
TODAYTIX, LTD.

UNAUDITED

FINANCIAL STATEMENTS

INFORMATION FOR FILING WITH THE REGISTRAR

FOR THE YEAR ENDED 31 DECEMBER 2018



TODAYTIX, LTD.

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TODAYTIX, LTD.
REGISTERED NUMBER: 09362667

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 as restated £
Fixed assets			
Tangible assets	4	15,951	6,827
		<u>15,951</u>	<u>6,827</u>
Current assets			
Debtors: amounts falling due within one year	5	647,390	395,330
Cash at bank and in hand		904,484	240,004
		<u>1,551,874</u>	<u>635,334</u>
Creditors: amounts falling due within one year	6	(2,508,366)	(1,541,548)
Net current liabilities		<u>(956,492)</u>	<u>(906,214)</u>
Total assets less current liabilities		<u>(940,541)</u>	<u>(899,387)</u>
Net liabilities		<u>(940,541)</u>	<u>(899,387)</u>
Capital and reserves			
Called up share capital		1,000	1,000
Capital contribution reserve		702,385	702,385
Profit and loss account		(1,643,926)	(1,602,772)
Shareholder's deficit		<u>(940,541)</u>	<u>(899,387)</u>

TODAYTIX, LTD.
REGISTERED NUMBER: 09362667

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2018

The directors consider that the company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

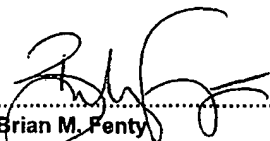
The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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 income and retained earnings 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:


.....
Brian M. Penty
Director

Date: 19/12/2019

The notes on pages 3 to 8 form part of these financial statements.

TODAYTIX, LTD.

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

1. General information

TodayTix, Ltd. is a private company limited by shares, incorporated and domiciled in the United Kingdom. The address of the registered office is 5 New Street Square, London, EC4A 3TW, with its principal place of business at Second Floor, 123-125 Curtain Road, London, EC2A 3BX. The company is registered at Companies House England and Wales. Its registered number is 09362667.

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 judgment in applying the company's accounting policies.

The following principal accounting policies have been applied:

2.2 Going concern

Despite the results for the year ended 31 December 2018 the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of at least twelve months from the date of signing this report.

The company relies on the continued support from its parent company TodayTix, Inc., which has confirmed that it will continue to provide this for the foreseeable future. On that basis, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2.3 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 income and retained earnings except when deferred in other comprehensive income as qualifying cash flow hedges.

TODAYTIX, LTD.

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

2. Accounting policies (continued)

2.4 Revenue

Turnover, which is stated net of discounts, rebates, valued added tax, and other sales tax or duty, represents the gross retail margin of sales of tickets.

Revenue from the sale of tickets is recognised when a sale is made. Revenue from advertising streams is recognised over the period of the contract.

2.5 Operating leases: the company as lessee

Rentals paid under operating leases are charged to the Statement of income and retained earnings on a straight line basis over the lease term.

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

2.6 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in the Statement of income and retained earnings when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2.7 Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the Statement of income and retained earnings over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each Statement of financial position date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to Statement of income and retained earnings over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the Statement of income and retained earnings is charged with fair value of goods and services received.

TODAYTIX, LTD.

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

2. Accounting policies (continued)

2.8 Taxation

Tax is recognised in the Statement of income and retained earnings, 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 reporting date in the countries where the company operates and generates income.

2.9 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.

The estimated useful lives range as follows:

Office equipment	- 3 years
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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 income and retained earnings.

2.10 Debtors

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

2.11 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions.

2.12 Creditors

Short term creditors are measured at the transaction price.

2.13 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.

TODAYTIX, LTD.

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

3. Employees

The average monthly number of employees, including directors, during the year was 8 (2017 - 9).

4. Tangible fixed assets

	Office equipment £
Cost or valuation	
At 1 January 2018	6,868
Additions	11,558
At 31 December 2018	<u>18,426</u>
Depreciation	
At 1 January 2018	41
Charge for the year on owned assets	2,434
At 31 December 2018	<u>2,475</u>
Net book value	
At 31 December 2018	<u>15,951</u>
<i>At 31 December 2017 as restated</i>	<u>6,827</u>

5. Debtors

	2018 £	2017 as restated £
Trade debtors	63,642	132,463
Amounts owed by group undertakings	28,517	-
Other debtors	554,754	262,867
Prepayments and accrued income	477	-
	<u>647,390</u>	<u>395,330</u>

TODAYTIX, LTD.

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

6. Creditors: Amounts falling due within one year

	2018	<i>2017 as</i>
	£	<i>restated</i>
		£
Trade creditors	730,545	937,914
Amounts owed to group undertakings	1,277,411	369,399
Other taxation and social security	246,685	78,119
Other creditors	34,321	-
Accruals and deferred income	219,404	156,116
	2,508,366	<i>1,541,548</i>

7. Share based payments

The company participates in a share option scheme for all employees. Options are exercisable on the shares of the ultimate parent company at a price equal to the estimated fair value of the ultimate parent company's shares on the date of the grant.

The Black-scholes pricing model is used in determining the fair value of the shares.

The vesting period is four years. If the options remain unexercised after a period of ten years from the date of the grant the options expire. Options are forfeited if the employee leaves the company before the options vest.

As at 31 December 2018 there were 32,216 options outstanding with an exercise price of \$0.65 per share.

The share based payments expense totaling £2,188 has not been included in the financial statements on the grounds of it being immaterial to the financial statements.

8. Prior year adjustment

During a review of the 2017 comparative financial information, it was identified that the profit and loss had been overstated by £507,028 due to transactions being omitted from the profit and loss account. An adjustment has been made to the comparatives financial statements to restate these profit and loss amount which resulted in an adjustment to reserves amounting to £507,028. The profit and loss amount amended from £1,095,744 to £1,602,772.

In respect of the balance sheet, tangible fixed assets were adjusted from £nil to £6,827, debtors falling due within one year from £248,563 to £395,330, cash at bank from £226,894 to £240,004, and creditors falling due within one year from £1,570,201 to £1,541,548.

In respect of other reserves, the amount was adjusted from £nil to £702,385.

TODAYTIX, LTD.

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

9. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £9,733 (2017 - £7,327). Contributions totalling £nil (2017 - £nil) were payable to the fund at the reporting date.

10. Related party transactions

The company has taken advantage of the exemption available under section 33.1A of Financial Reporting Standard 102, not to disclose transactions with other wholly owned members of this group.

11. Controlling party

The company is a wholly owned subsidiary of TodayTix Inc., a company incorporated in the United States of America.

The smallest group in which the results of the company are consolidated is that headed by TodayTix, Inc., with its registered office at 32 6th Ave, Floor 23, New York, NY 07310, United States of America.