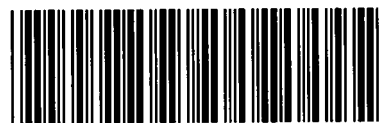


REGISTERED NUMBER: 07697935 (England and Wales)

REPORT OF THE DIRECTORS AND  
AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2017  
FOR  
SYNDICATE ROOM LTD

THURSDAY



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27/09/2018  
COMPANIES HOUSE

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FOR THE YEAR ENDED 31 DECEMBER 2017**

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**SYNDICATE ROOM LTD**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**DIRECTORS:**

G Vasconcelos  
D E Gill  
T Britton  
P T Bellis  
Dr J Milner

**REGISTERED OFFICE:**

The Pitt Building  
Trumpington Street  
Cambridge  
CB2 1RP

**REGISTERED NUMBER:**

07697935 (England and Wales)

**AUDITORS:**

Chater Allan LLP  
Chartered Accountants  
& Statutory Auditors  
Beech House  
4a Newmarket Road  
Cambridge  
Cambridgeshire  
CB5 8DT

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31 DECEMBER 2017**

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of an online investment platform for private investors and institutional investors to co-invest in private companies alongside seasoned investors. The company also had a minor activity of running an EIS fund called Fund Twenty8 which accounted for around 10% of the overall revenues of the company.

**REVIEW OF BUSINESS**

The company has continued to increase the number of companies that raised finance through the platform and more importantly the total amount being invested via the platform. This resulted in an overall increase in revenue of c70% between the year under review and the previous period. Further to an increase in revenues, costs were reduced by c20% from the previous period due to a focus on ongoing improvement of internal processes and increase internal efficiencies.

The most notable success during the year under review was Fund Twenty8. The fund is not meant to, and does not, represent a significant source of revenue to the business. The main added value is the marketing element of attracting more companies due to the availability of a fund to leverage the platform. This was partially what allowed us to be able to attract more companies raising larger sums in 2017, resulting in the increase in revenues as stated above. Due to the success achieved, the company expects to repeat this strategy in 2018.

The company continued to operate a Portuguese branch.

**DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2017.

**RESEARCH AND DEVELOPMENT**

Expenditure on research is written off in the year in which it is incurred.

Expenditure on development costs, where it meets the criteria for capitalisation in accordance with IAS 38, is capitalised and amortised over the period revenues are expected to be received. Where development costs do not meet the criteria for capitalisation, as set out in IAS 38, the expenditure is written off in the year in which it is incurred.

During the year development expenditure that met the criteria of capitalisation of £Nil was incurred .

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2017 to the date of this report.

G Vasconcelos  
D E Gill  
T Britton  
P T Bellis  
Dr J Milner

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors 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 International Financial Reporting Standards as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

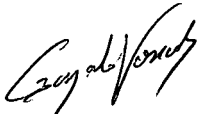
**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, Chater Allan LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**



.....  
G Vasconcelos - Director

Date: 23/4/2018 .....

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF SYNDICATE ROOM LTD**

### **Opinion**

We have audited the financial statements of Syndicate Room Ltd (the 'company') for the year ended 31 December 2017 which comprise the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and Notes to the Statement of Cash Flows, Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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 a Report of the Auditors 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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

### **Emphasis of matter**

As disclosed in detail in Note 2 to the financial statements, the company's ability to continue to trade is dependent upon the continued support of its parent undertaking in the form of not demanding repayment of the debt due to it and by further financial support as required. Our opinion is not qualified in this respect.

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, 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.

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF SYNDICATE ROOM LTD**

### **Opinion on other matters prescribed by the Companies Act 2006**

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

- the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

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

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

### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 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 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 company or to cease operations, or have no realistic alternative but to do so.

### **Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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.

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

Stuart Graham Berriman FCCA FCA (Senior Statutory Auditor)  
for and on behalf of Chater Allan LLP  
Chartered Accountants  
& Statutory Auditors  
Beech House  
4a Newmarket Road  
Cambridge  
Cambridgeshire  
CB5 8DT

23 April 2018

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Notes	2017 £	2016 £
<b>CONTINUING OPERATIONS</b>			
Revenue		804,245	472,906
Administrative expenses		(1,902,922)	(1,942,458)
<b>OPERATING LOSS</b>		(1,098,677)	(1,469,552)
Finance income	4	12	244
<b>LOSS BEFORE INCOME TAX</b>		(1,098,665)	(1,469,308)
Income tax	6	20,054	101,521
<b>LOSS FOR THE YEAR</b>		(1,078,611)	(1,367,787)
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Item that may be reclassified subsequently to profit or loss:</b>			
Share options granted		40,672	128,337
Income tax relating to item of other comprehensive income		-	-
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX</b>		40,672	128,337
<b>TOTAL COMPREHENSIVE LOSS</b>		(1,037,939)	
Prior year adjustment			20,533
<b>TOTAL COMPREHENSIVE LOSS SINCE LAST ANNUAL REPORT</b>			(1,218,917)

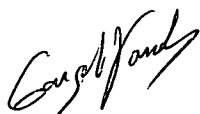


**SÝNDICATE ROOM LTD (REGISTERED NUMBER: 07697935)**

**STATEMENT OF FINANCIAL POSITION  
31 DECEMBER 2017**

	Notes	2017 £	2016 £
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Intangible assets	8	218,429	263,693
Property, plant and equipment	9	46,979	17,620
Trade and other receivables	10	42,732	-
		<u>308,140</u>	<u>281,313</u>
<b>CURRENT ASSETS</b>			
Trade and other receivables	10	157,506	79,766
Tax receivable		20,326	97,921
Cash and cash equivalents	11	203,883	34,418
		<u>381,715</u>	<u>212,105</u>
<b>TOTAL ASSETS</b>		<u><u>689,855</u></u>	<u><u>493,418</u></u>
<b>EQUITY</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Called up share capital	12	2,530	2,530
Share premium	13	1,924,477	1,924,477
Retained earnings	13	(3,519,341)	(2,481,402)
<b>TOTAL EQUITY</b>		<u>(1,592,334)</u>	<u>(554,395)</u>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	14	2,282,168	1,047,813
Financial liabilities - borrowings			
Bank overdrafts	15	21	-
		<u>2,282,189</u>	<u>1,047,813</u>
<b>TOTAL LIABILITIES</b>		<u>2,282,189</u>	<u>1,047,813</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>689,855</u></u>	<u><u>493,418</u></u>

The financial statements were approved by the Board of Directors on 13/4/2018 and were signed on its behalf by:



.....  
G Vasconcelos - Director

STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2017

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
<b>Balance at 1 January 2016</b>	2,530	(1,262,485)	1,924,477	664,522
Prior year adjustment	-	20,533	-	20,533
As restated	<u>2,530</u>	<u>(1,241,952)</u>	<u>1,924,477</u>	<u>685,055</u>
<b>Changes in equity</b>				
Total comprehensive loss	-	(1,239,450)	-	(1,239,450)
<b>Balance at 31 December 2016</b>	<u>2,530</u>	<u>(2,481,402)</u>	<u>1,924,477</u>	<u>(554,395)</u>
<b>Changes in equity</b>				
Total comprehensive loss	-	(1,037,939)	-	(1,037,939)
<b>Balance at 31 December 2017</b>	<u>2,530</u>	<u>(3,519,341)</u>	<u>1,924,477</u>	<u>(1,592,334)</u>

**STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2017**

		2017 £	2016 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	(1,203,302)	(408,717)
Tax paid		97,649	9,576
		<u>(1,105,653)</u>	<u>(399,141)</u>
<b>Net cash from operating activities</b>			
<b>Cash flows from investing activities</b>			
Purchase of intangible fixed assets		-	(171,819)
Purchase of tangible fixed assets		(43,938)	(8,643)
Interest received		12	244
		<u>(43,926)</u>	<u>(180,218)</u>
<b>Net cash from investing activities</b>			
<b>Cash flows from financing activities</b>			
New loans in year		1,319,023	-
		<u>1,319,023</u>	<u>-</u>
<b>Net cash from financing activities</b>			
		<u>169,444</u>	<u>(579,359)</u>
<b>Increase/(decrease) in cash and cash equivalents</b>			
<b>Cash and cash equivalents at beginning of year</b>	2	34,418	613,777
		<u>203,862</u>	<u>34,418</u>
<b>Cash and cash equivalents at end of year</b>	2	<u>203,862</u>	<u>34,418</u>

NOTES TO THE STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2017

1. RECONCILIATION OF LOSS BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	2017	2016
	£	£
Loss before income tax	(1,098,665)	(1,469,308)
Depreciation charges	14,579	6,012
Loss on disposal of fixed assets	-	2,922
Share options granted	40,672	128,337
Impairment losses	45,264	-
Finance income	(12)	(244)
	<u>(998,162)</u>	<u>(1,332,281)</u>
Increase in trade and other receivables	(120,472)	(48,620)
(Decrease)/increase in trade and other payables	(84,668)	972,184
	<u>(1,203,302)</u>	<u>(408,717)</u>

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Year ended 31 December 2017

	31/12/17	1/1/17
	£	£
Cash and cash equivalents	203,883	34,418
Bank overdrafts	(21)	-
	<u>203,862</u>	<u>34,418</u>

Year ended 31 December 2016

	31/12/16	1/1/16
	£	£
Cash and cash equivalents	34,418	613,777

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**1. STATUTORY INFORMATION**

Syndicate Room Ltd is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

**2. ACCOUNTING POLICIES**

**Basis of preparation**

These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

**Critical accounting judgements and key sources of estimation uncertainty**

The directors are of the opinion that the value of Share Options granted, as disclosed in note 19 to the financial statements, are not materially different from the market value of the underlying Ordinary Shares as at the date of grant of the Options.

**Revenue recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

Income from set-up fees is recognised when a fund-raising contract has been signed with a client company. Income arising as a result of successful fund raising by a client company is recognised when cleared funds have been received from investors.

**Property, plant and equipment**

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life.

Fixtures and fittings	- 25% on cost
Computer equipment	- 33% on cost and 25% on cost

**Taxation**

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

**Research and development**

Expenditure on research is written off in the year in which it is incurred.

Expenditure on development costs, where it meets the criteria for capitalisation in accordance with IAS 38, is capitalised and amortised over the period revenues are expected to be received. Where development costs do not meet the criteria for capitalisation, as set out in IAS 38, the expenditure is written off in the year in which it is incurred.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**2. ACCOUNTING POLICIES - continued**

**Hire purchase and leasing commitments**

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the period of the lease.

**Employee benefit costs**

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the income statement in the period to which they relate.

**Going concern**

The directors have considered the financial position of the company and believe it is well placed to manage its business risks successfully. The parent undertaking, Syndicate Room Group Ltd, has agreed to continue to support the company both in terms of not demanding repayment of amounts due to it until the company has sufficient resources to settle all debts and by further financial support if required. The directors have a reasonable expectation therefore that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of preparation in preparing the financial statements.

**3. EMPLOYEES AND DIRECTORS**

	2017 £	2016 £
Wages and salaries	931,887	627,696
Social security costs	118,953	96,773
Other pension costs	7,368	-
	<u>1,058,208</u>	<u>724,469</u>

The average number of employees during the year was as follows:

	2017	2016
Directors	2	2
Technical and administration	20	20
	<u>22</u>	<u>22</u>

	2017 £	2016 £
Directors' remuneration	<u>106,250</u>	<u>100,833</u>

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>2</u>	<u>-</u>
------------------------	----------	----------

**4. NET FINANCE INCOME**

	2017 £	2016 £
Finance income:		
Deposit account interest	<u>12</u>	<u>244</u>

NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017

## 5. LOSS BEFORE INCOME TAX

The loss before income tax is stated after charging/(crediting):

	2017	2016
	£	£
Other operating leases	95,007	24,066
Depreciation - owned assets	14,579	6,012
Loss on disposal of fixed assets	-	2,922
Auditors' remuneration	9,240	6,000
Foreign exchange differences	(2,692)	(4,673)
Directors and officers liability insurance	1,125	1,125
Research and development	60,946	55,665
Impairment of development costs capitalised	45,264	-
	<u>          </u>	<u>          </u>

## 6. INCOME TAX

## Analysis of tax income

	2017	2016
	£	£
Current tax:		
Tax	(20,054)	(97,921)
Deferred tax	-	(3,600)
	<u>          </u>	<u>          </u>
Total tax income in statement of profit or loss and other comprehensive income	<u>(20,054)</u>	<u>(101,521)</u>

## Factors affecting the tax expense

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2017	2016
	£	£
Loss before income tax	<u>(1,098,665)</u>	<u>(1,469,308)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2016 - 20%)	(208,746)	(293,862)
Effects of:		
Depreciation in excess of capital allowances	2,943	59
Expenditure not allowed for tax purposes (primarily share options)	10,252	26,019
Enhanced research and development expenditure net of losses surrendered	11,580	42,406
Development costs capitalised	-	(34,364)
Tax losses carried forward to set against future taxable profits	182,911	259,742
Research and development tax credit	(20,326)	(97,921)
Overseas tax	272	-
Deferred tax (credit)/charge	-	(3,600)
Group relief claim	1,060	-
	<u>          </u>	<u>          </u>
Tax income	<u>(20,054)</u>	<u>(101,521)</u>

The Company has circa £3.43mn of taxable losses to carry forward and set against future taxable profits. A potential deferred tax asset of circa. £651.4k has not been included for these losses due to the uncertainty of the timing and recoverability.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**

**7. PRIOR YEAR ADJUSTMENT**

The prior year adjustment related to the overstatement of income and debtors in 2015 of £25,100, the understatement of accruals of £19,091 and the understatement of Intangible assets of £64,724. The overall effect of the prior year adjustment was to increase Retained earnings by £20,533.

**8. INTANGIBLE ASSETS**

	Development costs £
<b>COST</b>	
At 1 January 2017 and 31 December 2017	<u>263,693</u>
<b>AMORTISATION</b>	
Impairments	<u>45,264</u>
At 31 December 2017	<u>45,264</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>218,429</u>
At 31 December 2016	<u>263,693</u>

The intangible asset relates to internally generated development costs. The intangible asset is deemed to have an indefinite useful economic life and therefore amortisation is only charged where specific expenditure is deemed to have a shorter life. The intangible asset is reviewed for impairment on an annual basis.

**9. PROPERTY, PLANT AND EQUIPMENT**

	Fixtures and fittings £	Computer equipment £	Totals £
<b>COST</b>			
At 1 January 2017	2,191	22,439	24,630
Additions	<u>31,944</u>	<u>11,994</u>	<u>43,938</u>
At 31 December 2017	<u>34,135</u>	<u>34,433</u>	<u>68,568</u>
<b>DEPRECIATION</b>			
At 1 January 2017	1,122	5,888	7,010
Charge for year	<u>6,184</u>	<u>8,395</u>	<u>14,579</u>
At 31 December 2017	<u>7,306</u>	<u>14,283</u>	<u>21,589</u>
<b>NET BOOK VALUE</b>			
At 31 December 2017	<u>26,829</u>	<u>20,150</u>	<u>46,979</u>
At 31 December 2016	<u>1,069</u>	<u>16,551</u>	<u>17,620</u>



NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017

10. TRADE AND OTHER RECEIVABLES

	2017 £	2016 £
Current:		
Trade debtors	25,801	21,468
Other debtors	108,217	35,121
Prepayments and accrued income	23,488	23,177
	<u>157,506</u>	<u>79,766</u>
Non-current:		
Other debtors	<u>42,732</u>	<u>-</u>
Aggregate amounts	<u>200,238</u>	<u>79,766</u>

11. CASH AND CASH EQUIVALENTS

	2017 £	2016 £
Cash in hand	71	27
Bank accounts	203,812	34,391
	<u>203,883</u>	<u>34,418</u>

12. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2017	2016
Number:	Class:	Nominal value:	£	£
2,530	Ordinary	£0.001	<u>2,530</u>	<u>2,530</u>

The Ordinary shares have the following rights:

- A right to vote based on one share one vote;
- A right to participate in a dividend distribution;
- A right to participate in a capital distribution in the event of a winding up.

13. RESERVES

	Retained earnings £	Share premium £	Totals £
At 1 January 2017	(2,481,402)	1,924,477	(556,925)
Deficit for the year	(1,078,611)		(1,078,611)
Share options granted	40,672	-	40,672
At 31 December 2017	<u>(3,519,341)</u>	<u>1,924,477</u>	<u>(1,594,864)</u>

NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017

14. TRADE AND OTHER PAYABLES

	2017 £	2016 £
Current:		
Trade creditors	32,540	79,242
Amounts owed to group undertakings	2,174,175	855,152
Social security and other taxes	31,058	26,941
Other creditors	2,244	1,521
Accruals and deferred income	42,151	84,957
	<u>2,282,168</u>	<u>1,047,813</u>

15. FINANCIAL LIABILITIES - BORROWINGS

	2017 £	2016 £
Current:		
Bank overdrafts	<u>21</u>	<u>-</u>
Terms and debt repayment schedule		
		1 year or less £
Bank overdrafts		<u>21</u>

16. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:	2017 £	2016 £
Within one year	102,556	6,250
Between one and five years	307,669	-
	<u>410,225</u>	<u>6,250</u>

17. ULTIMATE PARENT COMPANY

The ultimate parent company is Syndicate Room Group Ltd, a company incorporated in England and Wales, registration number 10124624. The registered office of Syndicate Room Group Ltd is, The Pitt Building, Trumpington Street, Cambridge, United Kingdom, CB2 1RP.

18. RELATED PARTY DISCLOSURES

The company is controlled by Syndicate Room Group Ltd.

During the year ended 31 December 2015 the company established a registered Branch in Portugal, "SyndicateRoom Ltd - Sucursal em Portugal". The Branch is wholly owned by Syndicate Room Ltd. the accounts for Syndicate Room Ltd reflect all of the transactions that have gone through the Portuguese Branch.

At the year end Syndicate Room Ltd owed its parent undertaking, Syndicate Room Group Ltd £2,174,175.

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31 DECEMBER 2017**

**19. SHARE-BASED PAYMENT TRANSACTIONS**

In 2015 the company established an Enterprise Management Investment Share Option Scheme. The Scheme was established to recruit, motivate and retain key permanent employees.

At 31 December 2016, 255,120 EMI share options were outstanding at an exercise price of between £0.001 and £1.04. No EMI options were issued, exercised, cancelled or lapsed during the year. At 31 December 2017 255,120 EMI share options were outstanding at an exercise price of between £0.001 and £1.04.

EMI Share Options have varying vesting dates including, the first anniversary of the date of grant, at a rate of 20,000 at each anniversary from the date of grant of 100,000 EMI Share Options granted on 19 April 2016, and at a rate of a quarter of options granted, on 1 January each year thereafter.

The Company also operates an unapproved Share Option Scheme. At 31 December 2016, 64,136 share options were in issue with an exercise price of between £0.34 and £1.04. No share options were granted, exercised, cancelled or lapsed during the year. At 31 December 2017, 64,136 share options were in issue with an exercise price of between £0.34 and £1.04.