

CORPORATE GOVERNANCE REPORT

VALUING HIGH STANDARDS

On behalf of the Board, I am pleased to introduce the Group's Corporate Governance Report for the financial year ended 31 December 2021.

The Board recognises the value and importance of high standards of corporate governance. We aim to apply these in a manner which is most suited to the Group's ambitions and culture, and best addresses the Board's accountability to shareholders and other stakeholders.

The Group voluntarily observes the requirements of the QCA Corporate Governance Code (the 'Code') as the Board feels that this Code is most appropriate for the Group's size and stage of development.

In this section of our report we have set out how our governance framework underpins our day-to-day activities and decisions, and provided further insight into how the Board and its Committees operate.

This information is also available on the Group's website (<https://lbgmedia.co.uk/>).

I am looking forward to leading the Board through the coming year. Going forward, we will continue to develop and evolve the Group's corporate governance arrangements to ensure that they are robust, appropriate and support the Group's purpose, strategy and culture.

Dave Wilson
Chairman
20 April 2022

The Directors support a high standard of Corporate Governance and have decided to comply with the QCA Code. The Directors believe that the QCA Code provides the Group with the framework to help ensure that a strong level of governance is maintained, enabling the Group to embed the governance culture that exists within the organisation as part of building a successful and sustainable business for all of its stakeholders.

PRINCIPLE 1

Establish a business strategy and business model which promote long-term value for shareholders

The Directors believe that the Group's business model and growth strategy helps to promote long-term value for Shareholders. The business strategy includes:

- Expansion into additional overseas jurisdictions (including the United States);
- Strategic acquisitions;
- Further enhance the monetisation of our existing portfolio of publication and platforms;
- Signing of larger deals on long-term campaigns;
- Growing headcount to enable the delivery of more content and scale our indirect revenue stream.

More details on our Growth Strategy can be found on pages 23 to 24.

The principal risks facing the Group are set out on pages 43 to 44. The Directors will take appropriate steps to identify risks and undertake a mitigation strategy to manage these risks following Admission.

PRINCIPLE 2

Seek to understand and meet shareholder needs and expectations

Prior to Admission, the Group's Executive Management undertook a roadshow which has informed the Group as to its shareholders' expectations following Admission.

There will be an active dialogue maintained with Shareholders. Shareholders will be kept up to date via announcements made via a Regulatory Information Service on matters of a material substance and/or a regulatory nature. Updates will be provided to the market from time to time, including any financial information, and any expected material deviations to market expectations will be announced via a Regulatory Information Service. The Company's AGM will be an opportunity for Shareholders to meet with the Non-Executive Chairman and other members of the Board. The meeting is open to all Shareholders, giving them the option to ask questions and raise issues during the formal business or, more informally, following the meeting. The results of the AGM will be announced via a Regulatory Information Service.

The Board is keen to ensure that the voting decisions of Shareholders are reviewed and monitored and the Company intends to engage with Shareholders where votes are not in favour of resolutions at AGMs to understand their motivation.

There is also a designated email address for investor relations, investors@ladbiblegroup.com, and all relevant contact details are included on the Group's website.

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PRINCIPLE 3

Take into account wider stakeholder and social responsibilities and their implications for long-term success

The Group takes corporate social responsibilities, including its wider ESG responsibilities, very seriously and is focused on maintaining effective working relationships across a wide range of stakeholders including shareholders, employees, customers, suppliers and the communities in which the Group operates, in order to achieve long-term success.

The Group has established a number of initiatives to support the development and welfare of its employees. The Directors believe that key to the success of the business is promoting strong social values, including the importance of promoting inclusion, diversity and equality to its community of followers. The Group will regularly seek feedback from its audience and wider stakeholders to maintain an inclusive culture and implement best working practices.

The Directors will maintain an open and ongoing dialogue with its stakeholders to help promote the long-term success of the Group.

PRINCIPLE 4

Embed effective risk management, considering both opportunities and threats, throughout the organisation

The principal risks facing the Group are set out on pages 43 to 44. The Directors will take appropriate steps to identify risks and undertake a mitigation strategy to manage these risks following Admission.

The risks involved and the specific uncertainties for the Group will be regularly monitored through a strategic risk register and the full Board will formally review such risks at each Board meeting and adapt them as the Group's operations grow and evolve. All proposals reviewed by the Board will include a consideration of the issues and risks of the proposal. Where necessary, the Board draws on the expertise of appropriate external consultants or advisers to assist in dealing with or mitigating risk. In the future, the Board intends to establish departmental risk registers to embed risk management throughout the operational agenda of the Group.

PRINCIPLE 5

Maintain the Board as a well-functioning, balanced team led by the Chair

On Admission the Board will comprise the following persons:

- The Non-Executive Chairman;
- Three Non-Executive Directors; and
- Three Executive Directors.

The biographies of the Directors are set out on page 46. The Non-Executive Chairman is Dave Wilson, and the Non-Executive Directors are Carol Kane, Alex Jarvis and Richard Flint.

Alex and Richard are considered to be independent and were selected with the objective of bringing experience and independent judgement to the Board.

The Board is also supported by the Audit Committee, the Remuneration Committee and the Nomination Committee. The Nomination Committee will keep the composition of the Board under regular review, taking into account the relevant skills, experience,

independence, knowledge and gender balance of the Board. The Directors will be subject to retirement by rotation at every third AGM of the Company.

The Board will meet regularly and hold at least six Board meetings per annum. Processes are in place to ensure that each Director is, at all times, provided with such information as is necessary to enable each Director to discharge their respective duties.

The Group is satisfied that the current Board is sufficiently resourced to discharge its governance obligations on behalf of all stakeholders and will consider the requirement for additional Executive and Non-Executive Directors as the Company fulfils its growth objectives.

Given the timing of the IPO on 15 December 2021 there were no meetings of the board in the year with the first meeting to commence in January 2022.

PRINCIPLE 6

Ensure that between them the Directors have the necessary up to date experience, skills and capabilities

The skills and experience of the Directors are summarised in their biographies set out on page 46.

The Directors believe that the Board has the appropriate balance of diverse skills and experience to deliver on its core objectives. Experiences are varied and contribute to maintain a balanced Board that has the appropriate level and range of skill to assist the Group's strategy and growth objectives. The Chairman and the Non-Executive Directors provide additional experience in operating in public market companies, have recent governance experience and each offer wider business skills which help to strengthen the Board and widen its capabilities.

The Board is not dominated by one individual and all Directors have the ability to challenge proposals put forward to the meeting, democratically. The Directors have also received a briefing from the Company's Nominated Adviser in respect of continued compliance with, inter alia, the AIM Rules for Companies.

The Board and Committees receive training as appropriate, including technical updates on the latest accounting, auditing, tax, and reporting developments. The balance of skills of the Board is reviewed at least on an annual basis. The Board has access to professional advisers at the Company's expense if necessary.

CORPORATE GOVERNANCE REPORT

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PRINCIPLE 7

Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Directors will consider seriously the effectiveness of the Board, Audit Committee, Nomination Committee, Remuneration Committee, and individual performance of each Director.

The Company intends to establish a formal process for the regular assessment of the individual contributions of each member of the Board to ensure that their contribution is relevant and effective. Until then, the Non-Executive Chairman is responsible for ensuring an effective Board.

PRINCIPLE 8

Promote a corporate culture that is based on ethical values and behaviours

The Group has a responsibility towards its employees and other stakeholders. The Board promotes a culture of integrity, honesty, trust and respect and all employees of the Group are expected to operate in an ethical manner in all their internal and external dealings. Evidence of this can be found in our ESG report on pages 29 to 38.

The staff handbook and policies promote this culture and include such matters as whistleblowing, social media, anti-bribery and corruption, communication and general conduct of employees. The Board takes responsibility for the promotion of ethical values and behaviours throughout the Group, and for ensuring that such values and behaviours guide the objectives and strategy of the Group. The Group will incorporate the promotion and reward of demonstrating strong ethical values and behaviours as part of its people processes.

The culture is set by the Board and is regularly considered and discussed at Board meetings.

PRINCIPLE 9

Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board

The Non-Executive Chairman leads the Board and is responsible for its governance structures, performance and effectiveness. The Board retains ultimate accountability for good governance and is responsible for monitoring the activities of the executive team. The Non-Executive Directors are responsible for bringing independent and objective judgement to Board decisions. The Executive Directors are responsible for the operation of the business and delivering the strategic goals agreed by the Board.

The Board is supported by the Audit Committee, Nomination Committee and Remuneration Committee. There are certain material matters which are reserved for consideration by the full Board.

The Board intends to review the Group's governance framework on an annual basis to ensure it remains effective and appropriate for the business going forward. This will be coordinated by the Audit Committee.

PRINCIPLE 10

Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

Responses to the principles of the QCA Code and the information that will be contained in the Company's annual report and accounts provide details to all stakeholders on how the Company is governed. The Board views the annual report and accounts as well as its half year report as key communication channels through which progress in meeting the Group's objectives and updating its strategic targets can be given to the Shareholders following Admission.

Additionally, the Board will use the Company's AGMs as a primary mechanism to engage directly with Shareholders, to give information and receive feedback about the Group and its progress.

The Company's website will be updated on a regular basis with information regarding the Group's activities and performance, including financial information.

There is also a designated email address for investor relations, investors@ladbiblegroup.com, and all contact details are included on the Group's website.

NOMINATION COMMITTEE REPORT



Carol Kane
Non-Executive Director

04

Committee members

I am delighted to have been appointed as the Chair of the Nomination Committee, and I am pleased to present the Company's first Nomination Committee Report as a listed company. The constitution of our Nomination Committee demonstrates the Company is committed to adhere to best practice Corporate Governance.

Membership of the Nomination Committee

The Committee, which was constituted by the Board on 15 December 2021, comprises four Non-Executive Directors: I act as Committee Chair, with my colleagues Dave Wilson, Alex Jarvis and Richard Flint as the other members. Alex and Richard are considered independent Directors. Dave Wilson and I are not considered to be independent Directors due to our participation in the company's share based remuneration scheme.

Role of the Nomination Committee

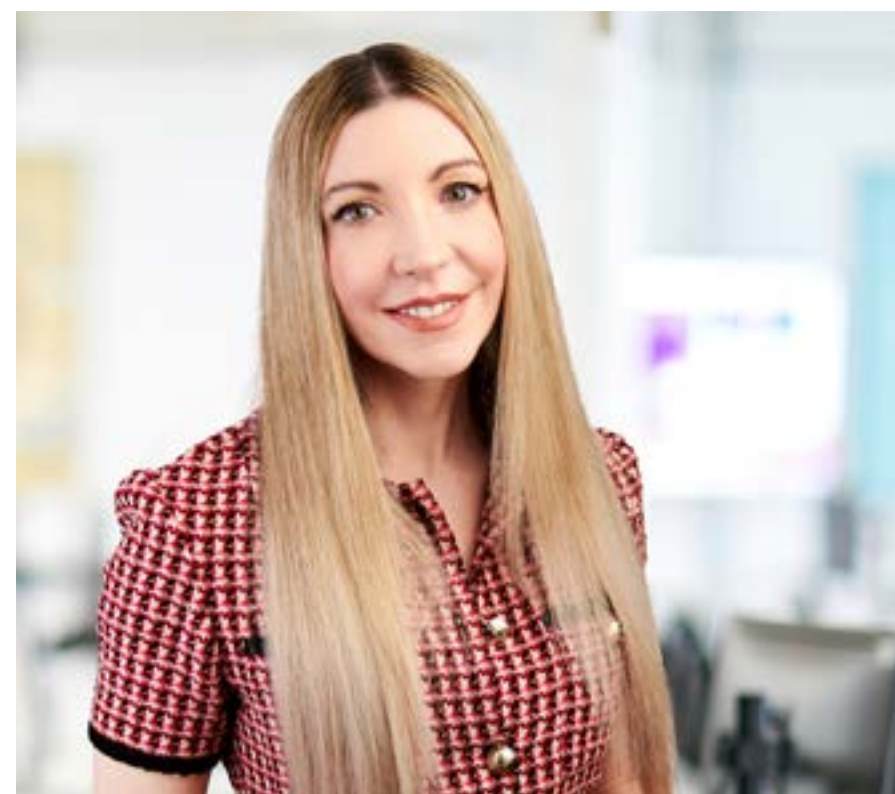
The Committee's primary responsibilities will be to:

- Keep under review the Board's structure, size and composition, including diversity and the balance of independent and non-independent Non-Executive Directors, and make recommendations to the Board with regard to any changes required.
- Ensure plans are in place for orderly succession to Board and senior management positions, and oversee the development of a diverse pipeline for succession.

- Keep under review the leadership needs of the organisation, both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- Be responsible for identifying and nominating for the approval of the Board, candidates to Board vacancies as and when they arise.
- Before any appointment is made by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board.
- Review annually the time required from Non-Executive Directors.
- Make recommendations to the Board on the re-election by shareholders of Directors under the annual re-election provisions of the QCA Code or the retirement by rotation provisions in the Company's Articles of Association.

Carol Kane
Chair of the Nomination Committee
20 April 2022

AUDIT COMMITTEE REPORT



Alex Jarvis
Chair of the Audit Committee

04

Committee members

I am delighted to have been appointed Chair of the Audit Committee and present our first Audit Committee Report as a listed business.

Membership of the Audit Committee

The Committee comprises four Non-Executive Directors. I act as Chair and I am joined by my colleagues Dave Wilson, Carol Kane and Richard Flint. Richard and I are considered independent Directors. The Board is satisfied that the Committee has relevant recent financial experience.

The Group's Audit Committee was appointed on the IPO date of 15 December 2021. The Audit Committee's first meeting was in January 2022.

Aims and focus of the Audit Committee

The Audit Committee's Terms of Reference are available on the Group website.

The general aims of the Audit Committee are to:

- Increase shareholder confidence in, and the credibility and objectivity of, published financial information.
- Ensure that the financial performance, position and prospects of the Group are properly monitored and reported on.
- Assist the Board in meeting its financial reporting responsibilities and ensure that the Group's published financial statements comply with all applicable statutory requirements and accounting standards.
- Strengthen the independent position of the Auditor by providing channels of communication between them and the Non-Executive Directors.
- Review the performance of the Auditor.

The Audit Committee's specific duties can be summarised as:

- The monitoring of the integrity of the financial statements of the Group, reviewing and challenging where necessary, and reporting its view to the Board.

- The monitoring of internal controls and risk management systems, including reviewing the Group's risk profile and risk appetite and the scope, adequacy and effectiveness of the Group's internal financial controls and risk management systems.

Significant Issues

The Committee, external auditors and management considered the following issues are significant in relation to the financial statements:

Matters considered	Conclusion
Revenue recognition	The Committee has been briefed on the Group's Revenue Recognition policy under IFRS15 and after discussion concluded that the policies were appropriate and properly applied.
Going concern	The Committee has discussed Going Concern with management and concluded that it was appropriate to produce the accounts on a Going Concern basis.
Critical judgements and accounting estimates	The Committee consider the judgements and estimates as described in note 3 of the financial statements to be appropriate.

External audit

The Audit Committee monitors the relationship with the external auditor, BDO, to ensure that the independence and objectivity of the auditor are maintained. The external auditor is not engaged to perform any non-audit services (with the exception of acting as our Reporting Accountant during the

IPO), in line with the Group's policy. BDO has been the Group's auditor since our 2020 year end and the Committee is satisfied with its independence and effectiveness. The Committee has adopted a policy of tendering external audit services at least every ten years.

Internal audit

The Committee will consider annually whether there is a need for an internal audit and risk function and make a recommendation to the Board accordingly.

Internal control

As the Audit Chair I have reviewed the Financial Position and Prospects Procedures (FPPP) documentation produced by management to support the recent IPO. The Committee has also considered feedback from our external auditor in relation to observations on processes and controls.

Whistleblowing

The Group has in place a whistleblowing policy, which sets out the formal process by which an employee of the Group may, in confidence, raise concerns about possible improprieties in financial reporting or other matters. The Committee is comfortable that the policy is operating effectively.

Anti-bribery

The Group has in place an anti-bribery and corruption policy, which provides information, guidance and formal rules for those working in the Group on how to avoid, recognise and deal with bribery and corruption issues. The Committee is comfortable that the policy is operating effectively.

Alex Jarvis

Chair of the Audit Committee
20 April 2022

REMUNERATION COMMITTEE REPORT



Richard Flint
Chair of the Remuneration Committee

04

Committee members

I am delighted to have been appointed as the Chair of the Remuneration Committee and I am pleased to present the Company's first remuneration report as a listed company which sets out our remuneration policy, the remuneration paid to the Directors for the year (including details of the first awards granted under the LTIP) and how remuneration will operate in 2022.

The Remuneration Committee understands the emphasis placed on, and the scrutiny of, executive pay, and as a newly listed company we have been focused on transitioning from a founder-led business into the listed environment. This has included the development of new incentive plans and evolving the details on remuneration set out in our Admission Document into a full policy which supports the Company's ambitious growth plans following admission to AIM, enables us to recruit, motivate and retain executives in a competitive sector and continues to encourage an entrepreneurial and high performance culture.

The four main elements of the remuneration package are base salary, benefits, a cash-based annual bonus and a long-term share incentive. Details on each of these elements are set out in this report.

I hope that you find the information in this report helpful and informative, and I look forward to receiving feedback from our investors on the information presented. The Remuneration Committee takes the views of its shareholders seriously and intends to maintain an open dialogue to seek their views.

I am always happy to hear from the Company's shareholders and you can contact me via the Company Secretary if you have any questions on this Report or more generally in relation to the Company's remuneration.

Richard Flint
Chair of the Remuneration Committee
20 April 2022

REMUNERATION COMMITTEE REPORT

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REMUNERATION POLICY

Composition of the Committee

The Committee members since IPO have been Richard Flint (Chair), Dave Wilson, Carol Kane and Alex Jarvis. The Committee will normally meet three times a year to review the remuneration of the Executive Directors.

Remuneration policy

The Committee's overall approach is focused on ensuring the Company's remuneration policy is aligned with shareholders' interests whilst also enabling the Company to attract, retain and motivate high quality executive management. The key objectives of the Company's remuneration policy are to:

- align Executive and shareholder interests;
- underpin an effective pay-for-performance culture; and
- support retention, motivation and recruitment of talented people.

The table opposite summarises the key elements of the remuneration policy for Executive Directors, which builds on the details set out in the Admission Document.

Non-Executive Directors

The Non-Executive Directors have entered into letters of appointment with the Company, which may be terminated by either party giving one month's written notice. The Non-Executive Directors' fees are determined by the Board.

Element and link to strategy	Operation	Maximum potential value	Performance conditions
<p>Base salary and benefits</p> <p>Supports the recruitment and retention of Executive Directors, reflecting their roles, skills and experience.</p>	<p>Salaries are reviewed annually and any changes are normally effective from 1 January in each financial year.</p> <p>The Executive Directors receive benefits which include, but are not limited to, family private health cover, death in service life assurance and travel expenses for business-related travel.</p>	<p>Base salaries will be set at an appropriate level with a comparator group of comparable sized listed companies and will normally increase with increases made to the wider employee workforce.</p> <p>The value of benefits are not capped.</p>	N/A
<p>Pension</p> <p>Supports recruitment and retention of Executive Directors.</p>	<p>The Committee retains discretion to provide pension funding in the form of a salary supplement or a direct contribution to a pension scheme. Any salary supplement would not form part of the salary for the purposes of determining the extent of participation in the Company's incentive arrangements.</p>	<p>Pension funding for the Executive Directors is aligned with the wider workforce, currently equal to 3% of base salary.</p>	N/A
<p>Annual bonus</p> <p>Rewards the Executive Directors for delivering on key strategic and financial goals, encouraging sustainable performance of the business.</p>	<p>Annual bonuses are paid in cash, with no deferral into shares.</p>	<p>Maximum opportunity of 93.75% of base salary.</p>	<p>The annual bonus is based on a blend of financial and non-financial metrics which are aligned to the business strategy.</p>
<p>LBG Media plc Long Term Incentive Plan ('LTIP')</p> <p>To incentivise and reward long-term performance and value creation. To align the interests of Executives and shareholders in the long term.</p>	<p>LTIP awards are granted annually.</p> <p>LTIP awards will vest at the end of a three-year period subject to the Executive Directors' continued employment and satisfaction of the performance conditions.</p>	<p>Maximum opportunity of 675% of base salary.</p>	<p>The base amount (up to 112.5% of base salary) is subject to financial targets measured over three financial years.</p> <p>The stretch amount (up to 562.5% of base salary) is subject to total shareholder return targets measured over three financial years.</p>
<p>LBG Media plc Share Incentive Plan ('SIP')</p> <p>To encourage equity ownership across all employees and create a culture of ownership.</p>	<p>The Company offers an HMRC approved SIP scheme for all employees. The operation of this plan will be at the discretion of the Committee, and Executive Directors will be eligible to participate on the same basis as other employees.</p>	<p>Maximum permitted based on HMRC limits from time to time.</p>	N/A

REMUNERATION COMMITTEE REPORT

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ANNUAL REPORT ON REMUNERATION

The following table summarises the total gross remuneration of the Directors who served during the year to 31 December 2021.

	Salary/fee £'000	Benefits £'000	Pension £'000	Bonus £'000	Total £'000
Executive Directors					
Solly Solomou	43	–	–	–	43
Arian Kalantari	13	–	–	–	13
Tim Croston	20	–	1	200	221
Non-Executive Directors					
Dave Wilson	8	–	–	–	8
Richard Flint	4	–	–	–	4
Carol Kane	4	–	–	–	4
Alex Jarvis	4	–	–	–	4
Total	96	–	1	200	297

The figures set out in the table above relate to amounts paid to the Director's from their date of appointment at LBG Media plc. Refer to page 56 for dates of appointment.

Annual bonus

A bonus of £200,000 was paid to Tim Croston during the financial year for his significant contribution towards the IPO.

Long-term incentive awards

As detailed in the Admission Document, long-term incentive awards were granted to the Executive Directors on 22 December 2021. The awards were granted by way of a nil cost option and an acquisition of shares in LBG Holdco Limited, and are subject to performance conditions to be measured over the period to 31 December 2024. Details of these awards are set out in the table on the following page.

REMUNERATION COMMITTEE REPORT

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ANNUAL REPORT ON REMUNERATION

Outstanding share awards

The table below sets out details of all outstanding share awards in respect of current Directors:

Award	Grant date	Vesting date	Recipient	Exercise price	Number of shares outstanding	Number of shares lapsed
Pre-IPO award	15 December 2021	15 December 2023	Dave Wilson	£0.001	1,030,527	–
			Carol Kane	£0.001	1,428,571	–
FY22 LTIP award	22 December 2021	31 December 2024	Solly Solomou	£0.00	964,286*	–
			Arian Kalantari	£0.00	867,857*	–
			Tim Croston	£0.00	867,857*	–

* refer to note 20 'Post-IPO share based remuneration schemes' for further details.

Implementation of remuneration policy in 2022

We summarise below the Executive Director salaries, pension levels and incentive opportunities for 2022:

Base salary

Solly Solomou: £250,000

Arian Kalantari: £225,000

Tim Croston: £225,000

Pension funding

3% of base salary.

Annual bonus

The maximum bonus opportunity for the Executive Directors will be 93.75% of salary.

Bonus awards will be determined based on performance against stretching financial and strategic targets. The actual performance targets are not disclosed as they are considered to be commercially sensitive.

Bonus awards will be paid in cash and subject to PAYE and NICs.

LTIP

The first grant under the LTIP, in respect of FY22, was made shortly after our admission to AIM in December 2021. The Committee does not intend to make another grant of LTIP awards to any of the Executive Directors during FY22.

Non-Executive Director fees for 2022

Chair fee: £150,000 | Non-Executive Director fee: £70,000

Attendance at Remuneration Committee meetings

Due to the close proximity of the IPO to the end of the financial year, there were no Remuneration Committee meetings held during this period.

Richard Flint

Chair of the Remuneration Committee

20 April 2022

DIRECTORS' REPORT

The Directors present their report together with the audited financial statements of the Parent Company (the 'Company') and the Group for the year ended 31 December 2021.

Principal activities

The principal activity of the Group continued to be that of an online media publisher.

Business review and future developments

A review of the performance of the Group during the year, including principal risks and uncertainties and comments on future developments, is given in the Strategic Report.

Key performance indicators ('KPIs')

Details of our key performance indicators can be found in the CFO Report on pages 40 to 42.

Results and dividends

The Group recorded revenue in the year of £54.5m (2020: £30.2m) and profit after tax of £5.2m (2020: £3.0m).

No dividends (2020: £nil) were declared, proposed or paid in the year.

Directors and their interests

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

Director	Date appointed
A Solomou	21 October 2021
A Kalantari	7 December 2021
T Croston	25 November 2021
D Wilson	7 December 2021
A Jarvis	7 December 2021
R Flint	7 December 2021
C Kane	7 December 2021

All the Directors are subject to election by the shareholders at the forthcoming Annual General Meeting following their appointment during the year.

As explained in the basis of preparation Note 2, a Group reorganisation took place prior to the IPO on 15 December 2021. Prior to the reorganisation, LADbible Group Limited was the ultimate holding company.

A. Solomou, A. Kalantari and T. Croston were the Directors of LADbible Group Limited.

The Directors who held office during the year and at 31 December 2021 had the following interests in the Ordinary shares of the Company.

Name of Director	Number
A Solomou	85,727,999
A Kalantari	5,544,286
T Croston	943,454
D Wilson	398,044
A Jarvis	11,428
R Flint	57,142

In addition to the interests in Ordinary shares shown above, the Group operates a number of option incentive plans. Certain employees and Directors of the Company were granted share options under these plans, further details of which can be found in the remuneration report on page 53.

The market price of the Company's shares at the end of the financial year was 198.25p (upon admission to AIM on 15 December 2021: 175.00p) and the range of prices during this period post Admission was between 175.00p and 213.00p.

DIRECTORS' REPORT

CONTINUED

No changes in the interests of Directors took place between 31 December 2021 and the date of signing the Group financial statements.

Further details on related party transactions with Directors are provided in Note 24 of the Group financial statements.

Directors' indemnities and insurance

The Company has made qualifying third-party indemnity provisions for the benefit of the Directors, which were in force during the year and up to the date of this report.

Substantial shareholdings

As at 31 March 2022, the Company has been advised, in accordance with the Disclosure and Transparency Rules of the Financial Conduct Authority, of the following notifiable interests in 3% or more of its voting rights:

Name	%
LAD Investments Limited*	39.54%
Makkma Investments Limited	20.21%
abrdn	6.88%
Canaccord Genuity Inc	4.22%
Slater Investments	3.83%

* LAD Investments Limited is wholly owned by A Solomou.

Subsequent events

Details of subsequent events are disclosed in Note 26.

Financial risk management

Information relating to the principal risks and uncertainties of the Group are included within the Strategic Report. The financial risk management policies are disclosed within Note 22.

Employees

The Company systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests. Employee involvement in the Group is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the Group plays a major role in its performance.

The Company recognises its responsibility to employ disabled persons in suitable employment and gives full and fair consideration to such persons, including any employee who becomes disabled, having regard to their particular aptitudes and abilities. Where practicable, disabled employees are treated equally with all other employees in respect of their eligibility for training, career development and promotion.

Political donations

The Directors confirm that no donations for political purposes were made during the year (2020: £nil).

Share capital and voting

The Company has one class of equity share, namely £0.001 Ordinary shares. The Ordinary shares have full voting, dividend and capital distribution rights, including on winding up. They are non-redeemable. The rights and obligations attaching to these shares are governed by the Companies Act 2006 and the Company's Articles.

As at 31 December 2021, the Company's issued share capital comprised 205,714,289 Ordinary £0.001 shares totalling £205,714.

Rules governing the appointment and replacement of Directors, and those relating to the amendment of the Company's Articles of Association, are contained within those Articles of Association, a copy of which is located on the Company's website at www.lbgmedia.co.uk.

Notice of Annual General Meeting

The Annual General Meeting will be held on 26 May 2022. The Notice of Annual General Meeting sets out the ordinary and special resolutions to be put to the meeting.

Corporate Governance

The Group's statement on Corporate Governance can be found in the Corporate Governance Report which is incorporated by reference and forms part of this Directors' Report.

Going concern

The Company generated profit after tax of £5.2m during the year ended 31 December 2021 (2020: £3.0m) and, at that date, the Company's total assets exceeded its total liabilities by £52.3m (2020: £14.2m) and it had net current assets of £37.0m (2020: £8.6m).

The financial statements have been prepared on a going concern basis. In determining the appropriate basis of preparation of the financial statements, the Directors have considered whether the Company can continue in operational existence for the foreseeable future.

DIRECTORS' REPORT

CONTINUED

The Directors have considered the principle risks and uncertainties with respect to their assessment of going concern, none of which in the opinion of the Directors give rise to specific risk to the going concern status of the company. In particular reliance on key individuals and relationships with social media platforms do not give rise to any concerns with respect to projected trading in the forthcoming 12 months.

The appalling and concerning events in Ukraine have affected us all on a personal basis. As a Group we have no significant revenue or costs associated with Russia or Ukraine. We will continue to closely monitor the ongoing situation and impact on the Group.

Whilst acknowledging the negative impact that the COVID-19 pandemic may continue to have on the UK economy for 2022 and beyond, having consulted with stakeholders extensively during the last few months, including banks, staff and customers, the Directors consider the Group to be in a strong and well prepared position and are confident in the market outlook. In 2020, the Group took Government support to defer the Q1 VAT/GST payments both in the UK and Australia. Also in 2020, it was agreed with the bank that there would be a loan payment holiday and waiver of covenants from 30 September 2020 to 30 June 2021. No COVID-19 support schemes were used in 2021. No staff were furloughed during 2021 or the prior year.

Given the significant cash reserves within the Group and the strong net current and total net asset position, there is not considered to be a plausible scenario where the Group would cease to trade as a going concern within 12 months of the date of these financial statements. The Directors have run an extreme downside sensitivity scenario at 30% of forecast 2022 revenue and including the current cash balance the Group would still have sufficient cash beyond 30 April 2023.

Streamlined Energy and Carbon Report ('SECR')

The Streamlined Energy and Carbon Reporting ('SECR') regulations were implemented on 1 January 2020. This report considers relevant energy and carbon usage for the period from 1 January 2021 to 31 December 2021. The information in this report relates to the UK territory only.

Reporting parameters

The reporting parameters are the financial year ended 31 December 2021 and cover the operations of the Company. The main energy usage for the Company is grid electricity within the offices, given there is no requirement for further energy usage.

The reporting intensity ratio used is tonnes of CO₂ emissions per £k turnover. It is considered that this provides the best representation of activity, in line with other SECR reporting and industry standards.

The table below shows the total kWh consumed by the Company from the period 1 January 2021 to 31 December 2021. The Company has consumed no gas during the year.

	kWh/annum (year ended 31/12/2021)	kWh/annum (year ended 31/12/2020)
Energy consumption and greenhouse gas emissions		
Total electricity and gas	88,519	112,872
Total transport	10,286	106,527
Total	98,805	219,399

The fall in total transport energy consumptions and greenhouse gas emissions is due to a reduction in air travel in 2021.

Intensity ratio

The energy intensity metric being reported is tCO₂e/£k turnover and the results are shown below.

	Emissions kgCO ₂ e/annum	Turnover, £k	Intensity ratio tCO ₂ e/£k turnover
Year ended 31/12/2021	92,877	54,502	0.1704%
Year ended 31/12/2020	51,150	30,170	0.1695%

Disclosure of information to auditors

In the case of each Director in office at the date the Directors' Report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditor is aware of that information.

Independent auditor

The auditor, BDO LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the AGM.

The Directors' Report was approved on behalf of the Board on 20 April 2022.

By order of the Board

Tim Croston

Chief Financial Officer
20 April 2022

20 Dale Street, Manchester, M1 1EZ

Registered number: 13693251

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the Group financial statements in accordance with UK adopted international accounting standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK adopted international accounting standards subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and 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 requirements of 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.

Website publication

The Directors are responsible for ensuring the Annual Report and the financial statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Tim Croston

Chief Financial Officer
20 April 2022

20 Dale Street
Manchester
M1 1EZ

Registered number: 13693251