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Gravity Global Digital Ltd

Annual Report and Unaudited Financial Statements

For the year ended 31 December 2025

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Company Registration No. 08057930 (England and Wales)

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Gravity Global Digital Ltd

Company Information

Directors	A Daynes M Lethbridge P Anderson S Williams
Company number	08057930
Registered office	69 Wilson Street London United Kingdom EC2A 2BB

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Gravity Global Digital Ltd

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Gravity Global Digital Ltd

Balance Sheet
As at 31 December 2025

	Notes	2025 £	2025 £	2024 £	2024 £
Fixed assets					
Tangible assets	3		-		2,778
Current assets					
Debtors	4	2,693,295		4,446,067	
Cash at bank and in hand		-		80,487	
		2,693,295		4,526,554	
Creditors: amounts falling due within one year	5	-		(1,615,723)	
Net current assets			2,693,295		2,910,831
Total assets less current liabilities			2,693,295		2,913,609
Creditors: amounts falling due after more than one year	6		-		-
Net assets			2,693,295		2,913,609
Capital and reserves					
Called up share capital	8		78		78
Capital redemption reserve			22		22
Other reserves			221,438		221,463
Profit and loss reserves			2,471,757		2,692,046
Total equity			2,693,295		2,913,609

The directors of the company have elected not to include a copy of the profit and loss account with the financial statements.

For the financial year ended 31 December 2025 the company was entitled to exemption from audit under section 479a of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 29 September 2026 and are signed on its behalf by:

DocuSigned by:
Andrew Daynes
A Daynes
Director

Company Registration No. 08057930

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Gravity Global Digital Ltd

Statement of Changes in Equity
For the year ended 31 December 2025

	Share capital £	Capital Redemption reserves £	Other reserves £	Profit and loss reserves £	Total £
Balance at 1 January 2024	78	22	221,463	2,801,586	3,023,149
Year ended 31 December 2024:					
Loss and total comprehensive loss for the year	-	-	-	(109,540)	(109,540)
Balance at 31 December 2024	78	22	221,463	2,692,046	2,913,609
Year ended 31 December 2025:					
Loss and total comprehensive loss for the year	-	-	(25)	(220,289)	(220,314)
Balance at 31 December 2025	78	22	221,438	2,471,757	2,693,295

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1 Accounting policies

Company information

Gravity Global Digital Ltd is a private company limited by shares incorporated in England and Wales. The registered office is 69 Wilson Street, London, EC2A 2BB.

1.1 Accounting convention

These financial statements have been prepared in accordance with Section 1A of FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Exemptions for qualifying entities under FRS 102

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Gravity Global Limited. These consolidated financial statements are available from its registered office, 69 Wilson Street, London, United Kingdom, EC2A 2BB.

1.3 Going concern

On 30 September 2025, the Company sold its trade and assets to a sister subsidiary, Gravity London Limited, and subsequently, the company has ceased trading and no longer has any liabilities. The directors do not intend for the Company to recommence trading and, accordingly, do not consider the Company to be a going concern.

The financial statements have therefore been prepared on a break-up basis. Under this basis, the Company's assets are stated at the amounts expected to be realised. The directors have considered the recoverability of the Company's remaining assets and do not expect the use of the break-up basis to give rise to any material adjustments to the amounts recognised in these financial statements.

Gravity Global Digital Ltd

Notes to the Financial Statements

For the year ended 31 December 2025

1 Accounting policies **(Continued)**

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computers	25% straight line
Fixtures and fittings	20% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Impairment of fixed *assets*

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1 **Accounting policies** **(Continued)**

1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand and deposits held at call with banks.

1.8 *Financial instruments*

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.9 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Gravity Global Digital Ltd

Notes to the Financial Statements

For the year ended 31 December 2025

1 **Accounting policies** **(Continued)**

1.10 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminating the employment of an employee or to provide termination benefits.

1.12 Retirement benefits

Payments to defined contribution retirement schemes are charged as an expense as they fall due.

1.13 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

1.14 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

Gravity Global Digital Ltd

Notes to the Financial Statements

For the year ended 31 December 2025

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2025 Number	2024 Number
Total	6	9

3 Tangible fixed assets

	Plant and machinery etc
	£
Cost	
At 1 January 2025	52,224
Disposals	(52,224)
At 31 December 2025	-
Depreciation	
At 1 January 2025	49,446
Depreciation charged in the year	1,488
Eliminated in respect of disposals	(50,934)
At 31 December 2025	-
Carrying amount	
At 31 December 2025	-
At 31 December 2024	2,778

4 Debtors

	2025	2024
Amounts falling due within one year:	£	£
Trade debtors	-	299,432
Amounts owed by group undertakings	2,693,295	3,756,935
Other debtors	-	389,517
	2,693,295	4,445,884
Amounts falling due after more than one year:		
Deferred tax asset (see note 7)	-	183
Total debtors	2,693,295	4,446,067

Gravity Global Digital Ltd

Notes to the Financial Statements

For the year ended 31 December 2025

5 Creditors: amounts falling due within one year

	2025	2024
	£	£
Trade creditors	-	36,305
Amounts due to group undertakings	-	1,072,882
Corporation tax payable	-	87,148
Other taxation and social security	-	29,454
Other creditors	-	389,934
	-	1,615,723

6 Creditors: amounts falling due after more than one year

	2025	2024
	£	£
Other creditors	-	-

7 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the group and company, and movements thereon:

	Assets 2025	Assets 2024
Balances:	£	£
Accelerated capital allowances	-	183

Movements in the year:	2025 £
Asset at 1 January 2025	183
Charge to profit or loss	(183)
Liability at 31 December 2025	-

8 Called up share capital

	2025 Number	2024 Number	2025 £	2024 £
Ordinary share capital				
Issued and fully paid				
Ordinary A shares of 10p each	779	779	78	78
	779	779	78	78

9 Financial commitments, guarantees and contingent liabilities

A composite guarantee has been given to the group's bank loan lenders in respect of any debts or liabilities owing to the lenders by any party to the guarantee. The parties to the guarantee are the companies listed below:

Gravity Global Limited
Gravity London Limited
Gravity Oxford Ltd
Gravity Global Performance Marketing Ltd
Gravity Global Digital Ltd
Larsen Walsh Consultants Limited
Newton Topco Limited
Newton Midco Limited
Gravity Global US Holdings Inc
Gravity Global Holdings LLC
Fogarty & Klein, Inc.
9th Wonder Global LLC
Morsekode LLC
Gravity Global Houston LLC
Mojo Media Labs LLC
Dailey & Associates
9th Wonder West Coast LLC
Marketing Doctor LLC
AVA TopRight LLC

At the balance sheet date, the group's indebtedness to its lenders was £20,555,096 (2024: £23,339,857).

10 Related party transactions

As permitted by FRS 102 Section 33 "related party disclosures", the financial statements do not disclose transactions with the immediate parent company and wholly owned fellow subsidiaries on the basis that group financial statements are prepared.

11 Controlling party

The immediate parent undertaking of the company is Gravity Global Limited, a company incorporated in England and Wales. The immediate parent company of Gravity Global Limited is Newton Bidco Limited, a company registered in England and Wales. The immediate parent company of Newton Bidco Limited is Newton Midco Limited, a company registered in England and Wales. The ultimate parent company of the group is Newton Topco Limited, a company incorporated in England and Wales.

Gravity Global Limited is the smallest group for which consolidated financial statements including the company are prepared. The consolidated financial statements of Gravity Global Limited are available from its registered office, 69 Wilson Street, London, United Kingdom, EC2A 2BB.

Newton Topco Limited is the largest group for which consolidated financial statements including the company are prepared. The consolidated financial statements of Newton Topco Limited are available from its registered office, 69 Wilson Street, London, United Kingdom, EC2A 2BB.

The company is controlled by Elysian Capital III LP of 1 Southampton Street, London, WC2R 0LR, on the basis that it controls a controlling interest in the voting rights of the share capital of Newton Topco Limited.

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12 Group reorganisation and cessation of trade

On 30 September 2025, the Company sold its trade and related assets to Gravity London Limited, a sister subsidiary with the same immediate parent undertaking, Gravity Global Limited. The transaction formed part of a group reorganisation to streamline the operating structure within the Group.

The trade and assets were transferred at their book values as at 30 September 2025, and the consideration was settled by way of intra-group balances.

Following completion of the transfer, the Company ceased trading with effect from 30 September 2025, and all ongoing activities previously undertaken by the Company have been carried on by Gravity London Limited from that date.