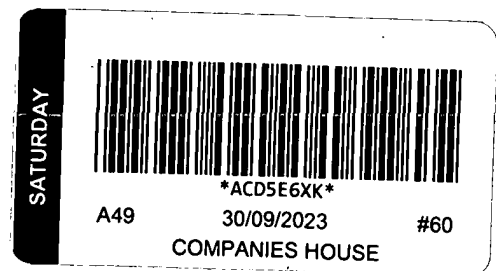


Quidco Limited
(formerly known as Maple Syrup Media Ltd)
Statutory accounts
Registered number 05498276
31 December 2022



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Officers and professional advisers

| | |
|----------------------------|--|
| Directors | N J McBride M J Phillips |
| Company secretary | S Stinton |
| Registered and head office | Moneysupermarket House St David's Park Ewloe Chester CH5 3UZ |
| Legal advisers | Herbert Smith Freehills LLP Exchange House Primrose Street London EC2A 2EG Addleshaw Goddard One St Peter's Square Manchester M2 3AE |
| Auditor | KPMG LLP 1 St Peter's Square Manchester M2 3AE |
| Bankers | Barclays Bank plc 3 Hardman Street Manchester M3 3AX |

Strategic report

The directors present their strategic report, directors' report and the audited financial statements for the 17 month period ended 31 December 2022.

Acquisition of the Company by Moneysupermarket Group

On 1 November 2021, the entire share capital of Quidco Limited ("the Company" and "Quidco"), formerly known as Maple Syrup Media Ltd, was acquired by Moneysupermarket Group ("the Group"). Prior to this, the Company was a wholly owned subsidiary of Maple Syrup Group Limited.

Information presented in the strategic report and directors' report, including the section 172 statement and key risks and uncertainties, relate to the post-acquisition period from 1 November 2021. Information relating to the pre-acquisition period up to November 2021 can be found in the prior year financial statements of Maple Syrup Media Ltd for the year ended 31 July 2021.

Following the acquisition, the Company's accounting period end date was changed from 31 July to 31 December, resulting in these financial statements being prepared for the 17 month period ended 31 December 2022.

Principal activities

Quidco is one of the UK's leading cashback services and helps users earn cashback on their online spending with thousands of brands.

Quidco offers cashback with nearly 5,000 popular brands across categories including Travel, Clothing, Home & DIY and Health & Beauty. Quidco also provides a compare service helping users save on their car, home and other insurance needs. These activities are expected to continue in the future.

Performance of the business

Cashback presents a way for consumers to save money on everyday purchases amid the rising cost of living. Online retail brings the potential for wider, more frequent engagement with cashback sites such as Quidco.

The results of the business are presented on page 16 onwards. In the 17 month period ended 31 December 2022, turnover increased by £25.7m to £85.3m and profit before tax increased by £1.6m to £9.2m compared to the year ended 31 July 2021, primarily due to the longer accounting period. The Company ended the period with net assets of £11.5m (2021: £4.2m) and cash balances of £1.9m (2021: £30.8m). Following the acquisition of the Company by Moneysupermarket.com Financial Group Limited during the period, its cash balances were replaced by intercompany debtors which are repayable on demand.

During 2022, retail declined as the high online spending penetration experienced during the COVID-19 pandemic of 2021 softened, with consumers returning to physical stores and the cost of living macroeconomic factors started to develop. The services sector was impacted by the closure of the energy market during the period. These downturns in retail and services were partially offset by the resurgence in travel industry.

Section 172 statement

The directors of the Company must act in accordance with a set of general duties. These duties are detailed in the Companies Act 2006 (the "Act") and include a duty to promote the success of the Company.

A summary of how the directors have performed their duties under s.172 of the Act in respect of the Moneysupermarket.com Group plc ("the Group") is presented in the following table, which has been taken from the Group's Annual Report for the period ended 31 December 2022.

Strategic report (continued)

Section 172 statement (continued)

| | |
|--|---|
| <p>Long-term decision-making (s.172 (a))</p> <p>The Board delegates day-to-day management and decision making to its senior management whilst maintaining oversight of the Company's performance, and reserves to itself specific matters for approval, including the strategic direction of the Group, M&A activity and entering into material contracts above set thresholds.</p> | <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> • The Board received presentations on specific business areas and, through ongoing discussion with members of senior management, determined strategic priorities and the development of robust supporting operating plans; • The Board agreed the Group's principal risks, considered emerging risks and received regular risk management and internal control reviews throughout the year, including specific consideration of risks arising from regulatory changes and changes to the energy and insurance markets; and • The Board set annual budgets and capital allocation and oversaw business performance against targets, enabling the Board to confirm the going concern statement and the Group's longer-term viability. |
| <p>Employee interests (s.172(b))</p> <p>A highly skilled and motivated workforce is essential to the success of the Group. We work to create a diverse and inclusive workplace where employees can reach their full potential. Engaging with our employees ensures we can retain and develop the best talent. During 2022, employee engagement continued to be adapted to reflect our hybrid way of working, with increased communication and engagement via online mechanisms.</p> | <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> • Non-Executive Directors held quarterly informal sessions with employees to understand what it feels like to work at Moneysupermarket Group; • The Group has Employee Resource Groups ('ERGs'), including ERGs for mental health and inclusion of under-represented groups, to help ensure our people can thrive. The Board received updates from the NED Employee Champion on employee engagement; • Our Executive Team presented updates to the Board on their respective areas, to provide feedback and to invite the Board to provide challenge; • The Board received updates from the NED Employee Champion on employee engagement; • The Board reviewed succession planning across the Group to ensure that both short-term and long-term interests are aligned between all stakeholder groups and the Company's values and culture; • The Board received the results of the biannual employee engagement survey; • The Board received reports relating to our independent whistleblowing helpline which allows all staff to raise concerns confidentially; • As part of its regular functional updates, the Board received regular updates on our diversity and inclusion progress. |

Strategic report (continued)

Section 172 statement (continued)

| | |
|--|---|
| <p>Relations with external parties (s.172(c))</p> <p>Customers Our success is dependent upon our ability to understand and respond to the needs of our customers. This allows us to provide relevant products and services where customers can make meaningful savings, differentiating us from our competitors.</p> <p>Suppliers and providers Our third parties, such as the providers who provide products through our channels and the suppliers who provide goods and services to us, are critical to our performance. Engagement with third parties to build trusting relationships from which we can mutually benefit and to ensure that they are performing to our standards and conducting business to our expectations.</p> <p>Regulators/Government Open communications and dialogue help to create understanding of our business, strategy and culture and ensure regulatory and legislative compliance.</p> | <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> Regularly considered the marketplaces within which the Group's customers operate and the challenges they face, and opportunities available. This helped shape the way in which resources were allocated in order to ensure that the Group was well-positioned to meet the needs of its third parties. <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> The Board approved key contracts, retaining oversight for those contracts which are significant either in terms of value or strategic importance to the Group; The Board received supplier oversight updates to understand the level of supplier engagement and any arising risks in the Group's supply chain or supplier management activities; Key supplier and provider updates are brought to the Board through our regular functional agenda items and in the annual strategy sessions. <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> Obtained regular updates are provided to the Board as well as specific reports/updates on any significant interactions with regulators; The Board received updates on the Government's proposal on 'Restoring trust in audit and corporate governance' and considered implications for the Group; The Board reviewed the Group's FCA Consumer Duty Plan in October 2022; The Board received updated SM&CR training in August 2022. |
| <p>Community and environment (s.172(d)) The Group seeks to ensure that it provides a positive contribution to the communities in which it operates and to the environment.</p> | <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> The Board Approved a Group Sustainability Framework, and the formation of a Risk and Sustainability Committee, to closer align its ESG activities with its clear social purpose; The Board receives an annual update on our charities and communities initiatives from the Chief People Officer; The Board has overseen the Group's external climate-related commitments, including a revision of the Group's net zero targets; Regular updates were provided to the Board on sustainability throughout the year, including on our TCFD Report. |

Strategic report (continued)

Section 172 statement (continued)

| | |
|--|--|
| <p>Reputation for high standards of business conduct (s.172(e))</p> <p>The Board is responsible for developing a corporate culture across the Group that promotes integrity and transparency. It has established a comprehensive corporate governance framework and approves policies and procedures which promote corporate responsibility and ethical behaviour.</p> | <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> • The Board received regular reports from the Chief Risk Officer designed to strengthen governance and compliance, and the identification and management of existing and emerging risks; • The Board received regular governance updates and training on key areas of law and regulation; • The Board approved the Group's Modern Slavery Act Statement, describing the steps it had taken to ensure that slavery and human trafficking were not taking place; • The Board reviewed the Group's implementation of the 2018 UK Corporate Governance Code, ensuring that the Group continued to remain compliant with the Code. |
| <p>Need to act fairly as between members of the company (s.172(f))</p> <p>Access to capital is vital to the long-term performance of our business and the Board aims to understand the views of shareholders and to always act in their best interests. We ensure that we provide fair, balanced and understandable information to shareholders and investment analysts and work to ensure they have a strong understanding of our purpose, strategy, performance, culture, values and ambitions.</p> | <p>How the Board of Directors have engaged:</p> <ul style="list-style-type: none"> • The Group CEO and CFO, together with our Investor Relations team meets with shareholders, potential investors and analysts throughout the year to discuss any business developments and respond to any ad hoc queries; • The Board attended the Group's AGM to offer shareholders the opportunity to engage and raise questions about the Group's performance; • The Chair of the Remuneration Committee consulted with the Group's top 15 shareholders in November 2022 in relation to our proposed Remuneration Policy; • Feedback is gathered from key investors at results roadshows and investor conferences and tabled to the Board; • The Board received updates from the Group's Investor Relations Team during specific consultation exercises and on publication of trading results and updates; • Investor associations' voting recommendations and commentary on our general meeting resolutions and Annual Report and Accounts are brought to the Board's attention ahead of our Annual General Meeting; • Analyst reports are provided to the Board. |

Strategic report (continued)

Key risks and uncertainties

The table below summarises the material operational and financial risks to the Company, and how we seek to mitigate them in the day-to-day running of the business:

| Risk area | Potential impact | Mitigating activities and developments in 2022 |
|---|--|--|
| Brand strength and reputation | Reduction in customer loyalty with existing customers and an inability to attract new customers if its reputation is negatively impacted by any event, such as the loss or misuse of customer personal data. | Rigorous checking of the website through audit and review will maintain the accuracy of the information displayed. Our strong relationships with our providers allow us to offer exclusive and market-leading deals. |
| Competitive environment and consumer demands | The Company operates in a dynamic and highly competitive marketplace with new competitors entering the market. There is a risk of losing customers if we do not continually innovate to keep ahead of competitors and changing consumer demands. | Continuous innovation of new services and ongoing evolution of existing propositions. Investment in our technology platforms to improve customer experience and make comparing products easier. In August 2022, an improved web browser extension was launched which reminds users of cashback opportunities on merchant sites. |
| Data security and cyber | The Company must protect itself from security breaches or successful cyber attacks which could impact our ability to operate our websites and services. | Rigorous monitoring and testing of the Company's systems and infrastructure. Enhancing controls to our data and systems through the implementation of our Information Security Management System ("ISMS") We continue to invest in our cyber governance framework and ISMS. |

Strategic report (continued)

Key risks and uncertainties (continued)

| Risk area | Potential impact | Mitigating activities and developments in 2022 |
|---------------------------------------|--|--|
| Economic conditions | Weaknesses in the UK economy including the cost of living crisis and unprecedented energy market conditions have led to more challenging conditions in one or more markets in which we operate. | Cashback presents a way for consumers to save money on everyday purchases amid the rising cost of living. Online retail brings the potential for wider, more frequent engagement with cashback site merchants and customers. |
| Data processing and protection | The Company must appropriately process and control the data our customers share. As a leading website operator, the Company may experience operational issues which result in incorrect or incomplete data being transferred to or from partners. | The Group extended its modernisation of its data estate into Google Cloud Platform, with the Company following in 2023, to simplify and strengthen data quality, and to better share data and insight within the Group. |
| Relevance to business partners | The Company relies on its business partners to access competitive products and technological integration to provide a seamless customer experience. | We remain a cost-efficient and flexible way for providers to access customers at scale. Strong relationships with business partners enables us to access exclusive deals and offers for our customers. |
| Regulation | The Company must understand and respond to the effects of regulatory intervention in the markets in which we operate. The Company must comply with existing and new regulatory requirements which directly apply to its activities. | Our Risk and Compliance team works across the Group to ensure it remains compliant with new and existing regulations. We have monitored and responded to new and emerging regulatory developments. |

By order of the board



S Stinton
Secretary
27 September 2023

Moneysupermarket House
St David's Park
Ewloe
Chester, UK
CH5 3UZ

Directors' report

The Directors present their directors' report for the 17 month period ended 31 December 2022.

Directors

The directors who held office during the period and since the balance sheet date were as follows:

| | |
|--------------|--|
| N J McBride | (appointed 20 February 2023) |
| M J Phillips | (appointed 1 November 2021) |
| S Grimble | (appointed 1 November 2021, resigned 17 February 2023) |
| M E Rubin | (resigned 31 May 2022) |
| T Gibson | (resigned 1 November 2021) |

Company secretary

| | |
|-----------|--|
| S Stinton | (appointed 9 May 2022) |
| A Rivers | (appointed 17 December 2021, resigned 9 May 2022) |
| K Bellau | (appointed 1 November 2021, resigned 11 December 2021) |

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Employees

The Moneysupermarket Group ("the Group") places considerable value on the involvement of its employees and uses a number of ways to engage with employees on matters that impact them and the performance of the Group. These include formal business performance updates by members of Executive management for all employees, informal fortnightly floor briefs with the CEO, regular update briefings for all employees, regular team meetings, the Group's intranet site and Teams channels which enable easy access to the latest information and policies, and the circulation to employees of results and other corporate announcements. This also helps to achieve a common awareness amongst employees of the financial and economic factors affecting the performance of the Group. The Group Board appointed Sarah Warby, one of our Independent Non-Executive Directors, as our "Employee Champion" in 2018 and has provided the opportunity for employees to engage directly with our Non-Executive Directors in order to give them the opportunity to understand more about our employees. Employees were also offered breakfasts and coffees with members of the Executive management and small group sessions with the Chief Executive Officer.

A robust employee engagement survey process is also in place to ensure that employees are given a voice in the organisation and that the Group can take action based on employee feedback. All employees are able to participate in both the Company's Share Incentive Plan and Save As You Earn Scheme which provide employees with the opportunity to purchase ordinary shares in Moneysupermarket.com Group plc, actively encouraging their interest in the performance of the Group.

The Group is committed to providing equality of opportunity to all employees without discrimination and applies fair and equitable employment policies which seek to promote entry into and progression within the Group. Appointments are determined solely by application of job criteria, personal ability, behaviour and competency. In 2022 the Group has continued to commit to the Race at Work Charter which we originally signed up to in 2020. This is a public commitment to prioritising action on race equity as part of the Group's Race Equity Plan. The plan includes a specific commitment at Board level to zero tolerance of racial harassment or bullying. This means that all allegations of racial bullying or harassment will be taken seriously, and managed consistently and in line with the Group's Anti-Bullying and Harassment Policy, with formal action taken where necessary.

Directors' report (continued)

Employees (continued)

In the opinion of the directors, all employee policies are deemed to be effective and in accordance with their intended aims. Disabled persons have equal opportunities when applying for vacancies, with due regard to their skills and abilities. Procedures ensure that disabled employees are fairly treated in respect of training and career development. For those employees that become disabled during the course of their employment, the Group is supportive so as to provide an opportunity for them to remain with the Group, wherever reasonably practicable.

Business ethics

The Company and Group have formal ethics and anti-bribery policies which incorporate key principles and standards governing business conduct towards our key stakeholder groups. We believe we should treat all of these groups with honesty and integrity.

Communities and charities

The Company and Group have a number of initiatives in place in relation to communities and charities; please refer to the Moneysupermarket.com Group financial statements published on <http://corporate.moneysupermarket.com/> for details.

Dividends

The directors do not recommend the payment of a final dividend for the 17 month period ended 31 December 2022 (year ended 31 July 2021: £5.4m).

Political contributions

The Company has not made any political donations or incurred any political expenditure during the reporting period (year ended 31 July 2021: £nil).

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue to trade for at least 12 months from the date of approval of these financial statements. They have therefore chosen to adopt the going concern basis in preparing the financial statements. In making this assessment the directors have considered the key risks and uncertainties highlighted in the strategic report, and would like to draw your attention to the following:

- The Company generated £7.3m of profit after tax during the period ending 31 December 2022;
- The Company has net assets at the balance sheet date of £11.5m; and
- The Company has access to £1.9m of liquid assets in the form of cash and a £25.5m intercompany debtor from its immediate parent undertaking, Moneysupermarket.com Financial Group Limited, which is repayable on demand.

Based on the above, the directors are confident that the going concern assumption is appropriate. In reaching this conclusion, the directors have also considered the impact of continuing macroeconomic factors within the UK economy affecting the Company and the other companies within the Group.

Greenhouse gas disclosure exemption

The Company has taken the exemption under section 20A of Schedule 7A of the Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018. Disclosures regarding greenhouse gas emissions and energy consumption are included in the consolidated financial statements of the Company's ultimate parent undertaking, Moneysupermarket.com Group plc.

Other information

An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report.

Directors' report (continued)

Auditor

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and.
- the director has taken all the steps that he/she ought to have taken as a director in order to make him/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will continue in office.

By order of the board



S Stinton
Secretary
27 September 2023

Moneysupermarket House
St David's Park
Ewloe, Chester, UK
CH5 3UZ

Statement of directors' responsibilities

The directors are responsible for preparing the statutory accounts 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's report to the members of the Quidco Limited

Opinion

We have audited the financial statements of Quidco Limited ("the Company") for the 17 month period ended 31 December 2022 which comprise the Profit and loss account and other comprehensive income, Balance sheet, Statement of changes in equity, and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the 17 month period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors, internal audit and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Considering remuneration incentive schemes and performance targets for directors' remuneration.

Independent Auditor's report to the members of the Quidco Limited (continued)

- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because the degree of estimation subjectivity for the revenue accrual is low.

We did not identify any additional fraud risks.

We performed procedures including identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, and through discussion with the directors and other management (as required by auditing standards), and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: data protection laws, and laws and regulations of various bodies that regulate the Company's activities including the Competition and Market Authority (CMA), the Information Commissioners Office (ICO) and the Office of Communications (Ofcom). Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Independent Auditor's report to the members of the Quidco Limited (continued)

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial period is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 11, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Independent Auditor's report to the members of the Quidco Limited (continued)



Nicola Baldwin (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 St Peter's Square
Manchester
M2 3AE

Date: 27 September 2023

Profit and loss account and other comprehensive income

For the 17 month period ended 31 December 2022

| | <i>Note</i> | 17 month period ended 31 December 2022 £m | Year ended 31 July 2021 £m (restated) |
|---|--------------|--|---|
| Turnover | <i>3, 15</i> | 85.3 | 59.6 |
| Cost of sales | <i>15</i> | (56.6) | (42.9) |
| | | <hr/> | <hr/> |
| Gross profit | | 28.7 | 16.7 |
| Administrative expenses | <i>15</i> | (19.5) | (9.1) |
| | | <hr/> | <hr/> |
| Profit before taxation | <i>4</i> | 9.2 | 7.6 |
| Taxation | <i>6</i> | (1.9) | (1.4) |
| | | <hr/> | <hr/> |
| Profit after taxation and total comprehensive income | | 7.3 | 6.2 |
| | | <hr/> <hr/> | <hr/> <hr/> |


All results relate to continuing operations.

Balance sheet

At 31 December 2022

| | <i>Note</i> | 31 December 2022 £m | 31 July 2021 £m (restated) |
|---|---------------|------------------------------------|-------------------------------------|
| Fixed assets | 15 | | |
| Tangible assets | 7 | - | 0.1 |
| Intangible assets | 8 | 0.8 | 0.2 |
| | | <hr/> | <hr/> |
| | | 0.8 | 0.3 |
| Current assets | | | |
| Debtors falling due after more than one year | 9 | - | 0.9 |
| Debtors falling due within one year | 9, 15 | 58.7 | 24.1 |
| Cash and cash equivalents | | 1.9 | 30.8 |
| | | <hr/> | <hr/> |
| | | 60.6 | 55.8 |
| Creditors: amounts falling due within one year | 10, 15 | (49.9) | (51.9) |
| | | <hr/> | <hr/> |
| Net current assets | | 10.7 | 3.9 |
| | | <hr/> | <hr/> |
| Total assets less current liabilities | | 11.5 | 4.2 |
| | | <hr/> | <hr/> |
| Net assets | | 11.5 | 4.2 |
| | | <hr/> | <hr/> |
| Capital and reserves | | | |
| Called up share capital | 11 | 0.0 | 0.0 |
| Profit and loss account | | 11.5 | 4.2 |
| | | <hr/> | <hr/> |
| Total shareholder's funds | | 11.5 | 4.2 |
| | | <hr/> | <hr/> |

These financial statements were approved by the Board of Directors on 27 September 2023 and were signed on its behalf by:



N McBride
Director

Registered number 05498276

Statement of changes in equity

For the 17 month period ended 31 December 2022

| | Called up share capital £m | Profit and loss account £m | Total shareholder's funds £m |
|----------------------------------|----------------------------------|----------------------------------|------------------------------------|
| At 1 July 2020 (restated) | 0.0 | 3.4 | 3.4 |
| Total comprehensive income | - | 6.2 | 6.2 |
| Equity dividends | - | (5.4) | (5.4) |
| At 31 July 2021 | 0.0 | 4.2 | 4.2 |
| Total comprehensive income | - | 7.3 | 7.3 |
| At 31 December 2022 | 0.0 | 11.5 | 11.5 |

Notes to the financial statements

1. Company information

Quidco Limited (formerly known as Maple Syrup Media Ltd) is a private limited liability company incorporated and domiciled in England and Wales in the UK. The registered number is 05498276. The registered address is Moneysupermarket House, St David's Park, Ewloe, Chester, CH5 3UZ.

2. Statement of accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102). The presentation currency of these financial statements is Sterling. All amounts in the financial statements have been rounded to the nearest one hundred thousand. These financial statements are prepared on the historical cost basis.

An adjustment to the previously reported profit and loss account for the year ended 31 July 2021 and balance sheet at 31 July 2021 have been included in these financial statements. Further information on this is included in note 15.

Since 1 November 2021, the Company has been consolidated in the group financial statements that are prepared by the Company's ultimate parent undertaking, Moneysupermarket.com Group plc. The consolidated financial statements of Moneysupermarket.com Group plc are prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and applicable law. The consolidated financial statements are available to the public and can be obtained from its registered address, Moneysupermarket House, St David's Park, Ewloe, CH5 3UZ.

Prior to 1 November 2021, the Company's former parent undertaking, Maple Syrup Group Limited, included the Company in its published consolidated financial statements. The consolidated financial statements of Maple Syrup Group Limited are prepared in accordance with FRS 102 in conformity with the requirements of the Companies Act 2006 and applicable law and are available to the public. A copy may be obtained from its registered address, 76-80 Great Eastern Street, London, EC2A 3JL.

Disclosure exemptions

In these financial statements, the Company is considered to be a qualifying entity for the purposes of this FRS and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash flow statement and related notes; and
- Key management personnel compensation.

As the consolidated financial statements of Moneysupermarket.com Group plc and Maple Syrup Group Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in these financial statements.

Use of estimates and judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Notes to the financial statements (continued)

2. Statement of accounting policies (continued)

Use of estimates and judgements (continued)

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

There are no significant estimation uncertainties at 31 December 2022 that may have a risk of resulting in an adjustment to the carrying amounts of assets and liabilities in the next financial year.

From historical experience and post year end confirmation, the Company does not expect there to be a material difference between the revenue accrued at the year end and the amount subsequently billed. Also, given there is a large volume of low value transactions, the risk of a significant reversal in the amount of cumulative revenue recognised is unlikely.

Judgement is applied in defining the customer for the cashback services. The customer is the merchant and the service provided is the delivery of an internet lead to their website. Accordingly, the cashback provided to members is not consideration payable to a customer and is recognised in cost of sales.

There is a degree of judgement relating to the capitalisation of software and development costs. Further information is included in note 8.

Going concern

The directors have prepared the financial statements on a going concern basis for the following reasons. The Company is profitable, cash generative and has no debt external to the Group. Revenues have increased year on year whilst operations of the business have continued to be impacted by unstable economic conditions, including the cost of living crisis and other economic factors.

The directors have prepared cash flow forecasts for the Company, including its cash position, for a period of at least 12 months from the date of approval of these financial statements. The directors have also considered the effects of ongoing macroeconomic factors upon the Company's business, financial position, and liquidity in severe, but plausible, downside scenarios, using stress testing, and scenario analysis techniques. They include a base scenario derived from the Company's latest forecasts.

The scenarios tested showed that the Company will be able to operate at adequate levels of liquidity for a period of at least 12 months from the date of approval of these financial statements.

The directors, therefore, consider that the Company has adequate resources to continue in operational existence for at least the next 12 months and have prepared the financial statements on a going concern basis.

Revenue recognition

Revenue is derived from the Company's principal activity of providing cashback services, by providing an internet lead to a merchant's website. Revenue is measured at the fair value of consideration receivable.

Revenue represented the gross inflows of economic receivable by the Company and excludes all amounts collected on behalf of third parties such as sales taxes, goods and services taxes and value added taxes.

In line with Section 23 of FRS 102, the Company recognises revenue from its principal activity when all of the following conditions have been satisfied:

- (a) the Company has transferred the significant risks and rewards of handling the internet lead to the merchant;
- (b) the Company retains neither continuing managerial involvement to the degree usually associated with "ownership" nor effective control over the internet lead transferred;
- (c) the amount of revenue can be measured reliably;
- (d) it is probable that the economic benefits associated with the transaction will flow to the Company; and
- (e) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Notes to the financial statements (continued)

2. Statement of accounting policies (continued)

Revenue recognition (continued)

Revenue is recognised in the period in which the lead is provided and the transaction price is derived from the terms of the completed sale. At the period end an estimate of accrued revenue is made for leads provided that will result in completed sales. This is based on the volume of leads provided in the period, historic conversion rates and the expected price per completed sale.

From historical experience and post year end confirmation, the Company does not expect there to be a material difference between the revenue accrued at the year end and the amount subsequently billed. Also, given there is a large volume of low value transactions, the risk of a significant reversal in the amount of cumulative revenue recognised is unlikely.

Judgement is applied in defining the customer for the cashback services. The customer is the merchant and the service provided is the delivery of an internet lead to their website. Accordingly, the cashback provided to members is not consideration payable to a customer and is recognised in cost of sales.

Cost of sales

Cost of sales includes cashback payable to members. Unclaimed cashback balances in respect of members who have had no account activity for a consecutive 12 month period are released as a credit to cost of sales. This is in accordance with the terms and conditions agreed with members.

Cost of sales also includes direct marketing costs incurred by the Company to drive member retention and engagement, but which are only incurred when the member completes a transaction.

Fees that are receivable from members for premium membership are recognised as a reduction in cost of sales, rather than as turnover, because from a financial reporting perspective the Company's members are not its customers from which it generates turnover. The Company's turnover is generated from the merchants. Premium membership fees are deducted from the cashback payable to members.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight line basis over the lease term.

Notes to the financial statements (continued)

2. Statement of accounting policies (continued)

Fixed assets and depreciation

Tangible fixed assets are presented at historical cost less accumulated depreciation. Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

| | | |
|------------------------|---|-----------------------------------|
| Leasehold improvements | - | Over the lease term straight line |
| Office equipment | - | 20% straight line |

Depreciation is charged to the profit and loss account on a straight line basis over the estimated useful life of each part of an item of fixed assets. Land is not depreciated. Assets under construction are not depreciated until brought into use. The useful lives and depreciation rates are assessed at each reporting date and adjusted if appropriate.

Intangible assets

After initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. All of the Company's intangible assets have been identified as having finite useful lives. As such they are amortised on a straight line basis over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Technology based intangible assets are amortised on a straight line basis over three years. These assets relate to innovations and technical advances such as computer software, patented and unpatented technology, databases and trade secrets.

Research and development

Expenditure on research activities is recognised in the profit and loss account as an expense as incurred.

Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve design for, construction or testing of the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit and loss account as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and less accumulated impairment losses.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the Financial Statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense. Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted. 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.

Dividends on shares presented within shareholder's funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Notes to the financial statements (continued)

3. Turnover

All of the Company's turnover in the current and prior years was derived from its principal activity and was generated in the UK.

4. Operating profit

| | 17 month period ended 31 December 2022 £m | Year ended 31 July 2021 £m |
|---|--|---|
| <i>Operating profit is stated after charging:</i> | | |
| Depreciation | 0.1 | 0.1 |
| Amortisation | 0.1 | 0.2 |
| Operating lease rentals | 0.7 | 0.7 |
| | <hr/> <hr/> | <hr/> <hr/> |

The audit fee for the 17 month period ended 31 December 2022 was £116,000 (year ended 31 July 2021: £37,000).

5. Staff numbers and costs

The average number of persons employed by the Company (including directors) during the period was as follows:

| | 17 month period ended 31 December 2022 No. | Year ended 31 July 2021 No. |
|---------------------|---|--|
| Number of employees | 109 | 107 |
| | <hr/> <hr/> | <hr/> <hr/> |

The aggregate payroll costs of these persons were as follows:

| | 17 month period ended 31 December 2022 £m | Year ended 31 July 2021 £m |
|-----------------------|--|---|
| Wages and salaries | 10.2 | 4.2 |
| Social security costs | 1.2 | 0.5 |
| Pension costs | 0.8 | 0.1 |
| | <hr/> <hr/> | <hr/> <hr/> |
| | 12.2 | 4.8 |
| | <hr/> <hr/> | <hr/> <hr/> |

Notes to the financial statements (continued)

5. Staff numbers and costs (continued)

Directors' remuneration

The following costs were incurred by the Company relating to directors' services:

| | 17 month period ended 31 December 2022 £m | Year ended 31 July 2021 £m |
|--------------------------------------|---|-------------------------------------|
| Remuneration for qualifying services | 0.6 | 0.3 |

For the period ended 31 December 2022, remuneration for qualifying services in respect of the highest paid director was £0.6m (year ended 31 July 2021: £0.3m).

The number of directors for whom retirement benefits were accruing under defined contribution schemes amounted to one (year ended 31 July 2021: one). Company pension contributions to the defined contribution scheme in respect of this director were £4,335 (year ended 31 July 2021: £5,202).

Costs incurred by other companies within the Group

On 1 November 2021, the Company was acquired by Moneysupermarket Group and on this date, one director resigned and two directors were appointed. The newly appointed directors were also employees of other companies within the Group and, accordingly, the cost of their remuneration has been fully incurred by and accounted for elsewhere in the Group.

For the 17 month period ended 31 December 2022, £387,000 out of the total cost of the remuneration incurred by other companies in the Group has been allocated to the Company on the basis of their services as directors of each Group company (year ended 31 July 2021: £nil). This includes salary, bonus, pension and LTIPs.

6. Taxation

Analysis of taxation in year:

| | 17 month period ended 31 December 2022 £m | Year ended 31 July 2021 £m |
|--|---|-------------------------------------|
| <i>UK corporation tax</i> | | |
| Current tax on profit for the period | 1.7 | 1.4 |
| Adjustment in relation to prior periods | 0.2 | 0.0 |
| | 1.9 | 1.4 |
| <i>Deferred tax</i> | | |
| Origination and reversal of timing differences | 0.0 | 0.0 |
| Taxation | 1.9 | 1.4 |

Notes to the financial statements (continued)

6. Taxation (continued)

Factors affecting taxation for the current period:

Taxation for the period is more than (year ended 31 July 2021: the same as) the standard rate of corporation tax in the UK of 19% (year ended 31 July 2021: 19%). The differences are explained below:

| | 17 month period ended 31 December 2022 £m | Year ended 31 July 2021 £m |
|--|---|-------------------------------------|
| Profit before taxation | 9.2 | 7.6 |
| Current tax at 19% (<i>year ended 31 July 2021: 19%</i>) | 1.7 | 1.4 |
| <i>Effects of:</i> | | |
| Expenses not deductible for corporation tax | - | 0.0 |
| Adjustment in relation to prior periods | 0.2 | - |
| Taxation | 1.9 | 1.4 |

7. Tangible assets

| | Leasehold improvements £m | Office equipment £m | Total £m |
|------------------------|---------------------------------|---------------------------|-------------|
| Cost | | | |
| At 1 August 2021 | 0.5 | 1.4 | 1.9 |
| Disposals | (0.5) | (1.4) | (1.9) |
| At 31 December 2022 | - | - | - |
| Depreciation | | | |
| At 1 August 2021 | 0.5 | 1.3 | 1.8 |
| Charge for period | 0.0 | 0.1 | 0.1 |
| Eliminated on disposal | (0.5) | (1.4) | (1.9) |
| At 31 December 2022 | - | - | - |
| Net book value | | | |
| At 31 December 2022 | - | - | - |
| At 31 July 2021 | 0.0 | 0.1 | 0.1 |

Notes to the financial statements (continued)

8. Intangible assets

| | Technology £m |
|--------------------------------|--------------------------|
| Cost | |
| At 1 August 2021 | 7.8 |
| Additions | 0.7 |
| Disposals | (7.6) |
| | <hr/> |
| At 31 December 2022 | 0.9 |
| | <hr/> |
| Amortisation | |
| At 1 August 2021 | 7.6 |
| Amortisation charge for period | 0.1 |
| Eliminated on disposal | (7.6) |
| | <hr/> |
| At 31 December 2022 | 0.1 |
| | <hr/> |
| Net book value | |
| At 31 December 2022 | 0.8 |
| | <hr/> |
| At 31 July 2021 | 0.2 |
| | <hr/> |

In order to accurately quantify the value of internally generated technology assets the Company undertakes project tracking to record the cost of both internal and contract staff wholly assigned to each project. Third party costs incurred are allocated to investment projects and recognised at purchase cost. This approach ensures that technology related intangible assets accurately reflect the cost of development. There is a degree of uncertainty regarding the recognition of costs incurred in developing technology related intangible assets. This is due to the asset recognition criteria being predicated on future economic benefit flowing from that asset.

Capitalised development costs are not treated as a realised loss for the purpose of determining the Company's distributable profits as the costs meet the conditions requiring them to be treated as an asset in accordance with FRS 102 Section 18.

9. Debtors

| | 31 December 2022 £m | 31 July 2021 £m |
|--|------------------------------------|--------------------------------|
| Amounts falling due in more than one year | | |
| Amounts owed by other group companies | - | 0.9 |
| | <hr/> | <hr/> |

Amounts owed by other group companies were subject to a fixed interest rate of 4% per annum and repayable in full by 30 September 2024. These amounts were fully settled prior to 1 November 2021.

Notes to the financial statements (continued)

9. Debtors (continued)

| | 31 December 2022 | 31 July 2021 (restated) |
|--|---------------------|-------------------------------|
| Amounts falling due within one year | | |
| Trade debtors | 0.2 | 2.4 |
| Accrued income | 23.7 | 19.6 |
| Amounts owed by parent undertakings | 25.5 | 1.4 |
| Amounts owed by other group companies | 8.8 | - |
| Corporation tax | 0.2 | - |
| Other debtors | 0.3 | 0.7 |
| | <hr/> 58.7 <hr/> | <hr/> 24.1 <hr/> |

The comparative accrued income balance as at 31 July 2021 has been restated from £23.3m to £19.6m (see note 15).

From historical experience and post year end confirmation, the Company expects any differences between the amounts accrued at year end and those amounts subsequently billed to not be materially different. The under and overestimates on accrued revenue are typically in a region of -1% to +3%; historically this has been an under estimate of accrued revenue. A -1% to +3% difference on the £23.7m (2021 restated: £19.6m) revenue accrual would equate to approximately (£0.2m) to £0.7m (2021: (£0.2m) to £0.6m).

Amounts owed by parent undertakings of £25.5m (31 July 2021: £1.4m) and amounts owed by other group companies of £8.8m (31 July 2021: £nil) are unsecured, interest free and are repayable on demand.

10. Creditors: amounts falling due within one year

| | 31 December 2022 £m | 31 July 2021 (restated) £m |
|------------------------------------|---------------------------|-------------------------------------|
| Trade and other creditors | 46.9 | 46.4 |
| Amounts owed to group undertakings | 0.1 | - |
| Corporation tax | - | 1.5 |
| Other taxation and social security | 1.3 | 3.3 |
| Accruals | 1.6 | 0.7 |
| | <hr/> 49.9 <hr/> | <hr/> 51.9 <hr/> |

The comparative trade and other creditors balance as at 31 July 2021 has been restated from £43.9m to £46.4m (see note 15).

Trade and other creditors includes amounts due to Cashback members. This balance is net of an estimated cancellation rate (i.e. clicks which do not result in completed sales), based on historical data, and therefore reflects the amount that is expected to be payable. A -/+3ppt change in this cancellation rate would equate to approximately £0.4m (2021: £0.5m). This balance is payable once the sale has been completed, the cash has been received from the merchant and the member has requested payment.

Notes to the financial statements (continued)

10. Creditors: amounts falling due within one year (continued)

Amounts owed to group undertakings of £0.1m (31 July 2021: £nil) are unsecured, interest free and repayable on demand.

11. Called up share capital

| | 31 December 2022 | | 31 July 2021 | |
|---|---------------------|-------|---------------------|-------|
| | Number of shares | £ | Number of shares | £ |
| <i>Allotted, called up and fully paid</i> | | | | |
| Ordinary shares of £0.1 each | 14,574 | 1,458 | 14,574 | 1,458 |

The holders of ordinary shares were entitled to returns of capital, receive a dividend and vote.

12. Operating lease commitments

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

| | 31 December 2022 £m | 31 July 2021 £m |
|----------------------------|---------------------------|-----------------------|
| Within one year | 0.1 | 0.4 |
| Between two and five years | 0.3 | 0.5 |
| | <u>0.4</u> | <u>0.9</u> |

During the 17 month period ended 31 December 2022, £0.7m (year ended 31 July 2021: £0.7m) was recognised as an expense in the profit and loss account in respect of operating leases.

13. Ultimate parent company

On 1 November 2021, the entire share capital of the Company was acquired by Moneysupermarket.com Financial Group Limited.

The ultimate parent company and controlling party is Moneysupermarket.com Group plc, a company registered at Moneysupermarket House, St David's Park, Ewloe, CH5 3UZ. The largest and smallest group in which the results of the Company are consolidated is that headed by Moneysupermarket.com Group plc. Copies of Moneysupermarket.com Group plc accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

14. Commitments and contingencies

Together with other group companies, the Company is a guarantor on a £125m revolving credit facility and a £50m term loan agreement entered into by the Company's ultimate parent, Moneysupermarket.com Group plc. As part of the agreement, the Company is liable to meet commitments and payments on the finance agreement if Moneysupermarket.com Group plc is unable to make these repayments when liabilities fall due. As at 31 December 2022, the amount owed on the revolving credit facility was £4.0m and the outstanding balance on the term loan agreement was £40.0m.

Notes to the financial statements (continued)

15. Prior period adjustments

| | Year ended 31 July 2021 as previously reported £m | Declined tracked sales transactions £m | Revenue and cost of sales recognition £m | Direct marketing costs £m | Premium membership fees £m | Year ended 31 July 2021 as restated £m |
|--|---|---|--|------------------------------------|-------------------------------------|---|
| Turnover | 59.6 | - | 2.5 | - | (2.5) | 59.6 |
| Cost of sales | (38.2) | - | (2.5) | (4.7) | 2.5 | (42.9) |
| Gross profit | 21.4 | - | - | (4.7) | - | 16.7 |
| Administrative expenses | (13.8) | - | - | 4.7 | - | (9.1) |
| Profit before tax | 7.6 | - | - | - | - | 7.6 |
| Taxation | (1.4) | - | - | - | - | (1.4) |
| Profit after tax | 6.2 | - | - | - | - | 6.2 |
| Fixed assets | 0.3 | - | - | - | - | 0.3 |
| Current assets | 59.5 | (6.2) | 2.5 | - | - | 55.8 |
| Creditors: amounts falling due within one year | (49.4) | - | (2.5) | - | - | (51.9) |
| Provisions | (6.2) | 6.2 | - | - | - | - |
| Net assets | 4.2 | - | - | - | - | 4.2 |
| Capital and reserves | 4.2 | - | - | - | - | 4.2 |
| Equity | 4.2 | - | - | - | - | 4.2 |

There is no impact on net assets or on previously reported profit before tax arising from any of these restatements.

Declined tracked sales transactions

The comparative balance sheet at 31 July 2021 has been restated to reflect a change in the presentation of expected declined tracked sales transactions. In the prior year financial statements, these items were recognised within provisions for liabilities as they were deemed to relate to sales credit note provisions. In accordance with FRS 102 Section 23 Revenue, the declined tracked sales transactions have been deducted from the value of accrued income at the balance sheet date. In this way, the expected declined tracked sales transactions value reflects the estimated conversion rate of sales that had not been confirmed at the balance sheet date, which is the fair value of the amounts expected to be receivable.

At 31 July 2021, the balance sheet has been restated so that accrued income (within debtors and current assets) and provisions for liabilities have been reduced by £6.2m. There is no impact on net assets or on previously reported profit or loss arising from this restatement.

Revenue and cost of sales recognition

The comparative profit and loss account and balance sheet at 31 July 2021 have been restated, as some cost of sales were incorrectly netted off revenue, which resulted in an understatement of both revenue and cost of sales. In addition, the amounts due to members were incorrectly presented within accrued income and as a result accrued income and trade and other creditors were both understated. Cash receipts from merchants and cashback payments to members were however treated correctly.

Revenue is derived from the Company's principal activity of providing cashback services, by providing an internet lead to a merchant's website. Revenue is measured at the fair value of consideration receivable. Cost of sales includes the full amount of cashback payable to members. The revenue and cost of sales transactions relate to separate contractual arrangements.

Turnover has been restated to include the full amount receivable, equal to the fair value expected to be receivable from the merchant. Cost of sales has also been restated to include the full amount of cashback payable to members.

Notes to the financial statements (continued)

15. Prior period adjustments (continued)

For the year ended 31 July 2021, turnover and cost of sales have therefore been restated and increased by £2.5m. Previously reported accrued income (within current assets) and trade and other creditors (within current liabilities) at 31 July 2021 have also been restated and increased by £2.5m.

Direct marketing costs

The comparative profit and loss account and other comprehensive income for the year ended 31 July 2021 have been restated to reflect a reclassification of direct marketing costs from administrative expenses to cost of sales. This relates to costs incurred by the Company to drive member retention and engagement, but which are only incurred when the member completes a transaction (for example, a temporary promotion with an elevated cashback rate for a particular merchant).

For the year ended 31 July 2021, these direct market costs were £4.7m and so the comparative cost of sales and administrative expenses have been increased and decreased respectively by £4.7m.

Premium membership fees

The comparative profit and loss account and other comprehensive income for the year ended 31 July 2021 have also been restated to reflect a reclassification of premium membership fees from turnover to cost of sales. The fees that are receivable from members for premium membership have been recognised as a reduction in cost of sales, rather than as turnover, because from a financial reporting perspective the Company's members are not its customers from which it generates turnover. The Company's turnover is generated from the merchants. Premium membership fees are deducted from the cashback payable to members.

For the year ended 31 July 2021, premium membership fees were £2.5m and so the comparative turnover and cost of sales have been decreased by £2.5m.