

Company Registration No. 07552253 (England and Wales)

Myunidays Limited

Annual report and consolidated
financial statements

For the year ended 30 April 2019



Contents

Strategic report	1
Directors' report	3
Statement of directors' responsibilities in respect of the annual report and the financial statements	4
Independent auditor's report to the members of Myunidays Limited	5
Consolidated profit and loss account and other comprehensive income	7
Consolidated balance sheet	8
Company balance sheet	9
Consolidated statement of changes in equity	10
Company statement of changes in equity	11
Consolidated cash flow statement	12
Notes	13

Strategic report

Strategic Report for the year ended 30th April 2019

The directors present their strategic report for the year ended 30 April 2019.

Principal activities

The Group's principal activity is student verification and marketing services.

Review of the business and future developments

Group turnover increased to £31,836,181. This growth was driven by accessing new geographical markets, entering new partnerships with some of the largest brands in the world and further developing the Group's range of products.

The Group continues to invest heavily in its technology to ensure that its verification and supporting software remains market leading. Additionally, the Group continues to invest in international expansion, growing its operations in a number of countries, including USA, Australia, Germany and France.

As of December 2019 the Group was successfully benefiting from a programme of cost reduction in late 2018, allowing for increased investment in product development, key partner relationships and the member experience throughout 2019. As a result the Group has seen a significant increase in turnover and year-on-year.

Technology

The Group's key market strength is its continued position at the forefront of verification technology. The technology allows near instantaneous verification of student status and seamless integration into partners' transaction processes. The Group preserves this position by investing heavily in further enhancing its technology products and evolving its offerings to meet consumers' changing habits.

Key performance indicators ('KPIs')

The Group monitors and analyses performance using a range of KPIs, which are reviewed periodically. The following KPIs were used in the period:

- Turnover increased by 13% from £28,175,391 to £31,836,181
- Operating profit reduced from £308,143 to a loss of £5,997,090.
- Total worldwide members are 10m

Principal risks and uncertainties

The directors consider a key risk to be the management of the fast pace of growth of the Group. This includes challenges in operating in new countries, growing through partnerships with high quality partners and employee recruitment and retention.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Prudent liquidity risk management requires the maintenance of sufficient cash and the availability of funding through a agreed overdraft facility.

Strategic report (continued)

The Group derives revenue from the consumer spend of students and the directors therefore consider a key risk to be adverse changes to tertiary education policy by the governments of the countries in which it operates. The directors believe that the Group is well positioned to manage the impact of such changes given its diversity in geographical and product markets.

The outcome and impact of Brexit is still uncertain across all industries, with the main areas of concern for UNIDAYS Group being tax, currency and data compliance. In terms of Tax UNiDAYS Group is including, as part of business planning, requirements internally within group and with external stakeholders in the event of a change to the EU-UK Sales tax status. In terms of currency, there is a risk of fluctuating exchange rates and revaluation losses and presently this risk is mitigated via UNiDAYS Group Cash and Liquidity policy. In terms of data, we are work with outsource specialist advisers to ensure we are fully compliant with all global data protection rules and regulations.

Approved by the board of directors and on behalf of the board on 29 January 2019.

A handwritten signature in black ink, appearing to read 'R Rathour', is written over a horizontal dotted line.

R Rathour

Director

Directors' report

The directors present their report and the consolidated audited financial statements of Myunidays Limited and its subsidiary undertakings, as detailed in note 11 (the "Group") and Myunidays Limited (the "Company") for the year ended 30 April 2019.

Business review and summary of results

The Group's principal activity continued to be that of student verification and marketing.

The results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

Research and development

The Group has developed highly advanced verification technology for the purposes of delivering its omni-channel (web based, mobile and tablet) student acquisition and retention platform. In addition, the Group develops and delivers a range of content via social media platforms and digital media channels. The Group services over 600 retail brands and has a student consumer base of 10 million users.

Technological innovation is at the core of the business. R&D effort, carried out by a dedicated team of highly skilled developers and software engineers, is key to delivering this technological innovation. Increasingly complex customer requirements and the fast changing nature of the industry means that Group will have to continue its investment in R&D activity.

Proposed dividends

Dividends proposed during the year comprise final dividends in respect of the year ended 30 April 2019 of £100,000 which is £1,000 per preferred ordinary share (2018: Total £100,000 which is £1,000 per preferred ordinary share and £75,259 which is £0.75 per ordinary share).

Directors

The directors who held office during the year were as follows:

R Rathour
J Hawley
A Bullock
G Rathour
S Rathour
S Bains
M Atkinson (appointed 1 December 2018)

Political contributions

Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the year.

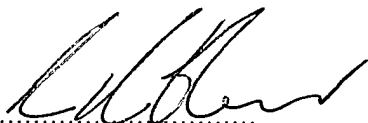
Disclosure of information to auditor

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

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



R Rathour
Director

2 Castle Boulevard
Nottingham
Nottinghamshire
NG7 1FB

29th January 2019

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

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

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

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

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

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



Independent auditor's report to the members of Myunidays Limited

Opinion

We have audited the financial statements of My Unidays Limited ("the company") for the year ended 30 April 2019 which comprise the consolidated profit and loss account and other comprehensive income, the consolidated balance sheet, the company balance sheet, the consolidated statement of changes in equity, the company statement of changes in equity, the consolidated cash flow statement and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the parent company's affairs as at 30 April 2019 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

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

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

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

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the company or to cease their operations, and as they have concluded that the Group and the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the Group's business model, including the impact of Brexit, and analysed how those risks might affect the Group and company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Group or the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon. Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

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



Independent auditor's report to the members of Myunidays Limited (continued)

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

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

Auditor's responsibilities

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

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

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

Gareth Woods

Gareth Woods (*Senior Statutory Auditor*)

Dated: 29th January 2019

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

St Nicholas House
Park Row
Nottingham
NG1 6FQ

Consolidated profit and loss account and other comprehensive income
for the year ended 30 April 2019

	<i>Note</i>	2019	2018
		£	£
Turnover	2	31,836,181	28,175,391
Cost of sales		(18,395,016)	(12,463,786)
Gross profit		13,441,165	15,711,605
Administrative expenses		(18,378,268)	(14,917,322)
Administrative expenses - exceptional	23	(1,059,987)	(486,140)
Total administrative expenses		(19,438,255)	(15,403,462)
Group operating (loss)/profit		(5,997,090)	308,143
Other interest receivable and similar income	6	-	93,902
Other interest payable and similar expenses	7	(233,755)	(36,591)
(Loss)/profit before taxation		(6,230,845)	365,454
Tax on (loss)/profit	8	1,091,435	(461,143)
Loss for the financial year		(5,139,410)	(95,689)
Other comprehensive income			
Foreign exchange gains/(losses) on consolidation		185,340	(152,133)
Other comprehensive income for the year, net of income tax		185,340	(152,133)
Total comprehensive income for the year		(4,954,070)	(247,822)

All amounts relate to continuing activities.

Consolidated balance sheet
at 30 April 2019

	<i>Note</i>	2019		2018	
		£	£	£	£
Fixed assets					
Intangible assets	9	677,246		2,315	
Tangible assets	10	598,317		892,122	
		<hr/>	1,275,563	<hr/>	894,437
Current assets					
Debtors	12	9,766,328		7,768,799	
Cash at bank and in hand	13	49,971		2,655,145	
		<hr/>		<hr/>	
		9,816,299		10,423,944	
Creditors: amounts falling due within one year	14	(8,252,838)		(3,567,240)	
		<hr/>		<hr/>	
Net current assets			1,563,461		6,856,704
			<hr/>		<hr/>
Total assets less current liabilities			2,839,024		7,751,141
Provisions for liabilities					
Deferred tax liability	15		(81,630)		(8,387)
			<hr/>		<hr/>
Net assets			2,757,394		7,742,754
Capital and reserves					
Called up share capital	16		203		200
Share premium	16		25,134		-
Other reserves	17		43,573		42,805
Profit and loss account			2,688,484		7,699,749
			<hr/>		<hr/>
Shareholders' funds			2,757,394		7,742,754
			<hr/>		<hr/>

These financial statements were approved by the board of directors on 29th January 2019 and were signed on its behalf by:


.....

R Rathour

Director

Company registered number: 07552253

Company balance sheet
at 30 April 2019

	Note	2019	2018
		£	£
Fixed assets			
Intangible assets	9	677,246	2,315
Tangible assets	10	428,198	720,258
Investments	11	137,757	22,038
		<hr/>	<hr/>
		1,243,201	744,611
Current assets			
Debtors	12	10,131,469	6,685,862
Cash at bank and in hand		30,918	862,414
		<hr/>	<hr/>
		10,162,387	7,548,276
Creditors: amounts falling due within one year	14	(7,471,942)	(3,210,135)
		<hr/>	<hr/>
Net current assets		2,690,445	4,338,141
		<hr/>	<hr/>
Total assets less current liabilities		3,933,646	5,082,752
Provisions for liabilities			
Deferred tax liability	15	(94,501)	(15,311)
		<hr/>	<hr/>
Net assets		3,839,145	5,067,441
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	16	203	200
Share premium	16	25,134	-
Other reserves	17	43,573	42,805
Profit and loss account		3,770,235	5,024,436
		<hr/>	<hr/>
Shareholders' funds		3,839,145	5,067,441
		<hr/>	<hr/>

As permitted by Section 408 of the Companies Act 2006, a separate profit and loss account of the parent company has not been presented. The parent company's loss for the financial year is £1,297,006 (2018: £4,405,191).

These financial statements were approved by the board of directors on 29th January 2019 and were signed on its behalf by:



R Rathour

Director

Company registered number: 07552253

Consolidated statement of changes in equity

for the year ended 30 April 2019

	Called up share capital £	Share premium £	Other reserves £	Profit and loss account £	Total shareholder equity £
Balance at 1 May 2017	200	-	57,378	8,065,481	8,123,059
Total comprehensive income for the period					
Loss	-	-	-	(95,689)	(95,689)
Other comprehensive income				(152,133)	(152,133)
Total comprehensive income for the period	-	-	-	(247,822)	(247,822)
Transactions with owners, recorded directly in equity					
Equity-settled share based payments	-	-	(14,573)	57,349	42,776
Dividends	-	-	-	(175,259)	(175,259)
Total contributions by and distributions to owners	-	-	(14,573)	(117,910)	(132,483)
Balance at 30 April 2018	200	-	42,805	7,699,749	7,742,754
Balance at 1 May 2018	200	-	42,805	7,699,749	7,742,754
Total comprehensive income for the period					
Loss	-	-	-	(5,139,410)	(5,139,410)
Other comprehensive income	-	-	-	185,340	185,340
Total comprehensive income for the period	-	-	-	4,954,070	4,954,070
Transactions with owners, recorded directly in equity					
Allotment of shares	3	25,134	-	-	25,137
Equity-settled share based payments	-	-	768	42,805	43,573
Dividends	-	-	-	(100,000)	(100,000)
Total contributions by and distributions to owners	3	25,134	768	(57,195)	(31,290)
Balance at 30 April 2019	203	25,134	43,573	2,688,484	2,757,394

Company statement of changes in equity
for the year ended 30 April 2019

	Called up share capital £	Share premium £	Other reserves £	Profit and loss account £	Total shareholder equity £
Balance at 1 May 2017	200	-	57,378	9,372,250	9,429,828
Total comprehensive income for the period					
Loss	-	-	-	(4,229,933)	(4,229,933)
Total comprehensive income for the period	-	-	-	(4,229,933)	(4,229,933)
Transactions with owners, recorded directly in equity					
Equity-settled share based payments	-	-	(14,573)	57,378	42,805
Dividends	-	-	-	(175,259)	(175,259)
Total contributions by and distributions to owners	-	-	(14,573)	(117,881)	(132,454)
Balance at 30 April 2018	200	-	42,805	5,024,436	5,067,441
Balance at 1 May 2018	200	-	42,805	5,024,436	5,067,441
Total comprehensive income for the period					
Loss	-	-	-	(1,197,006)	(1,197,006)
Total comprehensive income for the period	-	-	-	(1,197,006)	(1,197,006)
Transactions with owners, recorded directly in equity					
Allotment of shares	3	25,134	-	-	25,137
Equity-settled share based payments	-	-	768	42,805	43,573
Dividends	-	-	-	(100,000)	(100,000)
Total contributions by and distributions to owners	3	25,134	768	(57,195)	(31,290)
Balance at 30 April 2019	203	25,134	43,573	3,770,235	3,839,145

Consolidated cash flow statement
for year ended 30 April 2019

	<i>Note</i>	2019	2018
		£	£
Cash flows from operating activities			
Loss for the year		(5,139,410)	(95,689)
<i>Adjustments for:</i>			
Depreciation, amortisation and impairment	9, 10	933,442	900,437
Foreign exchange losses/(gains)	7	111,690	(57,158)
Interest receivable and similar income	6	-	(36,744)
Interest payable and similar expenses	7	122,065	36,591
Equity settled share-based payment expenses	17	43,573	42,805
Taxation	8	(1,091,435)	461,143
		<hr/>	<hr/>
		(5,020,075)	1,251,385
Increase in trade and other debtors	12	(798,466)	(2,773,757)
Increase in trade and other creditors	14	2,973,751	2,099,945
Taxation paid		(155,891)	(541,427)
		<hr/>	<hr/>
Net cash from operating activities		(3,000,681)	36,146
Cash flows from investing activities			
Interest received		-	36,744
Interest paid	7	(122,065)	(36,591)
Acquisition of tangible fixed assets	10	(292,674)	(497,495)
Acquisition of other intangible assets	9	(1,013,563)	-
Proceeds from disposal of tangible fixed assets		-	21,562
		<hr/>	<hr/>
Net cash from investing activities		(1,428,302)	(475,780)
Cash flows from financing activities			
Dividends paid		(100,000)	(175,259)
Issue of shares		25,134	-
		<hr/>	<hr/>
Net cash from financing activities		(74,866)	(175,259)
Net decrease in cash at bank and in hand		(4,503,849)	(614,893)
Cash and cash equivalents at 1 May	13	2,655,145	3,318,248
Effect of exchange rate fluctuations on cash held		113,585	(48,210)
		<hr/>	<hr/>
Cash at bank and in hand at 30 April	13	(1,735,119)	2,655,145
		<hr/>	<hr/>

Notes

(forming part of the financial statements)

1 Accounting policies

Myunidays Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK. The registered number is 07552253 and the registered address is 2 Castle Boulevard, Nottingham, Nottinghamshire, NG7 1FB.

These Group and parent company financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling.

The parent Company is included in the consolidated financial statements, and is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the parent company financial statements have been applied:

- The reconciliation of the number of shares outstanding from the beginning to the end of the period has not been included a second time;
- No separate parent company Cash Flow Statement with related notes is included; and
- Key Management Personnel compensation has not been included a second time.
- Certain disclosures required by FRS 102.26 Share Based Payments; and,
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are to be discussed in Note 22.

1.1. Measurement convention

The financial statements are prepared on the historical cost basis.

1.2. Going concern

Notwithstanding a loss before tax for the financial year of £5,139,000 and an overdraft as at 30 April 2019 of £1,735,000 the accounts have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The Group have revisited their strategy for growth which has led to a reduction in staff headcount from 292 to 198 which has led to a reduction in staff costs of 29%. In addition, controllable marketing spend has been reduced by 50%. Since April 2019 the Group has returned to profitability and positive cash generation and as at the date of signing the financial statements the Group has a positive cash position of £2,600,000 and an overdraft facility of £1,000,000 until the end of the current financial 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 reasonably possible downsides, the Group will have sufficient funds to meet its liabilities as they fall due for that period.

1.3. Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings made up to 30 April 2019. A subsidiary is an entity that is controlled by the parent. The results of subsidiary undertakings are included in the consolidated profit and loss account from the date that control commences until the date that control ceases. Control is established when the Company has the power to govern the operating and financial policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

Notes (continued)

1 Accounting policies (continued)

1.3. Basis of consolidation (continued)

Under Section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

In the parent financial statements, investments in subsidiaries are carried at cost less impairment.

1.4. Foreign currency

Transactions in foreign currencies are translated to the Group companies' functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to the Group's presentational currency, Sterling, at foreign exchange rates ruling at the balance sheet date. The revenues and expenses of foreign operations are translated at an average rate for the year where this rate approximates to the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on retranslation are recognised in other comprehensive income.

1.5. Classification of financial instruments issued by the Group

In accordance with FRS 102.22, financial instruments issued by the parent company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group; and
- (b) where the instrument will or may be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the entity's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.6. Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Notes (continued)

1 Accounting policies (continued)

1.7. Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

1.8. Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the entity assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives are as follows:

- Leasehold improvements - Over term of the lease
- IT equipment - 3 years
- Furniture and fixtures - 5 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

1.9. Intangible assets, goodwill and negative goodwill

Research and development

Expenditure on research and development activities is recognised in the profit and loss account as an expense as incurred.

Expenditure on development activities may be capitalised if the product or process is technically and commercially feasible and the Company intends and has the technical ability and sufficient resources to complete development, future economic benefits are probable and if the Company can measure reliably the expenditure attributable to the intangible asset during its development. Development activities involve design for, construction or testing of the production of new or substantially improved products or processes. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads and capitalised borrowing costs. Other development expenditure is recognised in the profit and loss account as an expense as incurred.

Other intangible assets

Expenditure on internally generated goodwill and brands is recognised in the profit and loss account as an expense as incurred.

Notes (continued)

1 Accounting policies (continued)

1.9. Intangible assets, goodwill and negative goodwill (continued)

Other intangible assets (continued)

Other intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

The cost of intangible asset acquired in a business combination are capitalised separately from goodwill if the fair value can be measured reliably at the acquisition date.

Amortisation

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Patents and trademarks - 10 years
- Domain names - 5 years
- Software development - 3 years

The basis for choosing these useful lives is the length of time that they are valid for until their expiry date.

The company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date.

Other intangible assets are tested for impairment in accordance with Section 27 Impairment of assets when there is an indication that an intangible asset may be impaired.

1.10. Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

1.11. Provisions

A provision is recognised in the balance sheet when the entity has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

1.12. Turnover

Turnover represents amounts receivable from external partners as a result of transactions generated by the Group, student verification and acquisition services, partner management services, subscriptions to the Student Affinity Network and other advertising services, all excluding value added tax.

Verification and acquisition service turnover is recognised in the financial statements as and when the services are provided to external partners, to the extent it is probable that future economic benefits will flow to the Group and that turnover can be reliably measured.

For subscription, advertising and management services which are provided over a period of time, income is accrued evenly over the period that the services are provided.

Where a management service relates to a one-off deployment or development, income is recognised when the project is substantially complete and ready for operation.

Notes (continued)

1 Accounting policies (continued)

1.13. Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Interest receivable and Interest payable

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.14. Employee Benefits

Share-based payment transactions

Share-based payment arrangements in which the entity receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the entity.

The grant date fair value of the share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured based on using an option valuation model, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

1.15. Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Notes (continued)

1 Accounting policies (continued)

1.15. Taxation (continued)

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax. Deferred tax assets are recognised to the extent they are considered recoverable.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

2. Turnover

	2019	2018
	£	£
Rendering of services	31,836,181	28,175,391
Total turnover	<u>31,836,181</u>	<u>28,175,391</u>
By geographical market		
Europe	21,296,934	21,583,316
United States of America	7,533,062	4,755,101
Asia-Pacific	3,006,185	1,836,974
	<u>31,836,181</u>	<u>28,175,391</u>

3. Expenses and auditor's remuneration

Included in profit/loss are the following:

	2019	2018
	£	£
Research and development expensed as incurred	<u>1,637,800</u>	<u>1,352,691</u>

Research and development costs expensed are those of staff salaries, software costs and utilities. The research and development element of these costs remain within the relevant cost headings and not split out.

Auditor's remuneration:

	2019	2018
	£	£
Audit of these financial statements	36,000	33,000
Amounts receivable by the company's auditor and its associates in respect of:		
Taxation compliance services	25,000	29,000
Other tax advisory services	64,740	40,000

Notes (continued)

4. Staff numbers and costs

The average number of persons employed by the Group (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2019	2018
Executive	5	6
Operations	247	187
Administrative	35	25
	<hr/>	<hr/>
	287	218
	<hr/>	<hr/>

The aggregate payroll costs of these persons were as follows:

	2019	2018
	£	£
Wages and salaries	17,473,066	13,124,979
Social security costs	3,754,121	1,679,465
Share based payment expense	43,573	42,805
Pension costs	718,751	363,269
	<hr/>	<hr/>
	21,989,511	15,210,518
	<hr/>	<hr/>

5. Directors' remuneration

	2019	2018
	£	£
Directors' remuneration	689,170	568,600
Pension costs	30,338	28,500
	<hr/>	<hr/>
	719,508	597,100
	<hr/>	<hr/>

The aggregate of remuneration of the highest paid director was £251,350 (2018 :£271,200) and company pension contributions of £11,100 (2018 :£10,800) .

6. Other interest receivable and similar income

	2019	2018
	£	£
Bank interest received	-	1,336
Interest received on overdrawn director loan accounts	-	35,408
Foreign exchange gain	-	57,158
	<hr/>	<hr/>
Total interest receivable and similar income	-	93,902
	<hr/>	<hr/>

Notes (continued)

7. Other interest payable and similar expenses

	2019	2018
	£	£
Bank interest	(122,065)	(36,591)
Foreign exchange loss	(111,690)	-
Total interest payable and similar expenses	<u>(233,755)</u>	<u>(36,591)</u>

8. Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity:

	2019		2018
	£	£	£
<i>Current tax</i>			
Current tax on income for the period	(882,257)		536,823
Adjustments in respect of prior periods	(394,539)		(130,849)
Foreign tax payable	68,343		85,024
Total current tax		<u>(1,208,453)</u>	<u>490,998</u>
<i>Deferred tax (note 15)</i>			
Origination and reversal of timing differences	132,378		(104,754)
Adjustments in respect of prior periods	(15,360)		74,899
Total deferred tax		<u>117,018</u>	<u>(29,855)</u>
Total tax		<u>(1,091,435)</u>	<u>461,143</u>

Analysis of current tax recognised in profit and loss

	2019	2018
	£	£
UK corporation tax	(1,276,796)	405,974
Foreign tax	68,343	85,024
Total current tax recognised in profit and loss	<u>(1,208,453)</u>	<u>490,998</u>

Notes (continued)

8. Taxation (continued)

Reconciliation of effective tax rate

	2019	2018
	£	£
(Loss)/profit for the year	(5,139,410)	(95,689)
Total tax expense	1,091,435	(461,143)
	<hr/>	<hr/>
Profit for the year excluding taxation	(6,230,845)	365,454
Tax using the UK corporation tax rate of 19.00% (2017: 19.92%)	(1,183,861)	69,436
Effect of tax rates in foreign jurisdictions	(47,240)	(126,258)
Deferred tax asset relating to losses not recognised	729,069	397,050
Non-deductible expenses	77,022	172,693
Ineligible depreciation	9,461	4,172
Additional deduction for research and development expenditure	(730,727)	-
Surrender of tax losses for research and development tax credit refund	269,052	-
Losses carried back	202,008	-
Over provided in prior years	(416,219)	(55,950)
	<hr/>	<hr/>
Total tax expense included in profit or loss	(1,091,435)	461,143
	<hr/>	<hr/>

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. The deferred tax liability at 30 April 2019 has been calculated based on these rates.

On 1 January 2018, the US corporation tax rate was changed to be 21% from 35%, this has led to a reduced impact of foreign tax rates on the Group.

Notes (continued)

9. Intangible assets and goodwill

<i>Group and company</i>	Patents and trade- marks £	Domain names £	Software development £	Total £
Cost				
Balance at 1 May 2018	1,350	3,218	-	4,568
Additions	-	-	1,013,545	1,013,545
Other acquisitions – externally purchased	-	18	-	18
Balance at 30 April 2019	1,350	3,236	1,013,545	1,018,131
Amortisation and impairment				
Balance at 1 May 2018	810	1,443	-	2,253
Amortisation for the year	135	648	337,849	338,632
Balance at 30 April 2019	945	2,091	337,849	340,885
Net book value				
At 30 April 2019	405	1,145	675,696	677,246
At 30 April 2018	540	1,775	-	2,315

Software development costs are capitalised in accordance with accounting policy 1.9 and, for this reason, are not regarded as realised losses.

Amortisation and impairment expense

The amortisation, impairment expense and impairment reversals are recognised in the following line items in the profit and loss account:

	2019 £	2018 £
Administrative expenses	338,632	778
	338,632	778

Notes (continued)

10. Tangible fixed assets

<i>Group</i>	Leasehold improvements	IT equipment	Furniture and fixtures	Total
	£	£	£	£
Cost				
Balance at 1 May 2018	1,244,110	1,031,696	187,653	2,463,459
Additions	-	276,769	15,905	292,674
Effect of movements in foreign exchange	-	10,842	1,633	12,475
Balance at 30 April 2019	1,244,110	1,319,307	205,191	2,768,608
Depreciation and impairment				
Balance at 1 May 2018	1,044,106	459,725	67,506	1,571,337
Depreciation expense for the year	200,004	356,276	38,530	594,810
Effect of movements in foreign exchange	-	3,782	362	4,144
Balance at 30 April 2019	1,244,110	819,783	106,398	2,170,291
Net book value				
At 30 April 2019	-	499,524	98,793	598,317
At 30 April 2018	200,004	571,971	120,147	892,122

Notes (continued)

10. Tangible fixed assets (continued)

<i>Company</i>	Leasehold improvements	IT equipment	Furniture and fixtures	Total
	£	£	£	£
Cost				
Balance at 1 May 2018	1,244,110	819,884	162,787	2,226,781
Additions	-	198,367	9,556	207,923
Balance at 30 April 2019	1,244,110	1,018,251	172,343	2,434,704
Depreciation and impairment				
Balance at 1 May 2018	1,044,104	400,396	62,022	1,506,523
Depreciation expense for the year	200,006	267,635	32,342	499,983
Balance at 30 April 2019	1,244,110	668,031	94,364	2,006,506
Net book value				
At 30 April 2019	-	350,220	77,979	428,198
At 30 April 2018	200,006	419,488	100,765	720,258

Notes (continued)

11. Fixed asset investments

<i>Company</i>	Shares in Group undertakings £	Total £
<i>Cost</i>		
At beginning of year	22,038	22,038
Additions	115,719	115,719
At end of year	137,757	137,757
<i>Provisions</i>		
At beginning of year	-	-
Provided in year	-	-
At end of year	-	-
<i>Net book value</i>		
At 30 April 2019	137,757	137,757
At 30 April 2018	22,038	22,038

The undertakings in which the Group's and Company's interest at the year end is more than 20% are as follows:

	Country of incorporation	Principal activity	Registered Office	Class and percentage of shares held	
				Group	Company
<i>Subsidiary undertakings</i>					
UNiDAYS Inc.	United States of America	Student verification and marketing	12 West 31st Street, 6th Floor, New York, NY 10001	-	100% Ordinary
UNiDAYS Australia Pty Limited	Australia	Student verification and marketing	Level 8, 66 Goulbourn Street, Sydney 2000	-	100% Ordinary
UNiDAYS GmbH	Germany	Student verification and marketing	Auguste-Hauschner-Str. 5, 10785 Berlin	-	100% Ordinary
UNiDAYS China Limited	China	Student verification and marketing	Unidays China Limited is Room 504-03S, No. 1376, West Nan Jing Road, Jing An District, Shanghai	-	100% Ordinary

Notes (continued)

12. Debtors

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Trade debtors	4,092,029	3,370,703	3,543,354	2,718,679
Amounts owed by Group undertakings	-	-	1,477,191	1,417
Prepayments and accrued income	4,419,802	4,342,662	3,834,506	3,845,651
Corporation tax	1,254,497	55,434	1,276,418	120,115
	9,766,328	7,768,799	10,131,469	6,685,862

All amounts due within one year

13. Cash and cash equivalents/ bank overdrafts

	2019	2018
	£	£
Cash at bank and in hand	49,971	2,655,145
Cash and cash equivalents per cash flow statements	49,971	2,655,145

14. Creditors: amounts falling due within one year

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Bank overdraft	1,785,090	-	1,785,090	-
Trade creditors	2,966,223	453,903	2,589,204	357,329
Amounts owed to Group undertakings	-	-	-	190,750
Taxation and social security	1,355,634	1,108,371	1,307,715	1,081,118
Other creditors	109,400	40,167	109,508	40,573
Accruals and deferred income	2,036,491	1,964,799	1,680,425	1,540,365
	8,252,838	3,567,240	7,471,942	3,210,135

Notes (continued)

15. Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

Group	Assets		Liabilities		Net	
	2019	2018	2019	2018	2019	2018
	£	£	£	£	£	£
Accelerated capital allowances	-	-	112,312	22,919	112,312	22,919
Short term timing differences	(17,811)	(14,532)	22,517	-	4,706	(14,532)
Net tax (assets) / liabilities	(17,811)	(14,532)	134,829	22,919	117,018	8,387

The Group has accumulated tax losses which are unrecognised on the basis that the recoverability of the asset is uncertain. The value of the unrecognised asset is £1,126,119 (2018: £397,050).

Company	Assets		Liabilities		Net	
	2019	2018	2019	2018	2019	2018
	£	£	£	£	£	£
Accelerated capital allowances	-	-	112,312	22,919	112,312	22,919
Short term timing differences	(17,811)	(7,608)	-	-	(17,811)	(7,608)
Net tax (assets)/liabilities	(17,811)	(7,608)	112,312	22,919	94,501	15,311

16. Capital and reserves

Share capital	Preferred ordinary shares	Ordinary shares
	Number	Number
On issue at 1 May 2018	100	100,000
Allotment of shares	-	10,229,300
On issue at 30 April 2019	100	10,329,300

Notes (continued)

16. Capital and reserves (continued)

	2019	2018
	£	£
<i>Allotted, called up and fully paid</i>		
10,329,300 ordinary shares of £0.00001 each (2018: 100,000 of £0.001)	103	100
100 preferred ordinary shares of £1 each	100	100
	203	200

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The holders of the preferred ordinary shares shall be entitled to receive a Preferred Dividend of the first £100,000 of any dividend declared, with the balance available for distribution amongst other shareholders. The preferred ordinary shares do not carry any voting rights, but are able to attend and speak at any general meeting of the company.

Share premium was created due to options exercised as per note 17.

17. Employee benefits

Share based payments

The terms and conditions of the grants are as follows:

Group	Method of settlement accounting	Number of instruments	Vesting conditions	Contractual life of options
Grant date / employees entitled				
Equity settled awarded, granted by Parent on 4 March 2016	Equity	1	Option becomes exercisable on the date of an 'exit'	10 years from grant date
Equity settled awarded, granted by Parent on 4 July 2017	Equity	1	Options become exercisable on a 4 year service condition	4 years from grant date
Equity settled awarded, granted by Parent on 31 December 2018	Equity	1	Options become exercisable on a 4 year service condition	4 years from grant date

The share based payments are the same in both Group and single company.

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
	2019		2018	
	£		£	
Outstanding at the beginning of the year	125.19	925	61.56	3,600
Granted during the year	1.63	92,325	125.19	1,550
Forfeited during the year	-	-	70.97	(4,225)
Exercised during the year	1.25	(20,000)	-	-
	1.63	73,250	125.19	925
Outstanding at the end of the year				
Exercisable at the end of the year	-	-	-	-

Notes (continued)

17. Employee benefits (continued)

Share based payments (continued)

The Company is unable to directly measure the fair value of the employee services received. Instead, the fair value of the share options granted during the year is determined using the Black-Scholes model. The model is internationally recognised as being appropriate to value employee share schemes. The resulting fair value per option was £11.34.

The total expenses recognised for the year and the total liabilities recognised at the end of the year arising from share-based payments are as follows:

	2019	2018
	£	£
Total share based payment expense	43,573	42,805
	<hr/>	<hr/>
Total carrying amount included within equity	(43,573)	(42,805)
	<hr/>	<hr/>

No vesting date is known as at 30 April 2019, therefore an estimated vesting date of 4 March 2021 is used. Only the proportion from the grant date to the year end date has been included within the current year financial statements. Each year, a proportion will be expensed depending upon the estimated vesting date.

18. Operating leases

Non-cancellable operating lease rentals are payable as follows:

	Group		Company	
	2019	2018	2019	2018
	£	£	£	£
Less than one year	765,331	683,312	433,785	276,546
Between one and five years	928,616	409,174	826,509	179,636
	<hr/>	<hr/>	<hr/>	<hr/>
	1,693,947	1,092,486	1,260,294	456,182
	<hr/>	<hr/>	<hr/>	<hr/>

During the year, £825,322 was recognised as an expense in the profit and loss account in respect of operating leases (2018: £757,101).

Notes (continued)

19. Financial instruments

	Group		Company	
	2019	2018	2019	2018
The carrying amount of financial assets and liabilities				
Assets measured at amortised cost	8,561,802	10,423,944	8,885,969	7,548,276
Assets measured at cost less impairment	-	-	-	-
Liabilities measured at amortised cost	(4,751,313)	(453,903)	(4,374,294)	(357,329)
	3,810,489	9,970,041	4,511,675	7,190,947

20. Related parties

Group and company

Identity of related parties with which the Group and company has transacted

The Group has taken advantage of the exemption contained in FRS102.33.1A and has therefore not disclosed transactions or balances with wholly owned entities which form part of the Group headed by the Company.

During the year the company paid £182,646 (2018: £153,639) to Celebration Properties Limited, a company in which Mr G Rathour and Mrs S Rathour are also directors. Throughout the year, a total of £146,975 (2018: £67,500) was paid for rent of the Nottingham property, and £35,671 for project management fees in relation to the refurbishment of the Nottingham property (2018: £86,139). The total amount owed to Celebration Properties Limited as at 30 April 2019 was £76,245 (2018: £6,630), this balance is included within trade creditors.

Transactions with key management personnel

Total compensation of key management personnel (including the directors) in the year amounted to £1,576,819 (2018: £1,181,257).

Transactions in relation to loans from directors during the year are aggregated in the table below:

	Interest Rate %	Opening Balance £	Amounts Advanced £	Interest Charged £	Amounts Repaid £	Provision £	Closing Balance £
R Rathour	3.0	-	30,000	-	(30,000)	-	-
		-	30,000	-	(30,000)	-	-

Notes (continued)

21. Ultimate controlling party

The ultimate controlling party is director and majority shareholder, R Rathour.

22. Accounting estimates and judgements

Key sources of estimation uncertainty

Revenue recognition

The Group provides a number of services to partners. There are significant judgements in relation to the period over which revenue is recognised or how much revenue is allocated against specific services.

Recognition of accrued income includes estimates by the Group on expected revenue based on transactions that have completed and for which the Group expect to receive fees but has not yet been paid. This includes estimated commission fees, where purchases by members have taken place but commission fees have not been confirmed or invoiced.

23. Administrative expenses - exceptional

	2019	2018
Restructuring costs	873,907	-
Legal costs	186,080	-
Directors loan waived	-	486,140
	<hr/> 1,059,987	<hr/> 486,140
	<hr/>	<hr/>

Directors present exceptional expenses separately in the profit and loss account as these are considered to be one off in nature and material in value.