Report and Financial Statements

Year Ended

31 December 2016

Company Number 07978114

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Report and financial statements for the year ended 31 December 2016

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Directors

T Gutteridge

J Wales

S R Tillotson

Registered office

Unit 53, Chocolate Studios, 7 Shepherdess Place, London, N1 7LJ

Company number

07978114

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

Report of the directors for the year ended 31 December 2016

The directors present their report together with the audited financial statements for the year ended 31 December 2016.

Results and dividends

The statement of comprehensive income is set out on page 5 showing the loss for the year.

No dividends have been declared or paid for the year ended 31 December 2016 (2015 - £Nil).

Principal activity

The principal activity of the company is that of an investment holding company.

Future developments

No change is anticipated in the nature of the company's activities for the foreseeable future.

Directors

The directors of the company during the year and after the year end were:

M Epstein

(resigned 18 July 2017)

T Gutteridge

J Wales

M Lea

(appointed 16 January 2015, resigned 14 June 2016) (appointed 13 June 2016, resigned 29 September 2017)

A Zwart S Tillotson

(appointed 11 October 2017)

Going concern

These financial statements have been prepared on the going concern basis, taking account that the company's parent, The People's Operator Plc, has confirmed that it will continue to provide such financial support as the company requires for its continued operations and so it can continue in business for the foreseeable future.

Furthermore, the directors have reviewed the company's going concern position taking account of its and its parent's, The People's Operator PIc, current business activities, budgeted performance and the factors likely to affect its future development.

Given the relationship between the company and its parent, it is reliant not only on its parent's support but on the parent and thus the group of which the company is a subsidiary of maintaining sufficient working capital to support its activities. The company's parent is in the process of organising further funding to support its operations for the forthcoming year; furthermore, the group's time to close new customers and the value of each customer, which are deemed individually high volume and low value in nature are factors which constrain the ability to accurately predict the group's revenue performance. There is a risk that the group's available working capital may prove insufficient to cover both operating activities and repayment of its debt facility. In such circumstances, the group will be obliged to seek additional funding to support its operations, noting that the parent's directors have a history of successfully raising funding. While there is no certainly, they are confident they will be able to raise further amounts should it be required and therefore support the company should it be required.

See note 1 for further information on going concern.

Report of the directors for the year ended 31 December 2016 (continued)

Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards), including FRS 101 "Reduced Disclosure Framework" ("FRS 101") 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the Board

S Tilloteon

Director

Date 27/12/17

Independent auditor's report

TO THE MEMBERS OF THE PEOPLE'S OPERATOR HOLDINGS LIMITED

We have audited the financial statements of The People's Operator Holdings Limited for the year ended 31 December 2016 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 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.

Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in Note 1 to the financial statements concerning the company's ability to continue as a going concern. As discussed in Note 1, the company is reliant on the directors of the parent being able to raise sufficient additional financing within the next 12 months to enable the parent company to continue to support the company. These disclosures identify certain factors that indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company were unable to continue as a going concern.

Independent auditor's report (continued)

Opinion 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 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 directors' report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.

lain Henderson (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

London

United Kingdom

Date 27 Dorowber 2017

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of comprehensive income for the year ended 31 December 2016

	Note	2016 £	2015 £
Administrative expenses	•	(4,051,205)	(659,862)
Share of partnership loss		(4,069,082)	(5,777,916)
Operating loss	3	(8,120,287)	(6,437,778)
Finance cost		(664)	-
Loss before tax		(8,120,951)	(6,437,778)
Taxation	4	-	-
Loss and total comprehensive income for the year		(8,120,951)	(6,437,778)
Loss and total comprehensive income attributable to shareholders		(8,120,951)	(6,437,778)

All amounts relate to continuing activities. There was no other comprehensive income in the current or prior year.

Report of the directors for the year ended 31 December 2016 (continued)

Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards), including FRS 101 "Reduced Disclosure Framework" ("FRS 101") 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the Board

S Tillotson

Director

Date 27/12/17

Statement of financial position at 31 December 2016

Company number 07978114	Note	2016 £	2015 £
Assets			
Non-current assets	-	0.000	0.000
Investments Amounts receivable from group companies	5	2,000 -	2,000 1,822,892
Total non-current assets		2,000	1,824,892
Current assets			
Other receivables	6	24,738	104,448
Cash and cash equivalents		125,316 ————	472,940
Total current assets	·	150,054	577,388
TOTAL ASSETS		152,054	2,402,280
Equity and liabilities Current liabilities			
Trade and other payables	7	120,464	414,907
Amounts payable to fellow group companies	8	18,048,738	11,883,570
Total current liabilities and total liabilities		18,169,202	12,298,477
Equity			
Share capital Retained earnings	9	200 (18,017,348)	200 (9,896,397)
Shareholders' deficit		(18,017,148)	(9,896,197)
TOTAL EQUITY AND LIABILITIES	·	152,054	2,402,280

The financial statements were approved and authorised for issue by the Board of Directors on 2+10/17 and were signed on its behalf by:

Director

The notes on pages 8 to 16 form part of these financial statements.

Statement of changes in equity for the year ended 31 December 2016

	Share capital £	Retained earnings £	Total Equity £
31 December 2014	200	(3,458,619)	(3,458,419)
Loss and comprehensive income for the year	-	(6,437,778)	(6,437,778)
31 December 2015	200	(9,896,397)	(9,896,197)
Loss and comprehensive income for the year	-	(8,120,951)	(8,120,951)
31 December 2016	200	(18,017,348)	(18,017,148)

Share capital is the amount subscribed for shares detailed in note 9.

Retained earnings represents the cumulative loss of the company.

Notes forming part of the financial statements for the year ended 31 December 2016

1 Accounting policies

(a) Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements ('FRS 100') and Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

The financial statements have been prepared on a historical cost basis. The presentation currency used is sterling and amounts have been presented in £s.

Disclosure exemptions adopted

In preparing these financial statements the company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- certain comparative information as otherwise required by EU endorsed IFRS;
- certain disclosures regarding the company's capital;
- a statement of cash flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel; and
- disclosure of related party transactions with other wholly owned members of the group headed by The People's Operator PLC.

In addition, and in accordance with FRS 101 further disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements of The People's Operator PLC. These financial statements do not include certain disclosures in respect of:

- · Share based payments;
- Financial instruments (other than certain disclosures required as a result of recording financial instruments at fair value); and
- Fair value measurement (other than certain disclosures required as a result of recording financial instruments at fair value).

The financial statements of The People's Operator PLC can be obtained as described in note 11.

(b) Going concern

These financial statements have been prepared on the going concern basis, taking account that the company's parent, The People's Operator Plc, has confirmed that it will continue to provide such financial support as the company requires for its continued operations and so it can continue trading for the foreseeable future. Furthermore, the directors have reviewed the company's going concern position taking account of its and its parent's, The People's Operator Plc, current business activities, budgeted performance and the factors likely to affect its future development.

Notes forming part of the financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

(b) Going concern (continued)

Given the relationship between the company and its parent, it is reliant not only on its parent's support but on the parent and thus the group of which the company is a subsidiary of maintaining sufficient working capital to support its activities. The company's parent is in the process of organising further funding to support its operations for the forthcoming year; furthermore, the group's time to close new customers and the value of each customer, which are deemed individually high volume and low value in nature are factors which constrain the ability to accurately predict the group's revenue performance. There is a risk that the group's available working capital may prove insufficient to cover both operating activities and repayment of its debt facility. In such circumstances, the group will be obliged to seek additional funding to support its operations, noting that the parent's directors have a history of successfully raising funding. While there is no certainly, they are confident they will be able to raise further amounts should it be required and therefore support the company should it be required.

The directors have concluded that the circumstances set forth above indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. However they believe that taken as a whole, the factors described above enable the company to continue as a going concern for the foreseeable future. The financial statements do not include the adjustments that would result if the company were unable to continue as a going concern.

(c) Impairment of non-financial assets

Non-financial assets are subject to impairment tests where events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ("CGUs").

(d) Financial assets

The company's financial assets comprise other receivables and cash and cash equivalents in the consolidated statement of financial position.

Other receivables

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part or the counterpart or default or significant delay in payment) that the company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable.

Cash and cash equivalents

Cash and cash equivalents are carried in the statement of financial position at cost. Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Notes forming part of the financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

(e) Financial liabilities

Other payables are initially recognised at fair value. Interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance sheet of the liability carried in the consolidated statement of financial position. For the purposes of each financial liability, interest expense includes initial transactions costs and any premium payable on redemption as well as any interest or coupon payable when the liability is outstanding.

(f) Share capital and reserves

Financial instruments issued by the company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset.

The company's ordinary shares are classified as equity instruments.

Retained earnings represent the cumulative net gains and losses recognised in the statement of comprehensive income.

(g) Investments

Investments held as fixed assets are stated at cost less provision for any impairment in value.

(h) Critical accounting estimates and judgements

The preparation of financial statements in accordance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the accounting policies. A significant change in the facts and circumstances on which these estimates are based could have a material negative impact on the company's earnings and financial position. The areas involving a higher degree of judgement or complexity and areas where assumptions and estimates are significant to the financial statements are discussed in this note.

The directors considers that the main accounting estimates are valuation of investments and inter company balances. These estimates are considered under note 1 (c), 1(d) and 1(g).

(i) Taxation

Current taxes are based on the results shown in financial statements and are calculated according to local tax rules using tax rates enacted or substantively enacted by the balance sheet date.

There is no provision for corporation tax due to losses incurred during the period.

(j) Deferred tax

Deferred tax is calculated using the liability method which requires provision for temporary differences between the tax bases of assets and liabilities and their carrying amounts on the statement of financial position. Tax rates enacted at the balance sheet date are used to determine the deferred tax balances.

Deferred tax assets are not recognised as it is not probable that future taxable profit will be available against which the asset can be utilised.

Notes forming part of the financial statements for the year ended 31 December 2016 (continued)

2 Financial instruments - risk management

In common with all other business, the company is exposed to risks that arise from its use of financial instruments. This note describes the company's objectives, polices and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

(a) Principal financial instruments

The principal financial instruments used by the company from which financial instrument risk arises, are as follows:

- Other receivables
- Cash and cash equivalents
- Trade and other payables
- Amounts due to/from fellow group undertakings

(b) Financial instruments by category

Financial assets	2016 £	2015 £
Cash and cash equivalents Other receivables Amounts due from group undertakings	125,316 4,793 -	472,940 94,793 1,822,892
	130,109	2,390,625

(c) General objectives, policies and processes

The board has overall responsibility for the determination of the company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the company's finance function.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the company's competitiveness and flexibility.

Notes forming part of the financial statements for the year ended 31 December 2016 (continued)

2 Financial instruments - Risk Management (continued)

Liquidity risk

The company is an intermediate investment holding company and relies on funding from its parent undertaking. Cash flow forecasts covering various periods from short to long term are prepared and reviewed on a regular basis to ensure that sufficient funds are available to meet the company's commitments as they fall due.

The following tables detail the company's remaining financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay.

Mithin

The table includes both interest and principal cash flows.

2016		Within 3 months £
Trade and other payables Amounts due to group undertakings		120,464 18,048,738
		18,169,202
2015		Within 3 months
Trade and other payables Amounts due to group undertakings		414,907 11,883,570
		12,298,477
Financial liabilities	2016 £	2015 £
Trade and other payables Amounts due to parent company Amounts due to group undertakings	120,464 7,563,254 10,485,484	414,907 5,655,303 6,228,267
	18,169,202	12,298,477
Trade and other payables Amounts due to parent company	£ 120,464 7,563,254 10,485,484	£ 414,907 5,655,303 6,228,267

Notes forming part of the financial statements for the year ended 31 December 2016 *(continued)*

2 Financial instruments - Risk Management (continued)

(c) General objectives, policies and processes (continued)

Interest rate risk

The company is subject to variable interest rates on its loans.

Capital risk management

The company manages its capital to ensure that entities in the company will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the company consists of loans from the parent company disclosed in note 9, cash and cash equivalents, and equity attributable to equity holders of the parent, comprising issued capital and retained earnings.

3 Operating loss

	2016 £	2015 £
Impairment expense	(3,960,502)	-

The impairment expense in the current year related to a balance due from The People's Operator USA, Inc (2015 - £Nil). Due to the uncertainty surrounding the recoverability of this amount the directors' provided for the balance.

Auditor's remuneration for the company was £4,000 (2015 - £4,000), which was borne by a fellow group company.

4 Taxation

Analysis of tax expense

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2016 (2015 - £Nil).

Factors affecting the tax expense

	2016 £	2015 £
Loss on ordinary activities before tax	(8,120,951)	(6,437,778)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 2016 - 20% (2015 - 20%)	(1,624,190)	(1,287,556)
Effects of: Losses available to carry forward	1,624,190	1,287,556
Tax expense		

The company has tax losses of approximately £17,451,116 (2015 - £9,330,165) and has a potential deferred tax asset of approximately £3,141,201 (2015 - £1,772,731). This has not been recognised as there is uncertainty of the timing of future profits that will arise in future accounting periods of which these losses could be offset against. The losses are available for use against profit from the same trade.

Notes forming part of the financial statements for the year ended 31 December 2016 (continued)

5	Investments	£
	As at 1 January 2016 and at 31 December 2016	2,000

The subsidiaries of The People's Operator Holdings Limited are as follows:

	Registered address	Entitlement to profit/(loss) at 31 December 2016	Non-controlling interest at 31 December 2016*
	3		
The People's Operator (UK)	40 Underwood Street, London,	75%	25%
LLP	N1 7JQ, United Kingdom		
The People's Operator (US)	40 Underwood Street, London,	75%	25%
LLP	N1 7JQ, United Kingdom		
TPO Giving (UK) Limited	40 Underwood Street, London,	100%	0%
	N1 7JQ, United Kingdom		
The People's Operator	40 Underwood Street, London,	100%	0%
Community Limited	N1 7JQ, United Kingdom		
The People's Operator USA,	915 Broadway, New York,	100%	0%
Inc	NY 10010, USA		
The People's Operator USA	915 Broadway, New York,	75%	25%
LLC *	NY 10010, USA		

^{*} owned indirectly

The principal activity of The Peoples Operator (UK) LLP and The Peoples Operator (US) LLP is the provision mobile phone services. Profits and losses, excluding losses arising from provisions against balances owed members, are allocated on a 75%:25% basis between The People's Operator Holdings Limited and the non-controlling interest.

6 Other receivables

	2016 £	2015 £
Other receivables	4,793	94,793
Prepayments and accrued income	19,945	9,655
	24,738	104,448
		

The carrying value of other receivables approximates to their fair value.

^{*} The non-controlling interest does not have ownership rights over the business or control of the assets of The Peoples Operator (UK) LLP or The People's Operator (US) LLP.

Notes forming part of the financial statements for the year ended 31 December 2016 *(continued)*

7	Trade and other payables			2016 £	2015 £
	Trade payables Other payables Other taxation and social security Accruals			48,372 67,092 - 5,000	373,147 36,573 5,187
	·		•	120,464	414,907
	The carrying value of other payables a	approximates fair val	ue.		
8	Amounts payable to group undertal	kings		2016 £	2015 £
	Amount due to subsidiaries Amount due to parent company			10,485,484 7,563,254	6,228,267 5,655,303
				18,048,738	11,883,570
	The above represents book value and	fair value of loans a	nd borrowings.		
9	Share capital	2016 Number	2015 Number	2016 £	2015 £
	Ordinary shares of £1 each	200	200	200	200

Notes forming part of the financial statements For the year ended 31 December 2016 *(continued)*

10 Related party transactions

The directors have taken the exemption available under FRS 101 not to disclose balances with other wholly owned members of the group headed by The People's Operator Plc.

Amounts owed by/to the company by subsidiaries not wholly owned are as follows:

The amounts owed by the company to:

2016 £	2015 £
9,793,125 383,445 162,108	5,852,889 228,573 -
10,338,678	6,081,462
2016 £	2015 £
-	226,537
	9,793,125 383,445 162,108 ————————————————————————————————————

11 Ultimate controlling party

The company's immediate parent undertaking is The People's Operator Plc, a company incorporated in the United Kingdom.