

Company Registration No. 05978343 (England and Wales)

SPOTLER HOLDINGS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021
PAGES FOR FILING WITH REGISTRAR



SPOTLER HOLDINGS LIMITED

COMPANY INFORMATION

Directors	L Chadwick A Yates Spotler Group B.V.
Company number	05978343
Registered office	3 The Billings Walnut Tree Close Guildford Surrey United Kingdom GU1 4UL
Auditor	Azets Audit Services Ashcombe Court Woolsack Way Godalming Surrey United Kingdom GU7 1LQ

SPOTLER HOLDINGS LIMITED

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SPOTLER HOLDINGS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2021

	Notes	2021 £	£	2020 £	£
Fixed assets					
Intangible assets	5		-		-
Investments	6		6,754,003		6,467,027
Current assets					
Debtors	7	6,643,957		966	
Cash at bank and in hand		3,573		938	
		<u>6,647,530</u>		<u>1,904</u>	
Creditors: amounts falling due within one year	8	<u>(2,832,425)</u>		<u>(1,456,786)</u>	
Net current assets/(liabilities)			3,815,105		(1,454,882)
Total assets less current liabilities			<u>10,569,108</u>		<u>5,012,145</u>
Creditors: amounts falling due after more than one year	9		<u>(5,634,941)</u>		<u>(52,727)</u>
Net assets			<u><u>4,934,167</u></u>		<u><u>4,959,418</u></u>
Capital and reserves					
Called up share capital	10		237		237
Merger relief reserve			6,506,563		6,506,563
Profit and loss reserves			<u>(1,572,633)</u>		<u>(1,547,382)</u>
Total equity			<u><u>4,934,167</u></u>		<u><u>4,959,418</u></u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 3 August 2022 and are signed on its behalf by:



L Chadwick
Director

Company Registration No. 05978343

SPOTLER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

Company information

Spotler Holdings Limited is a private company limited by shares incorporated in England and Wales. The registered office is 3 The Billings, Walnut Tree Close, Guildford, Surrey, United Kingdom, GU1 4UL.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied.

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

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 £.

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The financial statements contain information about Spotler Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 398 of the Companies Act 2006 from the requirements to prepare consolidated financial statements.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Intangible fixed assets - goodwill

Goodwill in respect of the company relates to an amount paid in connection with the acquisition of a business in 2000. This element of goodwill is fully amortised.

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

Goodwill	18 years on cost
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SPOTLER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

1.4 Fixed asset investments

Investments in subsidiary undertakings are recognised at cost less any provisions for permanent impairment.

1.5 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks and other short-term liquid investments with original maturities of three months or less.

1.6 Debtors

Short term debtors are measured at transaction value less any impairment. At each balance sheet date, debtors are assessed for objective evidence of impairment. If an asset is impaired, the impairment loss is measured as the difference between the carrying amount and the amount expected to be received.

1.7 Creditors

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

1.8 Taxation

The tax expense for the period comprises current tax.

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

1.9 Merger relief reserve

The merger relief reserve relates to a share for share exchange that took place in June 2018 in which a new company was brought into the group.

1.10 Share capital

Ordinary shares are classified as equity.

1.11 Income from shares in group undertakings

Income from shares in group undertakings are recognised at the earlier of the date of receipt or the date the dividend is declared and the company becomes entitled to the dividend.

2 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.

SPOTLER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

2 Judgements and key sources of estimation uncertainty

(Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows:

Investments

The directors use their knowledge of the market and the future prospects of the company in their impairment assessment of investments held in subsidiaries.

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Total	2	2

4 Auditor's remuneration

In 2021 and 2020 the audit fees for Spotler Holdings Limited were borne by Spotler Limited.

5 Intangible fixed assets

	Goodwill £
Cost	
At 1 January 2021 and 31 December 2021	108,000
Amortisation and impairment	
At 1 January 2021 and 31 December 2021	108,000
Carrying amount	
At 31 December 2021	-
At 31 December 2020	-

6 Fixed asset investments

	2021 £	2020 £
Investments in subsidiaries	6,754,003	6,467,027

SPOTLER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

6 Fixed asset investments

(Continued)

The company holds 100% of the share capital of Spotler Limited.

In November 2021 the company purchased 100% of the share capital in Purepromoter Group (Holdings) Limited. The company also indirectly holds 100% of the share capital in Purepromoter Holdings Limited, which is a subsidiary of Purepromoter Group (Holdings) Limited and 100% of the share capital in Purepromoter Ltd, which is a subsidiary of Purepromoter Holdings Limited.

All subsidiaries are registered in England and Wales.

Movements in fixed asset investments

	Investments in subsidiaries £
Cost or valuation	
At 1 January 2021	6,467,027
Additions	286,976
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At 31 December 2021	6,754,003
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Carrying amount	
At 31 December 2021	6,754,003
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At 31 December 2020	6,467,027
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7 Debtors

	2021 £	2020 £
Amounts falling due within one year:		
Amounts owed by group undertakings	6,639,432	-
Other debtors	4,525	966
	<hr/>	<hr/>
	6,643,957	966
	<hr/>	<hr/>

8 Creditors: amounts falling due within one year

	2021 £	2020 £
Trade creditors	3,300	-
Amounts owed to group undertakings	2,727,381	1,422,996
Taxation and social security	16,376	13,840
Accruals and deferred income	85,368	19,950
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	2,832,425	1,456,786
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SPOTLER HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

9 Creditors: amounts falling due after more than one year

	2021 £	2020 £
Amounts owed to group undertakings	5,634,941	52,727

10 Called up share capital

	2021 Number	2020 Number	2021 £	2020 £
Ordinary share capital Issued and fully paid				
Ordinary D shares of 1p each	11,837	11,837	119	119
Ordinary E shares of 1p each	11,837	11,837	118	118
	<u>23,674</u>	<u>23,674</u>	<u>237</u>	<u>237</u>

11 Audit report information

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

The auditor's report was unqualified.

The senior statutory auditor was Russell Chowney BFP ACA and the auditor was Azets Audit Services.

12 Charges

ABN AMRO BANK N.V. holds both fixed and floating charges over the assets of Spotler Holdings Limited in respect of loan facilities provided on a secured basis across the group, headed by Spotler B.V. The charge came into effect on 17 May 2021.

13 Parent and ultimate parent undertaking

The ultimate parent company is VNL B.V., incorporated in Belgium.