VOISEY ENTERTAINMENT LIMITED REPORT OF THE DIRECTORS AND

AUDITED FINANCIAL STATEMENTS FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020



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COMPANY INFORMATION FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

A M Porwal **DIRECTORS:**

A L Reid

REGISTERED OFFICE: 77 Shaftesbury Avenue

Soho London

United Kingdom W1D 5DU

REGISTERED NUMBER: 11515002 (England and Wales)

AUDITORS: Ernst & Young LLP 1 More London Place

London SE1 2AF

REPORT OF THE DIRECTORS FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

The directors present their annual report together with the audited financial statements of Voisey Entertainment Limited (the 'Company') for the period ended 31 December 2020.

The Company has changed its year-end date from 20 October 2021 to 31 December 2020. The comparative amounts presented in the financial statements (including the related notes) are, as a result, not comparable, as they represent a period from 1 January 2020 to 20 October 2020. The results of the period ended 20 October 2020 are unaudited.

The directors took advantage of the small companies' exemption in accordance with Section 415A of the Companies Act 2006 in not preparing a strategic report or enhanced business review.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was to provide research and development services to its parent company.

Prior to the current period, the principal activity of the company was that of software development.

DIRECTORS

The directors who have held office during the period from 21 October 2020 to the date of this report are as follows:

O Barnes - resigned 21 October 2020

J L Brook - resigned 21 October 2020

T S Fisher - resigned 21 October 2020

E D Hausken - resigned 21 October 2020

D Langfoss-Haland - resigned 21 October 2020

P Wagtskjold-Myran - resigned 21 October 2020

A M Porwal - appointed 21 October 2020

A L Reid - appointed 21 October 2020

EVENTS AFTER THE BALANCE SHEET DATE

No matters or circumstances have arisen since the end of the financial period that significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

GOING CONCERN

The Company has net assets of £24,005,685. The Company's parent company has provided a letter of support to enable the Company to settle all liabilities falling due up to 30 November 2022. The directors have made enquiries and performed procedures to satisfy themselves that the group will be able to provide the support pledged should it be called upon by the Company during the period. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Therefore, the Company continues to adopt the going concern basis of accounting in preparing the annual financial statements.

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 FRS 102 has been followed, subject to any material departures disclosed and explained in the
- financial statements.
- notify its shareholder in writing about the use of disclosure exemptions, if any, of FRS 102 in the preparation
- of financial statements;
 - prepare the financial statements on the going concern basis unless it is inappropriate to presume that the
- company will continue in business.

REPORT OF THE DIRECTORS FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

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 AUDITORS

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 auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors' indemnities

The Company's parent company maintains liability insurance that covers the Company's directors. The Company's parent company has also provided an indemnity to the Company's directors, which is a qualifying third-party indemnity provision for the purpose of the Companies Act 2006.

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for re-appointment at the forthcoming Annual 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:

7

A L Reid - Director

Date: 30 November 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VOISEY ENTERTAINMENT LIMITED

Opinion

We have audited the financial statements of Voisey Entertainment Limited (the 'Company') for the period ended 31 December 2020 which comprise Income Statement, Statement of comprehensive income and the Balance Sheet, and the related notes 1 to 14, 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 state of the Company's affairs as at 31 December 2020 and of its profit for the period 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 the provisions available for small entities, in the circumstances set out in note 2 to the financial statements, 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 up to 30 November 2022.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

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 this 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 there is 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VOISEY ENTERTAINMENT LIMITED (CONTINUED)

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.

Other Matter

Although the comparative financial information is unaudited, we have obtained sufficient audit evidence to support that the opening balances do not contain misstatements that materially affect the current period's financial information.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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 AUDITOR'S REPORT TO THE MEMBERS OF VOISEY ENTERTAINMENT 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 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are those that relate to the reporting framework (Companies Act 2006) and the relevant tax compliance regulations in the jurisdictions in which the group operates. In addition, we concluded that there are certain significant laws and regulations that may have an effect on the determination of the amounts and disclosures in the financial statements and those laws and regulations relating to GDPR, health and safety, employee matters and bribery and corruption practices
- We understood how the Company is complying with those frameworks by making enquiries of management. We corroborated our enquiries through review of Board minutes and papers provided by management, communication with management's legal counsel as well as considering the results of our audit procedures.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by performing a fraud risk assessment over the Company's revenue. We also reviewed manual journals posting to revenue and entries posting to revenue by senior management.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved journal entry testing in relation to the identified fraud risk with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business. Our procedures also involved enquiries of Company management and those charged with governance.

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 Report of the Auditors.

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.

Einst + Young LLP

Philip Young (Senior Statutory Auditor) for and on behalf of Ernst & Young LLP London

1 December 2021

INCOME STATEMENT FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

	Notes	Period 21/10/20 to 31/12/20 £	Unaudited Period 1/1/20 to 20/10/20 £
TURNOVER		24,474	-
Administrative expenses		(24,428)	(481,692)
		46	(481,692)
Other income	3	28,892,110	_
OPERATING PROFIT/(LOSS)	5	28,892,156	(481,692)
Interest receivable and similar income		74,725	-
PROFIT/(LOSS) BEFORE TAXATION		28,966,881	(481,692)
Tax on profit/(loss)	6	(5,288,252)	· <u>-</u>
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD		23,678,629	(481,692)

The Company has no other comprehensive income for the period other than the results above.

VOISEY ENTERTAINMENT LIMITED (REGISTERED NUMBER: 11515002)

BALANCE SHEET 31 DECEMBER 2020

		2020		Unaudited 20/10/2020	
	Notes	£	£	£	£
FIXED ASSETS Intangible assets	8		-		338,649
CURRENT ASSETS Debtors	9	29,362,294		998	
Cash at bank	Ū	1,189		5,551	
		29,363,483		6,549	
CREDITORS Amounts falling due within one year	10	5,357,798		589,340	
NET CURRENT ASSETS/(LIABILITIES)			24,005,685		(582,791)
TOTAL ASSETS LESS CURRENT LIABILITIES			24,005,685		(244,142)
CAPITAL AND RESERVES					
Called up share capital	11		1,642		1,642
Share premium Capital Contribution Reserve	12 12		969,042 571,198		969,042
Retained earnings	12		22,463,803		(1,214,826)
SHAREHOLDERS' FUNDS			24,005,685		(244,142)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The directors took advantage of the small companies' exemption in accordance with Section 415A of the Companies Act 2006 in not preparing a strategic report or enhanced business review.

The financial statements were approved by the Board of Directors and authorised for issue on 30 November 2021 and were signed on its behalf by:

Br

A L Reid - Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

1. STATUTORY INFORMATION

Voisey Entertainment 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 Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The Company has changed its year-end date from 20 October 2021 to 31 December 2020. As a result, the information contained within the financial statements relate to a shorter period of account. The reason for using a shorter period was in order to align the year-end date with the entity's parent company. The comparative amounts presented in the financial statements (including the related notes) are, as a result, not comparable, as they represent a period from 1 January 2020 to 20 October 2020.

Turnover

The Company generates revenue from the provision of research and development services. Revenue from provision of these services is recognised when it is probable that an economic benefit will flow to the entity and the revenue and costs can be reliably measured. Turnover represents the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Patents and licences are being amortised evenly over their estimated useful life of five years.

Computer software is being amortised evenly over its estimated useful life of five years.

Taxation

Taxation for the period 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.

Financial assets

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost, less any impairment.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities are initially measured at transaction price (after deducting transaction costs) and subsequently held at amortised cost.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

2. ACCOUNTING POLICIES - continued

Going concern

The Company has net assets of £24,005,685. The Company's parent has provided a letter of support to enable the Company to settle all liabilities falling due up to 30 November 2022. The directors have made enquiries and performed procedures to satisfy themselves that the group will be able to provide the support pledged should it be called upon by the Company during the period. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Therefore, the Company continues to adopt the going concern basis of accounting in preparing the annual financial statements.

3. OTHER INCOME

Other income of £28,892,110 relates to the income generated from the sale of the Company's intellectual property and income generated from the transfer of its workforce.

4. EMPLOYEES

The average number of employees during the period was NIL (20 October 2020 - NIL).

5. OPERATING PROFIT/(LOSS)

The operating profit (20 October 2020 - operating loss) is stated after charging:

operating press (== = = == = = = = = = = = = = = = =		
	Daviad	Unaudited
	Period	Period
	21/10/20	1/1/20
	to	to
	31/12/20	20/10/20
	£	£
Patents and licences amortisation	-	22,630
Computer software amortisation		29,376
·		

6. TAXATION

Analysis of the tax charge

The tax charge on the profit for the period was as follows:

	Period 21/10/20	Period 1/1/20
	to 31/12/20 £	to 20/10/20 £
Current tax: UK corporation tax	_5,288,252	
Tax on profit/(loss)	5,288,252	

Unaudited

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

6. TAXATION - continued

Reconciliation of total tax charge included in profit and loss

The tax assessed for the period is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 21/10/20 to 31/12/20	Unaudited Period 1/1/20 to 20/10/20
Profit/(loss) before tax	28,966,881	(481,692)
Profit/(loss) multiplied by the standard rate of corporation tax in the UK of 19% (20 October 2020 - 19%)	5,503,707	(91,521)
Effects of: Income not taxable for tax purposes Recognition of previously unrecognised tax losses Amounts not recognised	(30,661) (184,794) 	91,521
Total tax charge	5,288,252	

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. A change to the UK corporation tax rate, announced in the Budget on 11 March 2020, was substantively enacted on 17 March 2020. The enacted change maintains the applicable UK tax rate at 19% rather than the previously enacted reduction to 17%. A further change to the UK corporation tax rate, announced in the Budget on 3 March 2021, was substantively enacted as part of Finance Act 2021 on 10 June 2021. The enacted change increases the UK tax rate to 25% (effective from 1 April 2023). As the rate increase was not substantively enacted as of 31 December 2020, deferred tax asset as at the balance sheet date is measured at the enacted tax rate of 19%.

7. AUDITOR'S REMUNERATION

Fees payable to Ernst & Young LLP and their associates for the audit of the Company's annual accounts of £26,000 were borne by another group entity and are not recharged to the Company.

Other

8. INTANGIBLE FIXED ASSETS

	intangible assets £
COST At 21 October 2020 (Unaudited) Disposals	447,295 (44 <u>7,295</u>)
At 31 December 2020	.
AMORTISATION At 21 October 2020 (Unaudited) Eliminated on disposal	108,646 (10 <u>8,646</u>)
At 31 December 2020	.
NET BOOK VALUE At 31 December 2020	<u>—</u> :
At 20 October 2020 (Unaudited)	3 <u>38,649</u>

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2020	Unaudited 20/10/2020
Amounts owed by group undertakings	£ 29,362,294	£
Other debtors		998
	29,362,294	998

Amounts owed by group undertakings are unsecured and repayable within 12 months. The amounts owed either bear interest equal to LIBOR plus an arm's length interest rate spread, or do not bear any interest

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

*	2020 £	Unaudited 20/10/2020 £
Trade creditors	27,707	207,075
Amounts owed to group undertakings	5,288,252	-
Taxation and social security	31,339	-
Other creditors	10,500	382,265
	5,357,798	589,340

Amounts owed to group undertakings are unsecured and repayable within 12 months. The amounts owed do not bear any interest.

11. CALLED UP SHARE CAPITAL

Allotted, issu	ued and fully paid:			Unaudited
Number:	Class:	Nominal	2020	20/10/2020
		value:	£	£
159,016	Ordinary Shares	£0.01	1,590	1,590
5,224	Deferred Shares	£0.01	52	52
			1,642	1,642

Ordinary shares have full voting and dividends rights and no rights of redemption.

The Deferred Shares do not carry any right to receive or participate in the proceeds of a share sale, to receive any dividend or other distribution of profits of the Company or any right to receive notice of or to attend, speak or vote at general meetings of the Company or to receive or vote on proposed written resolutions of the Company.

On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares), the surplus assets of the Company available for distribution after payment of its liabilities will be distributed (to the extent permitted by law) firstly, to the holders of Deferred Shares the sum of £1.00 for the entire class of Deferred Shares, which payment may be satisfied by the payment thereof to any of the holders of Deferred Shares.

12. RESERVES

	Retained earnings £	Share premium £	Capital Contribution Reserve £	Totals £
At 21 October 2020 (Unaudited) Profit for the period	(1,214,826) 23,678,629	969,042	-	(245,784) 23,678,629
Capital Contribution At 31 December 2020	_	969,042	571,198 571,198	571,198 24,004,043

The capital contribution reserve represents amounts received from the Company's parent company for no consideration of shares. Amounts received in the current period are shown as a movement in the capital contribution reserve above.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE PERIOD 21 OCTOBER 2020 TO 31 DECEMBER 2020

13. **CONTROLLING PARTY**

The immediate parent of the Company is Snap Inc., a company incorporated in Delaware with its registered office at 3000 31st Street, Santa Monica, CA 90405.

Snap Inc. is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 31 December 2020. The financial statements of Snap Inc. are available at https://investor.snap.com.

14. EVENTS AFTER BALANCE SHEET DATE

No matters or circumstances have arisen since the end of the financial period that significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.