

**URBAN MESSAGE HOLDING LIMITED**

**UNAUDITED**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

**URBAN MESSAGE HOLDING LIMITED**  
**REGISTERED NUMBER: 09948725**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2021**

	Note	2021 £	2020 £
<b>Fixed assets</b>			
Fixed asset investments		6,223,231	4,322,840
<b>Current assets</b>			
Debtors: amounts falling due within one year	5	11,069,185	8,300,853
Cash at bank		2,756,651	5,157,048
		<u>13,825,836</u>	<u>13,457,901</u>
Creditors: amounts falling due within one year	6	(447,665)	(3,250)
<b>Net current assets</b>		<u>13,378,171</u>	<u>13,454,651</u>
<b>Total assets less current liabilities</b>		<u>19,601,402</u>	<u>17,777,491</u>
<b>Net assets</b>		<u>19,601,402</u>	<u>17,777,491</u>
<b>Capital and reserves</b>			
Called up share capital	7	39,945	39,945
Share premium account		16,536,254	16,536,254
Other reserves		3,477,977	1,577,586
Profit and loss account		(452,774)	(376,294)
		<u>19,601,402</u>	<u>17,777,491</u>

**URBAN MESSAGE HOLDING LIMITED**  
**REGISTERED NUMBER: 09948725**

**BALANCE SHEET (CONTINUED)**  
**AS AT 31 DECEMBER 2021**

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

The Company has opted not to file the profit and loss account in accordance with provisions applicable to companies subject to the small companies' regime.

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

**Mr C Tang**  
Director

Date: 22 July 2022

The notes on pages 5 to 8 form part of these financial statements.

URBAN MESSAGE HOLDING LIMITED

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital	Share premium account	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2021	39,945	16,536,254	1,577,586	(376,294)	17,777,491
<b>Comprehensive income for the year</b>					
Loss for the year	-	-	-	(76,480)	(76,480)
<b>Total comprehensive income for the year</b>	-	-	-	(76,480)	(76,480)
Share based payments	-	-	1,900,391	-	1,900,391
<b>Total transactions with owners</b>	-	-	1,900,391	-	1,900,391
<b>At 31 December 2021</b>	<u>39,945</u>	<u>16,536,254</u>	<u>3,477,977</u>	<u>(452,774)</u>	<u>19,601,402</u>

The notes on pages 5 to 8 form part of these financial statements.

URBAN MESSAGE HOLDING LIMITED

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Called up share capital	Share premium account	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2020	34,596	10,708,502	738,368	(430,349)	11,051,117
<b>Comprehensive income for the year</b>					
Profit for the year	-	-	-	54,055	54,055
<b>Total comprehensive income for the year</b>	-	-	-	54,055	54,055
Shares issued during the year	5,349	5,827,752	-	-	5,833,101
Share based payments	-	-	839,218	-	839,218
<b>At 31 December 2020</b>	<u>39,945</u>	<u>16,536,254</u>	<u>1,577,586</u>	<u>(376,294)</u>	<u>17,777,491</u>

The notes on pages 5 to 8 form part of these financial statements.

# URBAN MESSAGE HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

### 1. General information

Urban Message Holdings Limited is a private Company limited by shares incorporated in England and Wales within the United Kingdom. The address of the registered and trading office is Ground Floor Left, Dorset house, 27-45 Stamford Street, London, SE1 9PY. The registration number of the company is 09948725. This company is part of a group.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

The following principal accounting policies have been applied:

#### 2.2 Foreign currency translation

##### Functional and presentation currency

The Company's functional and presentational currency is GBP.

##### Transactions and balances

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. Non-monetary 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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

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 profit or loss within 'other operating income'.

#### 2.3 Interest income

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

#### 2.4 Finance costs

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

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**2. Accounting policies (continued)**

**2.5 Taxation**

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current corporation 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.

**2.6 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.7 Debtors**

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**2.8 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.9 Creditors**

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

**2.10 Financial instruments**

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Financial assets that are 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.

**3. Employees**

The average monthly number of employees, including directors, during the year was 3 (2020 - 3).

URBAN MESSAGE HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021

4. Fixed asset investments

	Investments in subsidiary companies £
<b>Cost or valuation</b>	
At 1 January 2021	4,353,225
Additions	1,900,391
At 31 December 2021	<u>6,253,616</u>
<b>Impairment</b>	
At 1 January 2021	30,385
At 31 December 2021	<u>30,385</u>
<b>Net book value</b>	
At 31 December 2021	<u>6,223,231</u>
<b>At 31 December 2020</b>	<u>4,322,840</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Urban Massage Limited	UK	Provision of a booking service for massage therapists.	Ordinary	100 %
UM Urban Massage GmbH	Austria	Provision of a booking service for massage therapists.	Ordinary	100 %
Urban Massage France SARL	France	Provision of a booking service for massage therapists.	Ordinary	100 %
Urban (USA) Inc	USA	Provision of a booking service for massage therapists.	Ordinary	100 %
UAB Urban Lithuania	Lithuania	Provision of R&D services to Group Companies.	Ordinary	100 %



**URBAN MESSAGE HOLDING LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**5. Debtors**

	2021 £	2020 £
Amounts owed by group undertakings	11,053,689	8,290,640
Other debtors	7,515	2,358
Prepayments and accrued income	7,981	7,855
	<u>11,069,185</u>	<u>8,300,853</u>

**6. Creditors: Amounts falling due within one year**

	2021 £	2020 £
Amounts owed to group undertakings	444,915	-
Accruals and deferred income	2,750	3,250
	<u>447,665</u>	<u>3,250</u>

**7. Share capital**

	2021 £	2020 £
<b>Allotted, called up and fully paid</b>		
25,341,083 (2020 - 25,341,083) Ordinary shares of £0.001 each	25,341	25,341
14,604,000 (2020 - 14,604,000) Series A shares of £0.001 each	14,604	14,604
	<u>39,945</u>	<u>39,945</u>

A total of 5,348,945 ordinary shares of £0.0010 each were issued within the prior year. A total of £5,840,142 was paid, with £5,349 recognised in share capital and the remaining £5,834,793 recognised in share premium. There was a total of £40,042 relating to incremental costs of fundraising which have been net off share premium in the prior year.

**8. Related party transactions**

During the year the company operated loans with its subsidiaries. The balance of the loans due by the subsidiaries to the company at the year end was £10,608,773 (2020 - £8,290,640). These loans are interest free and repayable on demand.



This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.