



# **ATOMOS FINANCIAL PLANNING LIMITED**

(formerly known as Sanlam Wealth Planning UK Limited)

## **Annual Report and Accounts for the year ended 31 December 2022**

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# **Atomos Financial Planning Limited**

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# **Atomos Financial Planning Limited**

## **Company information**

### **Directors**

J C Polin  
N J Fraser  
E J Silk  
C Kraft

### **Statutory Auditor**

RSM UK Audit LLP  
25 Farringdon Street  
London  
EC4A 4AB

### **Bankers**

Natwest  
135 Bishopsgate  
London  
EC2M 3UR

### **Registered Office**

2nd Floor 5 Hatfields (ALTO)  
London  
SE1 9PG

### **Registered Number**

03879955

# **Atomos Financial Planning Limited**

## **Directors' Report**

The directors of Atomos Financial Planning Limited (the 'Company') present their annual report together with the audited financial statements for the year ended 31 December 2022. The company changed its name from Sanlam Wealth Planning UK Limited on the 20 September 2022.

### **Principal activity**

The Company's principal activity is the provision of restricted financial planning advice. The Company is authorised and regulated by the Financial Conduct Authority ("FCA") and coordinates the activities of the business within an approved governance framework. The Company acts as Principal to a small number of Appointed Representatives who undertake certain permitted regulated activities in accordance with the Financial Services and Markets Act 2000 (Appointed Representatives) Regulations 2001 (SI 2001/1217). The directors do not expect any change in the principal activity of the Company in the foreseeable future.

The Company is a wholly owned subsidiary of Atomos Financial Planning Holdings Limited ("AFPH").

The Company is incorporated in England and Wales.

### **Directors**

The Directors of the Company, who have served throughout the year are as follows:

J C Polin

N J Fraser

E J Silk (appointed 13 December 2022)

C Kraft (appointed 13 December 2022)

D J Mason (resigned 6 May 2022)

None of the Directors have any interest in the shares of the company.

### **Indemnification of directors**

In accordance with the requirements of section 234 of the Companies Act 2006, qualifying third party indemnity provisions were in force throughout the year for the benefit of the directors of EPF V UK Wealth TopCo Jersey Limited, the Jersey parent of the atomos Group and its subsidiaries and associated companies (collectively referred to as the atomos Group). Such qualifying third party indemnity provisions remain in force as at the date of approving the Directors' Report.

### **Regulation**

The Company is classified as an Article 3 MIFID exempt firm. As at 31 December 2022, the Company had a capital surplus of £1,975,716.

## **Atomos Financial Planning Limited**

### **Directors' Report (continued)**

#### **Appointment of Auditor**

RSM UK Audit LLP ("RSM") is the appointed independent auditor of the Company. RSM have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

#### **Disclosure of information to the auditor**

Each director who held office at the date of approval of this report confirms that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of the Companies Act 2006.

#### **Remuneration**

The Company aims to operate a remuneration policy and reward structure that will attract, retain and motivate high quality staff within the parameters of the Company's ability to pay, market trends and individual performance. It recognises that an appropriate reward structure should contain both short term and long term elements to avoid a 'short-term' approach to the management of the business and ensure client satisfaction, advice quality and service standards are not compromised. The Company's remuneration policy is formulated by the executive team and is reviewed and approved by the atomos Group Remuneration Committee. There are three main elements to the remuneration structure: basic salary and related benefits (fixed remuneration), annual bonus arrangement (short-term variable remuneration) and long term incentive arrangements (long-term variable remuneration).

#### **Going concern**

The Directors are responsible for making a formal assessment as to whether it is appropriate to adopt the going concern basis in preparing the financial statements. This assessment considers the Company's access to financial resources, sufficient for it to meet its obligations over the next 12 months. To do this, the Company must have sufficient assets, not only to meet the payments and commitments associated with its business, but also to withstand the impact of other events that might reasonably be expected to happen.

The Directors have examined the Company's business activities, along with its financial position, financial forecasts, capital structure, risk management approach and factors likely to affect its future performance. The Directors are satisfied that the Company has a viable business proposition and robust strategic plan which is expected to continue and produce adequate resources to continue in business for a period of 12 months from the date of approval of the financial statements.

## **Atomos Financial Planning Limited**


### **Directors' Report (continued)**

#### **Going concern (continued)**

The Directors have also considered a range of stress scenarios, which includes the impact of a material shock to equity markets and reduction in income along with possible management actions in response. Under these stress scenarios the Company's capital was projected to remain above regulatory requirements and sufficient liquidity exists to meet liabilities as they fall due.

Accordingly, the Directors consider they have given due consideration to potential risks and possible actions available and conclude that it remains appropriate to prepare the financial statements on a going concern basis.

Approved and authorised for issue by the Board of Directors and signed on behalf of the Board by:



N J Fraser  
Director  
Date: 24/04/2023

# **Atomos Financial Planning Limited**

## **Strategic Report**

The Directors of the Company present their Strategic Report for the year ended 31 December 2022.

### **Review of business**

The atomos Group has been through a period of change in 2022 following the change in ownership associated with the agreement reached by Sanlam UK Limited on 20 September 2021 to sell its UK wealth division (including the Company) to funds managed by Oaktree Capital Management, L.P. ("Oaktree"). The transaction obtained regulatory approval and closed on 6 May 2022. As an experienced investor in UK wealth, Oaktree is supporting the Group's growth plans enabling the creation of an independent and agile wealth management business.

Following completion of the transaction, the group rebranded to atomos, a name meaning "uncuttable" or "indivisible" in ancient Greek, representing the bringing together all the benefits of face-to-face service with the access and convenience of modern digital tools with the aim to be the UK's first truly hybrid wealth manager. During 2022 the Company's focus has been on building the foundations of our future success to deliver a market-leading service and experience to our clients.

During 2022 the Atomos group has made substantial progress on the delivery of its strategy, with multiple business acquisitions being concluded by AFPH, the Company's immediate parent company. With further acquisitions planned for 2023, Atomos is well placed to capitalise on the growth opportunities ahead. In November 2022 the group reached a major milestone in its digital transformation going live with atomos Invest, a client and advisor facing platform delivered in partnership with SS&C. This gives the group's clients and advisors improved digital self-service capabilities, complementing the group's high quality face-to-face relationships. The digital transformation continues in 2023 with the roll-out of the group's digital app for clients, automation of onboarding and enhanced reporting, working with InvestCloud, one of the US's leading tech firms to deliver solutions to the group's clients evolving needs. The costs associated with this development have been capitalised within AFPH.

On 12 May 2022, ErgoWealth Limited ("Ergo"), became an Appointed Representative of the Company, subsequently being acquired by AFPH on 5 August 2022 to become a sister entity of the Company.

On 24 June 2022, AFPH acquired the remaining 45% shareholding in Avidus Scott Lang Group Limited to make it a fully owned sister entity of the Company.

On 1 November 2022, a group re-organisation commenced and the trade of Avidus Scott Lang & Co. Limited ("ASL"), a sister company and Appointed Representative of the Company, were novated to the Company and the Appointed Representative agreement was terminated.

### **Financial Performance**

The operating loss for the year amounted to £473,695 (2021: profit of £59,787). This is largely due to increased costs associated with implementing the new strategy discussed in the review of business section above.

## **Atomos Financial Planning Limited**

### **Strategic Report (continued)**

#### **Financial Performance (continued)**

As at 31 December 2022 the Company is reporting a net asset position of £3,381,566 (2021: £3,174,823). This increase is due to a capital contribution made by Sanlam UK Limited, the Company's previous parent company, in preparation for the sale of the business to funds managed by Oaktree Capital Management, L.P. ("Oaktree").

No dividends were paid during the 2022 (2021: £nil). The directors do not recommend a payment of a final dividend (2021: £nil).

#### **Our approach to risk management**

A strong risk and compliance culture is fundamental to how the Company is managed. Effective risk-based decision-making is essential to the delivery of the right outcomes for the Company's clients and stakeholders. Ultimate accountability for risk management rests with the Company's Audit and Risk Committee (ARC), which convenes at the level of its Jersey parent company, EPF V UK Wealth TopCo Jersey Limited, who oversee the effectiveness of the Risk Management Framework (RMF).

#### *Three lines of defence*

The Company operates a 'three lines of defence' model in the management of risk so that there are clearly defined roles and responsibilities within the RMF:

First line: Day-to-day risk management is the responsibility of all staff within the firm, particularly front-line managers, and includes identification and mitigation of risks and maintaining appropriate controls;

Second line: Risk oversight is provided by the Risk and Compliance function;

Third line: Independent verification of the adequacy and effectiveness of risk and control management systems is provided by the Group's Internal audit function, which is outsourced to BDO LLP.

#### **Principal risks and uncertainties**

The specific risks faced by the Company are driven by what it does and how it does it, as well as the wider environment in which it operates. The Company's principal and emerging risks are subject to robust assessment by the Board and the principal risks are described below.

#### *Strategic Risk*

Those risks which threaten the achievement of the strategy through failing to meet client expectations, poor strategic decision-making, implementation or response to changing circumstances. The Chief Executive (supported by the executive leadership team) is responsible for the development and promotion of the strategy and the monitoring of its progress and success. Regular assessments of the business plan are performed to ensure appropriate resources are in place to deliver the significant business change currently being undertaken by atomos.



## **Atomos Financial Planning Limited**

### **Strategic Report (continued)**

#### **Principal risks and uncertainties (continued)**

##### *Conduct Risk*

The risk that through the Company's behaviours, decisions and actions, it fails to meet client expectations, and/or deliver poor outcomes. The business relies on the Company's ability to ensure fair client outcomes. Failure to achieve these outcomes poses significant reputational damage and likely financial losses. A Code of Conduct is applicable for all associated people, mandatory training modules embed a strong conduct culture and conduct risk is embedded within the RMF as well as being a standing agenda item at the Assurance Committee.

##### *Financial Risk*

The risk that the Company has insufficient financial resources or suffers loss from adverse markets or the failure/default of counterparties. The Company is exposed to the overall level of revenue margins on advice mandates as well as inflows and outflows throughout the year and global markets. Financial discipline is required to manage the Company's cost base and align it to the revenue outlook to manage the Company's overall financial efficiency.

##### *Regulatory Risk*

The Company's capital and liquidity positions are directly impacted by profitability. Capital is held against risks and reviewed on an ongoing basis. Stress testing assesses financial resilience to market risk, operational risk and business risk and management closely oversee fees and costs in relation to the Company's proposition.

##### *Operational risks - People*

The risk that resources and employment practices do not align with strategic objectives and critical employees depart atomos. The Company is a people business and the engagement of its people is critical to the implementation of its business plan, strategy and the success of the business. The Company promotes stability, engagement and diversity in the workforce and operates competitive remuneration packages.

##### *Outsourcing*

The atomos business model places increased reliance on outsourced service providers and vendors. Whilst this reduces in-house operational risk it increases the risk of an outsourcer or third party failure impacting our clients or critical business. The Company has a comprehensive and robust outsourcing framework in place which ensures that all outsourcing arrangements are classified and onboarded to a minimum standard alongside proportional ongoing relationship management. Realistic and relevant exit plans are in place to road-map exit should it be necessary. All significant relationships have designated business owners who are accountable for ensuring that the relationship meets agreed Service Level Agreements and contractual obligations.

## **Atomos Financial Planning Limited**

### **Strategic Report (continued)**

#### **Principal risks and uncertainties (continued)**

##### *Business Process & Controls*

The Company is subject to risks resulting from breakdowns in internal procedures, people and systems which could lead to a significant error and could impact the Company through increased risk of regulatory breach with associated regulatory sanction, client and asset loss. Recent delivery of process automation and outsourced operating models is continuing to strengthen our control environment.

New and changes to existing operational risk exposures are identified as part of the on-going risk management process and whenever key business decisions are made. These are assessed and the level of risk found during the assessment process is compared with the overall risk appetite, tolerance, strategy and limits of the Company with escalation of the risk to the appropriate level of oversight with action plans implemented to mitigate the risk to an acceptable level.

##### *Economic & Political Risk*

An uncertain political and economic outlook may have a detrimental effect on the value of client portfolios and atomos' revenues. Prolonged economic downturn also has an impact on client sentiment impacting strategic risk as previously listed.

##### *Fraud & Financial Crime*

The Company engages with a wide number of external parties and has to be vigilant to the risk that these parties are connected with criminal behaviour or are subject to sanctions by national or global authorities. The Company has robust controls covering anti-money laundering, anti-bribery, fraud and other areas of financial crime and provide regular training to our people in this area.

##### *Cyber Security*

The information security threat landscape is constantly evolving. With the continued focus on cyber security the Company is mindful that a failure to prevent an information security threat from materialising is ever present. The Company aims to comply with the internationally recognised security standard ISO 27001. This standard covers all aspects of information security and requires that the Company documents and maintains its security policies and standards, undertakes regular risk assessments, monitors the effectiveness of controls and addresses identified gaps.

In accordance with security policies and standards, the Company has anti-virus and endpoint protection software in place for all computers, as well as firewall protection on the network perimeter. The Company also ensure that all systems and software are regularly updated with the latest critical patches. Mail and web filtering and network monitoring are in place. The Company segregates more vulnerable systems from the rest of the network and limits access to the Internet wherever possible.

## **Atomos Financial Planning Limited**

### **Strategic Report (continued)**

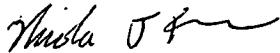
#### **Principal risks and uncertainties (continued)**

##### **Future Developments**

The directors do not expect any change in the principal activity of the Company in the foreseeable future. The Company is well positioned to take advantage of the opportunities facing atomos despite the challenging economic conditions.

The fundamental opportunity for atomos remains strong. An ageing population, a supportive policy environment that both encourages individuals to save for their retirement and gives them pension freedoms to invest as they please, plus growing wealth in our target demographic, all combine to give us a highly positive market opportunity so long as we continue to deliver strong investment performance alongside exceptional client service.

Approved and authorised for issue by the Board of Directors and signed on behalf of the Board by:



N J Fraser

Director

Date: 24/04/2023

# **Atomos Financial Planning Limited**

## **Section 172 Statement**

### **Section 172 statement**

Section 172 of the Companies Act 2006 requires a Director of a company to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires a Director to have regard, among other matters, to:

- a) The likely consequences of any decision in the long term;
- b) The interests of the Company's employees;
- c) The need to foster the Company's business relationships with clients, suppliers and others;
- d) The impact of the Company's operations on the community and the environment;
- e) The desirability of the Company maintaining a reputation for high standards of business conduct; and
- f) The need to act fairly between different members of the company.

The Directors give careful consideration to the factors set out above in discharging their duties under section 172.

The Board recognizes that the long-term success of the business is dependent on the way it works with a large number of important stakeholders. The Directors have had regard to the interests of stakeholders (including our clients, our people, society and our shareholders) while complying with their obligations to promote the success of the Company in line with section 172 of the Companies Act. The Board has also considered how the Company operates as a subsidiary within the wider atomos group of companies.

In managing the Company, the Directors have taken into account the requirements of section 172 (1) of the Companies Act 2006 as summarized below:

**The likely consequence of any decision in the long term** – The Board of Directors of the Company operate the Company in accordance with the Company's Articles and the overall atomos group business plan, which considers the long term success of the Company and the group as a whole, and the likely long term consequences of any decisions by the Company are taken into account.

**The interests of the company's employees** – The Group Remuneration Committee (RemCo) as a sub-committee of the EPF V UK Wealth TopCo Jersey Limited Board, which is the Company's parent, has responsibility for all of the Company's employees. It is also involved in establishing and maintaining an effective management team and the remuneration strategy and policy for the atomos Group. The RemCo and the Company Board recognise that remuneration and incentives play a significant role in aligning conduct with good governance principles and treating customers fairly. The Group's remuneration policy takes into account the specific regulatory requirements to which the Company is subject to. The RemCo is chaired by a non-executive director appointed by the Board of EPF V UK Wealth TopCo Jersey Limited.

## **Atomos Financial Planning Limited**

### **Section 172 Statement (continued)**

As well as a focus on remuneration, the RemCo also has the following responsibilities regarding employee risks:

- Provide recommendations and report to the Company Board on any potential conflict of interest or questionable situation of a material nature, or any other employee risks;
- Review Code of Ethics annually;
- Monitor compliance with all employment legislation; and
- Ensure adequate management actions are in place to mitigate employee risks.

**The need to foster the Company's business relationships with clients, suppliers and other –** Supplier relationships with the Company are reviewed and monitored in line with atomos' outsourcing framework. Responsibility for the Outsourcing Policy and framework has been delegated to atomos' Executive Committee. The Company's Board, the Executive Committee and Operations Committee are responsible for implementing the Outsourcing policy, management of the framework and monitoring such arrangements.

The atomos Group has established an Assurance Committee to ensure that conduct matters, in particular fair treatment of clients, are adequately considered by the board. The Assurance Committee reviews and monitors client-related outcomes and other related matters across the atomos Group at a strategic level with escalation to the Executive Committee and Company board as appropriate.

**The impact of the Company's operations on the community and the environment –** The Company has been exploring Environmental, Social and Governance (ESG) principles in relation to its investment and operations. The Company is responsible for influencing the financial well-being of our clients and, as such, needs to be responsible stewards of our clients' assets. The primary aim is to provide our clients with investment solutions and strategies that meet their unique needs and deliver sustainable risk-adjusted, long-term performance. The Company acknowledges that relevant and material ESG issues can meaningfully affect investment performance and the alliance with WTW incorporates sustainability at the heart of our research and investment process.

**The desirability of the company maintaining a reputation for high standards of business conduct -** As a regulated entity, the Company is subject to extensive rules on conduct of business. The Compliance department monitor adherence to these rules on an ongoing basis and this is crucial to the success of the business.

**The need to act fairly as between members of the Company - All employees are required to comply with the Group's Code of Ethical Conduct. In summary, this requires employees to:**

- Uphold the highest level of integrity and ethical conduct;
- Act honestly, fairly with due skill, care and diligence in the interests of atomos' clients and the integrity of the financial services industry;
- both comply with applicable law and regulation and strive to uphold the spirit of such law and regulation; and
- Act without discrimination.

## **Atomos Financial Planning Limited**

### **Statement of Directors' responsibilities in respect of the Financial Statements**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Atomos Financial Planning Limited**

### **Independent Auditor's report to the members of Atomos Financial Planning Limited**

#### **Opinion**

We have audited the financial statements of Atomos Financial Planning Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## **Atomos Financial Planning Limited**

### **Independent Auditor's report to the members of Atomos Financial Planning Limited (continued)**

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements;
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



## **Atomos Financial Planning Limited**

### **Independent Auditor's report to the members of Atomos Financial Planning Limited (continued)**

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 12, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue 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 (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

#### **The extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

## **Atomos Financial Planning Limited**

### **Independent Auditor's report to the members of Atomos Financial Planning Limited (continued)**

#### **The extent to which the audit was considered capable of detecting irregularities, including fraud (continued)**

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the company operates in and how the company is complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud having obtained an understanding of the effectiveness of the control environment.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from external tax advisors.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to the company's authorisation with the Financial Conduct Authority (FCA). We performed audit procedures to inquire of management whether the company is in compliance with these laws and regulations. We inspected compliance documentation, including correspondence with the Financial Conduct Authority as well as considering compliance with the conditions for authorisation, including with any restrictions or requirements placed on the firm, and other regulatory obligations.

The audit engagement team identified the risks of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, testing a sample of revenue transactions to supporting documentation, and reviewing controls in place to ensure revenue recognition is appropriate.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

## **Atomos Financial Planning Limited**

### **Independent Auditor's report to the members of Atomos Financial Planning Limited (continued)**

#### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

*Hugh Fairclough*

HUGH FAIRCLOUGH (Senior Statutory Auditor)  
For and on behalf of RSM UK Audit LLP, Statutory Auditor  
Chartered Accountants  
25 Farringdon Street  
London  
EC4A 4AB

Date: 26 April 2023

**Atomos Financial Planning Limited****Statement of Comprehensive Income for the year ended 31 December 2022**

	<b>Note</b>	<b>2022 £</b>	<b>2021 £</b>
Turnover	1	15,749,662	14,363,222
Administrative expenses		<u>(16,223,357)</u>	<u>(14,303,435)</u>
<b>OPERATING (LOSS)/PROFIT</b>		<b>(473,695)</b>	<b>59,787</b>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	2	<b>(473,695)</b>	<b>59,787</b>
Tax on loss on ordinary activities	3	(62,419)	372,418
<b>(LOSS)/PROFIT FOR THE FINANCIAL YEAR</b>		<b>(536,114)</b>	<b>432,205</b>

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

There is no other comprehensive income other than those passing through the Statement of Comprehensive Income.

The accompanying notes form an integral part of these financial statements.

# Atomos Financial Planning Limited

## Statement of Financial Position as at 31 December 2022

	Note	2022 £	2021 £
<b>FIXED ASSETS</b>			
Intangible assets	6	134,126	313,576
Tangible assets	7	93,317	-
		<b>227,443</b>	<b>313,576</b>
<b>CURRENT ASSETS</b>			
Debtors: amounts falling due within one year	8	4,869,005	2,960,204
Debtors: amounts falling due after one year	9	162,436	193,855
Cash at bank		1,146,883	2,027,965
		<b>6,178,324</b>	<b>5,182,024</b>
<b>CURRENT LIABILITIES</b>			
Creditors: amounts falling due within one year	10	2,976,293	2,269,754
		<b>2,976,293</b>	<b>2,269,754</b>
<b>NET CURRENT ASSETS</b>			
		<b>3,202,031</b>	<b>2,912,270</b>
<b>NET ASSETS</b>			
		<b>3,381,566</b>	<b>3,174,823</b>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	12	5,500,010	5,500,010
Capital contribution reserve	13	1,541,021	798,164
Profit and Loss Account		(3,659,465)	(3,123,351)
<b>SHAREHOLDERS' FUNDS</b>			
		<b>3,381,566</b>	<b>3,174,823</b>

These financial statements were approved and authorised for issue by the board of directors and were signed on its behalf by:



N J Fraser

Director

Date: 24/04/2023

The accompanying notes form an integral part of these financial statements.

Registered Company Number: 03879955

**Atomos Financial Planning Limited**

**Statement of Changes in Equity for the year ended 31 December 2022**

	Share Capital	Capital contribution reserve	Profit and loss account	Total shareholders' funds
	£	£	£	£
<b>Balance as at 1 January 2021</b>	<b>5,500,010</b>	<b>569,720</b>	<b>(3,555,556)</b>	<b>2,514,174</b>
Profit for the year after taxation	-	-	432,205	432,205
Advisor incentives (note 13)	-	228,444	-	228,444
<b>Balance as at 31 December 2021</b>	<b>5,500,010</b>	<b>798,164</b>	<b>(3,123,351)</b>	<b>3,174,823</b>
Loss for the year after taxation	-	-	(536,114)	(536,114)
Advisor incentives (note 13)	-	742,857	-	742,857
<b>Balance as at 31 December 2022</b>	<b>5,500,010</b>	<b>1,541,021</b>	<b>(3,659,465)</b>	<b>3,381,566</b>

The accompanying notes form an integral part of these financial statements.

# **Atomos Financial Planning Limited**

## **Notes to the Financial Statements**

### **1. Accounting policies**

#### **Basis of preparation**

The Financial Statements have been prepared under the historical cost convention, in accordance with United Kingdom Generally Accepted Accounting Practice ("UK GAAP"), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland and the Companies Act 2006.

The Company's registered office is at 2nd Floor 5 Hatfields (ALTO), London, SE1 9PG.

The Directors are responsible for making a formal assessment as to whether it is appropriate to adopt the going concern basis in preparing the financial statements. This assessment considers the Company's access to financial resources, sufficient for it to meet its obligations over the next 12 months. To do this, the Company must have sufficient assets, not only to meet the payments and commitments associated with its business, but also to withstand the impact of other events that might reasonably be expected to happen.

The Directors have examined the Company's business activities, along with its financial position, financial forecasts, capital structure, risk management approach and factors likely to affect its future performance. The Directors are satisfied that the Company has a viable business proposition and robust strategic plan which is expected to continue and produce adequate resources to continue in business for a period of 12 months from the date of approval of the financial statements.

The Directors have also considered a range of stress scenarios, which includes the impact of a further shock to equity markets and reduction in income along with possible management actions in response. At Company level capital forecasts have been produced that have been sensitised to reflect the stress scenarios. Under these stress scenarios the Company's capital was projected to remain above regulatory requirements and sufficient liquidity exists to meet liabilities as they fall due.

Accordingly, the Directors consider they have given due consideration to all the potential risks and possible actions available. The Directors concluded that it remains appropriate to prepare the financial statements on a going concern basis.

#### **Turnover**

Turnover represents total income receivable by the Company for services provided. It is the amount derived from ordinary activities and is stated net of VAT and trade discounts.

Income relating to new business (initial income) is recognised as income when the business is introduced. Income earned on indemnity terms is included in the financial statements when it is considered due. Entitlement to turnover arises at the point in time that advice services have been provided.

# **Atomos Financial Planning Limited**

## **Notes to the Financial Statements (continued)**

### **1. Accounting policies (continued)**

#### **Turnover (continued)**

There is only one turnover stream which is all generated in the United Kingdom.

Under an agreement with Avidus Scott Lang & Co. Limited ("ASL"), the Company acts as a principal and collects commissions on ASL's behalf. This arrangement commenced on 18 December 2020 and terminated on 1 November 2022 at which point the trade of ASL was transferred to the Company. Included in turnover in 2022 there is £1,730,448 (2021: £1,564,168) relating to ASL.

Under an agreement with Ergowealth Limited ("Ergo"), the Company acted as a principal and collected commissions on Ergo's behalf. This arrangement commenced on 12 May 2022. Included in turnover in 2022 there is £1,345,892 (2021: £nil) relating to Ergo.

#### **Functional and presentational currency**

The Company's functional currency and presentational currency is the Pound Sterling (GBP) reflecting the fact that substantially all transactions are paid in GBP and the Company's place of business is the United Kingdom.

#### **Cash at bank and cash equivalents**

Cash in the Statement of Financial Position comprises cash held at banks and in hand.

#### **Cashflow statement**

The Company has taken advantage of the exemption given by FRS 102 1.12 (b) to subsidiary undertakings, where the Company is a member of a group where the parent prepares publicly available consolidated financial statements. A cash flow statement is prepared by the immediate parent company, AFPH, that includes the cash flows of the Company. Details of the parent company are given in note 16 to the financial statements.

#### **Administrative expenses**

Administrative expenses principally represent amounts invoiced and incurred in respect of general overheads. Amounts expensed are based on actual costs incurred or on predetermined recharges of allocated resources.

Under an agreement with Avidus Scott Lang & Co. Limited ("ASL"), the Company acted as a principal and collected commissions on ASL's behalf. This arrangement commenced on 18 December 2020 and terminated on 1 November 2022 at which point the trade of ASL was transferred to the Company. Included in administrative expenses in 2022 there is £1,730,448 (2021: £1,564,168) relating to ASL.

Under an agreement with Ergowealth Limited ("Ergo"), the Company acts as a principal and collects commissions on Ergo's behalf. This arrangement commenced on 12 May 2022. Included in administrative expenses in 2022 there is £1,345,892 (2021: £nil) relating to Ergo.



**Atomos Financial Planning Limited**  
**Notes to the Financial Statements (continued)**

**1. Accounting policies (continued)**

**Dividends receivable**

Dividends relate to income from shares in group undertakings, recognised when the paying company is obliged to make payment.

**Taxation**

The tax expense may comprise current and deferred tax. Tax is recognised through profit or loss, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised in equity.

The income tax charge is based on the taxable profit/loss for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income 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 date.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation. A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

**Intangible assets**

Intangible assets consist of client databases and are carried at cost less accumulated amortisation and any accumulated impairment losses. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition.

Intangible assets assessed as having finite lives are amortised over their useful economic life in equal annual instalments. When there is no reliable estimate for the life of the asset it is limited to 10 years. Amortisation of client databases is charged to administrative expenses within the Statement of Comprehensive Income over a period of 5 years.

An annual impairment review is undertaken or whenever there is any indication that the intangible asset may be impaired, and any resulting adjustment to the intangible assets value is made as required. The amortisation expense on intangible assets is recognised within administrative expenses within the Statement of Comprehensive Income. Where there is a deferred or contingent element a liability is also recognised which is the best estimate of likely future consideration payable.

# Atomos Financial Planning Limited

## Notes to the Financial Statements (continued)

### 1. Accounting policies (continued)

#### **Tangible assets and depreciation**

Tangible fixed assets are stated at cost less accumulated depreciation. For items part disposed over the useful life of the asset the original depreciation charge will be used over the balance of the asset. Depreciation is provided at rates estimated to write off the cost of assets in equal instalments over their expected useful lives as follows:

	%
Fixtures, fitting and equipment:	25 Straight line basis

#### **Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### **Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities including loans are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### **Provisions**

A provision is recognised in the Statement of Financial Position when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

#### **Operating leases**

Payments (excluding costs for services and insurance) made under operating leases are recognised in the Statement of Comprehensive Income on a straight-line basis over the term of the lease unless; (i) the payments to the lessor are structured to increase in line with expected general inflation, in which case the payments related to the structured increases are recognised as incurred; or (ii) the Company has received temporary rent concessions. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

#### **Defined contribution plans and other long-term employee benefits**

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the Statement of Comprehensive Income in the periods during which services are rendered by employees.

# **Atomos Financial Planning Limited**

## **Notes to the Financial Statements (continued)**

### **1. Accounting policies (continued)**

#### **Accounting estimates and areas of judgement**

The preparation of financial statements in conformity with generally accepted accounting practice requires management to make estimates and judgements that affected the reported amount of assets and liabilities as well as the disclosure of contingent assets and liabilities at the period end date and the reported amounts of revenues and expenses during the reporting period.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The directors consider the following to be the key sources of estimation uncertainty and areas of judgement:

#### ***Appointed representatives***

During the year the Company was the regulatory Principal to a number of Appointed Representatives ('AR') carrying the regulatory risk associated with the services that are delivered to the client. The AR's rely on the Company's regulatory license to carry out regulated services to clients. The Company bears the customer credit risk as the principal and is liable for any clawback of fees from providers without a guarantee that these will be recovered from the AR. Therefore the Company recognises fees and commissions earned on behalf of the AR within Turnover, with an equal amount recognised in Administrative Expenses as payable to the AR.

The AR agreement with Avidus Scott Lang & Co. Limited ("ASL"), commenced on 18 December 2020 and terminated on 1 November 2022 at which point the trade of ASL was transferred to the Company. Included in turnover in 2022 there is £1,730,448 (2021: £1,564,168) relating to ASL. Included in administrative expenses in 2022 there is £1,730,448 (2021: £1,564,168) relating to ASL.

The AR agreement with Ergowealth Limited ("Ergo"), commenced on 12 May 2022 and Ergo remains an AR of the Company at the reporting date. Included in turnover in 2022 there is £1,345,892 (2021: £nil) relating to Ergo. Included in administrative expenses in 2022 there is £1,345,892 (2021: £nil) relating to Ergo.

**Atomos Financial Planning Limited**  
**Notes to the Financial Statements (continued)**

**2. (Loss)/Profit on ordinary activities before taxation**

	<b>2022</b>	<b>2021</b>
	£	£
The (loss)/profit on ordinary activities before taxation is stated after charging:		
Amortisation (note 6)	179,450	188,401
Depreciation (note 7)	32,593	23,052
Operating lease rentals - premises	227,203	142,768
Auditor's Remuneration		
- Audit Fees	78,000	51,660
- Other Assurance Services	-	10,763

**3. Taxation**

**Analysis of credit in period**

	<b>2022</b>	<b>2021</b>
	£	£
Current Tax :		
UK Corporation Tax on profits/(losses) for the year	-	-
Adjustment in respect of prior periods	-	(59,961)
Total current tax	<u>-</u>	<u>(59,961)</u>
Deferred Tax :		
Origination and reversal of timing differences	40,186	(331,832)
Adjustments in respect of prior periods	9,544	-
Effect of changes in tax rates	12,689	19,375
Total deferred tax	<u>62,419</u>	<u>(312,457)</u>
Total current tax credit	<u>62,419</u>	<u>(372,418)</u>

The adjustment to prior years represents payment for group relief surrendered at submission stage.

**Notes to the Financial Statements (continued)**

**3. Taxation (continued)**

**Reconciliation of tax charge/(credit)**

The difference between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	<b>2022</b>	<b>2021</b>
	£	£
Profit on ordinary activities before taxation	<u>(473,695)</u>	<u>59,787</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax 19% (2021: 19%)	(90,002)	11,360
Effects of :		
Expenses not deductible for tax purposes	99,511	1,136
Adjustments in respect of prior years	9,544	(59,961)
Deferred tax not recognised	(184,333)	(204,527)
Remeasurement of deferred tax for changes in tax rates	12,689	(115,487)
Group relief surrendered	217,766	-
Fixed asset differences	<u>(2,756)</u>	<u>(4,938)</u>
Tax charge/(credit) for the year	<u>62,419</u>	<u>(372,417)</u>

**Tax rate changes**

On 03 March 2021, the Chancellor announced that the main rate of UK corporation tax would rise from 19% to 25% from 01 April 2023. This change was substantively enacted on 24 May 2021 and therefore deferred tax balances are reflective of this rate to the extent that they will realise post April 2023.

**Deferred Tax**

The provision for deferred tax consists of the following deferred tax (assets)/liabilities:

	<b>2022</b>	<b>2021</b>
	£	£
Fixed asset timing differences	29,743	59,918
Carried forward losses	(176,511)	(242,544)
Other timing differences	<u>(15,668)</u>	<u>(42,229)</u>
	<u>(162,436)</u>	<u>(224,855)</u>

It is anticipated that £nil (2021: £31,000) of the net deferred tax asset will release during the next financial period (note 8 and 9). These assets are not expected to expire.

# Atomos Financial Planning Limited

## Notes to the Financial Statements (continued)

### 4. Staff costs

The number of persons directly employed by the Company during the year was:

	2022	2021
	No.	No.
Administration staff	64	61
Advising staff	40	28
	<u>104</u>	<u>89</u>

The aggregate payroll costs including costs recharged from other companies within the atomos UK group were:

	2022	2021
	£	£
Wages and salaries	6,112,248	4,279,478
Social security costs	499,528	366,457
Pension costs	321,833	200,628
	<u>6,933,609</u>	<u>4,846,563</u>

### 5. Directors' emoluments

The directors emoluments are based upon an agreed apportionment of directors costs across the businesses in which they perform their services as a director. Directors' emoluments include the following:

	2022	2021
	£	£
Directors remuneration	205,958	138,866
Bonuses	-	3,199
Pension contributions	9,894	9,556
Other benefits	1,051	518
Long term incentive plans	-	32,425
	<u>216,903</u>	<u>184,564</u>

The directors of the Company are also directors of Atomos Investments Limited and other group companies. The directors received total remuneration for the year of £216,903 (2021: £152,139), all of which was paid by either Atomos Investment Limited or the Company. The directors believe that it is practicable to apportion this amount between their services as directors of the Company and their services as directors of Atomos Investment Limited and the Company and fellow associate companies. Directors' remuneration includes salary and performance bonuses. The remuneration for the highest paid director was £111,160 (2021: £68,667). In the current financial year, there was no long term incentive scheme.

# Atomos Financial Planning Limited

## Notes to the Financial Statements (continued)

### 6. Intangible assets

	Client databases £
<i>Cost</i>	
At 1 January 2022	889,453
At 31 December 2022	<u>889,453</u>
<i>Amortisation</i>	
At 1 January 2022	575,877
Provided during the year	179,450
At 31 December 2022	<u>755,327</u>
<i>Net book value</i>	
At 31 December 2021	<u>313,576</u>
At 31 December 2022	<u>134,126</u>

Amortisation of client databases is charged to administrative expenses within the Statement of Comprehensive Income over a period of 5 years.

### 7. Tangible assets

	Fixtures, fittings and equipment £
<i>Cost</i>	
At 1 January 2022	-
Additions	125,909
At 31 December 2022	<u>125,909</u>
<i>Depreciation</i>	
At 1 January 2022	-
Charged in year	32,593
At 31 December 2022	<u>32,593</u>
<i>Net book value</i>	
At 31 December 2021	-
At 31 December 2022	<u>93,316</u>

Depreciation of fixtures, fittings and equipment is charged to administrative expenses within the Statement of Comprehensive Income over a period of 4 years.

**Atomos Financial Planning Limited****Notes to the Financial Statements (continued)****8. Debtors: amounts due within one year**

	<b>2022</b>	<b>2021</b>
	£	£
Trade debtors	1,710,982	1,574,642
Prepayments	254,590	261,695
Balances due from group companies	2,825,402	698,106
Other debtors	78,031	394,761
Deferred tax asset (note 3)	-	31,000
	<b><u>4,869,005</u></b>	<b><u>2,960,204</u></b>

Balances due from group companies are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

**9. Debtors: amounts due in more than one year**

	<b>2022</b>	<b>2021</b>
	£	£
Deferred tax asset (note 3)	162,436	193,855
	<b><u>162,436</u></b>	<b><u>193,855</u></b>

**10. Creditors: amounts falling due within one year**

	<b>2022</b>	<b>2021</b>
	£	£
Trade creditors	1,068,243	1,362,438
Other taxes and social security costs	203,566	261,769
Balances due to group companies	852,314	5,891
Accruals and deferred income	707,434	582,995
Other creditors	144,736	56,661
	<b><u>2,976,293</u></b>	<b><u>2,269,754</u></b>

Balances due to group companies are unsecured, interest free, have no fixed date of repayment and are repayable on demand.



# Atomos Financial Planning Limited

## Notes to the Financial Statements (continued)

### 11. Provisions

	Complaints Settlement	Clawback	Total
	£	£	£
At 1 January 2022	12,763	38,260	51,023
Utilised provision	(12,763)	(38,260)	(51,023)
Additional Provision	25,788	22,120	47,908
At 31 December 2022	<u>25,788</u>	<u>22,120</u>	<u>47,908</u>

The provision for complaints settlement of £25,788 has been recognised based on the estimated settlement value of ongoing complaints that have been lodged at the reporting date.

A provision of £22,120 has been recognised for expected indemnity income clawback claims on indemnity products sold during the last four financial years.

### 12. Share capital

	2022	2021
	£	£
Authorised, Issued and Fully Paid		
5,500,010 (2021: 5,500,010) ordinary shares of £1 each	5,500,010	5,500,010

### 13. Capital contribution reserve

	2022
	£
At 1 January 2022	798,164
Adviser Incentives	<u>742,857</u>
At 31 December 2022	<u>1,541,021</u>

During the year adviser incentives were accrued on the Company's behalf by its ultimate parent company, EPF V UK Wealth Topco Jersey Limited.

# Atomos Financial Planning Limited

## Notes to the Financial Statements (continued)

### 14. Other Financial Commitments

The total of future minimum lease payments is set out below :

	Land and Buildings 2022 £	Land and Buildings 2021 £
Not later than one year	205,493	81,964
Within two to five years	222,616	81,508
	<b>428,109</b>	<b>163,472</b>

### 15. Related Parties

The company is exempt from disclosing related party transactions as they are with other companies that are wholly owned within the EPF V UK Wealth Topco Jersey Limited group.

### 16. Ultimate parent undertaking

On 20 September 2021 Sanlam UK Limited, the Company's previous parent, entered into an agreement to sell its UK wealth division (including the Company) to funds managed by Oaktree Capital Management, L.P. The transaction obtained regulatory approval and closed on 6 May 2022.

Following the transaction, the Company's new ultimate parent undertaking is OCM Luxembourg EPF V S.à r.l. (address: 26A Boulevard Royal, 2449, Luxembourg).

The immediate parent undertaking and the smallest group to consolidate these financial statements is Atomos Financial Planning Holdings Limited, which is incorporated and registered in the United Kingdom.

### 17. Post Balance Sheet Events

On 6 August 2022, Atomos Financial Planning Holdings Limited ('AFPH'), the Company's immediate parent company, acquired 100% of ErgoWealth Group Limited and its subsidiary companies ("Ergo"). A group re-organisation commenced on 1 March 2023 and the trade, including all future revenues, costs and resulting profit, of Ergo was novated to the Company.

## **Atomos Financial Planning Limited**

### **Notes to the Financial Statements (continued)**

#### **18. Business combinations**

On 24 June 2022, Atomos Financial Planning Holdings Limited ('AFPH'), the Company's immediate parent company, acquired the remaining 45% shareholding in Avidus Scott Lang Group Limited ("ASL"), a sister company and Appointed Representative of the Company, to make it a fully owned sister entity of the Company. On 1 November 2022, the Appointed Representative agreement was terminated and a group re-organisation commenced whereby the trade, including all future revenues, costs and resulting profit, of ASL was novated to the Company. The Company generated turnover of £315,380 from the novated trade in the period following novation to the reporting date.

On 1 June 2022, AFPH acquired 100% of IDC Wealth Management Ltd ("IDC"), to make it a fully owned sister entity of the Company. A group re-organisation commenced on 1 June 2022 and the trade, including all future revenues, costs and resulting profit, of IDC was novated to the Company. The Company generated turnover of £225,593 from the novated trade in the period following novation to the reporting date.

On 6 September 2022, AFPH acquired 100% of MacArthur Gordon Limited ("MAG"), to make it a fully owned sister entity of the Company. A group re-organisation commenced on 6 September 2022 and the trade, including all future revenues, costs and resulting profit, of MAG was novated to the Company. The Company generated turnover of £54,517 from the novated trade in the period following novation to the reporting date.

On 31 August 2022, AFPH acquired 100% of Willowbrook Wealth Limited ("WWL"), to make it a fully owned sister entity of the Company. A group re-organisation commenced on 31 August 2022 and the trade, including all future revenues, costs and resulting profit, of WWL was novated to the Company. The Company generated turnover of £126,809 from the novated trade in the period following novation to the reporting date.

On 3 October 2022, AFPH acquired 100% of McCallan Financial Limited ("MFL"), to make it a fully owned sister entity of the Company. A group re-organisation commenced on 3 October 2022 and the trade, including all future revenues, costs and resulting profit, of MFL was novated to the Company. The Company generated turnover of £76,868 from the novated trade in the period following novation to the reporting date.

The historical assets and liabilities of the businesses disclosed above, recognised prior to the date of novation, are being wound down in the financial statements of the respective businesses, and form part of the group consolidation in the financial statements of AFPH at the reporting date. New assets and liabilities generated post the date of novation of trade are recognised in the Statement of Financial Position of the Company.

**18. Business combinations (continued)**

On 1 November 2022, AFPH completed the practice buyout of Sims Financial Planning ("Sims") and the trade, including all future revenue, costs and resulting profit, of Sims was novated to the Company. The Company generated turnover of £63,882 from the novated trade in the period following novation to the reporting date.

On 22 November 2022, AFPH completed the practice buyout of IFA Businesses ("IFA") and the trade, including all future revenue, costs and resulting profit, of IFA was novated to the Company. The Company generated turnover of £325,968 from the novated trade in the period following novation to the reporting date.

The assets and liabilities of Sims and IFA remained under the control of the selling entities and are recognised within the financial statements of those respective businesses. New assets and liabilities generated post the date of novation of trade are recognised in the Statement of Financial Position of the Company.