

Registered number: 09790742

**UNIBUDDY LTD**

**ANNUAL REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2022**

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**UNIBUDDY LTD**

**COMPANY INFORMATION**

**Directors**

D Fanara  
K Naidoo  
F G A Destin  
F J Mullen  
A Sommer

**Registered number**

09790742

**Registered office**

5 New Street Square  
London  
EC4A3TW

**Independent auditor**

Cooper Parry Group Limited  
Statutory Auditor  
9 Appold Street  
London  
EC2A 2AP

**UNIBUDDY LTD**

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## UNIBUDDY LTD

**GROUP STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**Introduction**

Unibuddy Limited provides marketing software for universities and higher education institutions. Their primary offering, Unibuddy Chat, enables institutions to connect their current students to prospective students via an institution's website and enable peer-to-peer communication through messaging services and events. Their second offering, Unibuddy Community, enables peer-to-peer engagement for groups, connecting students and prospect students with common interests.

**Business review**

The company's principal activity during the year continued to be the sale of proprietary software to higher education institutions in the UK, Europe and North America. Unibuddy Limited also funds the development of the company's intellectual property as well as acting as a holding company for two subsidiary companies.

The companies key financial and other performance indicators are:

	2022	2021	YOY
	£000s	£000s	
Turnover	5,432	4,097	33%
Turnover UK and Rest of the world	4,261	3,322	28%
Turnover US	1,171	775	51%
Operating Loss	(10,805)	(8,084)	34%
Loss after tax	(11,682)	(7,939)	47%
Average number of employees	125	115	0%

Turnover increased during the year following investment in performance marketing and events, and in our sales and customer success team members. Operating expenses during the year grew 33%, following planned investment in experienced hires across the organisation, and in marketing, meaning the operating loss was larger in 2022 by c£2.7m

**Principal risks and uncertainties**

- **Competitive risks.** At least one competitor exists in the company's key markets, including the UK and US, which has been shown to impact pricing power. Our strategy is to continue to develop our product & service offerings to strengthen our customer loyalty, as well as leverage key strategic partners
- **Foreign currency risks.** The company's sales transact in various currencies and the group also makes payments, also in various currencies, meaning that it is subject to foreign exposure risk in this regard. To minimise risk here, the company ensures that it holds sufficient funds to cover 3-6 mth costs in USD on a rolling basis and surplus receipts, of any currency, are transferred to GBP
- **Economic risk.** Macroeconomic impacts, including slowing economic growth across our regions, can impact the company's financial performance, as they can reduce customers spending power and/or increase the time to pay invoices due. Proactive customer engagement and tight credit control minimise these risks.
- **Talent risk.** Within our small team, loss of key talent presents risks especially since there is a competitive talent market in each of the regions where we have employees (London/UK, New York/US and Bangalore/India). An employee retention program and development planning are in place to minimise these risks

**UNIBUDDY LTD**

**GROUP STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

This report was approved by the board and signed on its behalf by:

DocuSigned by:  
  
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**D Fanara**  
Director

Date: 02 August 2023

## UNIBUDDY LTD

### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their report and the for the year ended 31 December 2022.

#### Directors' responsibilities statement

The directors are responsible for preparing the group strategic report, the directors' report and the consolidated in accordance with applicable law and regulations.

Company law requires the directors to prepare for each financial year. Under that law the directors have elected to prepare the in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the unless they are satisfied that they give a true and fair view of the state of affairs of the company and the Group and of the profit or loss of the Group for that period.

In preparing these, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;

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 the Group and to enable them to ensure that the comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Results and dividends

The loss for the year, after taxation, amounted to £11,681,951 (2021: loss £7,939,307).

There were no dividends proposed for the year (2021: £nil).

#### Directors

The directors who served during the year are as shown on the company information page.

#### Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company and the group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company and the group's auditor is aware of that information.

#### Post balance sheet events

There have been no significant events affecting the Group since the year end.

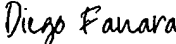
**UNIBUDDY.LTD**

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**Auditor**

The auditor, Cooper Parry Group Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:

DocuSigned by:  
  
6A7F0C695BA0470...

**D Fanara**  
Director

**Date:** 02 August 2023

**UNIBUDDY LTD**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNIBUDDY LTD**

**Opinion**

We have audited the financial statements of Unibuddy Ltd (the 'parent company') and its subsidiaries (the 'Group') for the year ended 31 December 2022, which comprise the Consolidated statement of comprehensive income, the Consolidated and company balance sheets, the Consolidated statement of cash flows, the Consolidated and company statement of changes in equity and the related notes, 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 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 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.

**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 United Kingdom, including the Financial Reporting Council'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 or the parent 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.



## **UNIBUDDY LTD**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNIBUDDY LTD (CONTINUED)**

#### **Other information**

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

#### **Opinion on other matters prescribed by the Companies Act 2006**

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

- the information given in the group 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 group 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 its environment obtained in the course of the audit, we have not identified material misstatements in the group 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 3, 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.

## UNIBUDDY LTD

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNIBUDDY LTD (CONTINUED)

#### 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 Group 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:

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgments and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.
- reading the minutes of meetings of those charged with governance; enquiring of management as to actual and potential litigation and claims.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance.

Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

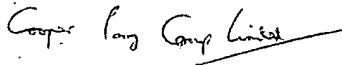
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

**UNIBUDDY LTD**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNIBUDDY LTD (CONTINUED)**

**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.



Steven Leith (Senior statutory auditor)  
for and on behalf of  
**Cooper Parry Group Limited**  
**Statutory Auditor**  
Statutory Auditor  
9 Appold Street  
London  
EC2A 2AP  
Date: 2 August 2023

## UNIBUDDY LTD

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2022**

		2022 £	2021 £
Turnover	3	5,432,394	4,097,416
Cost of sales		(1,378,999)	(1,214,851)
<b>Gross profit</b>		<u>4,053,395</u>	<u>2,882,565</u>
Administrative expenses		(14,858,574)	(10,966,485)
<b>Operating loss</b>		(10,805,179)	(8,083,920)
Interest receivable and similar income	9	2,919	2,265
Interest payable and similar expenses	10	(1,335,921)	(1,973)
<b>Loss before taxation</b>		(12,138,181)	(8,083,628)
Tax on loss	11	456,230	144,321
<b>Loss for the financial year</b>		(11,681,951)	(7,939,307)
Currency translation differences		(339,341)	23,409
<b>Other comprehensive income for the year</b>		(339,341)	23,409
<b>Loss for the financial year</b>		<u>(12,021,292)</u>	<u>(7,915,898)</u>

There were no recognised gains and losses for 2022 or 2021 other than those included in the consolidated statement of comprehensive income.

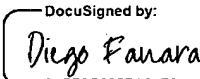
The notes on pages 18 to 36 form part of these financial statements.

**UNIBUDDY LTD**  
**REGISTERED NUMBER: 09790742**

**CONSOLIDATED BALANCE SHEET**  
**AS AT 31 DECEMBER 2022**

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Intangible assets	12	54,366	-
Tangible assets	13	142,451	159,295
		<u>196,817</u>	<u>159,295</u>
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	15	19,981	23,812
Debtors: amounts falling due within one year	15	2,644,193	1,677,112
Cash at bank and in hand		5,390,881	10,332,286
		<u>8,055,055</u>	<u>12,033,210</u>
Creditors: amounts falling due within one year	16	(9,069,198)	(2,494,687)
<b>Net current (liabilities)/assets</b>		<u>(1,014,143)</u>	<u>9,538,523</u>
<b>Net (liabilities)/assets</b>		<u>(817,326)</u>	<u>9,697,818</u>
<b>Capital and reserves</b>			
Called up share capital	17	252	246
Share premium account		23,051,539	23,049,659
Foreign exchange reserve		(350,723)	(11,382)
Profit and loss account		(23,518,394)	(13,340,705)
<b>Equity attributable to owners of the parent company</b>		<u>(817,326)</u>	<u>9,697,818</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:  
  
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**D Fanara**  
Director

**Date:** 02 August 2023

The notes on pages 18 to 36 form part of these financial statements.

**UNIBUDDY LTD**  
**REGISTERED NUMBER: 09790742**

**COMPANY BALANCE SHEET**  
**AS AT 31 DECEMBER 2022**

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Intangible assets	12	54,366	-
Tangible assets	13	110,241	114,599
Investments	14	1,040	1,040
		<u>165,647</u>	<u>115,639</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	15	7,584,029	3,940,544
Cash at bank and in hand		4,910,278	9,955,555
		<u>12,494,307</u>	<u>13,896,099</u>
Creditors: amounts falling due within one year	16	(7,540,870)	(1,754,690)
<b>Net current assets</b>		<u>4,953,437</u>	<u>12,141,409</u>
<b>Net assets</b>		<u><u>5,119,084</u></u>	<u><u>12,257,048</u></u>
<b>Capital and reserves</b>			
Called up share capital		252	246
Share premium account		23,051,539	23,049,659
Profit and loss account		(17,932,707)	(10,792,857)
		<u><u>5,119,084</u></u>	<u><u>12,257,048</u></u>

The company had losses in the year of £8,567,396 ( 2021: £6,242,862).

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:  
**D Fanara**  
 Director

*Diego Fanara*  
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**Date:** 02 August 2023

The notes on pages 18 to 36 form part of these financial statements.

## UNIBUDDY LTD

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2022	246	23,049,659	(11,382)	(13,340,705)	9,697,818
<b>Comprehensive income for the year</b>					
Loss for the year	-	-	-	(11,681,951)	(11,681,951)
Currency translation differences	-	-	(339,341)	-	(339,341)
Share based payment charge	-	-	-	1,504,262	1,504,262
<b>Other comprehensive income for the year</b>	-	-	(339,341)	1,504,262	1,164,921
<b>Total comprehensive income for the year</b>	-	-	(339,341)	(10,177,689)	(10,517,030)
<b>Contributions by and distributions to owners</b>					
Shares issued during the year	6	1,880	-	-	1,886
<b>Total transactions with owners</b>	6	1,880	-	-	1,886
<b>At 31 December 2022</b>	<b>252</b>	<b>23,051,539</b>	<b>(350,723)</b>	<b>(23,518,394)</b>	<b>(817,326)</b>

The notes on pages 18 to 36 form part of these financial statements.

## UNIBUDDY LTD

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2021	195	8,930,037	(34,791)	(6,578,615)	2,316,826
<b>Comprehensive income for the year</b>					
Loss for the year	-	-	-	(7,939,307)	(7,939,307)
Currency translation differences	-	-	23,409	-	23,409
Share based payment charge	-	-	-	1,177,217	1,177,217
<b>Other comprehensive income for the year</b>	-	-	23,409	1,177,217	1,200,626
<b>Total comprehensive income for the year</b>	-	-	23,409	(6,762,090)	(6,738,681)
<b>Contributions by and distributions to owners</b>					
Shares issued during the year	51	14,119,622	-	-	14,119,673
<b>Total transactions with owners</b>	51	14,119,622	-	-	14,119,673
<b>At 31 December 2021</b>	<b>246</b>	<b>23,049,659</b>	<b>(11,382)</b>	<b>(13,340,705)</b>	<b>9,697,818</b>

The notes on pages 18 to 36 form part of these financial statements.



UNIBUDDY LTD

COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2022	246	23,049,659	(10,792,857)	12,257,048
<b>Comprehensive income for the year</b>				
Loss for the year	-	-	(8,370,298)	(8,370,298)
Share based payment charge	-	-	1,230,448	1,230,448
<b>Other comprehensive income for the year</b>	-	-	1,230,448	1,230,448
<b>Total comprehensive income for the year</b>	-	-	(7,139,850)	(7,139,850)
<b>Contributions by and distributions to owners</b>				
Shares issued during the year	6	1,880	-	1,886
<b>Total transactions with owners</b>	6	1,880	-	1,886
<b>At 31 December 2022</b>	<b>252</b>	<b>23,051,539</b>	<b>(17,932,707)</b>	<b>5,119,084</b>

The notes on pages 18 to 36 form part of these financial statements.

## UNIBUDDY LTD

COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 January 2021	195	8,930,037	(5,727,212)	3,203,020
<b>Comprehensive income for the year</b>				
Loss for the year	-	-	(6,242,862)	(6,242,862)
Share based payment charge	-	-	1,177,217	1,177,217
<b>Other comprehensive income for the year</b>	-	-	1,177,217	1,177,217
<b>Total comprehensive income for the year</b>	-	-	(5,065,645)	(5,065,645)
<b>Contributions by and distributions to owners</b>				
Shares issued during the year	51	14,119,622	-	14,119,673
<b>Total transactions with owners</b>	51	14,119,622	-	14,119,673
<b>At 31 December 2021</b>	<b>246</b>	<b>23,049,659</b>	<b>(10,792,857)</b>	<b>12,257,048</b>

The notes on pages 18 to 36 form part of these financial statements.

## UNIBUDDY.LTD

**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

	2022 £	2021 £
<b>Cash flows from operating activities</b>		
Loss for the financial year	(11,681,951)	(7,939,307)
<b>Adjustments for:</b>		
Amortisation of intangible assets	6,798	-
Depreciation of tangible assets	69,759	69,960
Impairments of fixed assets	-	21,333
Interest paid	2,588	1,973
Interest received	(2,919)	(2,265)
Taxation charge	(456,230)	(144,321)
(Increase) in debtors	(1,015,695)	(1,133,460)
Increase in creditors	1,263,359	969,900
Net fair value losses recognised in P&L	1,333,333	-
Corporation tax received	147,153	166,503
Share based payment charge	1,504,262	1,177,217
<b>Net cash generated from operating activities</b>	<u>(8,829,543)</u>	<u>(6,812,467)</u>
<b>Cash flows from investing activities</b>		
Purchase of intangible fixed assets	(61,164)	-
Purchase of tangible fixed assets	(52,915)	(101,547)
Interest received	2,919	2,265
<b>Net cash from investing activities</b>	<u>(111,160)</u>	<u>(99,282)</u>
<b>Cash flows from financing activities</b>		
Issue of ordinary shares	1,886	14,119,673
Other new loans	4,000,000	-
Interest paid	(2,588)	(1,973)
<b>Net cash used in financing activities</b>	<u>3,999,298</u>	<u>14,117,700</u>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<u>(4,941,405)</u>	<u>7,205,951</u>
Cash and cash equivalents at beginning of year	10,332,286	3,126,335
<b>Cash and cash equivalents at the end of year</b>	<u><u>5,390,881</u></u>	<u><u>10,332,286</u></u>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	<u>5,390,881</u>	<u>10,332,286</u>
	<u><u>5,390,881</u></u>	<u><u>10,332,286</u></u>

The notes on pages 18 to 36 form part of these financial statements.

## UNIBUDDY LTD

**CONSOLIDATED ANALYSIS OF NET DEBT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

	At 1 January 2022 £	Cash flows £	At 31 December 2022 £
Cash at bank and in hand	10,332,286	(4,941,405)	5,390,881
Debt due within 1 year	-	(5,333,333)	(5,333,333)
	<u>10,332,286</u>	<u>(10,274,738)</u>	<u>57,548</u>

The notes on pages 18 to 36 form part of these financial statements.

## UNIBUDDY LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 1. Accounting policies

##### 1.1 Basis of preparation of financial statements

Unibuddy Limited ("the company") is a limited liability company incorporated and domiciled in the United Kingdom. The address of its registered office is disclosed on the company information page.

The financial statements are prepared in Sterling (£), which is the functional currency of the company. The financial statements are for the year ended 31 December 2022 (2021: year ended 31 December 2021).

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 2).

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements.

The following principal accounting policies have been applied consistently throughout the year:

##### 1.2 Basis of consolidation

The consolidated financial statements present the results of the company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

##### 1.3 Going concern

The financial statements have been prepared on a going concern basis. The directors believe that the company's sales growth trajectory, its cash levels and its ability to control its operating costs put it in a good position to manage its business risks successfully. This, together with detailed forecasts prepared by the directors have demonstrated a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and they consider it is appropriate to apply the going concern basis of accounting in preparing the financial statements.

**UNIBUDDY LTD**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**1. Accounting policies (continued)**

**1.4 Foreign currency translation**

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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

**1.5 Revenue**

Revenue comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the company's activities. Revenue is shown net of sales/value added tax, rebates and discounts.

Revenue from a contract to provide services is recognised on a straight-line basis over the period that the contractual terms relate to.

## UNIBUDDY LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 1. Accounting policies (continued)

##### 1.6 Foreign currency translation

###### Functional and presentation currency

The company's functional and presentational currency is GBP and is rounded to the nearest pound (£)

###### 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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

##### 1.7 Operating leases

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

##### 1.8 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

##### 1.9 Interest income

Interest income is recognised in profit or loss using the effective interest method.

## UNIBUDDY LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 1. Accounting policies (continued)

##### 1.10 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

##### 1.11 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

##### 1.12 Pensions

###### Defined contribution pension plan

The Group operates a defined contribution plan 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 in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

##### 1.13 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 recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Group 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 or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

##### 1.14 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company and the Group operate and generate income.



## UNIBUDDY LTD

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**1. Accounting policies (continued)****1.15 Intangible assets**

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

Amortisation is provided on the following basis:

Website	-	25%
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**1.16 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	-	25%
Computer equipment	-	50%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

**1.17 Valuation of investments**

Investments in subsidiaries are initially valued at cost and reviewed annually for signs of impairment. If an impairment loss is recognised, this is recognised immediately in the profit and loss account.

**1.18 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

**1.19 Financial instruments**

All financial instruments are initially measured at transaction price and subsequently at amortised cost.

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

**UNIBUDDY LTD**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**1. Accounting policies (continued)**

**1.19 Financial instruments (continued)**

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the balance sheet date.

**1.20 Financial liabilities - measurement**

Financial liabilities are classified as subsequently measured at amortised cost, except for financial liabilities at FVTPL: this classification is applied to convertible loan notes. Other financial liabilities comprise trade and other payables and borrowings.

## UNIBUDDY LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 2. Judgments in applying accounting policies and key sources of estimation uncertainty

The directors make estimates and assumptions concerning the future. The directors are also required to exercise judgement in the process of applying the group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

##### **Impairment of fixed assets**

The directors assess the impairment of fixed assets subject to depreciation whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

Factors considered important that could trigger an impairment review include the following:

- Significant under performance relative to historical or projected future operating results;
- Significant changes in the use of the acquired assets or the business strategy;
- and
- Significant negative industry or economic trends.

##### **Depreciation and residual values**

The directors have reviewed the asset lives and associated residual values of all fixed asset classes and have concluded that asset lives, and residual values are appropriate.

The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. In assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

##### **Impairment of investments**

The directors review the carrying value of investments for indications of impairment at each period end. If indicators of impairment exist, the carrying value of the investment is subject to further testing to determine whether its carrying value exceeds the recoverable amount. This process will usually involve the estimation of future cash flows which are likely to be generated by the asset.

##### **Recoverability of trade debtors**

Trade and other debtors are recognised to the extent that they are judged recoverable. The directors' reviews are performed to estimate the level of reserves required for irrecoverable debt. Provisions are made specifically against invoices where recoverability is uncertain. The directors make allowance for doubtful debts based on an assessment of the recoverability of debtors.

Allowances are applied to debtors where events or changes in circumstances indicate that the carrying amounts may not be recoverable. The directors specifically analyse historical bad debts, customer creditworthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of the provision for doubtful debts. Where the expectation is different from the original estimate, such difference will impact the carrying value of debtors and the charge in the profit and loss account.

##### **Fair value calculations**

Management believe the estimates used to establish a fair value for share based payments, using the Black Scholes pricing model, and Convertible loan notes under the discounted cash flow model are a key source of estimation uncertainty. The inputs to the fair value model reflect managements best estimate.

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**3. Turnover**

An analysis of turnover by class of business is as follows:

	2022 £	2021 £
Subscriptions	5,432,394	4,097,416
	<u>5,432,394</u>	<u>4,097,416</u>

Analysis of turnover by country of destination:

	2022 £	2021 £
Rest of the world, including United Kingdom	4,260,717	3,322,424
United States	1,171,677	774,992
	<u>5,432,394</u>	<u>4,097,416</u>

**4. Operating loss**

The operating loss is stated after charging:

	2022 £	2021 £
Exchange differences	(911,667)	(585,007)
Other operating lease rentals	414,624	335,104
Share-based payment	1,504,262	1,177,217
Depreciation	69,759	69,960
Amortisation	6,798	(6,167)
	<u></u>	<u></u>

**5. Auditor's remuneration**

During the year, the Group obtained the following services from the company's auditor:

	2022 £	2021 £
Fees payable to the company's auditor for the audit of the consolidated and parent company's financial statements	30,500	26,500
Fees payable to company's auditors for non audit services	14,750	8,750
	<u>45,250</u>	<u>35,250</u>

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 6. Staff costs

Staff costs, including directors remunerations were as follows:

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Wages and Salaries	8,939,670	7,353,867	5,268,590	4,681,859
Social Security costs	881,609	698,917	708,494	575,271
Defined contribution pension costs	114,760	69,015	114,760	69,015
	<u>9,936,039</u>	<u>8,121,799</u>	<u>6,091,844</u>	<u>5,326,145</u>

## 7. Employee numbers

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

	2022 No.	2021 No.
Employees	<u>105</u>	<u>105</u>

The company has no employees other than the directors, who did not receive any remuneration (2021: £nil)

## 8. Directors' remuneration

	2022 £	2021 £
Directors' emoluments	<u>242,538</u>	<u>240,000</u>
	<u>242,538</u>	<u>240,000</u>

The highest paid director received remuneration of £122,732 (2021: £120,000).

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £Nil (2021: £Nil).

## 9. Interest receivable

	2022 £	2021 £
Other interest receivable	<u>2,919</u>	<u>2,265</u>
	<u>2,919</u>	<u>2,265</u>

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 10. Interest payable and similar expenses

	2022 £	2021 £
Bank interest payable	2,573	1,973
Fair value movement on financial instruments	1,333,348	-
	<u>1,335,921</u>	<u>1,973</u>

## 11. Taxation

	2022 £	2021 £
<b>Corporation tax</b>		
Current tax on profits for the year	(197,098)	(22,016)
Adjustments in respect of previous periods	(262,797)	(125,097)
	<u>(459,895)</u>	<u>(147,113)</u>
<b>Foreign tax</b>		
Foreign tax on income for the year	2,034	2,792
Foreign tax in respect of prior periods	1,631	-
	<u>3,665</u>	<u>2,792</u>
<b>Total current tax</b>	<u>(456,230)</u>	<u>(144,321)</u>
<b>Deferred tax</b>		
<b>Total deferred tax</b>	<u>-</u>	<u>-</u>
<b>Taxation on loss on ordinary activities</b>	<u>(456,230)</u>	<u>(144,321)</u>

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 11. Taxation (continued)

## Factors affecting tax charge for the year

The tax assessed for the year is the same as (2021: the same as) the standard rate of corporation tax in the UK of 19% (2021: 19%) as set out below:

	2022 £	2021 £
Loss on ordinary activities before tax	(12,138,181)	(8,083,628)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	(2,306,254)	(1,535,889)
Effects of:		
Fixed asset differences	(2,452)	(399)
Expenses not deductible for tax purposes	337,586	191,164
Income not taxable for tax purposes	-	(12,624)
Other permanent differences	(481,924)	(186,028)
Additional deduction for R&D expenditure	(145,976)	-
Surrender of tax losses for R&D credit refund	61,168	-
Adjustments in respect of prior periods	(261,166)	(147,103)
Remeasurement of deferred tax for changes in tax rates	(541,349)	(632,911)
Movement in deferred tax not recognised	2,716,889	2,221,825
Difference in rate of tax	167,248	(42,356)
<b>Total tax charge for the year</b>	<b>(456,230)</b>	<b>(144,321)</b>

## Factors that may affect future tax charges

On 3 March 2021, the Chancellor of the Exchequer announced that the corporation tax rate would increase to a maximum of 25% from 1 April 2023. This was substantively enacted on 24 May 2021. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised, based on tax law and the corporation tax rates that have been enacted, or substantively enacted, at the balance sheet date. As such, the deferred tax rate applicable at 31 May 2022 is 25% and deferred tax has been re-measured at this rate. The recent budget on 23 September 2022, the Chancellor of the Exchequer announced that the corporation tax rate would not increase to a maximum of 25% however this not been enacted as at year end.

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 12. Intangible assets

## Group and Company

	Other intangible assets £
<b>Cost</b>	
Additions	61,164
At 31 December 2022	<u>61,164</u>
<b>Amortisation</b>	
Charge for the year on owned assets	6,798
At 31 December 2022	<u>6,798</u>
<b>Net book value</b>	
At 31 December 2022	<u>54,366</u>
At 31 December 2021	<u>-</u>



## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 13. Tangible fixed assets

## Group

	Fixtures and fittings £	Computer equipment £	Total £
<b>Cost</b>			
At 1 January 2022	1,931	253,262	255,193
Additions	1,203	51,712	52,915
At 31 December 2022	<u>3,134</u>	<u>304,974</u>	<u>308,108</u>
<b>Depreciation</b>			
At 1 January 2022	909	94,989	95,898
Charge for the year on owned assets	-	69,759	69,759
At 31 December 2022	<u>909</u>	<u>164,748</u>	<u>165,657</u>
<b>Net book value</b>			
At 31 December 2022	<u>2,225</u>	<u>140,226</u>	<u>142,451</u>
At 31 December 2021	<u>1,022</u>	<u>158,273</u>	<u>159,295</u>

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 13. Tangible fixed assets (continued)

## Company

	<b>Computer equipment £</b>
<b>Cost</b>	
At 1 January 2022	176,077
Additions	43,013
At 31 December 2022	<u>219,090</u>
<b>Depreciation</b>	
At 1 January 2022	61,478
Charge for the year on owned assets	47,371
At 31 December 2022	<u>108,849</u>
<b>Net book value</b>	
At 31 December 2022	<u>110,241</u>
At 31 December 2021	<u>114,599</u>

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 14. Fixed asset investments

## Company

	Investments in subsidiary companies £
<b>Cost</b>	
At 1 January 2022	1,040
At 31 December 2022	1,040

## Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Registered office	Class of shares	Holding
Unibuddy India Private Limited	No 32, 2nd cross, Nanjappa Reddy Layout 8th Block, Koramangala, Bengaluru, Bangalore, KA, 560095, India	Ordinary	100%
Unibuddy Limited (US Entity) Inc	The Corporation Trust Company, Corporation Trust Centre 1209 Orange St, Wilmington, New Castle, 19801, Delaware	Ordinary	100%

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertakings was as follows:

Name	Profit £
Unibuddy India Private Limited	16,226
Unibuddy Limited (US Entity) Inc	2,572,694

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 15. Debtors

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
<b>Due after more than one year</b>				
Other debtors	19,981	23,812	-	-
	<u>19,981</u>	<u>23,812</u>	<u>-</u>	<u>-</u>
	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
<b>Due within one year</b>				
Trade debtors	1,624,430	1,072,295	1,228,752	770,688
Amounts owed by group undertakings	-	-	5,531,896	2,786,688
Other debtors	659,505	274,947	514,448	203,052
Prepayments and accrued income	360,258	329,870	308,933	180,116
	<u>2,644,193</u>	<u>1,677,112</u>	<u>7,584,029</u>	<u>3,940,544</u>

## 16. Creditors: Amounts falling due within one year

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Convertible loan notes	5,333,333	-	5,333,333	-
Trade creditors	179,542	30,871	96,743	2
Corporation tax	-	22,182	-	1
Other taxation and social security	226,079	220,512	226,079	220,512
Other creditors	177,819	35,064	137,903	11,243
Accruals and deferred income	3,152,425	2,186,058	1,746,812	1,522,932
	<u>9,069,198</u>	<u>2,494,687</u>	<u>7,540,870</u>	<u>1,754,690</u>

**Convertible loan notes**

The loan notes are due to mature on 15th August 2025 or at the next funding round whichever event happens earlier. The principal loan amount of £4,000,000 with a 0% interest rate, there are also various premiums associated with loan repayment or conversion depending on when the redemption occurs.

Per the applicable financial reporting framework, the loan is recognised as a financial liability at fair value through the profit and loss. The full loan note has been fair valued at the end of the reporting period, based on its expected future value assumptions have been made based on management expectations of when the loan will be repayed and the associated premiums. This has resulted in a fair value uplift of £1,333,333 that has been recognised in the year. This instrument will be reviewed and revalued by the directors annually.

## UNIBUDDY LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

## 17. Share capital

	2022 £	2021 £
<b>Allotted, called up and fully paid</b>		
1,222,600 (2021: 1,165,400) Ordinary shares of £0.0001 each	123	117
333,200 (2021: 333,200) Series A-1 shares of £0.0001 each	33	33
153,200 (2021: 153,200) Series A-2 shares of £0.0001 each	15	15
370,000 (2021: 370,000) Deferred shares of £0.0001 each	37	37
440,900 (2021: 440,900) Series B shares of £0.0001 each	44	44
	<hr/>	<hr/>
	252	246
	<hr/>	<hr/>

57,200 share options were exercised in the year for Ordinary shares with a nominal value of £0.0001 each. Total consideration of £1,886 was received for these shares.

All classes of share rank pari passu except for:

On distribution of assets on liquidation or a return of capital the surplus assets of the company remaining after payment of its liabilities shall be applied to the holders of each class of shares in accordance with the Articles of Association, in the following order: B shares, Series A-2 Shares, Series A-1 shares, Deferred shares and lastly Ordinary shares.

## 18. Reserves

**Foreign exchange reserve**

Comprises translation differences arising from the translation of financial statements of the Groups foreign entities into sterling (£)

**Profit and loss account**

This reserve records retained earnings and accumulated losses, including the share based payment charge.

## UNIBUDDY LTD

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**19. Share-based payments**

Unibuddy Limited have share options in issue, all options which have been granted have non-market vesting conditions attached and all share options which have been granted are of the same class: Ordinary shares which are exercisable between three and ten years following their grant. These are granted at the discretion of the Directors'.

The fair value of share options granted is estimated at the date of grant. The grant date for accounting purposes is at various points as the options were issued, as this is when a shared understanding of the terms and conditions of the arrangements was achieved between the various parties. A non-marketability discount was applied when assessing the fair value at grant date.

The fair value of share options granted is estimated at the date of grant using a Black-Scholes model.

The share based payment charge included in the expenses for the year was £1,504,262 (2021: £1,177,217)

The following table illustrates the number and weighted average exercise price of, and movements in, share options during the year.

	Weighted average exercise price (pence) 2022	Number 2022	Weighted average exercise price (pence) 2021	Number 2021
Outstanding at the beginning of the year	2.78	253,787	0.0001	198,668
Granted during the year	7.06	16,271	7.11	138,247
Forfeited during the year	4.10	(24,025)	0.63	(30,741)
Exercised during the year	0.19	(64,036)	0.10	(52,387)
<b>Outstanding at the end of the year</b>	<b>5.12</b>	<b>181,997</b>	<b>2.78</b>	<b>253,787</b>

**20. Pension commitments**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £114,760 (2021: £69,015). Contributions totaling £83,649 (2021: £13,229) were payable to the fund at the balance sheet date.

## UNIBUDDY LTD

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**21. Commitments under operating leases**

At 31 December 2022 the Group had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

<b>Group</b>	<b>2022 £</b>	<b>2021 £</b>
Not later than 1 year	150,098	32,694
Later than 1 year and not later than 5 years	-	40,867
	<u>150,098</u>	<u>73,561</u>

**22. Related party transactions**

Included in convertible loan notes in the year were notes issued to related parties. The Loan notes issued to related parties in the year have a value of £4,666,666 (2021: nil) These were offered under normal market conditions.

**23. Controlling party**

The directors believe there is no ultimate controlling party.