

COMPANY REGISTRATION NUMBER: 03677408

**Marmalade Game Studio Limited**

**Financial Statements**

**For the year ended**

**31 December 2021**

# **Marmalade Game Studio Limited**

## **Financial Statements**

**Year ended 31 December 2021**

<b>Contents</b>	<b>Page</b>
Officers and professional advisers	<b>1</b>
Strategic report	<b>2</b>
Directors' report	<b>4</b>
Independent auditor's report to the members	<b>6</b>
Income statement	<b>10</b>
Statement of financial position	<b>11</b>
Statement of changes in equity	<b>13</b>
Notes to the financial statements	<b>14</b>

# **Marmalade Game Studio Limited**

## **Officers and Professional Advisers**

### **The board of directors**

A Griffin (Served from 20 January 2021 to 23 September 2021)

P Gardner (Appointed 23 September 2021)

C Mereuta (Appointed 23 September 2021)

B Beckloff (Resigned 23 September 2021)

D Leftley (Resigned 20 January 2021)

D Macmillan (Resigned 23 September 2021)

M Willis

### **Company secretary**

F Shek

### **Registered office**

33 Charlotte Street

London

England

W1T 1 RR

### **Auditor**

Streets Audit LLP

Chartered accountants & statutory auditor

Building 15, Gateway 1000

Arlington Business Park

Stevenage

Hertfordshire

SG1 2FP

# **Marmalade Game Studio Limited**

## **Strategic Report**

### **Year ended 31 December 2021**

We aim to present a balanced and comprehensive review of the development and performance of the business during the year and its position at the year end. Our review is consistent with the size and non-complex nature of the business and is written in the context of the risks and uncertainties we face. At Marmalade Game Studio Limited we are proud to deliver high quality social experiences with games that connect people wherever they are. We consider our key performance indicators are those that communicate the financial performance of the company as a whole being turnover, gross profit percentage, EBITDA and shareholder funds. Turnover for the year was £10.4m compared to £12.5m in 2020, the reduction being a direct result of market contraction post pandemic. The gross profit percentage was 79.4% compared to 79.7% in 2020. The operating profit for the year was £2.9m compared to £4.8m in 2020. Closing shareholders funds is £2.16m compared to a deficit of £1.19m in 2020. EBITDA for the year was £2.93m (2020 £4.84m). During the year the entire share capital of the company was purchased by Project Bridgerton Bidco Limited. Future Developments Under the ownership of Project Bridgerton Bidco Limited the company remains focused on growing and diversifying its portfolio of video games through platforms, new titles and new technology aimed at supporting the growing player base. For 2022, the efforts will concentrate on new game releases and platform expansion. Principal Risks and Uncertainties The key business risks affecting the company continue to come from staff retention and challenges around hiring at a rate that successfully keeps up with the business demands. The current economic conditions put strain on the headcount, but the company is mitigating this by investing in people retention and appointing a People Manager. Financial Risk Management Objectives and Policies The company's activities expose it to a number of financial risks including currency risk and liquidity risk. Currency risk The company minimises its risk to foreign currency fluctuations by invoicing and purchasing in sterling where possible and where not by balancing as far as possible sales and purchases in matching foreign currency. Liquidity risk The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs. Short-term flexibility is achieved by borrowings from our parent undertaking and its shareholders. This will give the company the necessary financial backing to carry out its intended plans and properly finance the ongoing operations of the business. Financial Key performance indicators The board approves an annual budget for the following year and monitors performance on a monthly basis, both against that budget and a comparison to the prior year. Management accounts are prepared on a monthly basis and these included a detailed profit and loss accounts, balance sheet and appropriate key performance indicators as noted above.

This report was approved by the board of directors on 25 April 2022 and signed on behalf of the board by:

M Willis

Director

Registered office:

33 Charlotte Street

London

England

W1T 1 RR

# **Marmalade Game Studio Limited**

## **Directors' Report**

### **Year ended 31 December 2021**

The directors present their report and the financial statements of the company for the year ended 31 December 2021 .

#### **Directors**

The directors who served the company during the year were as follows:

M Willis

P Gardner (Appointed 23 September 2021)

C Mereuta (Appointed 23 September 2021)

B Beckloff (Resigned 23 September 2021)

D Leftley (Resigned 20 January 2021)

D Macmillan (Resigned 23 September 2021)

A Griffin (Served from 20 January 2021 to 23 September 2021)

#### **Dividends**

The directors do not recommend the payment of a dividend.

#### **Research and development**

During the year the company incurred £14,504 (2020 £79,694) on research and development.

#### **Disclosure of information in the strategic report**

The company has chosen to set out in the strategic report information about the future developments of the company and the financial instruments.

#### **Directors' responsibilities statement**

The directors are responsible for preparing the strategic report, 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 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 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 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 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. Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and - they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the board of directors on 25 April 2022 and signed on behalf of the board by:

M Willis

Director

Registered office:

33 Charlotte Street

London

England

W1T 1 RR

# **Marmalade Game Studio Limited**

## **Independent Auditor's Report to the Members of Marmalade Game Studio Limited**

**Year ended 31 December 2021**

### **Opinion**

We have audited the financial statements of Marmalade Game Studio Limited (the 'company') for the year ended 31 December 2021 which comprise the income statement, statement of financial position, statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including 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 2021 and of its profit for the year then ended; - have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; - 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 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 our 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 this 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion: - adequate accounting records have not been kept, 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.

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, 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. Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below: Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows: - the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations; - we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the company and sector in which it operates; - we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including the Companies Act 2006, taxation legislation, data protection, employment and environmental legislation; - we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and - identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit. We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by: - making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and - considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations. To address the risk of fraud through management bias and override of controls, we: - performed analytical procedures to identify any unusual or unexpected relationships; - tested journal entries to identify unusual transactions; - assessed whether judgements and assumptions made in determining the accounting estimates set out in Note 1 were indicative of potential bias; and - investigated the rationale behind significant or unusual transactions. In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to: - agreeing financial statement disclosures to underlying supporting documentation; - enquiring of management as to actual and potential litigation and claims; and - reviewing correspondence with HMRC, relevant regulators and the company's legal advisors. There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any. Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion. A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report. 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.

Jonathan Day

(Senior Statutory Auditor)

For and on behalf of

Streets Audit LLP

Chartered accountants & statutory auditor

Building 15, Gateway 1000

Arlington Business Park

Stevenage

Hertfordshire

SG1 2FP

25 April 2022

# Marmalade Game Studio Limited

## Income Statement

Year ended 31 December 2021

		2021	2020
	Note	£	£
<b>Turnover</b>	<b>4</b>	<b>10,406,082</b>	12,466,690
Cost of sales		( 2,145,966)	( 2,527,757)
<b>Gross profit</b>		<b>8,260,116</b>	9,938,933
Administrative expenses		( 5,331,392)	( 4,828,691)
Share based payments		( 16,656)	( 59,388)
Abortive sale costs		—	( 212,278)
<b>Operating profit</b>	<b>5</b>	<b>2,912,068</b>	4,838,576
Interest payable and similar expenses	<b>9</b>	( 255,764)	( 317,709)
<b>Profit before taxation</b>		<b>2,656,304</b>	4,520,867
Tax on profit	<b>10</b>	( 85,850)	350,828
<b>Profit for the financial year</b>		<b>2,570,454</b>	4,871,695

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the year as set out above.

# Marmalade Game Studio Limited

## Statement of Financial Position

31 December 2021

		2021	2020
	Note	£	£
<b>Fixed assets</b>			
Intangible assets	11	1	1
Tangible assets	12	60,642	49,371
Investments	13	561,651	561,651
		<u>622,294</u>	<u>611,023</u>
<b>Current assets</b>			
Debtors	14	2,733,207	1,991,674
Cash at bank and in hand		1,050,530	1,681,729
		<u>3,783,737</u>	<u>3,673,403</u>
<b>Creditors: amounts falling due within one year</b>	15	1,445,704	3,675,210
<b>Net current assets/(liabilities)</b>		<u>2,338,033</u>	<u>( 1,807)</u>
<b>Total assets less current liabilities</b>		<u>2,960,327</u>	<u>609,216</u>
<b>Creditors: amounts falling due after more than one year</b>	16	1,000,000	1,800,000
<b>Net assets/(liabilities)</b>		<u>1,960,327</u>	<u>( 1,190,784)</u>

# Marmalade Game Studio Limited

## Statement of Financial Position *(continued)*

**31 December 2021**

		2021	2020
	Note	£	£
<b>Capital and reserves</b>			
Called up share capital	19	877,991	803,991
Share premium account	20	22,492,915	22,002,915
Other reserves, including the fair value reserve	20	613	613
Profit and loss account	20	( 21,411,192)	( 23,998,303)
<b>Shareholders funds/(deficit)</b>		<b>1,960,327</b>	<b>( 1,190,784)</b>

These financial statements were approved by the board of directors and authorised for issue on 25 April 2022 , and are signed on behalf of the board by:

M Willis

Director

Company registration number: 03677408

# Marmalade Game Studio Limited

## Statement of Changes in Equity

Year ended 31 December 2021

	Called up share capital	Share premium account	Other reserves, including the fair value reserve	Profit and loss account	Total
	£	£	£	£	£
<b>At 1 January 2020</b>	569,681	25,275,050	613	( 28,929,386)	( 3,084,042)
Profit for the year	-----	-----	---	4,871,695	4,871,695
<b>Total comprehensive income for the year</b>	—	—	—	4,871,695	4,871,695
Cancellation of subscribed capital	( 65,690)	—	—	—	( 65,690)
Conversion of debt to equity	300,000	1,200,000	—	—	1,500,000
Equity-settled share-based payments	—	—	—	59,388	59,388
Reduction in share premium under s641 CA2006	—	( 4,472,135)	—	—	( 4,472,135)
<b>Total investments by and distributions to owners</b>	234,310	( 3,272,135)	—	59,388	( 2,978,437)
<b>At 31 December 2020</b>	803,991	22,002,915	613	( 23,998,303)	<b>( 1,190,784)</b>
Profit for the year	-----	-----	---	2,570,454	<b>2,570,454</b>
<b>Total comprehensive income for the year</b>	—	—	—	2,570,454	<b>2,570,454</b>
Equity-settled share-based payments	—	—	—	16,657	<b>16,657</b>
Exercise of options, rights and warrants	74,000	490,000	—	—	<b>564,000</b>
<b>Total investments by and distributions to owners</b>	74,000	490,000	—	16,657	<b>580,657</b>
<b>At 31 December 2021</b>	877,991	22,492,915	613	( 21,411,192)	<b>1,960,327</b>

# **Marmalade Game Studio Limited**

## **Notes to the Financial Statements**

### **Year ended 31 December 2021**

#### **1. General information**

The company is a private company limited by shares, incorporated in the United Kingdom, registered in England and Wales. The address of the registered office is 33 Charlotte Street, London, W1T 1RR, England. The principal activity of the company during the year was that of ready made interactive leisure and entertainment software development.

#### **2. Statement of compliance**

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

#### **3. Accounting policies**

##### **Basis of preparation**

The financial statements have been prepared on the historical cost basis. The financial statements are prepared in sterling, which is the functional currency of the entity.

##### **Going concern**

During the year the COVID-19 pandemic continued in the UK resulting in national and local lockdowns, however this has not had a negative impact on the business.

##### **Disclosure exemptions**

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of (enter name of group financial statements) which can be obtained from (enter detail). As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102: (a) Disclosures in respect of each class of share capital have not been presented. (b) No cash flow statement has been presented for the company. (c) Disclosures in respect of financial instruments have not been presented. (d) Disclosures in respect of share-based payments have not been presented. (e) No disclosure has been given for the aggregate remuneration of key management personnel.

##### **Consolidation**

The entity has taken advantage of the exemption from preparing consolidated financial statements contained in Section 400 of the Companies Act 2006 on the basis that it is a subsidiary undertaking and its immediate parent undertaking is established under the law of the UK.



### **Judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant judgements The judgements (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are detailed in revenue recognition policy note, investment, employee share option and creditors due after one year notes to the financial statements and are as follows: Principal vs agent assessment Management assess the contractual agreements with its distributors and customers to establish whether the agreement constitutes a principal or an agency arrangement. This is a material judgement as the disclosure of revenue is significantly different. The company considers that online retailers are its customers as the company has no direct contact with the end users and once a product is provided to an online retailer (upon release) the company has satisfied all performance obligations associated with the agreements with these parties. Where the company has acted as agent, income is recognised as net commissions received. Key sources of estimation uncertainty Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows: 1) Depreciation and amortisation charges The annual depreciation and amortisation charge for each class of tangible and intangible asset is based on an estimate of the useful economic life of the respective assets. This is reviewed periodically by the directors to ensure that they reflect both the external and internal factors. 2) Valuation of EMI share options In accordance with the accounting standards, the directors have valued the EMI share options granted to various employees. The valuation has been carried out using an option pricing model. During the year the EMI scheme was closed. The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### **Revenue recognition**

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding Value Added Tax. Royalties are accounted for in the period in which they are earned. Product development income is recognised as contract activity progresses to reflect milestones achieved during the year. Amounts received in advance are carried forward until recognised as turnover. Licence sales are recognised over the course of the licensing agreement.

## Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively. Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date. Deferred tax is recognised in respect of all material timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

## Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

### Operating leases

Lease payments are recognised as an expense over the lease term on a straight-line basis. The aggregate benefit of lease incentives is recognised as a reduction to expense over the lease term, on a straight-line basis.

### Intangible assets

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortisation and impairment losses.

## Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful life of that asset as follows:

Development costs	-	33% straight line
-------------------	---	-------------------

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

### Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses.

## Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Plant and machinery	-	25 - 33% Straight line
Fixtures and fittings	-	50% Straight line

## Financial instruments

The company holds basic financial instruments as defined in FRS102. The financial assets and financial liabilities of the company and their measurement basis are as follows: Financial assets - trade and other debtors are basic financial instruments and are debt instruments measured at amortised cost. Prepayments are not financial instruments. Cash at bank is classified as a basic financial instrument and is measured at amortised cost. Financial liabilities - trade creditors, accruals and other creditors are financial instruments, and are measured at amortised cost. Taxation and social security are not included in the financial instruments disclosure definition.

## Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

## 4. Turnover

Turnover arises from:

	2021	2020
	£	£
Sale of goods	10,406,082	12,466,690
	-----	-----

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

## 5. Operating profit

Operating profit or loss is stated after charging:

	2021	2020
	£	£
Depreciation of tangible assets	20,505	8,034
Foreign exchange differences	62,139	65,127
Fees payable for the audit of the financial statements	7,000	5,000
	-----	-----

Share based payments have been included as an exceptional cost on the face of the profit and loss.

## 6. Staff costs

The average number of persons employed by the company during the year, including the directors, amounted to:

	2021	2020
	No.	No.
Administrative staff	56	46
Management staff	4	4
	---	---
	60	50
	---	---

The aggregate payroll costs incurred during the year, relating to the above, were:

	2021	2020
	£	£
Wages and salaries	2,574,082	2,692,485
Social security costs	344,198	322,386
Other pension costs	93,880	69,066
	-----	-----
	3,012,160	3,083,937
	-----	-----

## 7. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services was:

	2021	2020
	£	£
Remuneration	661,128	377,981
Company contributions to defined contribution pension plans	17,737	8,399
	-----	-----
	678,865	386,380
	-----	-----

Remuneration of the highest paid director in respect of qualifying services:

	2021	2020
	£	£
Aggregate remuneration	325,428	377,981
Company contributions to defined contribution pension plans	8,707	8,399
	-----	-----
	334,135	386,380
	-----	-----

## 8. Exceptional costs

During the previous year the company incurred £212,278 in relation to the aborted sale of its trade and assets.

The directors consider it appropriate to disclose share based payments separately on the face of the income statement on the basis it is considered relevant to an understanding of the financial performance of the company, accordingly £16,656 (2020 £59,388) has been included within exceptional costs.

## 9. Interest payable and similar expenses

	2021	2020
	£	£
Other interest payable and similar charges	255,764	317,709
	-----	-----

## 10. Tax on profit

### Major components of tax expense/(income)

	2021	2020
	£	£
<b>Current tax:</b>		
UK current tax income	( 284,247)	( 377,392)
Adjustments in respect of prior periods	338,124	—
Total UK current tax	53,877	( 377,392)
Foreign current tax expense	31,973	26,564
Total current tax	85,850	( 350,828)
<b>Tax on profit</b>	<b>85,850</b>	<b>( 350,828)</b>

### Reconciliation of tax expense/(income)

The tax assessed on the profit on ordinary activities for the year is lower than (2020: lower than) the standard rate of corporation tax in the UK of 19 % (2020: 19 %).

	2021	2020
	£	£
Profit on ordinary activities before taxation	2,656,304	4,520,867
Profit on ordinary activities by rate of tax	504,698	858,965
Adjustment to tax charge in respect of prior periods	338,124	—
Effect of expenses not deductible for tax purposes	18,564	62,900
Effect of capital allowances and depreciation	( 4,010)	( 8,127)
Utilisation of tax losses	—	( 1,028,753)
Unused tax losses	18,711	—
Foreign tax	31,973	26,564
Exercise of share options	( 331,231)	—
Other tax adjustment to increase tax liability	( 12,696)	—
Research and development tax credits	( 3,582)	( 1,817)
Video game tax credits	( 474,701)	( 260,560)
Tax on profit	85,850	( 350,828)

### Factors that may affect future tax expense

The company has estimated tax losses of £23m (2020 £24m) available to carry forward against future trading profits. No provision has been made for a deferred tax asset in respect of the carried forward losses as it is uncertain as to when these may be utilised.

## 11. Intangible assets

	Development costs
	£
<b>Cost</b>	
At 1 January 2021 and 31 December 2021	106
<b>Amortisation</b>	
At 1 January 2021 and 31 December 2021	105
<b>Carrying amount</b>	
At 31 December 2021	1
At 31 December 2020	1

## 12. Tangible assets

	Plant and machinery £	Fixtures and fittings £	Total £
<b>Cost</b>			
At 1 January 2021	65,240	7,795	<b>73,035</b>
Additions	31,776	—	<b>31,776</b>
	-----	-----	-----
<b>At 31 December 2021</b>	<b>97,016</b>	<b>7,795</b>	<b>104,811</b>
	-----	-----	-----
<b>Depreciation</b>			
At 1 January 2021	15,869	7,795	<b>23,664</b>
Charge for the year	20,505	—	<b>20,505</b>
	-----	-----	-----
<b>At 31 December 2021</b>	<b>36,374</b>	<b>7,795</b>	<b>44,169</b>
	-----	-----	-----
<b>Carrying amount</b>			
<b>At 31 December 2021</b>	<b>60,642</b>	<b>—</b>	<b>60,642</b>
	-----	-----	-----
At 31 December 2020	49,371	—	49,371
	-----	-----	-----

## 13. Investments

	Shares in group undertakings £
<b>Cost</b>	
At 1 January 2021 and 31 December 2021	<b>875,010</b>
	-----
<b>Impairment</b>	
At 1 January 2021 and 31 December 2021	<b>313,359</b>
	-----
<b>Carrying amount</b>	
<b>At 31 December 2021</b>	<b>561,651</b>
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At 31 December 2020	561,651
	-----

## Subsidiaries, associates and other investments

	Registered office	Class of share	Percentage of shares held
<b>Subsidiary undertakings</b>			
MGS 2019 Limited	33 Charlotte Street, London, England W1T 1RR	Ordinary	100
MGS 2019 Limited is a dormant company.			

## 14. Debtors

	2021 £	2020 £
Trade debtors	<b>202</b>	—
Amounts owed by group undertakings	<b>564,000</b>	—
Prepayments and accrued income	<b>1,683,963</b>	1,486,307
Corporation tax repayable	<b>288,213</b>	350,828
Other debtors	<b>196,829</b>	154,539
	-----	-----
	<b>2,733,207</b>	1,991,674
	-----	-----

**15. Creditors: amounts falling due within one year**

	2021	2020
	£	£
Trade creditors	93,416	238,277
Amounts owed to group undertakings	561,652	561,651
Accruals and deferred income	644,047	1,256,518
Social security and other taxes	94,972	103,334
Amounts due to shareholders of the parent company	25,000	1,500,000
Other creditors	26,617	15,430
	<u>1,445,704</u>	<u>3,675,210</u>

Amounts owed to ultimate shareholders of the group are unsecured.

**16. Creditors: amounts falling due after more than one year**

	2021	2020
	£	£
Debenture loans	—	1,800,000
Amounts due to shareholders in parent company	1,000,000	—
	<u>1,000,000</u>	<u>1,800,000</u>

The debenture loan was fully repaid in the year.

Amounts owed to ultimate shareholders of the group are unsecured.

**17. Share based payments**

As a means of motivating and retaining key staff, the company have established an enterprise incentive option scheme agreement where options to purchase shares have been granted to certain employees. In accordance with FRS102 the directors have valued these options and are recognising this cost when the services have been provided. The impact on these financial statements is an increase in costs of £16,656 (2020 £59,388). The directors consider it appropriate to disclose share based payments separately on the face of the income statement on the basis it is considered relevant to an understanding of the financial performance of the company, accordingly the costs have been included within exceptional costs. The scheme was closed in the year.

**18. Employee benefits****Defined contribution plans**

The amount recognised in profit or loss as an expense in relation to defined contribution plans was £ 93,880 (2020: £ 69,066 ).

## 19. Called up share capital

### Issued, called up and fully paid

	2021		2020	
	No.	£	No.	£
Ordinary Class A shares of £ 0.01 each	83,614	836	83,614	836
Ordinary Class B shares of £ 0.01 each	80,265,473	802,655	80,265,473	802,655
Ordinary Class D shares of £ 0.01 each	50,000	500	50,000	500
	-----	-----	-----	-----
	80,399,087	803,991	80,399,087	803,991
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All shares rank pari passu.

## 20. Reserves

Share premium account - This reserve records the amount above the nominal value received for shares sold, less transaction costs. Profit and loss account - This reserve records retained earnings and accumulated losses.

## 21. Operating leases

The total future minimum lease payments under non-cancellable operating leases are as follows:

	2021	2020
	£	£
Not later than 1 year	362,608	354,108
Later than 1 year and not later than 5 years	14,755	368,863
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	377,363	722,971
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## 22. Charges on assets

The company has provided a cross guarantee to Silicon Valley Bank and to LDC (Managers Limited) for the ultimate parent undertaking.

## 23. Related party transactions

The shareholder directors received consideration from the disposal of their shares. This was received in their capacity as shareholders, not directors. M Willis received consideration made up of cash £45,754 loan notes £870,939 and 25,000 class B shares. C Mereuta received consideration made up of cash £47,180, loan notes £701,187 and 20,168 class B shares.



**24. Controlling party**

On 23 September 2021 the whole share capital was purchased by Project Bridgerton Bidco Limited . From this date the company's immediate and ultimate parent company was Project Bridgerton Bidco Limited, a company incorporated in England and Wales. The smallest group in which the results of the company are consolidated is Project Bridgerton Bidco Limited. Copies of the consolidated financial statements of Project Bridgerton Bidco Limited are available from Companies House. The Directors consider do not consider there to be an individual ultimate controlling party.

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