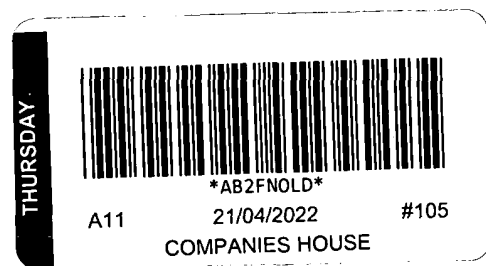


Company registration number: 9939088

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30 JUNE 2021**

BRIGHTER IR LIMITED



MENZIES
BRIGHTER THINKING

BRIGHTER IR LIMITED

COMPANY INFORMATION

Directors	C Ribton P Meadows I Lyall
Registered number	9939088
Registered office	Unit 6, The Business Centre Wool House 74 Back Church Lane London E1 1AF
Independent auditors	RSM UK Audit LLP 25 Farringdon Street London EC4A 4AB
Accountants	Menzies LLP Lynton House 7-12 Tavistock Square London WC1H 9LT

BRIGHTER IR LIMITED

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BRIGHTER IR LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2021

The directors present their report and the financial statements for the year ended 30 June 2021.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements 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 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Directors

The directors who served during the year were:

C Ribton
P Meadows
I Lyall

Disclosure of information to auditors

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's auditors are 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's auditors are aware of that information.

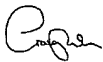
BRIGHTER IR LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2021

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006. The directors have also taken advantage of the small companies exemptions provided by section 414B of the Companies Act 2006 and have not prepared a strategic report.

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



C Ribton
Director

Date: 20/04/22

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRIGHTER IR LIMITED

Opinion

We have audited the financial statements of Brighter IR Limited (the 'company') for the year ended 30 June 2021 which comprise the Statement of Income and Retained Earnings, the Balance Sheet and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 Company's affairs as at 30 June 2021 and of its profit 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 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. 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 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 other information comprises the information included in the Annual Report other than the financial statements and our Auditors' 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRIGHTER IR LIMITED (CONTINUED)

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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 1, 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRIGHTER IR LIMITED (CONTINUED)

Auditors' 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 Auditors' 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud

As a result of these procedures, we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and inspecting correspondence with local tax authorities.

The audit engagement team identified the risk of management override of controls and revenue recognition and deferred income as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business. Revenue recognition and deferred income were tested substantively by agreeing invoices to contracts and cash receipts, recalculating deferred income based on contracts and reviewing cut off around the year end.

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. This description forms part of our Auditors' report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRIGHTER IR LIMITED (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 Auditors' 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.

Neil Griggs

Neil Griggs (Senior statutory auditor)
for and on behalf of
RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB
Date: 20/04/22

BRIGHTER IR LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 30 JUNE 2021

	2021 £	Restated 2020 £
Turnover	1,144,569	1,053,760
Cost of sales	(16,583)	(15,352)
Gross profit	1,127,986	1,038,408
Administrative expenses	(1,006,668)	(1,013,752)
Other operating income	3 11,231	24,132
Operating profit	132,549	48,788
Interest payable and expenses	(1,519)	-
Profit before tax	131,030	48,788
Tax on profit	(26,591)	-
Profit after tax	104,439	48,788
Retained earnings at the beginning of the year	(387,792)	(436,580)
	(387,792)	(436,580)
Profit for the year	104,439	48,788
Retained earnings at the end of the year	(283,353)	(387,792)

The notes on pages 9 to 13 form part of these financial statements.

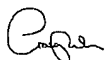
BRIGHTER IR LIMITED
REGISTERED NUMBER:9939088

BALANCE SHEET
AS AT 30 JUNE 2021

	Note	2021 £	Restated 2020 £
Fixed assets			
Tangible assets	5	3,554	5,727
		<u>3,554</u>	<u>5,727</u>
Current assets			
Debtors: amounts falling due within one year	6	155,241	163,666
Cash at bank and in hand		289,686	185,260
		<u>444,927</u>	<u>348,926</u>
Creditors: amounts falling due within one year	7	(731,784)	(742,395)
Net current liabilities		<u>(286,857)</u>	<u>(393,469)</u>
Total assets less current liabilities		<u>(283,303)</u>	<u>(387,742)</u>
Net liabilities		<u>(283,303)</u>	<u>(387,742)</u>
Capital and reserves			
Called up share capital		50	50
Profit and loss account		(283,353)	(387,792)
		<u>(283,303)</u>	<u>(387,742)</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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



C Ribton
Director

Date: 20/04/22

The notes on pages 9 to 13 form part of these financial statements.

BRIGHTER IR LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

1. General information

Brighter IR Limited is a private company, limited by shares, incorporated in England & Wales. The principal place of business is the same as the address of the registered office, disclosed on the company information page.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

In preparing these financial statement, the directors have taken advantage of the small companies exemptions provided by the aforementioned standard. As a result, the financial statements do not disclose a statement of change in equity, nor a statement of cash flows.

The following principal accounting policies have been applied:

2.2 Going concern

The company had net current liabilities of £283,303 at the balance sheet date. The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate.

In the consideration of the going concern basis the directors have prepared forecasts for a period of at least 12 months from the approval of the financial statements which incorporate the future planned growth.

In addition, the parent company Proactive Group Holdings Inc and fellow subsidiary Proactive Investors Limited, have confirmed that they will continue provide financial support to the Company so as to enable it to meet its liabilities as they fall due for a period of twelve months from the date of signing the financial statements. The parent company Proactive Group Holdings Inc have also confirmed that they will not recall any amounts owed to them until the company has sufficient liquid resources to ensure that the repayment will not impair the company's ability to meet the payment of third party creditors as they fall due .

The directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2.3 Turnover

Subscription income from customers is recognised initially in deferred income, then recognised as revenue over time as the subscription period is rendered based on a fixed price and performance obligations are satisfied as content is delivered over the subscription period. Contracts are typically for a maximum 12-month period, subscriptions are invoiced in advance at the start of the subscription period and the Company has no obligations to refund subscriptions which are typically due within 30 days of the invoice date.

Website development income generated is recognised over the contract period. Invoices are raised on signing of the contract for 50% of the development fee and the final 50% of the development fee is invoiced when the website goes live. The initial 50% raised on signing of the contract is non-refundable. Invoices are due for payment 30 days from the date of the invoice.

Other income is recognised when performance obligations have been satisfied and invoices are due for payment 30 days from the date of the invoice.

2.4 Other operating income

Government grant relates to compensation of staff costs under the Coronavirus Job Retention Scheme. Income is recognised in the same period as the costs to which it relates to, using the accruals model.

BRIGHTER IR LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

2. Accounting policies (continued)

2.5 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in 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 Company in independently administered funds.

2.6 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 operates and generates income.

2.7 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:

Office equipment	- 3 years
Computer equipment	- 3 years

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.

2.8 Financial instruments

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

BRIGHTER IR LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

3. Other operating income

	2021 £	2020 £
Furlough income	11,231	24,132
	<u>11,231</u>	<u>24,132</u>

4. Employees

The average monthly number of employees, including directors, during the year was 13 (2020 -13).

5. Tangible fixed assets

	Office equipment £	Computer equipment £	Total £
Cost			
At 1 July 2020	3,779	10,701	14,480
Additions	-	1,374	1,374
At 30 June 2021	<u>3,779</u>	<u>12,075</u>	<u>15,854</u>
Depreciation			
At 1 July 2020	3,779	4,974	8,753
Charge for the year on owned assets	-	3,547	3,547
At 30 June 2021	<u>3,779</u>	<u>8,521</u>	<u>12,300</u>
Net book value			
At 30 June 2021	<u>-</u>	<u>3,554</u>	<u>3,554</u>
At 30 June 2020	<u>-</u>	<u>5,727</u>	<u>5,727</u>

BRIGHTER IR LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

6. Debtors

	2021 £	2020 £
Trade debtors	146,324	154,166
Prepayments and accrued income	8,917	9,500
	<u>155,241</u>	<u>163,666</u>

7. Creditors: Amounts falling due within one year

	2021 £	Restated 2020 £
Trade creditors	807	1,940
Amounts owed to parent company	126,785	206,039
Corporation tax	26,591	-
Other taxation and social security	71,400	147,986
Other creditors	13,978	-
Accruals and deferred income	492,223	386,430
	<u>731,784</u>	<u>742,395</u>

BRIGHTER IR LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

8. Prior year adjustments

While producing the 2021 financial statements, the Company discovered the following errors for the periods ended June 30 2019 and June 30 2020:

- The Company discovered that no holiday accruals were included as part of its accruals outstanding obligations to its employees. The Company corrected the error and outstanding holiday accruals are accrued for the corresponding periods.

- The Company pays commissions based on trade debtors settled. The Company however noted that there should have been underlying commission provisions on unpaid outstanding trade debtors, which were not included in prior periods. The Company has estimated and accrued commission provisions for the corresponding periods.

The effect of the restatements on accounts and amounts for the period ended 30 June 2020 are summarized below:

Adjustments impacting period ending 2020

Change in the balance sheet

	As previously reported	Commission provision	Holiday accrual	As restated
	£	£	£	£
Retained earnings	(364,838)	(7,754)	(15,200)	(387,792)
Accruals and deferred income	(363,476)	(7,754)	(15,200)	(386,430)
Impact on Net Assets	(728,314)	(15,508)	(30,400)	(774,222)
Change to statement of income and retained earnings				

	As previously reported	Commission provision	Holiday accrual	As restated
	£	£	£	£
Administrative expenses	1,013,414	2,492	(2,154)	1,013,752
Impact on statement of income and retained earnings	1,013,414	2,492	(2,154)	1,013,752

9. Ultimate parent

The parent of the smallest group for which consolidated financial statements are drawn up is Proactive Group Holdings Inc. The registered office address is Suite 7210, 100 King Street, West Toronto, Ontario M5X 1E1.