Convertible loan notes	*18*	**3,000,000**	**3,000,000**	-	-
		4,592,032	**4,498,849**	2,630,176	2,537,525

13 Fixed Asset Investments

	Shares in group undertakings £	Shares in company undertakings £
Movements in fixed asset investments		
Cost or valuation		
At 31 December 2020	402	404
Consolidated subsidiary	-	-
At 31 December 2021	402	404
Carrying amount	402	404
At 31 December 2020	402	404
At 31 December 2021	402	404

Notes *(continued)*

13 Fixed Asset Investments *(continued)*

In all the undertakings below the Group's and Company's interest at the year-end is 100%.

All undertakings are registered under Suite 4, Building 4, Hatters Lane. Watford, WD18 8YF.

In the year ending 31 December 2021, Scout Financial Services Limited was exempt from audit of its individual financial statements under section 479a of the Companies Act 2006.

Subsidiary Undertakings	Country of Incorporation	Principal Activity	Registered number	Total shares
Hillgate Financial Services Limited	United Kingdom	Dormant	09907935	2
Scout Financial Services Limited	United Kingdom	Operating/Consolidated	09906155	2
Yopa Property Sales Limited	United Kingdom	Dormant	10054986	100
Yopa Estate Agents Limited	United Kingdom	Dormant	10055050	100
Yopa Investments Limited	United Kingdom	Dormant	10068340	100
Yopa Lettings Limited	United Kingdom	Dormant	10054884	100

Per section 405 of the Companies Act 2006 Yopa Property Limited has taken the exemption to not include the dormant entities in the consolidation on a basis that the inclusion is not material for the purpose of giving a true and fair view if taken together.

14 Capital and reserves

	Preference shares of £1 each	Ordinary shares
In thousands of shares		
On issue at 1 of January	9,431,876	5,326,619
On issue at 31 of December	9,431,876	5,326,619

Share capital

	2021	2020
	£	£
Ordinary share capital Issued and fully paid		
0 Ordinary D* shares of £1 each	-	-
2,311,315 Ordinary F shares of £1 each	**2,311,315**	2,311,315
230,734 Ordinary I shares of £1 each	**230,734**	230,734
1,470,840 Ordinary S shares of £1 each	**1,470,840**	1,470,840
4,095,767 C-1* Preference Shares of £1 each	**4,095,767**	4,095,767
2,223,667 C-2* Preference Shares of £1 each	**2,223,667**	2,223,667
3,112,442 C-3* Preference Shares of £1 each	**3,112,442**	3,112,442
8,968 Ordinary E shares of £1 each	**8,968**	8,968
1,304,762 Ordinary L shares of £1 each	**1,304,761**	1,304,761
	14,758,494	14,758,494

The holders of ordinary shares are entitled to receive dividends as declared from time to time. Ordinary D, F, S and L shares are entitled to one vote per share at meetings of the Company.

Notes *(continued)*

14 Capital and reserves *(continued)*

D Shares

The 0 ordinary shares of £1 each have full voting, dividend and capital distribution (including on winding up) rights; pre-exemption rights on allotment and on transfer of shares, directors may decline transfers, they do not confer any rights of redemption.

E Shares

The 8,968 ordinary shares of £1 each shall not be entitled to any voting rights (except at class meeting where a variation class rights is proposed), they are entitled to receive dividends and capital distribution (including on winding up) rights in proportion to their holding; pre-emption rights on allotment and on transfer of shares, directors may decline transfers, they do not confer any rights of redemption.

F Shares

The 2,311,315 ordinary shares of £1 each have full voting, dividend and capital distribution (including on winding up) rights; pre-emption rights on allotment and on transfer of shares, directors may decline transfers, they do not confer any rights of redemption.

I Shares

The 230,734 ordinary shares of £1 each shall not be entitled to any voting rights (except at class meeting where a variation of class rights is proposed), they are entitled to receive dividends and capital distribution (including on winding up) rights in proportion to their holding; pre-emption rights on allotment and on transfer of shares, directors may decline transfers, they do not confer any rights of redemption.

L Shares

The 1,304,762 ordinary shares of £1 each have full voting, dividend and capital distribution (including on winding up) rights, pari passu with other holders of ordinary shares; pre-emption rights apply on transfer of shares' they do not confer any rights of redemption.

S Shares

The 1,470,840 ordinary shares of £1 each have attached to them full voting, dividend and capital distribution (including on winding up) rights, transfer notice and pre-emption rights on transfer of shares; they do not confer any rights of redemption.

C1 Preference Shares

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; rights entitling the holder to payment of the amount equal to the subscription price paid for the C-1 preference share on a return of capital in preference to receipt of any proceeds by the ordinary shareholders transfer notice and pre-emption rights on transfer of shares.

C2 Preference Shares

The shares have full voting, dividend and capital distribution (including on winding up) rights; rights entitling the holder to payment of the amount equal to the subscription price paid for the C-2 preference share on a return of capital in preference to receipt of any proceeds by the ordinary shareholders; transfer notice and pre-emption rights on transfer of shares.

C3 Preference Shares

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; rights entitling the holder to payment of the amount equal to the subscription price paid for the C-3 preference share on a return of capital in preference to receipt of any proceeds by the ordinary shareholders, the C-1 Preference shareholders and the C-2 preference shareholders; transfer notice and pre-emption rights on transfer of shares.

Notes *(continued)*

15 Analysis of Changes in Net Debt

	Note	December 2020 £	Cash flows 2021 £	Non cash changes £	December 2021 £
Cash		5,235,941	(5,844,830)	-	(608,889)
Borrowings	18	-	-	3,000,000	3,000,000
Total net debt		5,235,941	(5,844,830)	3,000,000	2,391,111

16 Employee Benefits

Defined contribution plans

The Company operates a number of defined contribution pension plans.

The total expense relating to these plans in the current year was £ 113,211 (2020: £301,470).

Share Based Payments

The terms and conditions of the grants are as follows:

Grant date	Scheme No	Type of scheme	Employees entitled	Number of options outstanding	Performance conditions	Exercise Price	Earliest exercise date	Expiry date
17/05/2016	1	EMI	2	8,017	Length of service	£1.00	31/05/2016	17/05/2026
11/05/2017	6	EMI	1	17,175	Length of service	£10.06	11/05/2017	11/05/2027
23/05/2017	8	EMI	1	1,000	Length of service	£10.06	23/05/2017	23/05/2027
13/06/2017	9	EMI	1	600	Length of service	£10.06	13/06/2017	13/06/2027
06/04/2018	11	EMI	2	2,000	Length of service	£15.33	06/04/2020	06/04/2028
27/04/2018	12	EMI	1	79,731	Length of service	£1.00	27/04/2018	27/04/2028
27/04/2018	13	EMI	1	79,731	Length of service	£10 06	27/04/2018	27/04/2028
03/05/2018	14	EMI	1	16,500	Length of service	£10 06	31/12/2018	03/05/2028
18/06/2018	15	EMI	1	4,188	Length of service	£1 00	18/06/2018	18/06/2028
29/01/2020	16	EMI	8	942,636	Length of service	£0.01	20/08/2019	20/08/2029
17/11/2020	17	EMI	9	255,469	Length of service	£0.01	01/09/2020	01/09/2030

Notes *(continued)*

16 Employee Benefits *(continued)*

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2021	**Number of options 2021**	Weighted average exercise price 2020	Number of options 2020
Outstanding at the beginning of the year	**0.92**	**1,620,264**	4.06	485,778
Granted during the year	**-**	**-**	0.01	1,554,206
Exercised during the year	**-**	**-**	-	-
Forfeited during the year	**0.28**	**(213,217)**	1.17	(419,720)
Outstanding at the end of the year	**1.02**	**1,407,047**	0.92	1,620,264
Exercisable at the end of the year	**1.82**	**700,196**	3.09	424,435

The fair value of services received in return for share options granted are measured by reference to the fair value of goods or services received or reference to the fair value of share options granted. The estimate of fair value is measured using the Black-Scholes model.

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility due to publicly available information.

The total expenses recognised for the year and the total equity recognised at the end of the year arising from share-based payments are as follows:

	Equity-settled share based payment transactions recorded in equity 2021 £	**Equity-settled share based payment transactions recorded in equity 2020 £**
Total equity brought forward at 1 January	**917,908**	1,219,378
Equity-settled share based payment transactions		
Share based payment expense	**666**	11,767
Forfeited share options	**(7,872)**	(313,237)
Total share based credit	**(7,206)**	(301,470)
Total equity carried forward at 31 December	**910,702**	917,908

The equity-settled share based payment transactions are recorded within the profit and loss account component of equity. A separate share options reserve is not presented in the financial statements.

Notes *(continued)*

17 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:

	2021	2020
	£	£
Within one year	**284,713**	267,620
More than one year	**1,378,643**	1,663,356
	1,663,356	1,930,976

During the year £268,781 was recognised as an expense in respect of operating leases (2020: £353,402).

18 Related parties

Related party transactions

As at 31 December 2021 included within the debtors total were amounts owed by Embrace Financial Services Limited of £1,985 *(2020: £1,985)*. Embrace Financial Services Limited is part of the LSL Group, a Shareholder of the Company. Total amount of transactions of £nil (*2020:* £nil) were recognised during the year for mortgage lead referrals. Per our best knowledge the services provided were at an arm's length basis.

The Company has a media credit line from Daily Mail Group (DMGT), a Shareholder of the Company. The total balance of £85,316 (*2020: £139,966*) included in Other Debtors in the Balance Sheet is to be used for services provided. Total amount of transactions of £59,666 (*2020:* £331,382) were recognised during the year for marketing services. £55,000 worth of services were provided at a 50% discount to the usual arm's length rate.

During the financial year ended 31 December 2021 Landmark Information Group, part of Daily Mail and General Trust plc (DMGT), a shareholder of the Company, acquired the conveyancing panel management business of Aventria and renamed it Optimus. As at 31 December 2021 included within the debtors total were £nil (*2020: £nil*). The total amount of transactions of £3,106,598 (*2020:* £1,190,072) were recognised during the year. Per our best knowledge the services provided were at an arm's length basis.

As at 31 December 2021 included within the creditors total were amounts owed to Landmark Information Group, part of Daily Mail and General Trust plc (DMGT), a shareholder of the Company of £4,560 *(2020: £1,350)*. Total amount of transactions of £93,699 (*2020:* £77,090) were recognised during the year. Per our best knowledge the services provided were at an arm's length basis.

As at 31 December 2021 included within the debtors total were £nil (*2020: £nil*) owed by Primis/First complete which is owed by Yopa shareholder LSL. Per our best knowledge the services provided were at an arm's length basis. The total amount of transactions of £1,232,641 (*2020: £288,699*) were recognised during the year.

On 22 November 2021, Yopa created £5,000,000 of unsecured convertible loan notes. DMGV Limited, part of the DMGT Group, immediately subscribed to £2,285,727 convertible loan notes and a further £714,273 were subscribed to by Grosvenor Hill Venture Limited (existing shareholder). The loan notes are interest-bearing at a rate of 10% per annum. As of 31 December 2021, both convertible loan balances remained outstanding in full and £32,055 of interest had been accrued. The loan notes convert at the earlier of their maturity date (22 November 2024) or a convertible event, with the latter being either a change of control or a financing event.

19 Ultimate controlling party

The Company is an associate undertaking of DMGV limited. There is no ultimate controlling party.

20 Subsequent events

On 6 June 2022, the Company issued a further £2,000,000 of convertible loan notes to its existing investor group.