

Company registration number 10354575 (England and Wales)

FENIX INTERNATIONAL LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2021

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FENIX INTERNATIONAL LIMITED

COMPANY INFORMATION

Directors	Mr L Radvinsky Mr L Taylor (Appointed 17 December 2021)
Company number	10354575
Registered office	4th Floor Imperial House 8 Kean Street London WC2B 4AS
Auditor	CBW Audit Limited 66 Prescott Street London E1 8NN

FENIX INTERNATIONAL LIMITED

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FENIX INTERNATIONAL LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2021

The directors present the strategic report for the year ended 30 November 2021.

Strategic Management

The Group operates the social media platform OnlyFans, a web-based platform that has revolutionized the creator economy by committing to build the safest social media platform and providing unparalleled opportunities to content creators and fans.

OnlyFans mission is to empower content creators to own their full potential. The Group's primary purpose is to provide creators of digital content with a safe platform and secure payment networks to share and monetise their content. The Group's subscription-based business model was founded on the premise that content creators should financially benefit from the content which they produce. OnlyFans is proud to pay 80 percent of all fan payments made on the platform to content creators, which means that for every \$1 retained by OnlyFans, content creators make \$4.

OnlyFans is committed to becoming the safest social media platform in the world. We are doing this by building robust protections and controls that ensure the safety, privacy, and well-being of the OnlyFans community of creators, fans and employees. This commitment is evident in the steps taken by the Group to continue to evolve and enhance the creator onboarding process, age and identity verification, content moderation and financial controls. The Group has invested significantly in OnlyFans' Trust and Safety processes. We increased the number of people (employees and contractors) focused on safety issues and built and acquired state-of-the-art technology to enable OnlyFans to employ a 'human-led software-assisted' strategy to Online Safety. For more information, please see the OnlyFans Transparency Center (<https://onlyfans.com/transparency-center>).

As a "creator first" platform, OnlyFans is inclusive of creators of all genres who are over 18 years old and who abide by OnlyFans Terms of Service. The Group continued to allocate significant financial resources to platform and product development to better serve the creator community. This resulted in over half a million new creators joining the platform. In addition, the Group focused on implementing market leading payment and KYC processes to offer new payment methods and open up markets for creators and fans worldwide.

In keeping with the Group's desire to build a space for creators to be who they are and express themselves freely, during the reporting period OnlyFans built and launched OFTV. OFTV is a free on-demand video streaming platform and app from OnlyFans. OFTV hosts safe-for-work videos and content from a wide variety of creators from fitness and cooking, to comedy, music, and more demonstrating the diverse range of creators on the OnlyFans platform. OnlyFans creators can share short and long-form video content for their fans to watch, for free on Android, iOS, Apple TV, Roku, FireTV, Android TV, and Samsung Smart TVs. During this reporting period, OnlyFans began investing in original content for OFTV to provide an additional platform for creators to grow their fan and revenue base.

The Group has also dedicated significant resources to brand awareness and increased its marketing activity in the social and traditional media space. This investment has notably enhanced OnlyFans' brand recognition making it a global phenomenon that has been featured across mainstream pop culture, music, TV, and podcasts. The strength of the brand attracts a diverse range of creators from all genres and their loyal fans that follow them.

The Group anticipates that these investments will provide a strong foundation to continue to drive revenue growth, profitability and brand awareness in the coming years.

FENIX INTERNATIONAL LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

Fair review of the business

Business performance and position

To align the presentational currency with the operational currency, the Directors have decided to change the presentational currency of the financial statements to United States Dollar (USD) from Great British Pound (GBP). The operational currency of The Group is USD as all pricing on the OnlyFans platform and all significant operating costs of the business are quoted in USD.

In the financial year ending 30 November 2021, OnlyFans recorded its most significant growth to date as outlined below. This reflects the platform growth in terms of number of content creators and fans.

Gross payments made through the OnlyFans platform increased by \$2.6bn during this reporting period from \$2.2bn in 2020 to \$4.8bn in 2021. Gross payments represent payments made by Fans net of applicable sales taxes, refunds and deferred income.

The Group's revenue increased by over \$573m during this reporting period from \$358m in 2020 to \$932m in 2021.

The Group's profitability significantly increased during the year, with profit before tax of \$433m during this reporting period compared to \$61m in 2020.

Taxes

The Group has concluded its review of potential obligations for Sales Taxes globally. As a result, at 30 November 2021, 99.4% of OnlyFans revenues were compliant with each relevant jurisdiction's Sales Tax legislation.

Following the review, The Group has restated prior periods to ensure provisions for uncollected Sales Taxes are reflected in the correct periods.

The Group is focussed on regularly reviewing its compliance with applicable global tax legislation, to ensure we maintain high standards of compliance.

Non-financial - Key Performance Indicators

	2021	2020	Growth %
Total number of creators	2,161,000	1,618,000	34%
Total number of fans	187,973,000	82,308,000	128%

Mergers, Acquisition & Divestitures

In December 2020, the Group purchased the entire share capital of Delivery Code Limited with a view to integrating a "wish list" service for content creators on the platform. Due to the Group prioritising the significant investment in trust and safety controls, in line with its commitment to build the safest social media platform, this function was not fully integrated into the platform. Therefore, the Directors have taken the prudent decision to fully impair the investment in the financial statements. At present, Delivery Code Limited remains an active company.

FENIX INTERNATIONAL LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

Fair Review of the Business

Funding and Financing

The performance in the year ended 30 November 2021 has resulted in a strengthening of the Group financial position. The Group has no external financing and ensures sufficient working capital levels to continue the investment in the OnlyFans platform, processes and the strategy of providing the safest social media platform.

Description of Principal Risks Factors

Operational and Business Risk Factors

Competition for content creators and platform users. As the creator economy continues to grow, there is an increased focus from traditional social media platforms on attracting content creators to their platforms. The Group can combat this risk by continuing to take a creator first approach to business decisions earning creator loyalty and trust.

Adoption of subscription model by other platforms. The Group's subscription model has led to many traditional social media platforms adopting paid features. The Group will continue to maintain its leadership position in the creator economy by virtue of its revenue sharing model and by continuing to develop new features to support our growing user base of Creators and Fans.

Continuous evolution of our best-in-class approach to trust and safety and content moderation. The Group's commitment to building the safest social media platform in the world demands the continuous evolution of its trust and safety measures. Scaling and innovating in this area is critical and requires significant financial resources. The Group will continue to invest significant time and resources to ensure we can meet this commitment.

Maintaining and promoting our brand outside of traditional verticals. The Group has made significant inroads in promoting its brand globally and is focused on ensuring a better public understanding of the nature of the OnlyFans platform and its diverse creator base. The Group will remain focused on dedicating appropriate resources to marketing and brand awareness, particularly in new markets and in the promotion of OFTV content.

Hiring, retaining and motivating highly skilled personnel. As the Group continues to scale, it is imperative to retain key personnel, and to invest in hiring new highly skilled personnel to address the risks and opportunities faced by the Group. This is particularly important in the creator experience, business development, and content moderation functions. The growth of a dedicated People & Culture function will assist in addressing this risk.

Interoperability of our products and services across third-party services and systems. The Group has developed the majority of its technology stack in house but does rely on certain key third-party service providers and systems. The Group can address this risk by maintaining close relationships with key third party providers and investing in business partnerships.

Actual or perceived security breaches, incidents or vulnerabilities as well as errors, vulnerabilities or defects in our software and in products of third-party providers. As a leading technology platform, cyber security remains a top priority for the Group. Continuous monitoring of the Group's environment and developing bespoke solutions to address security issues as they emerge will continue to be necessary.

Media interest in OnlyFans. The Group continues to garner significant media attention due to its novel business model, inclusive content policy and the success of many content creators. The Group will continue to develop its public and government relations strategy to address misconceptions regarding the Group as reported in the media. A number of senior hires have been made to focus on this risk issue.

Evolution of the COVID-19 pandemic and responsive measures. The Group is actively monitoring the COVID-19 outbreak and its continued impact on employees, users and vendors. While the Group does not expect that the virus will have a continued, material adverse effect on ongoing operations or financial results at this time, the future impact that COVID-19 will ultimately have is not predictable due to various uncertainties including the severity of the disease, the duration of the outbreak, and any additional actions that may be taken by governmental authorities.

Catastrophic events and interruptions by man-made problems. As with all organizations, the Group is subject to the risk of unforeseen catastrophic events.

FENIX INTERNATIONAL LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

Principal Risks and Uncertainties

Intellectual Property and Technology

Developing and scaling our existing technology and infrastructure. As an online business, the Company is reliant on information technology and we have significantly increased our investment in this area. In addition, we have significantly increased our resourcing within customer support, content monitoring, and fraud prevention.

Any failure to protect our intellectual property rights As the Group continues to grow and scale, it is imperative that we take steps to protect our intellectual property rights. It is our general practice to enter into confidentiality agreements with our employees, contractors, and third parties, in order to limit access to, and disclosure and use of, our confidential information and proprietary technology. The Group also relies on international, federal, state and common law rights and contractual restrictions to help protect our intellectual property.

Regulatory and Legal

Complex and evolving international laws and regulations. The Group operates in an area which is subject to fast paced change and significant regulatory attention. The law in this area is complex and evolving and the Group addresses this risk by building its inhouse capabilities and has a deep bench of expert counsel.

Regulatory investigations and adverse settlements. The Group is not presently subject to any regulatory investigations, however as a regulated entity, there is a risk of adverse regulatory scrutiny. The Group continues to maintain open and cooperative dialogues with various international regulators and law enforcement.

Lawsuits or liability. As the Group becomes more established, it is a target for opportunistic litigation claims, and in particular class actions in the USA. The Group will continue to treat all litigation claims seriously and to vigorously defend them where appropriate.

Financial

Going Concern. The Group is profitable, cash generative with no external funding. The Directors ensure adequate working capital is retained in the business to enable the delivery of Group Strategy and protect against foreign exchange or credit risk.

Payment Infrastructure Risks. As the Group operates globally it is reliant on key relationships with financial partners to ensure seamless flow of funds, from Fans to Creators. Any interruption to this flow would have a material impact on the business. The Group's commitment to best-in-class trust and safety and content moderation, mitigates the perceived risks for our financial partners. The Group also maintains a vast financial network to ensure operational continuity.

International Tax Risk. As an international business the Group continually review regulatory tax regimes associated with online business within individual countries. During the year the Group hired an inhouse tax team to administer the tax filing obligations, in addition the Group has expert counsel to assist in more complex areas.

Foreign Exchange Risk. The Group's exposure to Foreign Exchange Risk is limited to the payment of Sales Taxes in foreign currency and a small proportion of administrative costs. The Directors monitor these Foreign Exchange requirements to ensure any risk is mitigated.

Credit Risk. The Group closely monitors the financial health of our Payment processors and Payment service providers all of whom are regulated by their own country regulators. The Group also has effective Anti-Fraud controls to reduce the existence of payment fraud on the Platform.

FENIX INTERNATIONAL LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

Other information and explanations

Further Developments

Change in Leadership Team. The Group has appointed a new C-Suite. The Group's leadership team is formed of four executives, with 50% women representation including CEO Amrapali Gan. The Group is committed to promoting diversity and inclusion in both its OnlyFans platform and its own internal governance.

Voluntary Independent Monitorship. The Group is committed to making OnlyFans the safest digital media platform in the world. In addition to its robust policies and procedures the Group elected to appoint an independent third party, which we call a "Monitor", to assess and validate the design, implementation, and effectiveness of our compliance program. For more information on this market leading initiative please see <https://onlyfans.com/transparency-center/commitment>.

Formation of new Subsidiaries. The Group formed a Polish Entity HPS Poland z.o.o. This subsidiary was formed to provide the Group with a corporate presence in the European Union, and to facilitate the employment of key technical staff. The Group also formed a new US subsidiary, Fenix US Inc, to assist in the hiring of key staff.

Market Expansion. The Group continues to invest in OFTV and original OFTV content to give creators an opportunity to share and promote their content to wider audiences. This remains a strategic priority for the Group.

Section 172 (1) statement

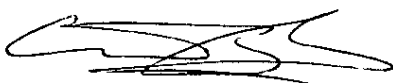
Under s172 of the Companies Act 2006 directors of UK companies have a duty to promote the success of their company for the benefit of the members as a whole and, in doing so, have regard to:

- The likely consequences of any decision in the long term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and the environment; and
- The desirability of the company maintaining a reputation for high standards of business conduct.

The Directors of Fenix International Limited consider the following areas to be of key importance in their fulfilment of this duty:

- Carrying out detailed planning and forecasting to ensure ongoing financial safety of the business;
- Monitoring the business plan in order to control deviation and achieve continued growth;
- Seeking opportunities, by finding new locations to grow the business for the benefit of current and future employees, customers and suppliers as well as the wider UK economy.
- Supervising the overall strategy of the Company and maintaining the highest standards of integrity and honesty in the Company's dealing with employees, suppliers, the general public and local and national government.
- Ensuring that we are vigilant in reducing the environmental impact of our business.

On behalf of the board



Mr L Taylor
Director

30 August 2022

FENIX INTERNATIONAL LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2021

The directors present their annual report and financial statements for the year ended 30 November 2021.

Principal activities

The principal activity of the company and group continued to be that of the provision of OnlyFans, an online platform which enables Creators to monetise their digital content by engaging directly with their Fans.

Results and dividends

The results for the year are set out on page 11.

Ordinary dividends were declared amounting to \$284,130,000. The directors do not recommend payment of a further dividend.

No preference dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr L Radvinsky

Mr L Taylor

Mr G R Stokely

(Appointed 17 December 2021)

(Resigned 17 December 2021)

Supplier payment policy

The group's current policy concerning the payment of trade creditors is to follow the CBI's Prompt Payers Code (copies are available from the CBI, Centre Point, 103 New Oxford Street, London WC1A 1DU).

The group's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction;
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and
- pay in accordance with the company's contractual and other legal obligations.

Trade creditors of the group at the year end were equivalent to 9 day's purchases, based on the average daily amount invoiced by suppliers during the year.

Post reporting date events

Subsequent to the year end the group has declared dividends for the following year as detailed in note 24.

Energy and carbon report

As the group has not consumed more than 40,000 kWh of energy in this reporting period, it qualifies as a low energy user under these regulations and is not required to report on its emissions, energy consumption or energy efficiency activities.

FENIX INTERNATIONAL LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 group and parent company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

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.

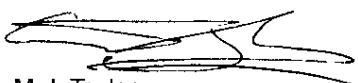
Statement of disclosure to auditor

Each director in office at the date of approval of this annual 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 himself / herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

On behalf of the board



Mr L Taylor
Director

30 August 2022

FENIX INTERNATIONAL LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF FENIX INTERNATIONAL LIMITED

Opinion

We have audited the financial statements of Fenix International Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 November 2021 which comprise the group statement of comprehensive income, the group and parent company statement of financial position, the group and parent company statement of changes in equity, the group and parent company statement of cash flows and the group and parent company notes to the financial statements, including significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs as adopted by the European Union.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 November 2021 and of the group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our 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.

FENIX INTERNATIONAL LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF FENIX INTERNATIONAL LIMITED

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the parent 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 parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

We ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations. The laws and regulations applicable to the company were identified through discussions with the director and other management, and from our commercial knowledge and experience of the company. Of these laws and regulations, we focused on those that we considered may have a direct material effect on the financial statements or the operations of the company. The Companies Act 2006, taxation legislation, data protection, anti-bribery, anti-money-laundering, employment, environmental and health and safety legislation. The extent of compliance with these laws and regulations identified above was assessed through making enquiries of management and inspecting legal correspondence. The identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations; and
- understanding the design of the company's remuneration policies.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

FENIX INTERNATIONAL LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF FENIX INTERNATIONAL LIMITED

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

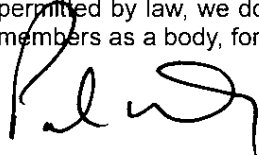
- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims; and
- reviewing correspondence relevant regulators and the company's legal advisors.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the director and other management and the inspection of regulatory and legal correspondence, if any. Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

A further description of our responsibilities 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.



Paul Woosey (Senior Statutory Auditor)
For and on behalf of CBW Audit Limited

30 August 2022

Chartered Accountants
Statutory Auditor

66 Prescott Street
London
E1 8NN

FENIX INTERNATIONAL LIMITED

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 NOVEMBER 2021

		2021	2020
	Notes	\$000	as restated \$000
Gross Site Volume		4,796,167	2,227,957
Revenue	2	931,735	358,378
Cost of sales		(371,816)	(229,901)
Gross profit		559,919	128,477
Administrative expenses		(95,763)	(68,020)
Operating profit	3	464,156	60,457
Investment revenues	7	232	124
Other gains and losses	8	(31,453)	-
Profit before taxation		432,935	60,581
Income tax expense	9	(108,255)	(12,478)
Profit and total comprehensive income for the year		324,680	48,103

Profit for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

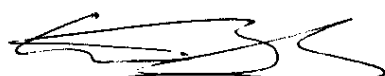
FENIX INTERNATIONAL LIMITED

GROUP STATEMENT OF FINANCIAL POSITION

AS AT 30 NOVEMBER 2021

		2021	2020
	Notes	\$000	as restated \$000
Non-current assets			
Property, plant and equipment	12	360	447
Current assets			
Other receivables	14	115,088	66,562
Current tax recoverable		9,237	27,718
Cash and cash equivalents		420,287	278,300
		544,612	372,580
Current liabilities			
Trade and other payables	16	444,548	333,520
Current tax liabilities		19,639	3,677
Lease liabilities	17	135	135
Deferred revenue	19	22,589	18,065
		486,911	355,397
Net current assets		57,701	17,183
Non-current liabilities			
Lease liabilities	17	70	198
Deferred tax liabilities	18	29	20
		99	218
Net assets		57,962	17,412
Equity			
Called up share capital	21	1,290	-
Retained earnings		56,672	17,412
Total equity		57,962	17,412

The financial statements were approved by the board of directors and authorised for issue on 30 August 2022 and are signed on its behalf by:



Mr L Taylor
Director

FENIX INTERNATIONAL LIMITED

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2021

	Notes	Share capital \$000	Retained earnings \$000	Total \$000
As restated for the period ended 30 November 2020:				
Balance at 1 December 2019		-	6,411	6,411
Effect of corrections to prior periods	28	-	(10,396)	(10,396)
As restated		-	(3,985)	(3,985)
Year ended 30 November 2020:				
Profit and total comprehensive income for the year		-	48,103	48,103
Dividends	10	-	(26,706)	(26,706)
Balance at 30 November 2020		-	17,412	17,412
Year ended 30 November 2021:				
Profit and total comprehensive income for the year		-	324,680	324,680
Bonus issue	21	1,290	(1,290)	-
Dividends	10	-	(284,130)	(284,130)
Balance at 30 November 2021		1,290	56,672	57,962

FENIX INTERNATIONAL LIMITED

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 NOVEMBER 2021

		2021		2020 as restated	
	Notes	\$000	\$000	\$000	\$000
Cash flows from operating activities					
Cash generated from operations	27		558,078		299,188
Income taxes paid			(73,803)		(36,602)
Net cash inflow from operating activities			484,275		262,586
Investing activities					
Purchase of intangible assets		(31,453)		-	
Purchase of property, plant and equipment		(106)		(108)	
Other movements		-		2	
Interest received		232		124	
Net cash (used in)/generated from investing activities			(31,327)		18
Financing activities					
Payment of lease liabilities		(125)		(90)	
Dividends paid to equity shareholders		(310,836)		-	
Net cash used in financing activities			(310,961)		(90)
Net increase in cash and cash equivalents			141,987		262,514
Cash and cash equivalents at beginning of year			278,300		15,786
Cash and cash equivalents at end of year			420,287		278,300

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

Company information

Fenix International Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4th Floor Imperial House, 8 Kean Street, London, WC2B 4AS. The company's principal activities and nature of its operations are disclosed in the directors' report.

The group consists of Fenix International Limited and all of its subsidiaries.

1.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in US Dollar, which is the functional currency of the group. Monetary amounts in these financial statements are rounded to the nearest \$000.

The presentational currency for the prior year was £ Sterling. The directors have made the decision to restate prior years to its functional currency US Dollars. The impact has been included in note 1.18.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Certain new accounting standards and interpretations have been published that are not mandatory for the 31 December 2020 reporting periods and have not been early adopted by the company. These are as follows:

- Amendments to IFRS 4 Insurance contracts 'replacement issues in the context of the IBOR reform' (effective annual reporting periods beginning on or after 1 January 2021.)
- Amendments to IFRS 7 Financial Instruments: Disclosures 'replacement issues in the context of the IBOR reform' (effective for annual reporting periods beginning on or after 1 January 2021.)
- IFRS 16 Leases 'Covid-19 - Related Rent Concessions' (effective for annual reporting periods beginning on or after 1 June 2020.)
- IFRS 17 'Insurance contracts' (effective for annual reporting periods beginning on or after 1 January 2023.)
- Amendments to IAS 1 'classification of liabilities' (effective for annual reporting periods beginning on or after 1 January 2023.)
- Amendments to IAS 16 'Property, Plant and Equipment - Proceeds before Intended Use' (effective for annual reporting periods beginning on or after 1 January 2022.)
- Amendments to IAS 37 'Onerous Contracts - Cost of Fulfilling a Contract' (effective for annual reporting periods beginning on or after 1 January 2022.)
- Amendments to IAS 39 Financial Instruments: Recognition and Measurement, 'replacement in the context of the IBOR reform' (effective for annual reporting periods beginning on or after 1 January 2021.)

There are no standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

1.2 Business combinations

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

(Continued)

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Fenix International Limited together with all entities controlled by the parent company (its subsidiaries) and the group's share of its interests in joint ventures and associates.

All financial statements are made up to 30 November 2021. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

Entities in which the group holds an interest and which are jointly controlled by the group and one or more other venturers under a contractual arrangement are treated as joint ventures. Entities other than subsidiary undertakings or joint ventures, in which the group has a participating interest and over whose operating and financial policies the group exercises a significant influence, are treated as associates.

Investments in joint ventures and associates are carried in the group statement of financial position at cost plus post-acquisition changes in the group's share of the net assets of the entity, less any impairment in value. The carrying values of investments in joint ventures and associates include acquired goodwill.

If the group's share of losses in a joint venture or associate equals or exceeds its investment in the joint venture or associate, the group does not recognise further losses unless it has incurred obligations to do so or has made payments on behalf of the joint venture or associate.

Unrealised gains arising from transactions with joint ventures and associates are eliminated to the extent of the group's interest in the entity.

1.4 Going concern

The directors have at the time of approving the financial statements, a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Revenue

Revenue is recognised in accordance with IFRS 15 Revenue from Contracts with Customers, by applying the following steps:

- identification of the contract, or contracts, with a customer;
- identification of the performance obligations in the contracts;
- determination of the transaction price;
- allocation of the transaction price to the performance obligations in the contract; and
- recognition of revenue when, or as, the Company satisfies a performance obligation.

The group recognises revenue from the following major sources:

- Subscription based revenue
- Non-subscription revenue

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

(Continued)

The Company derives its income from the operation of an online platform for content creators to provide monetised content to their fans, from which the Company received a fee. The majority of gross receipts are collected by the Company and held in accounts until they are forwarded on to the content creators. The transaction's objective is to facilitate a transaction between content creators and their fans, for which the Company earns a fee. Management has determined that this transaction results in a principal-agent relationship. As a result the Company is considered the agent, and therefore, the revenue is recorded on a net basis. Consequently, the portion of the gross amount billed to end users that is remitted to content creators is not reflected as revenues. Fan payments can be segregated between subscription and non-subscription payments.

Subscription based revenue

Subscription payments consist of transactions where the Company facilitates Creator's providing content to Fans for a period of time. Payments received at the balance sheet date which relate to subscriptions that are ongoing after the year end are deferred and classified as deferred revenue. The revenue related to subscription payments is recognised over time consistent with the duration of the Fans' access to the Creators' content. Payment service providers collect payment from the Fan prior to content access.

In instances where the timing of revenue recognition differs from the timing of invoicing, the Company has elected the practical expedient to not adjust revenue for any effects of significant financing components, as the subscriptions are less than one year in duration.

Non-subscription revenue

Non-subscription-based payments consist of one-time transactions such as messaging and access to individual posts, that the Company facilitates between the Fans and the Creators. Revenue from non-subscription payments are recognised when the transaction occurs. Payment service providers collect payment from the Fan immediately prior to content access.

The only variable consideration associated with the performance obligation are refunds and chargebacks, which are recorded net of revenue.

Gross Site Volume

In order to provide the user of the financial statements further understanding of the business market, the gross value of all sales transactions is shown as a memorandum at the top of the statement of comprehensive income.

Gross site volume does not represent statutory turnover in accordance with IFRS 15. The Group is acting as an agent in its arrangement between Fans and Creators.

Gross site volume represents the price at which products or services have been transacted through the business platform exclusive of any associated sales taxes. The Groups recognised revenue is the agency fee applied on those transactions.

Revenues are recorded net of sales tax, value added tax ("VAT"), and usage-based taxes.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

(Continued)

Deferred revenue

Deferred revenue represents amounts received from customers for subscriptions that are ongoing after the fiscal year end. The amounts are deferred and recognised over the term of the agreements (less than one year) on a straight-line basis.

Liability to Users:

Liability to users consist of amounts payable to users of the online platform. Liabilities are attributable to two types of users, content creators and fan wallets.

Content creator amounts represent the element of gross receipts payable to content creators at year-end. Fan wallets give Fans the ability to make payments on the platform from a prepaid wallet. The Company reduces the liability for the Fan wallets when Fans make payments from their wallets.

Costs of Sales:

Costs of sales represents payments for hosting, website maintenance, and general upkeep of the content centres.

1.6 Goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less impairment losses.

The gain on a bargain purchase is recognised in profit or loss in the period of the acquisition.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit *pro-rata* on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not subsequently reversed.

1.7 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	Depreciated over life of lease period.
Fixtures and fittings	3 years straight line
Computers	3 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

1.8 Non-current investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the parent company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

(Continued)

An associate is an entity, being neither a subsidiary nor a joint venture, in which the group holds a long-term interest and has significant influence. The group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the group has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.9 Impairment of tangible and intangible assets

At each reporting end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.10 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less.

1.11 Financial assets

Financial assets are recognised in the group's statement of financial position when the group becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

Financial assets at fair value through profit or loss

When any of the above-mentioned conditions for classification of financial assets is not met, a financial asset is classified as measured at fair value through profit or loss. Financial assets measured at fair value through profit or loss are recognized initially at fair value and any transaction costs are recognised in profit or loss when incurred. A gain or loss on a financial asset measured at fair value through profit or loss is recognised in profit or loss, and is included within finance income or finance costs in the statement of income for the reporting period in which it arises.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

(Continued)

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Financial assets at fair value through other comprehensive income

Debt instruments are classified as financial assets measured at fair value through other comprehensive income where the financial assets are held within the group's business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument measured at fair value through other comprehensive income is recognised initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, each asset is measured at fair value, with changes in fair value included in other comprehensive income. Accumulated gains or losses recognised through other comprehensive income are directly transferred to profit or loss when the debt instrument is derecognised.

The parent company has made an irrevocable election to recognize changes in fair value of investments in equity instruments through other comprehensive income, not through profit or loss. A gain or loss from fair value changes will be shown in other comprehensive income and will not be reclassified subsequently to profit or loss. Equity instruments measured at fair value through other comprehensive income are recognized initially at fair value plus transaction cost directly attributable to the asset. After initial recognition, each asset is measured at fair value, with changes in fair value included in other comprehensive income. Accumulated gains or losses recognized through other comprehensive income are directly transferred to retained earnings when the equity instrument is derecognized or its fair value substantially decreased. Dividends are recognized as finance income in profit or loss.

Impairment of financial assets

Financial assets carried at amortised cost and FVOCI are assessed for indicators of impairment at each reporting end date.

The expected credit losses associated with these assets are estimated on a forward-looking basis. A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.12 Financial liabilities

The group recognises financial debt when the group becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

(Continued)

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the group's obligations are discharged, cancelled, or they expire.

1.13 Equity instruments

Equity instruments issued by the parent company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer payable at the discretion of the company.

1.14 Taxation

The tax expense represents the sum of the tax due on the profits for the financial year and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.15 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventories or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.16 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

1 Accounting policies

(Continued)

1.17 Leases

At inception, the group assesses whether a contract is, or contains, a lease within the scope of IFRS 16. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Where a tangible asset is acquired through a lease, the group recognises a right-of-use asset and a lease liability at the lease commencement date. Right-of-use assets are included within property, plant and equipment, apart from those that meet the definition of investment property.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs and an estimate of the cost of obligations to dismantle, remove, refurbish or restore the underlying asset and the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of other property, plant and equipment. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are unpaid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the group's incremental borrowing rate. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the cost of any options that the group is reasonably certain to exercise, such as the exercise price under a purchase option, lease payments in an optional renewal period, or penalties for early termination of a lease.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in: future lease payments arising from a change in an index or rate; the group's estimate of the amount expected to be payable under a residual value guarantee; or the group's assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of machinery that have a lease term of 12 months or less, or for leases of low-value assets including IT equipment. The payments associated with these leases are recognised in profit or loss on a straight-line basis over the lease term.

1.18 Changes in Presentational Currency

With effect from 1 December 2020, the company's presentation currency changed from Sterling to US Dollars, given that a significant majority of earnings are denominated in US Dollars. The Directors believe that the presentation currency change will give stakeholders a clearer understanding of the financial performance and financial position over time. Following this change in accounting policy, the prior years figures have been translated in US Dollars using the procedures below:

- assets and liabilities are translated into US Dollars at the closing rate of exchange. At 30th November 2020 the closing rate was Sterling to US Dollars 1:33
- trading results are translated into US Dollars at the average rate of exchange. At 30th November 2020 the average rate was Sterling to US Dollars 1:32
- differences resulting from the retranslation of the opening net assets and the results for the period have been presented in the foreign exchange gains and losses.
- cash flows from operating activities for 2019 has been recalculated based on an opening balance sheet converted to US Dollars compared to a closing balance sheet presented in US Dollars.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

2 Revenue

	2021 \$000	2020 \$000
Revenue analysed by class of business		
Subscription based revenue - recognised over time	488,958	215,783
Non-subscription revenue - recognised point-in-time	442,777	142,595
	<u>931,735</u>	<u>358,378</u>

	2021 \$000	2020 \$000
Revenue by Major geographic location is summarised as follows:		
USA	648,600	261,344
UK and Europe	126,017	44,094
Rest of World	157,118	52,940
	<u>931,735</u>	<u>358,378</u>

3 Operating profit

	2021 \$000	2020 \$000
Operating profit for the year is stated after charging:		
Exchange losses	5,735	9,397
Platform development costs	4,522	1,866
Fees payable to the company's auditor for the audit of the company's financial statements	80	72
Depreciation of property, plant and equipment	193	79
	<u></u>	<u></u>

4 Auditor's remuneration

	2021 \$000	2020 \$000
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	80	72
	<u></u>	<u></u>

5 Employees

The average monthly number of persons (including directors) employed by the group during the year was:

	2021 Number	2020 Number
Directors	2	2
Administration	59	25
	<u></u>	<u></u>
Total	61	27
	<u></u>	<u></u>

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

5	Employees	(Continued)	
	Their aggregate remuneration comprised:		
		2021	2020
		\$000	\$000
	Wages and salaries	21,283	7,688
	Social security costs	2,853	1,017
	Pension costs	151	71
		<u>24,287</u>	<u>8,776</u>
6	Directors' remuneration		
		2021	2020
		\$000	\$000
	Remuneration for qualifying services	<u>8,595</u>	<u>2,278</u>
	Remuneration disclosed above includes the following amounts paid to the highest paid director:		
		2021	2020
		\$000	\$000
	Remuneration for qualifying services	<u>8,595</u>	<u>2,278</u>
7	Investment income		
		2021	2020
		\$000	\$000
	Interest income		
	Financial instruments measured at amortised cost:		
	Bank deposits	103	67
	Other interest income on financial assets	129	57
	Total interest revenue	<u>232</u>	<u>124</u>
8	Other gains and losses		
		2021	2020
		\$000	\$000
	Other gains and losses	<u>(31,453)</u>	<u>-</u>

The loss relates to the impairment of the investment in Delivery Code Limited, see note 11.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

9 Income tax expense

	2021 \$000	2020 \$000
Current tax		
UK corporation tax on profits for the current period	87,697	9,202
Foreign taxes and reliefs	20,549	3,243
	<u>108,246</u>	<u>12,445</u>
Deferred tax		
Origination and reversal of temporary differences	9	33
	<u>9</u>	<u>33</u>
Total tax charge	<u>108,255</u>	<u>12,478</u>

The charge for the year can be reconciled to the profit per the income statement as follows:

	2021 \$000	2020 \$000
Profit before taxation	<u>432,935</u>	<u>60,581</u>
Expected tax charge based on a corporation tax rate of 19.00% (2020: 19.00%)	82,258	11,510
Effect of expenses not deductible in determining taxable profit	85	5
Adjustment in respect of prior years	-	178
Permanent capital allowances in excess of depreciation	3	(20)
Effect of revaluations of investments	5,976	-
Effect of overseas tax rates	2,199	805
Foreign exchange differences	954	-
Provisions for other jurisdictions	15,152	-
UK Digital Services Tax	1,628	-
	<u>108,255</u>	<u>12,478</u>
Taxation charge for the year	<u>108,255</u>	<u>12,478</u>

10 Dividends

	2021 per share \$000	2020 per share \$000	2021 Total \$000	2020 Total \$000
Amounts recognised as distributions:				
Final dividend paid	<u>284.13</u>	<u>267.06</u>	<u>284,130</u>	<u>26,706</u>

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

11 Intangible assets

	Goodwill \$000
Cost	
Additions - purchased	31,453
At 30 November 2021	31,453
Amortisation and impairment	
Impairment loss	31,453
At 30 November 2021	31,453
Carrying amount	
At 30 November 2021	-

In December 2020, The Group purchased the entire share capital of Delivery Code Limited for the purpose of integrating a global premium wish list service for Creators. Since the end of the 2021 financial year, strategic priority has been placed on the enhancement of the OnlyFans Trust and Safety tools, controls and processes to ensure it provides the safest platform for both its Creators and Fans. As the premium wish list has not been integrated, the Directors have taken the prudent decision to fully impair the investment in the financial statements. At present, Delivery Code Limited remains an active company.

12 Property, plant and equipment

	Leasehold land and buildings \$000	Fixtures and fittings \$000	Computers \$000	Total \$000
Cost				
At 1 December 2019	-	5	39	44
Additions	390	70	38	498
At 1 December 2020	390	75	77	542
Additions	-	15	91	106
At 30 November 2021	390	90	168	648
Accumulated depreciation				
At 1 December 2020	-	3	13	16
Charge for the year	54	9	16	79
At 30 November 2020	54	12	29	95
Charge for the year	130	30	33	193
At 30 November 2021	184	42	62	288
Carrying amount				
At 30 November 2021	206	48	106	360
At 30 November 2020	336	63	48	447

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

13 Subsidiaries

Details of the company's subsidiaries at 30 November 2021 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
Fenix Internet LLC	345 North Canal Street, Chicago, Illinois, USA	Ordinary	100.00
Delivery Code Limited	4th Floor Imperial House, 8 Kean Street, London, England, WC2B 4AS	Ordinary	100.00

14 Trade and other receivables

	2021 \$000	2020 \$000
Amounts due from Payment Service Providers	109,155	58,097
Amounts owed by related parties	3,403	7,530
Other receivables	106	935
Prepayments	2,424	-
	<u>115,088</u>	<u>66,562</u>

Amounts due from Payment Service Providers are shown net of provisions.

15 Trade receivables - credit risk

Fair value of trade receivables

The directors consider that the carrying amount of trade and other receivables is approximately equal to their fair value.

No significant receivable balances are impaired at the reporting end date.

16 Trade and other payables

	2021 \$000	2020 \$000
Trade payables	15,601	1,909
Amounts owed to related parties	6,880	6,775
Accruals	61,409	49,237
Social security and other taxation	98,062	88,112
Other payables	262,596	187,487
	<u>444,548</u>	<u>333,520</u>

Other payables includes the liability to users of \$262,308,070 (2020:\$160,749,000)

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

17 Lease liabilities

	2021 \$000	2020 \$000
Maturity analysis		
Within one year	135	135
In two to five years	79	214
	<u>214</u>	<u>349</u>
Total undiscounted liabilities	<u>214</u>	<u>349</u>

Lease liabilities are classified based on the amounts that are expected to be settled within the next 12 months and after more than 12 months from the reporting date, as follows:

	2021 \$000	2020 \$000
Current liabilities	135	135
Non-current liabilities	70	198
	<u>205</u>	<u>333</u>

The fair value of the company's lease obligations is \$205,000 (2020 \$333,000). This is assessed by calculating the Net Present Value of the lease liabilities of the company as at the year end over the term of the lease.

18 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and movements thereon during the current and prior reporting period.

	ACAs \$000
Liability at 1 December 2019	5
Deferred tax movements in prior year	
Charge to profit or loss	15
	<u>20</u>
Liability at 1 December 2020	20
Deferred tax movements in current year	
Charge to profit or loss	9
	<u>29</u>
Liability at 30 November 2021	<u>29</u>

19 Deferred revenue

	2021 \$000	2020 \$000
Arising from Subscription deferral	<u>22,589</u>	<u>18,065</u>

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

19 Deferred revenue (Continued)

All deferred revenues are expected to be settled within 12 months from the reporting date.

20 Retirement benefit schemes

	2021 \$000	2020 \$000
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	151	71

The group operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund.

21 Share capital

	2021 Number	2020 Number	2021 \$000	2020 \$000
Ordinary share capital				
<i>Issued and fully paid</i>				
Ordinary of \$1.29 each	1,000,000	100	1,290	-

Reconciliation of movements during the year:

	Number
At 1 December 2020	100
Issue of fully paid shares	999,900
At 30 November 2021	1,000,000

On the 6th May 2021 the company issued 999,900 new ordinary shares.

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

22 Contingent liabilities

Legal:

The Company is subject to various ongoing legal proceedings, claims and regulatory, tax or government inquiries and investigations arising in the ordinary course of its business and the company may in the future be subject to additional legal proceedings and disputes. Management believes that these types of proceedings are common within the field that the Company operates and that the ultimate resolutions of these matters will not have a material adverse effect upon the Company's financial position, results or operations.

Sales Tax and VAT:

As of 30th November 2021 and 2020, the total of Company's sales tax, VAT liability and provisions were approximately \$98,100,000 and \$88,100,000, respectively. This includes sales tax and VAT amounts collected that were not due to be remitted of approximately \$56,400,000 and \$10,400,000 as of 30th November 2021 and 2020 respectively.

The Company started collecting sales taxes and VAT in the UK and Europe from 1st July 2020 and continued the application globally where required through 2021. As part of the process the Company has reviewed its historic obligations for global sales tax and VAT.

The Company generates approximately 70% and 73% from the USA for the years ended 30th November 2021 and 2020 respectively and has completed a voluntary disclosure agreement (VDA) process in all applicable states. The estimated value of this obligation was included as an accrued liability as of 30th November 2021 and 2020, with two state VDA's awaiting finalisation as of 30th November 2021. Subsequent to 30th November 2021, the Company received confirmations from a USA state that the historical sales tax obligation would be waived, amounting to approximately \$12,900,000. Accordingly the obligations has been recovered in the Consolidated financial statements as of 30th November 2021. The company has also included in the sales tax and VAT accrued liability, amounts for sales tax and VAT obligations in all other regions.

The company has during the year entered in to a guarantee with its subsidiary Delivery Code Limited under S479C of the Companies Act.

23 Capital risk management

The group is not subject to any externally imposed capital requirements.

24 Events after the reporting date

Subsequent to the year end the following dividends were declared:

- February 2022, \$25 per share, \$25,000,000
- March 2022, \$28 per share, \$28,000,000
- April 2022, \$35 per share, \$35,000,000
- May 2022, \$35 per share, \$35,000,000
- June 2022, \$35 per share, \$35,000,000
- July 2022, \$30 per share, \$30,000,000
- August 2022, \$45 per share, \$45,000,000

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

25 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel, including directors, is set out below in aggregate for each of the categories specified in IAS 24 *Related Party Disclosures*.

	2021 \$000	2020 \$000
Short-term employee benefits	8,595	2,278

Other transactions with related parties

The following amounts were outstanding at the reporting end date:

	2021 \$000	2020 \$000
Amounts due to related parties		
Other related parties	6,880	6,775

Cybertania

Amounts charged by related parties includes Platform monthly server storage costs paid to Cybertania. In 2021 the costs were \$13,719,321 (2020: \$45,769,961)

Included in the amounts due to other related entities is an amount of \$21,000 (2020: \$Nil) due to Cybertania.

Your.Org

Amounts charged by related parties include Media Backup services paid to Your.org. In 2021 the costs were \$1,400,000 (2020: \$ Nil)

Included in the amounts due to other related entities is an amount of \$200,000 (2020: \$Nil) due to Your.Org relating to Payment of Media Backup services for Fenix International Limited.

VM Digital LLC

Amounts charged by related parties include creator fees to VM Digital LLC. In 2021 the costs were \$Nil (2020: \$6,081,822)

Included in amounts due to other related entities is an amount of \$6,636,000 (2020: \$6,636,000)

Yekaterina Chudnovsky

Amounts charged by related parties include legal fees. In 2021 the costs were \$180,000 (2020: \$296,540)

Included in the amounts due to related parties entities is an amount of \$20,000 (2020: \$66,340)

Fenix Marketing Services Ltd

Amounts charged by related parties include payments to suppliers. In 2021 the costs were \$Nil (2020: \$Nil)

Included in the amounts due to other related entities is an amount of \$3,545 (2020: \$Nil)

Delivery Code

Included in the amounts due to other related entities is amount of \$Nil (2020: \$72,825)

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

25 Related party transactions (Continued)

The following amounts were outstanding at the reporting end date:

	2021	2020
Amounts due from related parties	\$000	\$000
Other related parties	3,403	7,530
	<u> </u>	<u> </u>

Cybertania

Included in the amounts due from other related entities is an amount of \$Nil (2020: \$4,020,000) due from Cybertania.

Fenix Marketing Services Ltd

Included in the amounts due from other related entities is an amount of \$Nil (2020: \$222,567)

VM Digital LLC

Included in the amounts due from other related entities is an amount of \$3,403,000 (2020: \$3,287,000).

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

26 Directors' transactions

During the year the Fenix International purchased a company from one of the directors for \$31,453,000

Dividends totalling \$284,130,000 (2020 - \$26,706,000) were declared in the year in respect of shares held by the company's directors.

27 Cash generated from operations

	2021	2020
	\$000	\$000
Profit before taxation	432,935	60,581
Adjustments for:		
Investment income	(232)	(124)
Impairment of intangible assets	31,453	-
Depreciation of property, plant and equipment	193	79
Other non cash movements	(3)	32
Movements in working capital:		
Increase in other receivables	(48,526)	(32,737)
Increase in trade and other payables	137,734	254,449
Increase in deferred revenue	4,524	16,908
Cash generated from operations	558,078	299,188

28 Transition adjustments

This is the first year that the Group and Company has presented its results under EU adopted IFRS's. The last financial statements under FRS 102 were for the year ended 30 November 2020. The date of transition to IFRS's was 1 December 2019. There are no material transitional adjustments.

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

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FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 30 NOVEMBER 2021

28	Transition adjustments	(Continued)							
		At 1 December 2019			At 30 November 2020				
		Previously reported \$000	Prior year adjustment \$000	Effect of transition \$000	As restated \$000	Previously reported \$000	Prior year adjustment \$000	Effect of transition \$000	As restated \$000
	Provisions for liabilities								
	Deferred tax	(5)	(2)	-	(7)	(18)	(2)	-	(20)
	Net assets	6,411	(10,396)	-	(3,985)	29,766	(12,354)	-	17,412
	Equity								
	Retained earnings	6,411	(10,396)	-	(3,985)	29,766	(12,354)	-	17,412

FENIX INTERNATIONAL LIMITED

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

28 Transition adjustments (Continued)

Notes to reconciliations

Date of Transition

The date of transition to IFRS's was 1st December 2019. There are no material transitional adjustments.

Prior Period adjustment

The Group has reviewed its obligations to ensure compliance with continually developing global sales taxes. This review during 2021 has required the Group to restate prior period results to ensure the impact of Sales Tax obligations are reflected in the correct periods.

29 Prior period adjustment

Reconciliation of changes in equity

	1 December 2019 \$000	30 November 2020 \$000
Equity as previously reported	6,411	29,766
Adjustments to prior year		
Adjustment to prior periods	(10,396)	(12,354)
Equity as adjusted before transition adjustments	<u>(3,985)</u>	<u>17,412</u>
Analysis of the effect upon equity		
Retained earnings	<u>(10,396)</u>	<u>(12,354)</u>

Reconciliation of changes in profit for the previous financial period

	2020 \$000
Profit as previously reported	49,557
Adjustments to prior year	
Adjustment to prior periods	<u>(1,454)</u>
Profit as adjusted before transition adjustments	<u>48,103</u>

FENIX INTERNATIONAL LIMITED

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 30 NOVEMBER 2021

		2021	2020
	Notes	\$000	as restated \$000
Non-current assets			
Property, plant and equipment	32	360	447
Investments	33	1	1
		<u>361</u>	<u>448</u>
Current assets			
Other receivables	34	281,995	207,231
Current tax recoverable		9,237	27,718
Cash and cash equivalents		232,624	129,046
		<u>523,856</u>	<u>363,995</u>
Current liabilities			
Trade and other payables	35	444,540	333,520
Current tax liabilities		16,233	1,081
Lease liabilities	36	135	135
Deferred revenue	38	22,589	18,065
		<u>483,497</u>	<u>352,801</u>
Net current assets		<u>40,359</u>	<u>11,194</u>
Non-current liabilities			
Lease liabilities	36	70	198
Deferred tax liabilities	37	29	20
		<u>99</u>	<u>218</u>
Net assets		<u>40,621</u>	<u>11,424</u>
Equity			
Called up share capital	39	1,290	-
Retained earnings		39,331	11,424
Total equity		<u>40,621</u>	<u>11,424</u>


As permitted by s408 Companies Act 2006, the company has not presented its own income statement and related notes. The company's profit for the year was \$313,326,925 (2020 - \$42,115,000 profit).

FENIX INTERNATIONAL LIMITED

COMPANY STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 30 NOVEMBER 2021

The financial statements were approved by the board of directors and authorised for issue on 30 August 2022 and are signed on its behalf by:



Mr L Taylor
Director

Company Registration No. 10354575

FENIX INTERNATIONAL LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2021

	Notes	Share capital \$000	Retained earnings \$000	Total \$000
As restated for the period ended 30 November 2020:				
Balance at 1 December 2019		-	6,411	6,411
Effect of corrections to prior periods		-	(10,396)	(10,396)
As restated		-	(3,985)	(3,985)
Year ended 30 November 2020:				
Profit and total comprehensive income for the year		-	42,115	42,115
Dividends		-	(26,706)	(26,706)
Balance at 30 November 2020		-	11,424	11,424
Year ended 30 November 2021:				
Profit and total comprehensive income for the year		-	313,327	313,327
Bonus issue	39	1,290	(1,290)	-
Dividends		-	(284,130)	(284,130)
Balance at 30 November 2021		1,290	39,331	40,621

FENIX INTERNATIONAL LIMITED

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 NOVEMBER 2021

		2021	2020
			as restated
	Notes	\$000	\$000
Cash flows from operating activities			
Cash generated from operations	40	515,174	150,161
Income taxes paid		(69,216)	(36,828)
Net cash inflow from operating activities		445,958	113,333
Investing activities			
Purchase of property, plant and equipment		(106)	(108)
Purchase of investments		(31,453)	-
Other movements		-	(29)
Interest received		143	124
Net cash used in investing activities		(31,416)	(13)
Financing activities			
Payment of lease liabilities		(128)	(60)
Dividends paid		(310,836)	-
Net cash used in financing activities		(310,964)	(60)
Net increase in cash and cash equivalents		103,578	113,260
Cash and cash equivalents at beginning of year		129,046	15,786
Cash and cash equivalents at end of year		232,624	129,046

FENIX INTERNATIONAL LIMITED

NOTES TO THE COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2021

30 Accounting policies

Company information

Fenix International Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4th Floor, Imperial House, 8 Kean Street, London, WC2B 4AS. The company's principal activities and nature of its operations are disclosed in the directors' report.

30.1 Accounting convention

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS, except as otherwise stated.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \$000.

The company applies accounting policies consistent with those applied by the group. To the extent that an accounting policy is relevant to both group and parent company financial statements, please refer to the group financial statements for disclosure of the relevant accounting policy.

30.2 Going concern

The directors have at the time of approving the financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

31 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Directors	2	2
Administration	59	25
Total	61	27

Their aggregate remuneration comprised:

	2021 \$000	2020 \$000
Wages and salaries	21,282	7,688
Social security costs	2,853	1,017
Pension costs	151	71
	24,286	8,776

FENIX INTERNATIONAL LIMITED

NOTES TO THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2021

32 Property, plant and equipment

	Leasehold land and buildings	Fixtures and fittings	Computers	Total
	\$000	\$000	\$000	\$000
Cost				
At 1 December 2019	-	5	37	42
Additions	390	70	38	498
At 30 November 2020	390	75	75	540
Additions	-	15	91	106
At 30 November 2021	390	90	166	646
Accumulated depreciation				
At 1 December 2019	-	3	11	14
Charge for the year	54	9	16	79
At 30 November 2020	54	12	27	93
Charge for the year	130	30	33	193
At 30 November 2021	184	42	60	286
Carrying amount				
At 30 November 2021	206	48	106	360
At 30 November 2020	336	63	48	447

33 Investments

	Non-current 2021 \$000	2020 \$000
Investments in subsidiaries	1	1
	1	1

Fair value of financial assets carried at amortised cost

Except as detailed below the directors believe that the carrying amounts of financial assets carried at amortised cost in the financial statements approximate to their fair values.

In December 2020, The Group purchased the entire share capital of Delivery Code Limited for the purpose of integrating a global premium wish list service for Creators. Since the end of the 2021 financial year, strategic priority has been placed on the enhancement of the *OnlyFans Trust and Safety tools, controls and processes* to ensure it provides the safest platform for both its Creators and Fans. As the premium wish list has not been integrated, the Directors have taken the prudent decision to fully impair the investment in the financial statements. At present Delivery Code Limited remains an active company.

Investment in subsidiary undertakings

Details of the company's principal operating subsidiaries are included in note 13.

FENIX INTERNATIONAL LIMITED

NOTES TO THE COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

33 Investments (Continued)

Movements in non-current investments

	Shares in subsidiaries \$000
Cost or valuation	
At 1 December 2020	1
Additions	31,453
At 30 November 2021	31,454
Impairment	
At 1 December 2020	-
Impairment losses	(31,453)
At 30 November 2021	(31,453)
Carrying amount	
At 30 November 2021	1
At 30 November 2020	1

34 Trade and other receivables

	2021 \$000	2020 \$000
Amounts due from Payment Service Providers	109,152	58,097
Amounts owed by fellow group undertakings	166,972	140,670
Amounts owed by related parties	3,403	7,530
Other receivables	44	934
Prepayments	2,424	-
	<u>281,995</u>	<u>207,231</u>

Amounts due from Payment Service Providers are shown net of provisions.

35 Trade and other payables

	2021 \$000	2020 \$000
Trade payables	15,597	1,909
Amounts owed to related parties	6,880	6,775
Accruals	61,405	49,237
Social security and other taxation	98,062	88,112
Other payables	262,596	187,487
	<u>444,540</u>	<u>333,520</u>

FENIX INTERNATIONAL LIMITED

NOTES TO THE COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

35 Trade and other payables (Continued)

Other payables includes the liability to users of \$262,308,070 (2020 \$160,749,000)

36 Lease liabilities

	2021 \$000	2020 \$000
Maturity analysis		
Within one year	135	135
In two to five years	79	214
	<u>214</u>	<u>349</u>
Total undiscounted liabilities	<u>214</u>	<u>349</u>

Lease liabilities are classified based on the amounts that are expected to be settled within the next 12 months and after more than 12 months from the reporting date, as follows:

	2021 \$000	2020 \$000
Current liabilities	135	135
Non-current liabilities	70	198
	<u>205</u>	<u>333</u>

The fair value of the company's lease obligations is \$205,000 (2020 \$333,000). This is assessed by calculating the Net Present Value of the lease liabilities of the company as at the year end over the term of the lease.

37 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon during the current and prior reporting period.

	ACAs \$000
Liability at 1 December 2019	5
Deferred tax movements in prior year	
Charge to profit or loss	15
	<u>20</u>
Liability at 1 December 2020	20
Deferred tax movements in current year	
Charge to profit or loss	9
	<u>29</u>
Liability at 30 November 2021	<u>29</u>

FENIX INTERNATIONAL LIMITED

NOTES TO THE COMPANY FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2021

38 Deferred revenue

	2021 \$000	2020 \$000
Arising from Subscription deferral	22,589	18,065

All deferred revenues are expected to be settled within 12 months from the reporting date.

39 Share capital

Refer to note 21 of the group financial statements.

40 Cash generated from operations

	2021 \$000	2020 \$000
Profit before taxation	416,185	52,223
Adjustments for:		
Investment income	(143)	(69)
Depreciation of property, plant and equipment	193	79
Impairment of Intangible asset	31,453	-
Other non cash movements	-	(23)
Movements in working capital:		
Increase in other receivables	(74,764)	(173,406)
Increase in trade and other payables	137,726	254,449
Increase in deferred revenue	4,524	16,908
Cash generated from operations	515,174	150,161