

Company Registration No. 05528591 (England and Wales)

BGPH Limited

**Annual report and financial statements
for the year ended 31 December 2018**



BGPH Limited

Company information

Directors	Simon Trim Andrew Woolley	(Appointed 7 August 2018)
Secretary	Stuart Baker	
Company number	05528591	
Registered office	Gateway House Milverton Street Kennington London SE11 4AP	
Independent auditor	Saffery Champness LLP 71 Queen Victoria Street London EC4V 4BE	

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BGPH Limited

Directors' report

For the year ended 31 December 2018

The directors present their annual report and financial statements for the year ended 31 December 2018.

Principal activities

The principal activity of the company was that of holding investments in subsidiary companies.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Martin Pates (Resigned 30 November 2018)

Simon Trim

Andrew Woolley (Appointed 7 August 2018)

Future developments

The directors expect the company's principal activity to continue to be that of a holding company for the foreseeable future.

Auditor

Saffery Champness LLP have expressed their willingness to continue in office.

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 these 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;
- 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.

BGPH Limited

Directors' report (continued)

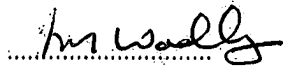
For the year ended 31 December 2018

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



Andrew Woolley

Director

Date: 26/9/2019

**Independent auditor's report
To the members of BGPH Limited**

Opinion

We have audited the financial statements of BGPH Limited (the 'company') for the year ended 31 December 2018 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 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 state of the company's affairs as at 31 December 2018 and of its loss for the year 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Independent auditor's report (continued)
To the members of BGPH Limited

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 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 or a material misstatement of the other information. 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 our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has 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 directors' report.

We have nothing to report in respect of the following matters where 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Independent auditor's report (continued)
To the members of BGPH Limited

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

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.

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.



Donna Caira (Senior Statutory Auditor)
for and on behalf of Saffery Champness LLP

27/9/19.

Chartered Accountants
Statutory Auditors

71 Queen Victoria Street
London
EC4V 4BE

BGPH Limited**Statement of comprehensive income
For the year ended 31 December 2018**

		Year ended 31 December 2018 £'000	Period ended 31 December 2017 £'000
	Notes		
Interest payable and similar expenses	4	(1,327)	(629)
Loss before taxation		<u>(1,327)</u>	<u>(629)</u>
Tax on loss	6	-	-
Loss for the financial year		<u><u>(1,327)</u></u>	<u><u>(629)</u></u>

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

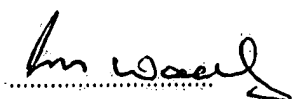
BGPH Limited

**Statement of financial position
As at 31 December 2018**

		2018	2017
	Notes	£'000	£'000
Fixed assets			
Investments	7	64,855	64,855
Current assets			
Cash at bank and in hand	3	15	
Creditors: amounts falling due within one year	9	(89,975)	(89,791)
Net current liabilities		(89,972)	(89,776)
Total assets less current liabilities		(25,117)	(24,921)
Creditors: amounts falling due after more than one year	10	(9,555)	(8,424)
Net liabilities		(34,672)	(33,345)
Capital and reserves			
Called up share capital	12	18,281	18,281
Share premium account	13	353	353
Profit and loss reserves	13	(53,306)	(51,979)
Total equity		(34,672)	(33,345)

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

The financial statements were approved by the board of directors and authorised for issue on 20/01/2019 and are signed on its behalf by:



Andrew Woolley
Director

Company Registration No. 05528591

BGPH Limited**Statement of changes in equity
For the year ended 31 December 2018**

	Share capital	Share premium account	Profit and loss reserves	Total
	£'000	£'000	£'000	£'000
Balance at 1 June 2017	18,281	353	(51,350)	(32,716)
Period ended 31 December 2017:				
Loss and total comprehensive income for the period	-	-	(629)	(629)
Balance at 31 December 2017	18,281	353	(51,979)	(33,345)
Year ended 31 December 2018:				
Loss and total comprehensive income for the year	-	-	(1,327)	(1,327)
Balance at 31 December 2018	18,281	353	(53,306)	(34,672)

Notes to the financial statements
For the year ended 31 December 2018

1 Accounting policies

Company information

BGPH Limited is a private company limited by shares incorporated in England and Wales. The registered office is Gateway House, Milverton Street, Kennington, London, SE11 4AP.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

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

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures.

The financial statements of the company are consolidated in the financial statements of Spynsol Ltd. These consolidated financial statements are available from its registered office, Gateway House, Milverton Street, London, England, SE11 4AP.

1.2 Going concern

The financial statements are prepared on a going concern basis.

The directors have a reasonable expectation that BGPH Ltd has adequate cash resources to continue in operational existence for the foreseeable future despite the loss for the period and the net liabilities shown in the balance sheet. The net liabilities shown in the balance sheet are partly due to costs incurred associated with the acquisition of the Sporting Index group.

The Group, headed up by BGPH Ltd is expected to generate positive operating cash flow and based on cash flow forecasts it is expected that BGPH Ltd can meet its debts as they fall due. Accordingly the directors have adopted the going concern basis of accounting in preparing the annual financial statements.

Notes to the financial statements (continued)
For the year ended 31 December 2018

1 Accounting policies (continued)

1.3 Reporting period

The accounts prepared are for the year ended 31 December 2018. The shorter period of accounts in the prior period was used in order to align accounting reference dates within the wider group. Comparative amounts presented in the financial statements (including related notes) are for the seven month period ended 31 December 2017 and are therefore not entirely comparable.

1.4 Fixed asset investments

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

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

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

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

1.5 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.6 Financial instruments

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

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

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

Basic financial assets

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

1 Accounting policies (continued)

Classification of financial liabilities

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

Basic financial liabilities

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

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

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

Other financial liabilities

Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

1.7 Equity instruments

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

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Notes to the financial statements (continued)
For the year ended 31 December 2018

3 Auditor's remuneration

	2018	2017
	£'000	£'000
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	2	1
	<u> </u>	<u> </u>
For other services		
Taxation compliance services	2	2
	<u> </u>	<u> </u>

4 Interest payable and similar expenses

	2018	2017
	£'000	£'000
Dividends on redeemable preference shares not classified as equity	1,131	600
Interest payable to group undertakings	196	29
	<u> </u>	<u> </u>
	<u>1,327</u>	<u>629</u>

5 Dividends

Preference dividends in arrears total £7,725k (31 December 2017: £6,594k) in relation to the 1,830,391 12.6% redeemable cumulative preference shares of £1 each disclosed in note 11.

6 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2018	2017
	£'000	£'000
Loss before taxation	(1,327)	(629)
	<u> </u>	<u> </u>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.00%)	(252)	(120)
Tax effect of expenses that are not deductible in determining taxable profit	252	120
	<u> </u>	<u> </u>
Tax expense for the year	<u> </u>	<u> </u>

Notes to the financial statements (continued)
For the year ended 31 December 2018

7 Fixed asset investments

	Notes	2018 £'000	2017 £'000
Investments in subsidiaries	8	64,855	64,855

8 Subsidiaries

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of Spynsol Limited, a company incorporated in England and Wales, and is included in the consolidated financial statements of that company.

Details of the company's subsidiaries at 31 December 2018 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Algo Pricing S.L	Spain	Trading services	Ordinary shares		100.00
Betstat Limited	Malta	Intermediate parent company	Ordinary shares		100.00
Romney Holdco Ltd	Malta	Intermediate parent company	Ordinary shares	100.00	
RPA Realtime Pricing Algorithm AB	Sweden	Technology company	Ordinary shares		100.00
RPA Software Limited	Malta	Trading services	Ordinary shares		100.00
SPIN Services Canada Inc	Canada	Pricing data collection	Ordinary shares		100.00
SPIN Services Limited	England and Wales	Trading, pricing and liability management services	Ordinary shares		100.00
Sporting Index Holdings Limited	England and Wales	Intermediate parent company	Ordinary shares	100.00	
Sporting Index Limited	England and Wales	Sports spread betting	Ordinary shares		100.00
Sporting Capital Management Limited	England and Wales	Proprietary betting	Ordinary shares		100.00
Touchbet (BVI)	British Virgin Islands	Trading services	Ordinary shares		100.00
Touchbet Limited	Malta	Trading services	Ordinary Shares		100.00

Notes to the financial statements (continued)
For the year ended 31 December 2018

8 Subsidiaries (continued)

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss) £'000	Capital and Reserves £'000
Romney Holdco Ltd	1	1
Sporting Index Holdings Limited	2,187	38,416

9 Creditors: amounts falling due within one year

	2018 £'000	2017 £'000
Amounts owed to group undertakings	89,975	89,791

10 Creditors: amounts falling due after more than one year

	Notes	2018 £'000	2017 £'000
Other borrowings	11	1,830	1,830
Preference dividends payable		7,725	6,594
		9,555	8,424

11 Loans and overdrafts

	2018 £'000	2017 £'000
Preference shares	1,830	1,830
Payable after one year	1,830	1,830

The company has in issue 1,830,391 12.6% redeemable cumulative preference shares of £1 each. These have been classified as a financial liability in accordance with Section 11 of FRS 102.

Notes to the financial statements (continued)
For the year ended 31 December 2018

12 Share capital

	2018	2017
	£'000	£'000
Ordinary share capital		
Authorised		
36,562,507 Ordinary shares of 50p each	18,281	18,281
	<u> </u>	<u> </u>
Issued and fully paid		
36,562,507 Ordinary shares of 50p each	18,281	18,281
	<u> </u>	<u> </u>

The company has one class of ordinary shares which carry no right to fixed income. The ordinary shares carry equal voting rights.

The company also has in issue redeemable preference shares classified as a financial liability as described in note 10.

Notes to the financial statements (continued)
For the year ended 31 December 2018

13 Reserves

Share premium

The share premium account includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Equity reserve

Called up share capital represents the nominal value of shares that have been issued.

Profit and loss reserves

The profit and loss account includes all current and prior period retained profits and losses.

14 Related party transactions

The company has taken advantage of the exemption available in accordance with FRS 102 Section 33 not to disclose transactions entered into between two or more members of a group, as the company is a wholly owned subsidiary undertaking of the group.

15 Ultimate controlling party

The immediate parent company is Spynsoln Limited, a company registered in England and Wales.

The ultimate UK parent is Spynsol Limited. Spynsol Limited prepares consolidated financial statements and copies can be obtained from Gateway House, Milverton Street, London, SE11 4AP.

On 30 May 2019, the Company's entire share capital, both preference and Ordinary was acquired by was acquired by FDJ Gaming Solutions SASU , a 100% owned subsidiary of La Francaise Des Jeux SA.

The ultimate controlling party of the group is the Republic of France.

On 30 May 2019, all amounts owed to its former parent Company, Sport Tech Holdings Limited were refinanced by borrowing from FDJ Gaming Solutions SASU. Funds were also lent by FDJ Gaming Solutions SASU so that bank loans owed by the company's subsidiary, Spynsoln Limited were repaid. Simultaneously, all the fixed and floating charges held by Investec Bank Plc and Glas Trust Corporation Limited were discharged.

On 30 May, the following indirect subsidiaries were sold:

- Algo Pricing SL to Mr Jonathan Corrieri
- Sporting Capital Management Limited to Lotto Trading Limited
- Touchbet BVI to Milkyway Holding Company Limited

Both Lotto Trading Limited and Milkyway Holding Company Limited are controlled by the group's former controlling party Bengt Magnus Peter Hedman.