

Registered number: 05438114

OPLO GROUP LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2021



OPLO GROUP LTD

COMPANY INFORMATION

Directors	A J Mollart M A Robins (resigned 31 March 2022) L V McMurray (resigned 24 January 2022) M J G Potter (resigned 24 January 2022) S P Baker (resigned 24 January 2022) B Brodie (resigned 24 January 2022) P D Pester (resigned 24 January 2022) D P Gerard (resigned 24 January 2022) S L Alier (appointed 24 January 2022)
Company secretary	A J Mollart
Registered number	05438114
Registered office	Viscount Court Sir Frank Whittle Way Blackpool FY4 2FB
Auditors	Ernst & Young LLP 2 St Peter's Square Manchester M2 3DF
Bankers	National Westminster Bank PLC 9th Floor 250 Bishopgate London EC2M 4AA

OPLO GROUP LTD

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OPLO GROUP LTD

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2021

Introduction

Oplo Group Ltd and its subsidiaries, together referred to as 'Oplo' or 'the Group' is one of the leaders in the UK consumer credit market, with a focus on serving the new mainstream people of Britain who are underserved and under supported by traditional high street lenders. It is building one of the UK's leading data-driven personal financial and lending platforms. The Group will always look for a way to lend rather than not - lending responsibly to customers and offering the best deal possible in order to help them power their potential.

We combine our strong credit expertise, backed by exceptional tailored, personal customer service and powerful tools and money management to offer customers the opportunity to borrow responsibly. This rate to risk product set supports stable returns on investment and supports the Group's growth plans.

Oplo also has a genuine commitment to building an environmentally conscious business that gives back to our communities. We aim to protect our planet, improve societal issues and practice good governance. We call it the Oplo Impact.

The ultimate holding company of the Group is Oplo Holdings Ltd. The Group's financing structures were arranged and managed at Oplo Holdings Ltd level. Oplo Holdings Ltd was funded through a combination of equity and debt financing. At 31st December 2021, Oplo Holdings Ltd had £44.8m of equity and £0.8m of this equity has been transferred to Oplo Group Ltd as at 31st December 2021. This is shown as a liability on the balance sheet as part of amounts owed to group undertakings.

On 24 January 2022, Tandem Money Limited ('Tandem') purchased the entire issued share capital of Oplo Holdings Ltd. As part of the acquisition, Tandem Bank Limited (a direct wholly-owned subsidiary of Tandem Money Limited), entered into a loan sale agreement and a forward flow agreement whereby it agreed to purchase the beneficial title to loans originated by Oplo. Oplo's status as a going concern has been considered in the context of this transaction and the Group's ongoing remit as a service provider to Tandem Bank Ltd, and the directors have concluded that it is appropriate to prepare the financial statements on a going concern basis.

Oplo Group Ltd's financial year was shortened as the year end date was brought forward to 31 December 2021 to align with the new parent entity.

Macro-economic Environment

In 2021, the UK economy continued its recovery from the impact of COVID-19 and lockdown restrictions, with Gross Domestic Product ('GDP') nearing pre-pandemic levels towards the end of the year. The employment market continued to remain robust, with furlough proving to be an effective tool which helped the labour market emerge in a position of strength.

UK GDP grew by over 7% in 2021, albeit not yet recovering from the pandemic-driven 9% reduction experienced in 2020. 'Lockdown' measures at the start of 2021 were largely removed by mid-year, although household spending returned slower than expected to pre-pandemic levels. The emergence of the Omicron variant in November resulted in changes to restrictions in England with further measures introduced on household mixing across the UK.

Against this backdrop, inflationary pressure began to build with the Consumer Prices Index ('CPI') ending the year significantly above the Bank of England's 2% target and at its highest point in three decades. Disrupted global supply chains have struggled to match consumers' high demand for goods as spend has been diverted; energy prices have jumped sharply due to supply disruptions, whilst the labour force size has reduced given early retirements, sickness and the return of European Union ('EU') citizens to their home countries post-Brexit.

Looking ahead, UK GDP is expected to recover further in 2022, despite mild pandemic-related restrictions in January and household spending squeezed by inflation. The strength of the recovery will be linked to the degree to which COVID-19 vaccines and treatments facilitate a return to pre-pandemic spending patterns. It will also be dependent on the impact of improving global production capacity and domestic labour supply on reducing inflation, and how swiftly interest rates may rise to help ensure inflation returns towards its target level.

Given our UK focus, Tandem & Oplo Group Ltd's prospects are closely linked to the performance of the UK economy. As such our disciplined approach to risk, ongoing transition to a sustainable business model and focus on cost management will position us appropriately to achieve our objectives irrespective of macro-conditions.

OPLO GROUP LTD

STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2021

Stakeholder Engagement

This section of the report describes how the Directors have had regard to the matters in section 172 (1) of the Companies Act. The Directors have acted in a way that they consider, in good faith, to promote the success of the Company for the benefit of all its stakeholders, having regard amongst other things to:

- the likely consequences of any decision in the long term
- the interests of the Company's employees
- the need to foster the Company's business relationships with suppliers, customers and others
- the impact of the Company's operations on the community and the environment
- the desirability of the Company maintaining a reputation for high standards of business conduct
- the need to act fairly as between members of the Company.

The Company's key stakeholders are detailed below along with how we have engaged with them and key deliverables for each group over the course of the financial year.

Stakeholders	How we engage
Customers Our customer base is made up of individuals seeking consumer finance products	We engage with our customers through a range of communication channels giving our customers the flexibility they require throughout their credit lifecycle with us. Alongside direct feedback from customers we obtain feedback from customer satisfaction scores, surveys and by monitoring customer complaints.
Employees Our employees are critical to the successful implementation of our strategy. We prioritise employee engagement and development	Staff conferences are held to share the strategy and business plans with all employees. Regular surveys are conducted throughout the year providing everyone the opportunity to provide feedback to the Company. This is a useful tool for the Board to measure engagement and for employees to highlight specific points of interest. All staff have access to a dedicated online learning and development tool which delivered 512 different modules of training throughout the year across a variety of themes.
Suppliers The Board recognises the key role that suppliers play in ensuring the Company delivers reliable service to our customers	Regular strategic business reviews are carried out with our introducers and partners to ensure we are delivering to the required KPI's and making any required improvements in an informed and detailed manner. Monthly reporting and discussion with funding partners.
Community The Company's community stakeholder group includes the local community and wider environment	Associated with local charity Boathouse Youth Employees regularly hold charitable based events
Regulators Our three operating companies are regulated by the Financial Conduct Authority (FCA)	Member of industry bodies ensures participation in industry discussions Open and transparent regulatory reporting

Business review

Turnover for the period was £9.5m (31 March 2021: £8.5m).

Cost of sales for the period were £0.5m (31 March 2021: £0.6m) and administrative expenses were £8.8m (31 March 2021: £8.5m). Both increased during the period on a pro rata basis as a result of business growth.

Operating profit for the period was £0.3m (31 March 2021: £(0.01)m loss).

Interest payable and expenses for the period were £0.1m (31 March 2021: £0.1m).

Profit before tax for the period was £0.2m (31 March 2021: £(0.1)m loss).

OPLO GROUP LTD

**STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2021**

Principal risks and uncertainties

Before the start of each financial year the Board approves detailed budgets and forecasts for the year ahead. It also approves outline projections for the subsequent two years. Actual performance against these budgets was monitored in detail through the Group's management accounts. All risks were monitored at the Group level.

The Board has identified that the principal risk for the Group was that customers will fail to pay on contracts for the full duration of their term. To reduce this risk continuous improvements to collections processes have been developed and implemented. Furthermore, constant improvements to the automated decision engine on applications have been introduced culminating in the application of a new scorecard system.

Interest Rate Risk

Interest rate risk existed on the Group's debt facilities utilised to fund assets, specifically as the interest rate charged is a fixed percentage over the Sterling Overnight Index Average interest rate benchmark (SONIA). The Group monitored SONIA rates to ensure the unhedged risk of a rise in interest rate was managed appropriately.

Liquidity Risk

The Group defined liquidity risk as the Group not being able to meet its liabilities as they fall due. The Group monitored its assets and liabilities on an ongoing basis to ensure that liabilities were met. The Group's strategy was to match the Group's funding profile to that of the assets which were being funded.

Credit Risk

The Group defined credit risk as the loss arising from third parties and customers failing to make payments when due. The Group takes a measured approach to assessing credit risk. The Group understands that due to unforeseen circumstances that individuals may experience financial difficulties which could impact their ability to make payments. To mitigate this risk, the Group undertakes a stringent decisioning process when lending to consumers, constant monitoring of arrears, combined with a best-in-class collections system and frequent, clear and robust communications with customers.

Operational risk

The Group defined operational risk as the risk of loss arising from inadequate or failed internal processes, systems, people, or from external events. The Group sought to minimise the downside risk from the impact of unforeseen operational failures within the business and in its suppliers and service providers.

Reputational risk

The Group defined reputational risk as the loss resulting from damages to the Group's reputation and did not have an appetite for accepting risks that could cause material reputational damage.

Strategic risk

The Group defined strategic risk as the loss arising from adverse business decisions, improper business implementation or a lack of responsiveness to changes in the business environment. This may result in failure to acquire and sustain business/relationships. The Group aspired to be widely recognised by our customers, stakeholders and colleagues as a high performing customer focussed Group. In order to meet this objective, the Group accepted that minimal risks may need to be taken to ensure the on-going development and innovation of its operations through strategic projects and initiatives. However, any risks taken were documented and had appropriate controls in place.

Climate Risk

The Audit Risk & Compliance Committee makes recommendations to the Board on the principal risks of relevance to the business. Climate-related issues are considered in terms of potential for contribution to these principal risks. The issues considered include both the risk of physical disruption to the business from climate change, and the risks and opportunities as the global economy transitions to significantly lower carbon emissions. In the current period, the Committee concluded that climate-related risks did not rise to the level of a principal risk, except as part of Legal and Regulatory Compliance.

OPLO GROUP LTD

**STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2021**

Corporate Governance

During the period the Board of Oplo Holdings Ltd were responsible for managing the day-to-day strategic risks of the Group. The Group was managed as a consolidated business, and the committees and risk management policies operate across the Group. The Board delegated some of its responsibilities to subcommittees, as set out below.

The following committees all reported to the Board of Oplo Holdings Ltd:

Group Credit & Pricing Committee

GCPC was responsible for adherence to the Group's credit risk appetite and monitoring credit performance of the portfolio. The committee approved any changes to underwriting rules, scorecard variations, the pricing framework. This committee approved product variations and the introduction of new products.

Audit Risk & Compliance Committee

The Audit, Risk and Compliance Committee (ARC) ensured effective processes and controls were in place and adhered to on behalf of the Board. This included review and approval of Group policies, managing the actions of internal and external audits, monitoring the effectiveness of the Group's Risk Management framework, including systems and controls, risk policies and risk appetite. ARC reviewed and updated the Group's risk register and the implementation of any proposed risk mitigants.

After the end of the financial year these duties were passed to The Board and Executive Management Team of Tandem Money Ltd. Tandem has built on its existing corporate governance framework to support the larger group and ensure that the Group is supported by good practice standards in line with banking best practice. Tandem ensures that both the UK Corporate Governance Code and guidance set out by the PRA are considered across governance processes and procedures.

Whilst considering the above the ultimate responsibility for managing these risks remains with the Directors of Oplo Group Ltd.

This report was approved by the board on 25 July 2022 and signed on its behalf.

DocuSigned by:



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A Mollart
Director

OPLO GROUP LTD

**DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 DECEMBER 2021**

The Directors present their report and the Financial Statements for the year ended 31 December 2021.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 the Group and of the profit or loss of the Group for that period.

In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies for the Group's Financial Statements and then apply them consistently;
- make judgments 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 Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The profit for the period, after taxation, amounted to £195,493 (31 March 2021 – £(116,784) loss).

Oplo Group Ltd paid no dividends with none proposed within the financial year (31 March 2021: £nil).

Going Concern

The directors have performed a detailed assessment of the Oplo Group Limited and the Group's ability to trade as a going concern, key to this being the financial support provided by Tandem Bank Limited following the acquisition on 24 January 2022. The directors have a reasonable expectation that the Group is able to manage its business risks and meet its liquidity requirements until at least 31 August 2023 and therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence until at least 31 August 2023. Accordingly, the directors continue to consider it appropriate to adopt the going concern basis in the preparation of the financial statements.

Directors

The Directors who served during the year were:

A J Mollart
M A Robins
L V McMurray
M J G Potter
S P Baker
B Brodie
D P Gerard

OPLO GROUP LTD

DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2021

Environmental matters

The Group will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Group has complied with all applicable legislation and regulations.

The Oplo Group is a low carbon business and is committed to minimising the adverse impacts on the environment of its activities and is committed to becoming carbon neutral by the end of FY2022. During the period several initiatives were implemented to help achieve this goal including:

- Electric vehicle initiative - launched in May 2021 in partnership with Octopus Energy.
- Cycle to work scheme - launched in September 2021 to support the business goals of carbon reduction, and also the health and wellbeing for its employees.
- 'The Green Deal' - launched in October 2021 offering employee benefits for activities including volunteering and fundraising for charities, ensuring personal energy contracts are renewable, and driving a low emission, hybrid or electric vehicle.

The below figures include Scope 1, Scope 2, and Scope 3 emissions. Note that due to the shortened financial year the comparators are not entirely comparable.

	31 Dec 2021	31 March 2021
GHG emissions (tCO ₂ e)	18.35	38.00
Water use (m ³)	549	1,124
Energy consumption (kWh)	78,390	151,991
GHG emissions per FTE (tCO ₂ e/FTE)	0.09	0.17

All consumption data for the Group was complete for the reporting period, and as such no estimations were required.

Future developments

On 24 January 2022, Tandem Money Limited purchased the entire issued share capital of Oplo Holdings Limited, the parent company of Oplo Group Limited. This business combination combined Tandem, standalone operating as a digital bank with a strong operating infrastructure and a retail deposit franchise, with Oplo as a profitable consumer lender with its path to further growth constrained by a relatively high cost, wholesale funding base. This transaction will bring ongoing benefits to the larger group through reduced execution risk, increased diversification and economies of scale. Alongside this transaction Tandem Bank Limited (a direct wholly-owned subsidiary of Tandem Money Limited) entered into a loan sale agreement and a forward flow agreement whereby it agreed to purchase the beneficial title to loans originated by Oplo, under these agreements Oplo will continue to originate and service loans on behalf of the wider group.

Tandem's mission is to provide fairer and greener financial choices for the home, the car and everyday living. The forward strategy will be underpinned by the combination of a complementary consumer lending platform and an established digital savings business, creating a profitable digital Bank with significant scale. The Business Plan assumes ambitious but controlled scaling of the Balance Sheet. This will take place in the context of a strong risk appetite framework, including forward-looking capital and funding plans.

Tandem will continue to invest in its technology platform, recognising the ongoing pace of change and the potential for our technology to deliver a superior customer journey, support the delivery of operating efficiencies and to enhance Shareholder value. There is a clear hypothesis around the forward technology roadmap and a focus on prioritisation and delivery of required change.

Tandem will differentiate itself based upon its fairer and greener credentials. This will build on the Group's established capability, for example, the Bank has more than £250m of green lending, representing approximately a quarter of its Balance Sheet, which has already contributed to some 12,000 tonnes in CO₂ reduction in 2021 alone. It is recognised that the journey to achieve the Government's net zero targets will involve a concerted effort by the public sectors, corporations and individuals, and as a purpose led Bank focussed on a fairer and greener future Tandem is well placed to support this. Oplo's business strategy is therefore closely aligned with the strategy of the wider group.

Financial instruments

Details of financial instruments are provided in note 17 on page 29.

OPLO GROUP LTD

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2021**

Company Secretary

During the financial year A J Mollart acted as company secretary and he was supported by Law Debenture Corporate Services Limited in performing company secretarial duties throughout the year.

Qualifying third party indemnity provisions

During the financial year and as at the date of approving the Directors' Report, the Company does not have in force nor has the Company granted indemnity to any directors in respect of proceedings brought against the company by third parties, which would be subject to the conditions set out in section 234 of the Companies Act 2006.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

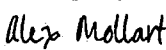
Post balance sheet events

As detailed in note 24 on page 32, on 24 January 2022, Tandem Money Limited purchased the entire issued share capital of Oplo Holdings Ltd (the ultimate parent company of Oplo Group Ltd at 31 December 2021).

Auditors

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 25 July 2022 and signed on its behalf.

DocuSigned by:

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A Mollart
Director

OPLO GROUP LTD

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF OPLO GROUP LTD

Opinion

We have audited the financial statements of Oplo Group Ltd ('the Company') for the period ended 31 December 2021 which comprise the Statement of Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 24, including a summary of 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 Company's affairs as at 31 December 2021 and of the Company's profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- 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 from when the financial statements are authorised for issue to 31 August 2023.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

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 this 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 there is 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

OPLO GROUP LTD

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF OPLO GROUP LTD (CONTINUED)

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 period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and 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 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, 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.

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF OPLO GROUP LTD (CONTINUED)**

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and parent company and determined that the most significant are FRS 102, the Companies Act 2006 and the relevant tax compliance regulation in the United Kingdom.
- We understood how the group and parent company is complying with those frameworks by making enquiries of management to understand how the group and parent company maintains and communicates its policies and procedures in these areas and corroborated this by reviewing supporting documentation. We also reviewed correspondence with relevant authorities, where relevant.
- We assessed the susceptibility of the group and parent company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override of internal controls and in revenue recognition. We incorporated data analytics into our testing of manual journals, including segregation of duties, and into our testing of revenue recognition. We tested specific transactions backing to source documentation and tested whether there was appropriate authorisation.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved making enquiries of management, testing journals identified by specific risk criteria and inspecting board meeting minutes.

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

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.



Steven Robb (Senior statutory auditor)
for and on behalf of Ernst & Young LLP,
Statutory Auditor
Manchester

27 July 2022

OPLO GROUP LTD

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2021

	Note	9 months to 31 Dec 2021 £	12 months to 31 Mar 2021 £
Turnover	4	9,568,417	8,513,174
Cost of sales	5	(461,570)	(592,523)
Gross profit		9,106,847	7,920,651
Grant income (CJRS*)		24,757	557,315
Administrative expenses		(8,782,691)	(8,491,093)
Operating profit / (loss)	6	348,913	(13,127)
Interest payable and expenses		(112,628)	(123,447)
Profit / (Loss) before tax		236,285	(136,574)
Tax on (profit) / loss	9	(40,791)	19,790
Total comprehensive profit / (loss) for the year		195,494	(116,784)

*Coronavirus Job Retention Scheme

The notes on pages 15 to 32 form part of these Financial Statements.

There were no recognised gains and losses for the periods ending 31 December 2021 or 31 March 2021 other than those included in the Income Statement and therefore no Statement of Other Comprehensive Income has been presented.


OPLO GROUP LTD

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	31 Dec 2021 £	31 Mar 2021 £
Fixed assets			
Tangible assets	11	792,839	1,644,823
Intangible assets	10/12	2,654,699	1,252
		3,447,538	1,646,075
Current assets			
Debtors	13	991,427	474,077
Cash at bank	14	44,467	-
		1,035,894	474,077
Creditors: Within one year	15	(2,528,511)	(2,095,497)
Net current liabilities		(1,492,617)	(1,621,420)
Total assets less current liabilities		1,954,921	24,655
Creditors: More than one year	16	(1,792,476)	(57,704)
Net assets / (liabilities)		162,445	(33,049)
Capital and reserves			
Called up share capital	19	60	60
Share premium account		55,001	55,001
Retained (losses) / earnings		(88,110)	28,674
Profit / (Loss) for the year		195,494	(116,784)
		162,445	(33,049)

The Financial Statements were approved and authorised for issue by the board and were signed on its behalf on 25 July 2022.

DocuSigned by:


A Mollart
Director

The notes on pages 15 to 32 form part of these Financial Statements.

OPLO GROUP LTD

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2021

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£	£	£	£
At 1 April 2020	60	55,001	28,674	83,735
Comprehensive loss for the year			(116,784)	(116,784)
At 1 April 2021	60	55,001	(88,110)	(33,049)
Comprehensive profit for the year			195,494	195,494
At 31 December 2021	60	55,001	107,384	162,445

The notes on pages 15 to 32 form part of these Financial Statements.

OPLO GROUP LTD

STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2021

	31 Dec 2021	31 Mar 2021
	£	£
Cash flows from operating activities		
Profit for the financial year	195,494	(116,784)
Adjustments for:		
Amortisation of intangible assets	497,534	-
Depreciation of tangible assets	175,687	372,465
Taxation charge	(40,791)	(19,790)
(Increase) / Decrease in prepayments, accrued income and other assets	(340,098)	2,865,733
Increase / (Decrease) in accruals, deferred income and other liabilities	356,073	7,644
Increase in loans advanced	(59,519)	-
Increase in loans from finance providers	1,734,772	(1,823,980)
Net cash generated from operating activities	2,519,152	1,285,288
Cash flows from investing activities		
Purchase of tangible fixed assets	(349,806)	(1,341,071)
Purchase of intangible fixed assets	(2,124,879)	-
Net cash from investing activities	(2,474,685)	(1,341,071)
Net (decrease)/increase in cash and cash equivalents	44,467	(55,783)
Cash and cash equivalents at beginning of year	-	55,783
Cash and cash equivalents at the end of year	44,467	-
Cash and cash equivalents at the end of year comprise:		
Cash at bank	44,467	-
	44,467	-

The notes on pages 15 to 32 form part of these Financial Statements.

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2021

1. General information

Oplo Group Limited is a private company (the "Company"), limited by shares, registered in England and Wales. The Company's registered number and registered office address can be found on the Company Information page. The principal activity of the Company is to provide support services to its subsidiaries. The Group and The Oplo Group refers to Oplo Group Limited and its subsidiaries.

2. Accounting policies

2.1 Basis of preparation of financial statements

The Financial Statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of Financial Statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these Financial Statements.

In preparing the financial statements, the Directors have considered the impact of the physical and transition risks of climate change and identified this an emerging risk but have concluded that it does not have a material impact on the recognition and measurement of the assets and liabilities in these financial statements as at 31 December 2021.

Going Concern

The Company as at the balance sheet date had cash at bank of £0.04m.

The Directors have forecasted the Group's ability to trade, including the cash requirements needed to financially support the Group as it continues to meet payments to creditors as they fall due.

The Directors are required to make an assessment of the Company's ability to trade as a going concern and have given careful consideration to this matter, key to this being the financial support provided by Tandem Bank Limited. As described in Note 24, on 24 January 2022, Tandem Money Limited purchased the entire issued share capital of Oplo Holdings Limited. As part of the acquisition, Tandem Bank Limited (a direct wholly-owned subsidiary of Tandem Money Limited), entered into a loan sale agreement and a forward flow agreement whereby it agreed to purchase the beneficial title to loans originated by the Oplo Group, with the Oplo Group having ongoing remit as a service provider to Tandem Bank Limited.

Post transaction, Oplo Group Limited's cost base is recharged on a monthly basis to Tandem Bank Limited with an appropriate arm's length mark-up applied.

Therefore, the assessment for going concern relies on a framework focusing on the ability of Tandem Bank Limited to fund the projected cost base of the Oplo group of companies.

OPLO GROUP LTD

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.1 Basis of preparation of financial statements (continued)

Although the Tandem Group remained loss making in 2021 as outlined in the Strategic Report, Tandem recorded tangible progress across the year in its transition to a sustainable business model. Following the material capital injections received in recent years and subsequent acquisitions of both ALG and the B&C mortgage portfolio, the Group captured significant cost savings and improved asset quality across the year, ultimately contributing to a reduced Net Loss.

Further, as disclosed in Note 24, the successful acquisition by Tandem of Oplo on 24 January 2022, underpinned by additional capital injections in July 2022, accelerates Tandem's journey to profitability. Post completion the enlarged Tandem Group benefits from a diversified proposition across mortgages, personal loans and car finance with capacity to grow its asset base.

As part of the Directors' consideration of the appropriateness of adopting the going concern basis, various financial projections have been considered which incorporate the acquisition of Oplo. Across these range of projections, including a plausible downside scenario, it has been concluded that no material changes to the Tandem Group's activities will be required and can operate with adequate financial resources for the period to 31 August 2023, with both capital ratios and liquidity in excess of minimum regulatory requirements.

Thus, after making the necessary enquiries, the Directors have a reasonable expectation that the Tandem Group has sufficient resources to continue in operational existence for a period of at least 12 months to 31 August 2023.

Following careful consideration of this assessment, the Directors of Oplo Group Ltd have concluded that it is appropriate to continue to prepare the financial statements on a going concern basis.

2.2 Turnover

Turnover represents interest, commissions and fees earned in respect of loans made. Turnover is recognised in the Income Statement net of directly attributable costs incurred through customer origination, recognised using the effective interest rate that discounts the estimated future cash payments and receipts through the expected life of the financial asset to the carrying amount of the financial asset.

All turnover arose within the United Kingdom.

OPLO GROUP LTD

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.3 Cost of sales

Cost of sales comprises of employee salaries and customer searches in respect to customer agreements.

2.4 Administrative expenses

Administrative expenses represent all indirect costs incurred by the Group within the financial period.

2.5 Interest payable and expenses

Finance costs including interest payable are charged to the Income Statement over the term of the debt using the effective interest method so that the amount charged is at the applicable rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.6 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life of five years. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

2.7 Tangible assets

Tangible fixed assets are stated at cost less accumulated depreciation and any accumulated impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is provided on the following basis:

Long-term leasehold property	5% On Cost
Improvements to Property	5% On Cost
Short-term leasehold property	25% On Cost
Motor vehicles	25% On Cost
Office equipment	25% On Cost
Computer equipment	25% On Cost

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted, if appropriate at the end of each reporting period.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Comprehensive Income.

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**2. Accounting policies (continued)****2.8 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours, with insignificant risk of change in value.

2.10 Financial instruments

The Group enters into financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Derivatives, including interest rate swaps, are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate derivatives.

OPLO GROUP LTD

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.13 Financial assets

Financial assets that are measured at amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Income Statement. The provision against the capital amount is recorded within administrative expenses, however the provision on accrued interest income is netted against turnover.

2.14 Financial liabilities

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Financial liabilities within the scope of IAS 39 are initially classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost. repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost.

2.15 Derecognition of financial assets and liabilities

The Group derecognises a financial asset when it transfers control and substantially all the risks and rewards of the asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the consideration received (including any new asset obtained less any new liability assumed) is recognised in the Statement of Comprehensive Income.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

OPLO GROUP LTD

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.16 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.17 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight-line basis over the lease term.

2.18 Government Grants

Government grants are recognised on according the accruals model, on a systematic basis over the periods in which the related cost is incurred and when there is reasonable certainty that any conditions attached to the grant will be met and the grant will be received.

Government grants related to income are presented as operating income.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The company does not have any key assumptions concerning the future, or other key sources of estimation uncertainty in the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**4. Turnover**

An analysis of turnover is as follows:

	31 Dec 2021 £	31 Mar 2021 £
Management services	9,568,417	8,513,174
	<u>9,568,417</u>	<u>8,513,174</u>

5. Cost of sales

	31 Dec 2021 £	31 Mar 2021 £
Other direct costs	461,570	592,523
	<u>461,570</u>	<u>592,523</u>

6. Operating Profit

	31 Dec 2021 £	31 Mar 2021 £
The operating profit is stated after charging:		
Depreciation of tangible fixed assets	175,687	509,462
Amortisation of intangible assets, including goodwill	497,534	-
Other operating lease rentals	185,802	187,430
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	15,000	8,498
	<u>175,687</u>	<u>509,462</u>

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

7. Employees and directors

	31 Dec 2021 £	31 Mar 2021 £
Wages and salaries	4,565,829	4,435,585
Social security costs	474,537	427,868
	<u>5,040,366</u>	<u>4,863,453</u>

Included within wages and salaries are contributions to a defined contribution pension scheme amounting to £123,938 (31 March 2021: £141,741)

The average monthly number of employees, including the directors, during the year was as follows:

	31 Dec 2021	31 Mar 2021
Directors and management	11	9
Customer team and admin support	249	222
	<u>260</u>	<u>231</u>

8. Directors' remuneration

	31 Dec 2021 £	31 Mar 2021 £
Directors' remuneration	560,072	509,106
	<u>560,072</u>	<u>509,106</u>

The highest paid director received remuneration of £271,276 (31 March 2021: £278,281). No accrued pension provision was required at 31st December 2021.

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

9. Taxation

	31 Dec 2021 £	31 Mar 2021 £
a) Tax on profit on ordinary activities		
Current tax:		
UK corporation tax charge	(74,690)	(13,607)
Prior year adjustment	38,246	116,046
Deferred tax		
Origination and reversal of timing differences	59,463	(4,988)
Rate change allowances	18,466	-
Prior year adjustment	(694)	(117,241)
Total deferred tax	77,235	(122,229)
Total tax charge / (credit) reported in income statement	40,791	(19,790)

b) Factors affecting tax charge for the year

	31 Dec 2021 £	31 Mar 2021 £
Profit/(loss) on ordinary activities before tax	236,285	(136,574)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (Prior period -19%)	44,894	(25,949)
Effects of:		
Expenses non deductible for tax purposes	281	7,354
Income not taxable	(38,461)	-
Impact of capital allowances super deduction	(21,941)	-
Impact of rate changes	18,466	-
Prior year adjustment	37,552	(1,195)
Total tax charge for the year	40,791	(19,790)

c) Factors that may affect future tax charges

It was announced in the Budget on 3 March 2021 that the main rate of corporation tax of 19% would be increased to 25% with effect from 1 April 2023. This legislative change was enacted on 10 June 2021. The impact of the increase in the rate of corporation tax to 25% is an increase in the Company's deferred tax liability of £18,466 recognised in the income and expenditure account.

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

10. Intangible assets

	Software Development £
Cost	
At 1 April 2021	1,411,610
Additions	2,124,879
Disposals	-
At 31 December 2021	3,536,489
Amortisation	
At 1 April 2021	385,508
Charge for the year	497,534
Disposals	-
At 31 December 2021	883,042
Net book value	
At 1 April 2021	1,026,101
At 31 December 2021	2,653,447

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

11. Tangible assets

	Long-term leasehold Property £	Office Equipment £	Computer equipment £	Total £
Cost or valuation				
At 1 April 2021	307,738	167,276	323,126	798,140
Additions	33,623	89,247	226,936	349,806
Disposals	-	-	-	-
At 31 December 2021	341,361	256,523	550,062	1,147,946
Depreciation				
At 1 April 2021	39,619	30,352	109,449	179,420
Charge for the year on owned assets	60,047	42,978	72,662	175,687
Disposals	-	-	-	-
At 31 December 2021	99,666	73,330	182,111	355,107
Net book value				
At 1 April 2021	268,119	136,925	213,677	618,721
At 31 December 2021	241,695	183,193	367,951	792,839

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

12. Investments

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
Oplo HL Ltd *	Ordinary	100%	providing secured loans to consumers
Oplo CF Ltd *	Ordinary	100%	providing finance under hire purchase
Oplo PL Ltd *	Ordinary	100%	providing unsecured loans to consumers
Oplo Funding Ltd *	Ordinary	100%	providing funding to the Oplo Group
Oplo Reserve Ltd *	Ordinary	100%	providing funding to the Oplo Group
Oplo Funding No. 2 Ltd **		0%	providing funding to the Oplo Group
Polo Funding 2021-1 PLC**		0%	providing funding to the Oplo Group
Polo Funding 2021-1 (Holdings) Ltd**		0%	providing funding to the Oplo Group

Oplo Funding No. 2 Limited, Polo Funding 2021-1 PLC and Polo Funding 2021-1 (Holdings) Limited meet the definition of a subsidiary and have been consolidated on the basis that the financial and operating decisions are made by Oplo Group Ltd.

Polo Funding 2021-1 PLC and Polo Funding 2021-1 (Holdings) Limited are new holdings incorporated during the year, all other holdings remain unchanged from the prior period.

All subsidiaries were incorporated in the UK. Those companies marked with a "*" are registered at Viscount Court, Sir Frank Whittle Way, Blackpool, FY4 2FB with those marked with "**" at 11th Floor, 200 Aldersgate Street, London, EC1A 4HD.

The aggregate of the share capital and reserves as at 31 December 2021 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows

	Investments in subsidiary companies
	£
Cost or valuation	
At 1 April 2021	1,252
	<hr/>
At 31 December 2021	1,252
	<hr/>
Net book value	
At 1 April 2021	1,252
	<hr/>
At 31 December 2021	1,252
	<hr/>

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

13. Debtors

	31 Dec 2021	31 Mar 2021
	£	£
Due within one year		
Loans advanced	59,519	-
Corporation tax debtor	164,991	868
Other debtors	-	15,321
Prepayments and accrued income	766,917	457,595
Deferred taxation	-	293
	<u>991,427</u>	<u>474,077</u>

Further breakdown of financial instruments can be found in note 17.

14. Cash and cash equivalents

	31 Dec 2021	31 Mar 2021
	£	£
Cash at bank	44,467	-
	<u>44,467</u>	<u>-</u>

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**15. Creditors: Amounts falling due within one year**

	31 Dec 2021	31 Mar 2021
	£	£
Trade creditors	1,080,228	950,135
Other taxation and social security	446,156	201,483
Other creditors	159,383	102,439
Accruals and deferred income	765,803	829,523
Deferred taxation	76,941	-
Overdraft	-	11,917
	<u>2,528,511</u>	<u>2,095,498</u>

16. Creditors: Amounts falling due after one year

	31 Dec 2021	31 Mar 2021
	£	£
Amounts owed to group and parent undertakings	1,792,476	57,704
	<u>1,792,476</u>	<u>57,704</u>

Amounts owed to group and parent undertakings are payable on demand and carry no interest.

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

17. Financial Instruments

	31 Dec 2021	31 Mar 2021
	£	£
Financial assets		
Loans advanced	59,519	-
Other debtors	164,991	16,483
Cash and cash equivalents	44,466	-
	<u>268,976</u>	<u>16,483</u>
Non-financial assets	766,918	457,594
	<u>1,035,894</u>	<u>474,077</u>
Financial liabilities		
Amounts owed to group undertakings	1,792,477	160,143
Other creditors	1,762,708	1,151,617
Overdraft	-	11,917
	<u>3,555,185</u>	<u>1,323,677</u>
Non-financial liabilities	765,802	829,524
	<u>4,320,987</u>	<u>2,153,201</u>

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

18. Deferred taxation

	31 Dec 2021 £	31 Mar 2021 £
Balance at 1 April	294	(121,935)
Amount (charged)/released to statement of comprehensive income	(77,929)	122,229
Adjustments in respect of prior years	694	-
Balance at 31 December	(76,941)	294
	31 Dec 2021 £	31 Mar 2021 £
Accelerated capital allowances	(76,941)	294
Tax losses carried forward	-	-
	(76,941)	294

OPLO GROUP LTD

NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021

19. Share capital

	31 Dec 2021	31 Mar 2021
	£	£
Allotted, issued and fully paid		
6,000 (2020 - 6,000) Ordinary shares of £0.01 each	60	60

The Company has one class of Ordinary Shares, none of which carry rights to fixed income.

20. Leasing agreements

At 31 December 2021 the Group and the Company had future minimum lease payments under non- cancellable operating leases as follows:

	31 Dec 2021	31 Mar 2021
	£	£
Not later than 1 year	196,665	196,665
Later than 1 year and not later than 5 years	310,892	459,065
	507,557	776,291

21. Transactions with directors

During the year the directors received no dividends from the company paid on their shareholdings (31 March 2021: £nil)

There are no key management personnel other than directors; please refer to note 8 for compensation of key management.

During the period the company paid rent of £35,000 (31 March 2021: £45,960) in respect of the property from which that company conducts its business to SIPP pension funds. Mr AJ Mollart, a director of the company during the year, is a member of these SIPP pension funds.

OPLO GROUP LTD

**NOTES TO THE FINANCIAL STATEMENTS FOR
THE PERIOD ENDED 31 DECEMBER 2021**

22. Related party disclosures

During the year the company was invoiced £9,765 (31 March 2021: £18,338) by Clear Property (NW) Limited, a company with common directors. At the year end, the balance outstanding was £nil (31 March 2021: £nil).

During the year the company was invoiced £238,504 (31 March 2021: £320,574) by Glabs Digital Services Limited, a company with common directors. At the year end, the balance outstanding was £nil (31 March 2021: £nil).

During the year the company was invoiced £85,337 (31 March 2021: £83,174) by TM Legal Services Limited, a company with common key management personnel. At the year end, the balance outstanding was £nil (31 March 2021: £nil).

During the year various subsidiary undertakings were invoiced £3,496,743 (31 March 2021: £4,223,870) by Cortland Capital Market Services Limited, a company acting on behalf of Shawbrook, a company with common directors. At the year end, the balance outstanding was £324,815 (2020: £nil).

During the year a subsidiary undertaking was invoiced £546,800 (31 March 2021: £305,197) by Freedom Finance Limited, a company with common directors. At the year end, the balance outstanding was £nil.

During the year a subsidiary undertaking, Oplo CF Limited, paid rent to a SIPP of £64,385 (31 March 2021: £65,000) for the use of the property from which it trades. A shareholder of the ultimate parent company, Mr D Enright, is a member of this SIPP.

During the year the company issued a loan for £12,501.75 to Maples Fiduciary Services (UK) Ltd, a company with directors in common with a subsidiary undertaking. The loan attracts simple interest of 5%.

23. Controlling party

At the balance sheet date, the ultimate parent undertaking is Oplo Holdings Ltd, which is incorporated in Great Britain and registered in England and Wales (company number 10024904) and the registered office is at Viscount Court, Sir Frank Whittle Way, Blackpool, FY4 2FB. Its Annual Report and Financial Statements are available from Companies House. This is the only group of undertakings of which the Company is a member for which group accounts are drawn up.

As detailed in note 24, on 24 January 2022, Tandem Money Limited purchased the entire issued share capital of Oplo Holdings Limited. A majority shareholding in the Tandem Group is owned by PSC Plane (Guernsey) LP Incorporated. PSC Plane (Guernsey) LP Incorporated is controlled by PSC Plane (Guernsey) GP Limited, a company incorporated in Guernsey and an investment vehicle of Pollen Street Capital Limited. The registered office of Pollen Street Capital Limited is 11-12 Hanover Square, London, England, W1S 1JJ.

24. Post balance sheet events

On 24 January 2022, Tandem Money Limited purchased the entire issued share capital of Oplo Holdings Limited (the ultimate parent company of Oplo Group Ltd at 31 December 2021). The consideration for the acquisition comprised both cash consideration and share for share consideration. Accordingly, Tandem Money Limited issued 154,202,985 Ordinary B shares of £0.002 nominal value to certain shareholders of Oplo Holdings Limited as either part or full consideration for their shares in Oplo Holdings Limited. Prior to the acquisition, funds managed by Pollen Street Capital provided a capital injection into Tandem Money Limited in exchange for an allotment of 845,699,336 Ordinary B shares of £0.002 nominal value.

As part of the acquisition, Tandem Bank Limited (a direct wholly-owned subsidiary of Tandem Money Limited), entered into a loan sale agreement and a forward flow agreement whereby it agreed to purchase the beneficial title to loans originated and/or serviced by Oplo Group Limited.