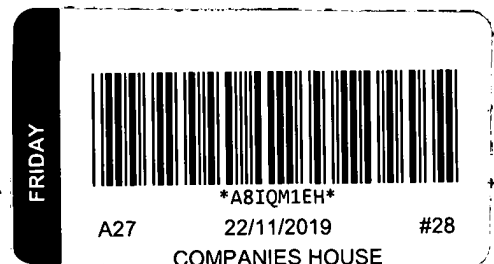


Elatel Holdings Limited

Annual report and financial statements

Registered number 3467925

31 March 2019



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Strategic report

Overview

The Directors present the Strategic report, Directors' report and the financial statements of Elateral Holdings Limited (the 'Company') for the year ended 31 March 2019.

The principal activity of the Company during the year was to act as an intermediate holding company. The Company has minimal activities and its financial position is therefore dependent on the financial position of the rest of the Elateral group (the 'Group').

Business review and results

The following summarises key performance indicators used by the Directors to assess the performance of the Company.

Movement year on year:

	2019 £000	2018 £000	Change
Net assets	5,370	5,617	-4.4%
Operating loss	247	135	-83%

Higher loss this year mainly due to FX translation of balances.

Principal risks and uncertainties

The Company is exposed through the operations of the Group to the following risks:

- Technology risk
- Foreign exchange risk
- Going concern and liquidity risk

The Company and Group are exposed to risks facing software businesses. This section describes the Company's objectives and policies and procedures for managing those risks.

Technology risk

Client requirements and the technological environment in which we operate is constantly changing. The Group is continuing to invest heavily in technology and innovations in order to drive client satisfaction and win new business.

Foreign exchange risk

A significant percentage of the Group's revenue is derived in US Dollars, whilst most of its cost base, is in Pound Sterling. Hence there is a risk that the relative strength of the two currencies could impact revenues and profitability of the Group. Accordingly, the Directors closely monitor fluctuations in the exchange rate.

Strategic report (continued)

Going concern & liquidity risk

The Company's financial position is dependent on the financial condition of the rest of the Group.

The Group has remained compliant during the year to 31 March 2019 with all covenants contained in all funding documents. Furthermore, the Board has reviewed the Group's latest forecasts and the Directors have reasonable expectation that together with continued support from the investors, the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, we continue to adopt the going concern basis in preparing the annual report and financial statements.

Financial position

The balance sheet continues to show investments in the group companies. The Directors consider the value of the Group's intellectual property to exceed the carrying value of investments, therefore do not deem any impairment necessary.

Financial outlook

Looking ahead, the Group continues to invest heavily in its new digital marketing platform, Brandgility. The Group believes that Brandgility will be the category leader for marketing content customisation at scale which will result in long term financial success.

By order of the board



Peter Blackburn
Director

8 November 2019

Directors' report

Directors

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

P Blackburn
C Lim (Appointed 24 September 2018)

Proposed dividend

The Directors do not recommend the payment of a dividend (2018: £nil).

Matters covered in the Strategic report

Discussions of going concern, financial risk management and future developments, have been included in the Strategic report.


Political donations

The company did not make any political donations nor incurred any political expenditure during this or the previous financial year.

Disclosure of information to the auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By order of the Board



Peter Blackburn
Director

Elatel House
Crosby Way
Farnham
Surrey
GU9 7XX
8 November 2019

Statement of Directors' responsibilities in respect of the Strategic report, the Directors' report and the financial statements

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ELATERAL HOLDINGS LIMITED

Opinion

We have audited the financial statements of Elateral Holdings Limited ("the company") for the year ended 31 March 2019 which comprise the Profit and loss account and Other comprehensive income, Balance sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

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

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

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

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

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

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

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



Derek McAllan
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Arlington Business Park
Theale
Reading RG7 4SD

19/11/19

Profit and loss account and other comprehensive loss
for the year ended 31 March 2019

	<i>Note</i>	2019 £'000	2018 £'000
Turnover		-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Administrative expenses		(247)	(135)
		<hr/>	<hr/>
Operating loss		(247)	(135)
Interest payable and similar expenses		-	-
		<hr/>	<hr/>
Operating loss before taxation	2	(247)	(135)
Tax on loss	4	-	-
		<hr/>	<hr/>
Loss for the financial year		(247)	(135)
		<hr/> <hr/>	<hr/> <hr/>
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive loss for the year		(247)	(135)
		<hr/> <hr/>	<hr/> <hr/>

The results for the current and preceding year all relate to continuing activities.

The accompanying notes on pages 10 to 15 form part of these financial statements.

Balance sheet
At 31 March 2019

	<i>Note</i>	2019		2018	
		£'000	£'000	£'000	£'000
Fixed assets					
Investments	5		6,241		6,241
Current assets					
Debtors	6	71		73	
Creditors: amounts falling due within one year	7	(942)		(697)	
Net current liabilities			(871)		(624)
Net assets			5,370		5,617
Capital and reserves					
Called up share capital	8		6,895		6,895
Share premium account			14,964		14,964
Profit and loss account			(16,489)		(16,242)
Shareholders' funds			5,370		5,617

These financial statements were approved by the board of Directors on 8 November 2019 and were signed on its behalf by:



Peter Blackburn
Director

The accompanying notes on pages 10 to 15 form part of these financial statements.

Statement of changes in equity

	Called up share capital £'000	Share premium account £'000	Profit & loss account £'000	Total equity £'000
Balance at 31 March 2017	6,895	14,964	(16,107)	5,752
Loss for the financial year	-	-	(135)	(135)
Total comprehensive loss for the year	-	-	(135)	(135)
Total contributions by and distributions to owners	-	-	-	-
Balance at 31 March 2018	6,895	14,964	(16,242)	5,617
Loss for the financial year	-	-	(247)	(247)
Total comprehensive loss for the year	-	-	(247)	(247)
Total contributions by and distributions to owners	-	-	-	-
Balance at 31 March 2019	6,895	14,964	(16,489)	5,370

The accompanying notes on pages 10 to 15 form part of these financial statements.

Notes to the financial statements for the year ended 31 March 2019

1 Accounting policies

Elateral Holdings Limited is a private company incorporated, domiciled and registered in England in the UK. The registered number is 3467925 and the registered address is Elateral House, Crosby Way, Farnham, Surrey GU9 7XX.

Elateral Holdings Limited is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with the Financial Reporting Standard 102 applicable in the UK and Republic of Ireland ("FRS102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Elateral Group Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Elateral Group Limited are available to the public and may be obtained from Elateral House, Crosby Way, Farnham, Surrey, GU9 7XX. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of Cash Flow Statement and related notes.

As the consolidated financial statements of Elateral Group Limited include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of certain disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The company has taken advantage of the exemption granted by FRS 102 section 33.11 to subsidiary undertakings not to disclose transactions with other wholly owned group companies.

The financial statements have been prepared under historical cost accounting rules.

Going concern

The company is an intermediate holding company and has net assets and very limited ongoing commitments. Therefore, at the date of approval of the financial statements, the directors have no reason to believe that the company will not be able to continue in operational existence for the foreseeable future and hence the financial statements are prepared on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Taxation

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date.

Foreign currencies

Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Exchange differences are included in the profit and loss account.

Notes to the financial statements for the year ended 31 March 2019 (continued)

Investments

Investments in subsidiary undertakings are stated at cost, less amounts written off, if any.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Accounting estimates and judgements

The preparation of the accounts required management to make certain estimates and judgements. The Directors do not note any estimation uncertainty at the balance sheet date that may cause material adjustment to the carrying amounts of assets or liabilities within the next financial year. The Directors do not consider that there are any critical accounting judgements in applying the Company's accounting policies.

Pension costs

The company's subsidiary operates a defined contribution pension scheme for directors. The assets of the scheme are held separately from those of the company. The pension charge represents the amounts payable by the company's subsidiary to the fund in respect of the period.

The directors of the company are also directors of other group companies. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they received any remuneration for their incidental services to the company for the years ended 31 March 2019 and 31 March 2018.

2 Auditor's remuneration

	2019 £'000	2018 £'000
Audit of these financial statements	2	2
Audit of financial statements of subsidiaries of the company	17	17
	<u> </u>	<u> </u>

Notes to the financial statements for the year ended 31 March 2019 (continued)

3 Directors' remuneration

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

	2019 £'000	2018 £'000
Directors' emoluments	213	379
Company contributions to defined contribution pension scheme	14	11
	227	390
	227	390

Remuneration of highest paid director:

	2019 £'000	2018 £'000
Total emoluments (excluding pension contributions)	166	212
Company contributions to defined contribution pension scheme	11	7
	177	219
	177	219

The number of directors to whom retirement benefits are accruing under the defined contribution pension scheme during the year ended 31 March 2019 was 2 (2018:2).

The directors of the company are also directors of other group companies. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they received any remuneration for their incidental services to the company for the years ended 31 March 2019 and 31 March 2018. The amounts included above represent amounts paid to the directors by the company's subsidiary in respect of services rendered to the subsidiary.

Notes to the financial statements for the year ended 31 March 2019 (continued)

4 Taxation on loss on activities

There was no current or deferred tax for the year or the prior year.

Factors affecting the tax charge for the current period

The current tax credit for the period is lower (2018: lower) than the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are explained below.

	2019	2018
	£'000	£'000
<i>Current tax reconciliation</i>		
Loss on activities before tax	(247)	(135)
	<hr/>	<hr/>
Current tax at 19% (2018: 19%)	(47)	(26)
<i>Effects of:</i>		
Expenses not deductible	-	1
Current year losses for which no deferred tax asset was recognised	47	25
	<hr/>	<hr/>
Total current tax (see above)	-	-
	<hr/> <hr/>	<hr/> <hr/>

The unrecognised deferred tax asset in respect of UK trading losses and capital allowances versus depreciation was £214,000 (2018: £172,000). No deferred tax asset is recognised in respect of these losses as there is insufficient evidence that they will be recovered.

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. These will reduce the company's future current tax charge and any deferred tax asset accordingly.

Notes to the financial statements for the year ended 31 March 2019 (continued)

5 Investments

	Shares in group companies £'000	Loan to group company £'000	Other £'000	Total £'000
<i>Cost</i>				
At 1 April 2018 and 31 March 2019	1,201	5,000	40	6,241
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Net book value</i>				
At 31 March 2019	1,201	5,000	40	6,241
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 March 2018	1,201	5,000	40	6,241
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Subsidiary undertaking	Country of incorporation	Holding	Proportion of voting rights	Nature of business
Elateral Trustees Limited *	England	Ordinary shares	100%	Employee share ownership Trust
Elateral Inc **	USA	Ordinary shares	100%	Sales of marketing solutions
Elateral GmbH *	Germany	Ordinary shares	100%	Sales of marketing solutions
Elateral Limited *	England	Ordinary shares	100%	Software development and sales

All subsidiaries are directly owned by Elateral Holdings Limited.

The loan to group company is a permanent loan considered to be part of the original funding of the subsidiary.

The other investment is a loan to Elateral Trustees Limited.

* Registered address: Elateral House, Crosby Way, Farnham, Surrey, GU9 7XX

** Registered address: Suite 300, 1 Westbrook Corporate Center, Westchester, IL 60154

6 Debtors

	2019 £'000	2018 £'000
Other debtors and prepayments	71	73
	<hr/>	<hr/>
	71	73
	<hr/> <hr/>	<hr/> <hr/>

Notes to the financial statements for the year ended 31 March 2019 (continued)

7 Creditors: amounts falling due within one year

	2019	2018
	£'000	£'000
Trade creditors	165	170
Accruals and deferred income	157	132
Amount owed to group undertakings	620	395
	942	697
	942	697

8 Share capital

Allotted, called up and fully paid

	2019	2018
	£'000	£'000
6,895,052,866 ordinary shares of £0.001 each (2018: 6,895,052,866)	6,895	6,895
	6,895	6,895
	6,895	6,895

9 Related party transactions

Included in consultancy fees is £30k (2018: £30k) payable to Albion Ventures LLP and Gresham House Asset Management Limited who manage the institutional investor shareholdings in Elateral Group Limited. Unpaid fees (net of VAT) of £78k and £29k was owing to each party respectively (2018: £65k and £16k). Unpaid fees owing to a previous manager, LMS Capital Plc is £56k (2018: £56k).

10 Ultimate parent company and controlling parties

The parent company and ultimate controlling party is Elateral Group Limited, a company registered in England and Wales. Copies of the Directors' report and financial statements of Elateral Group Limited can be obtained from the company secretary at the registered office address, Elateral House, Crosby Way, Farnham, Surrey, GU9 7XX.