

Blis Global Limited

Annual Report and Financial Statements

For the year ended 30 June 2022

Company Registration No. 06455773 (England and Wales)

Blis Global Limited

Company Information

Directors G Isbister
P Dhami (Appointed 16 June 2022)

Secretary G Isbister

Company number 06455773

Registered office 85 Great Portland Street
London
United Kingdom
W1W 7LT

Auditor Moore Kingston Smith LLP
Charlotte Building
17 Gresse Street
London
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Business address 85 Great Portland Street
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Blis Global Limited

Contents

	Page
Strategic report	1 - 2
Directors' report	3 - 4
Independent auditor's report	5 - 8
Group statement of comprehensive income	9
Group balance sheet	10
Company balance sheet	11
Group statement of changes in equity	12
Company statement of changes in equity	13
Group statement of cash flows	14
Notes to the financial statements	15 - 35

Blis Global Limited

Strategic Report

For the year ended 30 June 2022

Introduction

The directors present their Strategic Report and the financial statements for the year ended 30 June 2022.

Principal activity

The principal activity of the Company is the development of a privacy first analytics and advertising software platform. This platform enables some of the world's biggest companies to reach consumers with advertising and ultimately deliver brand growth and sales.

Review of the business

In September 2021 100% of the share capital in Blis Global Limited was acquired by Blis Group Ltd by way of a share-for-share exchange. In June 2022 100% of the share capital of Blis Group Ltd was acquired by Project Balloon Bidco Limited, which is owned by its management team and Lloyds Development Capital (LDC). This acquisition will provide the business with growth capital to facilitate and accelerate development plans

The Group continued to invest in product and technology ensuring the platform remains market leading with a differentiated feature set. We expect this investment, and resultant product enhancements, to continue into 2023

Group revenues for the year ended 30 June 2022 were £59.0m, an increase of 26% (30 June 2021: £46.9m). Gross profit for the year ended 30 June 2022 was £33.8m an improvement of 11% on like for like margin over the same period (30 June 2021: £30.4m).

The Group posted an adjusted EBITDA of £9.1m and an operating profit of £7.2m (30 June 2021: £8.6m and £6.7m).

Research and development

The Group continues to invest in software research and development in the period and will continue to do so in future years. This investment has enabled further depth and breadth to our understanding of consumer behaviour as the Company adopts a privacy first approach to its platform and technology.

Principal risks and uncertainties

The principal risks and uncertainties facing the Company are as follows:

Competitive risks

The sector in which Blis operates continues to be highly competitive and Blis continues to benefit from its strong innovative position in the sector. The Company continues to develop its market offering and leading edge technology to ensure retention of current customers.

Financial risks

The Company's operations expose it to a variety of financial risks that include currency risk, credit risk and, liquidity risk. The Company has in place a financial risk management programme that seeks to limit the adverse effects of financial performance of the Company by monitoring trading performance, levels of trade debtors and creditors.

Blis Global Limited

Strategic Report (Continued)

For the year ended 30 June 2022

Financial risk management

Credit risk

The Company only trades with recognised, creditworthy third parties, many of which are the world's largest companies who have been customers over an extended period of time. All customers who wish to take on credit terms are subject to credit verification procedures with receivable balances monitored on an on-going basis.

Liquidity risk

Liquidity risk is the risk that the Company might encounter difficulty meeting its obligations associated with financial liabilities. The Company aims to mitigate liquidity risk by managing cash generation by its operations and monitoring projected future cash flows.

Foreign exchange risks

The Company buys a number of products in foreign currencies which are currently purchased at spot rates. The Company reviews regularly its foreign currency exposure. The Company also receives revenue in foreign currencies which helps hedge some of the exposure.

Fair value risks

Note 15 explains the fair value risk that the Group is exposed to due to the issue of a non-basic financial instrument. This is a non-cash risk.

Financial key performance indicators

Key Performance Indicators for the Group are noted in the table below:

	2022	2021
	£'000	£'000
Revenue	58,987	46,853
Gross Profit	33,813	30,364
	£'000	£'000
Profit / (loss) before tax	28,098	(16,485)
Interest expense	1,483	1,630
Interest income	4	334
Fair Value Movement	22,356	(21,884)
Operating Profit / (loss)	7,221	6,695
Depreciation	78	79
Amortisation	1,838	1,776
Adjusted EBITDA	9,137	8,550

On behalf of the board

P Dhami
Director

31 March 2023

Blis Global Limited

Directors' Report

For the year ended 30 June 2022

The directors present their annual report and financial statements for the year ended 30 June 2022.

Principal activities

The principal activity of the company and group continued to be that of the development of a privacy first analytics and advertising software platform.

Results and dividends

The results for the year are set out on page 9.

No ordinary dividends were paid. The directors do not recommend payment of a further dividend.

Directors

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

M M C Hamann	(Resigned 13 June 2022)
C P Rothstein	(Resigned 13 June 2022)
K McCormick	(Resigned 13 June 2022)
I M Lane	(Resigned 13 June 2022)
G Isbister	
P Dhami	(Appointed 16 June 2022)

Auditor

In accordance with the company's articles, a resolution proposing that Moore Kingston Smith LLP be reappointed as auditor of the group will be put at a General Meeting.

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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the ;
- prepare the on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Blis Global Limited

Directors' Report (Continued)

For the year ended 30 June 2022

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditor of the company is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the company is aware of that information.

On behalf of the board

P Dhami
Director

31 March 2023

Blis Global Limited

Independent Auditor's Report

To the Members of Blis Global Limited

Opinion

We have audited the financial statements of Blis Global Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2022 which comprise the Group Statement of Comprehensive Income, the Group Balance Sheet, the Company Balance Sheet, the Group Statement of Changes in Equity, the Company Statement of Changes in Equity, the Group Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 group's and the parent company's affairs as at 30 June 2022 and of the group's profit 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 *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the group 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.

Blis Global Limited

Independent Auditor's Report (Continued)

To the Members of Blis Global Limited

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.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report

We have nothing to report in respect of the following matters where 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 group's and 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

Blis Global Limited

Independent Auditor's Report (Continued)

To the Members of Blis Global Limited

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.

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Blis Global Limited

Independent Auditor's Report (Continued)

To the Members of Blis Global Limited

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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

The objectives of our audit in respect of fraud, are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the company and considered that the most significant are the Companies Act 2006, UK financial reporting standards as issued by the Financial Reporting Council, and UK taxation legislation.
- We obtained an understanding of how the company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.
- We inquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.
- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 for no purpose other than to draw to the attention of the company's members those matters we are required to include in an auditor's report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party 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.

Ian Graham (Senior Statutory Auditor)
for and on behalf of Moore Kingston Smith LLP

31 March 2023

Chartered Accountants
Statutory Auditor

Charlotte Building
17 Gresse Street
London
W1T 1QL

Blis Global Limited

Group Statement of Comprehensive Income

For the year ended 30 June 2022

	Notes	2022 £'000	2021 £
Turnover	3	58,986	46,853
Cost of sales		(25,174)	(16,489)
Gross profit		<u>33,812</u>	<u>30,364</u>
Administrative expenses		(26,592)	(24,224)
Other operating income		1	555
Operating profit	4	<u>7,221</u>	<u>6,695</u>
Interest receivable and similar income	8	4	334
Interest payable and similar expenses	9	(1,483)	(1,630)
Fair value gains and losses		22,356	(21,884)
Profit/(loss) before taxation		<u>28,098</u>	<u>(16,485)</u>
Tax on profit/(loss)	10	(217)	1,446
Profit/(loss) for the financial year		<u>27,881</u>	<u>(15,039)</u>
Other comprehensive income			
Currency translation differences		253	59
Total comprehensive income for the year		<u><u>28,134</u></u>	<u><u>(14,980)</u></u>

Profit/(loss) 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.

Blis Global Limited

Group Balance Sheet

As at 30 June 2022

	Notes	2022		2021	
		£'000	£'000	£	£
Fixed assets					
Intangible assets	11		3,265		2,703
Tangible assets	12		155		98
			<u>3,420</u>		<u>2,801</u>
Current assets					
Debtors	16	25,510		15,924	
Cash at bank and in hand		12,102		5,647	
		<u>37,612</u>		<u>21,571</u>	
Creditors: amounts falling due within one year	17	<u>(25,367)</u>		<u>(49,972)</u>	
Net current assets/(liabilities)			<u>12,245</u>		<u>(28,401)</u>
Total assets less current liabilities			<u>15,665</u>		<u>(25,600)</u>
Provisions for liabilities					
Deferred tax liability	18	<u>(831)</u>	<u>(831)</u>	<u>-</u>	<u>-</u>
Net assets/(liabilities)			<u>14,834</u>		<u>(25,600)</u>
Capital and reserves					
Called up share capital	21		3		2
Share premium account			15,767		3,468
Other reserves			332		79
Profit and loss reserves			<u>(1,268)</u>		<u>(29,149)</u>
Total equity			<u>14,834</u>		<u>(25,600)</u>

The financial statements were approved by the board of directors and authorised for issue on 31 March 2023 and are signed on its behalf by:

P Dhami
Director

Blis Global Limited

Company Balance Sheet

As at 30 June 2022

	Notes	2022		2021	
		£'000	£'000	£	£
Fixed assets					
Intangible assets	11		3,265		2,703
Tangible assets	12		93		78
Investments	13		50		50
			<u>3,408</u>		<u>2,831</u>
Current assets					
Debtors	16	18,738		16,252	
Cash at bank and in hand		9,444		1,573	
		<u>28,182</u>		<u>17,825</u>	
Creditors: amounts falling due within one year	17	<u>(24,330)</u>		<u>(51,152)</u>	
Net current assets/(liabilities)			<u>3,852</u>		<u>(33,327)</u>
Total assets less current liabilities			<u>7,260</u>		<u>(30,496)</u>
Provisions for liabilities					
Deferred tax liability	18	<u>(831)</u>	<u>(831)</u>	-	-
Net assets/(liabilities)			<u>6,429</u>		<u>(30,496)</u>
Capital and reserves					
Called up share capital	21		3		2
Share premium account			15,767		3,468
Profit and loss reserves			<u>(9,341)</u>		<u>(33,966)</u>
Total equity			<u>6,429</u>		<u>(30,496)</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £24,625k (2021: £18,113k).

The financial statements were approved by the board of directors and authorised for issue on 31 March 2023 and are signed on its behalf by:

P Dhami
Director

Company Registration No. 06455773

Blis Global Limited

Group Statement of Changes in Equity

For the year ended 30 June 2022

	Share capital	Share premium account	Other reserves	Profit and loss reserves	Total
Notes	£'000	£'000	£'000	£'000	£'000
Balance at 1 July 2020	2	3,468	20	(14,110)	(10,620)
Year ended 30 June 2021:					
Loss for the year	-	-	-	(15,039)	(15,039)
Other comprehensive income:					
Currency translation differences	-	-	59	-	59
Total comprehensive income for the year	-	-	59	(15,039)	(14,980)
Balance at 30 June 2021	2	3,468	79	(29,149)	(25,600)
Year ended 30 June 2022:					
Profit for the year	-	-	-	27,881	27,881
Other comprehensive income:					
Currency translation differences	-	-	253	-	253
Total comprehensive income for the year	-	-	253	27,881	28,134
Conversion of preference shares	21	1	12,299	-	12,300
Balance at 30 June 2022	3	15,767	332	(1,268)	14,834

Blis Global Limited

Company Statement of Changes in Equity

For the year ended 30 June 2022

	Notes	Share capital £'000	Share premium account £'000	Profit and loss reserves £'000	Total £'000
Balance at 1 July 2020		2	3,468	(15,853)	(12,383)
Year ended 30 June 2021:					
Loss and total comprehensive income for the year		-	-	(18,113)	(18,113)
Balance at 30 June 2021		2	3,468	(33,966)	(30,496)
Year ended 30 June 2022:					
Profit and total comprehensive income for the year		-	-	24,625	24,625
Conversion of preference shares	21	1	12,299	-	12,300
Balance at 30 June 2022		3	15,767	(9,341)	6,429

Blis Global Limited

Group Statement of Cash Flows

For the year ended 30 June 2022

		2022		2021	
	Notes	£'000	£'000	£	£
Cash flows from operating activities					
Cash generated from operations	25		9,032		4,682
Interest paid			(46)		(193)
			<u> </u>		<u> </u>
Net cash inflow from operating activities			8,986		4,489
Investing activities					
Purchase of intangible assets		(2,400)		(1,709)	
Purchase of tangible fixed assets		(135)		(71)	
Interest received		4		7	
		<u> </u>		<u> </u>	
Net cash used in investing activities			(2,531)		(1,773)
			<u> </u>		<u> </u>
Net increase in cash and cash equivalents			6,455		2,716
Cash and cash equivalents at beginning of year			5,647		2,931
			<u> </u>		<u> </u>
Cash and cash equivalents at end of year			<u>12,102</u>		<u>5,647</u>

Blis Global Limited

Notes to the Financial Statements

For the year ended 30 June 2022

1 Accounting policies

Company information

Blis Global Limited ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is 85 Great Portland Street, London, W1W 7LT.

The group consists of Blis Global Limited and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

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 financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Blis Global Limited together with all entities controlled by the parent company (its subsidiaries) (ie entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefit) and the group's share of its interests in joint ventures and associates. Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 30 June 2022. 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.

1.3 Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The group recorded a profit for the year ended of £27,730k which included a credit of £22,356k to reflect a revision to the fair value of a preference share liability included in current liabilities. In June 2022, the preference shares were converted into ordinary shares. The operating profit for the year was in excess of £7,441k and the group is forecasting continued operating profit moving forwards.

As detailed in note 25 the company and group reported net cash inflow during the year. The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonable possible downsides including the on-going COVID-19 pandemic, the company will have sufficient liabilities as they fall due for that period.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

1 Accounting policies

(Continued)

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from a contract to provide services is recognised in the period in which the services are provided when the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probably that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the entity has satisfied its performance obligation.

1.5 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.6 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation 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:

Software development costs	33.3% straight line
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1.7 Tangible fixed assets

Tangible fixed assets 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:

Plant and equipment	33.3%
Office equipment	33.3%

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 profit and loss account.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

1 Accounting policies

(Continued)

1.8 Fixed asset investments

Equity investments are measured at fair value through profit or loss, except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably, which are recognised at cost less impairment until a reliable measure of fair value becomes available.

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

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

1.9 Impairment of fixed assets

At each reporting period 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 company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The carrying amount of the investments accounted for using the equity method is tested for impairment as a single asset. Any goodwill included in the carrying amount of the investment is not tested separately for impairment.

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.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. 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 are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

1 Accounting policies

(Continued)

1.11 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

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

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

1.12 Equity instruments

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

1.13 Taxation

The tax expense represents the sum of the tax currently payable 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 profit and loss account 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.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing 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 profit and loss account, 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 if, and only if, there is 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.

1.14 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 stock or fixed 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 company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.15 Retirement benefits

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

1.16 Share-based payments

For cash-settled share-based payments, a liability is recognised for the goods and services acquired, measured initially at the fair value of the liability. At the balance sheet date until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

Equity-settled share-based payments are measured at fair value at the date of grant by reference to the fair value of the equity instruments granted using the Black Scholes model model. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the estimate of shares that will eventually vest. A corresponding adjustment is made to equity.

The expense in relation to options over the parent company's shares granted to employees of a subsidiary is recognised by the company as a capital contribution, and presented as an increase in the company's investment in that subsidiary.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

1 Accounting policies

(Continued)

When the terms and conditions of equity-settled share-based payments at the time they were granted are subsequently modified, the fair value of the share-based payment under the original terms and conditions and under the modified terms and conditions are both determined at the date of the modification. Any excess of the modified fair value over the original fair value is recognised over the remaining vesting period in addition to the grant date fair value of the original share-based payment. The share-based payment expense is not adjusted if the modified fair value is less than the original fair value.

Cancellations or settlements (including those resulting from employee redundancies) are treated as an acceleration of vesting and the amount that would have been recognised over the remaining vesting period is recognised immediately.

1.17 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

1.18 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting date. At the reporting date management assesses that the useful lives represent the expected utility of the assets to the Group. Actual results, however, may vary due to unforeseen events.

Impairment of software development costs and goodwill

An impairment loss is recognised for the amount by which the assets or cash generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

Valuation of share options

The fair value of equity settled share options is determined using the Black-Scholes model. The significant inputs into the model are share price at grant date, exercise price, expected option life, expected volatility and risk free rate. share price has been estimated based on a valuation used for fundraising purposes. Expected volatility has been estimated and benchmarked against comparable quoted companies. Expected life has been estimated to be the earliest point in time in which options can be exercised based on the expected exercise profit of option holders. Details of share based payments can be found in note 20.

Deferred tax

No deferred tax asset has been recognised in respect of accumulated trading losses as there is insufficient certainty over timing of future profits.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

2 Judgements and key sources of estimation uncertainty (Continued)

Valuation of financial instruments

During 2016 the Group raised funds from the issue of preference shares, this is a non-basic financial instrument and is fair valued at each reporting period. The instrument contains a number of financial obligations in the event of a trade sale, listing and on wind up as well as a constructed right to a preference dividend. The value of the business is judgmental.

The instrument is also denominated in US Dollars and therefore is a foreign currency exchange risk in its ultimate settlement and the calculation of fair value at the reporting date. For each \$0.10 change in the Dollar, the instrument changes in fair value by approximately £1.0m. Furthermore there is uncertainty as to the timing of the settlement, although given the long-term nature of the funding, the directors believe it will not fall due in less than one year.

3 Turnover and other revenue

	2022	2021
	£'000	£'000
Turnover analysed by geographical market		
EMEA	22,475	23,292
APAC	6,715	7,143
AMERICAS	29,797	16,418
	<u>58,987</u>	<u>46,853</u>

4 Operating profit

	2022	2021
	£'000	£'000
Operating profit for the year is stated after charging/(crediting):		
Exchange (gains)/losses	(712)	747
Depreciation of owned tangible fixed assets	78	79
Amortisation of intangible assets	1,838	1,776
Operating lease charges	556	790
	<u>556</u>	<u>790</u>

Exchange differences recognised in profit or loss during the year, except those arising on financial instruments measured at fair value through profit or loss, amounted to £nil (2021: £580k).

5 Auditor's remuneration

	2022	2021
	£'000	£'000
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the group and company	69	60
	<u>69</u>	<u>60</u>
For other services		
All other non-audit services	137	10
	<u>137</u>	<u>10</u>

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

6 Employees

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

	Group 2022 Number	2021 Number	Company 2022 Number	2021 Number
Management	5	5	5	5
Operational and support	214	190	123	111
Total	<u>219</u>	<u>195</u>	<u>128</u>	<u>116</u>

Their aggregate remuneration comprised:

	Group 2022 £'000	2021 £'000	Company 2022 £'000	2021 £'000
Wages and salaries	11,390	10,244	6,956	5,026
Social security costs	1,212	1,047	725	666
Pension costs	280	226	156	107
	<u>15,660</u>	<u>11,517</u>	<u>7,837</u>	<u>5,799</u>

7 Directors' remuneration

	2022 £'000	2021 £'000
Remuneration for qualifying services	546	356
Company pension contributions to defined contribution schemes	14	3
	<u>560</u>	<u>359</u>

During the year retirement benefits were accruing to 1 director (2021: 1) in respect of a defined contribution pension scheme.

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2022 £'000	2021 £'000
Remuneration for qualifying services	481	312
Company pension contributions to defined contribution schemes	13	3
	<u>494</u>	<u>315</u>

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

8 Interest receivable and similar income	2022	2021
	£'000	£'000
Interest income		
Interest on bank deposits	1	8
Income from fixed asset investments		
Income from shares in group undertakings	3	326
Total income	<u>4</u>	<u>334</u>
Investment income includes the following:		
Interest on financial assets not measured at fair value through profit or loss	<u>1</u>	<u>8</u>
9 Interest payable and similar expenses	2022	2021
	£'000	£'000
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	11	193
Dividends on redeemable preference shares not classified as equity	1,472	1,437
	<u>1,483</u>	<u>1,630</u>
10 Taxation	2022	2021
	£'000	£'000
Current tax		
UK corporation tax on profits for the current period	148	292
Adjustments in respect of prior periods	-	(1,738)
Total current tax	<u>148</u>	<u>(1,446)</u>
Deferred tax		
Origination and reversal of timing differences	<u>69</u>	<u>-</u>
Total tax charge/(credit)	<u>217</u>	<u>(1,446)</u>

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

10 Taxation

(Continued)

The actual charge/(credit) for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £'000	2021 £'000
Profit/(loss) before taxation	28,098	(16,485)
<i>Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)</i>	5,339	(3,132)
Tax effect of expenses that are not deductible in determining taxable profit	156	59
Tax effect of income not taxable in determining taxable profit	(314)	(62)
Tax effect of utilisation of tax losses not previously recognised	-	(327)
Unutilised tax losses carried forward	-	5
Adjustments in respect of prior years	-	(1,738)
Permanent capital allowances in excess of depreciation	115	-
Research and development tax credit	-	(475)
Effect of overseas tax rates	-	(59)
Deferred tax adjustments in respect of prior years	-	125
Fair value movement	(4,248)	4,158
Deferred tax not recognised	(831)	-
Taxation charge/(credit)	217	(1,446)

11 Intangible fixed assets

Group	Goodwill £'000	Software development costs £'000	Total £'000
Cost			
At 1 July 2021	789	11,977	12,766
Additions	-	2,400	2,400
At 30 June 2022	789	14,377	15,166
Amortisation and impairment			
At 1 July 2021	789	9,274	10,063
Amortisation charged for the year	-	1,838	1,838
At 30 June 2022	789	11,112	11,901

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

11 Intangible fixed assets		(Continued)		
Carrying amount				
At 30 June 2022	-	3,265		3,265
At 30 June 2021	-	2,703		2,703
Company				
	Goodwill	Software development costs		Total
	£'000	£'000		£'000
Cost				
At 1 July 2021	789	11,977		12,766
Additions	-	2,400		2,400
At 30 June 2022	789	14,377		15,166
Amortisation and impairment				
At 1 July 2021	789	9,274		10,063
Amortisation charged for the year	-	1,838		1,838
At 30 June 2022	789	11,112		11,901
Carrying amount				
At 30 June 2022	-	3,265		3,265
At 30 June 2021	-	2,703		2,703

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

12 Tangible fixed assets

Group	Plant and equipment £'000	Office equipment £'000	Total £'000
Cost			
At 1 July 2021	1,162	3	1,165
Additions	135	-	135
Disposals	(693)	-	(693)
At 30 June 2022	604	3	607
Depreciation and impairment			
At 1 July 2021	1,064	3	1,067
Depreciation charged in the year	78	-	78
Eliminated in respect of disposals	(693)	-	(693)
At 30 June 2022	449	3	452
Carrying amount			
At 30 June 2022	155	-	155
At 30 June 2021	98	-	98
Company			
	Plant and equipment £'000	Office equipment £'000	Total £'000
Cost			
At 1 July 2021	657	3	660
Additions	69	-	69
Disposals	(562)	-	(562)
At 30 June 2022	164	3	167
Depreciation and impairment			
At 1 July 2021	579	3	582
Depreciation charged in the year	54	-	54
Eliminated in respect of disposals	(562)	-	(562)
At 30 June 2022	71	3	74
Carrying amount			
At 30 June 2022	93	-	93
At 30 June 2021	78	-	78

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

13 Fixed asset investments

	Notes	Group 2022 £'000	2021 £'000	Company 2022 £'000	2021 £'000
Investments in subsidiaries	14	-	-	50	50

Movements in fixed asset investments

Company	Shares in subsidiaries £'000
Cost or valuation	
At 1 July 2021 and 30 June 2022	50
Carrying amount	
At 30 June 2022	50
At 30 June 2021	50

14 Subsidiaries

Details of the company's subsidiaries at 30 June 2022 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
Blis Media (Australia) Pty Ltd	Australia	Ordinary	100.00
Blis Media GMBH	Germany	Ordinary	100.00
Blis USA Inc	USA	Ordinary	100.00
Blis Media ME FX LLC	Dubai	Ordinary	100.00
Valley Point India Private Limited	India	Ordinary	100.00
Blis Netherlands B.B.	Netherlands	Ordinary	100.00
Blis Italia S.r.l	Italy	Ordinary	100.00
Blis Media Pty Pte Limited	Singapore	Ordinary	100.00

The principal activity of all subsidiaries is the collection, processing and analysis of location data from customer mobile devices.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

15 Financial instruments

	Group		Company	
	2022	2021	2022	2021
	£'000	£	£'000	£
Carrying amount of financial assets				
Debt instruments measured at amortised cost				
	23,681	13,817	17,067	14,235
Instruments measured at fair value through profit or loss				
	12,102	5,647	9,444	1,573
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Carrying amount of financial liabilities				
Measured at fair value through profit or loss				
- Other financial liabilities	-	(34,791)	-	(34,791)
Measured at amortised cost				
	(24,372)	(48,703)	(23,731)	(50,326)
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Financial assets measured at fair value through profit or loss comprise cash.

Financial assets that are debt instruments measured at amortised cost comprise trade debtors and other assets readily convertible into cash.

Derivative financial instruments measured at fair value through profit or loss comprise the Series A Preference shares.

Financial liabilities measured at amortised cost comprise trade creditors, bank loans and other liabilities which are likely to require settlement in monetary terms.

16 Debtors

	Group		Company	
	2022	2021	2022	2021
	£'000	£'000	£'000	£'000
Amounts falling due within one year:				
Trade debtors	17,049	13,600	8,641	6,402
Amounts owed by group undertakings	6,478	-	8,420	7,759
Other debtors	466	1,955	315	1,812
Prepayments and accrued income	755	369	600	279
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	24,748	15,924	17,976	16,252
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Amounts falling due after more than one year:				
Deferred tax asset (note 18)	762	-	762	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Total debtors	<u> </u>	<u> </u>	<u> </u>	<u> </u>
	25,510	15,924	18,738	16,252
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

17 Creditors: amounts falling due within one year

	Notes	Group	2021	Company	2021
		2022	2021	2022	2021
		£'000	£'000	£'000	£'000
Financial instruments		-	36,484	-	36,484
Trade creditors		11,632	3,991	10,739	3,279
Amounts owed to group undertakings		2,114	-	6,386	4,155
Corporation tax payable		87	135	-	-
Other taxation and social security		908	1,134	599	826
Other creditors		164	37	165	37
Accruals and deferred income		10,462	8,191	6,441	6,371
		<u>25,367</u>	<u>49,972</u>	<u>24,330</u>	<u>51,152</u>

18 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

	Liabilities	Liabilities	Assets	Assets
	2022	2021	2022	2021
Group	£'000	£'000	£'000	£'000
Accelerated capital allowances	831	-	-	-
Tax losses	-	-	762	-
	<u>831</u>	<u>-</u>	<u>762</u>	<u>-</u>
	<u><u>831</u></u>	<u><u>-</u></u>	<u><u>762</u></u>	<u><u>-</u></u>
	Liabilities	Liabilities	Assets	Assets
	2022	2021	2022	2021
Company	£'000	£'000	£'000	£'000
Accelerated capital allowances	831	-	-	-
Tax losses	-	-	762	-
	<u>831</u>	<u>-</u>	<u>762</u>	<u>-</u>
	<u><u>831</u></u>	<u><u>-</u></u>	<u><u>762</u></u>	<u><u>-</u></u>

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

18 Deferred taxation (Continued)

	Group 2022 £'000	Company 2022 £'000
Movements in the year:		
Asset at 1 July 2021	-	-
Charge to profit or loss	69	69
	<u>69</u>	<u>69</u>
Liability at 30 June 2022	<u>69</u>	<u>69</u>

The deferred tax asset set out above is expected to reverse within 12 months and relates to the utilisation of tax losses against future expected profits of the same period. The deferred tax liability set out above is expected to reverse within 12 months and relates to accelerated capital allowances that are expected to mature within the same period.

19 Retirement benefit schemes

	2022 £'000	2021 £'000
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	280	226
	<u>280</u>	<u>226</u>

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

20 Share-based payment transactions

Group and Company	Number of share options		Weighted average exercise price	
	2022 Number	2021 Number	2022 £'000	2021 £'000
Outstanding at 1 July 2021	85,628,205	65,866,866	0.10	0.10
Granted	14,366,681	21,520,000	0.06	0.06
Forfeited	(12,213,065)	-	0.10	0.10
Exercised	(87,781,821)	-	0.09	0.09
Expired	-	(1,758,661)	-	-
	<u>-</u>	<u>85,628,205</u>	<u>-</u>	<u>-</u>
Outstanding at 30 June 2022	<u>-</u>	<u>85,628,205</u>	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Exercisable at 30 June 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

20 Share-based payment transactions

(Continued)

All share options were extinguished by the grant of replacement options in Blis Group Limited following the acquisition of 100% of the share capital of the company on 16 June 2022.

The 21,520,000 options granted in June 2021 which were outstanding at 30 June 2021 had an exercise price of 11.4p with a contractual life until realisation.

The 18,266,664 options granted in June 2020 which were outstanding at 30 June 2020 had an exercise price of 12.5p with a contractual life until realisation.

The 16,472,211 options granted in February 2018 which were outstanding at 30 June 2019 had an exercise price of 12.5p with a contractual life until realisation.

The 32,546,749 options granted in February 2017 which were outstanding at 31 December 2017 are exercisable at different prices ranging from 9.773p to 15.859p (depending on realisation outcome) with a contractual life until realisation.

The 16,770,562 options granted in August 2015 which were outstanding at 31 December 2017 are exercisable at different prices ranging from 5.749p to 9.773p (depending on realisation outcome) with a contractual life until realisation.

The 8,442,445 options granted in August 2015 which were outstanding at 31 December 2017 had an exercise price of 7.8p all with a contractual life of 10 years.

The 8,933,651 options granted in May 2013 which were outstanding at 31 December 2017 had an exercise price of 3.263p all with a contractual life of 10 years.

21 Share capital

Group and company	2022	2021	2022	2021
Ordinary share capital	Number	Number	£'000	£'000
Issued and fully paid				
Ordinary A shares of 1p each	1,230,381,500	186,375,644	3	2
Ordinary G shares of 1p each	4	4	-	-

On 22 March 2016 the Company converted 17,458,002 A Ordinary shares, 98,495,920 B Ordinary shares, 18,090,002 C Ordinary shares, 747,716 E Ordinary shares and 26,185,002 Preferred Ordinary shares to 160,976,642 Ordinary shares.

On 22 March 2016 the company issued 90,800,175 Series A shares of £0.00001 for a total consideration of £10,129 thousand. These are classified as debt.

On 16 June 2022 £12,301,863 Preferred Ordinary shares were converted to Ordinary Shares.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

22 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group		Company	
	2022	2021	2022	2021
	£'000	£'000	£'000	£'000
Within one year	115	259	-	-
Between two and five years	138	-	-	-
In over five years	29	-	-	-
	<u>282</u>	<u>259</u>	<u>-</u>	<u>-</u>

23 Related party transactions

All directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the Group are considered to be key management personnel. Total remuneration in respect of these individuals is £546,000 (2021: £1,168,796).

The Company incurred professional costs of £25,392 (2021: £21,794) in respect of Beringea LLP, a related party by virtue of its management of shareholdings in the Company. The balance outstanding as at the year end is £4,499 (2021: £28,498).

The Company incurred professional costs of £nil (2021: £10,897) in respect of Endeit Capital, a related party by virtue of its management of shareholdings in the Company. The balance outstanding as at the year end is £nil (2021: £59,591).

The Company incurred professional costs of £78,774 (2021: £10,897) in respect of Unilever Ventures, a related party by virtue of its management of shareholdings in the Company. The balance outstanding as at the year end is £5,959 (2021: £59,591).

24 Controlling party

The immediate parent undertaking is Blis Group Limited, a company incorporated in England & Wales.

Group financial statements have been prepared for Blis Group Limited and are publicly available from 85 Great Portland Street, London, England, W1W 7LT.

The ultimate controlling party is Project Balloon Bidco Limited, a company incorporated in England & Wales. Their address is: 85 Great Portland Street, London, England, W1W 7LT. Project Balloon Bidco Limited have not yet had their first period of account and therefore these financial statements represent the largest group for which consolidated accounts are available.

Blis Global Limited

Notes to the Financial Statements (Continued)

For the year ended 30 June 2022

25 Cash generated from group operations

	2022 £'000	2021 £
Profit/(loss) for the year after tax	27,881	(15,039)
Adjustments for:		
Taxation charged/(credited)	217	(1,446)
Finance costs	1,483	1,630
Investment income	(4)	(7)
Amortisation and impairment of intangible assets	1,838	1,776
Depreciation and impairment of tangible fixed assets	78	79
Foreign exchange differences	(237)	59
Other gains and losses	(22,356)	21,884
Movements in working capital:		
Increase in debtors	(9,717)	(5,516)
Increase in creditors	9,849	1,262
Cash generated from operations	<u>9,032</u>	<u>4,682</u>

26 Analysis of changes in net funds - group

	1 July 2021 £'000	Cash flows £'000	30 June 2022 £'000
Cash at bank and in hand	5,647	6,455	12,102
	<u>5,647</u>	<u>6,455</u>	<u>12,102</u>

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