



XLMedia PLC

Financial Statements 2019

XL MEDIA PLC.

CONSOLIDATED FINANCIAL STATEMENTS

AS OF 31 DECEMBER 2019

XLMEDIA PLC.

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U.S DOLLARS IN THOUSANDS

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INDEPENDENT AUDITOR'S REPORT To the Shareholders of XLMedia PLC

Report on the audit of the consolidated financial statements

Opinion

We have audited the consolidated financial statements of XLMedia PLC and its subsidiaries (the Group), which comprise the consolidated statements of financial position as of 31 December 2019 and 2018 and the consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Group as of 31 December 2019 and 2018 and its financial performance and its cash flows for each of the years then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the year ended 31 December 2019. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



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	Description of Key Audit Matter and why a matter of most significance in the audit	Description of Auditor's Response
Revenue recognition	<p>Revenues which amounted to 79.7 million in 2019 are significant to the consolidated financial statements based on their quantitative materiality. As such, there is inherent risk that revenues may be improperly recognised, inflated or misstated</p> <p>Recognition of revenues in the accounts of the Group is a highly automated process. The Group is heavily reliant on the reliability and continuity of its in-house IT platform to support automated data processing in its recognition and recording of revenues.</p>	<p>In 2019 in order to gain the required level of assurance, we performed substantive audit procedures relating to the recognition and recording of revenues, including tests of reconciliations from underlying data to the financial accounts. IT audit specialists were deployed to assist in understanding the design and operation of the relevant IT systems and in performing various data analyses in order to test completeness, accuracy and timing of the recognition of revenues. We also evaluated the adequacy of the disclosures provided in relation to revenue in Notes 2 and 17 to the consolidated financial statements.</p>
Goodwill Domains and Websites and other intangible assets – impairment test	<p>As of 31 December 2019, the total net carrying amount (before impairment) of goodwill, domains and websites with indefinite useful life and other intangible was approximately USD 128 million. In accordance with IFRSs as adopted by the European Union, the Group is required to annually test these assets for impairment. As result of the impairment test the Group recorded an impairment loss for the amount of USD 81,350 thousands, which is included in the statement of profit or loss.</p>	<p>Our audit procedures included, among others evaluating the assumptions and methodologies used by the Group. In particular, we tested the Group's determination of the recoverability of these assets by reviewing management's forecasts of revenues and profitability. We assessed the reliability of these forecasts through, among others, a review of actual performance against previous forecasts. We evaluated and tested the discount rates and attribution of expenses, and we considered the reasonableness of management's other assumptions. We also verified the adequacy of the disclosure of the assumptions and other data in Note 8 to the consolidated financial statements.</p>
Taxation	<p>The Group's operations are subject to income tax in various jurisdictions. Taxation is significant to our audit because the assessment process is complex and judgmental and the amounts involved are material to the consolidated financial statements as a whole.</p>	<p>We included in our team tax specialists to analyse and evaluate the assumptions used to determine tax provisions. We evaluated and tested the underlying support, such as transfer price studies, for the calculation of income taxes in the various jurisdictions. We also assessed the adequacy of the Group's disclosures in Note 16 to the consolidated financial statements.</p>



Emphasis of matter – Subsequent event

We draw attention to Note 22 of the consolidated financial statements, which describes the uncertainties of the potential impact of Coronavirus on the Company's operation subsequent to the reporting period. Our opinion is not modified in respect of this matter.

Other information included in the Group's 2019 Annual Report

Other information consists of the information included in the Group's 2019 Annual Report other than the consolidated financial statements and our auditor's report thereon. Management is responsible for the other information. The Group's 2019 Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

Responsibilities of management and the board of directors for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The board of directors is responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 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 consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the board of directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the board of directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the board of directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the year ended 31 December 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

The consolidated financial statements have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

21 April 2020
Beer Sheva, Israel

A. PEREZ
Albert Perez
For and on behalf of
KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	As of 31 December	
		2019	2018
USD in thousands			
Assets			
Current assets:			
Cash and cash equivalents		27,108	44,627
Short-term investments	5 (a)	2,785	2,996
Trade receivables	6 (a)	7,755	16,112
Other receivables	6 (b)	4,522	4,697
Financial derivatives	12(b)	222	805
		<u>42,392</u>	<u>69,237</u>
Non-current assets:			
Long-term investments	5 (b)	682	633
Property and equipment	7	9,431	1,296
Goodwill	8	-	23,652
Domains and websites	8	40,215	92,053
Other intangible assets	8	6,428	9,146
Deferred taxes	15	-	99
Other assets		278	435
		<u>57,034</u>	<u>127,314</u>
		<u>99,426</u>	<u>196,551</u>

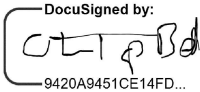
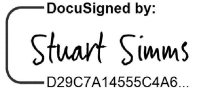
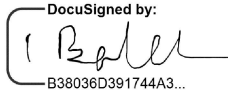
The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Note	As of 31 December	
		2019	2018
		USD in thousands	
Liabilities and equity			
Current liabilities:			
Trade payables		3,028	6,416
Other liabilities and accounts payable	9	9,625	6,967
Income tax payable	15	11,874	9,049
Financial derivatives	12 (b)	79	91
Current maturities of long-term bank loans	10	1,465	5,585
Current maturities of lease liabilities	11	1,161	-
		<u>27,232</u>	<u>28,108</u>
Non-current liabilities:			
Long-term bank loans	10	-	1,380
Lease liability	11	8,067	-
Deferred taxes	15	516	-
Other liabilities		65	248
		<u>8,648</u>	<u>1,628</u>
Total liabilities		<u>35,880</u>	<u>29,736</u>
Equity			
Share capital	13	*)	*)
Share premium		112,624	112,224
Capital reserve from share-based transactions		2,276	2,590
Capital reserve from transaction with non-controlling interests		(2,445)	(2,445)
Treasury shares		(30,159)	(468)
Retained earnings (accumulated deficit)		(19,041)	54,623
		<u>63,255</u>	<u>166,524</u>
Equity attributable to equity holders of the Company			
Non-controlling interests		291	291
		<u>63,546</u>	<u>166,815</u>
Total equity		<u>99,426</u>	<u>196,551</u>

*) Lower than USD 1 thousand.

The accompanying notes are an integral part of the consolidated financial statements.

21 April 2020	 <small>9420A9451CE14FD...</small>	 <small>D29C7A14555C4A6...</small>	 <small>B38036D391744A3...</small>
Date of approval of the financial statements	Chris Bell Chairman of the Board of Directors	Stuart Simms Chief Executive Officer	Iain Balchin Chief Financial Officer

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Note	Year ended 31 December	
		2019	2018 (*)
USD in thousands			
Revenues	17	79,695	93,502
Cost of revenues		26,002	30,133
Gross profit		53,693	63,369
Research and development expenses		1,554	1,043
Sale and marketing expenses		4,579	5,044
General and administrative expenses		21,214	20,297
		27,347	26,384
Operating profit before Impairment and Reorganisation costs		26,346	36,985
Impairment loss	8	81,350	300
Reorganisation costs	2(a)	1,682	-
Operating profit (Loss)		(56,686)	36,685
Finance expenses		(1,879)	(837)
Finance income		835	300
Finance expenses, net		(1,044)	(537)
Profit (loss) before taxes on income		(57,730)	36,148
Taxes on income	15	3,188	4,089
Income (loss) from continuing operations		(60,918)	32,059
Income (loss) from discontinued operations, net	16	2,217	(11,284)
Net income (loss)		(58,701)	20,775
Net income (loss) and other comprehensive income		(58,701)	20,775
Attributable to:			
Equity holders of the Company		(59,474)	19,818
Non-controlling interests		773	957
		(58,701)	20,775
Earnings per share attributable to equity holders of the Company:	13 (e)		
Basic and Diluted earnings (loss) per share from continuing operation (in USD)		(0.31)	0.14
Basic and Diluted earnings (loss) per share from discontinued operation (in USD)		0.01	(0.05)

(*) Reclassified for discontinued operations – See Note 16.

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to equity holders of the Company						
	Share capital	Share premium	Capital reserve from share-based transactions	Capital reserve from transactions with non-controlling interests		Retained earnings (losses)	Total Equity
				Treasury shares	USD in thousands		
Balance as of 1 January 2019	*) 112,224	-	2,590	(2,445)	(468)	54,623	166,815
Net loss and other comprehensive income	-	-	-	-	-	(59,474)	(58,701)
Acquisition of treasury shares	-	-	-	-	(29,691)	-	(29,691)
Cost of (income from) share-based payment	-	-	(218)	-	-	-	(218)
Dividend to equity holders of the Company	-	-	-	-	-	(14,190)	(14,190)
Exercise of options	*) 400	-	(96)	-	-	-	304
Dividend to non-controlling interests	-	-	-	-	-	-	(773)
Balance as of 31 December 2019	*) 112,624	-	2,276	(2,445)	(30,159)	(19,041)	63,546

	Attributable to equity holders of the Company						
	Share capital	Share premium	Capital reserve from share-based transactions	Capital reserve from transactions with non-controlling interests		Retained earnings	Total Equity
				Treasury shares	USD in thousands		
Balance as of 1 January 2018	*) 68,417	-	1,227	(2,445)	-	49,167	116,657
Net income and other comprehensive income	-	-	-	-	-	19,818	20,775
Share capital issuance (Net of issue cost of USD 1.6 million)	-	42,618	-	-	-	-	42,618
Acquisition of treasury shares	-	-	-	-	(468)	-	(468)
Cost of share-based payment	-	-	1,667	-	-	-	1,667
Dividend to equity holders of the Company	-	-	-	-	-	(14,362)	(14,362)
Exercise of options	*) 1,189	-	(304)	-	-	-	885
Dividend to non-controlling interests	-	-	-	-	-	-	(957)
Balance as of 31 December 2018	*) 112,224	-	2,590	(2,445)	(468)	54,623	166,815

*) Lower than USD 1 thousand.

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended	
	31 December	
	2019	2018
	USD in thousands	
Cash flows from operating activities:		
Net income (loss)	(58,701)	20,775
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Adjustments to the profit or loss items:		
Depreciation and amortisation	7,511	6,203
Impairment loss	81,350	300
Finance expense (income), net	1,976	(1,577)
Gain from sale of property	-	(10)
Loss (gain) from discontinued operation	(1,811)	9,938
Cost of (income from) share-based payment	(218)	1,667
Taxes on income	3,228	4,387
Exchange differences on balances of cash and cash equivalents	(661)	954
	<u>91,375</u>	<u>21,862</u>
Changes in asset and liability items:		
Decrease in trade receivables	6,465	2,838
Decrease (increase) in other receivables	371	(509)
Decrease in trade payables	(2,239)	(3,397)
Increase (decrease) in other accounts payable	4,482	(4,571)
Increase (decrease) in other long-term liabilities	(183)	47
	<u>8,896</u>	<u>(5,592)</u>
Cash received (paid) during the year for:		
Interest paid	(752)	(469)
Interest received	101	196
Taxes paid	(2,859)	(5,544)
Taxes received	2,061	557
	<u>(1,449)</u>	<u>(5,260)</u>
Net cash provided by operating activities	<u>40,121</u>	<u>31,785</u>

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended 31 December	
	2019	2018
	USD in thousands	
Cash flows from investing activities:		
Purchase of property and equipment	(260)	(553)
Proceeds from sale of assets and property	-	270
Acquisition of and additions to domains, websites and other intangible assets	(406)	(47,306)
Acquisition of and additions to technology	(8,447)	(8,210)
Proceeds from the sale of discontinued operation *)	1,547	-
Short- term and long-term investments, net	281	1,735
Net cash used in investing activities	<u>(7,285)</u>	<u>(54,064)</u>
Cash flows from financing activities:		
Dividend paid to equity holders of the Company	(14,190)	(14,362)
Share capital issuance, net of issuance costs	-	42,618
Acquisition of treasury shares	(29,691)	(468)
Dividend paid to non-controlling interests	(652)	(1,285)
Exercise of options	270	976
Repayment of long and short-term liability	(5,500)	(4,000)
Repayment of lease liabilities	(1,253)	-
Receipt of long-term loan from bank	-	5,965
Net cash provided by (used in) financing activities	<u>(51,016)</u>	<u>29,444</u>
Exchange differences on balances of cash and cash equivalents	<u>661</u>	<u>(954)</u>
Increase (decrease) in cash and cash equivalents	(17,519)	6,211
Cash and cash equivalents at the beginning of the year	<u>44,627</u>	<u>38,416</u>
Cash and cash equivalents at the end of the year	<u>27,108</u>	<u>44,627</u>

*) net of cash balance of discontinued operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: GENERAL

(a) General description of the Group and its operations:

The Group is a leading global digital performance publisher. The Group attracts traffic from multiple online channels and directs them to online businesses who, in turn, convert such traffic into paying customers.

Online traffic is attracted by the Group's publications and are then directed, by the Group, to its customers in return for mainly a share of the revenue generated by such user, a fee generated per user acquired, fixed fees or a hybrid of any of these models.

The Company is incorporated in Jersey and commenced its operations in 2012.

Since March 2014, the Company's shares are traded on the London Stock Exchange's Alternative Investment Market (AIM).

(b) Definitions:

In these financial statements:

The Company - XLMedia PLC.

The Group - The Company and its consolidated subsidiaries

Subsidiaries - Entities that are controlled (as defined in IFRS 10) by the Company and whose accounts are consolidated with those of the Company.
For a list of the main subsidiaries see Note 23.

Related parties - as defined in IAS 24

Dollar/USD - U.S. dollar

(c) Assessment of going concern:

As part of their ongoing responsibilities, the Directors have recently undertaken a thorough review of the Group's cash flow forecast and potential liquidity risks. Forecasts of operating results and cash flow projections have been prepared for 2020 and 2021 which show that the Group's will have sufficient liquidity for its operations during the period. The Directors have determined that the Group is likely to continue in business for at least 12 months from the date of the consolidated financial statements. Accordingly, the Board of Directors applied the going concern basis of accounting in preparing the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been applied consistently in the financial statements for all periods presented, unless otherwise stated.

(a) Basis of presentation of the consolidated financial statements:

These financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS as adopted by the EU") and in accordance with the requirements of the Companies (Jersey) Law 1991.

The financial statements have been prepared on a cost basis, except for financial assets and liabilities (derivatives) that are presented at fair value through profit or loss.

The Company has elected to present profit or loss items using the function of expense method.

In 2019 new Standards and amendments became effective, regarding the effect on the consolidated financial statements, see Note 2(t).

Classification of expenses in profit or loss

Cost of revenues- includes mainly compensation of personnel, media buying costs, affiliates network costs and websites promotion and content.

Research and development and sale and marketing- includes primarily compensation of personnel.

General and administrative- includes primarily compensation and related costs of personnel, amortisation and depreciation expenses, costs related to the Group's facilities and fees for professional services.

Reorganisation costs – includes primarily termination benefits to former key management personnel and various consulting fees.

(b) Consolidated financial statements:

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company (subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Potential voting rights are considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

The financial statements of the Company and of the subsidiaries are prepared as of the same dates and periods. The consolidated financial statements are prepared using uniform accounting policies by all companies in the Group. Significant intragroup balances and transactions and gains or losses resulting from intragroup transactions are eliminated in full in the consolidated financial statements.

Non-controlling interests in subsidiaries represent the equity in subsidiaries not attributable, directly or indirectly, to a parent. Non-controlling interests are presented in equity separately from the equity attributable to the equity holders of the Company. Profit or loss and components of other comprehensive income are attributed to the Company and to non-controlling interests. Losses are attributed to non-controlling interests even if they result in a negative balance of non-controlling interests in the consolidated statement of financial position.

A change in the ownership interest of a subsidiary without a change of control is accounted for as an equity transaction in accordance with IFRS 10.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)**(c) Business combinations and goodwill:**

Business combinations are accounted for by applying the acquisition method. The cost of the acquisition is measured at the fair value of the consideration transferred on the date of acquisition with the addition of non-controlling interests in the acquiree. In each business combination, the Company chooses whether to measure the non-controlling interests in the acquiree based on their fair value on the date of acquisition or at their proportionate share in the fair value of the acquiree's net identifiable assets.

Direct acquisition costs are expensed as incurred.

Contingent consideration is recognised at fair value on the acquisition date and classified as a financial asset or liability in accordance with IAS 39. Subsequent changes in the fair value of the contingent consideration are recognised in profit or loss. If the contingent consideration is classified as an equity instrument, it is measured at fair value on the acquisition date without subsequent remeasurement.

Goodwill is initially measured at cost, which represents the excess of the acquisition consideration and the amount of non-controlling interests over the net identifiable assets acquired and liabilities assumed. If the resulting amount is negative, the acquirer recognises the resulting gain on the acquisition date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For purposes of evaluation of impairment of goodwill, goodwill purchased in a business combination is evaluated and attributed to the cash-generating units to which it had been allocated.

(d) Functional currency, presentation currency and foreign currency:**1. Functional currency and presentation currency:**

The functional and presentation currency of the Company and of its subsidiaries is the U.S. dollar ("USD").

2. Transactions, assets and liabilities in foreign currency:

Transactions denominated in foreign currency are recorded upon initial recognition at the exchange rate at the date of the transaction. After initial recognition, monetary assets and liabilities denominated in foreign currency are translated at the end of each reporting period into the functional currency at the exchange rate at that date. Exchange rate differences, other than those capitalised to qualifying assets or recorded in equity in hedges, are recognised in profit or loss. Non-monetary assets and liabilities measured at cost in foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currency and measured at fair value are translated into the functional currency using the exchange rate prevailing at the date when the fair value was determined.

(e) Cash equivalents:

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of acquisition or with a maturity of more than three months, but which are redeemable on demand without penalty and which form part of the Group's cash management.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(f) Short-term and long-term deposits:

Short-term bank deposits are deposits with an original maturity of more than three months and less than twelve months from the date of acquisition. Long-term deposits are deposits with maturity of more than twelve months from the reporting date. The deposits are presented according to their terms of deposit.

(g) Revenue recognition:

On January 1, 2018, the Company first adopted IFRS 15, "Revenue from Contracts with Customers" ("the Standard").

Revenue from contracts with customers is recognised when the control over the services is transferred to the customer. The transaction price is the amount of the consideration that is expected to be received based on the contract terms.

Revenue from rendering of services:

Revenue from rendering of services is recognized over time, during the period the customer simultaneously receives and consumes the benefits provided by the Company's performance. The Company charges its customers based on payment terms agreed upon in specific agreements.

In determining the amount of revenue from contracts with customers, the Group evaluates whether it is a principal or an agent in the arrangement. The Group is principal when the Group controls the promised services before transferring them to the customer. In these circumstances, the Group recognises revenue for the gross amount of the consideration. When the Group is an agent, it recognises revenue for the net amount of the consideration, after deducting the amount due to the principal.

(h) Taxes on income:

Current or deferred taxes are recognised in profit or loss, except to the extent that they relate to items which are recognised in other comprehensive income or equity.

1. Current taxes:

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date as well as adjustments required in connection with the tax liability in respect of previous years.

2. Deferred taxes:

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.

Deferred taxes are measured at the tax rate that is expected to apply when the asset is realised or the liability is settled, based on tax laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is not probable that they will be utilised. Deductible temporary differences for which deferred tax assets had not been recognised are reviewed at each reporting date and a respective deferred tax asset is recognised to the extent that their utilisation is probable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)**(h) Taxes on income (Cont.):**

Taxes that would apply in the event of the disposal of investments in investees have not been taken into account in computing deferred taxes, as long as the disposal of the investments in investees is not probable in the foreseeable future. Also, deferred taxes that would apply in the event of distribution of earnings by investees as dividends have not been taken into account in computing deferred taxes, since the distribution of dividends does not involve an additional tax liability or since it is the Group's policy not to initiate distribution of dividends from a subsidiary that would trigger an additional tax liability.

Deferred taxes are offset if there is a legally enforceable right to offset a current tax asset against a current tax liability and the deferred taxes relate to the same taxpayer and the same taxation authority.

(i) Leases:

As detailed in paragraph 2 (t) below regarding the initial adoption of IFRS 16, "Leases" ("the Standard"), the Group elected to apply the provisions of the Standard using the modified retrospective approach (without restatement of comparative data).

The accounting policy for leases applied effective from 1 January 2019, is as follows:

The Group accounts for a contract as a lease when the contract terms convey the right to control the use of an identified asset for a period of time in exchange for consideration.

1. Recognition of assets and liabilities:

For leases in which the Group is the lessee, the Group recognizes on the commencement date of the lease a right-of-use asset and a lease liability, excluding leases whose term is up to 12 months and leases for which the underlying asset is of low value. For these excluded leases, the Group has elected to recognize the lease payments as an expense in profit or loss on a straight-line basis over the lease term. In measuring the lease liability, the Group has elected to apply the practical expedient in the Standard and does not separate the lease components from the non-lease components (such as management and maintenance services, etc.) included in a single contract.

On the commencement date, the lease liability includes all unpaid lease payments discounted at the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate. After the commencement date, the Group measures the lease liability using the effective interest rate method.

On the commencement date, the right-of-use asset is recognized in an amount equal to the lease liability plus lease payments already made on or before the commencement date and initial direct costs incurred. The right-of-use asset is measured applying the cost model and depreciated over the shorter of its useful life or the lease term (see Note 2(j) below). The Group tests for impairment of the right-of-use asset whenever there are indications of impairment pursuant to the provisions of IAS 36.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(i) Leases: (Cont.)

2. Variable lease payments that depend on an index:

On the commencement date, the Group uses the index rate prevailing on the commencement date to calculate the future lease payments.

For leases in which the Group is the lessee, the aggregate changes in future lease payments resulting from a change in the index are discounted (without a change in the discount rate applicable to the lease liability) and recorded as an adjustment of the lease liability and the right-of-use asset, only when there is a change in the cash flows resulting from the change in the index (that is, when the adjustment to the lease payments takes effect).

3. Lease extension and termination options:

A non-cancellable lease term includes both the periods covered by an option to extend the lease when it is reasonably certain that the extension option will be exercised and the periods covered by a lease termination option when it is reasonably certain that the termination option will not be exercised.

In the event of any change in the expected exercise of the lease extension option or in the expected non-exercise of the lease termination option, the Group remeasures the lease liability based on the revised lease term using a revised discount rate as of the date of the change in expectations. The total change is recognized in the carrying amount of the right-of-use asset until it is reduced to zero, and any further reductions are recognized in profit or loss.

4. Lease modifications:

If a lease modification does not reduce the scope of the lease and does not result in a separate lease, the Group remeasures the lease liability based on the modified lease terms using a revised discount rate as of the modification date and records the change in the lease liability as an adjustment to the right-of-use asset.

If a lease modification reduces the scope of the lease, the Group recognises a gain or loss arising from the partial or full reduction of the carrying amount of the right-of-use asset and the lease liability. The Group subsequently remeasures the carrying amount of the lease liability according to the revised lease terms, at the revised discount rate as of the modification date and records the change in the lease liability as an adjustment to the right-of-use asset.

The accounting policy for leases applied before 1 January 2019 is as follows:

The criteria for classifying leases as finance or operating leases depend on the substance of the agreements and are made at the inception of the lease in accordance with the following principles as set out in IAS 17.

Operating leases - the Group as lessee:

Lease agreements are classified as an operating lease if they do not transfer substantially all the risks and benefits incidental to ownership of the leased asset. Lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

(j) Property and equipment:

Property and equipment are measured at cost, including directly attributable costs, less accumulated depreciation.

Depreciation is calculated on a straight-line basis over the useful life of the assets at annual rates as follows:

	<u>mainly %</u>
Office furniture and equipment	10
Computers and peripheral equipment	33
Right of use leased assets and leasehold improvement (over the lease term)	10-15

Right of use leased assets and leasehold improvements are depreciated on a straight-line basis over the shorter of the lease term (including any extension option held by the Group and intended to be exercised) and the expected life of the asset.

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate.

Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognised. An asset is derecognised on disposal or when no further economic benefits are expected from its use.

(k) Intangible assets:

Separately acquired intangible assets are measured on initial recognition at cost including directly attributable costs. Intangible assets acquired in a business combination are measured at fair value at the acquisition date. Expenditures relating to internally generated intangible assets, excluding capitalised development costs, are recognised in profit or loss when incurred.

Intangible assets with a finite useful life are amortised over their useful life and reviewed for impairment whenever there is an indication that the asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at each year end.

Intangible assets (domains and websites) with indefinite useful lives are not systematically amortised and are tested for impairment annually or whenever there is an indication that the intangible asset may be impaired. Since the content of the domains and websites is being updated on a current basis management believes that these assets have indefinite useful lives. The useful life of these assets is reviewed annually to determine whether their indefinite life assessment continues to be supportable. If the events and circumstances do not continue to support the assessment, the change in the useful life assessment from indefinite to finite is accounted for prospectively as a change in accounting estimate and on that date the asset is tested for impairment. Commencing from that date, the asset is amortised systematically over its useful life.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(k) Intangible assets: (Cont.)

Research and development expenditures:

Research expenditures are recognised in profit or loss when incurred. An intangible asset arising from a development project or from the development phase of an internal project is recognised if the Group can demonstrate: the technical feasibility of completing the intangible asset so that it will be available for use or sale; the Company's intention to complete the intangible asset and use or sell it; the Company's ability to use or sell the intangible asset; how the intangible asset will generate future economic benefits; the availability of adequate technical, financial and other resources to complete the intangible asset; and the Company's ability to measure reliably the expenditure attributable to the intangible asset during its development.

The asset is measured at cost less any accumulated amortisation and any accumulated impairment losses. Amortisation of the asset begins when development is completed, and the asset is available for use. The asset is amortised over its useful life. Testing of impairment is performed annually over the period of the development project.

Software:

The Group's assets include computer systems comprising hardware and software. Software forming an integral part of the hardware to the extent that the hardware cannot function without the programs installed on it is classified as property and equipment. In contrast, software that adds functionality to the hardware is classified as an intangible asset.

Systems and software (purchased and in-house development cost) are amortised on a straight-line basis over the useful life of three years

Non-competition is amortised on a straight-line basis over the agreement term (between 2 to 3 years).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)**(l) Impairment of non-financial assets:**

The Group evaluates the need to record an impairment of the carrying amount of non-financial assets whenever events or changes in circumstances indicate that the carrying amount is not recoverable.

If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognised in profit or loss.

An impairment loss of an asset, other than goodwill, is reversed only if there have been changes in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. Reversal of an impairment loss, as above, shall not be increased above the lower of the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised for the asset in prior years, and its recoverable amount. The reversal of impairment loss of an asset presented at cost is recognised in profit or loss.

The following criteria are applied in assessing impairment of these specific assets:

1. Goodwill

The Company reviews goodwill for impairment once a year as of 31 December or more frequently if events or changes in circumstances indicate that there is impairment need for such review.

Goodwill is tested for impairment by assessing the recoverable amount of the cash-generating unit (or group of cash-generating units) to which the goodwill has been allocated. An impairment loss is recognised if the recoverable amount of the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is less than the carrying amount of the cash-generating unit (or group of cash-generating units). Any impairment loss is allocated first to goodwill. Impairment losses recognised for goodwill cannot be reversed in subsequent periods.

2. Domains and websites - Intangible assets with an indefinite useful life that are not systematically amortised.

The impairment test is performed annually, on 31 December, or more frequently if events or changes in circumstances indicate that there is an impairment.

(m) Financial instruments:

On January 1, 2018, the Company first adopted IFRS 9, "Financial Instruments" ("the Standard"). The Company elected to adopt the provisions of the Standard retrospectively without restatement of comparative data.

The accounting policy for financial instruments applied commencing from January 1, 2018, is as follows:

1. Financial assets:

Financial assets are measured upon initial recognition at fair value plus transaction costs directly attributable to the acquisition of the financial assets, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

(m) Financial instruments: (Cont.)

1. Financial assets: (Cont.)

The Company classifies and measures debt instruments in the financial statements based on the following criteria:

- The Company's business model for managing financial assets; and
- The contractual cash flow terms of the financial asset.

a) Debt instruments are measured at amortized cost when:

The Company's business model is to hold the financial assets in order to collect their contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial recognition, the instruments in this category are measured according to their terms at amortised cost using the effective interest rate method, less any provision for impairment.

b) Financial assets held for trading:

Financial assets held for trading (derivatives) are measured through profit or loss unless they are designated as effective hedging instruments.

2. Impairment of financial assets:

The Company reviews at the end of each reporting period the provision for loss of financial debt instruments which are measured at amortized cost. The Company has short-term trade receivables in respect of which the Company applies a simplified approach and measures the loss allowance in an amount equal to the lifetime expected credit losses.

An impairment loss on debt instruments measured at amortized cost is recognized in profit or loss with a corresponding loss allowance that is offset from the carrying amount of the financial asset.

3. Derecognition of financial assets:

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire.

4. Financial liabilities:

a) Financial liabilities measured at amortized cost:

Financial liabilities are initially recognized at fair value less transaction costs that are directly attributable to the issue of the financial liability.

After initial recognition, the Company measures all financial liabilities at amortized cost using the effective interest rate method, except for:

- Financial liabilities at fair value through profit or loss such as derivatives;
- Contingent consideration recognized by the buyer in a business combination within the scope of IFRS 3.

b) Financial liabilities measured at fair value through profit or loss:

At initial recognition, the Company measures financial liabilities that are not measured at amortized cost at fair value. Transaction costs are recognised in profit or loss.

After initial recognition, changes in fair value are recognized in profit or loss.

5. Derecognition of financial liabilities:

A financial liability is derecognised only when it is extinguished, that is when the obligation is discharged or cancelled or expires.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

(n) Fair value measurement:

Fair value is the price to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities measured at fair value or for which fair value is disclosed are categorised into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - inputs other than quoted prices included within Level 1 that are observable either directly or indirectly.
- Level 3 - inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

(o) Provisions:

A provision in accordance with IAS 37 is recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects part or all of the expense to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense is recognised in profit or loss net of the reimbursed amount.

(p) Employee benefit liabilities:

The Group has several employee benefit plans:

1. Short-term employee benefits:

Short-term employee benefits include salaries, paid annual leave, paid sick leave, recreation and social security contributions and are recognised as expenses as the services are rendered. A liability in respect of a cash bonus or a profit-sharing plan is recognised when the Group has a legal or constructive obligation to make such payment as a result of past service rendered by an employee and a reliable estimate of the amount can be made.

2. Post-employment benefits:

The plans are financed by contributions to insurance companies or pension funds and classified as defined contribution plans.

The Israeli subsidiaries of the Group have defined contribution plans pursuant to Section 14 to the Severance Pay Law under which the subsidiary pays fixed contributions and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient amounts to pay all employee benefits relating to employee service in the current and prior periods. Contributions to the defined contribution plan in respect of severance or retirement pay are recognised as an expense when contributed concurrently with performance of the employee's services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)**(q) Share-based payment transactions:**

The Group's employees and officers are entitled to remuneration in the form of equity-settled share-based payment transactions.

Equity-settled transactions:

The cost of equity-settled transactions with employees and officers is measured at the fair value of the equity instruments granted at grant date. The fair value is determined using an acceptable option pricing model - additional details are given in Note 14.

In estimating fair value, the vesting conditions (consisting of service conditions and performance conditions other than market conditions) are not taken into account.

The cost of equity-settled transactions is recognised in profit or loss together with a corresponding increase in equity during the period which the performance is to be satisfied ending on the date on which the relevant employees or officers become entitled to the award ("the vesting period"). The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether the market condition is satisfied, provided that all other vesting conditions (service and/or performance) are satisfied.

(r) Discontinued operations:

A discontinued operation is a component of the Company that either has been disposed of or is classified as held for sale. The operating results relating to the discontinued operation (including comparative data) are presented separately in profit or loss, net of the tax effect.

(s) Earnings (loss) per share:

Earnings per share are calculated by dividing the net income (loss) attributable to equity holders of the Company by the weighted average number of Ordinary Shares outstanding during the period. The Company's share of earnings of investees is included based on the earnings per share of the investees multiplied by the number of shares held by the Company. If the number of Ordinary Shares outstanding increases as a result of a capitalisation, bonus issue, or share split, the calculation of earnings per share for all periods presented are adjusted retrospectively.

Potential Ordinary shares are included in the computation of diluted earnings per share when their conversion decreases earnings per share from continuing operations. Potential Ordinary shares that are converted during the period are included in diluted earnings per share only until the conversion date and from that date in basic earnings per share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)**

- (t) Initial adoption of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards:

1. Initial adoption of IFRS 16, "Leases":

In January 2016, the IASB issued IFRS 16, "Leases" ("the Standard"), which supersedes IAS 17, "Leases" ("the old Standard"), IFRIC 4, "Determining Whether an Arrangement Contains a Lease", and SIC-15, "Operating Leases - Incentives".

The Standard has been applied for the first time in these financial statements. As permitted by the Standard, the Group elected to adopt the provisions of the Standard using the modified retrospective method whereby the carrying amount of the right-of-use assets is identical to the carrying amount of the lease liability.

According to this approach, comparative data has not been restated. The carrying amount of the lease liability as of the date of initial adoption of the Standard is calculated using the Group's incremental borrowing rate on the date of initial adoption of the Standard.

- a) Following are data relating to the initial adoption of the Standard as of 1 January 2019, in respect of existing leases as of that date:

	According to the previous accounting policy	The change	As presented according to IFRS 16
	USD in thousands		
Non-current assets:			
Property and equipment:			
Right-of-use assets	-	10,470	10,470
Current liabilities:			
Lease liabilities	-	1,223	1,223
Non-current liabilities:			
Lease liabilities	-	9,247	9,247

Reconciliation of total commitment for future minimum lease payments to lease liability as of 1 January 2019:

	USD in thousands
Total future minimum lease payments for non-cancellable leases as per IAS 17 according to the financial statements as of 31 December 31 2018	13,008
Effect of discount of future lease payments at the Group's incremental borrowing rate on initial date of adoption	<u>(2,538)</u>
Total lease liabilities as per IFRS 16 as of 1 January 2019	<u>10,470</u>

- b) The Group determined the appropriate interest rate for discounting its leases based on credit risk, the weighted average term of the leases and other economic variables. A weighted average incremental borrowing rate of 6% was used to discount future lease payments in the calculation of the lease liability on the date of initial adoption of the Standard.
- c) Practical expedients applied in the initial adoption of the Standard- The Company elected to apply a single discount rate to a portfolio of leases with reasonably similar characteristics.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (Cont.)

- (t) Initial adoption of new financial reporting and accounting standards and amendments to existing financial reporting and accounting standards (Cont.):

2. IFRIC 23, "Uncertainty over Income Tax Treatments":

In June 2017, the IASB issued IFRIC 23, "Uncertainty over Income Tax Treatments" ("the Interpretation"). The Interpretation clarifies the accounting for recognition and measurement of assets or liabilities in accordance with the provisions of IAS 12, "Income Taxes", in situations of uncertainty involving income taxes. The Interpretation provides guidance on considering whether some tax treatments should be considered collectively, examination by the tax authorities, measurement of the effects of uncertainty involving income taxes on the financial statements and accounting for changes in facts and circumstances in respect of the uncertainty.

The Interpretation has been initially applied in these financial statements.

The initial adoption of the Interpretation did not have a material effect on the Group's financial statements.

NOTE 3: SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS USED IN THE PREPARATION OF THE FINANCIAL STATEMENTS

Estimations and assumptions:

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. Changes in accounting estimates are reported in the period of the change in estimate.

The key assumptions made in the financial statements concerning uncertainties at the end of the reporting period and the critical estimates computed by the Group that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- Impairment of goodwill, domains and websites:
The Group reviews goodwill, domains and websites for impairment at least once a year. This requires management to make an estimate of the projected future cash flows from the continuing use of the cash-generating units to which the assets are allocated and also to choose a suitable discount rate for those cash flows. See also Note 8.
- Income taxes
The Group is subject to income tax in various jurisdictions and judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination may be uncertain. The Group recognises tax liabilities based on assumptions supported by, among others, transfer price studies. The Group believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of tax law. See also Note 15.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 4: DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION**

IFRS 3, "Business Combinations":

In October 2018, the IASB issued an amendment to the definition of a "business" in IFRS 3, "Business Combinations" ("the Amendment"). The Amendment is intended to assist entities in determining whether a transaction should be accounted for as a business combination or as an acquisition of an asset.

The Amendment is to be applied prospectively to all business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020, with earlier application permitted.

NOTE 5: SHORT-TERM AND LONG-TERM INVESTMENTS

	Annual interest rate (1)	As of 31 December	
		2019	2018
		USD in thousands	
(a) Short-term investments:			
Short-term bank deposits (2):			
In USD	0.8	1,308	1,307
In NIS	0.4	1,470	1,497
In EURO		7	192
		<u>2,785</u>	<u>2,996</u>
(b) Long-term financial assets:			
Bank deposits- in NIS (2)	0.6	<u>682</u>	<u>633</u>

(1) The above interest rates are the weighted average rates as of 31 December 2019.

(2) Includes deposits for the amount of USD 3,467 thousand with fixed liens recorded as security for credit card transactions in connection with advertising campaigns and other online purchasing over the internet as well as for financial derivative transactions and bank guarantee provided in connection with a lease agreement on property.

NOTE 6: TRADE AND OTHER RECEIVABLES

a. Trade receivables:

	As of 31 December,	
	2019	2018
	USD in thousands	
Open accounts	8,666	17,800
Less - allowance for doubtful accounts	911	1,688
Trade receivables, net	<u>7,755</u>	<u>16,112</u>

1. As of 31 December 2019, the Group has no material amounts that are past due and not impaired.

2. Doubtful accounts expenses included in general and administrative expenses USD 211 thousands (2018- USD 530 thousands).

3. See Note 12 (b) (2) on credit risk of trade receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 6: TRADE AND OTHER RECEIVABLES (Cont.)**

b. Other receivables:

	As of 31 December	
	2019	2018
	USD in thousands	
Prepaid expenses	2,391	2,407
Government authorities	2,012	1,536
Other receivables	119	754
	<u>4,522</u>	<u>4,697</u>

NOTE 7: PROPERTY AND EQUIPMENT

	Computers, furniture, office equipment and others	Leasehold improvements	Right of use leased assets – Offices (2)	Total
	USD in thousands			
	Cost:			
Balance as of 1 January 2018	2,530	442	-	2,972
Acquisitions during the year	489	64	-	553
Disposals during the period	(27)	-	-	(27)
Balance as of 31 December 2018	<u>2,992</u>	<u>506</u>	<u>-</u>	<u>3,498</u>
Initial application of IFRS 16	-	-	10,470	10,470
Acquisitions during the year	208	52	47	307
Adjustments for indexation	-	-	33	33
Decreases during the year:				
Discontinued operation (1)	(384)	(20)	-	(404)
Termination of leases	-	-	(879)	(879)
Balance as of 31 December 2019	<u>2,816</u>	<u>538</u>	<u>9,671</u>	<u>13,025</u>
Accumulated depreciation:				
Balance as of 1 January 2018	1,584	158	-	1,742
Depreciation during the year	425	52	-	477
Disposals during the period	(17)	-	-	(17)
Balance as of 31 December 2018	<u>1,992</u>	<u>210</u>	<u>-</u>	<u>2,202</u>
Depreciation during the year	337	59	1,402	1,798
Decreases during the year:				
Discontinued operation (1)	(321)	(10)	-	(331)
Termination of leases	-	-	(75)	(75)
Balance as of 31 December 2019	<u>2,008</u>	<u>259</u>	<u>1,327</u>	<u>3,594</u>
Depreciated cost as of 31 December 2019	<u>808</u>	<u>279</u>	<u>8,344</u>	<u>9,431</u>
Depreciated cost as of 31 December 2018	<u>1,000</u>	<u>296</u>	<u>-</u>	<u>1,296</u>

(1) See Note 16.

(2) See Note 11.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 8: INTANGIBLE ASSETS**

a. Composition and movement:

	Goodwill	Domains and websites	Non- competition	Systems, software and other	Total
	USD in thousands				
Cost:					
Balance as of 1 January 2018	30,052	47,367	4,240	17,037	98,696
Acquisitions during the year	-	46,591	715	1,195	48,501
Costs capitalised during the year (in-house development cost)	-	-	-	7,015	7,015
Balance as of 31 December 2018	<u>30,052</u>	<u>93,958</u>	<u>4,955</u>	<u>25,247</u>	<u>154,212</u>
Acquisitions during the year	-	408	-	1,342	1,750
Costs capitalised during the year (in-house development cost)	-	-	-	7,105	7,105
Balance as of 31 December 2019	<u>30,052</u>	<u>94,366</u>	<u>4,955</u>	<u>33,694</u>	<u>163,067</u>
Accumulated amortisation and impairment:					
Balance as of 1 January 2018	-	1,605	3,467	9,225	14,297
Amortisation during the year	-	-	733	4,993	5,726
Impairment loss from discontinued operation (1)	6,400	-	174	2,464	9,038
Other impairment loss	-	300	-	-	300
Balance as of 31 December 2018	<u>6,400</u>	<u>1,905</u>	<u>4,374</u>	<u>16,682</u>	<u>29,361</u>
Amortisation during the year	-	-	477	5,236	5,713
Impairment loss (2)	23,652	52,246	104	5,348	81,350
Balance as of 31 December 2019	<u>30,052</u>	<u>54,151</u>	<u>4,955</u>	<u>27,266</u>	<u>116,424</u>
Amortised cost as of 31 December 2019	<u>-</u>	<u>40,215</u>	<u>-</u>	<u>6,428</u>	<u>46,643</u>
Amortised cost as of 31 December 2018	<u>23,652</u>	<u>92,053</u>	<u>581</u>	<u>8,565</u>	<u>124,851</u>

(1) See Note 16.

(2) See Note b below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 8: INTANGIBLE ASSETS (Cont.)**

b. Additional information on impairment:

In January 2020, 107 of the Group's sites were demoted in search results by Google, of which 23 were premium sites. The demotion of the sites is expected to have a material impact on the Group's future revenues.

Based on the value in use of the Publishing operations of the Group performed by an independent valuation specialist, the carrying amount of the goodwill was written down to nil. The remaining amount of the impairment loss was allocated to the other intangible assets based on their relative carrying amounts.

As result the Company recorded an impairment loss for the amount of USD 81,350 thousands, which is included in the statement of profit or loss.

The pre-tax discount rate applied to the cash flow projection is 15.5% (2018-13.1%). The projected cash flows are estimated using mainly fixed growth rate of 4.5% for the years 2021-2024 and terminal growth rate of 3% (2018-3%).

The key assumptions used in calculating the value in use:

Revenues and operational profit- the revenues and the profit rate assumptions are based on management expectations and forecasts for the coming year and the management's forecasted cash flows for the following three years. These forecasts included an evaluation of those specific sites that suffered a demotion or other factors which could adversely affect revenues and profitability

Discount rate - the discount rate reflects management's assumptions regarding the Group's specific risk premium.

Growth rate - the growth rate applied for the period beyond the four-year forecasted period is based on the long-term average growth rate as customary in similar industries.

Sensitivity analyses of changes in assumptions:

With respect to the assumptions used in determining the value in use, management believes that a significant change in key assumptions, in particular, a decrease in forecasted revenues, would result in a further impairment of the intangible assets.

NOTE 9: OTHER LIABILITIES AND ACCOUNTS PAYABLE

	<u>As of 31 December</u>	
	<u>2019</u>	<u>2018</u>
	<u>USD in thousands</u>	
Employees and payroll accruals	5,073	3,750
Government authorities	724	741
Accrued expenses	3,043	1,513
Other liabilities	785	963
	<u>9,625</u>	<u>6,967</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 10: LOANS FROM BANK**

- a. Composition:

	As of 31 December	
	2019	2018
	USD in thousands	
Long-term bank loans	1,465	6,965
Less - current maturities	1,465	5,585
	<u>-</u>	<u>1,380</u>

- b. Loan terms:

In December 2017, a subsidiary of the Company received a loan from a bank for the amount of USD 5 million. The loan was repayable in 24 equal instalments and carried an interest rate of USD Libor +4.45%.

The loan was repaid fully in 2019.

In June 2018, a subsidiary of the Company received a loan from a bank for the amount of USD 6 million. The loan is repayable in 24 equal instalments and carries an interest rate of USD Libor +4.4% (as of 31 December 2019 – 6.36 %).

The Company's subsidiary committed towards the bank, amongst others, to maintain financial covenants, which will be measured on a quarterly basis.

As of 31 December 2019, the Company's subsidiary is meeting the financial covenants.

- c. Liens- see Note 18.

NOTE 11: LEASE LIABILITIES

- a. Composition:

	31 December
	2019
	U.S. dollars in thousands
Lease liabilities	9,228
Less - current maturities	1,161
	<u>8,067</u>

Group companies (as lessee) have entered into commercial real estate lease agreements. The leases include an exit point in December 2020 (with extension option periods) with annual lease fees of approximately USD 1.6 million. As of 31 December 2019, these extension options have been taken into consideration in the determination of the lease liabilities.

The Group recorded fixed liens on long-term bank deposit in connection with these agreements (see Note 5).

As more fully described in Note 2(t), on adoption of IFRS 16 the Group recognised lease liabilities in relation to these leases which previously were classified as operating leases under IAS 17. See Note 7 for the related right of use assets and Note 12b for details of lease liability maturities.

In September 2019 the Company terminated, without penalty, a lease of office space which was originally leased till 2028 with an annual lease payment of USD 83 thousand. As a result, the Company derecognised the right-of-use leased asset for the net amount of USD 804 thousand and the related liability for the amount of USD 893 thousands.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 11: LEASE LIABILITIES (Cont.)**

- b. Information on leases in which the Company is a lessee:

	Year ended December 31 2019
	U.S. dollars in thousands
Depreciation expense for right-of-use assets	1,402
Finance expense (including exchange rate differences) for lease liability	1,310
Total cash outflow for leases	1,697

NOTE 12: FINANCIAL INSTRUMENTS

- a. Classification of financial assets and liabilities:
The financial assets and financial liabilities in the statement of financial position are classified by groups of financial instruments as follows:

	As of 31 December	
	2019	2018
	USD in thousands	
Financial assets		
Financial assets at fair value through profit or loss:		
Financial derivatives	222	805
Financial assets measured at amortised cost:		
Cash and cash equivalents	27,108	44,627
Short-term and long-term investments	3,467	3,629
Trade receivables	7,755	16,112
Other receivables	25	754
Total financial assets measured at amortised cost	38,355	65,122
Total financial assets	38,577	65,927
Total current	37,895	65,294
Total non-current	682	633
Financial liabilities		
Financial assets at fair value through profit or loss:		
Financial derivatives	79	91
Financial liabilities measured at amortised cost:		
Trade payables	3,028	6,416
Other liabilities and account payables	8,480	5,637
Lease liabilities	9,228	-
Bank loan	1,465	6,965
Total financial liabilities measured at amortised cost	22,201	19,018
Total financial liabilities	22,280	19,109
Total current	14,213	17,729
Total non-current	8,067	1,380

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 12: FINANCIAL INSTRUMENTS (Cont.)**

b. Financial risks factors:

The Group's activities expose it to various financial risks.

1. Market risk - Foreign exchange risk:

A significant portion of the Group's revenues are received in EURO. The Group also has revenues that are received in GBP. A significant portion of the Israeli subsidiaries expenses are paid in New Israeli Shekels ("NIS"). Therefore, the Group is exposed to fluctuations in the foreign exchange rates in EURO, GBP and NIS against the USD.

The Company entered into forward contracts with the intention to reduce the foreign exchange risk of forecasted cash flows. These contracts are not designated as hedges for accounting purposes and are measured at fair value through profit or loss.

For the year ended 31 December 2019 the Group recorded foreign exchange rate differences income, net for the amount of USD 619 thousand (net of gain on forward transactions, see below) (2018- expenses of USD 95 thousand).

The open positions as of 31 December 2019, all for period until end of June 2020:

Forward transactions for the sale of EURO in exchange for USD totaling EURO 9.3 million (USD 10.7 million).

Forward transactions for the sale of GBP in exchange for USD totaling GBP 2.6 million (USD 3.4 million).

As of 31 December 2019, the total fair value of the above forward transactions amounted to USD 79 thousand (liabilities) and USD 222 thousand (assets).

2. Credit risk:

The Group usually extends 30-60 day term to its customers. The Group regularly monitors the credit extended to its customers and their general financial condition but does not require collateral as security for these receivables.

The Group maintains cash and cash equivalents and short-term investments and long-term investments in various financial institutions. These financial institutions are located in the EU, Israel, Europe and US.

3. Liquidity risk:

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments (including interest payments):

As of 31 December 2019:

	Less than one year	1 to 2 years	2 to 3 years	3 to 4 years	Above 4 years	Total
Trade payables	3,028	-	-	-	-	3,028
Other liabilities and account payables	8,480	-	-	-	-	8,480
Financial derivatives	79	-	-	-	-	79
Lease liabilities	1,586	1,650	1,650	1,676	4,629	11,191
Bank loan	1,465	-	-	-	-	1,465
	<u>14,638</u>	<u>1,650</u>	<u>1,650</u>	<u>1,676</u>	<u>4,629</u>	<u>24,243</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 12: FINANCIAL INSTRUMENTS (Cont.)**

- b. Financial risks factors: (Cont.)

As of 31 December 2018:

	Less than one year	1 to 2 years	Total
	USD in thousands		
Trade payables	6,416	-	6,416
Other liabilities and account payables	5,637	-	5,637
Financial derivatives	91	-	91
Bank loan	<u>5,786</u>	<u>1,529</u>	<u>7,315</u>
	<u>17,930</u>	<u>1,529</u>	<u>19,459</u>

- c. Fair value:

The carrying amounts of the Group's financial assets and liabilities approximate their fair value.

The fair value of financial derivatives is categorised within level 2 of fair value hierarchy.

- d. Sensitivity tests relating to changes in market factors:

	As of 31 December	
	2019	2018
	USD in thousands	

Sensitivity test to changes in Euro to Dollar exchange rate:

Gain (loss) from the change:		
Increase of 10% in exchange rate	(295)	(765)
Decrease of 10% in exchange rate	295	765

Sensitivity test to changes in NIS to Dollar exchange rate:

Gain (loss) from the change:		
Increase of 10% in exchange rate	299	(1,318)
Decrease of 10% in exchange rate	(299)	1,421

Sensitivity test to changes in GBP to Dollar exchange rate:

Gain (loss) from the change:		
Increase of 10% in exchange rate	(184)	583
Decrease of 10% in exchange rate	184	(583)

The sensitivity tests reflect effects of reasonably possible changes in exchange rates on hedging position of the Group for the above currencies as of the end of the year. As described in (b) 1 above, these contracts are intended to reduce the Group's exposure to fluctuations in exchange rates on future revenues and expenses. Therefore, although it is expected the above effects will be offset by contra effects upon the recording of the revenues and expenses, the timing of these effects may not coincide in the same reporting period.

Sensitivity tests and principal assumptions:

The selected changes in the relevant risk variables were determined based on management's estimate as to reasonable possible changes in these risk variables.

The Group has performed sensitivity tests of principal market risk factors that are liable to affect its reported operating results or financial position. The sensitivity tests present the effects (before tax) on profit or loss and equity in respect of each financial instrument for the relevant risk variable chosen for that instrument as of each reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 12: FINANCIAL INSTRUMENTS (Cont.)**

The test of risk factors was determined based on the materiality of the exposure of the operating results or financial condition of each risk with reference to the functional currency and assuming that all the other variables are constant.

The Group does not have significant exposure to interest rate risk.

e. Changes in liabilities arising from financial activities:

	Long term loans	Leases liabilities USD in thousands	Total liabilities arising from financing activities
Balance as of 1 January, 2018	5,000	-	5,000
Cash flows	1,965	-	1,965
Balance as of 31 December, 2018	6,965	-	6,965
New finance lease obligation recognized	-	10,517	10,517
Cash flows	(5,500)	(1,697)	(7,197)
Effect of changes in exchange rate	-	33	33
Termination of leases	-	(893)	(893)
Other changes	-	1,268	1,268
Balance as of 31 December, 2019	1,465	9,228	10,693

NOTE 13: EQUITY

a. Composition of share capital:

	As of 31 December 2019	
	Authorised	Issued and outstanding *)
	Number of shares	
Ordinary Shares of USD 0.000001 par value	100,000,000,000	183,813,138
	As of 31 December 2018	
	Authorised	Issued and outstanding *)
	Number of shares	
Ordinary Shares of USD 0.000001 par value	100,000,000,000	216,106,363

*) Net of treasury shares, see below.

In addition to the above issued shares, as of 31 December 2019, 3,315,521 Ordinary Shares are held in trust to satisfy the Company's share based payment plan.

b. Movement in share capital:

- In January 2018 the Company issued 16,000,000 Ordinary Shares in a placing to institutional investors at a price of 198 pence per Ordinary share. The total gross funds raised were approximately GBP 31.7 million (USD 44.2 million) and the related costs amounted to approximately GBP 1.1 million (USD 1.6 million)
- In 2018 the Company issued 1,069,010 Ordinary shares upon the exercise of options.
- In 2019 the Company issued 438,216 Ordinary shares upon the exercise of options.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 13: EQUITY (Cont.)**

- c. The board of the Company had approved a buyback programme (the "Programme") to buy back up to USD 10 million of the Company's Ordinary shares (the "Shares"). The Programme ran from 18 December 2018 to the conclusion of the 2019 annual general meeting of the Company. At the 2019 annual general meeting another buyback programme was approved to buy back up to additional USD 10 million of the Company's Shares. On 16 July 2019 the Company ceased the buyback programme and published a tender offer, which was accepted on 16 August 2019. As a result, the Company purchased 19,675,000 Shares at 80 pence per share at a cost of USD 20,034 thousand including transaction expenses. During 2019 the Company acquired 32,731,441 Shares at a total cost of USD 29,691 thousands. (2018- 492,302 shares for USD 468 thousands).

- d. Dividends paid to equity holders of the Company:

Date	Total amount	Per share
	USD in millions	USD
13 March 2018	8.0	0.037
23 September 2018	6.5	0.030
5 April 2019	8.4	0.040
4 October 2019	5.8	0.031

- e. Net earnings per share:

Details of the number of shares and income used in the computation of earnings per share:

	Year ended 31 December					
	2019			2018		
	Weighted number of shares	Net loss from continuing operating attributable to equity holders of the Company	Net income from discontinued operations	Weighted number of shares	Net income from continuing operating attributable to equity holders of the Company	Net loss from discontinued operations
In thousands	USD in thousands	USD in thousands	In thousands	USD in thousands	USD in thousands	
Number of shares and income (loss) for the computation of basic net earnings	198,396	(61,691)	2,217	215,441	31,102	(11,284)
Effect of potential dilutive Ordinary shares *)	-	-	-	1,889	-	-
For the computation of diluted net earnings	198,396	(61,691)	2,217	217,330	31,102	(11,284)

*) Options, see Note 14. In 2019 all options have been excluded because their effect on loss per share is antidilutive.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 14: SHARE-BASED PAYMENT**

The expense (income) recognised in the financial statements for services received is shown in the following table:

	<u>Year ended December 31,</u>	
	<u>2019</u>	<u>2018</u>
	<u>USD in thousands</u>	
Total expense (income) arising from share-based payment transactions	<u>(218)</u>	<u>1,667</u>

- a. In August 2013 the Company adopted a Share Option Plan. In December 2017 the Company adopted an additional plan. According to the plans, the Company's Board of Directors are entitled to grant certain employees, officers and other service providers (together herein "employees") of the Group remuneration in the form of equity-settled share-based payment transactions.

Pursuant to the plans, the Company's employees may be granted options to purchase the Company's Ordinary shares. These options may be exercised, subject to the continuance of engagement of such employees with the Company, within a period of eight years from the grant date, at an exercise price to be determined by the Company's Board of Directors at the grant date.

All grants to Israeli employees were made in accordance with Section 102 of the Income Tax Ordinance, capital-gains track (with a trustee).

2019 grants

In March and November 2019, the Company granted 323,500 options to employees exercisable to 323,500 Ordinary shares at an exercise price subject to adjustment for dividends. The options vest over a period of 4 years from the grant date and are exercisable for a period of up to 8 years.

The following table specifies the inputs used for the fair value measurement of the grant:

Option pricing model	Black-Scholes-Merton formula
Exercise price GBP (USD)	(0.78.-0.84) 0.6-0.63
Dividend yield (%)	0
Expected volatility of the share price (%)	50.67% ,52.94%
Risk- free interest rate (GBP curve)	0.76%,0.53%
Expected life of share options (years)	5.2
Share price GBP (USD)	0.56 (0.74), 0.69 (0.89)

The total fair value of the options granted was calculated at USD 123 thousand at the grant date (average of USD 0.37 per option).

In November 2019, the Company granted the Group's CEO 920,223 options exercisable to 920,223 Ordinary shares with nil exercise price. The number of options granted was determined as 150% of the CEO's annual remuneration divided by the share price at the grant date. The vesting of the option is subject to a performance target comparing the average net return achieved by the Company relative to the net return achieved by the constituents of the FTSE AIM 100 during the three-year period ending in November 2022.

The total fair value of the options granted was calculated at approximately USD 600 thousands at the grant date.

2018 grants

In January 2018, the Company granted 3,000,000 options to employees (including to the Company's former CEO and other former key management personnel), exercisable to 3,000,000 Ordinary shares at an exercise price adjusted for dividends. The options vest over a period of 4 years from the grant date and are exercisable for a period of up to 8 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 14: SHARE-BASED PAYMENT (Cont.)**

The following table specifies the inputs used for the fair value measurement of the grant:

Option pricing model	Black-Scholes-Merton formula
Exercise price GBP (USD)	2.0 (2.85)
Dividend yield (%)	0
Expected volatility of the share price (%)	47.3%
Risk-free interest rate (GBP curve)	1.13%
Expected life of share options (years)	5.2
Share price GBP (USD)	1.9 (2.71)

The total fair value of the options granted was calculated at USD 3,413 thousand at the grant date (USD 1.14 per option).

In September 2018, the Company granted 415,000 options to employees, exercisable to 415,000 Ordinary shares at an exercise price adjusted for dividends. The options vest over a period of 4 years from the grant date and are exercisable for a period of up to 8 years.

The following table specifies the inputs used for the fair value measurement of the grant:

Option pricing model	Black-Scholes-Merton formula
Exercise price GBP (USD)	1.1 (1.44)
Dividend yield (%)	0
Expected volatility of the share price (%)	52.0%
Risk-free interest rate (GBP curve)	1.23%
Expected life of share options (years)	5.2
Share price GBP (USD)	1.0 (1.3)

The total fair value of the options granted was calculated at USD 270 thousand at the grant date (USD 0.63 per option).

b. Movement during the year:

	<u>2019</u>		<u>2018</u>	
	<u>Number of options</u>	<u>Weighted average exercise price</u>	<u>Number of options</u>	<u>Weighted average exercise price</u>
	<u>in thousands</u>	<u>USD</u>	<u>in thousands</u>	<u>USD</u>
Share options outstanding at beginning of year	8,110	1.56	6,788	1.01
Share options granted during the year	1,244	0.21	3,415	2.68
Share options forfeited during the year	(3,390)	2.24	(1,024)	1.24
Share options exercised during the year	(438)	0.69	(1,069)	0.83
Share options outstanding at end of year	<u>5,526</u>	<u>0.99</u>	<u>8,110</u>	<u>1.56</u>
Share options exercisable at end of year	<u>3,490</u>	<u>1.09</u>	<u>3,194</u>	<u>0.84</u>

c. The weighted average remaining contractual life for the options outstanding as of 31 December 2019 was 5 years (2018- 6 years).

d. The range of exercise prices for options outstanding as of 31 December 2019 was USD 0.65-2.52 (2018- USD 0.66- USD 2.85).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 15: TAXES ON INCOME**

- a. Starting 2018 the Company is subject to Cyprus tax at the standard corporate income tax rate of 12.5%.
- b. Tax law applicable to the Company's Israeli subsidiaries is the Israeli tax law- Income Tax Ordinance (new version) 1961.
- The general Israeli corporate tax rate applicable in 2019 is 23% (2018- 23%).
 - Amendments to the Law for the Encouragement of Capital Investments, 1959: According to Amendment 71 to the Law, the tax rate for certain preferred enterprises is reduced to a flat tax rate of 16%.
The Amendment also prescribes that any dividends distributed to individuals or foreign residents from the preferred enterprise's earnings as above will be subject to withholding tax at a rate of 20%.
 - Amendment 73 to the Law also prescribes special tax tracks for technological enterprises, which became effective in 2017, as follows:

Technological preferred enterprise - an enterprise for which total consolidated revenues of its parent company and all subsidiaries are less than NIS 10 billion. A technological preferred enterprise, as defined in the Law, which is located in the center of Israel will be subject to tax at a rate of 12% on profits deriving from intellectual property.

Any dividends distributed to "foreign companies", as defined in the Law, deriving from income from the technological enterprises will be subject to a withholding tax at a rate of 4%.

The above amendments apply for one of the Group's subsidiaries.
- c. The applicable U.S. federal statutory income tax rate for the Company's subsidiary for 2019 is 21% (2018- same). In addition, state and city taxes are applicable.
- d. Final tax assessments:

In 2017 two subsidiaries in Israel reached a final tax assessment agreement with the Income Tax Authorities in Israel for the years 2012 – 2015.
- e. Losses carried forward for tax purposes:
As of 31 December 2019, carry-forward capital tax losses of a subsidiary company total approximately USD 19 million. The tax benefit in respect of losses has not been recorded in the financial statements due to the uncertainty of their utilization.
- f. Taxes on income included in profit or loss:

	Year ended 31 December	
	2019	2018
	USD in thousands	
Current taxes	3,991	3,979
Deferred taxes	615	523
Taxes in respect of previous years	(1,418)	(413)
Total	<u>3,188</u>	<u>4,089</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 15: TAXES ON INCOME (Cont.)**

g. Theoretical tax:

The reconciliation between the tax expense, assuming that all the income and expenses were taxed at the statutory tax rate in Cyprus and the taxes on income recorded in profit or loss is as follows:

	Year ended 31	
	December	
	2019	2018
	USD in thousands	
Profit (Loss) from continuing operation before taxes on income	(57,730)	36,148
Statutory tax rate	12.5%	12.5%
Tax computed at the statutory tax rate	(7,216)	4,519
Adjustment due to the difference between the Company's statutory tax rate and tax rates applicable to the subsidiaries	24	59
Non-deductible expenses for tax purposes	10,246	184
Tax benefit of net additional deduction	(1,527)	(2,371)
Taxes in respect of previous years	(1,418)	(413)
Unrecognized temporary differences and others	3,079	2,111
Total taxes	<u>3,188</u>	<u>4,089</u>

h. Deferred taxes:

Composition:

	Statements of financial position		Statements of profit or loss	
	December 31,		Year ended December 31,	
	2019	2018	2019	2018
	USD in thousands			
Deferred tax liabilities:				
Domains and websites	608	221	387	221
Other intangible assets	173	-	173	(42)
Property and equipment	-	6	(6)	6
	<u>781</u>	<u>227</u>		
Deferred tax assets:				
Property and equipment	8	-	(8)	4
Lease liability	122	-	(122)	-
Other intangible assets	-	213	213	329
Allowance for doubtful account	7	15	8	29
Employee benefits	128	98	(30)	(24)
	<u>265</u>	<u>326</u>		
Deferred tax expenses			<u>615</u>	<u>523</u>
Deferred tax assets (liabilities), net	<u>(516)</u>	<u>99</u>		

The deferred taxes are computed at the tax rates of 12% based on the tax rates that are expected to apply upon realization (2018- same).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 16: DISCONTINUED OPERATIONS**

- a. In February 2019, the Company's board of directors decided to reduce certain parts of its Media activities (comprising one CGU) which had lower profit margins. In August 2019, the Company completed the sale of Webpals Mobile Ltd ("Mobile") which is a substantial component of the CGU. Under the terms of the agreement Mobile paid the inter-company balances to the Group on completion. The gain derived from the sale is USD 1.8 million.

Prior to the classification of the CGU as a disposal group, the recoverable amount of the assets sold was calculated as fair value less expected sale costs. Based on that calculation the Group recorded in 2018, an impairment loss for the amount of USD 9,038 thousands.

- b. Below is data of the operating results attributed to the discontinued operation:

	Year ended	
	31 December	
	2019	2018
	USD in thousands	
Revenues from sales	9,752	24,364
Cost of sales	<u>7,733</u>	<u>19,789</u>
Gross profit	2,019	4,575
Sale, general and administrative expenses and research and development expenses	1,610	5,573
Impairment loss and other non-recurring cost of the discontinued operation	<u>-</u>	<u>9,938</u>
Operating income (loss)	409	(10,936)
Financial income (expenses), net	37	(50)
Gain from sale of discontinued operation	<u>1,811</u>	<u>-</u>
Income (loss) before income taxes from discontinued operation	2,257	(10,986)
Taxes on income *)	<u>40</u>	<u>298</u>
Income (loss) from discontinued operation, net	<u><u>2,217</u></u>	<u><u>(11,284)</u></u>

*) Tax on income on discontinued operation

- c. Below is data of the net cash flows provided by (used in) the discontinued operation:

	Year ended	
	31 December	
	2019	2018
	USD in thousands	
Operating activities	<u>1,109</u>	<u>(9)</u>
Investing activities	<u>80</u>	<u>(1,407)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 17: OPERATING SEGMENTS**

a. General:

The operating segments are identified on the basis of information that is reviewed by the chief operating decision maker ("CODM") to make decisions about resources to be allocated and assess its performance.

In 2019 the main part of the Group's Media activities was classified a discontinued activity and sold. Other Media activities which provided complementary activities to the Publishing activities were integrated into the Publishing segment activities. Subsequent to this integration the Group has one operating segment – Publishing, which consists the operation of over 2,300 owned informational websites in 18 languages. These websites refer potential customers to online businesses. The sites' content, written by professional writers, is designed to attract online traffic which the Group then directs to its customers online businesses.

b. Geographic information:

Revenues classified by geographical areas based on user location:

	Year ended 31 December	
	2019	2018
	USD in thousands	
Scandinavia	34,667	42,362
Other European countries	21,458	26,804
North America	16,162	14,510
Asia	224	56
Oceania	1,375	1,668
Other countries	104	2,191
Total revenues from identified locations	73,990	87,591
Revenues from unidentified locations	5,705	5,911
Total revenues	<u>79,695</u>	<u>93,502</u>

NOTE 18: LIENS

As collateral for subsidiary's bank loans, fixed charges have been placed on the subsidiary's share capital and goodwill and floating charges on the subsidiary's assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 19: BALANCES AND TRANSACTIONS WITH RELATED PARTIES**

a. Balances:

	<u>As of 31 December</u>	
	<u>2019</u>	<u>2018</u>
	<u>USD in thousands</u>	
Current liabilities:		
Management fees and other short-term payables	785	106
Non-current liability	3	185

b. Benefits to key management personnel: *)

	<u>As of 31 December</u>	
	<u>2019</u>	<u>2018</u>
	<u>USD in thousands</u>	
Short-term benefits	1,749	1,962
Termination benefits	739	-
Cost (income) of share-based payments	(205)	1,050
	<u>2,283</u>	<u>3,012</u>

*) Includes directors.

NOTE 20: POST -EMPLOYMENT BENEFITS

The post-employment employee benefits are financed by contributions classified as defined contribution plans.

	<u>Year ended 31 December</u>	
	<u>2019</u>	<u>2018</u>
	<u>USD in thousands</u>	
Expenses in respect of defined contribution plans *)	1,739	1,824

*) Including discontinued operation for the amount of USD 95 thousand and USD 283 thousand for 2019 and 2018 accordingly.

NOTE 21: SUPPLEMENTARY INFORMATION TO THE STATEMENTS OF PROFIT OR LOSS

	<u>Year ended 31 December</u>	
	<u>2019</u>	<u>2018</u>
	<u>USD in thousands</u>	
Employee benefit expenses are included in: (1) (2)		
Cost of revenues	11,980	11,846
Research and development before capitalization	8,828	7,334
Sale and marketing	5,027	6,766
General and administrative	6,229	6,788
Reorganisation costs	918	-
	<u>32,982</u>	<u>32,734</u>

(1) Includes cost of share based payment.

(2) Including discontinued operation for the amount of USD 1,750 thousand and USD 4,985 thousand for 2019 and 2018 accordingly.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**NOTE 22: SUBSEQUENT EVENTS**

The spread of Coronavirus will have an impact on the Group's operations. The Group has a well-balanced portfolio of assets, however in February 2020 many sport events were cancelled around the world which will have a negative effect on the Group's revenue. A similar effect is expected in the Finance and Technology units. It is expected that these decreases will be offset, at least in part, by increases in other verticals, namely Casino and New Business. The Group is continually monitoring and responding to the potential impact of the outbreak, but as there is uncertainty regarding the duration of the impact and future events there is uncertainty regarding the total effect on the Group's operations.

NOTE 23: LIST OF MAIN SUBSIDIARIES

	2019		2018	
	Shares conferring voting rights	Shares conferring rights to profits	Shares conferring voting rights	Shares conferring rights to profits
	%		%	
XLMedia Finance Limited	100	100	100	100
XLMedia Publishing Limited	100	100	100	100
Webpals Holdings Ltd	100	100	100	100
Webpals Systems S.C Ltd	100	100	100	100
Webpals Mobile Ltd	-	-	100	100
Marmar Media Ltd	100	100	100	100
Webpals, Inc.	100	100	100	100
