

ANNUAL REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2020

FOR

CULTURE AMP LIMITED

REGISTERED NO: 10067991

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for the year ended 30 June 2020

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CULTURE AMP LIMITED (REGISTERED NUMBER: 10067991)

COMPANY INFORMATION
for the year ended 30 June 2020

DIRECTORS:	Douglas English D R Elzinga
REGISTERED OFFICE:	10 John Street London WC1N 2EB
REGISTERED NUMBER:	10067991 (England and Wales)
AUDITOR:	Ernst Young LLP One Cambridge Business Park Cambridge CB4 0WZ

**REPORT OF THE DIRECTORS
for the year ended 30 June 2020**

The directors present their report with the financial statements of the company for the year ended 30 June 2020.

INCORPORATION

The company was incorporated on 17 March 2016.

DIRECTORS

The directors who have held office during the period from 1 July 2019 to the date of this report are as follows:

D R Elzinga
D English

Both the directors who are eligible offer themselves for election at the forthcoming General Meeting.

PRINCIPAL ACTIVITIES

The principal activity of the company during the year was providing a software as a service (SaaS)-based survey platform for people engagement. There was no change to the nature of this activity during the year.

RESULTS FOR THE YEAR

The loss after tax for the year amounted to £4,457,472 (Loss for year ended 30 June 2019: £3,292,745)

FUTURE DEVELOPMENTS

The directors expect further growth in the coming year.

DIVIDENDS

No dividends were declared or paid during the year nor the prior year.

GOING CONCERN & COVID IMPACT

At 30 June 2020 the company had net current liabilities of £10,952,564 and net liabilities of £10,897,190. The company relies on the financial support provided by the parent company; has provided a formal letter of support confirming that it will continue to financially support the company for at least 12 months from the approval of the financial statements. The directors have assessed that Culture Amp Pty Ltd has sufficient resources to provide such support notwithstanding the risks and uncertainties disclosed in its consolidated financial statements.

From March 2020, the impact of COVID-19, including the measurements undertaken by Federal Governments in the countries in which we operate, have directly impacted the Company. The Company proactively took action to revise operational expenditure in light of the uncertainty of extent and length of impact. However, the Company has effectively maintained strong liquidity and positive revenue growth. The scale and duration of this pandemic are uncertain, but the Company remains confident in its continued business operations and going concern considerations.

INDEMNIFICATION OF OFFICERS

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third-party indemnity provision remains in force at the date of approving the directors' report.

FINANCIAL RISK MANAGEMENT

The company's operation is exposed to various financial risk that includes the effect of change in credit risk and liquidity risk. The company manages its credit risk by billing in advance for the year of service. The company's debt is mainly inter-company related and the parent company undertaking provides financial support if required by the company to meet its liquidity needs.

REPORT OF THE DIRECTORS (CONTINUED)
for the year ended 30 June 2020

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial accounts; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

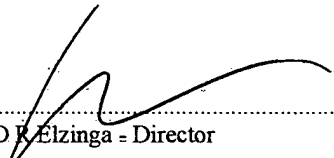
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

AUDITOR

The auditor, Ernst & Young LLP, is deemed to be re-appointed at the next General Meeting.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:


.....
D R Elzinga - Director

Date: 15 December 2020

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CULTURE AMP LIMITED

Opinion

We have audited the financial statements of Culture AMP Limited (the 'company') for the year ended 30 June 2020 which comprise of the Income Statement, the Balance Sheet and the related notes 1 to 12, 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 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 company's affairs as at 30 June 2020 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.

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 below. 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CULTURE AMP LIMITED (Continued)

Opinions 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
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

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 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.

A further description of our responsibilities for the audit of the financial statements is located 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.

Rachel Wilden (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Cambridge
2020

INCOME STATEMENT
for the year ended 30 June 2020

	Notes	Year ended 30 June 2020 £	Year ended 30 June 2019 £
TURNOVER		8,731,553	4,057,475
Administrative expenses		(13,189,025)	(7,350,220)
OPERATING LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	4	(4,457,472)	(3,292,745)
Tax on loss		-	-
OPERATING LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		<u>(4,457,472)</u>	<u>(3,292,745)</u>

The notes on pages 8 to 12 form part of these financial statements.

All activities related to continuing operations.

CULTURE AMP LIMITED (REGISTERED NUMBER: 10067991)

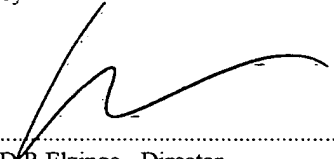
BALANCE SHEET
30 June 2020

	Notes	30 June 2020		30 June 2019	
		£	£	£	£
FIXED ASSETS					
Tangible Assets	5		55,374		39,091
CURRENT ASSETS					
Debtors	6	5,926,135		2,237,268	
Cash at bank and in hand		<u>3,876,727</u>		<u>2,026,783</u>	
		<u>9,802,862</u>		<u>4,264,051</u>	
CURRENT LIABILITIES					
Creditors: amounts falling due within one year	7	<u>(20,755,426)</u>		<u>(10,742,860)</u>	
NET CURRENT LIABILITIES			<u>(10,952,564)</u>		<u>(6,478,809)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES / NET LIABILITIES			<u>(10,897,190)</u>		<u>(6,439,718)</u>
CAPITAL AND RESERVES					
Called up share capital (Number of allotted share: 100)			100		100
Other Reserves	10		-		-
Profit and loss account	10		<u>(10,897,290)</u>		<u>(6,439,818)</u>
SHAREHOLDERS' DEFICIT			<u>(10,897,190)</u>		<u>(6,439,718)</u>

The notes on pages 8 to 12 form part of these financial statements.

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 15 November 2020 and were signed on its behalf by:


D.R. Elzinga - Director

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2020

1. STATUTORY INFORMATION

Culture Amp Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention. The financial statements are presented in Sterling which is also the company's functional currency. No level of rounding has been applied to the financial statements.

The financial statements have been prepared on a going concern basis, despite the net liability of £10,897,190 in the year as the parent company will continue to financially support the company for at least 12 months from the approval of the financial statements. Please refer to directors report on the impact of Covid-19.

Going concern and covid impact

At 30 June 2020 the company had net current liabilities of £10,952,564 and net liabilities of £10,897,190. The company relies on the financial support provided by the parent company; has provided a formal letter of support confirming that it will continue to financially support the company for at least 12 months from the approval of the financial statements. The directors have assessed that Culture Amp Pty Ltd has sufficient resources to provide such support notwithstanding the risks and uncertainties disclosed in its consolidated financial statements.

From March 2020, the impact of COVID-19, including the measurements undertaken by Federal Governments in the countries in which we operate, have directly impacted the Company. The Company proactively took action to revise operational expenditure in light of the uncertainty of extent and length of impact. However, the Company has effectively maintained strong liquidity and positive revenue growth. The scale and duration of this pandemic are uncertain, but the Company remains confident in its continued business operations and going concern considerations.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Tangible fixed assets

Tangible fixed assets are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Asset Class	Depreciation Rate
Computer equipment	25-33% on cost
Office furniture	10% on cost

At each reporting date fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the income statement.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 30 June 2020

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the income statement.

Financial instruments

Basic financial instruments as covered by Section 11 of FRS 102 are measured at amortised cost. The company does not have any other Financial Instruments as covered by Section 12 of FRS102.

Debtors are classified as loans and receivable. Loans and receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment. The company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired.

Creditors are classified as other financial liabilities at amortised cost. Other financial liabilities are measured initially at fair value and are measured subsequently at amortised cost using the effective interest method.

Cash in bank and in hand

Cash in bank and in hand comprise of cash at banks which are subject to an insignificant risk of changes in value.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straightline basis over the period of the lease.

Significant judgement and estimates

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 company makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. 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 discussed below.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 30 June 2020

Principal versus agent considerations

The company enters into contracts with its customers to enable the customer to utilise the Culture Amp platform which is managed by the ultimate parent company. The company has concluded that they are the principal over the transaction as the company is responsible for fulfilling the contract and is exposed to the credit risk

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 45 (2019: 28).

All of the directors are employed and paid by other group undertakings and it is not possible to separately identify their remuneration relating to qualifying services to the company in both the current year and prior year.

	Year ended 30 June 2020	Year ended 30 June 2019
Number of directors accruing benefits under a defined contribution pension scheme to which the company contributes	-	-
Number of directors who exercised share options	-	-
Number of directors who received shares for qualifying services	-	-
	£	£
Staff costs during the year		
Wages and salaries	3,341,986	1,830,320
Social security costs	399,520	195,283
Pension costs	105,000	63,565
Share based payments	93,385	74,609
Total	3,939,891	2,163,777

4. OPERATING LOSS

The operating loss is stated after charging:

	Year ended 30 June 2020	Period ended 30 June 2019
	£	£
Depreciation – owned assets	30,486	18,034
Auditor's remuneration	13,200	12,000
Rentals under operating lease	396,573	336,573
Foreign exchange difference	173,923	115,375
Management recharges	7,010,780	3,856,328

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 30 June 2020

5. TANGIBLE FIXED ASSETS

	Computer Equipment & Office Furniture £
COST	
At 30 June 2019	66,425
Additions	49,907
Disposals	(8,700)
At 30 June 2020	<u>107,632</u>
DEPRECIATION	
At 30 June 2019	27,334
Charge for year	30,486
Disposal	(5,562)
At 30 June 2020	<u>52,258</u>
NET BOOK VALUE	
At 30 June 2020	<u>55,374</u>
At 30 June 2019	<u>39,091</u>

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 June 2020 £	30 June 2019 £
Trade debtors	1,660,125	1,580,211
Amounts due from parent undertaking	615,971	221,790
Amounts due from other group undertakings	3,421,026	216,431
Other debtors	139,753	118,161
Prepayments	89,260	100,675
	<u>5,926,135</u>	<u>2,237,268</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 June 2020 £	30 June 2019 £
Trade creditors	77,579	136,323
Amounts owed to parent undertaking	7,249,700	3,239,125
Amounts owed to other group undertakings	8,398,380	3,963,377
Taxation and social security	733,630	351,904
Accruals and deferred revenue	4,296,137	3,052,131
	<u>20,755,426</u>	<u>10,742,860</u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
for the year ended 30 June 2020

8. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	30 June 2020 £	30 June 2019 £
Within one year - Premises	80,001	80,001

9. SECURITY

The company's assets are subject to a charge in favour of the company's bankers relating to the banking facilities provided.

10. RESERVES

	Profit and loss account £	Other Reserves £	Total £
At 30 June 2019	(6,439,818)	-	(6,439,818)
Deficit from after tax for the year	(4,457,472)	-	(4,457,472)
Share-based payments	-	93,385	93,385
Amounts owed to parent undertaking	-	(93,385)	(93,385)
At 30 June 2020	(10,897,290)	-	(10,897,290)

Other reserves relate to accumulated equity-settled share option charges and credits and is non-distributable.

11. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption in section 33.1A Financial Reporting Standard 102 "Related Party Disclosures" and has not disclosed details of transactions with fellow wholly owned undertakings within the group.

12. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

Culture Amp Pty Ltd, incorporated in Australia, is considered to be the ultimate parent company and controlling party. Culture Amp Pty Ltd is the smallest and largest group which includes the results of the company and for which group accounts are prepared. Copies of its group accounts are available from Level 2, 29 Steward Street, Richmond VIC 3121 which is also the ultimate parent's office.