

AUTOSPORT MEDIA UK LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020



AUTOSPORT MEDIA UK LTD

COMPANY INFORMATION

DIRECTOR	S Ramirez
COMPANY SECRETARY	T Chadwick
REGISTERED NUMBER	10321187
REGISTERED OFFICE	1 Eton Street Richmond Surrey TW9 1EF
INDEPENDENT AUDITORS	Ecovis Wingrave Yeats LLP Chartered Accountants & Statutory Auditors 7 - 12 Noel Street London W1F 8GQ

AUTOSPORT MEDIA UK LTD

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INTRODUCTION

Autosport Media UK Ltd is engaged in creating, publishing, distributing and monetizing content via digital and print platforms and live events. It is a wholly owned subsidiary and a key part of Motorsport Network, the leading global motorsport and automotive data-driven digital platform that connects hundreds of millions of people who love motorsport.

Our strategy going forward is to continue to remain the most trusted and in depth source for motorsport insight, analysis and up-to-the-minute 24/7 breaking news and to continue to provide our loyal global fan base a single place where they can read, connect, watch, comment on and experience all things about motorsport.

BUSINESS REVIEW

The financial results for the year are set out on pages 9 - 11 of these financial statements. As a company with a mixed print and digital portfolio Autosport continues to face the challenges of managing a gradual decline in print magazine turnover whilst investing in digital.

Past months have seen a continuing improvement of digital subscription revenue and impressive traffic growth. The Autosport International Show continues to be a showpiece event in the motorsport calendar and the company intends to expand its event operations to fully utilise its resource and expertise.

The Directors have continued the re-organisation of the business to operate effectively as a standalone entity and reflect its leading role as part of the global Motorsport Network. The business is now well positioned to realise the value of its wide range of motorsport assets.

PRINCIPAL RISKS AND UNCERTAINTIES

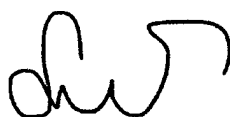
The company is subject to general economic and market conditions that could affect the company's business plans. The success of the activities of the company may be affected by general economic and market conditions, like interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and U.K. and international political circumstances. Unexpected volatility or illiquidity could impair profitability or result in losses.

We participate in highly competitive industries and pressure from existing and new companies may adversely affect our business and operating results. We face significant competition from companies that own and operate various digital motorsport and autosport websites, create, distribute and showcase digital and print content, provide listings, information and other services designed to reach consumers.

FINANCIAL KEY PERFORMANCE INDICATORS

The Management consider the following to be the main KPI's that are driving the growth of the business. Total turnover; Turnover from Continuing Operations; Operating Profit from Continuing Operations; Operating profit growth in acquired businesses; Turnover from new investment operations.

This report was approved by the board and signed on its behalf.



S Ramirez
Director

Date: 20 December 2021

**DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020**

The director presents his report and the financial statements for the year ended 31 December 2020.

DIRECTOR'S RESPONSIBILITIES STATEMENT

The director is responsible for preparing the Strategic report, the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

PRINCIPAL ACTIVITY

The principal activity of Autosport Media UK Ltd is publication, promotion and sale of magazines, digital magazines, websites and running of live events.

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £5,696,218 (2019: £5,545,596).

COVID 19

COVID-19 has had a significant impact on the company's business during the year and post year end, and the company has taken actions to mitigate this impact.

The company took immediate steps to protect the health and safety of staff, this was in line with Government advice and included closing the office and ensuring the team could work remotely.

We worked closely with senior management to understand the Government support options available to the business including employment support and deferrals. This allowed the company to ease some of the pressure placed on operating cash flows of the business.

Constant communication was maintained with key stakeholders such as employees and suppliers, to ensure the plans for the company were known, and additional deferrals and assistance agreed on key contracts such as property leases. Key supply chain partners such as paper, print and delivery were all integral to decisions made around products.

Regular forecasting was completed as news relevant to the market we operate in developed, this allowed the company to understand short, medium and longer-term impacts of the changing situation.

The company has also ensured we are in constant communication with key customers and prepared to respond to their changing needs.

DIRECTOR

The director who served during the year was:

S Ramirez

FINANCIAL RISK MANAGEMENT

The company has financed the purchase of trade and assets using bank finance. This finance has financial covenants attached which the company monitors closely. Other members of the wider group have agreed to provide ongoing financial support as necessary.

GOING CONCERN

The financial statements have been prepared on a going concern basis. Please see note 2.3 for further details.

FUTURE DEVELOPMENTS

The company aim to continue to grow readership and traffic numbers accross all platforms and continue to grow The Autosport International Show.

DISCLOSURE OF INFORMATION TO AUDITORS

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUTOSPORT MEDIA UK LTD

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

POST BALANCE SHEET EVENTS

On 1 June 2021, the Company issued 22,000,000 £1 unsecured convertible loan notes in settlement of the £21,707,226 loan, plus interest thereon, outstanding at year end. Of these loan notes, 20,030,685 were subsequently converted into Ordinary shares on a one-for-one basis. The loan is held within amounts owed to group undertakings due within one year. Please see note 17 for further details.

This report was approved by the board and signed on its behalf.



S Ramirez
Director

Date: 20 December 2021

1 Eton Street
Richmond
Surrey
TW9 1EF

OPINION

We have audited the financial statements of Autosport Media UK Ltd (the 'Company') for the year ended 31 December 2020, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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.

MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

We draw your attention to note 2.3 in the financial statements. The company has reported a loss for the year of £5,696,218 (2019: £5,545,596), which reduces to £2,787,075 (2019: £3,050,920) when you exclude depreciation, amortisation, impairments and accrued but unpaid interest on intercompany loans. At the year end, the company's current liabilities exceeded its current assets by £25,560,544 (2019: £21,716,316).

The company is reliant on further funding from the ultimate parent company, which has been reliant on the ultimate controlling party and a single third party, to enable the business to continue to meet its liabilities as they fall due in the short to medium term. The ultimate parent company, Motorsport Network LLC, has confirmed that it will provide, subject to funds being available, such financial support as necessary to the company to enable it to continue to meet its liabilities as they fall due. The company has been successful in receiving funding in the past and management believes that the company will continue to be able to obtain additional financing to continue as a going concern.

Within debtors falling due within one year are amounts owed by group undertakings amounting to £8,921,287 (2019: £7,608,032). There is significant doubt over the recoverability of these balances given the material uncertainty over the ability of those group undertakings to be able to continue as a going concern. The ultimate parent company has confirmed its willingness to ensure intercompany balances are settled should they be called upon.

As stated in note 2.3, these events and matters indicate material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

- the information given in the Strategic report and the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Director's report have been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's 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 Director's responsibilities statement set out on page 2, the director is 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 director determines 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 director is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

AUDITORS' 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 Auditors' 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 considered our general commercial and sector experience and held a discussion with the Directors and other management personnel to identify laws and regulations that could reasonably be expected to have a material effect on the financial statements.
- We determined that the laws and regulations which are directly relevant to the financial statements are those that relate to the reporting framework (Section 1A of Financial Reporting Standard 102 and the Companies Act 2006) and the relevant tax compliance regulations in the jurisdictions in which the Company operates. We evaluated the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.
- In addition, there are other significant laws and regulations which may have an affect on the determination of the amounts and disclosures in the financial statements being those laws and regulations relating to environmental, occupational health and safety, General Data Protection Regulation (GDPR), fraud, bribery and corruption. For these laws and regulations, the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through fines or litigation being imposed. As required by the auditing standards, auditing procedures in respect of non-compliance with these identified laws and regulations are limited to enquiry of the Directors and other management and inspection of regulatory and legal correspondence, if any. Actual or suspected non-compliance was not sufficiently significant to our audit to result in our response being identified as a key audit risk.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur, by meeting with a number of individuals, including with individuals outside of the finance function, and conducted interviews to understand where they considered there was susceptibility to fraud. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to areas of estimate and judgement in the financial statements.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations and fraud risks identified in the paragraphs above. In addition to the audit procedures, we remained alert to any indications of non-compliance throughout the audit. The specific audit procedures performed included:
 - Review of Board minutes;
 - Reviewed correspondence received from regulatory bodies;
 - Reviewed large and unusual bank transactions;
 - Challenging assumptions and judgements made by management in its significant accounting estimates, and identifying and testing journal entries.
 - Review of legal and professional fee expenditure.
 - Review of manual journal entries posted in the period including specific key word searches, related party transactions and large and unusual items.

There are inherent limitations of an audit. There is a higher risk that irregularities, including fraud, will not be detected during the audit as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. The primary responsibility for the prevention and detection of non-compliance with all laws and regulations and fraud lies with both those charged with governance of the entity and management.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' 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 Auditors' 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.

Stuart Hinds

Stuart Hinds (Senior statutory auditor)
for and on behalf of
Ecovis Wingrave Yeats LLP
Chartered Accountants
Statutory Auditors
7 - 12 Noel Street
London
W1F 8GQ
Date: 20 December 2021

AUTOSPORT MEDIA UK LTD**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020**

		2020	2019
		£	£
Turnover	4	7,011,154	10,249,702
Cost of sales		(3,281,620)	(3,493,844)
Gross profit		3,729,534	6,755,858
Administrative expenses		(8,951,748)	(11,135,051)
Exceptional administrative expenses		(392,670)	(377,156)
Other operating income	5	387,039	-
Operating loss	6	(5,227,845)	(4,756,349)
Interest receivable and similar income	9	460,003	516,047
Interest payable and similar expenses	10	(928,376)	(1,305,294)
Loss before tax		(5,696,218)	(5,545,596)
Loss for the financial year		(5,696,218)	(5,545,596)

There was no other comprehensive income for 2020 (2019:£NIL).

The notes on pages 12 to 28 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note	2020 £	2019 £
Fixed assets			
Intangible assets	13	1,648,418	3,457,114
Tangible assets	14	113,547	256,841
Investments	15	102	102
		<u>1,762,067</u>	<u>3,714,057</u>
Current assets			
Debtors: amounts falling due after more than one year	16	-	191,265
Debtors: amounts falling due within one year	16	10,853,211	11,712,731
Cash at bank and in hand		189,985	445,223
		<u>11,043,196</u>	<u>12,349,219</u>
Creditors: amounts falling due within one year	17	(36,603,740)	(34,065,535)
Net current liabilities		<u>(25,560,544)</u>	<u>(21,716,316)</u>
Total assets less current liabilities		<u>(23,798,477)</u>	<u>(18,002,259)</u>
Creditors: amounts falling due after more than one year	18	(100,000)	(200,000)
Provisions for liabilities			
Other provisions	19	(113,272)	(113,272)
		<u>(113,272)</u>	<u>(113,272)</u>
Net liabilities		<u>(24,011,749)</u>	<u>(18,315,531)</u>
Capital and reserves			
Called up share capital	20	1,000,000	1,000,000
Profit and loss account	21	(25,011,749)	(19,315,531)
		<u>(24,011,749)</u>	<u>(18,315,531)</u>

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



S Ramirez
 Director

Date: 20 December 2021

The notes on pages 12 to 28 form part of these financial statements.

AUTOSPORT MEDIA UK LTD**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2019	1,000,000	(13,769,935)	(12,769,935)
Comprehensive income for the year			
Loss for the year	-	(5,545,596)	(5,545,596)
Total comprehensive income for the year	-	(5,545,596)	(5,545,596)
At 1 January 2020	1,000,000	(19,315,531)	(18,315,531)
Comprehensive income for the year			
Loss for the year	-	(5,696,218)	(5,696,218)
Total comprehensive income for the year	-	(5,696,218)	(5,696,218)
At 31 December 2020	1,000,000	(25,011,749)	(24,011,749)

The notes on pages 12 to 28 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

1. GENERAL INFORMATION

Autosport Media UK Ltd is a private company, limited by shares, incorporated in England and Wales. The registered office is 1 Eton Street, Richmond, Surrey, TW9 1EF. The registered company number is 10321187.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

The company has not prepared consolidated accounts, as the results of the group have been included in the consolidated financial statements of Motorsport Network LLC as at 31 December 2019 and these financial statements may be obtained from 5972 NE 4th Avenue, Miami, FL 33137, USA.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 FINANCIAL REPORTING STANDARD 102 - REDUCED DISCLOSURE EXEMPTIONS

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Motorsport Network LLC as at 31 December 2020 and these financial statements may be obtained from 5972 NE 4th Avenue, Miami, FL 33137, USA.

2. ACCOUNTING POLICIES (continued)

2.3 GOING CONCERN

COVID-19 has had a significant impact on the company's business during the year and post year end, and the company has taken actions to mitigate this impact.

The company took immediate steps to protect the health and safety of staff, this was in line with Government advice and included closing the office and ensuring the team could work remotely.

We worked closely with senior management to understand the Government support options available to the business including employment support and deferrals. This allowed the company to ease some of the pressure placed on operating cash flows of the business.

Constant communication was maintained with key stakeholders such as employees and suppliers, to ensure the plans for the company were known, and additional deferrals and assistance agreed on key contracts such as property leases. Key supply chain partners such as paper, print and delivery were all integral to decisions made around products.

Regular forecasting was completed as news relevant to the market we operate in developed, this allowed the company to understand short, medium and longer-term impacts of the changing situation.

The company has also ensured we are in constant communication with key customers and prepared to respond to their changing needs.

The company has reported a loss for the year amounting to £5,696,218 (2019: £5,545,596) and at the year end the company's current liabilities exceeded its current assets by £25,560,544 (2019: £21,716,316). Of the loss for the year, £2,516,473 (2019: £2,494,676) related to non-cash items such as depreciation and amortisation of goodwill and intangible assets of £1,588,903 (2019: £1,599,209), interest accrued but not paid or received on intercompany loans of £927,570 (2019: £518,311) and impairments of goodwill and intangibles of £392,670 (2019: £377,156). Details of the impairments are included in note 13.

This is the company's third year of trading and the company is still considered to be in its growth stage and is continuing to seek and land new revenue opportunities globally. The company is evolving from a predominantly mixed print business, that was acquired, to one with a strong focus on digital media, management of the print titles, as well as facilitating and organising industry leading events including the Autosport Awards and Autosport International show. The company's strategy going forward is to continue to remain the most trusted, independent and in-depth source for motorsport insight, analysis and up-to-the-minute 24/7 content, while leveraging the networks global market position and reach.

Since inception, in addition to a third-party loan which was obtained to fund the initial acquisition of the assets and trade from Haymarket Media Group Limited, the Company has relied on funding from the Group, who have in-turn relied upon funding from the ultimate controlling party. The directors have produced forecasts which show that in the mid-term the business is reliant on further funding from the ultimate parent company to enable the business to continue to meet its liabilities as they fall due.

The ultimate parent company, Motorsport Network LLC has confirmed that it will provide such financial support as necessary to the company to enable it to continue to meet its liabilities as they fall due. Motorsport Network LLC will have to raise new funds to be able to provide such funding either from the ultimate controlling party or single third party that have provided the funds to date or new investors. The company has been successful in receiving funding in the past and management believes that the company will continue to be able to obtain additional financing to continue as a going concern.

2. ACCOUNTING POLICIES (continued)

2.3 GOING CONCERN (CONTINUED)

The directors are committed to ensuring that the company can meet its liabilities as and when they fall due for a period of at least 12 months from the date of approval of these financial statements and given the recent investments in the business the indications of support from the ultimate parent company and ultimate controlling party, the directors continue to adopt the going concern basis of accounting.

2.4 FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. ACCOUNTING POLICIES (continued)

2.5 REVENUE

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Subscriptions income

Subscriptions income in respect of both print and digital media is recognised in the profit and loss account as turnover on a receivable basis with that portion relating to subsequent periods included in deferred income.

Newsstand sales

The company uses an agent to manage its relationships with and distribute its publications to wholesalers. The company records the revenue for publications sold by the agent to the wholesaler on the date the publication goes on sale at the retailer. Revenue is recognised at the wholesale price, not at the retail price, and net of sales tax, discounts and returns.

Advertising revenue

Advertising revenue relates to the sale of print and digital advertising space and is recognised over the period of the advertising contract.

Face-to-face activities

Ticket, sponsorship and space hire revenue relating to events organised by the company are recognised on the date the event occurs. Sales in advance of future events are included within deferred income while sales not yet invoiced in respect of completed events are held within accrued income.

License fee income

License fees are recognised over the period of the licensing contract with revenue relating to future periods included within deferred income.

2.6 OPERATING LEASES: THE COMPANY AS LESSEE

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

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.7 PENSIONS

DEFINED CONTRIBUTION PENSION PLAN

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

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

2. ACCOUNTING POLICIES (continued)

2.8 GOVERNMENT GRANTS

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of comprehensive income in the same period as the related expenditure.

2.9 TAXATION

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

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

2.10 EXCEPTIONAL ITEMS

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

2.11 INTANGIBLE ASSETS

GOODWILL

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Statement of comprehensive income over its useful economic life.

OTHER INTANGIBLE ASSETS

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Customer Relationships	-	2-4 years straight line
Trademarks	-	10 years straight line
Goodwill	-	10 years straight line

Amortisation charged on intangible assets is included within administrative expenses in the Statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

2. ACCOUNTING POLICIES (continued)

2.12 TANGIBLE FIXED ASSETS

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

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

Depreciation is provided on the following basis:

Fixtures and fittings	- over 4 -5 years
Computer equipment	- over 4 years

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

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

2.13 IMPAIRMENT OF FIXED ASSETS AND GOODWILL

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

Impairments charged on intangible assets are included within administrative expenses in the Statement of comprehensive income.

2.14 VALUATION OF INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment.

2.15 PROVISIONS FOR LIABILITIES

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2. ACCOUNTING POLICIES (continued)

2.16 FINANCIAL INSTRUMENTS

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

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

**3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION
UNCERTAINTY**

Useful economic life of tangible fixed assets

Fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets are assessed annually and may vary depending on a number of factors. In re-assessing asset lives, factors such as technological innovation are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Useful economic life of intangible fixed assets

The customer relationship and trademark assets identified and professionally valued on the purchase of the trade and assets in the year are deemed to be fully recoverable from future trading and the directors have deemed these assets to have a useful economic life of ten years.

Goodwill is deemed to have a finite useful economic life. As a reliable estimate of the useful economic life cannot be made it will be amortised over ten years.

Deferred tax asset

The company has not recorded a deferred tax asset of £2,422,681 (2019: £1,722,385) relating to the accumulated losses and other deductions of the company as there is uncertainty as to when future profits will arise within this company.

Valuation of intangibles

During the year the company acquired trade and assets from a third party. These assets were professionally valued by an external firm at the point of purchase and judgement has been used to value these in respect of expected future cash flows of the trade acquired. Furthermore, the discount rate used in the valuation is also judgemental. Following the acquisition, some assets and trade have been retained in the company and other assets and trade have been transferred to other group companies. The trade and assets transferred were done so in accordance with the values attributed to the original purchase as professionally valued by the external firm.

Impairment of intangibles

Management continually use judgements to ascertain whether there are indicators of impairment of the company's intangible fixed assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the assets and where it is a component of a large cash-generating unit, the viability and expected future performance of that unit.

Recoverability of intercompany balances

The director reviews amounts owed by group companies with a view to providing for these where there is uncertainty regarding the recoverability of these balances. Given that the ultimate parent company has provided confirmation that they will guarantee all amounts owed to group companies, and that it is the intention of the ultimate controlling party to continue to provide funding as necessary to the ultimate parent company, the director does not believe any provision is required in respect of amounts owed by group companies. Please see note 2.3 for further details relating to the going concern assessment and the material uncertainty relating to going concern in the audit report.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
4. TURNOVER

An analysis of turnover by class of business is as follows:

	2020 £	2019 £
Advertising income	1,144,820	2,589,058
Face-to-face activities	3,117,514	3,704,387
Newsstand income	468,758	1,071,843
Subscriptions income	2,023,371	2,553,633
License fee	49,576	91,001
Other income	207,116	239,780
	<u>7,011,155</u>	<u>10,249,702</u>

Analysis of turnover by country of destination:

	2020 £	2019 £
United Kingdom	7,011,154	9,886,893
Rest of the world	-	362,809
	<u>7,011,154</u>	<u>10,249,702</u>

5. OTHER OPERATING INCOME

	2020 £	2019 £
Other operating income	150,000	-
Government grants receivable	237,039	-
	<u>387,039</u>	<u>-</u>

6. OPERATING LOSS

The operating loss is stated after charging:

	2020 £	2019 £
Research & development charged as an expense	179,468	207,599
Exchange differences	28,197	(598)
Other operating lease rentals	467,284	428,154
	<u>674,950</u>	<u>635,155</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
7. EMPLOYEES

The company employs all staff for its subsidiaries as listed in note 15. The company recharges the salaries of those employees at cost under normal market conditions.

Staff costs were as follows:

	2020 £	2019 £
Wages and salaries	4,949,709	5,689,912
Social security costs	501,691	613,872
Salary recharge to subsidiary companies	(1,055,194)	(1,185,597)
Cost of defined contribution scheme	198,853	256,090
	<u>4,595,059</u>	<u>5,374,277</u>

The average monthly number of employees, including the directors during the year was as follows:

	2020 No.	2019 No.
Staff	<u>69</u>	<u>115</u>

8. DIRECTOR'S REMUNERATION

No directors received emoluments during the period.

9. INTEREST RECEIVABLE

	2020 £	2019 £
Interest receivable from group companies	460,003	516,047
	<u>460,003</u>	<u>516,047</u>

10. INTEREST PAYABLE AND SIMILAR EXPENSES

	2020 £	2019 £
Other loan interest payable	806	786,983
Loans from group undertakings	927,570	518,311
	<u>928,376</u>	<u>1,305,294</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

11. TAXATION

	2020	2019
	£	£
TOTAL CURRENT TAX	<u>-</u>	<u>-</u>
DEFERRED TAX		
TOTAL DEFERRED TAX	<u>-</u>	<u>-</u>
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	<u>-</u>	<u>-</u>

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 19% (2019: 19%).

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The company has tax losses carried forward of £12,750,953 (2019: £9,065,183) and has not recorded a deferred tax asset of £2,422,681 (2019: £1,722,385) relating to these accumulated losses and other deductions as there is uncertainty as to when future profits will arise within this company.

12. EXCEPTIONAL ITEMS

	2020	2019
	£	£
Impairment of goodwill and other intangibles	392,670	377,156
	<u>392,670</u>	<u>377,156</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
13. INTANGIBLE ASSETS

	Other intangibles £	Goodwill £	Total £
COST			
At 1 January 2020	2,132,791	11,300,969	13,433,760
At 31 December 2020	<u>2,132,791</u>	<u>11,300,969</u>	<u>13,433,760</u>
AMORTISATION			
At 1 January 2020	1,574,600	8,402,046	9,976,646
Charge for the year on owned assets	285,929	1,130,097	1,416,026
Impairment charge	-	392,670	392,670
At 31 December 2020	<u>1,860,529</u>	<u>9,924,813</u>	<u>11,785,342</u>
NET BOOK VALUE			
At 31 December 2020	<u>272,262</u>	<u>1,376,156</u>	<u>1,648,418</u>
At 31 December 2019	<u>558,191</u>	<u>2,898,923</u>	<u>3,457,114</u>

Included within other intangibles are trademarks acquired in the period ended 31 December 2017 with a net book value of £272,262 (2019: £439,494) at the end of the year. These trademarks are being amortised over 10 years from the date of acquisition, being the 6 October 2016.

Also included within other intangibles are customer relationships acquired in the period ended 31 December 2017 with a net book value of £Nil (2019: £117,998) at the end of the year. These customer relationships are being amortised over 4 years from the date of acquisition, being the 6 October 2016.

An impairment charge of £392,670 (2019: £337,156) was recognised in the year.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
14. TANGIBLE FIXED ASSETS

	Fixtures and fittings £	Computer equipment £	Total £
COST OR VALUATION			
At 1 January 2020	459,617	277,370	736,987
Additions	-	29,596	29,596
At 31 December 2020	<u>459,617</u>	<u>306,966</u>	<u>766,583</u>
DEPRECIATION			
At 1 January 2020	288,251	191,895	480,146
Charge for the year on owned assets	90,060	82,830	172,890
At 31 December 2020	<u>378,311</u>	<u>274,725</u>	<u>653,036</u>
NET BOOK VALUE			
At 31 December 2020	<u>81,306</u>	<u>32,241</u>	<u>113,547</u>
At 31 December 2019	<u>171,366</u>	<u>85,475</u>	<u>256,841</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

15. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £
COST OR VALUATION	
At 1 January 2020	102
At 31 December 2020	<u>102</u>

SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding
LAT Images Ltd	Ordinary	100%
Motorsport Stats Ltd	Ordinary	100%
Autosport Experiences UK Limited	Ordinary	100%

All subsidiaries are incorporated in England and Wales and share a registered office address of 1 Eton Street, Richmond, Surrey, TW9 1EF.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
16. DEBTORS

	2020 £	2019 £
DUE AFTER MORE THAN ONE YEAR		
Other debtors	-	191,265
	<u>-</u>	<u>191,265</u>
	2020 £	2019 £
DUE WITHIN ONE YEAR		
Trade debtors	345,677	943,988
Amounts owed by group undertakings	8,921,287	7,608,032
Other debtors	577,963	743,797
Prepayments and accrued income	931,698	2,244,525
VAT repayable	76,586	172,389
	<u>10,853,211</u>	<u>11,712,731</u>

Amounts owed by group undertakings are unsecured and repayable on demand. Interest of 6.25% is charged in relation to cash advanced to group undertakings. No interest is charged on intercompany balances which have arisen as a result of a transfer of assets excluding cash.

Included within other debtors is a deposit with National Westminster Bank Plc which the company may not make a withdrawal from or dispose or assign without prior consent.

17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2020 £	2019 £
Trade creditors	1,588,212	966,085
Amounts owed to group undertakings	32,888,386	29,086,734
Other taxation and social security	1,107,083	152,841
Other creditors	220,576	218,756
Accruals and deferred income	799,483	3,641,119
	<u>36,603,740</u>	<u>34,065,535</u>

Within amounts owed to group undertakings is a loan amounting to £21,707,226 which accrues interest at 5.00% and is due for repayment on 31 December 2021. On 1 June 2021 this loan was settled by way of an issue of 22,000,000 £1 unsecured convertible loan notes to the lender.

The rest of the amounts owed to group undertakings are unsecured and repayable on demand. Interest of 6.25% is charged in relation to cash advances from group undertakings. No interest is charged on intercompany balances which have arisen as a result of a transfer of assets excluding cash.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

18. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2020 £	2019 £
Other creditors	100,000	200,000
	<u>100,000</u>	<u>200,000</u>

Other creditors relate to deferred consideration on a trade and asset purchase made on behalf of a subsidiary company, LAT Images Ltd.

19. PROVISIONS

	Dilapidation Provision £
At 1 January 2020	113,272
AT 31 DECEMBER 2020	<u><u>113,272</u></u>

20. SHARE CAPITAL

	2020 £	2019 £
ALLOTTED, CALLED UP AND FULLY PAID		
1,000,000 (2019: 1,000,000) Ordinary shares of £1.00 each	<u>1,000,000</u>	<u>1,000,000</u>

Ordinary shares are non-redeemable, carry the right to vote on the basis of one vote per share, the right to participate in a dividend and the right to participate in a distribution of capital in proportion to the number of shares held.

21. RESERVES

Profit and loss account

The profit and loss account includes all current period retained profits and losses. All are available for distribution.

22. CONTINGENT LIABILITIES

The group headed by the company and all of its subsidiaries are members of a VAT group and as such are jointly and severally liable for each other's VAT liabilities.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**
23. PENSION COMMITMENTS

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £147,917 (2019: £195,184).

24. COMMITMENTS UNDER OPERATING LEASES

At 31 December 2020 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2020 £	2019 £
Not later than 1 year	305,469	318,750
Later than 1 year and not later than 5 years	-	305,469
	<u>305,469</u>	<u>624,219</u>

25. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption contained within FRS 102 from disclosing transactions with wholly owned group companies.

During the year, the company was charged £270,401 (2019: £189,805) for services provided by companies under common control and received £869,624 (2019: £182,718) for services provided to companies under common control. During the year, companies under common control provided loans to the company amounting to £495,510 (2019: £105,095).

At the year end, companies under common control were owed £474,309 (2019: £246,388) this is included in creditors. Companies under common control owed £1,696,600 (2019: £1,568,429), this is included in debtors.

The company employs all staff for its subsidiaries as listed in note 15. The company recharges the salaries of these employees at cost under normal market conditions amounting to £1,055,194 (2019: £1,185,597).

26. POST BALANCE SHEET EVENTS

On 1 June 2021, the Company issued 22,000,000 £1 unsecured convertible loan notes in settlement of the £21,707,226 loan, plus interest thereon, outstanding at year end. Of these loan notes, 20,030,685 were subsequently converted into Ordinary shares on a one-for-one basis. The loan is held within amounts owed to group undertakings due within one year. Please see note 17 for further details.

27. CONTROLLING PARTY

The immediate and ultimate parent company is Motorsport Network LLC, registered in the United States of America. This company produces consolidated financial statements for the Group which are available at its registered office, 5972 NE 4th Avenue, Miami, FL 33137, USA.