

**IMUTUAL LIMITED**  
**PREVIOUSLY KNOWN AS IMUTUAL PLC**  
**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND**  
**AUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2020**

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for the Year Ended 30 June 2020**

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**COMPANY INFORMATION**  
**for the Year Ended 30 June 2020**

**DIRECTORS:**

R Yendall  
Mrs S Yendall

**SECRETARY:**

R Yendall

**REGISTERED OFFICE:**

12 Payton Street  
Stratford upon Avon  
Warwickshire  
CV37 6UA

**REGISTERED NUMBER:**

07296295 (England and Wales)

**AUDITORS:**

Cooper Adams Ltd  
Chartered Accountants  
and Statutory Auditors  
12 Payton Street  
Stratford upon Avon  
Warwickshire  
CV37 6UA

**STRATEGIC REPORT  
for the Year Ended 30 June 2020**

The directors present their strategic report for the year ended 30 June 2020.

The year under review was the company's tenth year of operation. We made continuous improvements to our cashback service, with a dual aim of generating the maximum amount of cashback for members whilst also establishing a reputation as the most reliable and trustworthy cashback website.

**REVIEW OF BUSINESS**

During the year, our revenues were £87,323 compared with £191,211 the previous year. Total administrative expenses were £57,098. The accounts show a loss after tax of £4,785 compared with a profit of £45,521 the previous year.

In recent years, over 90% of the company's net revenues have been generated from travel-related offers. Some of the most lucrative deals had disappeared even before Coronavirus had hit the travel sector. This explains the fall in revenue, and an even more significant drop is inevitable in the current financial year. In the short term, this will severely limit the extent to which we can develop new features and offers on the site.

On the plus side, the company is able to operate on very low overheads and last year's conversion from PLC to private company status will help in this regard.

**PRINCIPAL RISKS AND UNCERTAINTIES**

The directors are aware of their responsibilities to review and manage any perceived risks to the business. Our analysis of current areas of risk for the company is as follows:

**Credit risk**

imutual's revenues are spread across several hundred different merchants, and each merchant relationship is managed through one of around twenty third party affiliate networks. The company takes care to ensure that it does not become over-reliant on revenue from a single source and takes active steps to manage credit risk.

**Commercial risk**

The company operates standard marketing agreements with affiliate networks, in an industry with which the directors have considerable experience. The company has taken expert advice from several sources with regards to the share offer, and will continue to review its legal framework to ensure that the imutual business model complies with the UK's regulatory environment.

**Cashflow**

In general, website members are only paid once imutual receives payment from the merchant for the associated transactions. In addition, the company has minimal overheads to maintain and strives to keep sufficient cash resources to meet any future expenses.

**FINANCIAL POSITION**

The company reported a loss after tax of £4,785 and the closing reserves were £60,475. Members should note that the directors have given a written undertaking to provide ongoing financial support for the company. Additionally, cashback balances (which represent the overwhelming proportion of company creditors) are explicitly protected by a Directors Guarantee.

**STRATEGIC REPORT**  
**for the Year Ended 30 June 2020**

**PLANS FOR FUTURE PERIODS**

Due to the severe impact of Covid-19 on our main sources of revenue, we will focus on day-to-day operations in the short term and there are unlikely to be any significant new features or initiatives. However, the company is well-placed to bounce back once market conditions return to normal.

The Board wishes to thank all customer shareholders for their ongoing loyalty and support. We look forward to working with them next year to help our unique company to grow and achieve its full potential.

**ON BEHALF OF THE BOARD:**

R Yendall - Director

16 February 2021

**REPORT OF THE DIRECTORS  
for the Year Ended 30 June 2020**

The directors present their report with the financial statements of the company for the year ended 30 June 2020.

**CHANGE OF NAME**

The company passed a special resolution on 5 June 2020 changing its name from Imutual Plc to Imutual Limited.

An special resolution was passed by the required majority at an Extraordinary General Meeting of the company held on 24th of May 2020 to re-register Imutual Plc as a private limited company.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of a marketing company.

The company generates revenues through the promotion of online retail offers on its website [imutual.co.uk](http://imutual.co.uk), earning commission on a Cost-per-action (CPA) basis. It passes that cashback to its customers and also offers free shares in the company as an incentive for them to transact on the website and recommend it to others.

**DIVIDENDS**

No dividends will be distributed for the year ended 30 June 2020.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 July 2019 to the date of this report.

R Yendall  
Mrs S Yendall

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report, 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the 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.

**REPORT OF THE DIRECTORS  
for the Year Ended 30 June 2020**

**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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**ON BEHALF OF THE BOARD:**

R Yendall - Director

16 February 2021

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF IMUTUAL LIMITED**

### **Opinion**

We have audited the financial statements of Imutual Limited (the 'company') for the year ended 30 June 2020 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Cash Flow Statement, 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 United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

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

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and 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, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.



## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF IMUTUAL LIMITED**

### **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 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 four, 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.

### **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 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.

David Cooper FCA (Senior Statutory Auditor)  
for and on behalf of Cooper Adams Ltd  
Chartered Accountants  
and Statutory Auditors  
12 Payton Street  
Stratford upon Avon  
Warwickshire  
CV37 6UA

16 February 2021

**STATEMENT OF COMPREHENSIVE INCOME**  
**for the Year Ended 30 June 2020**

	Notes	2020 £	2019 £
<b>REVENUE</b>		87,323	191,211
Cost of sales		<u>40,924</u>	<u>84,900</u>
<b>GROSS PROFIT</b>		46,399	106,311
Administrative expenses		<u>57,098</u>	<u>50,112</u>
		(10,699)	56,199
Other operating income		<u>4,780</u>	<u>-</u>
<b>OPERATING (LOSS)/PROFIT</b>	4	(5,919)	56,199
Interest receivable and similar income		<u>11</u>	<u>-</u>
<b>(LOSS)/PROFIT BEFORE TAXATION</b>		(5,908)	56,199
Tax on (loss)/profit	5	<u>(1,123)</u>	<u>10,678</u>
<b>(LOSS)/PROFIT FOR THE FINANCIAL YEAR</b>		(4,785)	45,521
<b>OTHER COMPREHENSIVE INCOME</b>		<u>-</u>	<u>-</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u><u>(4,785)</u></u>	<u><u>45,521</u></u>

The notes form part of these financial statements

**BALANCE SHEET**  
**30 June 2020**

	Notes	2020 £	2019 £
<b>CURRENT ASSETS</b>			
Debtors	6	41,760	70,681
Cash at bank		94,064	107,585
		<u>135,824</u>	<u>178,266</u>
<b>CREDITORS</b>			
Amounts falling due within one year	7	75,349	113,010
		<u>60,475</u>	<u>65,256</u>
<b>NET CURRENT ASSETS</b>			
		<u>60,475</u>	<u>65,256</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>60,475</u>	<u>65,256</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	8	12,583	12,579
Retained earnings	9	47,892	52,677
		<u>60,475</u>	<u>65,256</u>

The financial statements were approved by the Board of Directors and authorised for issue on 16 February 2021 and were signed on its behalf by:

R Yendall - Director

**STATEMENT OF CHANGES IN EQUITY**  
**for the Year Ended 30 June 2020**

	Called up share capital £	Retained earnings £	Total equity £
<b>Balance at 1 July 2018</b>	12,571	7,156	19,727
<b>Changes in equity</b>			
Issue of share capital	8	-	8
Total comprehensive income	-	45,521	45,521
<b>Balance at 30 June 2019</b>	<u>12,579</u>	<u>52,677</u>	<u>65,256</u>
<b>Changes in equity</b>			
Issue of share capital	4	-	4
Total comprehensive income	-	(4,785)	(4,785)
<b>Balance at 30 June 2020</b>	<u><u>12,583</u></u>	<u><u>47,892</u></u>	<u><u>60,475</u></u>

**CASH FLOW STATEMENT**  
for the Year Ended 30 June 2020

	Notes	2020 £	2019 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	(3,400)	29,887
Tax paid		(9,555)	(3,845)
Net cash from operating activities		<u>(12,955)</u>	<u>26,042</u>
<b>Cash flows from investing activities</b>			
Interest received		<u>11</u>	<u>-</u>
Net cash from investing activities		<u>11</u>	<u>-</u>
<b>Cash flows from financing activities</b>			
Amount introduced by directors		721	4,532
Amount withdrawn by directors		(1,302)	(3,850)
Share issue		<u>4</u>	<u>8</u>
Net cash from financing activities		<u>(577)</u>	<u>690</u>
<b>(Decrease)/increase in cash and cash equivalents</b>		<u>(13,521)</u>	<u>26,732</u>
<b>Cash and cash equivalents at beginning of year</b>	2	107,585	80,853
<b>Cash and cash equivalents at end of year</b>	2	<u><u>94,064</u></u>	<u><u>107,585</u></u>

The notes form part of these financial statements

**NOTES TO THE CASH FLOW STATEMENT**  
**for the Year Ended 30 June 2020**

**1. RECONCILIATION OF (LOSS)/PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	2020 £	2019 £
(Loss)/profit before taxation	(5,908)	56,199
Increase in loans to group companies	(1,891)	(1,545)
Finance income	(11)	-
	<u>(7,810)</u>	<u>54,654</u>
Decrease in trade and other debtors	30,812	20,048
Decrease in trade and other creditors	(26,402)	(44,815)
	<u>(3,400)</u>	<u>29,887</u>
<b>Cash generated from operations</b>	<u>(3,400)</u>	<u>29,887</u>

**2. CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

**Year ended 30 June 2020**

	30.6.20 £	1.7.19 £
Cash and cash equivalents	<u>94,064</u>	<u>107,585</u>

**Year ended 30 June 2019**

	30.6.19 £	1.7.18 £
Cash and cash equivalents	<u>107,585</u>	<u>80,853</u>

**3. ANALYSIS OF CHANGES IN NET FUNDS**

	At 1.7.19 £	Cash flow £	At 30.6.20 £
<b>Net cash</b>			
Cash at bank	<u>107,585</u>	<u>(13,521)</u>	<u>94,064</u>
	<u>107,585</u>	<u>(13,521)</u>	<u>94,064</u>
<b>Total</b>	<u>107,585</u>	<u>(13,521)</u>	<u>94,064</u>

## NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 June 2020

### 1. STATUTORY INFORMATION

Imutual Limited 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.

### 2. ACCOUNTING POLICIES

#### **Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

#### **Turnover**

Turnover represents the amounts receivable from affiliate networks and other customers in the year, excluding value added tax. Commissions generated are recognised at the point that the original transaction takes place. A provision is made for any transactions not validated by merchants at the date of the audit report.

#### **Government grants**

Government grants are recognised in the profit and loss account in an appropriate manner that matches them with the expenditure towards which they are intended to contribute.

Grants for immediate financial support or to cover costs already incurred are recognised immediately in the profit and loss account. Grants towards general activities of the entity over a specific period are recognised in the profit and loss account over that period.

Grants towards fixed assets are recognised over the expected useful lives of the related assets and are treated as deferred income and released to the profit and loss account over the useful life of the asset concerned.

All grants in the profit and loss account are recognised when all conditions for receipt have been complied with.

#### **Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### **Deferred tax**

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

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### **Pension costs and other post-retirement benefits**

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

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**for the Year Ended 30 June 2020**

**3. EMPLOYEES AND DIRECTORS**

	2020	2019
	£	£
Wages and salaries	46,186	35,500
Other pension costs	525	5,758
	<u>46,711</u>	<u>41,258</u>

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

	2020	2019
Administration	2	1
Management	1	1
	<u>3</u>	<u>2</u>

	2020	2019
	£	£
Directors' remuneration	36,083	20,500
Directors' pension contributions to money purchase schemes	-	5,000
	<u>-</u>	<u>5,000</u>

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

	2020	2019
Money purchase schemes	-	1
	<u>-</u>	<u>1</u>

**4. OPERATING (LOSS)/PROFIT**

The operating loss (2019 - operating profit) is stated after charging:

	2020	2019
	£	£
Auditors' remuneration	1,638	1,820
	<u>1,638</u>	<u>1,820</u>

**5. TAXATION**

**Analysis of the tax (credit)/charge**

The tax (credit)/charge on the loss for the year was as follows:

	2020	2019
	£	£
Current tax:		
UK corporation tax	(1,123)	10,678
Tax on (loss)/profit	<u>(1,123)</u>	<u>10,678</u>

**6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2020	2019
	£	£
Trade debtors	13,598	46,154
Amounts owed by group undertakings	14,918	13,027
Other debtors	12,956	11,329
Prepayments	288	171
	<u>41,760</u>	<u>70,681</u>



**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**for the Year Ended 30 June 2020**

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2020 £	2019 £
Trade creditors	59,456	80,183
Corporation tax	-	10,678
Social security and other taxes	11,424	14,646
Other creditors	-	2,036
Directors' current accounts	721	1,302
Accrued expenses	3,748	4,165
	<u>75,349</u>	<u>113,010</u>

**8. CALLED UP SHARE CAPITAL**

Allotted and issued:

Number:	Class:	Nominal Value:	Paid up	£
10,990,313	Ordinary	£0.00001	100%	110
4,989,009,687	Ordinary	£0.00001	25%	12,473
<u>5,000,000,000</u>				<u>12,583</u>

During the year 514,858 (2019: 297,677) ordinary shares of £0.00001 each were fully paid up at par.

**9. RESERVES**

	Retained earnings £
At 1 July 2019	52,677
Deficit for the year	(4,785)
At 30 June 2020	<u>47,892</u>

**10. ULTIMATE PARENT COMPANY**

During the year the company's ultimate parent company was IMTL Member Shares Ltd.

**11. RELATED PARTY DISCLOSURES**

**Mr R Yendal**

A director of the company.

During the year R Yendall received £191 (2019: £107) from imutual Plc for commissions earned through affiliate networks, as a member of the imutual Plc website. The amount owed to R Yendall at the year end was £20 (2019: £33) and is included in trade creditors.

During the year R Yendall paid £721 (2019: £682) in expenses on behalf of the company. At the year end £721 (2019: £1,302) was owed to R Yendall.

**imutual Worldwide Ltd**

A company controlled by Mr R Yendall.

During the year net loans of £504 (2019: £8) were made to imutual Worldwide Ltd. At the year end £11,833 (2019: £11,329) was owed from imutual Worldwide Ltd.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**for the Year Ended 30 June 2020**

**12. ULTIMATE CONTROLLING PARTY**

During the year the company was controlled by R Yendall, director of the company, by virtue of his 100% shareholding in the parent company, IMTL Member Shares Ltd. IMTL Member Shares Ltd was dissolved on 13 October 2020.