REGISTERED NUMBER: 09550826 (England and Wales)

TIME OUT MARKET LIMITED

REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2022

TIME OUT MARKET LIMITED

Contents of the report and unaudited financial statements
For the year ended 30 June 2022

TIME OUT MARKET LIMITED

Company Information
For the year ended 30 June 2022

Directors:	S Ohlund P Foley
Registered office:	1st Floor, 172 Drury Lane, London, WC2B 5QR
Registered number:	09550826 (England and Wales)
Bankers:	HSBC 70 Pall Mall London SW14 SE2

TIME OUT MARKET LIMITED

Strategic Report
For the year ended 30 June 2022

The Directors present their Strategic Report of the Company for the year ended 30 June 2022.

Overview of the business
Time Out Market Limited acts as a holding company for the Time Out Group's market businesses.

Alongside seven existing Markets, as part of the global expansion plans there is a significant pipeline of new locations signed as well as several in advanced negotiations. This is a result of ongoing interest from landlords and real estate developers who value Time Out Market as a concept that can transform spaces and drive consumer footfall. Our engagement with landlords has continued, albeit with the conclusion of new Management Agreements being delayed due to pandemic-related restrictions earlier in the financial year. The opening of the Markets in Montreal in 2019 and of Dubai in 2021 commenced the Group's first Management Agreements which offers further expansion opportunities. Under a Management Agreement, the real estate partner funds all capital and operational expenditure with the Group receiving a pre-development fee and share of revenue and profit. This has grown as an important part of the portfolio mix as Time Out Market continues to its global expansion.

Review of the year
Time Out Market Limited's revenue increased materially to £3.5m (2021: £1.5m) as the hospitality sector emerged from the severe restrictions experienced for the majority of the comparative period, despite some restrictions still in place in the first few months of the financial year. The easing of international travel restrictions has seen tourists return to the cities in which we operate, and people going out once again, as well as returning to offices, have all helped drive this revenue growth and a return to steady trading. Operating expenses continue to be monitored to ensure optimal Market profitability. Market central costs have increased as we further strengthened the Time Out Market team facilitating both growth in our existing Markets and to drive our global expansion.

Operating results

The Company reported an operating loss for the year of £25.4m (2021: £1.1m). The operating profit includes impairment of intercompany and investment balances £21.2m, depreciation of £12,000 and amortisation of £6,000 (2021: £13,000 and £6,000 respectively). The loss before income tax of £16.5m (2021: £9.6m) results primarily from the above after net finance costs. The Company reported a net assets position of £73.4m (2021 net liabilities: £27.2m) following the capitalisation of amounts owed to group undertakings.

Principal risks and uncertainties
The Directors set out below the principal risks and uncertainties that they consider could impact the business. The Directors continually review the potential risks facing the Company and the controls in place to mitigate any potential adverse impacts. The Directors also recognise that the nature and scope of risks can change and that there may be other risks to which the Company is exposed and so the list is not intended to be exhaustive.

Competition
The Group operates in a highly competitive industry and the advent of new technologies and industry practices may adversely affect the Group's business, results of operations and financial condition. The Group is subject to several risk factors relating to product demand, prices, recognition of the Time Out brand and the ability to attract and retain new customers. The Group continues to invest in the development of its digital offering to ensure that it remains innovative, competitive and attractive in the markets in which it operates. The focus on the quality of offerings means that the Group can respond to changes in the competitive landscape and to the needs of its readership audience and commercial partners.

Key Management
Time Out Market's success depends on its key personnel, particularly its senior management team, and its ability to retain them and hire other qualified employees. The loss of a significant number of key personnel may have a negative effect on Time Out's ability to deliver its products in a timely manner and would, amongst other things, require the remaining key personnel to divert immediate and substantial attention to seeking a replacement. In order to mitigate this risk, the HR department monitors employee satisfaction through employee surveys and forums and uses the information to develop staff retention programs.

Strategic Report (continued)
For the year ended 30 June 2022

Health and safety
The health and safety of the Group's employees and customers is a key priority. We are required to comply with local health and safety legislation, including fire safety, food hygiene and allergens in our Markets. Each Time Out Market location completes site-specific risk assessments and General Managers are required to undertake regular compliance inspections. Furthermore, third-party consultants conduct bi-monthly "mock" inspections at each Market and any action points are addressed by the General Manager. Each Time Out Media location has a nominated health and safety co-ordinator to ensure that local health and safety requirements are fully assessed, and the required actions are implemented to ensure compliance. In response to Covid-19, all Group locations have been modified to include sanitation facilities and to allow social distancing. In our Media offices, appbased booking systems allow staff to book a desk in the office while ensuring that the maximum capacity is not exceeded.

Potential security incidents
Each Time Out Market is exposed to some risk of terrorist and/or other visitor incidents. These incidents would have an immediate impact on the Group's revenue and a longer-term impact on the Group's reputation. Each Market engages third-party security specialists to provide a visible security presence throughout, in addition to Market-wide CCTV monitoring. Each Market has a General Manager responsible for ongoing monitoring of physical security and regular testing of evacuation plans. This is supplemented by "Active Shooter" training to ensure that local teams react appropriately. General Managers regularly meet with local police to understand and address any additional threats and provide regular communication to concessionaires about relevant government policies.

Risk posed by COVID-19
During the periods of closure and lockdown, we have taken all possible action to reduce our cost base. The Board continues to monitor government advice and actively communicate with our employees, customers and suppliers as operations return to a pre-Covid-19 level.

The Strategic Report on pages 2 to 3 was approved by the Board of Directors on 28 March 2023 and signed on its behalf by:

....
P Foley

Directors' Report
For the year ended 30 June 2022

The Directors present their report with the unaudited financial statements of the Company for the year ended 30 June 2022.

Principal activities
The Company's principal activity is to act as a management and holding company with oversight of its subsidiaries' activity operating a cultural and food markets in Lisbon, Dubai, Montreal, Miami, New York, Boston and Chicago along with the development of future market rollouts.

Review of operations
The Company made a loss for the financial year ending 30 June 2022 of £16.5m (2021: £9.6m loss). The financial statements have been prepared on a going concern basis, see note 1. Accounting policies for further information.

Future developments
Please refer to the Strategic Report for a review of the Company's business and future developments.

Dividends
The Directors do not recommend the payment of any dividends (2021: £nil).

Events since the end of the year
On 24 November 2022, the Incus Capital Facility was fully repaid.

Directors
The Directors of the Company who were in office during the year and up to the date of this report were:

S Ohlund (appointed 29 October 2021)
P Foley (appointed 14 November 2022)
J Bruno Castellanos (resigned 29 October 2021)
D Souillat (resigned 14 November 2022)

Qualifying third party indemnity provisions
The Company has made qualifying third-party indemnity provisions for the benefit of its Directors and officers during the year and these remain in force as at the date of approving the report of the Directors.

Financial risk management
The Company faces a number of financial risks which are managed as part of the Time Out Group Plc's risk management objectives and policies. The Company does not hedge any of these risks and therefore hedge accounting is not applied in these financial statements.

Market risk
The Company does not hedge its foreign currency risk despite the majority of the Company's receivables, payables and borrowings are denominated in either Euros or USDs.

Interest rate risk
The Company's exposure to interest rate risk is subject to increases in EURIBOR. All other debt is at a fixed rate.

Statement of Directors' responsibilities in respect of the financial statements
For the year ended 30 June 2022

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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 Company and of the profit or loss of the Company for that year. 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 101, 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 Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the 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 Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Report of the Directors on pages 4 to 5 was approved by the Board of Directors on 28 March 2023 and signed on its behalf by:

....

P Foley

Income statement
For the year ended 30 June 2022

	Note	Year ended 30 June 2022	18 months ended 30 June 2021
		£'000	£'000
Revenue	2	**3,473**	1,519
Administrative expenses	6	**(28,909)**	(2,590)
Operating loss		**(25,436)**	(1,071)
Finance income	4	**20,724**	11,685
Finance cost	5	**(11,747)**	(20,166)
Loss before income tax		**(16,459)**	(9,552)
Income tax expense	7	**-**	-
Loss for the financial year		**(16,459)**	(9,552)

All amounts relate to continuing operations.

Statement of comprehensive income
For the year ended 30 June 2022

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Loss for the financial year	**(16,459)**	(9,552)
Total comprehensive expense for the year	**(16,459)**	(9,552)

The notes form an integral part of these financial statements.

TIME OUT MARKET LIMITED

Statement of financial position
As at 30 June 2022

	Note	**30 June 2022**	30 June 2021
		£'000	£'000
Assets			
Non-current assets			
Property, plant and equipment	8	**21**	10
Intangible assets	9	**38**	27
Investments	10	**7,066**	5,009
		7,125	5,046
Current assets			
Trade and other receivables	11	**92,524**	87,850
Cash and cash equivalents		**120**	176
		92,644	88,026
Total assets		**99,769**	93,072
Liabilities			
Current liabilities			
Trade and other payables	12	**(15,793)**	(82,524)
Borrowings	13	**(36,729)**	(37,017)
		(52,522)	(119,541)
Non-current liabilities			
Trade and other payables	12	-	(683)
		-	(683)
Total liabilities		**(52,522)**	(120,224)
Net assets/ (liabilities)		**47,247**	(27,152)
Equity			
Called up share capital	14	-	-
Share premium		**90,858**	-
Accumulated losses		**(43,611)**	(27,152)
Total equity		**47,247**	(27,152)

For the year ended 30 June 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' Responsibilities:

- The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476;
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The notes on pages 9 to 19 are an integral part of these financial statements.
The financial statements on pages 6 to 8 were approved by the Board of Directors and signed on its behalf on 28 March 2023:

P Foley
Time Out Market Limited – registered number 09550826

Statement of changes in equity
For the year ended 30 June 2022

	Called up share capital £'000	Share premium £'000	Accumulated losses £'000	**Total equity £'000**
Balance at 1 January 2020	-	-	(17,600)	(17,600)
Loss for the financial period	-	-	(9,552)	**(9,552)**
Total comprehensive expense	-	-	(9,552)	**(9,552)**
Balance at 30 June 2021	-	-	(27,152)	**(27,152)**
Arising on the issue of shares	-	90,858	-	**90,858**
Loss for the financial year	-	-	(16,459)	**(16,459)**
Total comprehensive expense	-	-	(16,459)	**(16,459)**
Balance at 30 June 2022	-	90,858	(43,611)	**(47,247)**

The notes form an integral part of these financial statements.

Notes to the financial statements

1. Accounting policies

Domicile
The Company is a private company limited by shares, registered and domiciled in the United Kingdom. The registered office is located at 1st Floor, 172 Drury Lane, London, WC2B 5QR.

Basis of preparation
The financial statements of Time Out Market Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial liabilities measured at fair value through profit or loss, and in accordance with the Companies Act 2006.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 3 Business Combinations;
- IFRS 7 Financial Instruments: Disclosures;
- IFRS 13 Fair Value Measurement;
- IFRS 2 Share-based payments;
- Related party transactions and Intra Time Out related party transactions;
- IAS 7 Statement of cash flows;
- Paragraphs 30 and 31 of IAS 8 "Accounting policies, changes in accounting estimates and errors".

The Company is a subsidiary of Time Out Group BC Limited and of its ultimate parent, Time Out Group Plc. The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The accounting policies have been applied consistently.

Going concern
The financial statements have been prepared under the going concern basis of accounting as the Company will be supported by its ultimate parent undertaking, Time Out Group plc ("the Group"). The Directors have a reasonable expectation that the Group and Company will continue in operational existence and be able to settle their liabilities as they fall due for the foreseeable future, being a period of not less than one year from the date of approval of the financial statements. In making this determination, the Directors have considered the financial position of the Group, projections of its future performance and the financing facilities that are in place.

New and amended standards adopted by the Company
The accounting standards and policies adopted in these financial statements are consistent with those of the annual financial statements for the year ended 30 June 2021 as prepared under IFRS 101. The accounting policies have been applied consistently by the Group year-on-year.

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

Where the contractual obligations of financial instruments (including preference shares) are equivalent to a similar debt instrument, those financial instruments are classified as financial liabilities. Where the contractual terms of preference shares do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Financial assets are derecognised when the right to receive cash-flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. When securities classified as available for sale are sold, or impaired, the accumulated fair value adjustments previously taken to reserves are included in the income statement.

Notes to the financial statements

1. Accounting policies (continued)

Taxation
The charge for taxation is based on profits or losses for the year and takes into account taxation deferred because of temporary differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is provided in full using the balance sheet liability method. A deferred tax asset is recognised where it is probable that future taxable income will be sufficient to utilise the available relief. Tax is charged or credited to the income statement except when it relates to items charged or credited directly to equity, in which case the tax is also dealt with in equity. Deferred tax is provided on temporary timing differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary differences is controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax liabilities and assets are not discounted.

Foreign currencies
The functional and presentational currency of the Company is sterling. All transactions denominated in foreign currency are translated at the rate of exchange ruling at the time of the transaction. All foreign exchange differences are taken to the Income Statement in the year in which they arise. At the Statement of Financial Position date, monetary assets and liabilities denominated in foreign currencies are translated using the closing rate.

Property, plant and equipment
The cost of property, plant and equipment includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset over its expected useful life, as follows:

Computer equipment – over three years on a straight-line basis
Fixtures and fittings - over three years on a straight-line basis

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Intangible assets
Trademark and copyright assets are amortised over a period of fifteen years on a straight-line basis from the month of acquisition. Websites are amortised over four years on a straight-line basis.

Investments
Investments are stated at cost less provision for impairment.

Trade and other receivables
Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Trade and other payables
Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Notes to the financial statements

1. Accounting policies (continued)

Cash and cash equivalents
Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with a maturity of three months or less.

Borrowings
All interest-bearing loans and borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest rate method.

Preference shares that are mandatorily redeemable on a specific date are classified as liabilities. The dividends on these preference shares are recognised in the income statement as an interest expense.

Employee benefit costs
The Company contributes to certain employees' personal pension plans on a defined contribution basis. The Company pays contributions to publicly or privately administrated pension plans on a mandatory, contractual or voluntary basis depending on location. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as an employee benefit expense in the income statement.

Revenue recognition
Revenue represents non-refundable pre-development fees received from management agreement contracts. The revenue is recognised in the profit and loss account over the pre-opening period.

Critical accounting estimates and judgements
The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period.

However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

For the investment in subsidiaries, impairment exists when the carrying value on an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model, where appropriate. The cash flows are derived from the business plan for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The estimation uncertainty exists here due to a number of estimation factors applied to any model used.

The Company has significant intercompany receivables. Judgement must be applied to assess the recoverability of these assets based on the ECL methodology. Management assess each receivable on an individual basis, understanding whether counterparties have the net assets and future profitability to repay the receivables.

Notes to the financial statements

2. Revenue

Revenue is analysed as follows:	**Year ended 30 June 2022**	18 months ended 30 June 2021
	£'000	£'000
Pre-opening development fees	**1,967**	1,169
Management fees	**1,506**	350
	3,473	1,519

3. Employees and Directors

Employee costs:	**Year ended 30 June 2022**	18 months ended 30 June 2021
	£'000	£'000
Wages and salaries	**1,056**	1,388
Social security costs	**165**	190
Other pension costs	**54**	77
	1,275	1,655

Included in the above are amounts credited to the related costs for grants received under the Coronavirus Job Retention Scheme of £2k (2021: £66k).

The average monthly number of employees during the year was as follows:

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Administration	**10**	11
	10	11

Information regarding total remuneration to Directors and key managers is as follows:

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Short-term employee benefits	**273**	344
Pension costs	**23**	34
	296	378

Two of the three Directors who served during the year were remunerated at Group level.

Information regarding the highest paid Director or key manager is as follows:

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Short-term employee benefits	**273**	344
Pension costs	**23**	34
	296	378

Notes to the financial statements

4. Finance income

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Interest receivable from group undertakings	**8,519**	11,685
Foreign exchange gain on financing items	**12,205**	-
	20,724	11,685

5. Finance costs

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Interest payable on preference shares	**876**	1,362
Interest payable to group undertakings	**8,238**	10,308
Interest payable on borrowings	**2,633**	3,979
Foreign exchange loss on financing items	**-**	4,517
	11,747	20,166

6. Administrative expenses

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Staff costs (note 3)	**1,275**	1,655
Impairment of amounts owed by group companies	**26,199**	-
Depreciation - owned assets	**12**	14
Amortisation of intangibles	**6**	12
Other expenses	**1,416**	909
Total administrative expenses	**28,909**	2,590

The Company has chosen to take the audit exemption.

Notes to the financial statements

7. Income tax expense

Analysis of Income tax expense

	Year ended 30 June 2022	18 months ended 30 June 2021
UK corporation tax:	**£'000**	£'000
Current tax charge	-	-
Deferred tax charge	-	-
	-	-

Factors affecting the Income tax expense

The tax assessed for the year is higher (2021: higher) than the standard rate of corporation tax in the UK. The difference is explained below:

	Year ended 30 June 2022	18 months ended 30 June 2021
	£'000	£'000
Loss before income tax	(16,459)	(9,553)
Loss before income tax multiplied by the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	(3,127)	(1,815)
Effects of:		
Income not taxable	(2,206)	-
Expenses not deductible for tax purposes	4,978	259
Losses not recognised	335	1,556
Current tax (credit)/charge	-	-
Deferred tax charge	-	-
Total tax (income)/expense	-	-

There is an unrecognised deferred tax asset of £3,615k (2021: £3,147k). Deferred tax assets have not been recognised as the future profitability of the Company is not certain.

Notes to the financial statements

8. Property, plant and equipment

	Fixtures and fittings	Computer equipment	Total
	£'000	£'000	**£'000**
Cost			
At 1 January 2020	29	8	**37**
Additions	3	-	**3**
At 30 June 2021	32	8	**40**
Additions	12	11	**23**
At 30 June 2022	**44**	**19**	**63**
Accumulated Depreciation			
At 1 January 2020	9	8	**17**
Charge for period	13	-	**13**
At 30 June 2021	22	8	**30**
Charge for the year	8	4	**12**
At 30 June 2022	**30**	**12**	**42**
Net book value			
At 30 June 2022	**14**	**7**	**21**
At 30 June 2021	10	-	10

9. Intangible assets

	Website	Trademark	Total
	£'000	£'000	**£'000**
Cost			
At 1 January 2020	36	23	**59**
Additions	-	-	**-**
At 30 June 2021	36	23	**59**
Additions	1	10	**11**
At 30 June 2022	**37**	**33**	**70**
Accumulated amortisation			
At 1 January 2020	14	6	**20**
Charge for the period	4	2	**6**
At 30 June 2021	18	8	**26**
Charge for the year	5	1	**6**
At 30 June 2022	**23**	**9**	**32**
Net book value			
At 30 June 2022	**14**	**24**	**38**
At 30 June 2021	18	15	**33**

Notes to the financial statements

10. Investments

	Shares in subsidiary undertakings £'000
Cost and Net Book Value	
At 1 January 2020 and 1 July 2021	**5,009**
Additions	2,057
At 30 June 2022	**7,066**

During the year the company increased its investment in Time Out Market USA Holdings, LLC by £1.5m. During the year the Company paid £0.6m to a non-controlling interest increasing it's shareholding in Time Out Market Porto, LDA to 90% (2021: 75.1%). The Directors consider the value of the investments to be supported by their underlying assets.

At 30 June 2022, the Company held investments in the following undertakings:

Name of company	*Holding*	*Nature of business*	*Registered address*	*Country of registration (or incorporation)*
Direct subsidiaries:				
Time Out Market Porto, LDA	90%	Operator of cultural market	Rua D. Luis, no 19-2 andar 1200-149 Lisboa	Portugal
MC-Mercados da Capital, LDA	100%	Operator of cultural market	Rua D. Luis, no 19-2 andar 1200-149 Lisboa	Portugal
Time Out Market London Limited	100%	Operator of cultural market	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Market Dubai Limited	100%	Management of cultural market	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Market Central London Limited	100%	Operator of cultural market	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Market US Holdings, LLC	100%	Intermediate Holding Company	211 East 43rd Street, Suite 1901, New York, NY 10017	USA
Time Out Market (Canada) Holdings Inc	100%	Intermediate Holding Company	200-1000 rue De La Gauchetière O Montréal (Québec) H3B4W5	Canada
Time Out Market Prague s.r.o	100%	Management of cultural market	Revoluční 1, 110 Prague 1	Czech Republic
Indirect subsidiaries:				
Time Out Market (Miami), LLC	100%	Operator of cultural market	1601 Drexel Avenue, Miami Beach, Florida 33139	USA
Time Out Market (New York), LLC	100%	Operator of cultural market	211 East 43rd Street, Suite 1901, New York, NY 10017	USA
Time Out Market (Boston), LLC	100%	Operator of cultural market	Landmark Center, 401 Park Drive, Boston, MA 02215	USA
Time Out Market (Chicago), LLC	100%	Operator of cultural market	916 West Fulton Market, Chicago IL, 60607	USA
Concept TOM Montreal Inc	100%	Management of cultural market	200-1000 rue De La Gauchetière O Montréal (Québec) H3B4W5	Canada

Notes to the financial statements

11. Trade and other receivables

	30 June 2022	30 June 2021
Current:	**£'000**	£'000
Trade debtors	**620**	-
Other debtors	**205**	314
Prepayment and accrued income	**932**	19
Value added tax	**10**	41
Amounts owed by group undertakings	**90,757**	87,476
	92,524	87,850

The fair values of all financial assets of the Company equate to their carrying value.

Amounts owed by group undertakings are presented net of a £26,199k impairment.

The amounts owed by group undertakings totalling £112,102k (2021: £87,476k) are interest bearing at 12% per annum, unsecured and repayable on demand. All remaining amounts owed by group undertakings are interest free and repayable on demand.

12. Trade and other payables

	30 June 2022	30 June 2021
	£'000	£'000
Current:		
Trade creditors	**229**	23
Accruals	**694**	91
Amounts due to group undertakings	**14,110**	82,372
Other creditors	**14**	38
Deferred income	**746**	-
	15,793	82,524

	30 June 2022	30 June 2021
	£'000	£'000
Non-current:		
Deferred Income	**-**	683
	-	683

The fair values of all financial liabilities of the Company equate to their carrying value.

The amounts owed by group undertakings totalling £515k (2021: £82,372k) are interest bearing at 12% per annum, unsecured and repayable on demand. All remaining amounts owed to group undertakings are interest free and repayable on demand.

Notes to the financial statements

13. Borrowings

	30 June 2022	30 June 2021
	£'000	£'000
Current:		
Loan stock	**20,838**	22,042
Preference shares	**15,891**	14,975
	36,729	37,017

Borrowings are repayable as follows:	30 June 2022	30 June 2021
	£'000	£'000
Preference shares		
Between nil and one year	**15,891**	14,975
Loan facilities		
Between nil and one years	**22,838**	20,042
Between one and two years	-	-
Between two and five years	-	-
	22,838	20,042

As at 30 June 2022, there were 11,476,323 redeemable Preference shares with a nominal value of €1 per share, with a value of £9.9m (2021: £9.8m) which had accrued interest of £6.0m (2021: £5.5m). The Preference shares are repayable on demand and do not carry rights to receive notice of or to attend and vote at any general meeting of the Company. The Preference shares shall be entitled to a fixed cumulative preferential dividend at 9% which shall be paid by the Company, at the Company's option of (i) 31 May each year or (ii) at any time thereafter. On a return of capital on liquidation, reduction of capital or otherwise, the surplus assets of the Company shall be applied first, in paying the holders of the Preference Shares.

The Company entered into a loan facility with Incus Capital Advisors, S.L. in November 2018, of €9.0m at a rate of 12%, repayable in instalments annually through to November 2022. The Company entered into further facilities, in June 2019, with Incus Capital Advisors, S.L of €10.0m and €5.0m at a rate of 12% above EURIBOR, repayable in instalments annually through to November 2022.

At year end, the outstanding loan balance was €24.2m (£22.8m) (2021: €25.6m (£22.0m)) which includes €22.6m (£19.5m) (2021: €24.2m (£20.8m)) of principal, €1.6m (£1.4m) (2021: €1.7m (£1.5m)) of accrued interest offset against £18,000 (2021: £0.3m) of transaction costs. On 24 November 2022, the Group agreed a new €35.0m secured four-year term loan facility with Crestline Europe LLP ("Crestline facility") which was used to refinance the Incus Capital Facility on the 30 November 2022.

The fair values of all financial liabilities of Company equate to their carrying value.

Notes to the financial statements

14. Called up share capital

Authorised and fully paid shares	**30 June 2022**	30 June 2021
	Number	Number
Ordinary shares	20,300	20,000
SR shares	706	706
Management shares	2,823	2,823
	23,529	23,529

Authorised and fully paid shares	Nominal value	**30 June 2022**	30 June 2021
		£	£
Ordinary shares	£0.001	**20.30**	20.00
SR shares	£0.001	**0.71**	0.71
Management shares	£0.001	**2.82**	2.82
		23.83	23.53

During the year, 300 ordinary shares were issued to Time Out Group BC Limited as part of a group reorganisation for consideration of £90.9m. This resulted in the creation of share premium of £90.9m.

Each Ordinary share, SR share and Management share is entitled to vote, receive dividends or other distributions and participate in a distribution arising on a winding up of the Company or otherwise. These shares are not redeemable.

15. Related party disclosures

There were no non-group related party transactions during the year or prior period.

Entities applying FRS 101 are exempt from the requirement to disclose transactions entered into between members of a group, provided that any subsidiary that is a party to the transaction is a wholly owned within the same group.

16. Ultimate controlling party

The immediate parent company is Time Out Group BC Limited. The ultimate parent company and controlling entity is Time Out Group Plc, a company listed on the Alternative Investment Market in London. The largest and smallest group of which this Company is a member and for which Group financial statements are prepared is Time Out Group Plc. Copies of the consolidated financial statements may be obtained from its registered office at 1st Floor, 172 Drury Lane, London, WC2B 5QR.