Company Number: 05629336

Bamboo Limited

Directors' report and financial statements

For the Year Ended 31 December 2019



Company Information

Directors S C Jones

N Aspinall R DeJong BA Hildebrand RA Roderick

Company Secretary

N Aspinall

Registration Number

05629336

Registered Office

1st Floor, Grenville House

Nelson Gate Southampton SO15 1GX

Independent Auditors

Grant Thornton UK LLP

30 Finsbury Square

London EC2A 1AG

Bankers

National Westminster Bank PLC

PO Box 39952

2 1/2 Devonshire Square

London EC2M 4XJ

Strategic Report

For the year ended 31 December 2019

The directors present their strategic report for the year ended 31 December 2019.

Review of the business

Bamboo's principal activities during the year continued to be issuing unsecured personal loans and guarantor loans to mid-market UK borrowers. The company is regulated by the Financial Conduct Authority.

Bamboo operates an inhouse developed automated online application process taking customers from multiple distribution channels (including direct, brokers and price comparison websites) and using its bespoke underwriting models to assess credit supported by its specialist originations team.

2019 was a year of strong portfolio growth and further development to continue to scale the business. We added two new senior leadership positions with first time appointments of a Chief Operating Officer and Chief Financial Officer. In August, the direct marketing channel was expanded to TV advertising following a successful trial. In early 2020, a year-long project culminated with Bamboo starting again to service some of its own loan originations following the establishment of an inhouse servicing platform. This new capability compliments the services from the industry leading service provider that has provided the backbone of Bamboo's servicing since 2016. Also, in early 2020 we further diversified and strengthened our funding platform with an asset funding facility from National Westminster Bank PLC.

We aim to provide sustainably affordable, risk-based price adjusted offers to our customers in the midmarket. We are continuously exploring opportunities to open new channels and products to provide a broader offering to our customer base.

Bamboo enjoys exceptional respect and loyalty from our customers. We are proud of their support and the quality of our outstanding teams in Southampton and London. We secured over 7,573 (2018: 4,385) Trustpilot reviews, with an average star rating of 4.88 out of 5 (2018: 4.88 out of 5) and a Trustpilot score of 4.9 out of 5 (2018: 9.7 out of 10).

We have again received further recognition from our colleagues in the consumer lending industry having been finalists in six award categories and winning awards for "Best Personal Loan Provider 2018", the third year in a row in the Consumer Credit Awards 2018 and Best Personal Loan Provider of the Year in the 2019 Lending Awards.

We have the financial and commercial backing of a strong parent backed by experienced veterans of the financial and consumer credit industry and a diversified funding base with the broad purposed securitisation facility set up in 2018 with a leading global investment bank. This is now enhanced with further funding facilities from National Westminster Bank PLC.

2019 loan advances were £162m a 72% increase on 2018 and the number of loans issued in the year increased by 81% to over 71,000 as the business continued to scale. Portfolio balances (net of impairment) grew by 60% to £123.9m. As a result of this strong growth, interest income increased by £19.9m (77%) to £45.6m and administration expenses increased by £22.1m (97%) to £44.8m. Primary drivers of the increase in administration expenses were increases in impairment provisions reflecting the growth of the portfolio in the year and the IFRS 9 requirement that 12 months of credit defaults are immediately recognised on each new loan. Servicing costs increased in proportion to the larger portfolio and staff costs increased as the average number of employees grew by 17% to 88. Interest payable increased as the company drew down on its funding lines to fund its loan book growth. The loss for the year before taxation was £8.3m a £6.5m increase against 2018. This was largely driven by the strong portfolio growth and the resulting IFRS 9 reserve requirements.

Strategic Report

For the year ended 31 December 2019 (continued)

The principal risks and uncertainties faced by the company are market and interest rate risk, customer credit exposure and liquidity risk and are detailed in Note 16.2 Financial risk management.

The unprecedented Covid-19 pandemic beginning in March 2020 has seen Bamboo successfully invoke its business continuity plans, tighten credit firmly to reduce new loan originations, concentrate on maintaining servicing of our existing customers, and protecting our staff and strategic business relationships to ensure we are well placed to come out of the crisis and resume our growth.

Financial key performance indicators

The company tracks key performance indicators (KPIs) to monitor and manage its operations. The KPIs for the year to 31 December 2019 as compared to the previous year are summarised below:

Key financial indicators during the year were as	0040	0040		
follows:	2019	2018	%	
	£'000	£'000	Change	
Interest Income	45,612	25,745	77%	
Loss before taxation	(8,256)	(1,738)	(375)%	
Loans and advances (net of impairment)	123,850	77,168	60%	
Shareholders' net capital	(12,388)	(4,482)	(176)%	
Key non-financial indicators during the year were as follows:	2019	2018	% Change	
Number of loans issued in year	71,443	39,485	81%	
Principal issued (£'000)	162,007	94,069	72%	
Average number of employees	88	75	17%	

Our stakeholders and communities

This is the first year that the company has become subject to the requirement as a larger company to include a statement in the strategic report on how the Board seeks to comply with the requirements of section 171(1) of the Companies Act 2006. That is, how as a Board we seek to promote the success of the company for the benefit of its stakeholders, notably our customers, employees and shareholders.

The Board considers that the Pillars supporting our business to be:

- a. Relevant and fair products having the right product for our customers' needs.
- b. Excellent customer experience both on-line and in their interaction with us.
- c. Nimble technology ability to quickly modify the customer experience, channel provider interaction, credit and underwriting process, and customer communications.
- Nimble credit strategy ability to adjust credit decisioning in a challenging and dynamic market segment.
- e. Strong regulatory discipline our market segment requires that this underpin everything we do.
- f. Partner relationships being responsive to our channel providers and growing and maintaining these relationships.
- g. Funding appropriate partners who understand our business and continual communication to allow them to adapt to our dynamic business.

Strategic Report

For the year ended 31 December 2019 (continued)

Our stakeholders and communities (continued)

Bamboo's governance and culture sets the tone to ensure we engage, motivate and develop all our employees and they take pride in their personal contribution to each of these elements of the business and our place in the mid-market segment Bamboo's products and services occupy. By delivering on these Pillars in our everyday actions and in our long term performance we consider we will generate franchise and brand value for our shareholders and our employees.

We are proud to have established a Charities Committee to, in a small way, help the local Southampton and Southwark communities we work in.

The Board holds regular board meetings to review with management reports from all areas of the business including customer servicing, key trends in customer feedback, the quality of its relationships with its various constituencies and to ensure that the company is on an appropriate track to meet its value creation objectives for shareholders. Board members receive training to assist them in meeting their duties and responsibilities as Board members.

Outlook

At the time of writing significant uncertainty exists as to future events including the duration and severity of the impact of Covid-19 on the UK economy. However, the directors have made an assessment in preparing these financial statements as to the level of assurance they can have on the company's future financial circumstances and trading prospects and consider that the uncertainties are not of such severity and magnitude that they should alter their individual and collective view that it is reasonable to consider the company will continue as a going concern, but there can be no guarantees. The directors consider the company has adequate resources to continue in operational existence for the foreseeable future having increased and diversified its sources of funding and because its expectation is that sufficient cash resources will be available from its existing loan portfolio to meet its needs.

Covid-19 is a global health pandemic which has significantly impacted business activity in the UK and across the world. It is not reflected in the numbers reported in these financial statements as it is treated as a non-adjusting event having occurred after the year end. It is not possible to reliably estimate its financial effect.

By order of the board

Chris Jones, Executive Chairman

Dated: 29 May 2020

Directors' Report

For the year ended 31 December 2019

The directors present their report and audited financial statements for the year ended 31 December 2019.

Directors

The directors who served during the year were:

S C Jones

N Aspinall

R DeJong

B A Hildebrand - appointed 16 October 2019

R A Roderick - appointed 24 October 2019

G A Hammond - resigned on 23 October 2019

T B Kuhl - resigned on 17 December 2019

Results and dividends

The loss after tax for the year ended 31 December 2019, amounted to £7,906,231 (2018: £1,545,388 loss). The directors do not recommend the payment of a dividend for the year.

Future developments and post balance sheet events

Future developments and events since the balance sheet date are detailed under Outlook within the strategic report on page 3.

Commentary

This is set out in the strategic report.

Financial instruments

The company's financial assets during the year comprised of loans and advances to customers, other debtors and cash. The company's financial liabilities during the year comprised of loan funding, trade creditors, other creditors and accruals.

Given that the company's main operational entity is a non-deposit taking financial enterprise, the company has exposure to financing and liquidity risk in the event that it is unable to secure sufficient funding to finance its activities. To diversify and further mitigate financing risk, the company signed a new debt facility in February 2020 with National Westminster Bank PLC, increasing the size of its committed senior and subordinated debt funding lines.

In addition to increasing and diversifying its funding sources, the company follows forecasting and monitoring processes to estimate its cash needs and to ensure that the size and maturity profile of its assets and liabilities are appropriately aligned to mitigate liquidity risk.

Given the net interest margin between the company's weighted average interest rate on its portfolio and its blended cost of debt funding, the company does not currently hedge its interest rate risk exposure.

Statement of engagement with suppliers, customers and others in a business relationship with the company

The company carefully selects it suppliers and strategic business partners after comprehensive due diligence with a view to establishing long term relationships which will serve the company well. Strong communication, relationship governance and oversight is maintained with these parties.

Directors' Report

For the year ended 31 December 2019 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Covid-19 post balance sheet event and going concern

Since the year end the Covid-19 pandemic has occurred with a significant impact from mid-March 2020 when the government instructed a lock down of the UK to minimise the spread of the virus and fatalities from it. Bamboo had already started to tighten credit in February to adjust its underwriting in response to the emerging news on Covid-19 and has since further tightened and substantially reduced originations and introduced more rigorous customer checks with the great uncertainty of these new conditions. The primary focus has been on continuing to actively service our existing customers and help them in these difficult times and to protect our employees and business, so that we are well placed as a business to operate and thrive again in the post Covid-19 UK economy.

Directors' Report

For the year ended 31 December 2019 (continued)

The directors have made an assessment in preparing these financial statements as to whether the company is a going concern including assessing the impact of Covid-19 and have concluded that there are no material uncertainties that may reasonably cast doubt on the company's ability to continue as a going concern, but there can be no guarantees. The directors consider the company has adequate resources to continue in operational existence for the foreseeable future having increased and diversified its sources of funding and because its expectation is that sufficient cash resources will be available from its existing loan portfolio to meet its needs. At the time of writing significant uncertainty exists as to future events including the duration and severity of any economic slow-down which make it difficult to make a meaningful assessment as to the impact of Covid-19 on the company. The impact is not reflected in the numbers reported in these financial statements as this is considered to be a non-adjusting event as it occurred after the year end.

Key performance indicators and a business review for the year ended 31 December 2019 are disclosed in the strategic report as required by 2414c (11) of the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Re-appointment of auditors

The auditors, Grant Thornton UK LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the Board

Chris Jones, Executive Chairman

Dated: 29 May 2020

Independent auditor's report to the members of Bamboo Limited

Opinion

We have audited the financial statements of Bamboo Limited (the 'company') for the year ended 31 December 2019, which comprise the Statement of comprehensive income, 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 Financial Reporting Standard 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 2019 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.

The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

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 to the members of Bamboo Limited continued

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

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 the audit:

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

Matter on which we are required to report under the Companies Act 2006

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

Matters on which we are required to report by exception

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.
- 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.

Independent auditor's report to the members of Bamboo Limited continued

Responsibilities of directors for the financial statements

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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: 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.

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David Pearson

Senior Statutory Auditor for and on behalf of Grant Thornton UK LLP Statutory Auditor, Chartered Accountants London

29 May 2020

Statement of comprehensive income

For the year ended 31 December 2019

	Note	2019 £	2018 £
Turnover	3.f	45,611,972	25,744,995
Administration expenses Other operating income	3.f	(44,790,826) 3,362,041	(22,679,683) 938,118
Operating profit	5	4,183,187	4,003,430
Interest payable and similar expenses	8	(12,439,253)	(5,741,547)
Loss before taxation		(8,256,066)	(1,738,117)
Taxation	9	349,835	192,729
Total comprehensive loss for the financial year		(7,906,231)	(1,545,388)

The notes on pages 13 to 28 are an integral part of these financial statements.

Statement of financial position

As at 31 December 2019

	Note	£	2019 £	£ 2	018 £
Non-current assets		٠	L	۲.	L
Intangible Assets	10		176,848		398,172
Tangible assets	11		355,557		261,350
			532,405		659,522
Current assets					
Debtors: amounts falling due after more than one year	13	71,835,577		44,770,415	
Debtors: amounts falling due within one year Cash and cash	13	53,567,255		35,221,512	
equivalents		9,579,234	_	10,552,185	
		134,982,066		90,544,112	
Creditors: amounts falling					
due within one year	14	(3,477,274)	_	(2,451,064)	
Net current assets			131,504,792		88,093,048
Total Assets less Current					
Liabilities			132,037,197		88,752,570
Creditors: Amounts					
falling due after more than one year	14		(144,425,566)		(93,234,708)
Net Liabilities			(12,388,369)		(4,482,138)
Capital and Reserves					
Called up share capital	17		17,570,002		17,570,002
Profit and loss account	••		(29,958,371)		(22,052,140)
Total Capital and Reserves			(12,388,369)		(4,482,138)
					

The notes on pages 13 to 28 are an integral part of these financial statements.

The financial statements on pages 10 to 28 were authorised for issue by the board of directors on 29 May 2020 and were signed on its behalf.

Chris Jones,

Executive Chairman,

Bamboo Limited, Registered No. 05629336

Statement of changes in equity

For the year ended 31 December 2019

	Ordinary share capital £	Preference share capital £	Profit and loss account £	Total £
Balance as at 1 January 2018	2	17,570,000	(20,506,752)	(2,936,750)
Total comprehensive income for the year	-	-	(1,545,388)	(1,545,388)
Balance as at 31 December 2018 and 1 January 2019	2	17,570,000	(22,052,140)	(4,482,138)
Total comprehensive income for the year	-	-	(7,906,231)	(7,906,231)
Balance as at 31 December 2019	2	17,570,000	(29,958,371)	(12,388,369)

The notes on pages 13 to 28 are an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 31 December 2019

1. General Information

Bamboo Limited ('the company') is a consumer credit lender which aims to serve the borrowing needs of UK residents who may have more limited choice in obtaining credit.

The company is a private company limited by shares incorporated in England and Wales. The address of its registered office is 1st Floor, Grenville House, Nelson Gate, Southampton, SO15 1GX.

2. Statement of compliance

The financial statements of Bamboo Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The company has adopted FRS 102 in these financial statements.

a. Basis of Preparation

The financial statements have been prepared on a going concern basis, under the historical cost basis, as modified by the revaluation of certain financial assets and liabilities measured at fair value through the profit and loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

The company has elected to apply the recognition and measurement provisions of IFRS 9 Financial Instruments as permitted by section 11.2 FRS 102.

b. Going concern

The company meets its day-to-day working capital requirements from its income and its asset origination capital requirements through its bank and debt facilities. The current economic conditions continue to create uncertainty over (a) the level of demand for the company's products; and (b) the availability of bank finance for the foreseeable future.

The company's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the company should be able to operate within the level of its current facilities. After careful consideration, the directors are of the view that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis of preparing its financial statements.

Notes to the Financial Statements

For the year ended 31 December 2019

3. Summary of significant accounting policies (continued)

b. Going concern (continued)

The net liabilities at the year end were £12,388,369 (2018: £4,482,138) and the company made a loss in the year of £7,906,231 (2018: £1,545,388 loss). Notwithstanding the uncertainty of the Covid-19 pandemic crisis, the directors remain confident that the company's financial and trading prospects are good and it is a going concern, but there can be no guarantees.

c. Exemptions for qualifying entities under FRS 102

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d)

d. Consolidated financial statements

The company is a wholly owned subsidiary of Bamboo Topco Limited and is included in the consolidated financial statements of Bamboo Topco Limited, which are publicly available. The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The address of the parent's registered office is 1st Floor, Grenville House, Nelson Gate, Southampton, SO15 1GX.

These financial statements are the company's separate financial statements.

e. Foreign currency

The company's functional and presentation currency is the pound sterling.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the translations.

At each period end foreign currency monetary items are translated using the closing rate. Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

f. Revenue recognition

Turnover comprises interest income on amounts receivable from customers. Interest on receivables from customers is recognised using the effective interest rate method (EIR).

The EIR method is a method of calculating the amortised cost of a financial asset or liability and allocating interest income or expense over the expected life of the financial asset or financial liability. The EIR is the rate that exactly discounts estimated future cash flows through the expected life of the financial asset or liability.

In calculating the EIR the company estimates the future cashflows by considering the contractual terms of the customer loan receivable and all commissions paid.

Notes to the Financial Statements

For the year ended 31 December 2019

3. Summary of significant accounting policies (continued)

f. Revenue recognition (continued)

Other operating income is comprised of rental income and recharged services which are recognised in the period they are earned.

g. Short-term employee benefits

The company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

i. Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

ii. Defined contribution pension plans

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

h. Deferred Taxation

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date, except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

i. Intangible Assets

Intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

Software development costs are recognised as an intangible asset when all of the following criteria are demonstrated:

- The technical feasibility of completing the software so that it will be available for use or sale.
- The intention to complete the software and use or sell it.
- The ability to use the software or to sell it.
- How the software will generate probable future economic benefits.
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the software.

Notes to the Financial Statements

For the year ended 31 December 2019

3. Summary of significant accounting policies (continued)

i. Intangible assets (continued)

The ability to measure reliably the expenditure attributable to the software during its development.

Amortisation is charged so as to allocate the cost of intangibles less their residual values over their estimated useful lives, using the straight-line method. The intangible assets are amortised over the following useful economic lives:

-	Bamboo Limited Bespoke System	3 years
-	Bamboo Limited Bespoke Website	3 years
-	Intellectual Property	5 years

Where factors, such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life or amortisation rate are amended prospectively to reflect the new circumstances.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

Research costs are charged to the income statement in the month that they relate to.

j. Tangible assets

Tangible fixed assets are stated at cost (or deemed cost) less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use.

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets, over their expected useful lives, using the straight-line method. The rates applicable are as follows:

-	Computer Hardware	3 years
-	Fixtures and fittings	5 years
_	Finance System	3 years

Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the profit or loss and included in 'other operating (losses)/gains.'

k. Operating leases

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

1. Cash and cash equivalents

Cash and cash equivalents include cash in hand and deposits held at call with banks.

Notes to the Financial Statements

For the year ended 31 December 2019

3. Summary of significant accounting policies (continued)

m. Provisions for liabilities

The company recognises a provision for annual leave accrued by employees as a result of services rendered in the current period, and which employees are entitled to carry forward and use within the next 3 months, i.e. by 31 March of the following year. The provision is measured at the salary cost payable for the period of absence.

n. Financial assets and liabilities

The company elected to adopt IFRS 9 Financial Instruments as permitted by FRS 102 paragraph 11.2 to account for its financial instruments with effect from 1 January 2018.

Recognition and Derecognition

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities, the most significant being, amounts receivable from customers and amounts owed to and from related parties.

The company recognises receivables from customers on the date they were originated and subsequently measured using the EIR method. All other financial instruments are recognized on the trade date, which is the date on which the company becomes a party to the contractual provisions of the instrument.

The company derecognises financial assets when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and the majority of the risks and rewards are transferred. The difference between the carrying amount of the asset and the sum of the consideration received is recognized in the profit and loss.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Impairment

At each reporting date the company assesses whether there is an impairment loss on amounts receivable from customers. In making the assessment the company considers whether the underlying credit risk of the receivable from a customer has increased significantly since initial recognition. The assumptions of this analysis are based on observed historical data which has identified that when a customer has become past due with their contractual payment, the underlying credit risk of the receivable with the customer increases significantly.

The amount of expected impairment credit losses on credit impaired receivables are calculated at each reporting date using probability weighted estimates of losses based on historical data adjusted as needed for forward looking macroeconomic assumptions.

Classification and measurement

For receivables from customers where the credit risk has not significantly increased at the reporting date, the company recognises an impairment loss equal to 12 months of expected credit losses.

For receivables from customers where they are assessed as credit-impaired at the reporting date, lifetime losses are recognised.

Notes to the Financial Statements

For the year ended 31 December 2019

3. Summary of significant accounting policies (continued)

n. Financial assets and liabilities (continued)

Credit losses are defined as the difference between all the contractual cash flows that are due to an entity and the cash flows that it actually expects to receive (cash shortfalls). This difference is discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets).

o. Related party transactions

The company discloses transactions with related parties which are not wholly owned within the same group. It does not disclose transactions with its parent or with members of the same group.

p. Share Based Payments

Equity settled share based payments issued by the parent, Bamboo Topco Limited, are measured at fair value at date of grant. The fair value is expensed on a straight line basis over the vesting period with a corresponding increase in equity. This is based on the company's estimate of the shares that will eventually vest which takes into account all vesting conditions and non market performance conditions, with adjustments made where new information indicates that the number of shares expected to vest differs from previous estimates.

Fair value at date of grant is determined on the basis of a third party independent valuation using an appropriate valuation methodology.

4. Critical accounting judgments and estimation uncertainty

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

In preparing the financial statements, management have made judgements, estimates and assumptions which affect the application of the company's accounting policies and the reported income, expenses, assets and liabilities.

a. Judgments

Information about judgements made in applying accounting policies that have a significant effect on the amounts recognised in the company's financial statements are included in the following notes:

- (a) Note 13 retaining customer loan receivables in the company financial statements, while they have been sold to Bamboo Funding Limited, as the majority of the risks and rewards of the ownership of the receivables have been retained by the company, this results in the recognition of a deemed loan between the entities.
- (b) Note 16 classification of financial assets: assessment that the contractual terms of the financial assets are solely payments of principal and interest and as such are held at amortised cost.

Notes to the Financial Statements

For the year ended 31 December 2019

4. Critical accounting judgments and estimation uncertainty (continued)

b. Assumptions and estimation uncertainties

Information on the key assumptions and other sources of estimation methods used to assess uncertainties that have a significant risk on causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

(a) Note 3.n and Note 13 - Impairment loss on receivables from customers:

The company provides for impairment loss on receivables from customers based on the assessment on, whether the underlying credit risk has increased significantly since initial recognition, and the probability of default assumptions used in determining the expected credit losses.

5. Operating profit

	2019	2018
	£	£
Operating profit is stated after charging:		
Auditor's remuneration – audit fee	50,000	53,000
Auditor's remuneration – tax	10,500	10,500

6. Directors and employees

Staff costs for the year were as follows:	2019 £	2018 £
Wages and salaries	4,543,505	3,198,347
Social security costs	465,902	329,818
Other pension costs	177,326	112,017
	5,186,733	3,640,182

The company operates a defined contribution pension scheme for the benefit of the employees. The assets of the scheme are administered by an independent pension provider.

Key management personnel are directors.

	2019	2018
	Number	Number
The average number of persons (including executive directors)	00	75
employed during the year was:	88	75
Remuneration of directors, included in staff costs were as follows:		
	2019	2018
	£	£
Directors emoluments	635,012	583,311
Pension contributions to money purchase pension schemes	-	-
	635,012	583,311

The highest paid director's emoluments were £339,188 (2018: £300,000).

Notes to the Financial Statements

For the year ended 31 December 2019

7. Share-based payments

Certain employees participate in an employee share plan in respect of £0.10 par value shares in Bamboo Topco Limited.

Under the employee share plan arrangements, shares were granted to such employees at the market value at that date. After the grant date, the shares generally vest to the employee at a rate of 20% per annum on each of the first four anniversaries of the vesting commencement date. The shares are held on trust by a legal nominee, FB Nominees Limited.

If an employee leaves and is deemed to be a "good leaver" by the board, under the plan arrangements, the relevant vested shares are retained by the employee subject to the terms of the plan. If they are not deemed to be a "good leaver", the vested shares are forfeited and retained by the nominee. Any unvested shares are forfeited if the employee leaves before they have vested.

Details of the number of shares held by employees under the plan arrangements at 31 December 2019 are as follows:

		2019	2018
	Outstanding at the beginning of the year	10,094	6,546
	Granted -	-	3,808
	Forfeited		(260)
	Outstanding at the end of the year	10,094	10,094
	Total vested at 31 December 2019	6,503	5,202
8.	Interest Payable		
		2019	2018
		£	£
	On loans from related party undertakings	5,843,562	3,866,803
	Deemed loan interest	6,595,691	1,874,744
		12,439,253	5,741,547
9.	Taxation		
		2019	2018
	DOD have and districted	£ (240.825)	£
	R&D tax credit refund	(349,835)	(192,729)
	Total current tax credit	(349,835)	(192,729)

Factors affecting the tax charge for the year:

The current tax charge/(credit) for the year is different from the rate of corporation tax in the UK of 19% (2018: 19%).

Notes to the Financial Statements

For the year ended 31 December 2019

9. Taxation (continued)

The differences are explained as follows:	2019	2018
Loss on ordinary activities before taxation	£ (8,256,066)	£ (1,738,117)
Theoretical tax at UK Corporation tax rate of 19% (2018: 19%)	(1,568,653)	(330,242)
Adjustment in respect of: Expenses not deductible for tax purposes Fixed asset differences Deferred tax not recognised R&D tax credits	38,000 855 1,529,798 (349,835)	10,038 1,183 319,021 (192,729)
Total current tax credit	(349,835)	(192,729)

The company has unrecognised deferred tax assets of c.£4.2 million as at 31 December 2019 (2018: c.£ 2.9 million) calculated at a corporation tax rate of 17%. These deferred tax assets have not been recognised on the basis of the uncertainty over future taxable profits.

The UK corporation tax rate was expected to decrease from 17% from 1 April 2020, however, following the Budget on 11 March 2020, the UK corporation tax rate is expected to remain at 19%. However, as this change was not substantively enacted into UK tax law, the unrecognised deferred tax assets have been recognised at a corporation tax rate of 17%.

10. Intangible assets

	Website £	Intellectual property £	Bespoke system £	Total £
Cost				
At 1 January 2019 Additions	571,644 -	2,160	1,103,884	1,677,688
At 31 December 2019	571,644	2,160	1,103,884	1,677,688
Amortisation		050	70.4.070	
At 1 January 2019	545,194	252	734,070	1,279,516
Charge for the year	13,947	432	206,945	221,324
At 31 December 2019	559,141	684	941,015	1,500,840
NBV at 31 December 2019	12,503	1,476	162,869	176,848
NBV at 31 December 2018	26,450	1,908	369,814	398,172

Amortisation of intangible assets is included in administrative expenses.

Notes to the Financial Statements

For the year ended 31 December 2019

11. Tangible assets

rangible assets				
	Computers	Fixtures, fittings and office equipment	Finance	Total
		onice equipment	system	
	£	£	£	£
Cost				
At 1 January 2019	244,381	230,532	34,242	509,155
Additions	78,120	124,825		202,945
At 31 December 2019	322,501	355,357	34,242	712,100
Depreciation				
At 1 January 2019	131,754	84,796	31,255	247,805
Charge for the year	60,738	45,611	2,389	108,738
At 31 December 2019	192,492	130,407	33,644	356,543
NBV at 31 December 2019	130,009	224,950	598	355,557
NBV at 31 December 2018	112,627	145,736	2,987	261,350

12. Interests in subsidiaries

At 31 December 2019 the company had interests in the following subsidiary:

<u>Subsidiaries</u>	Type of shares held	Proportion held (%)	Country of incorporation	Nature of business
Bamboo Funding Limited	None	None	United Kingdom	Securitisation Vehicle

Bamboo Funding Limited is an orphan special purpose vehicle (SPV) used for funding the acquisition of customer loans. This allows Bamboo Funding Limited to forward any cash generated after settling borrowing costs and its own administrative costs to Bamboo Limited.

The company have assessed that Bamboo Funding Limited is a subsidiary of Bamboo Limited for the purposes of these financial statements on the basis that:

- a) The activities of Bamboo Funding Limited are conducted on behalf of Bamboo Limited;
- b) Bamboo Limited have the rights to obtain the majority of benefits of Bamboo Funding Limited and is therefore exposed to risks incidental to the activities of Bamboo Funding Limited; and
- Bamboo Limited has the majority of the residual ownership risks related to Bamboo Funding Limited.

Notes to the Financial Statements

For the year ended 31 December 2019

13. Debtors

	2019	2018
Amounts falling due within one year:	£	£
Amounts receivable from customers	52,321,761	32,680,394
Other debtors	399,106	232,855
Prepayments and accrued income	<u>846,388</u>	2,308,263
	53,567,255	<u>35,221,512</u>
Amounts falling due after more than one year:		
Amounts receivable from customers	71,527,946	44,487,894
Other debtors	307,631	282,521
	71,835,577	44,770,415

Amounts receivable from customers comprise of consumer credit loans to individuals in the UK. These are classified as financial assets and are recorded at amortised cost and shown after impairment provisions.

The total impairment provision for credit losses for the year was £30,407,699 (2018: £18,082,438).

An expected credit loss equivalent to 12.9% (2018:12.3%) is applied to all performing loans. In addition to this expected loss, an additional equivalent expected loss of 57.1% (2018: 61.1%) is applied to under performing loans and a further additional 8.9% (2018: 6.6%) is applied to non-performing loans.

If the rates were to worsen by 0.5% then the loan book impairment would increase by £771,287 (2018: £478,000).

In accordance with the requirements of IFRS 9 the company undertook a review of the macro economic environment and forecasts for it. The company closely monitors the performance of its loan portfolio for early signs of any sustained deterioration, reviews the performance and views of its peers in their published information. Levels of unemployment are a key economic indicator and have a correlation to expected credit losses for all consumer lending businesses.

	2019	2019	2019	2018	2018	2018
	Gross	Impairment	Net	Gross	Impairment	Net
	loans		loans	loans		loans
	£'000	£'000	£'000	£'000	£'000	£'000
Performing loans	137,098	17,618	119,480	85,428	10,557	74,871
Underperforming loans	8,272	5,785	2,487	5,075	3,725	1,350
Non-performing loans	8,888	7,005	1,883	4,747	3,800	947
	154,258	30,408	123,850	95,250	18,082	77,168

Notes to the Financial Statements

For the year ended 31 December 2019

13. Debtors (continued)

From 10 August 2018 Bamboo Limited entered into a contractual arrangement to sell loan receivables to Bamboo Funding Limited. These have not been derecognised by the company as:

- The substantial risks and rewards of ownership have not been transferred to Bamboo Funding Limited;
- Control of the loan book has not been transferred to Bamboo Funding Limited, and
- The company's contractual rights to receive cashflows have not expired.

The carrying value of such loan receivables not derecognised is £91,497,430 (2018 £51,861,922).

14. Creditors

(i) Amounts falling due within one year

	costs	2019 £ 373,133 24,940 142,521 23,045 676,140 2,237,495	2018 £ 351,406 26,200 90,268 (2,804) 689,940 1,296,054
(ii) Amounts fallin	g due after one year	2019 £	2018 £
Amounts owed	to related party undertakings	144,425,566	93,234,708

Amounts due to group undertakings represent amounts owed to Bamboo Topco Limited and are repayable on demand with no interest chargeable.

Amounts due to related party undertakings represent amounts owed to Silverstripe International Holdings LLC which are secured by a fixed and floating charge over the assets of the company.

The company has entered into an arrangement with Bamboo Funding Limited to part fund its loan originations through a deferred purchase price mechanism (Note 13). Bamboo Funding Limited itself is funded via a senior loan facility with a third-party bank.

Notes to the Financial Statements

For the year ended 31 December 2019

15. Leasing commitments

Financial liabilities

Future minimum rentals payable under non-cancellable operating leases are as follows:

ì	land	l and	Build	dings
1	cand	anu	Dun	umga

147,735,379

95,569,304

Within one year Between one and five years Over five years	2019 £ 600,624 1,880,319 849,881 3,330,824	2018 £ 454,648 1,985,561 1,146,851 3,587,060
16. Financial assets and liabilities		
16.1 Financial assets and liabilities a) Summary	2019	2018
Financial assets	£	£
Financial assets measured at amortised cost	134,135,678	88,235,849

Financial assets measured at amortised cost comprise loan amounts due from customers, other debtors, amounts due from group undertakings and cash and cash equivalents.

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, accruals, and amounts due to group undertakings and related party undertakings.

b) Allowance account for customer loan impairments

Financial liabilities measured at amortised cost

Loans to customers is represented by the gross loans to customers, offset by an impairment provision. The movement on the impairment provision during the year is analysed as:

Closing balance at 31 December	30,407,699	18,082,438
Amounts witten on	(17,450,575)	(7,230,337)
Amounts written off	(17,450,379)	(7,236,957)
Impairment losses recognised	29,775,640	13,582,320
Opening balance at 1 January	18,082,438	11,737,075
	£	£
	2019	2018

Notes to the Financial Statements

For the year ended 31 December 2019

16. Financial assets and liabilities (continued)

16.2 Financial risk management

The company has exposures to 3 main areas of risk – market and interest rate risk, customer credit exposure and liquidity risk.

Market and interest rate risk

Customer loans are based on a fixed interest rate set at the start of the credit agreement and are not exposed to market driven fluctuations. The company's asset funding from its principal ultimate owner have been provided at agreed fixed rates and as such are not exposed to interest rate risk. The funding provided via a third party bank to Bamboo Funding Limited is subject to fluctuations in benchmark interest rates. Given the size of the net interest margin between the company's weighted average APR and its blended cost of debt financing, the company does not currently hedge its interest rate risk exposure.

Credit risk

As a consumer credit lender, the company is in business to take managed credit risk.

The company has an exposure to the credit risk of each of its customers in respect of the loans it makes, with the risk being, that any customer will be unable or unwilling to repay the loan as the individual instalments fall due.

Management carefully manages and mitigates the company's exposure to such credit risk, through its lending models, policies and processes before and at loan origination and servicing and collections activities during the life of the loan. Each customer is assessed for their creditworthiness and ability to sustainably afford to repay the loan, before the loan is made. During the life of each loan, the company continuously monitors and seeks to mitigate the risk of arrears development. This is achieved by applying a proactive customer contact strategy and accessibility to the customer, these measures include discussing and applying appropriate forbearance measures where customer assistance is appropriate.

For loans advanced prior to the year end, provisions are made to provide for arrears that have been incurred at the year end. All customer loans that were in arrears at the year end, have been impaired.

Liquidity risk

The company funds its lending operations through an ultimate parent company loan and third party funding facility. In order to maintain liquidity to ensure that sufficient funds are available for its ongoing operations and future development, the company:

- reviews and updates it cash flow predictions throughout the year via its forecasting and monitoring process to ensure it has sufficient cash balances at all times to conduct its consumer credit lending and operations; and
- ii. continuously monitors its cash requirements to ensure that it has the resources to fund the consumer credit loans it is making and meet its liabilities as they fall due at all times.

The company manages its liquidity risk under its funding facilities by ensuring ongoing compliance with the terms of the facilities.

Notes to the Financial Statements

For the year ended 31 December 2019

17. Share Capital

	2019	2018
	£	£
Allotted, called up and fully paid:		
2 ordinary shares of £1 each	2	2
17,570,000 B preference shares of £1 each	17,570,000	17,570,000

The ordinary shares have full voting rights and are entitled to dividend distributions, however this is only after the preference dividends have been satisfied, on a pro rata basis with the other holders of ordinary shares. The ordinary shares are not redeemable.

Holders of B preference shares are not entitled to receive notice of, to attend, to speak or to vote at any general meeting, nor are they entitled to receive or vote on any proposed written resolutions of the company. Holders of B preference shares have the right to receive a fixed cumulative cash preferential dividend at the discretion of the company. The B preference shares are redeemable at the discretion of the company only.

18. Transactions with related parties

The parent of the company is Bamboo Topco Limited. Related parties are:

Name of the party:	Relation to Bamboo Limited:

Silverstripe International Holdings LLC	Entity with control
Bamboo Funding Limited	Subsidiary
Jaja Finance Limited	Other related party

Transactions with the group company which has 100% ownership are not disclosed.

At the year end, £85,829,233 (2018: £59,149,178) of operational and asset funding was due to the principal shareholder of Bamboo Topco Limited, Silverstripe International Holdings LLC. The company was charged interest totalling £5,843,561 (2018: £3,866,803) for the facility.

At 31 December 2019, the balance due to Bamboo Funding Limited was £58,596,333 (2018: 34,085,530). During the period £296,478 (2018: £190,614) was due from Bamboo Funding Limited for recharged service costs of which the total income received for the period from the recharged service costs was £2,997,548 (2018: £805,221). The deemed loan interest charge amount in 2019 is £6,595,691 (2018: £1,874,744).

Jaja Finance Limited in which Silverstripe International Holdings LLC has a significant stake, occupies premises in the same London building as the company. The company is the tenant of such premises and charges Jaja Finance Limited for occupation. The charge in 2019 was £391,640 in relation to premises expenses with £57,320 outstanding at the end of the year.

19. Transactions with related parties (continued)

At the year end, the following directors held shares in Bamboo Topco Limited:

	2019	2018
	£	£
N Aspinall	3,769	3,769

Notes to the Financial Statements

For the year ended 31 December 2019

20. Events after the end of the reporting period

The Board's strategic report within these financial statements provides a summary of the impact of the Covid-19 pandemic crisis on the company.

In February 2020 the company concluded a new asset funding facility with National Westminster Bank PLC which is secured by fixed and floating charges over the shares, assets and undertaking of Bamboo and which ranks prior to the security in favour of Silverstripe International Holdings LLC.