

Company Registration No. 02519495 (England and Wales)

Wedding List Solutions Limited

**Financial statements
for the period ended 31 December 2019**

Pages for filing with the Registrar

Wedding List Solutions Limited

Contents

	Page
Statement of financial position	1
Notes to the financial statements	2 - 12

Wedding List Solutions Limited**Statement of financial position****As at 31 December 2019**

		2019		2019	
				as restated	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	4		925,780		788,132
Tangible assets	5		481,696		334,523
Investments	6		3		3
			<u>1,407,479</u>		<u>1,122,658</u>
Current assets					
Stocks		370,945		356,806	
Debtors	8	3,611,398		2,459,109	
Cash at bank and in hand		2,450,322		1,392,003	
		<u>6,432,665</u>		<u>4,207,918</u>	
Creditors: amounts falling due within one year	9	<u>(9,097,572)</u>		<u>(4,555,274)</u>	
Net current liabilities			<u>(2,664,907)</u>		<u>(347,356)</u>
Total assets less current liabilities			<u><u>(1,257,428)</u></u>		<u><u>775,302</u></u>
Capital and reserves					
Called up share capital	10	2,000,400		2,000,400	
Profit and loss reserves		<u>(3,257,828)</u>		<u>(1,225,098)</u>	
Total equity			<u><u>(1,257,428)</u></u>		<u><u>775,302</u></u>

The directors of the company have elected not to include a copy of the income statement within the financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 2 September 2020 and are signed on its behalf by:

Simon Weaver
Director

Company Registration No. 02519495

Wedding List Solutions Limited

Notes to the financial statements

For the period ended 31 December 2019

1 Accounting policies

Company information

Wedding List Solutions Limited is a private company limited by shares incorporated in England and Wales. The registered office is 80-82 Glenthams Road, Barnes, London, SW13 9JJ.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1.

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

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Prior period error

A prior year adjustment has been posted to restate the balance sheet in order to provide a more accurate view of the comparative position. The adjustments do not have any impact on profit or reserves brought forward. Full details of the adjustments are in note 15.

1.3 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

Wedding List Solutions Limited is a business operating in a growth market. In common with many businesses that are scaling rapidly, its costs exceed its income. This is because a scaling business needs to build infrastructure and invest in both growing the market and growing its market share. In order to continue its growth, the business will rely upon support from its parent company, WLS Holdings Ltd. WLS Holdings Ltd raised £18,989,000 in equity to create and grow not only the Wedding Gift List market, but also Homewares. With the advent of COVID19, WLS Holdings Ltd raised a further £6m of funding to ensure it had sufficient resources to successfully navigate through the pandemic.

Consequently the directors continue to adopt the going concern basis of account in preparing the financial statements and believe there is sufficient liquidity and support available in the Group to continue to grow the business into profitability.

Wedding List Solutions Limited

Notes to the financial statements (continued)

For the period ended 31 December 2019

1 Accounting policies (continued)

1.4 Reporting period

The entity has changed its year end to 31 December to align with the group to which it belongs. As such, the income statement reports the results for a 9 month period and hence is not entirely comparable with the prior year.

1.5 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

Sales of goods and services are recognised as revenue at the point that the sales order has been finalised and ownership passes to the recipient. Subscription income is recognised in full immediately at the point of sale.

1.6 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

1.7 Intangible fixed assets - goodwill

Goodwill arising on business acquisitions represents the excess of the fair value of the consideration over the fair value of the identifiable assets and liabilities acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Goodwill has been fully amortised during the year.

1.8 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

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

Goodwill	20% straight line
Lease premium	20% straight line
Research and development	20% straight line

1 Accounting policies (continued)

1.9 Tangible fixed assets

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

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

Fixtures & fittings	25% straight line
---------------------	-------------------

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

1.10 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.11 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

1.12 Stocks

Stocks are stated at the lower of cost and net realisable value.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1 Accounting policies (continued)

1.13 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.14 Financial instruments

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

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

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

Basic financial assets

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

Classification of financial liabilities

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

Basic financial liabilities

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

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

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

1.15 Equity instruments

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

1 Accounting policies (continued)

1.16 Taxation

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

Current tax

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

Deferred tax

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

1.17 Employee benefits

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

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

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

1.18 Retirement benefits

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

1.19 Leases

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

1.20 Foreign exchange

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

Wedding List Solutions Limited**Notes to the financial statements (continued)****For the period ended 31 December 2019****2 Change in accounting policy**

In order to align the accounting policies of the newly formed group and therefore to provide more relevant information, the costs relating to website development have been reclassified from fixtures and fittings to intangible assets.

The financial effects of this change in accounting policy are shown in the prior year adjustment note.

3 Employees

The average monthly number of persons (including directors) employed by the company during the period was 95 (2019 - /9).

4 Intangible fixed assets

	Goodwill	Other	Lease premium	Total
	£	£	£	£
Cost				
At 1 April 2019	865,913	1,411,655	42,000	2,319,568
Additions	-	473,670	-	473,670
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2019	865,913	1,885,325	42,000	2,793,238
	<hr/>	<hr/>	<hr/>	<hr/>
Amortisation and impairment				
At 1 April 2019	845,914	652,722	32,800	1,531,436
Amortisation charged for the period	19,999	309,723	6,300	336,022
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2019	865,913	962,445	39,100	1,867,458
	<hr/>	<hr/>	<hr/>	<hr/>
Carrying amount				
At 31 December 2019	-	922,880	2,900	925,780
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2019	19,999	758,933	9,200	788,132
	<hr/>	<hr/>	<hr/>	<hr/>

Wedding List Solutions Limited

Notes to the financial statements (continued)
For the period ended 31 December 2019

5 Tangible fixed assets

	Fixtures & fittings £
Cost	
At 1 April 2019	1,166,609
Additions	290,801
	<hr/>
At 31 December 2019	1,457,410
	<hr/>
Depreciation and impairment	
At 1 April 2019	832,086
Depreciation charged in the period	143,628
	<hr/>
At 31 December 2019	975,714
	<hr/>
Carrying amount	
At 31 December 2019	481,696
	<hr/> <hr/>
At 31 March 2019	334,523
	<hr/> <hr/>

6 Fixed asset investments

	2019 £	2019 £
Investments	3	3
	<hr/> <hr/>	<hr/> <hr/>

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 April 2019 & 31 December 2019	3
	<hr/>
Carrying amount	
At 31 December 2019	3
	<hr/> <hr/>
At 31 March 2019	3
	<hr/> <hr/>

Wedding List Solutions Limited**Notes to the financial statements (continued)****For the period ended 31 December 2019****7 Subsidiaries**

Details of the company's subsidiaries at 31 December 2019 are as follows:

Name of undertaking	Address	Class of shares held	% Held	
			Direct	Indirect
Wedding Presents Direct Limited	England and Wales	Ordinary	100.00	
The Wedding Shop Limited	England and Wales	Ordinary		100.00
The Perfect Present Co. (Scotland) Ltd	Scotland	Ordinary		100.00
The Wedding Company (London) Ltd	England and Wales	Ordinary		100.00
The Gift List Company Ltd	England and Wales	Ordinary		100.00

8 Debtors

	2019	2019
	£	£
Amounts falling due within one year:		
Trade debtors	190	-
Corporation tax recoverable	240,775	285,596
Amounts owed by group undertakings	1,877,601	1,633,345
Other debtors	502,563	540,168
	<u>2,621,129</u>	<u>2,459,109</u>
Deferred tax asset	990,269	-
	<u>3,611,398</u>	<u>2,459,109</u>

9 Creditors: amounts falling due within one year

	2019	2019
	£	£
Trade creditors	746,033	472,299
Amounts owed to group undertakings	2,516,749	-
Taxation and social security	135,940	85,902
Other creditors	5,698,850	3,997,073
	<u>9,097,572</u>	<u>4,555,274</u>

Wedding List Solutions Limited

Notes to the financial statements (continued)

For the period ended 31 December 2019

10 Called up share capital

	2019	2019
	£	£
Ordinary share capital		
Issued and fully paid		
2,000,400 Ordinary shares of £1 each	2,000,400	2,000,400
	<u>2,000,400</u>	<u>2,000,400</u>

11 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Neil Davies.

The auditor was Saffery Champness LLP.

12 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

2019	2019
£	£
299,743	434,270
<u>299,743</u>	<u>434,270</u>

13 Related party transactions

The company has taken advantage of the exemption under paragraph 33.1a of FRS 102 from disclosing transactions entered into between two or more members of a group, where any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group.

The amounts owed to and from group companies are disclosed in the respective creditor and debtor notes.

During the period, loans from Channon & Co were written off totalling £900,000 (2018: £2,956,883). Channon & Co were a related party for part of the current period, and the full prior year by way of a shared director.

Wedding List Solutions Limited

Notes to the financial statements (continued)

For the period ended 31 December 2019

14 Parent company

The parent company of Wedding List Solutions Limited is WLS Holdings Limited and its registered office is 80-82 Glenthams Road, London, United Kingdom, SW13 9JJ. Consolidated accounts are produced by the parent company which are available from Companies House.

The ultimate parent company is WLS International Limited, a company registered in Cayman Islands.

Wedding List Solutions Limited

Notes to the financial statements (continued)
For the period ended 31 December 2019

15 Prior period adjustment

Prior year adjustments had the following impact on comparative figures.

Changes to the statement of financial position

	Notes	<i>As previously reported</i>	<i>Adjustment</i>	<i>As restated at 31 Mar 2019</i>
		£	£	£
Fixed assets				
Other intangibles	1	621,629	146,504	768,133
Tangible assets	1	481,027	(146,504)	334,523
Current assets				
Stocks	2	469,306	(112,500)	356,806
Debtors due within one year	3	3,309,109	(850,000)	2,459,109
Creditors due within one year				
Other creditors	2,3	(5,431,872)	962,500	(4,469,372)
Net assets		775,302	-	775,302
		<u> </u>	<u> </u>	<u> </u>
Capital and reserves				
Total equity		775,302	-	775,302
		<u> </u>	<u> </u>	<u> </u>

Prior year adjustments relate to the following:

As a result of a change in accounting policy:

1. Reallocation of development costs from tangible assets to intangible assets

In order to align the accounting policies of the newly formed group and therefore to provide more relevant information, the costs relating to website development have been reclassified from fixtures and fittings to intangible assets.

As a result of prior period error:

2. Reallocation of stock provision

This was reallocated from creditors to stock to offset against the items to which it relates. This is necessary to provide an accurate representation of both stock and creditors.

3. Reallocation of provision for bride balances

This was reallocated from creditors to debtors to offset against the items to which it relates. This is necessary to provide an accurate representation of both debtors and creditors.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.