

CitNow Video Limited

Company Number 09720206

Annual Report - 31 December 2021



CitNow Video Limited
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31 December 2021

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General information

The financial statements cover CitNow Video Limited as an individual entity. The financial statements are presented in Pound Sterling, which is CitNow Video Limited's functional and presentation currency.

CitNow Video Limited is a private company limited by shares, incorporated and domiciled within England in the United Kingdom. Its registered office and principal place of business is:

9 Millars Brook
Molly Millars Lane
Wokingham
Berkshire
RG41 2AD

CitNow Video Limited
Strategic report
31 December 2021

The directors present their strategic report on the company for the year ended 31 December 2021.

New ownership

On 7 July 2022 Argus Topco Limited, of whom the company is a wholly owned subsidiary, was acquired by FIS3 Bidco Limited with the ultimate controlling party being Livingbridge 7 Global LP.

Principal activities

The principal activity of the company is that of a holding company.

Review of operations

CitNow Video Limited is an intermediate parent of a group of companies involved in the development and supply of a range of technology based solutions to the automotive industry. The key performance indicators of the company consist of (Loss)/profit before income tax and Net assets. The only profit and loss transaction for the year was interest on the intercompany loan with parent company, Argus Bidco Limited.

The results shown are for the entity only.

	2021 £'000	2020 £'000	Change £'000	Change %
(Loss)/profit before income tax	(480)	8,450	(8,930)	(106%)
Net assets	645	1,125	(480)	(43%)

Principal risks and uncertainties

The Company is limited in its risk as a holding company. The Company's specific risks are included below:

Credit risk

Credit risk is the risk that a third party might fail to fulfil its performance obligations under the terms of a financial instrument. For cash and cash equivalents and trade and other receivables, credit risk represents the carrying amount on the balance sheet.

The Company's business will be predominantly with other members of the group headed by Argus Topco Limited, the ultimate parent of the company. The Company is therefore unlikely to take out credit insurance in the foreseeable future.

The Company will only invest surplus funds in UK bank/building society deposits, denominated in pounds sterling. Furthermore, funds will only be invested with Prudential Regulatory Authority regulated UK financial institutions. In addition, only banks or building societies obtaining a satisfactory rating — at least an A grade (high quality/upper medium grade/strong) — with Standard and Poors, Fitch and Moody's will be selected.

Liquidity risk

Liquidity risk is the risk of loss from not having access to sufficient funds to meet both expected and unexpected cash demands.

The Company seeks to manage financial risk by ensuring that sufficient liquidity is available to meet foreseeable needs and by investing cash assets safely as well as profitably. Any costs that arise that the company cannot settle will be borne by fellow group company, Zype TV Limited, a wholly owned subsidiary.

Future developments

As an intermediary parent company, the company's directors monitor the performance of its investments. The directors are pleased with the performance of the group and anticipate subsidiary companies will continue to grow their revenue in both the UK and overseas whilst retaining the group's valued customers.

CitNow Video Limited
Strategic report
31 December 2021

This report is made in accordance with a resolution of directors.

On behalf of the board

DocuSigned by:

Ian Brewer

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I D Brewer
Director

30 September 2022

CitNow Video Limited
Directors' report
31 December 2021

The directors present their report, together with the financial statements, on the company for the year ended 31 December 2021.

Directors

The following persons were directors of the company during the whole of the financial year and up to the date of this report, unless otherwise stated:

G Grant
A J C Horsburgh
G G Page-Morris
C S Tinto
I D Brewer

Information contained within the strategic report

The strategic report contains information in relation to Principal activities, Review of operations and Likely future developments.

Dividends

Dividends paid during the financial year were as follows:

	2021 £'000	2020 £'000
Interim dividend for the year ended 31 December 2020 of 72.9 pence per ordinary share	-	2,500

Matters subsequent to the end of the financial year

On 7 July 2022 Argus Topco Limited, of whom the company is a wholly owned subsidiary, was acquired by FIS3 Bidco Limited with the ultimate controlling party being Livingbridge 7 Global LP.

Financial instruments

Risks relating to the company's financial instruments are disclosed in the strategic report.

Charitable and political donations

No charitable or political donations were made during the year.

Going concern

CitNow Video Limited is an intermediate parent within the Argus Topco Limited group of companies (the Group) which are involved in the development and supply of a range of technology based solutions to the automotive industry. As the company, along with the Group, is party to a cross guarantee in respect of borrowings by Argus Bidco Limited as described in note 17, its liquidity is intrinsically linked with the performance of the Group. The going concern status of the company has therefore partly been assessed taking account of these obligations. Following the change in ownership on 7 July 2022 the borrowings in Argus Bidco Limited have been settled and the new borrowings in FIS3 Bidco Limited have not yet established guarantors.

The Group has outperformed all expectations since coming out of lockdown and the board and management are confident in the Group's ability to maintain performance through; effective cost management, geographical risk diversification and our software service encouraging remote sales.

The board has assessed the Russia-Ukraine conflict and as revenue generated in those countries is negligible there is no deemed risk to the group.

Brexit has had little impact to the operations of the company and the Group to date with minimal additional costs.

The directors have forecast various scenarios in considering the going concern status of the company for a period of at least twelve months from the date of approval of these financial statements. The directors have concluded that there are no material uncertainties that lead to significant doubt upon the company's ability to continue as a going concern at this time and therefore have prepared the financial statements on a going concern basis.

Indemnity of directors

The company has third party professional indemnity insurance in place for the year and at the time of approval of these financial statements.

CitNow Video Limited
Directors' report
31 December 2021

Disclosure of information to the auditors

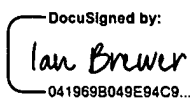
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Independent auditors

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

This report is made in accordance with a resolution of directors.

On behalf of the board

DocuSigned by:

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I D Brewer
Director

30 September 2022

CitNow Video Limited
Directors' responsibilities statement
31 December 2021

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 period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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; 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 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 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.

CitNow Video Limited
Independent auditor's report to the members of CitNow Video Limited
31 December 2021

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of CitNow Video Limited ("the Company") for the year ended 31 December 2021 which comprise The Statements of Comprehensive Income, The Balance Sheet, The Statement of Changes in Equity, and notes to the financial statements, including a summary of 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 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company 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.

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 Company'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. 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 course of 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.

CitNow Video Limited
Independent auditor's report to the members of CitNow Video Limited
31 December 2021

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the 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.

In the light of the knowledge and understanding of the Company and its 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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, 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 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 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.

Extent to which the audit was capable of detecting irregularities, including fraud

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:

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our procedures included the following:

- obtaining an understanding of the legal and regulatory framework that the Company operates in, focusing on those laws and regulations that had a significant effect on the financial statements or that had a fundamental effect on the operations of the Company, namely:
 - o Companies Act 2006
 - o The accounting framework
 - o Relevant tax legislation
- enquiring of management and those charged with governance, including obtaining and reviewing supporting documentation, concerning the Company's policies and procedures relating to:

CitNow Video Limited
Independent auditor's report to the members of CitNow Video Limited
31 December 2021

- identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- Discussing among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for management override of controls specifically in relation to the posting of journal adjustments and the inappropriate use of estimates.

Audit response to risks identified

Our procedures to respond to risks identified included the following:

- Reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations;
- Performing a detailed review of the Company's year-end adjusting entries;
- Reviewing minutes from board meetings of those charged with governance to identify any instances of non-compliance with laws and regulations.
- In addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://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.

DocuSigned by:
Gavin Crawford
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Gavin Crawford (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Reading, UK

30 September 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

CitNow Video Limited
Statement of comprehensive income
For the year ended 31 December 2021

	Note	2021 £'000	2020 £'000
Expenses			
Administrative expenses		<u>22</u>	<u>(17)</u>
Operating profit/(loss)		22	(17)
Finance expenses	5	(502)	(33)
Income from subsidiary undertaking	6	<u>-</u>	<u>8,500</u>
(Loss)/profit before income tax expense		(480)	8,450
Income tax expense	7	<u>-</u>	<u>-</u>
(Loss)/profit after income tax expense for the year	14	(480)	8,450
Other comprehensive income for the year, net of tax		<u>-</u>	<u>-</u>
Total comprehensive (expenses)/income for the year		<u><u>(480)</u></u>	<u><u>8,450</u></u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes

CitNow Video Limited
Balance sheet
As at 31 December 2021

	Note	2021 £'000	2020 £'000
Assets			
Non-current assets			
Investments	8	3	3
Total non-current assets		<u>3</u>	<u>3</u>
Current assets			
Trade and other receivables - amounts falling due within one year	9	10,757	12,099
Cash and cash equivalents	10	35	27
Total current assets		<u>10,792</u>	<u>12,126</u>
Total assets		<u>10,795</u>	<u>12,129</u>
Liabilities			
Current liabilities			
Trade and other payables - amounts falling due within one year	11	10,150	11,004
Total current liabilities		<u>10,150</u>	<u>11,004</u>
Total liabilities		<u>10,150</u>	<u>11,004</u>
Net assets		<u>645</u>	<u>1,125</u>
Equity			
Issued capital	12	3	3
Share premium account	13	1,008	1,008
(Accumulated losses)/retained earnings	14	(366)	114
Total equity		<u>645</u>	<u>1,125</u>

CitNow Video Limited's company number is 09720206.

The financial statements on pages 10 to 20 were approved by the Board of directors on 30 September 2022 and signed on its behalf by

DocuSigned by:

Ian Brewer

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I D Brewer
 Director

30 September 2022

The above balance sheet should be read in conjunction with the accompanying notes

CitNow Video Limited
Statement of changes in equity
For the year ended 31 December 2021

	Issued capital £'000	Share premium account £'000	(Accumulate d losses) / retained earnings £'000	Total equity £'000
Balance at 1 January 2020	3	1,008	(5,836)	(4,825)
Profit after income tax expense for the year	-	-	8,450	8,450
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	8,450	8,450
<i>Transactions with owners in their capacity as owners:</i>				
Dividends paid (note 15)	-	-	(2,500)	(2,500)
Balance at 31 December 2020	3	1,008	114	1,125

	Issued capital £'000	Share premium account £'000	(Accumulate d losses) / retained earnings £'000	Total equity £'000
Balance at 1 January 2021	3	1,008	114	1,125
Loss after income tax expense for the year	-	-	(480)	(480)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive expenses for the year	-	-	(480)	(480)
Balance at 31 December 2021	3	1,008	(366)	645

The above statement of changes in equity should be read in conjunction with the accompanying notes

CitNow Video Limited
Notes to the financial statements
31 December 2021

Note 1. Significant accounting policies

The financial statements cover CitNow Video Limited as an individual entity. The financial statements are presented in Pound Sterling, which is CitNow Video Limited's functional and presentation currency. The accounts are presented in £000's.

CitNow Video Limited is a private company limited by shares, incorporated and domiciled within England in the United Kingdom.

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Financial Reporting Council ('FRC') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern

CitNow Video Limited is an intermediate parent within the Argus Topco Limited group of companies (the Group) which are involved in the development and supply of a range of technology based solutions to the automotive industry. As the company, along with the Group, is party to a cross guarantee in respect of borrowings by Argus Bidco Limited as described in note 17, its liquidity is intrinsically linked with the performance of the Group. The going concern status of the company has therefore partly been assessed taking account of these obligations. Following the change in ownership on 7 July 2022 the borrowings in Argus Bidco Limited have been settled and the new borrowings in FIS3 Bidco Limited have not yet established guarantors.

The Group has outperformed all expectations since coming out of lockdown and the board and management are confident in the Group's ability to maintain performance through; effective cost management, geographical risk diversification and our software service encouraging remote sales.

The board has assessed the Russia-Ukraine conflict and as revenue generated in those countries is negligible there is no deemed risk to the group.

Brexit has had little impact to the operations of the company and the Group to date with minimal additional costs.

The directors have forecast various scenarios in considering the going concern status of the company for a period of at least twelve months from the date of approval of these financial statements. The directors have concluded that there are no material uncertainties that lead to significant doubt upon the company's ability to continue as a going concern at this time and therefore have prepared the financial statements on a going concern basis.

Basis of preparation

These financial statements were prepared in accordance with FRS 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The company previously prepared consolidated financial statements under International Financial Report Standards (IFRS) as adopted by the European Union. There were no transition adjustments arising as a result of this change.

As permitted by FRS 101, the company has taken advantage of all of the disclosure exemptions available to it, including: statement of cash flows, new Accounting Standards not yet mandatory, disaggregation of revenue, reconciliations of contract assets and liabilities, unsatisfied performance obligations, presentation of comparative information for certain assets, impairment of assets, capital risk management, financial instruments, fair value measurement, key management personnel, related party transactions, business combinations and share-based payments.

The company's intermediary parent entity is Argus Topco Limited (incorporated in the United Kingdom) and its consolidated financial statements, which the company forms part of, are available from Companies House. The company's immediate parent entity is Argus Bidco Limited.

The financial statements contain information about CitNow Video Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Argus Topco Limited.

CitNow Video Limited
Notes to the financial statements
31 December 2021

Note 1. Significant accounting policies (continued)

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. 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 2.

Foreign currency translation

The financial statements are presented in Pounds sterling, which is CitNow Video Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Pounds sterling using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification

Assets and liabilities are presented in the balance sheet based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

CitNow Video Limited
Notes to the financial statements
31 December 2021

Note 1. Significant accounting policies (continued)

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are not included as part of the initial measurement. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets

The company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

CitNow Video Limited
Notes to the financial statements
31 December 2021

Note 1. Significant accounting policies (continued)

Issued capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividends

Dividends are recognised when declared during the financial year and no longer at the discretion of the company.

Value-Added Tax ('VAT') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated VAT, unless the VAT incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of VAT receivable or payable. The net amount of VAT recoverable from, or payable to, the tax authority is included in other receivables or other payables in the balance sheet.

Commitments and contingencies are disclosed net of the amount of VAT recoverable from, or payable to, the tax authority.

Rounding of amounts

Amounts in this report have been rounded off to the nearest thousand pounds, or in certain cases, the nearest pound.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Recoverability of intercompany

The company assesses recoverability of intercompany receivables at each reporting date by evaluating the performance and ability of fellow group companies to settle balances. If reasonable doubt exists, an appropriate provision is made based on net assets / (liabilities) and future cash generation of the company in question.

Note 3. Expenses

	2021 £'000	2020 £'000
(Loss)/profit before income tax includes the following specific expenses:		
<i>Finance costs</i>		
Intercompany loan interest	502	33
<i>Net foreign exchange (gain)/loss</i>		
Net foreign exchange (gain)/loss	22	(17)

Note 4. Directors' remuneration

The remuneration of directors during the current and prior year were paid by other group companies for services to the group as a whole, and the directors received no separate remuneration for their services to this company. The directors consider the services provided to the company to be incidental.

No recharge for any of these services was made to the company.

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Note 5. Finance expenses

	2021 £'000	2020 £'000
Intercompany loan interest	502	33

Note 6. Income from subsidiary undertaking

	2021 £'000	2020 £'000
Dividend income	-	8,500

Note 7. Income tax expense

	2021 £'000	2020 £'000
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
(Loss)/profit before income tax expense	(480)	8,450
Tax at the statutory tax rate of 19%	(91)	1,606
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Income not subject to tax	-	(1,615)
Group relief surrendered	95	9
Adjustment to deferred tax balances as a result of change in statutory tax rate	(144)	(48)
Deferred tax not recognised	140	48
Income tax expense	-	-
	2021 £'000	2020 £'000
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	-	2,415
Potential tax benefit @ 19%	-	459

The above potential tax benefit for tax losses has not been recognised in the balance sheet. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

The future tax rate of 25% which is applicable from April 2023 has not been applied on the basis that it was not substantively enacted at the balance sheet date. On 23 September 2022 the government cancelled the planned increase to corporation tax. Rather than rising to 25% from April 2023, the rate will remain at 19% for all firms.

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Note 8. Non-current assets - investments

	2021 £'000	2020 £'000
Shares in Zype TV Limited - at cost	<u>3</u>	<u>3</u>
<i>Reconciliation</i>		
Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:		
Opening carrying amount	<u>3</u>	<u>3</u>
Closing carrying amount	<u>3</u>	<u>3</u>

Interests in subsidiaries

As at the 31 December 2021, the company had investments in the following subsidiary companies:

Name	Country of incorporation / Registered office	Holding	Proportion held %
Zype TV Limited	UK - 9 Millars Brook, Molly Millars Lane, Wokingham, Berkshire, RG41 2AD	Ordinary shares	100.00%
CitNOW GmbH*	Germany - Unter den Linden 10, D-10117, Berlin	Ordinary shares	100.00%
CitNow Inc*	United States - 555 North Point Center East, Suite 400, Alpharetta, GA 30022	Ordinary shares	100.00%
CitNow Video Italy SRL*	Italy - Via Paola Barison 42, Ed 12 - B5, Roma (RM) 00142	Ordinary shares	100.00%
CitNow Video Benelux B.V.*	Netherlands - De Cuserstraat 93, 1081 CN, Amsterdam	Ordinary shares	100.00%
CitNOW Video France SARL*	France - 47 Boulevard Georges Clemenceau, 92415 Courbevoie CEDEX	Ordinary shares	100.00%
CitNOW Video Iberia, SLU*	Spain - Calle, Orense 34, Planta 8, 28020 Madrid	Ordinary shares	100.00%
CitNOW Nordic A/S*	Denmark - Nymøllevej 50, 2800 Kgs. Lyngby, Danmark	Ordinary shares	100.00%
CitNOW Canada Inc.*	Canada - 1055 West Georgia Street, 1500 Royal Centre, P.O. Box 11117, Vancouver BC V6E 4N7, Canada	Ordinary shares	100.00%
CitNOW Limited*	UK - 9 Millars Brook, Molly Millars Lane, Wokingham, Berkshire, RG41 2AD	Ordinary shares	100.00%

* Indirect holdings

All entities were trading in line with consolidated entities principal activities.

Note 9. Current assets - trade and other receivables - amounts falling due within one year

	2021 £'000	2020 £'000
Amounts owed by group undertakings	<u>10,757</u>	<u>12,099</u>

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

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Note 10. Current assets - cash and cash equivalents

	2021 £'000	2020 £'000
Cash at bank and in hand	<u>35</u>	<u>27</u>

Note 11. Current liabilities - trade and other payables - amounts falling due within one year

	2021 £'000	2020 £'000
Amounts owed to group undertakings	<u>10,150</u>	<u>11,004</u>

Included within amounts owed to group undertakings is a balance of £5,102,000 (2020: £10,661,000) with Argus Bidco Limited which from the 11 December 2020 was covered by an intercompany loan agreement. The balance is repayable on demand and accrues interest at a rate of 5.5% per annum.

All other amounts owed to group undertakings are unsecured, interest free, have no fixed repayment date and are repayable on demand.

Note 12. Equity - issued capital

	Number 2021	Number 2020	Value (£) 2021	Value (£) 2020
Ordinary £0.001 shares	<u>3,427,700</u>	<u>3,427,700</u>	<u>3,427</u>	<u>3,427</u>

All classes of share rank pari-passu, except that directors can vary the distributions paid by class of share.

All shares are owned by the immediate parent Argus Bidco Limited.

Note 13. Equity - Share premium account

	2021 £'000	2020 £'000
Share premium reserve	<u>1,008</u>	<u>1,008</u>

Note 14. Equity - (Accumulated losses)/retained earnings

	2021 £'000	2020 £'000
(Accumulated losses)/retained profits at the beginning of the financial year	114	(5,836)
(Loss)/profit after income tax expense for the year	(480)	8,450
Dividends paid (note 15)	<u>-</u>	<u>(2,500)</u>
(Accumulated losses)/retained profits at the end of the financial year	<u>(366)</u>	<u>114</u>

Note 15. Equity - dividends

Dividends paid during the financial year were as follows:

	2021 £'000	2020 £'000
Interim dividend for the year ended 31 December 2020 of 72.9 pence per ordinary share	<u>-</u>	<u>2,500</u>

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Note 16. Auditors remuneration

During the financial year the following fees were paid or payable for services provided by BDO LLP, the auditor of the company:

	2021 £'000	2020 £'000
<i>Audit services</i>		
Audit of the financial statements	6	5
<i>Other services</i>		
Tax compliance	1	1
	<u>7</u>	<u>6</u>

The fees for audit and other services were borne by a fellow group company, Zype TV Limited.

Note 17. Contingent liabilities

As at 31 December 2021 the company had guaranteed the borrowings of Argus Bidco Limited totalling £33,335,000 (2020: £28,000,000).

At the balance sheet date Argus Bidco Limited had fulfilled all of its obligations under the terms of the loan.

On 7 July 2022 as result of the new ownership the previous borrowings were settled and new borrowings taken out in the name of FIS3 Bidco Limited. At the date these reports are signed the company has not become a guarantor over the new debt.

Note 18. Related party transactions

No transactions with related parties were undertaken such as are required to be disclosed under International Accounting Standard (IAS 24). The directors have taken the exemption available under FRS 101 Section 8k, where it is a wholly owned subsidiary and the parents consolidated financial statements, Argus Topco Limited, are publicly available.

Ultimate controlling party

The ultimate controlling party is Livingbridge 7 Global LP.

Note 19. Events after the reporting period

On 7 July 2022 Argus Topco Limited, of whom the company is a wholly owned subsidiary, was acquired by FIS3 Bidco Limited with the ultimate controlling party being Livingbridge 7 Global LP.