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**BOARD INTELLIGENCE LTD**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2022**

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**BOARD INTELLIGENCE LTD**

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**COMPANY INFORMATION**

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<b>Directors</b>	P C Begg C N Day A G D B Harris J J Klahr J P Sundberg J R B Sundberg
<b>Company secretary</b>	E N C Priestley
<b>Registered number</b>	04529306
<b>Registered office</b>	24 Cornhill London EC3V 3ND
<b>Independent auditor</b>	CLA Evelyn Partners Limited Chartered Accountants & Statutory Auditor 45 Gresham Street London EC2V 7BG

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**BOARD INTELLIGENCE LTD**

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**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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The directors present the Strategic Report for Board Intelligence Ltd ("the Company") for the year ended 31 December 2022.

**Principal activity**

The principal activity of the Company is the provision of Software as a Service (SaaS) products that drive board effectiveness for decision makers and directors within both the private and public sectors.

The core SaaS products include a board portal for simple, secure access to board packs and a report writing product for customers looking to transform their board conversation with high-impact agendas and papers.

**Business review**

During the 2022 financial year the Company made strong commercial progress with significant increases in revenues and customer numbers for the year. The Company invested in developing a next generation AI-powered management reporting tool called Lucia, launching the initial version to the market in the third quarter. This product, a result of in-house research and development, uses the Board Intelligence Question Driven Insight framework to put the principle of questioning at the heart of management reports enabling report writers to focus on what matters most, and communicate with impact.

We are pleased to report our results for the year ended 31 December 2022 are set out in the Statement of Comprehensive Income on page 11. Total revenue increased by 22% from £11.13m in 2021 to £13.62 in 2022. Recurring revenue increasing by 23% from £10.71m in 2021 to £13.18m in 2022 as a result of new customers and expansion of current customer accounts. Total administrative costs increased by 25% from £11.83m in 2021 to £14.82m in 2022. This was primarily driven by an increase in employee headcount as the Company scaled to meet increased customer demand. Net losses increased slightly in the year, from £(0.09m) in 2021 to £(0.86m) in 2022.

For the year ended 31 December 2022 the average number of employees in Board Intelligence Ltd was 120 employees compared to 98 employees in 2021. Our people are our key asset and central to everything we do. In 2022 the impact of the Covid-19 pandemic and Brexit were still being felt in the employment market and created knock-on impacts on talent acquisition and retention as we sought to scale up the team. We have a strong cultural framework to ensure the Board Intelligence Ltd remains an employer of choice for top talent.

The cash position remained relatively consistent throughout the year. At year end there had been a slight increase of 8% in cash from £14.67m at 31 December 2021 to £15.81m at 31 December 2022.

STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**Principal risks and uncertainties**

The Company considers risk management as integral to the success of the business. As a provider of SaaS products we are exposed to a number of potential risks that may have a material impact on reputation, financial and operational performance which we seek to identify and mitigate where possible.

The Company manages the following risks on an ongoing basis:

**Business risks**

*Product differentiation*

The market for software specifically designed for boards of directors, management teams and key decision makers is continuously evolving with new entrants and updated offerings from incumbent providers as well as more generalist software that some customers adapt for these needs. Board Intelligence software is differentiated by its usability and its ability to transform board and management conversations by changing conversations to focus on what matters most with messages communicated with impact. If the Company does not maintain that differentiation that may result in financial risks. To mitigate this we have dedicated product teams who develop, test and review product roadmaps and alignment to market requirements. We invest in significant research and development through our own in-house teams to develop new products and features.

*Product availability*

The principal activities of the Company relate to the provision of SaaS products for management teams and directors. Our product availability depends on complex, interconnected technology systems and an outage for a material time period could result in reputational and operational risks. To mitigate this our internal processes are designed incorporating industry best practice and we use a small group of trusted third-party sub-processors who have reliability and security at their core.

**Financial risks**

*Credit risk*

The Company sells SaaS products in the business-to-business market (B2B) and as part of our commercial model we provide business customers with credit terms. This risk is mitigated through a diverse customer base, strong customer relationships and our dedicated accounts receivable team who review credit risk monthly and employ credit control practices if the need arises.

*Liquidity risk*

The Company manages cash flow risk by maintaining and reviewing cash flow forecasts on a regular basis. The company has not required cash investment in the 2022 financial year and our cash position has remained relatively static throughout the year. The cash balances we have held throughout the year significantly mitigates liquidity risk.

*Foreign exchange risk*

The Company is exposed to foreign exchange risk in relation to the significant foreign currency cash balances held. In general, the Company has limited transactions in foreign currencies and mitigates this risk as far as possible by utilising funds which match the required currency.

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## BOARD INTELLIGENCE LTD

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### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

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#### Economic risk

##### *Downturn in key markets*

Challenging macroeconomic conditions and a significant downturn in our core markets could create downward pressure on growth and revenue. Central to the Board Intelligence product offering is efficiency and improved decision making for our customers. Despite increased volatility and tough economic conditions over the last three years, Board Intelligence has continued to deliver strong customer and revenue growth through its proven product suite.

#### Operational risks

##### *Significant data breach*

A significant data breach of our core customer systems would open the business to material reputational and financial risks. A data breach could result in a breach of data protection legislation resulting in certain legal risks. To mitigate these risks our internal processes are designed incorporating industry best practice. We have dedicated teams responsible for cyber security who utilise third party experts to provide a comprehensive review of our cyber security position on a regular basis.

##### *Recruitment and retention of key employees*

The Company has a strong cultural framework and has historically been able to attract and retain outstanding talent. Remuneration packages include medium- and long-term incentives to aid us in aligning business goals and targets with personal success. As we continue to grow as a business, we are building of a strong talent acquisition team in parallel to help attract top talent within a competitive market.

#### Financial key performance indicators

The Company's key financial performance indicators during the year were as follows:

	2022	2021
	£	£
Total revenue	13,616,737	11,133,624
Recurring revenue	13,176,602	10,708,396
Operating loss	1,203,703	695,818
Net loss	859,879	89,654
Cash and cash equivalents	15,811,310	14,673,832

Recurring revenue is revenue relating to long-term SaaS subscriptions, excluding one-off consulting or other non-recurring revenue.

The performance of the business against the above key performance indicators has been considered in the Business review above.

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

**J R B Sundberg**  
Director

Date: 28 September 2023

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BOARD INTELLIGENCE LTD

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DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2022

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The directors present their report and the financial statements for the year ended 31 December 2022.

**Results and dividends**

The loss for the year, after taxation, amounted to £859,879 (2021 - £89,654).

No dividends were paid or proposed during the year (2021 - £Nil).

**Directors**

The directors who served during the year were:

P C Begg  
C N Day  
A G D B Harris  
J J Klahr  
J P Sundberg  
J R B Sundberg

**Future developments**

The Company will continue to invest in research and development activities and invest in developing the markets where seek to compete. The directors foresee no material change in the nature of the Companies activities at this stage.

**Research and development**

The directors regard the investment in research and development an integral part of the long-term strategy for the Company. The investment in research and development includes the development of new SaaS products as well as new features for the suite of existing products, both are important to ensure the Company is positioned as a strong player in a competitive market and the continuing success of the business.

During 2022, the Company launched its new management reporting tool, called Lucia, in the third quarter. In addition, new features were released on existing products as well as continued improvements in infrastructure and security in line with market best practice.

**Disclosure of information to auditor**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

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

**Post reporting date events**

There have been no significant events affecting the Company since the year end.

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**BOARD INTELLIGENCE LTD**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**Auditor**

The auditor, CLA Evelyn Partners Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

**J R B Sundberg**

Director

Date: 28 September 2023

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**BOARD INTELLIGENCE LTD**

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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the 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 for the Company's financial statements and then apply them consistently;

make judgements and accounting estimates that are reasonable and prudent; and

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 to 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOARD INTELLIGENCE LTD

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### **Opinion**

We have audited the financial statements of Board Intelligence Ltd (the 'Company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, the Statement of Cash Flows, the Analysis of Net Debt and the 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 Company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's 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**

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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOARD INTELLIGENCE LTD (CONTINUED)

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**Other information**

The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report and Financial Statements. 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.

**Opinions on other matters prescribed by the Companies Act 2006**

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

the information given in the Strategic Report and the 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 Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or  
the financial statements are not in agreement with the accounting records and returns; or  
certain disclosures of 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 set out on page 7, 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOARD INTELLIGENCE LTD (CONTINUED)

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**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.

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

We obtained an understanding of the Company's legal and regulatory framework through enquiry of management concerning their understanding of relevant laws and regulations and the entity's policies and procedures regarding compliance. We understand that the Company complies with the framework through:

Maintaining clear policies;

Close oversight by the directors and key management, meaning that any litigation or claims would come to their attention directly; and

Engaging external experts as required, including assistance with payroll, tax compliance and statutory accounts preparation.

In the context of the audit, we considered those laws and regulations which determine the form and content of the financial statements and which are central to the Company's ability to conduct its business and where failure to comply could result in material penalties. We identified the following laws and regulations as being of significance in the context of the Company:

The Companies Act 2006 and FRS 102 in respect of the preparation and presentation of the financial statements; and

Data protection and information security regulations.

We performed the following procedures to gain evidence about compliance with the significant laws and regulations identified above:

We made enquiries of management and reviewed board meeting minutes.

We obtained written management representations that they have disclosed to us all known instances of noncompliance or suspected non-compliance with laws and regulations and accounted for and disclosed all known actual or possible litigation and claims in the financial statements.

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. The key area identified in this discussion was the manipulation of the financial statements through manual journal entries and incorrect recognition of revenue.

The procedures we carried out to gain evidence in the above area included:

Testing journal entries, selected based on specific risk assessments applied based on the Company's processes and controls surrounding manual journals.

Testing of revenue transactions to underlying documentation.

A further description of our responsibilities is available 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 auditor's report.

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BOARD INTELLIGENCE LTD

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOARD INTELLIGENCE LTD (CONTINUED)

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**Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an 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.

Timothy Adams (Senior Statutory Auditor)

for and on behalf of

**CLA Evelyn Partners Limited**

Chartered Accountants  
Statutory Auditor

45 Gresham Street  
London  
EC2V 7BG

28 September 2023

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BOARD INTELLIGENCE LTD

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STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2022

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	Note	2022 £	2021 £
Turnover	4	13,616,737	11,133,624
<b>Gross profit</b>		<b>13,616,737</b>	<b>11,133,624</b>
Administrative expenses		(14,820,440)	(11,829,442)
<b>Operating loss</b>	5	<b>(1,203,703)</b>	<b>(695,818)</b>
Interest receivable and similar income	9	12,381	434
Interest payable and similar expenses	10	(1,689)	-
<b>Loss before tax</b>		<b>(1,193,011)</b>	<b>(695,384)</b>
Tax on loss	11	333,132	605,730
<b>Loss for the financial year</b>		<b>(859,879)</b>	<b>(89,654)</b>

There was no other comprehensive income for 2022 (2021 - £Nil).

The notes on pages 17 to 32 form part of these financial statements.

**BOARD INTELLIGENCE LTD**  
**REGISTERED NUMBER:04529306**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2022**

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Tangible assets	12	594,743	617,941
Investments	13	10	10
		<u>594,753</u>	<u>617,951</u>
<b>Current assets</b>			
Debtors	14	2,550,383	3,700,170
Bank and cash balances		15,811,310	14,673,832
		<u>18,361,693</u>	<u>18,374,002</u>
Creditors: amounts falling due within one year	15	(7,324,007)	(6,716,824)
<b>Net current assets</b>		<u>11,037,686</u>	<u>11,657,178</u>
<b>Total assets less current liabilities</b>		<u>11,632,439</u>	<u>12,275,129</u>
Creditors: amounts falling due after more than one year	16	(58,236)	(32,008)
<b>Provisions for liabilities</b>			
Other provisions	19	(113,643)	(113,643)
		<u>(113,643)</u>	<u>(113,643)</u>
<b>Net assets</b>		<u><u>11,460,560</u></u>	<u><u>12,129,478</u></u>
<b>Capital and reserves</b>			
Called up share capital	20	16,788	16,788
Share premium account	21	13,712,976	13,712,976
Share-based payment reserve	21	190,961	-
Profit and loss account	21	(2,460,165)	(1,600,286)
<b>Shareholders' funds</b>		<u><u>11,460,560</u></u>	<u><u>12,129,478</u></u>

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**BOARD INTELLIGENCE LTD**  
**REGISTERED NUMBER:04529306**

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**BALANCE SHEET (CONTINUED)**  
**AS AT 31 DECEMBER 2022**

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

**J R B Sundberg**  
Director

Date: 28 September 2023

The notes on pages 17 to 32 form part of these financial statements.

BOARD INTELLIGENCE LTD

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Called up share capital £	Share premium account £	Share-based payment reserve £	Profit and loss account £	Total equity £
<b>At 1 January 2021</b>	16,788	13,712,976	-	(1,510,632)	12,219,132
<b>Comprehensive income for the year</b>					
Loss for the year	-	-	-	(89,654)	(89,654)
<b>At 1 January 2022</b>	16,788	13,712,976	-	(1,600,286)	12,129,478
<b>Comprehensive income for the year</b>					
Loss for the year	-	-	-	(859,879)	(859,879)
Share option expense	-	-	190,961	-	190,961
<b>At 31 December 2022</b>	<u>16,788</u>	<u>13,712,976</u>	<u>190,961</u>	<u>(2,460,165)</u>	<u>11,460,560</u>

BOARD INTELLIGENCE LTD

**STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

	2022 £	2021 £
<b>Cash flows from operating activities</b>		
Loss for the financial year	(859,879)	(89,654)
<b>Adjustments for:</b>		
Depreciation of tangible assets	212,743	179,602
Interest paid	1,689	-
Interest received	(12,381)	(434)
Taxation credit	(333,132)	(605,730)
Decrease/(increase) in debtors	1,149,787	(1,645,724)
Increase in creditors	607,331	1,324,138
Corporation tax received	333,132	538,963
Share option charge	190,961	-
<b>Net cash generated from/(used in) operating activities</b>	<b>1,290,251</b>	<b>(298,839)</b>
<b>Cash flows from investing activities</b>		
Purchase of tangible fixed assets	(97,795)	(170,073)
Sale of tangible fixed assets	-	1,318
Interest received	12,381	434
<b>Net cash used in investing activities</b>	<b>(85,414)</b>	<b>(168,321)</b>
<b>Cash flows from financing activities</b>		
Finance lease repayment	(65,670)	(19,234)
Interest paid	(1,689)	-
<b>Net cash generated used in financing activities</b>	<b>(67,359)</b>	<b>(19,234)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>1,137,478</b>	<b>(486,394)</b>
Cash and cash equivalents at beginning of year	14,673,832	15,160,226
<b>Cash and cash equivalents at the end of year</b>	<b>15,811,310</b>	<b>14,673,832</b>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	<b>15,811,310</b>	<b>14,673,832</b>

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BOARD INTELLIGENCE LTD

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ANALYSIS OF NET DEBT  
FOR THE YEAR ENDED 31 DECEMBER 2022

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	At 1 January 2022 £	Cash flows £	New finance leases £	Other non-cash changes £	At 31 December 2022 £
Cash at bank and in hand	14,673,832	1,137,478	-	-	15,811,310
Finance leases within 1 year	(77,101)	65,670	(50,613)	(18,216)	(80,260)
Finance lease after 1 year	<u>(32,008)</u>	<u>-</u>	<u>(41,137)</u>	<u>14,909</u>	<u>(58,236)</u>

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**1. General information**

Board Intelligence Ltd is a private company, limited by shares, domiciled and incorporated in England and Wales (registered number: 04529306). The registered office address is 24 Cornhill, London, EC3V 3ND.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

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

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

The following principal accounting policies have been applied:

**2.2 Exemption from preparing consolidated financial statements**

The Company is exempt from the requirement to prepare consolidated financial statements under section 402 of the Companies Act 2006 as all of its subsidiary undertakings can be excluded under section 405 of the Companies Act 2006.

**2.3 Going concern**

The Company has net assets of £11,460,560 (2021 - £12,129,478) and made a loss during the year of £859,879 (2021 - £89,654). The directors have prepared a mid-term budget covering a period of at least 12 months, which shows that the Company has resources available to continue in business for the foreseeable future.

During 2020, the Company completed a fundraise with Susquehanna Growth Equity Partners, providing the business with additional cash to invest in growth. At 31 December 2022, the Company had an available cash balance of £15,811,310 (2021 - £14,673,832). The Company does not have any debt obligations beyond the normal course of business that require repayment in the coming year. The Company continues to grow through new customer acquisition and growth of existing customer accounts, and management anticipates that this will continue in the foreseeable future.

On the basis of the above, the directors consider it appropriate to apply the going concern basis of accounting and expect the Company to be able to continue in operation for the foreseeable future, being a period of at least twelve months from the date of signing of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Accounting policies (continued)

2.4 Foreign currency translation

**Functional and presentation currency**

The Company's functional and presentational currency is GBP.

**Transactions and balances**

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

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

2.5 Turnover

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

**Rendering of services**

Turnover from a contract to provide services under licence agreements is recognised in the period in which the services are provided in accordance with the contracted licence term when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the licence term (as stipulated by the contract) at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

Where payments are received from customers in advance of the services being provided, these payments are accounted for as deferred income and included within creditors due within one year.

2.6 Operating leases: the Company as lessee

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

2.7 Research and development

Research and development expenditure is written off to profit or loss in the year in which it is incurred. The research and development expense incurred during the year ended 31 December 2022 was £1,303,707 (2021 - £1,136,705).

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Accounting policies (continued)

2.8 Tangible fixed assets

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

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Land and buildings	- over the lease term
Fixtures, fittings and equipment	- 25% reducing balance

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

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

2.9 Leased assets: the Company as lessee

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the Company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to profit or loss so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.10 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Accounting policies (continued)

2.11 Pensions

**Defined contribution pension plan**

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

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.12 Financial instruments

Financial assets and financial liabilities are recognised in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

Trade and other debtors and creditors are classified as basic financial instruments and measured on initial recognition at transaction price. A provision is established when there is objective evidence that the Company will not be able to collect all amounts due.

Cash and cash equivalents are classified as basic financial instruments and comprise cash in hand and at bank, short-term bank deposits with an original maturity of three months or less and bank overdrafts which are an integral part of the Company's cash management.

Financial liabilities and equity instruments issued by the Company are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Interest bearing bank loans, overdrafts and other loans which meet the criteria to be classified as basic financial instruments are initially recorded at the present value of cash payable to the bank, which is ordinarily equal to the proceeds received net of direct issue costs. These liabilities are subsequently measured at amortised cost, using the effective interest rate method.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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2. Accounting policies (continued)

2.13 Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

2.14 Taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and

Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

In the application of the Company'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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key judgements and sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are described below:

**Recoverability of trade debtors**

The directors assess trade debtors for recoverability on a regular basis and provide for balances which are significantly overdue where there is sufficient doubt over their recoverability. The bad debt expense recognised during the year is shown in note 5. At the year end, a provision of £216,625 (2021 - £267,081) is included within trade debtors.

**4. Turnover**

The whole of the turnover is attributable to the rendering of services.

Analysis of turnover by country of destination:

	2022 £	2021 £
United Kingdom	11,735,725	10,609,582
Rest of Europe	1,026,545	180,286
Rest of the world	854,467	343,756
	<u>13,616,737</u>	<u>11,133,624</u>

**5. Operating loss**

The operating loss is stated after charging/(crediting):

	2022 £	2021 £
Loss on disposal of tangible fixed assets	-	1,318
Foreign exchange gain	1,265,942	84,462
Operating lease rentals	222,486	229,542
Bad debt expense	<u>39,484</u>	<u>21,903</u>

BOARD INTELLIGENCE LTD

NOTES TO THE FINANCIAL STATEMENTS  
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**6. Auditor's remuneration**

	2022 £	2021 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>32,750</u>	<u>29,540</u>
<b>Fees payable to the Company's auditor and its associates in respect of:</b>		
Taxation compliance services	4,250	3,175
All other services	1,340	3,150
	<u>5,590</u>	<u>6,325</u>

**7. Employees**

Staff costs, including directors' remuneration, were as follows:

	2022 £	2021 £
Staff salaries	9,368,258	7,319,365
Social security costs	1,148,709	859,209
Staff pension costs	310,126	240,659
	<u>10,827,093</u>	<u>8,419,233</u>

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

	2022 No.	2021 No.
Sales & marketing	23	22
Customer support & delivery	40	27
Product development	31	27
General & admin	26	22
	<u>120</u>	<u>98</u>

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BOARD INTELLIGENCE LTD

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**8. Directors' remuneration**

	2022 £	2021 £
Directors' emoluments	377,646	347,795
Company contributions to defined contribution pension schemes	10,720	11,197
	<u>388,366</u>	<u>358,992</u>

During the year retirement benefits were accruing to 2 directors (2021 - 2) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £180,808 (2021 - £177,878).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £5,730 (2021 - £5,665).

During the year no director exercised share options (2021 - Nil).

**9. Interest receivable and similar income**

	2022 £	2021 £
Bank interest receivable	<u>12,381</u>	<u>434</u>

**10. Interest payable and similar expenses**

	2022 £	2021 £
Bank interest payable	<u>1,689</u>	<u>-</u>

BOARD INTELLIGENCE LTD

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

**11. Taxation**

	2022 £	2021 £
<b>Corporation tax</b>		
Adjustments in respect of previous periods relating to R&D claims	<u>(333,132)</u>	<u>(539,139)</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	-	(66,591)
<b>Total deferred tax</b>	<u>-</u>	<u>(66,591)</u>
<b>Taxation on loss on ordinary activities</b>	<u>(333,132)</u>	<u>(605,730)</u>

**Factors affecting tax charge/(credit) for the year**

The tax assessed for the year is lower than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £	2021 £
Loss on ordinary activities before tax	<u>(1,193,011)</u>	<u>(695,384)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	(226,672)	(132,123)
<b>Effects of:</b>		
Fixed asset differences	(8,517)	-
Expenses not deductible for tax purposes	40,202	(7,325)
Capital allowances for year in excess of depreciation	-	(9,232)
Other permanent differences	905	2,870
Deferred tax not recognised	194,082	824,761
Adjustments to tax charge in respect of prior periods	(333,132)	(982,938)
Remeasurement of deferred tax for changes in tax rates	-	(301,743)
<b>Total tax credit for the year</b>	<u>(333,132)</u>	<u>(605,730)</u>

**Factors that may affect future tax charges**

Finance Act 2021 includes legislation to increase the main rate of corporation tax from 19% to 25% from 1 April 2023. The full anticipated effect of these changes is reflected in the above deferred tax balances.

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

**12. Tangible fixed assets**

	Land and buildings £	Fixtures, fittings and equipment £	Total £
<b>Cost</b>			
At 1 January 2022	113,643	1,104,969	1,218,612
Additions	-	189,545	189,545
At 31 December 2022	113,643	1,294,514	1,408,157
<b>Depreciation</b>			
At 1 January 2022	34,092	566,579	600,671
Charge for the year	11,364	201,379	212,743
At 31 December 2022	45,456	767,958	813,414
<b>Net book value</b>			
At 31 December 2022	68,187	526,556	594,743
<i>At 31 December 2021</i>	<i>79,551</i>	<i>538,390</i>	<i>617,941</i>

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2022 £		2021 £
Fixtures, fittings and equipment	81,424		108,566

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**BOARD INTELLIGENCE LTD**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022**

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**13. Fixed asset investments**

	<b>Investments in subsidiary companies</b>
	<b>£</b>
<b>Cost</b>	
At 1 January 2022	<b>10</b>
At 31 December 2022	<b>10</b>

**Subsidiary undertaking**

The following was a subsidiary undertaking of the Company:

<b>Name</b>	<b>Registered office</b>	<b>Class of shares</b>	<b>Holding</b>
Board Intelligence (HK) Limited	Suite 1106-8, 11/F, Tai Yau Building, No.181 Johnston Road, Wanchai, Hong Kong	Ordinary	100 %

As stated in note 2.2, consolidated financial statements have not been prepared to include the subsidiary undertaking as its inclusion is not material for the purpose of giving a true and fair view, in line with Section 405 of the Companies Act.

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertaking were as follows:

<b>Name</b>	<b>Aggregate of share capital and reserves</b>	<b>Profit/(Loss)</b>
Board Intelligence (HK) Limited	<b>76,432</b>	<b>13,416</b>

BOARD INTELLIGENCE LTD

NOTES TO THE FINANCIAL STATEMENTS  
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**14. Debtors**

	2022 £	2021 £
<b>Due after more than one year</b>		
Other debtors	152,646	152,646
<b>Due within one year</b>		
Trade debtors	2,074,838	2,744,373
Amounts owed by group undertakings	175	332
Other debtors	22,421	29,626
Prepayments and accrued income	300,303	234,235
Research & development tax credit	-	538,958
	<b>2,550,383</b>	<b>3,700,170</b>

**15. Creditors: Amounts falling due within one year**

	2022 £	2021 £
Trade creditors	220,613	146,219
Other taxation and social security	692,988	614,067
Obligations under finance lease and hire purchase contracts	80,260	77,101
Other creditors	97,402	175,159
Accruals and deferred income	6,232,744	5,704,278
	<b>7,324,007</b>	<b>6,716,824</b>

**16. Creditors: Amounts falling due after more than one year**

	2022 £	2021 £
Net obligations under finance leases and hire purchase contracts	<b>58,236</b>	<b>32,008</b>

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**17. Hire purchase and finance leases**

Minimum lease payments under hire purchase fall due as follows:

	2022 £	2021 £
Within one year	80,260	77,101
Between 1-5 years	58,236	32,008
	<u>138,496</u>	<u>109,109</u>

Finance lease payments represent rentals payable by the Company for certain items of plant and machinery. The lease transfers ownership of the leased assets at the end of the lease term. The lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

**18. Deferred taxation**

	2021 £
At beginning of year	66,591
Credited to profit or loss	(66,591)
<b>At end of year</b>	<u><u>-</u></u>

The Company has losses of approximately £5.6m (2021 - £5.5m) resulting in a deferred tax asset of approximately £1.4m (2022 - £1.3m). The Company has not recognised a deferred tax asset in respect of these losses until there is evidence of sustainable taxable profits.

**19. Provisions**

	Dilapidations £
At 1 January 2022	113,643
<b>At 31 December 2022</b>	<u><u>113,643</u></u>

The dilapidations provision has been recognised for repair works upon expiry of the property lease held by the Company.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

20. Share capital

	2022 £	2021 £
<b>Allotted, called up and fully paid</b>		
905,137 A Ordinary shares of £0.01 each	9,051	9,051
1,000 B Ordinary shares of £0.01 each	10	10
70,000 D Ordinary shares of £0.01 each	700	700
690,927 A Preference shares of £0.01 each	6,909	6,909
11,777 Deferred shares of £0.01 each	118	118
	<u>16,788</u>	<u>16,788</u>

**Rights, preferences and restrictions**

The A ordinary shares confer on the holder the right to vote and the right to participate in dividends. The A ordinary shareholders are entitled to participate on a winding up or distribution of capital.

The B ordinary shares do not confer on the holder the right to vote or participate in dividends. The B ordinary shareholders are entitled to participate on a winding up or distribution of capital.

The D ordinary shares confer on the holder the right to vote and participate in dividends. The D ordinary shareholders are entitled to participate in the distribution of any surplus exceeding £30m due on a winding-up or return of capital.

The A preference shares confer on the holder the right to vote and to participate in dividends. The A preference shareholders are entitled to participate with priority on a distribution of capital or winding up. The A preference shares are not redeemable.

The deferred shares do not confer on the holder the right to vote or to participate in dividends. The deferred shareholders are entitled to £1 for the entire class of deferred shares following the settlement of liquidation and capital return rights pertaining to A preference shares.

21. Reserves

**Share premium account**

The share premium account is used to record the aggregate amount or value of premiums paid when the Company's shares are issued at an amount in excess of nominal value.

**Share-based payment reserve**

This reserve relates to the fair value of the options granted which has been charged to profit or loss over the vesting period of the options.

**Profit and loss account**

This reserve relates to the cumulative retained earnings less amounts distributed to shareholders.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

**22. Share-based payments**

The Company operates an Enterprise Management Incentive (EMI) share option scheme, which is an equity-settled share-based payment arrangement. There are no market-based performance conditions attached to these options.

On 15 July 2022, 56,830 out of the 71,740 options outstanding at the beginning of the year were cancelled. There was a regrant of 31,272 options, a further 23,701 were issued as new exit only options. No share option charge has been recognised in respect of the exit only options on the basis that an exit is not probable. The remaining 31,272 options vest over various periods up to August 2024. A charge of £190,961 has been recognised in respect of these options in the year (2021 - £Nil).

A reconciliation of share option movements over the period to 31 December 2022 is shown below:

	Weighted average exercise price (£) 2022	Number 2022	Weighted average exercise price (£) 2021	Number 2021
Outstanding at the beginning of the year	0.13	71,740	0.13	71,740
Cancelled in the year	(0.13)	(56,830)	-	-
Granted during the year	0.01	54,973	-	-
Lapsed during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>0.01</b>	<b>69,883</b>	<b>0.13</b>	<b>71,740</b>

During the year, there was a share option charge of £190,961 (2021 - £Nil).

**23. Pension commitments**

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £310,126 (2021 - £240,659). Contributions totalling £273 (2021 - £72,897) were payable to the fund at the reporting date.

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BOARD INTELLIGENCE LTD

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2022

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**24. Commitments under operating leases**

At 31 December 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2022 £	2021 £
Not later than 1 year	190,808	254,110
Later than 1 year and not later than 5 years	954,038	954,038
Later than 5 years	106,004	360,414
	<u>1,250,850</u>	<u>1,568,562</u>

**25. Related party transactions**

The Company has taken advantage of the exemption in FRS 102 Section 33.1A to not disclose transactions with wholly owned group entities.

The aggregate compensation for key management personnel during the year was £953,471 (2021 - 814,066).

**26. Controlling party**

The directors do not consider there to be an ultimate controlling party.

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.