Registered number: 12045663

TRIGGER GROUP LIMITED

AUDITED

FILLETED FINANCIAL STATEMENTS

FOR THE PERIOD 2 AUGUST 2021 TO 31 JULY 2022

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CONSOLIDATED BALANCE SHEET AS AT 31 JULY 2022

	Note		31 July 2022 £		1 August 2021 £
ixed assets	11010		~		~
ntangible assets	4		303,158		262,050
Tangible assets	5		2,369,001		362,007
			2,672,159		624,057
Current assets					
Stocks		34,775		3,125	
Debtors	8	548,996		330,295	
Cash at bank and in hand	9	457,991		765,861	
		1,041,762	•	1,099,281	
Creditors: amounts falling due within one vear	10	(1,680,381)		(113,585)	
Net current (liabilities)/assets			(638,619)	<u>.</u>	985, 696
Total assets less current liabilities			2,033,540	•	1,609,753
Creditors: amounts falling due after more han one year			(403,446)		-
Net assets			1,630,094		1,609,753
Capital and reserves			-		
Called up share capital	12		54,419		45,000
Share premium account			3,188,511		2,067,650
Profit and loss account			(1,612,836)		(502,897)
			1,630,094	•	1,609,753

CONSOLIDATED BALANCE SHEET (CONTINUED) AS AT 31 JULY 2022

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 have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the consolidated statement of income and retained earnings in accordance with provisions applicable to companies subject to the small companies' regime.

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

DocuSigned by:

Thomas Snellock

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Mr T Snellock

Director

Date: 28-04-23

RS Partridge—tticks

Mr R S Partridge-Hicks

Director

Date: 28-04-23

The notes on pages 5 to 18 form part of these financial statements.

COMPANY BALANCE SHEET AS AT 31 JULY 2022

	A5 A1 3	1 JULY 2022			
	Note		31 July 2022 £		1 August 2021 £
Fixed assets			_		_
Intangible assets	4		303,158		262,050
Tangible assets	5		9,474		17,178
			312,632		279,228
Current assets					
Debtors	8	2,074,483		644,055	
Cash at bank and in hand	9	120,996		765,861	
		2,195,479	•	1,409,916	
Creditors: amounts falling due within one year	10	(599,137)		(60,442)	
Net current assets			1,596,342		1,349,474
Total assets less current liabilities			1,908,974	•	1,628,702
Net assets excluding pension asset			1,908,974		1,628,702
Net assets			1,908,974	•	1,628,702
Capital and reserves				•	
Called up share capital	12		54,419		45,000
Share premium account			3,188,511		2,067,650
Profit and loss account			(1,333,956)		(483,948)
			1,908,974	•	1,628,702

COMPANY BALANCE SHEET (CONTINUED) AS AT 31 JULY 2022

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

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

The Company has opted not to file the consolidated statement of income and retained earnings in accordance with provisions applicable to companies subject to the small companies' regime.

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

DocuSigned by

Thomas Snellock —85A3A0A1AF18448...

Mr T Snellock Director

Date: 28-04-23

-DocuSigned by:

RS Partridge-Hicks

Director

Date: 28-04-23

The notes on pages 5 to 18 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

1. General information

Trigger Group Limited is a private limited company registered in England and Wales.

The company's registered office is 131 Finsbury Pavement, London, England, EC2A 1NT.

The company's registered number is 12045663.

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.

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 Income and Retained Earnings in these financial statements.

The following principal accounting policies have been applied:

2.2 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 Income and Retained Earnings from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the Group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 January 2021.

2.3 Going concern

The Board of Directors of the Company is of the opinion that the accounts have been prepared on a going concern basis.

The Board of Directors has a reasonable expectation that the Company has adequate resources to continue its operations for a period of at least 12 months from the date that the financial statements are approved. The key method for assessing going concern is through the business planning process which considers profitability, liquidity and solvency.

The business planning process considers the Company's business activities, together with factors likely to affect its future development, successful performance and position, and key risks in the current economic climate.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

2. Accounting policies (continued)

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Group has transferred the significant risks and rewards of ownership to the buyer;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Group will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Operating leases: the Group as lessee

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

2. Accounting policies (continued)

2.6 Research and development

During the research phase when it is not possible to demonstrate that the project will generate future economic benefits, all expenditure on research is 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.

2.7 Interest income

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

2.8 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.

2.9 Borrowing costs

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

2.10 Pensions

Defined contribution pension plan

The Group contributes into 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.

2.11 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

2. **Accounting policies (continued)**

2.12 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.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

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.

2.13 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.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

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:

Short-term leasehold property - Over the lease period

Plant and machinery

- 3 years straight line

Fixtures and fittings

- 3 years straight-line

Office equipment

- 3 years straight-line.

Computer equipment

- 3 years straight-line

Game equipment

- 2 years straight-line

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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

2. Accounting policies (continued)

2.14 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2.15 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Group shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Consolidated Statement of Income and Retained Earnings for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

2.16 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.17 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans 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.

2.18 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.

2.19 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

2. Accounting policies (continued)

2.20 Financial instruments

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.

3. Employees

The average monthly number of employees, including directors, during the period was 56 (2021 - 4).

4. Intangible assets

Group and Company

	Development expenditure £	Computer software £	Total £
Cost			
At 2 August 2021	56,400	205,650	262,050
Additions	30,004	97,409	127,413
At 31 July 2022	86,404	303,059	389,463
Amortisation			
Charge for the period on owned assets	25,061	61,244	86,305
At 31 July 2022	25,061	61,244	86,305
Net book value			
At 31 July 2022	61,343	241,815	303,158
At 1 August 2021	56,400	205,650	262,050

The individual intangible assets which are material to the financial statements are externally provided website development costs and game development expenditure.

All intangible assets are recorded within the parent company's balance sheet.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

5. Tangible fixed assets

Group

Short-term leasehold Plant property machi £	and Fixtures nery and fittings £ £
Cost or valuation	
At 2 August 2021 313,594 3	,696 -
Additions 1,800,178	- 29,894
Disposals (14,041)	-
At 31 July 2022 2,099,731 3	,696 29,894
Depreciation	
At 2 August 2021 -	-
Charge for the period on owned assets 105,703	,232 8,983
Disposals -	-
At 31 July 2022 105,703 1	,232 8,983
Net book value	
Net book value	
At 31 July 2022 1,994,028	,464 20,911
At 1 August 2021 313,594 3	,696 -

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

5. Tangible fixed assets (continued)

	Office equipment £	Computer equipment £	Game equipment £	Total £
Cost or valuation				
At 2 August 2021	6,904	8,590	42,536	375,320
Additions	16,846	14,570	462,537	2,324,025
Disposals	(22)	-	(8,974)	(23,037)
At 31 July 2022	23,728	23,160	496,099	2,676,308
Depreciation				
At 2 August 2021	-	1,192	12,121	13,313
Charge for the period on owned assets	6,791	6,630	166,713	296,052
Disposals	-	•	(2,058)	(2,058)
At 31 July 2022	6,791	7,822	176,776	307,307
Net book value				
At 31 July 2022	16,937	15,338	319,323	2,369,001
At 1 August 2021	6,904	7,398	30,415	362,007
The net book value of land and buildings may be	further analyse	ed as follows:		
			31 July 2022 £	1 August 2021 £
Short leasehold			1,994,029	313,593
		_	1,994,029	313,593
		=		

Included within the group's fixed assets as at 1 August 2021 within the prior year financial statements is a deposit of £183,000.

As at 2 August 2021 this was reclassified as an other debtor and is included within the group's debtors due in more than one year in Note 10 of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

Company

	Office equipment £	Computer equipment £	Game equipment £	Total £
Cost or valuation				
At 2 August 2021	6,904	4,153	19,434	30,491
Additions	5,631	2,205	-	7,836
Disposals	(22)	-	-	(22)
At 31 July 2022	12,513	6,358	19,434	38,305
Depreciation				
At 2 August 2021	-	1,192	12,121	13,313
Charge for the period on owned assets	6,726	1,975	6,817	15,518
At 31 July 2022	6,726	3,167	18,938	28,831
Net book value				
At 31 July 2022	5,787	3,191	<u>.</u> 496	9,474
At 1 August 2021	6,904	2,961	7,313	17,178

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

6. Fixed asset investments

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Trigger OpCo1 Ltd	131 Finsbury Pavement, London, EC2A 1NT	Ordinary	100%
Triggerbar Limited	131 Finsbury Pavement, London, EC2A 1NT	Ordinary	100%

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

	Name	Aggregate of share capital and reserves £	Profit/(Loss)
	Trigger OpCo1 Ltd	(278,010)	(259,061)
	Triggerbar Limited	(870)	(870)
7.	Stocks		
		Group	Group
		31 July	1 August
		2022 £	2021 £
	Food	6,905	- £
	Beverages	27,870	3,125
		34,775	3,125

The difference between purchase price or production cost of stocks and their replacement cost is not material.

Less: bank overdrafts

TRIGGER GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

8.	Debtors				
		Group 31 July 2022 £	Group 1 August 2021 £	Company 31 July 2022 £	Company 1 August 2021 £
	Due after more than one year				
	Other debtors	191,175	190,155	8,175	7,155
	Prepayments and accrued income	42,365	45,604	•	-
	·	233,540	235,759	8,175	7,155
	Due within one year				
	Trade debtors	56,179	-	17,959	-
	Amounts owed by group undertakings	-	-	1,868,035	619,550
	Other debtors	101,672	82,952	32,253	9,162
	Prepayments and accrued income	157,605	11,584	148,061	8,188
		548,996	330,295	2,074,483	644,055
9.	Cash and cash equivalents				
		Group 31 July 2022 £	Group 1 August 2021 £	Company 31 July 2022 £	Company 1 August 2021 £
	Cash at bank and in hand	457,991	765,861	120,996	765,861

457,991

(27,776)

738,085

120,996

765,861

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

10. Creditors: Amounts falling due within one year

	Group 31 July 2022	Group 1 August 2021	Company 31 July 2022	Company 1 August 2021
	£	£	£	£
Bank overdrafts	- ·	27,776	•	-
Other loans	100,000	-	100,000	-
Trade creditors	364,073	69,194	181,728	45,170
Other taxation and social security	273,576	4,628	17,586	4,628
Other creditors	304,022	10,644	184,791	10,644
Accruals and deferred income	638,710	1,343	115,032	-
	1,680,381	113,585	599,137	60,442

11. Creditors: Amounts falling due after more than one year

	Group	Group
	31 July	1 August
	2022	2021
·	£	£
Accruals and deferred income	403,446	-
	403,446	_
	 _	

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

12. Share capital

	31 July 2022 £	1 August 2021 £
Allotted, called up and fully paid		
2,941,900 (2021 - 2,000,000) A Ordinary shares of £0.01 each	29,419	20,000
2,500,000 <i>(2021 - 2,500,000)</i> M Ordinary shares of £0.01 each	25,000	25,000
	54,419	45,000

Included within equity as at 1 August 2021 within the prior year financial statements is an amount of £10,000 relating to shares to be issued.

As at 2 August 2021 this was reclassified as an other creditor due in less than one year and was subsequently recognised as share capital/share premium upon issue of the shares on 16 August 2021.

During the period, 941,900 A Ordinary shares of £0.01 each were issued for a consideration of £1.20 per share.

13. Pension commitments

The Company contributes into a defined contributions 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 £5,630 (2021: £2,561). Contributions totalling £2,858 (2021: £644) were payable to the fund at the balance sheet date and are included in creditors.

14. Commitments under operating leases

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

	Group 31 July 2022 £	Group 1 August 2021 £	Company 31 July 2022 £	Company 1 August 2021 £
Not later than 1 year	352,750	-	9,000	
Later than 1 year and not later than 5 years	1,531,250	1,468,750	-	-
Later than 5 years	3,987,500	4,393,750	-	-
·	5,871,500	5,862,500	9,000	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JULY 2022

15. Related party transactions

As at 31 July 2022 the following balances were owed from wholly owned subsidiaries of Trigger Group Limited and are included within debtors due in less than one year:

31 July 2022 £	1 August 2021 £
Trigger Opco1 Ltd 1,766,894 Triggerbar Ltd 101,140	619,550 -
1,868,034	619,550

Ms S Parkes is a Director and shareholder of Trigger Group Limited and Parkes Management Consultancy Ltd. During the year Director fees of £15,000 were accrued in respect of Non-Executive Director services provided to the company.

Ms S Raza is a Director and shareholder of Trigger Group Limited. During the year Director fees of £15,000 were accrued in respect of Non-Executive Director services provided to the company.

Mr R S Partridge-Hicks is a Director and shareholder of Trigger Group Limited. During the year Director fees of £30,000 were accrued in respect of Non-Executive Director services provided to the company

16. Auditors' information

The auditors' report on the financial statements for the period ended 31 July 2022 was unqualified.

The audit report was signed on 28-04-23 by Matthew Wyatt FCA (Senior Statutory Auditor) on behalf of Wellers.