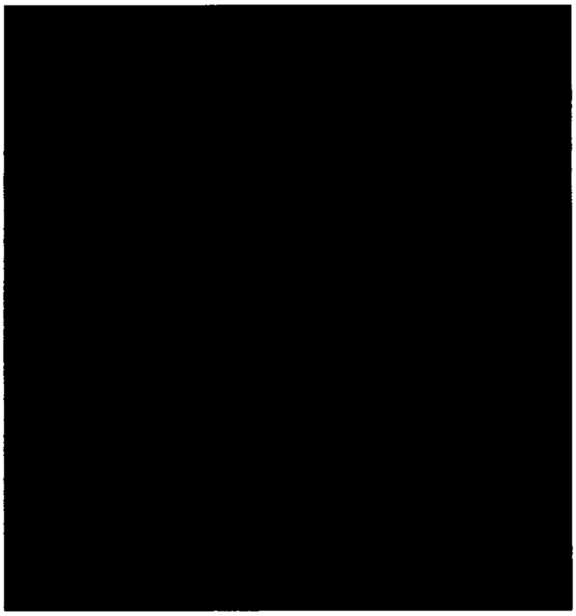

TodayTix Limited

Registered No. 09362667

Registered office:
5 New Street Square
London EC4A 3TW

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Directors
Brian Fenty, London
Merritt Baer, London

Bankers
JP Morgan Chase Bank
1st Floor, Hampshire Building, Chaseside
Bournemouth, Dorset

Auditor
Crowe LLP
4th Floor
St James House
St James' Square
Cheltenham
GL50 3PR

Lawyers and company secretary
Taylor Wessing
5 New Street Square
London
EC4A 3TW

Strategic report

The directors present their strategic report on the Group for the year ended 31 December 2022.

Introduction

The principal activity of TodayTix Limited and the Group is that of a theatre ticketing agent. The subsidiary undertakings principally affecting the profits or net assets of the Group in the year are listed in note 16 to the financial statements.

Covid-19 disclosures

The spread of Covid-19 around the world, leading to the worldwide pandemic, had a significant impact on the Group's revenue streams in 2020 and 2021, and this continued into 2022. Theatres began to reopen in late summer 2021 with the Group posting a strong last quarter, but this progress stalled briefly in December 2021 with the arrival of a new Covid-19 variant. There has been a strong recovery in the West End theatre market from Q1 2022 and this recovery has continued up to the signing of these accounts.

As well as impacting the theatre industry specifically, the pandemic has severely impacted tourism more generally. The Group's core business is dependent on both a vibrant West End theatre offering and on tourism, and as a result there was a significant decline in the Group's revenue stream in 2021. The Group recovered strongly in 2022 as a result of the lifting of Covid restrictions, as discussed in the operating and business review.

The Group's forecasts and projections assume a full recovery from the impacts of the pandemic over a prolonged period of time. The opinion of the directors, taking into account the latest forecast information, is that no impairment of fixed assets or goodwill is required.

Operating and business review

The Group continues with the strategy of utilising multiple distribution channels to provide London theatre tickets and ancillary products to a worldwide consumer base.

During the pandemic the development of direct connectivity to venue systems has continued to increase the inventory base. This improvement in access to inventory has aided sales growth as restrictions eased and the theatres reopened.

The Group showed an increase in sales over last year, with a revenue of £33,659,786 compared to revenue of £11,470,773 in 2021, following the lifting of Covid restrictions in the United Kingdom part way through 2021 and the Group being well placed to take advantage of heightened consumer demand. The rebound was slowed by the emergence of a new variant in December 2021, but this was short lived, and pent up demand has led to a significant increase in sales in 2022, which has continued into 2023.

Statement by the directors in performance of their statutory duties in accordance with s172(1) Companies Act 2006

The Board of Directors of TodayTix Limited consider, both individually and together, that they have acted in the way they, in good faith, consider would be most likely to promote the success of the company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 31 December 2022.

The budget (approved at Board level) was designed to have a long-term beneficial impact on the company and to contribute to its success in delivering market leading ticketing software and developing its market share.

Our employees are fundamental to the delivery of our plan. We aim to be a responsible employer in our approach to the pay and benefits our employees receive. The health, safety and well-being of our employees is one of our primary considerations in the way we conduct our business, and all employees have access to mental health and other support services.

We undertake surveys to monitor employee engagement. The survey results have been fed into action plans to improve employee engagement across the company. We have regular "Townhall" meetings where employees hear from the Chief Executive Officer and have the opportunity to discuss the latest innovations with members of the Executive team. All employees have the opportunity to ask Executives and heads of department questions anonymously in advance of the meetings.

We aim to act responsibly and fairly in how we engage with our suppliers and our credit providers, all of whom are integral to the success of the business. As the Board of Directors, our plan is to behave responsibly and ensure that the business is operated in a responsible manner, with a high standard of business conduct and good governance and so contribute to the reputation and value of the business. The aim is to nurture our reputation, through responsible behaviours, whilst delivering our plan. As the Board of Directors, our intention is to behave responsibly toward our shareholders and treat them fairly and equally, so they too may benefit from the successful development of our business.

Future developments

The Group has continued to invest in its technology platform both throughout and since the pandemic. This investment, focusing on delivering a best-in-class user experience and added functionality, will enable the Group to drive growth across the business. The directors believe the Group is in a strong position to service its customers and partners in 2023.

Principal risks and uncertainties

The principal risk of the business is a downturn in theatre attendance, and such a downturn could be caused by adverse changes in the economic situation, global pandemics and terrorist activity.

The Covid-19 pandemic severely disrupted the Group's activities in 2020 and 2021 as it caused the temporary closure of theatres across the UK and adversely impacted both domestic and international tourism. The Group was able to resume its ticket sales in 2022. Covid-19 continues to be a risk to the business but is much less significant than in previous years.

Financial risk management objectives and policies

The Group's activities expose it to a number of financial risks including cash flow and liquidity risk. The Group does not have or use derivative financial instruments for speculative purposes.

Cash flow and interest rate risk

The Group's activities expose it primarily to the financial risks of changes to interest rates. The Group does not hedge against interest rate movements, and has limited exposure to interest rate risk.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group is dependent on its parent company TodayTix, Inc. The TodayTix Limited Group does not have any external loans.

Financial KPIs

The company considers its key performance indicators to be:

Revenue – Turnover was £33,659,786 for the year ended 31 December 2022 and £11,470,773 for the year ended 31 December 2021.

Operating (loss)/profit – Operating profit was £4,254,583 for the year ended 31 December 2022 and a loss of £(9,694,972) for the year ended 31 December 2021.

Going concern

The financial position of the Group is set out on page 15 and its cash flows on page 19.

The Covid-19 pandemic developed rapidly in 2020 and impacted TodayTix Limited's business due to restrictions placed on live events. The resulting impact of the virus on operations and measures taken by the UK Government to contain the virus had a negative effect on trading performance in 2020 and 2021, and 2022 was the first full year since the pandemic where TodayTix Limited was able to sell tickets to theatre shows.

There are now no restrictions on the performance of live events, and the Group's forecasts and projections assume a continuing recovery from the pandemic. The Group's forecasts and projections assume a full recovery from the impacts of the pandemic over a prolonged period of time. The Group continues to receive financial support from the wider TodayTix, Inc Group.

The beneficial owner, TodayTix, Inc., has indicated its intention to provide financial support as necessary over the period of twelve months from the date of approval of these financial statements to enable the Group to meet its liabilities as they fall due. It is believed that sufficient funds will be made available to maintain the Group as a going concern.

The ultimate parent of TodayTix, Inc., Great Hill Partners, has indicated its intention to provide financial support as necessary to the TodayTix, Inc. Group over the period of twelve months from the date of approval of these financial statements, subject to its ability to raise additional equity and/or debt capital should that be required, to enable the wider TodayTix, Inc. Group to meet its liabilities as they fall due. It is believed that sufficient funds will be made available to maintain the Group as a going concern. However, this intention is not a legally binding commitment to the TodayTix, Inc. Group and so there can be no certainty that funding will be forthcoming if required.

Although not entirely insulated from the ongoing economic cost of living crisis which commenced in late 2021, the theatre industry and the wider TodayTix, Inc. Group is performing well against a backdrop of high inflation. This is underpinned by its results largely tracking in line with expectations in 2023 and strong forecasts for the remainder of the year and into 2024.

Given the factors above, the directors believe that there are no material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Approved by the Board and signed on its behalf by:

Brian Fenty

Director
Date: 26 September 2023

Directors' report

The directors present their annual report on the affairs of the Group, together with the audited consolidated financial statements and auditors' report, for the year ended 31 December 2022.

Principal activities and review of the business

The principal activity of TodayTix Limited is that of a theatre ticketing agent. The Group sells London theatre tickets as well as ancillary products including to restaurants, attractions and hotels through multiple distribution channels. The subsidiary undertakings principally affecting the profits or net assets of the Group in the year are listed in note 16 to the financial statements. Future developments are discussed in the strategic report on page 3 of the financial statements and financial risk management objectives and policies are discussed in the strategic report on page 5 of the financial statements.

Results and dividends

The Group's profit before tax for the financial year amounted to £4,255,360 (2021 loss: £9,709,638). During the year, no interim dividends were paid. The directors do not recommend the payment of a final dividend.

Going concern

The financial position of the Group is set out on page 15 and its cash flows on page 19.

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Given the factors above, the directors believe that there are no material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Research and development

Research and development has been undertaken in order to develop a ticketing platform that supports the wholesale ticket market and will deliver enhanced customer relationship management. Total spend on research and development in 2022 was £2,213,677 (2021: £1,782,935).

Political and charitable donations

No political donations were made by the Company or the Group in 2022 (2021: £nil). £3,455 of charitable donations were made by the Group in 2022 (2021: £5,509).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

Merritt Baer (Chairman)
Brian Fenty

The Company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Statement of disclosure of information to Auditors

Each of the directors at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

TodayTix Limited

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Board and signed on its behalf by:

Brian Fenty
Director
Date: 26 September 2023

Independent auditor's report to the members of TodayTix Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of TodayTix Limited (the "parent company") and its subsidiaries (the "group") for the year ended 31 December 2022 which comprise the Consolidated profit and loss account, Consolidated balance sheet, Consolidated statement of changes in equity, Company balance sheet, Company statement of changes in equity, Consolidated cash flow statement and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2022 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The directors are responsible for the other information contained within the annual report. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion based on the work undertaken in the course of our audit

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept 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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the 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 the directors 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 for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and Taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management and the completeness and accuracy of income. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals, reviewing accounting estimates for biases and designing audit procedures to test the timing of revenue.

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. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities for the audit of the financial statements is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Chris Mould
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP

Statutory Auditor
4th Floor
St James House
St James Square
Cheltenham, GL50 3PR

Date: 26 September 2023

TodayTix Limited

Consolidated profit and loss account

for the year ended 31 December 2022

	Note	**2022**	2021
		£	£
Turnover	5	33,659,786	11,470,773
Cost of sales		(2,822,905)	(771,475)
Gross profit/(loss)		30,836,881	10,699,298
Administrative expenses		(26,916,112)	(20,590,240)
Other operating income	6	333,814	195,970
Operating profit/(loss)	7	4,254,583	(9,694,972)
Interest receivable and similar income	10	7,034	-
Interest payable and similar income	10	(6,257)	(14,666)
Profit/(loss) before taxation		4,255,360	(9,709,638)
Tax on profit/(loss)	11	(32,681)	1,743,929
Profit/(loss) for the year		4,222,679	(7,965,709)
Comprehensive income for the year		-	-
Total comprehensive profit/(loss) for the year		4,222,679	(7,965,709)

The notes on the accompanying pages form an integral part of these financial statements

TodayTix Limited

Consolidated balance sheet

as at 31 December 2022

	Note	**2022**	2021
		£	£
Fixed assets			
Goodwill	13	11,216,359	12,799,846
Intangible fixed assets	13	28,947,744	31,983,389
Tangible fixed assets	14	821,633	683,238
		40,985,736	45,466,473
Current assets			
Debtors: amounts falling due within one year	17	12,048,991	5,297,955
Deferred tax asset	21	6,530,208	7,400,816
Cash at bank and in hand		7,404,495	3,804,125
		25,983,694	16,502,896
Creditors: amounts falling due within one year	18	(36,658,743)	(35,281,838)
Net current liabilities		(10,675,049)	(18,778,942)
Total assets less current liabilities		30,310,687	26,687,531
Provisions	21	(6,530,208)	(7,550,816)
Creditors: amounts falling due over one year	18	(43,951)	(67,215)
Net assets/(liabilities)		23,736,528	19,069,500
Capital and reserves			
Called up share capital	22	1,001	1,001
Share premium	22	45,549,646	45,549,646
Capital contribution reserve	22	702,385	702,385
Share option reserve	22	520,587	76,238
Profit and loss account	22	(23,037,091)	(27,259,770)
Total equity		23,736,528	19,069,500

The financial statements for TodayTix Limited (registered number 09362667) on pages 14 to 41 were approved by the Board of Directors on 26 September 2023 and signed on its behalf by:

Brian Fenty
Director

TodayTix Limited

Consolidated statement of changes in equity

for the year ended 31 December 2022

	Called up share capital £	Share premium £	Capital contribution £	Share option reserve £	Profit and loss account £	Total equity £
At 1 January 2021	1,001	45,549,646	702,385	5,530	(19,294,061)	26,964,501
Share option charge	-	-	-	70,708	-	70,708
Loss for the year	-	-	-	-	(7,965,709)	(7,965,709)
At 1 January 2022	1,001	45,549,646	702,385	76,238	(27,259,770)	19,069,500
Share option charge	-	-	-	444,349	-	444,349
Profit for the year	-	-	-	-	4,222,679	4,222,679
At 31 December 2022	1,001	45,549,646	702,385	520,587	(23,037,091)	23,736,528

The notes on the accompanying pages form an integral part of these financial statements

TodayTix Limited

Company balance sheet

as at 31 December 2022

	Note	**2022**	2021
		£	£
Fixed assets			
Intangible fixed assets	13	2,426,098	1,061,956
Tangible fixed assets	14	229,576	36,868
Investments	15	44,940,048	44,940,048
		47,595,722	46,038,872
Current assets			
Debtors: amounts falling due within one year	17	14,025,488	8,646,368
Deferred tax asset	21	650,348	-
Cash at bank and at hand		5,162,893	2,655,325
		19,838,729	11,301,693
Creditors: amounts falling due within one year	18	(29,682,853)	(21,871,910)
Net current liabilities		(9,844,124)	(10,570,217)
Total assets less current liabilities		37,751,598	35,468,655
Provisions	21	(650,348)	-
Net assets		37,101,250	35,468,655
Capital and reserves			
Called up share capital	22	1,001	1,001
Share premium account	22	45,549,646	45,549,646
Capital contribution reserve	22	702,385	702,385
Share option reserve	22	520,587	76,238
Profit and loss account	22	(9,672,369)	(10,860,615)
Total equity		37,101,250	35,468,655

Total comprehensive profit for the year in respect of the company was £1,188,246 (2021 loss: £4,057,564).

The financial statements for TodayTix Limited (registered number 09362667) were approved by the board of directors and authorised for issue on 26 September 2023. They were signed on its behalf by:

Brian Fenty
Director

The notes on the accompanying pages form an integral part of these financial statements

TodayTix Limited

Company statement of changes in equity

for the year ended 31 December 2022

	Called up share capital	Share premium	Capital contribution	Share option reserve	Profit and loss account	Total equity
	£	£	£	£	£	£
At 1 January 2021	1,001	45,549,646	702,385	5,530	(6,803,051)	39,455,511
Share option charge	-	-	-	70,708	-	70,708
Loss for the year	-	-	-	-	(4,057,564)	(4,057,564)
At 1 January 2022	1,001	45,549,646	702,385	76,238	(10,860,615)	35,468,655
Share option charge	-	-	-	444,349	-	444,349
Profit for the year	-	-	-	-	1,188,246	1,188,246
At 31 December 2022	1,001	45,549,646	702,385	520,587	(9,672,369)	37,101,250

The notes on the accompanying pages form an integral part of these financial statements

TodayTix Limited

Consolidated cash flow statement

for the year ended 31 December 2022

	Notes	2022	2021
		£	£
Net cash generated from operating activities	23	6,354,657	5,225,978
Cash flow from investing activities			
Purchase of intangible assets	13	(2,182,842)	(1,772,950)
Purchase of tangible assets	14	(563,115)	(635,509)
Interest received		7,034	-
Net cash used in investing activities		(2,738,923)	(2,408,459)
Cash flow from financing activities			
Repayment of obligations under finance leases		(16,080)	(3,480)
Interest paid		(6,257)	-
Net cash used in financing activities		(22,337)	(3,480)
Net increase/(decrease) in cash and cash equivalents		3,593,397	2,814,039
Cash and cash equivalents at the beginning of the year		3,804,125	1,004,749
Exchange losses on cash and cash equivalents		6,973	(14,663)
Cash and cash equivalents at the end of the year		7,404,495	3,804,125

The notes on the accompanying pages form an integral part of these financial statements

1. General information

TodayTix Limited is a private company limited by shares incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006. The Company is domiciled in the United Kingdom and its registered office is 5 New Street Square London EC4A 3TW. The principal activities of the Company and its subsidiaries (the Group) and the nature of the Group's operations are set out in the strategic report on pages 3 to 6. Its registered number is 09362667.

2. Statement of compliance

The group and individual financial statements of TodayTix Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006. The company's financial statements are presented in Sterling, which is also the company's functional currency.

3. Significant accounting policies

3.1. Basis of preparation

These consolidated and separate financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value. The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group and company accounting policies. TodayTix Limited acquired the full share capital of Full House Topco Limited on 3 February 2020 and so these consolidated accounts include the operations of subsidiaries listed in note 16 to the accounts. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4. The company has taken advantage of the exemption in section 408 of the Companies Act from presenting its individual profit and loss account.

3.2. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company (its subsidiaries) made up to 31 December each year. Subsidiaries are all entities over which the Group has power to control the financial and operating policies. The Group obtains and exercises control through more than half of the voting rights. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. The financial results of subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting year as the Company. Acquisitions are accounted for under the acquisition method.

In accordance with section 479A of the Companies Act 2006 relating to audit exemption of subsidiary companies, TodayTix Limited has provided guarantees to the following subsidiaries so that they are entitled to the exemption from the audit of their individual financial statements.

Company Name	Registration No
Full House Topco Limited	08794547
Full House Midco Limited	08794621
Full House Bidco Limited	08794679
Full House Bidco No2 Limited	08802551
Encore Ticket Group Limited	07140272
Newincco 975 Limited	07140255
Encore Tickets Limited	04002600
Capital Breaks Limited	07258456
Box Office Tickets Limited	07690610

3. Significant accounting policies (continued)

3.3. Going Concern

The Covid-19 pandemic developed rapidly in 2020 and impacted TodayTix Limited's business due to restrictions placed on live events. The resulting impact of the virus on operations and measures taken by the UK Government to contain the virus had a negative effect on trading performance in 2020 and 2021, and 2022 was the first full year since the pandemic where TodayTix Limited was able to sell tickets to theatre shows.

There are now no restrictions on the performance of live events, and the Group's forecasts and projections assume a continuing recovery from the pandemic. The Group's forecasts and projections assume a full recovery from the impacts of the pandemic over a prolonged period of time. The Group continues to receive financial support from the wider TodayTix, Inc Group.

The beneficial owner, TodayTix, Inc., has indicated its intention to provide financial support as necessary over the period of twelve months from the date of approval of these financial statements to enable the Group to meet its liabilities as they fall due. It is believed that sufficient funds will be made available to maintain the Group as a going concern.

The ultimate parent of TodayTix, Inc., Great Hill Partners, has indicated its intention to provide financial support as necessary to the TodayTix, Inc. Group over the period of twelve months from the date of approval of these financial statements, subject to its ability to raise additional equity and/or debt capital should that be required, to enable the wider TodayTix, Inc. Group to meet its liabilities as they fall due. It is believed that sufficient funds will be made available to maintain the Group as a going concern. However, this intention is not a legally binding commitment to the TodayTix, Inc. Group and so there can be no certainty that funding will be forthcoming if required.

Although not entirely insulated from the ongoing economic cost of living crisis which commenced in late 2021, the theatre industry and the wider TodayTix, Inc. Group is performing well against a backdrop of high inflation. This is underpinned by its results largely tracking in line with expectations in 2023 and strong forecasts for the remainder of the year and into 2024.

Given the factors above, the directors believe that there are no material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

3.4. Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions. The company has taken advantage of the following exemptions in its individual financial statements:

• from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the company's cash flows;

• from the financial instrument disclosures, required under FRS 102 paragraphs, 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures;

• from disclosing share based payment arrangements, required under FRS 102 paragraphs 26.18(b), 26.19 to 26.21 and 26.23, concerning its own equity instruments, as the company financial statements are presented with the consolidated financial statements and the relevant disclosures are included therein; and

3. Significant accounting policies (continued)
from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7.

3.5. Business combinations
The group consolidated financial statements include the financial statements of the company and all of its subsidiary undertakings.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Where the group owns less than 50% of the voting powers of an entity but controls the entity by virtue of an agreement with other investors which give it control of the financial and operating policies of the entity, it accounts for that entity as a subsidiary. All subsidiaries in the group have the same accounting date.

Any subsidiary undertakings or associates sold or acquired during the year are included up to, or from, the dates of change of control or change of significant influence respectively.

Where control of a subsidiary is lost, the gain or loss is recognised in the consolidated income statement. The cumulative amounts of any exchange differences on translation, recognised in equity, are not included in the gain or loss on disposal and are transferred to retained earnings. The gain or loss also includes amounts included in other comprehensive income that are required to be reclassified to profit or loss but excludes those amounts that are not required to be reclassified. Where control of a subsidiary is achieved in stages, the initial acquisition that gave the group control is accounted for as a business combination. Thereafter where the group increases its controlling interest in the subsidiary the transaction is treated as a transaction between equity holders. Any difference between the fair value of the consideration paid and the carrying amount of the non-controlling interest acquired is recognised directly in equity. No changes are made to the carrying value of assets, liabilities or provisions for contingent liabilities.

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Adjustments are made to eliminate the profit or loss arising on transactions with associates to the extent of the group's interest in the entity.

3.6. Foreign currency
a) Functional and presentation currency

The group financial statements are presented in pound sterling.

The company's functional and presentation currency is the pound sterling.

b) 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 profit and loss account. All foreign exchange gains and losses are presented in the profit and loss account within 'administrative expenses'.

3. Significant accounting policies (continued)

3.7. Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, Goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. The estimated useful life of Goodwill is 10 years.

3.8. Revenue

Revenue represents sale of tickets net of value added tax or other sales duty. Revenue from the sale of goods is recognised when the sale is transacted. The date of sale of theatre tickets is determined as the date on which the customer confirms their purchase. Income is accounted for on an agency relationship basis and therefore the full ticket cost and sale is not recognised. Instead only the commission and fees are accounted for as revenue.

Other income consists mainly of income generated from marketing partners of the Group. Research and development tax credits are also included in 'other operating income'.

3.9. Employee benefits

The group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans. Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received. The group operates a number of defined contribution plans for its employees. A defined contribution plan is a pension plan under which the group pays fixed contributions into a separate entity. Once the contributions have been paid the group has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals on the balance sheet. The assets of the plan are held separately from the group in independently administered funds.

3.10. Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that ultimately the cumulative amount recognized 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 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 profit and loss over the vesting period. Where equity instruments are granted to persons other than employees, profit and loss is charged with the fair value of goods and services received.

3. Significant accounting policies (continued)

3.11. Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred taxation is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more tax, with the following exception:

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

3.12. Property plant and equipment

Owned assets

Items of property, plant and equipment, consisting of land and buildings and fixtures and equipment, are stated at cost less accumulated depreciation (see below) and impairment losses (see accounting policy below regarding impairment).

Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation

Depreciation is charged to the statement of comprehensive income on a straight-line basis over the estimated useful lives of items of property, plant and equipment, and major components that are accounted for separately.

The estimated useful lives are as follows:

IT equipment	3 years
Furniture and fixtures	3-5 years

3. Significant accounting policies (continued)

3.12 Property plant and equipment (continued)

Leasehold improvements are depreciated over the shorter of the term of the lease, with a maximum of 10 years, and useful lives. Depreciation methods, useful lives and residual values are reassessed annually and adjusted prospectively, if appropriate.

Finance leases

Assets held under finance leases, hire purchase contracts and other similar arrangements, which confer the rights and obligations similar to those attached to owned assets are capitalized as tangible fixed assets at fair value of the leases asset (or, if lower, the present value of minimum lease payments as determined at the inception of the lease) and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss accounts over the period of the leases to produce a constant periodic rate of interest on the remaining balance of the liability.

Operating leases

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

Lease incentives

Incentives received to enter into an operating lease are credited to the profit and loss account, to reduce the lease expense, on a straight-line basis over the period of the lease.

3.13. Intangible assets

Brands are amortised over their expected life which is on average 10 years.

Development costs are amortised over their estimated useful lives, which is on average 3 to 5 years, once the asset is brought into use.

Licences are recorded at cost and amortised over the life of the licence agreement.

Software development

Expenditures on software development activities, whereby technologies are applied to a plan or design for the production of new or substantially improved functionality, are capitalised if the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

The expenditure capitalised includes third party direct costs as well as the cost of direct labour. Other development costs are expensed as incurred. Capitalised development costs are stated at cost less accumulated amortisation and impairment losses. Amortisation of the asset begins when development is complete, and the asset is available for use.

3. Significant accounting policies (continued)
3.13 Intangible assets (continued)

Purchased software and other intangibles
Items of purchased software are stated at cost less accumulated amortisation (see below) and impairment losses (see accounting policy below regarding impairment).

Subsequent expenditure
Subsequent expenditure on intangible assets is capitalised only when it increases the future economic benefits of the specific asset to which it relates. All other expenditure is expensed as incurred.

Amortisation
Amortisation is charged to admin expenditure in the statement of comprehensive income on a straight-line basis over the estimated useful lives of the intangible assets. Capitalised development activities and purchased software are amortised from the date they are available for use. The estimated useful lives are as follows:

Software and development costs	3 - 5 years
Brands and trademarks	10 - 15 years
Customer relations	10 - 15 years
Licenses	3 years

Amortisation methods, useful lives and residual values are reassessed annually.

3.14. Impairment of tangible and intangible assets excluding goodwill

The carrying amounts of the Group's other tangible and intangible assets, except for deferred tax assets (see accounting policy above regarding income tax), are reviewed at each statement of financial position date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the statement of comprehensive income.

3.15. Financial instruments

Finance assets
Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss. If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

3. Significant accounting policies (continued)

Finance liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method

3.16 Redundancy

Redundancy and termination costs only occur where absolutely necessary and are accounted for on an accruals basis when the commitment to terminate a post has been made.

4. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with FRS 102 requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Those which are significant to the Group are discussed separately below:

Judgements, estimates and assumptions

The areas where estimates and assumptions are significant to the financial statements are described below. The estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about the carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates.

a) Impairment of assets

The Group is required to assess whether goodwill has suffered any impairment loss, based on the recoverable amount of the cash-generating unit (CGU/Operating segment) to which it is allocated. The recoverable amount of the CGU/Operating segment has been determined based on value in use calculations and these calculations require the use of estimates in relation to future cash flows and suitable discount rates. Actual outcomes could vary from these estimates.

Other intangible and tangible assets are subject to impairment reviews based on whether current or future events and circumstances suggest that their recoverable amount may be less than their carrying value. Recoverable amount is based on the higher of the value in use and fair value less costs to dispose. Value in use is calculated from expected future cash flows using suitable discount rates and includes management assumptions and estimates of future performance.

Impairment models are continually reviewed to ensure data and assumptions are appropriate. The accuracy of any such impairment calculation will be affected by unexpected changes in the economic situation, and assumptions which differ from actual outcomes. As such judgement is applied when determining the levels of impairment.

4. Significant accounting judgements, estimates and assumptions (continued)

b) Provisions
Provisions are estimates and actual costs and timing of future cash flows are dependent on future events and market conditions. Details of provisions are set out in note 21.

At 31 December 2022 there are no dilapidation provisions remaining (2021: two provisions). These provisions accounted for potential costs associated with bringing back rental properties into the same condition they were at the start of the lease. Details are included within note 21.

c) Income taxes
The Group recognises expected assets and liabilities for tax based on an estimation of the likely taxes due, which requires judgement as to the ultimate tax determination of certain items. Where the actual liability or benefit arising from these items differs from these estimates, such differences will have an impact on income tax and deferred tax provisions in the period when such determination is made. Detail of the tax charge is set out in note 11 and detail of deferred tax is set out in notes 11 and 21.

d) Internally generated intangibles
The group develops software assets internally. The valuation of these assets requires judgement in identifying the internal cost and the personnel rates used in determining these costs, as well as any subsequent indicators of impairment and in assessing the useful economic lives of these assets.

5. Turnover

The directors consider there is only one turnover segment, being that substantially all revenue is generated from within the UK from the same class of business, being that of a ticket agent. Accordingly, segmental analysis is not prepared.

6. Other operating income

Other operating income comprises:

	2022	2021
	£	£
Research and development tax credit	326,527	169,997
Other income	7,287	25,973
Other operating income	333,814	195,970

7. Operating profit for the year

Operating profit for the year has been arrived at after charging / (crediting):

	2022 £	2021 £
Impairment of trade debtors	(17,454)	(1,536)
Operating lease charges	490,978	315,057
Amortisation	6,801,974	6,135,912
Depreciation	424,721	429,368
Foreign exchange (gains)/losses	(6,973)	14,663
Fees payable to the company's auditor and its associates for the audit of the parent company and the group's consolidated financial statements	85,000	62,100
Tax compliance services	20,000	13,800
Amount payable to the company's auditor and its associates	105,000	75,900

8. Staff costs

Wages and salary costs were:

	2022 £	2021 £
Wages and salaries	6,572,115	4,816,735
Other staff costs	16,088	26,533
Social security costs	705,671	466,542
Other pension costs	181,766	124,342
Share based payments	444,349	70,708
Total staff costs	7,919,989	5,504,860
Amounts capitalised	(1,041,221)	(674,794)
Staff costs charged to profit and loss	6,878,768	4,830,066

During the year, there were redundancy or termination payments made which amounted to £35,000 (2021: £65,418).

The average monthly number of employees (including executive directors) was:

	2022 **No.**	2021 No.
Sales and administration	103	75
Key personnel	6	6
	109	81

The directors' emoluments were as follows:

	2022 £	2021 £
Aggregate remuneration	441,643	134,290

The highest paid Director had emoluments of £255,937 (2021: £72,952) and received pension payments of £10,080 (2021: £2,832). Retirement benefits are accruing for 2 directors (2021: 2).

No directors are employed directly by UK Group, as such the directors emoluments figures above have been calculated as the amount of cost included within the Group after the management charge from the Parent company. The amount recharged relating to pension payments or accrued pension amounts for directors in the UK was £20,160 (2021: £5,264).

9. Share options

Employees of the company are entitled to participate in the share incentive scheme of the parent company TodayTix Inc. subject to the terms and conditions as set out in the company's stock option plan. The expiration date for all options is 10 years from the grant date and the options vest over a 4 year period. The options are equity settled.

The movement in the stock options during the period is as follows:

	Weighted average exercise price ($0.01)	**Number**	Weighted average exercise price ($0.01)	Number
	2022	**2022**	2021	2021
Outstanding at the beginning of the year	2.54	518,348	2.34	149,375
Granted during the year	0.52	266,500	2.73	398,973
Exercised	0.52	(20,000)	-	-
Forfeited/expired/cancelled	2.66	(77,500)	2.73	(30,000)
Outstanding at the end of the year	0.59	687,348	2.54	518,348

Of the 687,348 (2021: 518,348) shares granted to date, 498,460 (2021: 419,254) had not vested before 31 December 2022. Details of the options granted which had vested before 31 December 2022 are shown below:

Issue date	**2022 Number**	2021 Number
7 December 2016	1,000	1,000
02 November 2017	5,348	5,348
26 April 2018	1,000	1,000
01 January 2019	19,583	16,770
12 January 2019	23,000	23,539
15 March 2019	1,406	1,031
22 March 2019	1,406	1,031
24 June 2020	15,000	49,375
19 July 2021	112,500	-
10 November 2021	1,875	-
7 July 2022	6,770	-
Vested	188,888	99,094
Not vested	498,460	419,254

The fair value of the options granted during the year was measured using the Black-Scholes model. This model is internationally recognised as being appropriate to value employee share schemes similar to the scheme operated at TodayTix.

9. Share options (continued)

On 29 March 2022 modifications were made to the exercise price of existing vested and un-vested share options granted. The additional expense associated with the modification of vested awards was recognised in the year. The additional share-based payment expense relating to the modifications arose from the change in exercise price from $2.73 to $0.52 per share. All other terms and conditions of the options remained unchanged. A total share based payment expense of £444,349 (2021: £70,708) was recognised in the financial statements. This charge includes an allocation of costs relating to employees on secondment from other Group companies. The costs have been allocated based on the proportion of their time spent on UK activities.

10. Net interest

a) Interest receivable and similar income

	2022	2021
	£	£
Bank interest received	7,034	-
Total interest income on financial assets not measured at fair value through profit and loss	7,034	-

b) Interest payable and similar charges

	2022	2021
	£	£
Interest paid on finance leases	5,916	-
Foreign exchange	-	14,663
Other	341	3
Total interest expense on financial liabilities not measured at fair value through profit or loss	6,257	14,666

c) Net interest income

	2022	2021
	£	£
Interest receivable and similar income	7,034	-
Interest payable and similar charges	(6,257)	(14,666)
Net interest income/(expense)	777	(14,666)

11. Tax

Tax expense included in profit and loss:

	2022	2021
	£	£
Current tax	32,681	-
Total current tax	32,681	-
Deferred tax:		
Fixed asset timing differences	6,530,208	(1,743,929)
Short term timing differences	(16,611)	-
Losses and other deductions	(6,513,597)	-
Total deferred tax	-	(1,743,929)
Tax on profit	32,681	(1,743,929)

Deferred tax asset not recognised	525,786	1,304,096

The tax credit for the year can be reconciled to the loss in the income statement as follows:

	2022	2021
	£	£
Profit/(Loss) before tax	4,255,360	(9,709,638)
(Loss) multiplied by standard rate of tax in the UK of 19% (2021:19%)	808,518	(1,844,831)
Effects of:		
Remeasurement of deferred tax	422,279	(2,089,060)
Income not subject to tax	(80,284)	-
R&D Expenditure credits	54,678	-
Movement in deferred tax not recognised	(1,756,472)	1,977,612
Expenses not deductible for tax purposes	1,047,772	171,580
Fixed asset differences	(32,083)	40,221
Other permanent differences	-	549
Impact of Group relief	(388,728)	-
Adjustment in respect of prior periods	(42,999)	-
Tax charge/(credit) for the year	32,681	(1,743,929)

11.1. Factors affecting tax charge for the year

Corporation tax is calculated at 19.00% (2021: 19.00%) of the estimated taxable loss for the year. A deferred tax asset has been recognised in the consolidated financial statements in relation to the trading losses incurred in group companies up to 31 December 2022 of £6,513,597. These losses should be able to be offset against any future gains arising on the fair value adjustments on intangible assets recognised on the acquisition and therefore it is considered probable that these losses can be utilized. The deferred tax asset recognised has been capped to the same figure as the deferred tax liability.

11.2. Factors that may affect future tax charges

It has been confirmed that the rate of corporation tax will increase from 19% to 25% from 1 April 2023. At the same time, a small companies' rate of 19% will be introduced and marginal relief given for intermediate companies. The main rate applies to companies with profits over £250,000; the small companies' rate to those with profits of £50,000 or less, with marginal tapering for profits in between the threshold. The deferred tax liability and the deferred tax asset would be £nil if calculated at 19%.

12. Result attributable to the Company

The result for the financial year dealt with in the financial statements of the parent company was a profit of £1,188,246 (2021: loss £4,057,564). As permitted by Section 408 of the Companies Act 2006, no separate profit and loss account is presented in respect of the parent Company.

13. Intangible assets

Group

	Goodwill	Brands and trademarks	Software	Customer relationships	Licences	Total
Cost	£	£	£	£	£	£
Cost at 1 January 2022	15,834,860	6,000,000	5,263,333	29,500,000	389,617	56,987,810
Additions	-	-	2,182,842	-	-	2,182,842
Disposals	-	-	(1,126,046)	-	(389,617)	(1,515,663)
Cost at 31 December 2022	15,834,860	6,000,000	6,320,129	29,500,000	-	57,654,989
Amortisation						
Amortisation at 1 January 2022	(3,035,014)	(1,150,000)	(2,332,481)	(5,430,555)	(256,525)	(12,204,575)
Amortisation in year	(1,583,487)	(600,000)	(1,652,062)	(2,833,333)	(133,092)	(6,801,974)
Disposals	-	-	1,126,046	-	389,617	1,515,663
Amortisation at 31 December 2022	(4,618,501)	(1,750,000)	(2,858,497)	(8,263,888)	-	(17,490,886)
Net book Value						
At 31 December 2022	11,216,359	4,250,000	3,461,632	21,236,112	-	40,164,103
At 31 December 2021	12,799,846	4,850,000	2,930,852	24,069,445	133,092	44,783,235

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units/operating segment (CGUs), or group of units that are expected to benefit from that business combination. The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The individual intangible assets, excluding goodwill, which are material to the financial statements are:

	Carrying amount £		Remaining amortisation Years	
	2022	2021	2022	2021
Brands and trademarks:				
Encore Tickets	4,250,000	4,850,000	7	8
Software:				
Online booking system	3,461,632	2,930,852	1-3	1-3
Customer relationships:				
Customer lists	21,236,112	24,069,445	7-12	8-13
Licences:				
LastMinute.Com	-	133,092	-	1

13. Intangible assets (continued)

Company

Cost	Software £	Total £
Cost at 1 January 2022	1,278,061	1,278,061
Additions – internally generated	2,031,073	2,031,073
Cost at 31 December 2022	3,309,134	3,309,134
Amortisation		
Amortisation at 1 January 2022	(216,105)	(216,105)
Amortisation in year	(666,931)	(666,931)
Amortisation at 31 December 2022	(883,036)	(883,036)
Net book Value		
At 31 December 2022	2,426,098	2,426,098
At 31 December 2021	1,061,956	1,061,956

14. Tangible assets

Group

Cost	Land and buildings £	Plant, machinery, fixtures and fittings £	Total £
Cost at 1 January 2022	24,500	1,212,727	1,237,227
Additions	8,916	554,199	563,115
Disposals	-	(358,598)	(358,598)
Cost at 31 December 2022	33,416	1,408,328	1,441,744
Depreciation			
Accumulated depreciation at 1 January 2022	-	(553,989)	(553,989)
Depreciation in year	(2,648)	(422,073)	(424,721)
Disposal	-	358,599	358,599
Amortisation at 31 December 2022	(2,648)	(617,463)	(620,111)
Net book Value			
At 31 December 2022	30,768	790,865	821,633
At 31 December 2021	24,500	658,738	683,238

The above plant machinery, fixtures and fittings net book value figure includes £109,015 (2021: £98,782) of hire purchase assets.

14. Tangible assets (continued)

Company	**Land and buildings**	**Plant, machinery, fixtures and fittings**	**Total**
Cost		£	£
Cost at 1 January 2022	24,500	35,245	59,745
Additions	8,916	215,018	223,934
Disposals	-	(23,219)	(23,219)
Cost at 31 December 2022	33,416	227,044	260,460
Depreciation			
Accumulated depreciation at 1 January 2022	-	(22,877)	(22,877)
Depreciation in year	(2,648)	(28,578)	(31,226)
Disposals		23,219	23,219
Depreciation at 31 December 2021	(2,648)	(28,236)	(30,884)
Net book Value			
At 31 December 2022	30,768	198,808	229,576
At 31 December 2021	24,500	12,368	36,868

15. Investments

Investments in the company are shown below.

	2022	2021
	£	£
At 1 January	44,940,048	44,940,048
At 31 December	44,940,048	44,940,048

The investment is in Full House Topco Limited.

16. Subsidiaries and related undertakings

The list of subsidiaries is as follows:

Name	Nature of the business	Interest
Full House Topco Limited	Holding company	100%
Full House Midco Limited	Holding company	100%
Full House Bidco Limited	Holding company	100%
Full House Bidco No.2 Limited	Holding company	100%
Box Office Tickets Limited	Ticket agent	100%
Encore Ticket Group Limited	Holding company	100%
Newincco 975 Limited	Holding company	100%
Encore Tickets Limited	Ticket agent	100%
Capital Breaks Limited	Ticket agent	100%
Sailcrest Limited	Dormant	100%
Stargreen Tickets Limited	Dormant	100%
Oldco (03682911) Limited	Dormant	100%
Visit Theatre Limited	Dormant	100%
Discounttheatre.com Limited	Dormant	100%
Discount Theatre Limited	Dormant	100%
New York Breaks Limited	Dormant	100%
Concert Breaks Limited	Dormant	100%
London Breaks Limited	Dormant	100%
West End Theatre Bookings Limited	Dormant	100%

The registered office of all of the subsidiaries is: 5 New Street Square, London, EC4A 3TW. All subsidiary undertakings have been included in the consolidation.

17. Debtors

	Group		Company	
	2022	2021	**2022**	2021
	£	£	**£**	£
Trade debtors	3,724,227	2,009,646	1,649,842	1,237,307
Amounts owed by group undertakings	6,891,157	-	8,609,676	4,639,806
Other debtors	717,495	2,776,034	3,391,704	2,764,968
Prepayments and accrued income	219,590	27,455	32,003	4,287
Corporation tax debtor	496,522	484,820	342,263	-
	12,048,991	5,297,955	14,025,488	8,646,368

Trade debtors are stated after provisions of £37,028 (2021: £54,931). Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

18. Creditors

Amounts falling due within one year

	Group		Company	
	2022	2021	**2022**	2021
	£	£	**£**	£
Trade creditors	6,680,940	2,853,563	5,712,307	1,772,095
Amounts owed to group undertakings	19,393,106	18,126,316	17,663,006	14,131,090
Corporation tax creditor	32,679	-	-	-
Other taxation and social security	2,063,561	2,730,263	272,037	1,560,884
Other creditors	92,024	107,402	8,324	-
Accruals and deferred income	8,396,433	11,464,294	6,027,179	4,407,841
	36,658,743	35,281,838	29,682,853	21,871,910

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

The Group is subject to a fixed and floating charge against its assets in relation to a loan which is included within its parent entity TodayTix, Inc.

Amount falling due over one year

	Group		Company	
	2022	2021	**2022**	2021
	£	£	**£**	£
Other creditors	43,951	67,215	-	-
	43,951	67,215	-	-

19. Hire purchase

The group has a number of hire purchase finance leases relating to employee laptops that have been recognised within fixed assets and other creditors. The future expected outflows of these leases are:

	Within 1 year	**Between 1-2 years**	**Between 2-5 years**	**Over 5 years**	**Total**
	£	**£**	**£**	**£**	**£**
Future expected outflow	61,774	42,765	1,186	-	105,725

Obligations under finance leases and hire purchase contracts are secured against the fixed assets to which they relate.

20. Post-employment benefits

The group offers a number of defined contribution schemes.
The amount recognised as an expense for the defined contribution schemes was:

	Group		Company	
	2022	2021	**2022**	2021
	£	£	**£**	£
Contributions	181,766	124,342	181,766	105,168
	181,766	124,342	181,766	105,168

There were amounts of £29,417 outstanding at the year-end (2021: £84,449).

21. Provisions

Group

Provisions relate to the following:

	Dilapidation provision	Deferred tax provision	Total
	£	£	£
At 1 January 2022	150,000	7,400,816	7,550,816
Credited to profit and loss	-	(870,608)	(870,608)
Use of provisions	(148,980)	-	(148,980)
Provision release	(1,020)	-	(1,020)
At 31 December 2022	-	6,530,208	6,530,208

The provision for deferred tax consists of the following deferred tax liabilities/(assets):

Deferred tax liabilities	**2022**	2021
	£	£
Trademark/Trade name	1,062,500	1,211,842
Internal Software/licences	12,621	171,529
Customer Relationships Digital Partners	5,309,028	6,017,445
Fixed asset timing differences	146,059	-
	6,530,208	7,400,816

Deferred tax assets	**2022**	2021
	£	£
Short term timing differences	(16,611)	-
Losses and other deductions	(6,513,597)	(7,400,816)
	(6,530,208)	(7,400,816)

A deferred tax asset has been recognised in the consolidated financial statements in relation to the trading losses and short term timing differences incurred in group companies up to 31 December 2022 of £6,530,208. These losses should be able to be offset against any future gains arising on the fair value adjustments on intangible assets recognised on the acquisition and therefore it is considered probable that these losses can be utilized. The deferred tax asset recognised was capped to the same figure as the deferred tax liability in 2021.

21. Provisions (continued)

The Group carried two dilapidation provision amounts at year end 2021. Both amounts relate to impending building dilapidation work payable in 2022, both were settled within 2022.

Company

Deferred tax liabilities	**2022**	2021
	£	£
Fixed asset timing differences	650,348	-
	650,348	-

Deferred tax assets	**2022**	2021
	£	£
Short term timing differences	(7,354)	-
Losses and other deductions	(642,994)	-
	(650,348)	-

The Company has no other provisions at 31 December 2022 (2021: £nil).

22. Share capital and other reserves

Ordinary shares of £1 each	Group and Company	
Allotted and fully paid	Number	£
At 1 January and 31 December 2022	1,001	1,001

There is a single class of shares with a nominal value of £1 each with full voting rights.

Share capital and other reserves relate to the following:

- **Profit and loss account** -The profit and loss reserve represents the accumulated profits and losses of the group.
- ***Called up share capital*** - *Represents the nominal value of shares that have been issued.*
- **Share option reserve** - Represents the accumulated share based payments expense.
- **Share premium account** - Represents the amount received for the purchase of share capital in excess of the nominal value.
- **Capital contribution reserve** - Represents additional investment in the company.

23. Notes to the cashflow statement

	2022	2021
	£	£
Profit/(loss) for the financial year	4,222,679	(7,965,709)
Adjustments for:		
Tax on profit/loss	32,681	(1,743,929)
Net interest income/(expense)	(777)	14,666
Operating profit/(loss)	4,254,583	(9,694,972)
Amortisation of intangible assets	6,801,974	6,135,912
Depreciation of tangible assets	424,721	429,368
Disposal of tangible assets	-	141,407
Other provisions less payments	(150,000)	-
Bad debt provision	(17,454)	1,536
Share-based payment expense	444,349	70,708
Foreign exchange (gain)/loss	(6,973)	-
Other	-	13,816
Working capital movements:		
- Increase in debtors	(6,733,583)	(2,417,385)
- Increase in payables	1,337,040	10,545,588
Cash flow from operating activities	6,354,657	5,225,978

Analysis of changes in net debt

	At 1 Jan 2022	Cash flows	New finance leases	**At 31 Dec 2022**
	£	£	£	**£**
Cash at bank and in hand	3,804,125	3,600,370	-	7,404,495
Finance leases	(121,805)	68,802	(52,722)	(105,725)
Total	3,682,320	3,669,172	(52,722)	7,298,770

24. Capital and other commitments

Contracts for future capital expenditure not provided in the accounts:

	Group		Company	
	2022	2021	**2022**	2021
	£	£	**£**	£
Software	119,117	217,588	97,270	-
Leasehold improvements	77,111	-	77,111	-
	196,228	217,588	174,381	-

24. Capital and other commitments (continued)

The group and company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	Group		Company	
	2022	2021	**2022**	2021
Payments due	**£**	£	**£**	£
Not later than one year	457,935	134,000	-	-
Later than one year and not later than five years	1,929,410	243,770	-	-
	2,387,345	377,770	-	-

25. Related party transactions

The group received a management charge from TodayTix Inc. for £1,998,788 (2021: £1,742,940). The group invoiced a management charge to TodayTix Inc of £1,115,710 (2021: £nil). TodayTix Inc owns 100% of TodayTix Limited's share capital. All other related party transactions were with wholly owned subsidiaries. Inter group balances are disclosed in notes 17 and 18 to these accounts.

During the year a director contributed to furniture items purchased for the new leased office in London. The total value of the contribution was for £20,176 (2021: £nil). Additionally, there were furniture items loaned to the company by the director on an interest free basis, with an approximate value of £12,000 (2021: £nil). There were no amounts due to the director at year end.

26. Controlling party

The group is wholly owned by TodayTix, Inc., a company registered in the United States of America.
TodayTix, Inc. is the parent undertaking of the smallest and largest group to consolidate these financial accounts.

The registered office of the controlling party is:

1501 Broadway
Suite 1313
New York
NY 10036
United States

The directors consider the ultimate controlling party of the Company to be Great Hill Partners LLC, an entity incorporated in the United States of America.

27. Events after the reporting date

There were no events after the reporting date.