

London House Exchange Limited

Report and Financial Statements

Year Ended

31 December 2021

Company Number 08820870

FRIDAY



ABB060DL

A10

02/09/2022

#126

COMPANIES HOUSE

London House Exchange Limited

Report and financial statements for the year ended 31 December 2021

Contents

Page:

1	Strategic report
4	Directors' report
6	Directors' responsibilities statement
7	Independent auditor's report
10	Profit and loss account
11	Balance sheet
12	Statement of changes in equity
13	Statement of cash flows
14	Notes forming part of the financial statements

Directors

W B Bath
P Battaglini
N Calamari
K Ryan

Registered office

55 Baker Street, London, W1U 7EU

Company number

08820870

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

London House Exchange Limited

Strategic report for the year ended 31 December 2021

The directors present their strategic report together with the audited financial statements for the year ended 31 December 2021.

Summary

In accordance with Section 414A(1) of the Companies Acts 2006, the directors have prepared a Strategic Report which includes a review of the business of London House Exchange Limited which operates under the trading name Property Partner (the "Company" or "Property Partner").

Business review

The Company is a property crowdfunding platform and trading exchange. The Company brings accessibility, flexibility and simplicity to an industry that has traditionally had high barriers to entry. The Company allows its investor base to invest in property assets, earn rental income and use the trading exchange to trade their investments.

Property Partner is the largest company of its type in the UK, with approximately £130m in property investments under management.

The Company was launched on 19 January 2015 and is now in its eighth year of trading.

In a major advance for the Company, Property Partner was acquired by Better Holdco Inc, a company incorporated in the United States of America ("Better") in September 2021. Better is a digital-first homeownership company in the United States, and is on a mission to make home ownership more accessible, convenient, and less expensive for all consumers. Better offers a convenient, digital one-stop-shop for homeowners that includes mortgage, real estate, insurance and appraisal services, and leverages an industry-changing technology platform. Since 2016, Better has funded over \$30 billion in home loans and over \$7 billion in cumulative insurance coverage.

The Company will leverage Better's scale and global capabilities. Better is committed to investing in, growing, and enhancing the Property Partner platform for the long-term, bringing the simplicity and ease of fractional property trading to more customers in the United Kingdom and globally.

The Company generates revenues primarily from (i) recurring monthly AUM fees, (ii) recurring monthly account fees (note that this income stream ceased as at 1st October 2021), and (iii) one-off transaction fees. Property Partner provides transparent pricing which is clearly presented on its website.

Principal risks and uncertainties

The principal risks to the Company include:

- *Regulatory risk:* the Company is a regulated entity that operates in a nascent industry. Any change in regulation could have an adverse impact on the Company. Property Partner is required to abide by the rules and requirements of the FCA, including the maintenance of sufficient regulatory capital.
- *Working capital risk:* the Company must monitor working capital to ensure it is sufficient to meet operational needs for the development and growth of the Company.
- *Competition risk:* there is continual interest from international and domestic businesses in the industry in which the Company operates. Property Partner has successfully differentiated itself by offering a regulated secondary market which provides liquidity to investors, and a sophisticated technology enabled platform.
- *Fraud risk:* due to the nature of the business, the Company is at risk from external fraud. Robust controls are maintained to mitigate risks such as customer identity verification and bank verification procedures.

London House Exchange Limited

Strategic report for the year ended 31 December 2021 (*continued*)

Principal risks and uncertainties (*continued*)

- *Reputational risk:* the Company invests in marketing through various channels and initiatives to build its brand and to acquire customers. Were the brand to be affected in any way, through bad publicity or negative associations, this could impact customer confidence and damage business prospects.
- *Systems risk:* the operations of the Company are highly dependent on technology. A failure of the Company's core systems or customer interfaces could pose significant risk to the business. The Company has controls in place to mitigate such risks, such as DDoS (Distributed Denial of Service) and data encryption.
- *Property market volatility:* changes in property values could directly impact the level of revenues and investor confidence.
- *Client investment sentiment:* changes in client demand and affordability could directly impact the level of revenues.

The Company has a compliance manual and policies to reduce compliance risk and to ensure the Company adheres to all regulatory requirements. This is the responsibility of the Compliance Officer who manages the process. The Board manages risk in relation to performance through regular meetings of the Board and review of monthly financial information.

Financial key performance indicators

The Directors monitor (i) turnover, (ii) operating costs, (iii) net assets and (iv) cash at bank, on a monthly basis. For the year ending 31 December 2021 turnover was £0.8m, compared with £0.9m in 2020 (turnover figures were restated see note 14). Operating costs were £2.0m, compared with £1.1m in 2020 (operating costs were restated see note 14). Net assets were £1.1m, compared with £2.1m in 2020 and cash at bank was £0.8m compared with £1.2m in 2020.

Other key performance indicators

The Company's key performance indicators ('KPIs') are monitored by the directors on a regular basis including: (i) total funds invested through the platform, (ii) number of investors, (iii) average investment per investor, (iv) property assets under management and (v) secondary market trading volumes and prices.

At 31 December 2021, total funds invested through the platform were £135m (2020: £129m), of which £77m (2020: £77m) was investment through new property listings. £49m (2020: £45m) was invested through the secondary market and £8m (2020: £8m) was invested in debt bonds. The total number of investors were 9,376 (2020: 9,486) and average investment per investor was £9,116 (2020: £8,777).

Property assets under management were approximately £130m (2020: £140m).

Secondary market trading for the year ending 31 December 2021 was £4.0m, compared with £4.7m in 2020.

London House Exchange Limited

Strategic report
for the year ended 31 December 2021 (continued)

Employees

London House Exchange Limited is committed to equal opportunities in the workplace. The Company identifies skills that are required to perform the business operations and this influences its hiring strategy. The performance of the Company is communicated to staff on a regular basis.

Approval

This Strategic Report was approved on behalf of the Board on:

DocuSigned by:

Warren Bath 5/8/2022 | 03:01 PDT

8958B783AC6540D...

W B Bath
Director

London House Exchange Limited

Directors' report for the year ended 31 December 2021

The directors present their report together with the audited financial statements for the year ended 31 December 2021.

Principal activity

London House Exchange Limited is a property crowdfunding platform and trading exchange. The Company operates under the trading name Property Partner. The principal activity of London House Exchange Limited is to provide retail and professional investors access to property investments, and to provide investment liquidity through a trading platform.

Proposed dividend

The directors do not recommend the payment of a dividend.

Directors

The directors who served during the year were:

D M Gandesha	(Resigned 3 September 2021)
J A J Oliver	(Resigned 3 September 2021)
E J Wray	(Resigned 3 September 2021)
W B Bath	
P Battaglini	(Appointed 3 September 2021)
N Calamari	(Appointed 3 September 2021)
K Ryan	(Appointed 3 September 2021)

Political contributions

The directors did not make any political donations.

Going concern

The net loss of the business has increased in 2021 following the purchase of Property Partner by Better. The acquisition resulted in exceptional costs relating to the transaction and a reduction in income (following a strategic decision to reduce fees for clients as the Company gears towards long term growth).

Following the acquisition by Better, The Directors have prepared revised business plans and cash flow forecasts for the next three years, considering sensitivities in relation to both timing and quantum of income and costs. With the strategy of the business geared towards growth, Better have invested £3.5m of working capital which was required to facilitate this along with ensuring financial resources are available to the Company to meet its operational needs; liabilities; regulatory requirements, and commitments over the coming 12 months for a period of 12 months from the approval of these financial statements.

Accordingly, the directors believe it to be appropriate to prepare these financial statements on a going concern basis.

London House Exchange Limited

Directors' report for the year ended 31 December 2021 (continued)

Auditors


At the date of this report, the Directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the Company's auditor is unaware.

In preparing this Directors' report, advantage has been taken of the small companies exemption.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

Approval

This Directors' Report was approved on behalf of the Board on:

DocuSigned by:
 18/2022 | 03:01 PDT
69E9B783AC6540D...
W B Bath

Director

London House Exchange Limited

Directors' responsibilities statement for the year ended 31 December 2021

The directors are responsible for preparing the strategic report, the 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 of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

London House Exchange Limited

Independent auditor's report

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF LONDON HOUSE EXCHANGE LIMITED

Opinion on the financial statements

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 loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of London House Exchange Limited ("the Company") for the year ended 31 December 2021 which comprise the profit and loss account, the balance sheet, the statement of changes in equity, the statement of cash flows, and notes to the financial statements, 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 Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. 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. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

London House Exchange Limited

Independent auditor's report (*continued*)

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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.

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 and 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; or
- the Directors' were not entitled to prepare the financial statements in accordance with the small companies regime.

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.

London House Exchange Limited

Independent auditor's report (continued)

Extent to which the audit was capable of detecting irregularities, including fraud

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:

We gained an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates and considered the risk of acts by the Company that were contrary to applicable laws and regulations, including fraud. We designed audit procedures to respond to the risk, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. We focused on laws and regulations that could give rise to a material misstatement in the financial statements, including, but not limited to, the Companies Act 2006. The procedures carried out included:

- Obtaining an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are United Kingdom Accounting Standards, the UK Companies Act 2006, relevant Financial Conduct Authority's ("FCA") rules and regulations, and tax legislation (as governed by HM Revenue and Customs);
- Understanding how the Company is complying with those frameworks by making enquiries of senior management. We also reviewed significant correspondence between the company and regulatory bodies, reviewed minutes of the Board and gained an understanding of the company's approach to governance;
- Consideration of management's controls designed to prevent and detect irregularities;
- Review of the financial statement disclosures to underlying supporting documentation; and
- Identifying and testing journal entries, in particular journal entries posted with unusual account code combinations.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it. A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

Alexander Tapp

Alexander Tapp (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor

London

United Kingdom

Date: 05 August 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

London House Exchange Limited

Profit and loss account for the year ended 31 December 2021

	Note	2021 £	2020 Restated £
Turnover	2	759,099	880,389
Administrative expenses		(1,954,034)	(1,095,915)
Other operating income	3	2,995	626
Operating loss	4	(1,191,940)	(214,900)
Interest receivable and similar charges		73	918
Interest payable and similar expenses		-	-
Loss on ordinary activities before taxation		(1,191,867)	(213,982)
Taxation on loss on ordinary activities	6	-	83,528
Loss for the financial year		(1,191,867)	(130,454)

All amounts relate to continuing operations.

There are no items of other comprehensive income for either the year or the prior year other than the loss for the year. Accordingly, no statement of other comprehensive income has been presented.

The notes on pages 14 to 22 form part of these financial statements.

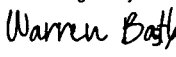
London House Exchange Limited

Balance sheet at 31 December 2021

Company number 08820870	Note	2021 £	2021 £	2020 £	2020 £
Current assets					
Debtors: amounts falling due within one year	7	509,738		1,057,336	
Current asset investments	8	-		32,369	
Cash at bank and in hand		836,166		1,221,754	
		1,345,904		2,311,459	
Creditors: amounts falling due within one year	9	(243,921)		(217,726)	
Net current assets			1,101,983		2,093,733
Net assets			1,101,983		2,093,733
Capital and reserves					
Called up share capital	10		410		410
Share premium account			27,576,528		27,376,411
Profit and loss account			(26,474,955)		(25,283,088)
Total equity			1,101,983		2,093,733

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

The financial statements were approved by the Board of Directors and authorised for issue on:

DocuSigned by:

 18/2022 | 03:01 PDT
 69E9B783AC6540D...
 W B Bath
 Director

The notes on pages 14 to 22 form part of these financial statements.

London House Exchange Limited

Statement of changes in equity for the year ended 31 December 2021

	Share capital £	Share premium account £	Profit and loss account £	Total equity £
1 January 2020	410	27,376,411	(25,152,739)	2,224,082
Comprehensive income for the year				
Loss for the year	-	-	(130,454)	(130,454)
Total comprehensive income for the year				
Shares issued during the year	-	-	105	105
31 December 2020	410	27,376,411	(25,283,088)	2,093,733
Comprehensive income for the year				
Loss for the year	-	-	(1,191,867)	(1,191,867)
Total comprehensive income for the year				
Capital contribution received	-	200,117	-	200,117
31 December 2021	410	27,576,528	(26,474,955)	1,101,983

The notes on pages 14 to 22 form part of these financial statements.

London House Exchange Limited

Statement of cash flows for the year ended 31 December 2021

	2021 £	2020 £
Cash flows from operating activities		
Loss for the financial year	(1,191,867)	(213,982)
Adjustments for:		
Interest received	(73)	(917)
Decrease/(increase) in debtors	364,211	639,191
Taxation received/(paid)	183,493	(113,862)
Increase/(decrease) in creditors	26,195	98,695
Share-based payments	-	105
Net cash generated from operating activities	(618,041)	409,230
Cash flows from investing activities		
Interest received	73	917
Net cash from investing activities	73	917
Cash flows from financing activities		
Issue of ordinary shares	-	-
Share premium	-	-
Proceeds on disposal of investments	32,369	-
Capital contribution received	200,011	-
Repayment of venture debt	-	-
Interest paid	-	-
Net cash used in financing activities	232,380	-
Net increase in cash and cash equivalents	(385,588)	410,147
Cash and cash equivalents at beginning of year	1,221,754	811,607
Cash and cash equivalents at the end of year	836,166	1,221,754
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	836,166	1,221,754

The notes on page 14 to 22 form part of these financial statements.

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021

1 Accounting policies

London House Exchange Limited is a private company limited by shares and incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the Company's operations and its principal activities are set out in the strategic report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

In the opinion of the directors the Company has taken exemption from the requirement to prepare group accounts by virtue of Sections 402 and 405(2) of the Companies Act 2006 as the effect of consolidating the results of its subsidiaries would not be material for the purpose of giving a true and fair view.

The financial statements are presented in Sterling (£).

The following principal accounting policies have been applied:

Going concern

The net loss of the business has increased in 2021 following the purchase of Property Partner by Better. The acquisition resulted in exceptional costs relating to the transaction and a reduction in income (following a strategic decision to reduce fees for clients as the company gears towards long term growth).

Following the acquisition by Better, The Directors have prepared revised business plans and cash flow forecasts for the next three years, considering sensitivities in relation to both timing and quantum of income and costs. With the strategy of the business geared towards growth, Better have invested £3.5m of working capital which was required to facilitate this along with ensuring financial resources are available to the Company to meet its operational needs, liabilities, regulatory requirements, and commitments over the coming 12 months for a period of 12 months from the approval of these financial statements.

Accordingly, the directors believe it to be appropriate to prepare these financial statements on a going concern basis.

Revenue recognition

The Company had the following revenue sources:

- Transaction fees (New Listing Income) of 2%, paid by investors on investments from new listings.
- Resale market fees of 1%, paid by investors for arranging the issue and/or placement of securities on the secondary market.
- Sourcing fees, charged at 3.0% of property purchase value.
- Monthly AUM fees of 1.2% per annum, charged to the properties. The AUM fees were reduced to 1.0% per annum from 01 October 2021 and have been reduced further to 0.7% from 01 January 2022.
- Monthly Account fee of £1, charged to investors. The account fee has been discontinued from 01 October 2021.
- Debt arrangement fees on development bonds of 2%.

Asset under management fees are accounted for on an accruals basis. Revenues earned in respect of property and debt transactions are recognised on the completion of the relevant transaction.

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Office equipment	-	3 years straight line
Computer equipment	-	3 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the profit and loss account.

Financial instruments

The company has elected to apply Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

The Company's policies for its major classes of financial assets and financial liabilities are set out below.

Financial assets

Basic financial assets, including trade and other debtors and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

Such assets are subsequently carried at amortised cost using the effective interest method, less any impairment.

Financial liabilities

Basic financial liabilities, including trade and other creditors and other loans, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Financing transactions are those in which payment is deferred beyond normal business terms or is financed at a rate of interest that is not a market rate.

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Debt instruments are subsequently carried at amortised cost, using the effective interest method.

Impairment of financial assets

Financial assets measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between the asset's carrying amount and the best estimate of the amount the company would receive for the asset if it were to be sold at the reporting date.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If the financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets and financial liabilities

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting of financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Valuation of current asset investments

Property and property related investments are carried at fair value with gains and losses recognised in profit or loss.

Cash at bank and in hand

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

In the statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the company's cash management.

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Foreign currency translation

The company's functional and presentational currency is Sterling (£).

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Nonmonetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit and loss account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the within 'administrative expenses'.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Interest payable and similar expenses

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

Operating leases

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

Pensions

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the profit and loss account when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

Interest receivable and similar income

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

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

1 Accounting policies (*continued*)

Employee benefits

The company has an employee share option plan, under the Enterprise Management Incentive Scheme.

On 14 June 2019, all existing option grants were cancelled both in respect of past and current employees.

In November 2019, the company adopted a new Enterprise Management Incentive share option plan which saw 1,297,934 options be granted to employees. At the date of new grants, the actual market value and unrestricted market value of the options agreed with HMRC was equal to a nominal value (£0.0001). Given the lack of available information, a valuation of the employee options using conventional methods such as the Black Scholes option pricing model, management considered the current and historic performance, as well as the net asset value, of the company to determine the fair value of the options at the grant date. 247,834 options were forfeited during the financial year and as at 31 December 2021 there were no longer any existing options.

The expense recognised in respect of the share options is spread over the vesting period.

Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account.

Current tax is the amount of income tax payable in respect of taxable profit for the year or prior years.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences 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 balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

2 Turnover

	2021	2020
	£	Restated £
An analysis of turnover by class of business is as follows:		
Vendor fee	-	-
Transaction fees	-	-
Resale market revenue	45,989	54,166
Debt arrangement fee	-	27,612
Sourcing fee	-	-
AUM fee	623,627	712,653
Other revenue	89,843	85,958
	<u>759,099</u>	<u>880,389</u>

3 Other operating income

	2021	2020
	£	£
Other operating income	<u>2,995</u>	<u>626</u>

4 Operating loss

	2021	2020
	£	£
This is arrived at after charging:		
Operating lease expenditure	11,250	14,449
Fees payable to the company's auditor for the audit of the company's annual financial statements	30,000	24,250
Fees payable to the company's auditor for the regulatory audit	20,000	19,000
Fees payable to the company's auditor for the tax compliance services	<u>3,500</u>	<u>-</u>

5 Employees

The average number of monthly employees, including directors during the year was 7 (2020 – 7).

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

6 Taxation on loss on ordinary activities

	2021 £	2020 £
<i>UK corporation tax</i>		
Current tax on profits of the year	-	(83,528)
	<u> </u>	<u> </u>
Total deferred tax	-	-
	<u> </u>	<u> </u>
Taxation on loss	-	(83,528)
	<u> </u>	<u> </u>

As the Company is loss making and with no other tax adjustments, the reconciliation of tax at standard rates has not been prepared.

The best estimate of the Company's unrelieved UK tax losses is £22,285,997 (2020 - £21,008,116), which can be recovered against UK tax profits in the future. A deferred tax asset has not been recognised as it is uncertain that the company will generate suitable tax profits in the near future.

7 Debtors

	2021 £	2020 £
Trade debtors	-	-
Other debtors	500,483	873,843
Prepayments and accrued income	9,255	183,493
	<u> </u>	<u> </u>
	509,738	1,057,336
	<u> </u>	<u> </u>

8 Current asset investments

	2021 £	2020 £
Property investments	-	32,369
	<u> </u>	<u> </u>

9 Creditors: amounts falling due within one year

	2021 £	2020 £
Trade creditors	6,000	966
Other taxation and social security	53,510	50,986
Other creditors	-	-
Accruals and deferred income	184,411	165,774
	<u> </u>	<u> </u>
	243,921	217,726
	<u> </u>	<u> </u>

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

10 Share capital

	2021 £	2020 £
Shares classified as equity		
<i>Allotted, called up and fully paid</i>		
4,095,465 (2020 - 4,095,465) Ordinary shares of £0.0001 each	410	410

The holders of Ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the company.

11 ESOP shares

Share options are granted to employees, directors and certain advisors. All the options are equity-settled and are exercisable on various dates up to four years from the date of grant. The contractual life of each option granted is ten years.

	Weighted average exercise price (pence) 2021	Number 2021	Weighted average exercise price (pence) 2020	Number 2020
Outstanding at the beginning of the year	-	247,834	-	1,297,934
Granted during the year	-	-	-	-
Forfeited during the year	-	247,834	-	-
Exercised during the year	-	-	0.00	1,050,100
Outstanding at the end of the year	0.00	-	0.00	247,834

We have determined the fair value of the share options at the grant date to be £0.0001.

12 Commitments under operating leases

At 31 December 2021 the company had minimum lease payments under non-cancellable operating leases as set out below:

	2021 £	2020 £
Not later than 1 year	91,500	-

London House Exchange Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (*continued*)

13 Related party transactions

Transaction fees of £11 (2020 - £828) were earned in the year from transactions with directors. These took place at arm's length. There were no other related party transactions during the financial year.

14 Prior year adjustment

In the prior year financial statements, rebates paid to customers were incorrectly presented as an administrative cost. The rebates reflect a volume discount to customers and consequently, the rebates should have been presented as a deduction to revenue rather than as an administrative cost.

In the prior year financial statements the Company incorrectly presented certain transactions as a Principal, presenting property management fees gross as administrative costs and revenue. The nature of the underlying transactions are such that the Company should have presented these transactions as an Agent. Consequently, the property management fees have been restated to show the net amount within revenue.

The original incorrect classification of the customer rebates and property management fees resulted in both revenue and administrative costs being overstated by £728,883 for the year ended 31 December 2020. This restatement had no impact to profit for the year ended 31 December 2020.

15 Controlling party

The immediate parent company is LHE Holdings Limited, a company incorporated and registered in Jersey. The company's ultimate parent company is Better Holdco, Inc., a company incorporated and registered in the United States. The largest and smallest group of undertakings for which group accounts are drawn up and of which the company is a member is the group headed by Better Holdco, Inc.

16 Post balance sheet events

On 14th July 2022 the Company issued 350,000 ordinary shares of £0.0001 each at a premium of £9.9999 per share.