

Welcome to
tandem



Oplo Holdings Ltd

Annual Report and Financial Statements
for the year ended 31 December 2022

Registered Number 10024904

FRIDAY



ACFJBURM

A13

03/11/2023

#1

COMPANIES HOUSE

tandem

Oplo Holdings Ltd

Contents

Company Information 1

Directors Report for the year ended 31 December 2022 2

Independent Auditors’ Report to the Members of Oplo Holdings Ltd 5

Income Statement for the year ended 31 December 2022 8

Statement of Financial Position as at 31 December 2022 9

Statement of Changes in Equity for the year ended 31 December 2022 10

Statement of Cash Flows for the year ended 31 December 2022 11

Notes to the Financial Statements for the year ended 31 December 2022 12

Oplo Holdings Ltd

Company Information

| | | |
|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------|
| General Information: Oplo Holdings Ltd is incorporated in England and Wales. Registered Number: 10024904. | | |
| Directors | Alexander Mollart Stephen Beard | Director Director |
| Registered Office | Viscount Court Sir Frank Whittle Way Blackpool FY4 2FB | |
| Independent Auditors | PricewaterhouseCoopers LLP 7 More London Riverside London SE1 2RT | |
| Bankers | NatWest Bank plc | |

Oplo Holdings Ltd

Directors' Report for the year ended 31 December 2022

The directors present their report and the audited financial statements of Oplo Holdings Ltd ("the Company") for the year ended 31 December 2022. The Company is owned by Tandem Money Limited ("TML"). The Company is part of the Tandem Group ('the Group'), which consists of TML and its subsidiaries.

Principal Activities

As at 31 December 2022, the Company's only activity was to serve as a holding company for its subsidiaries.

Future Developments

The Company is expected to continue its principal activity as per above for the foreseeable future.

Results and Dividends

The profit for the year amounted to £12,178,758 consisting predominantly of dividend income from its subsidiaries offset by an impairment loss on amounts due from group undertakings (2021: £306,016). The Company paid dividends in the year of £41,160,598 (2021: £280,376). Further information can be found in Note 12.

Appointment and Replacement of Directors

The Company's Articles of Association set out the rules for the appointment and replacement of Directors. The Directors who served during the year and up to the date of signing the Financial Statements were:

Alexander Mollart
Stephen Beard (appointed 26 January 2023)
Mark Robins (resigned 31 March 2022)
Stephen Baker (resigned 24 January 2022)
Brian Brodie (resigned 24 January 2022)
Paul Pester (resigned 24 January 2022)
Lindsey McMurray (resigned 24 January 2022)
Matthew Potter (resigned 24 January 2022)
Duncan Gerard (resigned 24 January 2022)
Matthew Donaldson (resigned 24 January 2022)
Susannah Alikier (appointed 24 January 2022, resigned 8 December 2022)

Directors' Interests

No Directors in office held an interest in the shares of Oplo Holdings Ltd as at 31st December 2022.

Directors' Indemnities

The Company's Articles of Association provide that, subject to the provisions of the Companies Act 2006, the Company may indemnify any Director or former Director of the Company or any associated Company against any liability and may purchase and maintain for any Director or former Director of the Company or any associated Company insurance against any liability.

The Company has made qualifying third-party indemnity provisions for the benefit of its Directors during the year, and these remain in force at the date of approval of this Report.

The Company has maintained appropriate Directors' and Officers' liability insurance in place throughout 2022 and to the date of approval of this Report.

Oplo Holdings Ltd

Directors' Report for the year ended 31 December 2022 (continued)

Going Concern

In preparing the Financial Statements, the Directors must satisfy themselves that it is reasonable to adopt the going concern basis.

As part of the Group's consideration of the appropriateness of adopting the going concern basis for the Group, various financial projections have been considered, including a severe but plausible downside scenario. The Directors have performed a detailed assessment of the Company's ability to trade as a going concern, which is strongly dependent on that of the Group. The Directors have subsequently concluded that the Company can operate with adequate financial resources for at least the next 12 months from the signing of these Financial Statements, whilst being able to manage its business risks and meet its liquidity requirements.

Accordingly, the Directors consider it appropriate to adopt the going concern basis in the preparation of the Financial Statements.

Political and Charitable Donations

The Company made no charitable donations in the year (9 months to 31 December 2021: £nil).

Independent Auditors

In accordance with s487 of the Companies Act 2006, a resolution is to be proposed at Board for reappointment of PricewaterhouseCoopers LLP as auditors of the Company.

Statement of Directors' Responsibilities in Respect of the Financial Statements

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

Oplo Holdings Ltd

Directors' Report for the year ended 31 December 2022 (continued)

Statement of Directors' Responsibilities in Respect of the Financial Statements (continued)

The Directors are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also 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.

Directors' confirmations

In the case of each Director in office at the date the Directors' report is approved:

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

On behalf of the Board

DocuSigned by:

870DDC80B7E944F...

Alexander Mollart

Director

20 October 2023

Oplo Holdings Ltd

Independent auditors' report to the members of Oplo Holdings Ltd

Report on the audit of the financial statements

Opinion

In our opinion, Oplo Holdings Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: Statement of Financial Position as at 31 December 2022; Income Statement, Statement of Changes in Equity and Statement of Cash Flows for the year then ended; and the Notes to the Financial Statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Oplo Holdings Ltd

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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the potential for management to post fraudulent journal entries. Audit procedures performed by the engagement team included:

Oplo Holdings Ltd

- reviewing financial statement disclosures by testing to supporting documentation to assess the compliance with provisions of relevant laws and regulations described as having a direct impact on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risk of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations;
- reading minutes of meetings of those charged with governance; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; and evaluating the business rationale of any significant transactions outside the normal course of business.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's directors as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Mike Wallace (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
20 October 2023

Oplo Holdings Ltd

Income Statement for the year ended 31 December 2022

| | | 12 Months to 31 December 2022 £ | 9 months to 31 December 2021 £ |
|---------------------------------------------------|------|------------------------------------------|-----------------------------------------|
| | Note | | |
| Dividend income | 2 | 22,818,210 | - |
| Other operating income | 3 | 416,112 | 378,000 |
| Total Income | | 23,234,322 | 378,000 |
| Administrative expenses | | (5,956) | (203) |
| Operating Expenses | 4 | (5,956) | (203) |
| Impairment of amounts due from group undertakings | 8 | (11,037,060) | - |
| Profit before Tax | | 12,191,306 | 377,797 |
| Tax on Profit | 6 | (12,548) | (71,781) |
| Profit for the Financial Year/Period | | 12,178,758 | 306,016 |


There were no other comprehensive income or expenses for the 12 months to 31 December 2022 or 9 months to 31 December 2021 other than those included in the Income Statement and therefore no Statement of Other Comprehensive income has been presented.

Oplo Holdings Ltd

Statement of Financial Position as at 31 December 2022

| | Note | 31 December 2022 £ | 31 December 2021 £ |
|-------------------------------------------------------|------|--------------------------|--------------------------|
| Fixed assets | | | |
| Investments | 7 | 11,428,980 | 11,428,980 |
| | | 11,428,980 | 11,428,980 |
| Current assets | | | |
| Debtors: amounts falling due after more than one year | 8 | 4,553,687 | 32,846,234 |
| Debtors: amounts falling due within one year | 8 | 469,602 | 842,353 |
| Cash at bank and in hand | 9 | 495,194 | 11,132 |
| | | 5,518,483 | 33,699,719 |
| Creditors: amounts falling due with one year | 10 | (955,336) | (154,732) |
| Net current assets | | 4,563,147 | 33,544,987 |
| Total assets less current liabilities | | 15,992,127 | 44,973,967 |
| Capital and reserves | | | |
| Called up share capital | 11 | 370,232 | 44,768,657 |
| Share premium account | 11 | 177,639 | 177,639 |
| Profit and loss account | | 15,444,256 | 27,671 |
| Total equity | | 15,992,127 | 44,973,967 |

The financial statements on pages 8 to 22 were approved by the Board of Directors and signed on its behalf by

DocuSigned by:

 870DDC80B7E944F...

Alexander Mollart

Director

20 October 2023

Oplo Holdings Ltd

Statement of Changes in Equity for the year ended 31 December 2022

| | Note | Called-up Share Capital £ | Share Premium Account £ | Profit and Loss Account £ | Total Equity £ |
|-------------------------------|------|---------------------------------|-------------------------------|---------------------------------|-------------------|
| As at 1 January 2022 | | 44,768,657 | 177,639 | 27,671 | 44,973,967 |
| Profit for the financial year | | - | - | 12,178,758 | 12,178,758 |
| Dividends paid | 12 | - | - | (41,160,598) | (41,160,598) |
| Capital reduction | 11 | (44,398,425) | - | 44,398,425 | - |
| As at 31 December 2022 | | 370,232 | 177,639 | 15,444,256 | 15,992,127 |

| | | | | | |
|-----------------------------------------|----|-------------------|----------------|---------------|-------------------|
| As at 1 April 2021 | | 44,768,657 | 132,000 | 2,031 | 44,902,688 |
| Profit for the financial period | | - | - | 306,016 | 306,016 |
| Dividends paid | 12 | - | - | (280,376) | (280,376) |
| Shares issued, net of transaction costs | 11 | - | 45,639 | - | 45,639 |
| As at 31 December 2021 | | 44,768,657 | 177,639 | 27,671 | 44,973,967 |

Oplo Holdings Ltd

Statement of Cash Flows for the year ended 31 December 2022

| | Note | 12 Months to 31 December 2022 £ | 9 Months to 31 December 2021 £ |
|------------------------------------------------------------------------|------|------------------------------------------|-----------------------------------------|
| Profit for the financial year/period | | 12,178,758 | 306,016 |
| Adjustments for: | | | |
| Tax on profit | 6 | 12,548 | 71,781 |
| Dividends received included in investing activities | 2 | (22,818,210) | - |
| Operating (loss)/profit for the financial year/period | | (10,626,904) | 377,797 |
| Impairment of amounts due from group undertakings | 8 | 11,037,060 | - |
| Non-cash items included in operating (loss)/profit for the year | | 11,037,060 | - |
| Decrease/(increase) in debtors | | 17,693,620 | (159,087) |
| Increase/(decrease) in creditors | | 722,674 | (39) |
| Change in operating assets and liabilities | | 18,416,294 | (159,126) |
| Net cash generated from operating activities | | 18,826,450 | 218,671 |
| Cash flows from investing activities | | | |
| Dividends received | 2 | 22,818,210 | - |
| Net cash generated from financing activities | | 22,818,210 | - |
| Cash flows from financing activities | | | |
| Proceeds from issuance of shares | 11 | - | 45,639 |
| Dividends paid | 12 | (41,160,598) | (280,376) |
| Net cash used in financing activities | | (41,160,598) | (234,737) |
| Net increase / (decrease) in cash and cash equivalents | | 484,062 | (16,066) |
| Cash and cash equivalents at beginning of period | 9 | 11,132 | 27,198 |
| Cash and cash equivalents at the end of the period | 9 | 495,194 | 11,132 |

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022

1. Significant Accounting Policies

This section describes the Company's significant accounting policies and accounting estimates. All policies have been consistently applied to all the years presented unless otherwise stated.

1.1. General Information

Oplo Holdings Ltd is a private company, limited by shares and incorporated in the United Kingdom under the Companies Act. The address of the registered office is Viscount Court, Sir Frank Whittle Way, Blackpool, FY4 2FB.

1.2 Basis of Preparation

The Financial Statements of the Company 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.

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is TML.

The Financial Statements have been prepared on a going concern basis, under the historical cost convention.

The Financial Statements are prepared in sterling which is the functional currency of the Company.

The Company changed its financial year end from 31 March to 31 December effective from 31 December 2021.

1.3 Going Concern

The financial statements continue to be prepared on a going concern basis as the Directors are satisfied that the Company has the resources to continue in business for the foreseeable future (which has been taken as 12 months from the date of approval of the Financial Statements).

See the Directors' Report for further information on the going concern assessment for the Company.

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022

1. Significant Accounting Policies (continued)

1.4 Significant Accounting Estimates and Judgements

The preparation of Financial Statements requires management to make estimates and judgements about both current and future conditions. It also requires management to exercise its judgement in the process of applying accounting policies. As a result of the uncertainty and subjectivity inherent in these estimates and judgements, it is possible that actual outcomes differ from those expected by management.

As of the year ended 31 December 2022 there are no estimates and judgements deemed significant by management.

1.5 Taxation

Tax is recognised in the Income Statement, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in Other Comprehensive Income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

(i) Current Tax

Current tax is the amount of income tax payable in respect of taxable profit for the year or prior years. The tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

(ii) Deferred Tax

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 the financial statements.

Deferred tax is recognised on all timing differences at the reporting date. 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 income tax is calculated using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply on the reversal of the timing difference.

1.6 Financial Instruments Recognition & De-recognition

The Company has chosen to apply the recognition and measurement provisions of IAS 39 Financial Instruments: Recognition and Measurement, as permitted per section 11.2 of FRS 102.

(i) Recognition

All financial assets and liabilities are initially recognised on the date the Company becomes a party to the contractual provisions of the instrument as per IAS 39.

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022

1. Significant Accounting Policies (continued)

1.6 Financial Instruments Recognition & De-recognition (continued)

(ii) De-recognition

Financial assets are derecognised when contractual rights to the cash flows from the asset have expired or have been transferred.

An asset is transferred if either the entity has transferred the contractual rights to receive the cash flows, or the Company has retained the contractual rights to receive the cash flows from the asset, but has assumed a contractual obligation to pass those cash flows on under an arrangement that meets the following three conditions:

- the Company has no obligation to pay amounts to the eventual recipient unless it collects equivalent amounts on the original asset;
- the Company is prohibited from selling or pledging the original asset (other than as security to the eventual recipient); and
- the Company has an obligation to remit those cash flows without material delay

Once the Company has determined that the asset has been transferred, it then determines whether or not it has transferred substantially all of the risks and rewards of ownership of the asset. If substantially all the risks and rewards have been transferred, the asset is derecognised. If substantially all the risks and rewards have been retained, derecognition of the asset is precluded.

If the Company has neither retained nor transferred substantially all of the risks and rewards of the asset, then the Company assesses whether it has relinquished control of the asset or not. If the Company does not control the asset then the asset is derecognised; however if the Company has retained control of the asset, then the Company continues to recognise the asset to the extent to which it has a continuing involvement in the asset.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

1.7 Financial Instruments Classification and Measurement

(i) Financial Assets

Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and the Company does not intend to sell immediately or in the near term. These are initially measured at fair value plus transaction costs that are directly attributable to the financial asset. Subsequently they are held at amortised cost using the effective interest rate method, less provision for impairment. Loans and receivables predominantly comprise cash at bank and amounts due from group undertakings.

(ii) Financial Liabilities

Financial liabilities are contractual obligations to deliver cash or another financial asset. All financial liabilities are recognised initially at fair value (net of directly attributable transaction costs) and are subsequently measured at amortised cost. Financial liabilities at amortised cost predominantly comprise amounts due to group undertakings.

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022

1. Significant Accounting Policies (continued)

1.8 Impairment of Financial Assets

The Company assesses at each reporting date its financial assets not at fair value through profit or loss as to whether there is any objective evidence that a financial asset is impaired. If any such indication exists the Company estimates the recoverable amount of the asset versus the exposure.

An impairment losses are recognised in the Income Statement and measured as the difference between the asset's carrying value and the present value of estimated cash flows (excluding future credit losses that have not been incurred), discounted at the asset's original effective interest rate.

1.9 Investment in Subsidiaries

Investment in subsidiaries are held at cost less any accumulated impairment losses net of any impairment loss reversals.

1.10 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

1.11 Dividends

Dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders.

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022 (continued)

2. Dividend Income

| | 12 Months to 31 December 2022 £ | 9 Months to December 2021 £ |
|------------------------------------------|---------------------------------------|-----------------------------------|
| Dividends from wholly owned subsidiaries | 22,818,210 | - |

3. Other Operating Income

| | 12 Months to 31 December 2022 £ | 9 Months to 31 December 2021 £ |
|-----------------------|---------------------------------------|--------------------------------------|
| Other income | 380,175 | - |
| Intercompany recharge | 35,937 | 378,000 |
| | 416,112 | 378,000 |

4. Operating Expenses

| | 12 Months to 31 December 2022 £ | 9 Months to 31 December 2021 £ |
|----------------------------|---------------------------------------|--------------------------------------|
| Other administrative costs | 5,956 | 203 |

The Directors did not receive any remuneration or contributions under defined benefit schemes from the Company during the year or prior years. The Directors were employed and paid by Oplo Group Ltd and TML during the year. Oplo Group Ltd and TML makes no recharge to the Company as the directors of the Company are also directors of a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their remuneration in respect of each of the subsidiaries. The remuneration paid to the Directors of the Company is included in the Key Management Personnel remuneration disclosure in the Financial Statements of the Group as the Directors are also members of Key Management Personnel of the Group.

5. Auditors' Remuneration

| | 12 Months to 31 December 2022 £ | 9 Months to 31 December 2021 £ |
|---------------------------------------------|---------------------------------------|--------------------------------------|
| Audit of the Company's Financial Statements | 33,990 | 16,000 |

Auditors' remuneration is paid for by TML (9 months to 31 December 2021: Oplo Group Ltd).

Oplo Holdings Ltd

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

6. Taxation

| | 12 Months to 31 December 2022 £ | 9 Months to 31 December 2021 £ |
|--------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------------------|
| The taxation charge based on the profit for the year/period comprises: | | |
| Current tax: | | |
| UK Corporation tax | 77,930 | 71,781 |
| Adjustments with respect to prior years | (65,382) | - |
| Total current tax | 12,548 | 71,781 |
| Deferred tax: | | |
| Origination and reversal of timing differences | - | - |
| Total deferred tax | - | - |
| Total tax charge for the year/period | 12,548 | 71,781 |
| | | |
| | 12 Months to 31 December 2022 £ | 9 Months to 31 December 2021 £ |
| Profit before taxation | 12,191,306 | 377,797 |
| Profit before taxation multiplied by the standard rate of corporation tax of 19.0% (9 months to 31 December 2021: 19.0%) | 2,316,348 | 71,781 |
| Adjustments in respect of prior years | (65,382) | - |
| Expenses not deductible for tax purposes | 2,097,042 | - |
| Income not taxable | (4,335,460) | - |
| Total tax charge for the year/period | 12,548 | 71,781 |
| | | |
| Standard rate of corporation tax: | 19.0% | 19.0% |

On 17 October 2022, the Chancellor of the Exchequer confirmed that the UK corporation tax rate will increase to 25% from 1 April 2023. There are no deferred tax balances and no unrecognised deferred tax balances as at 31 December 2022 (31 December 2021: £ nil).

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022 (continued)

7. Investments

| At cost and net book value | 31 December 2022 £ | 31 December 2021 £ |
|----------------------------|--------------------------|--------------------------|
| Oplo Group Ltd | 11,428,980 | 11,428,980 |

Subsidiary undertakings

| Name | Holding | Ownership Type | Nature of business |
|-------------------------------------------------------|---------|----------------|--------------------------------------------|
| Oplo Group Ltd* | 100% | Direct | Loan servicing and administration |
| Tandem Home Loans Limited (formerly Oplo HL Ltd)* | 100% | Indirect | Providing loans to customers |
| Tandem Motor Finance Limited (formerly Oplo CF Ltd)* | 100% | Indirect | Providing loans to customers |
| Tandem Personal Loans Limited (formerly Oplo PL Ltd)* | 100% | Indirect | Providing loans to customers |
| Oplo Reserve Ltd*** | 100% | Indirect | Providing funding to entities in the Group |
| Oplo Funding Ltd*** | 100% | Indirect | Providing funding to entities in the Group |
| Polo Funding 2021-1 (Holdings) Limited** | 0% | SPE | Special purpose funding vehicle |
| Polo Funding 2021-1 PLC** | 0% | SPE | Special purpose funding vehicle |
| Oplo Funding No.2 Limited*** | 0% | SPE | Special purpose funding vehicle |

All subsidiaries were incorporated in the United Kingdom

Subsidiaries marked with “*” have a registered office address of Viscount Court, Sir Frank Whittle Way, Blackpool, FY4 2FB.

Subsidiaries marked with “***” have a registered office address of 11th Floor 200 Aldersgate Street, London, EC1A 4HD

Subsidiaries marked with “****” have a registered office address of 40a Station Road, Upminster, Essex, RM14 2TR

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022 (continued)

8. Debtors

| | 31 December 2022 £ | 31 December 2021 £ |
|-------------------------------------------|--------------------------|--------------------------|
| Amounts falling due after one year | | |
| Amounts owed by group undertakings | 4,553,687 | 32,846,234 |

During the 12 months ended 31 December 2022 the Company recognised an impairment loss on amounts due from group undertakings of £11,037,060 (9 months to 31 December 2021: £nil). The impairment related to amounts owed by fellow Tandem Group subsidiaries Tandem Motor Finance Limited (formerly Oplo CF Ltd) and Tandem Personal Loans Limited (formerly Oplo PL Ltd). The gross amount owed by Tandem Motor Finance Limited (formerly Oplo CF Ltd) is £7,087,439, with an assessed recoverable amount of £nil and resulting impairment loss of £7,087,439. The gross amount owed by Tandem Personal Loans Limited (formerly Oplo PL Ltd) is £5,165,702, with an assessed recoverable amount of £1,216,081 and resulting impairment loss of £3,949,621.

| | 31 December 2022 £ | 31 December 2021 £ |
|--------------------------------------------|--------------------------|--------------------------|
| Amounts falling due within one year | | |
| Other debtors | 380,175 | 825,001 |
| Corporation tax debtor | 89,427 | 17,352 |
| | 469,602 | 842,353 |

9. Cash at Bank and In Hand

| | 31 December 2022 £ | 31 December 2021 £ |
|--------------|--------------------------|--------------------------|
| Cash at bank | 495,194 | 11,132 |

10. Creditors

| | 31 December 2022 £ | 31 December 2021 £ |
|--------------------------------------------|--------------------------|--------------------------|
| Amounts falling due within one year | | |
| Amounts owed to group undertakings | 805,625 | - |
| Other creditors | 149,711 | 154,701 |
| Accruals and deferred income | - | 31 |
| | 955,336 | 154,732 |

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022 (continued)

11. Capital and Reserves

| | 31 December 2022 £ | 31 December 2021 £ |
|-------------------------------------------------------------------------------------|--------------------------|--------------------------|
| Share capital allotted, issued and fully paid | | |
| 156,000 (2021: 156,000) 'A' Ordinary shares of £0.010 each | 1,560 | 1,560 |
| 448,467 (2021: 44,846,892) 'A' Non-voting Preference & Growth shares of £1.000 each | 448,467 | 44,846,892 |
| 3,941 (2021: 3,941) 'B' Non-voting Preference shares of £0.001 each | 4 | 4 |
| 1 (2021: 1) 'C' Non-voting Preference share of £1.000 | 1 | 1 |
| 1 (2021: 1) 'D' Non-voting Preference share of £1.000 | 1 | 1 |
| 1 (2021: 1) 'E' Non-voting Preference share of £1.000 | 1 | 1 |
| Transaction costs | (79,802) | (79,802) |
| | 370,232 | 44,768,657 |
| Share premium | 177,639 | 177,639 |

During the year, the Company completed a capital reduction of £44,398,425 (2021: £nil) of its 'A' Non-voting Preferences & Growth shares.

12. Dividends

The Company paid dividends totalling £41,160,598 during the year (9 months to 31 December 2021: £280,376).

There is no other dividend payable for the year ended 31 December 2022 in respect of the ordinary shares.

Oplo Holdings Ltd

Notes to the Financial Statements

for the year ended 31 December 2022 (continued)

13. Analysis of Financial Instruments by Measurement Basis

The carrying value of the Company's financial instruments are summarised by category below:

| | Loans and Receivables £ | Liabilities at Amortised Cost £ | Total £ |
|---------------------------------------|-------------------------------|---------------------------------------|-------------------|
| 31 December 2022 | | | |
| Financial Assets | | | |
| Debtors | | | |
| - Amounts due from group undertakings | 4,553,687 | - | 4,553,687 |
| - Other debtors | 380,175 | - | 380,175 |
| Cash at bank and in hand | 495,194 | - | 495,194 |
| Total Financial Assets | 5,429,056 | - | 5,429,056 |
| Non-financial assets | | | 11,518,407 |
| Total Assets | | | 16,947,463 |
| Financial Liabilities | | | |
| Creditors | | | |
| - Other creditors | - | 149,711 | 149,711 |
| - Amounts due to group undertakings | - | 805,625 | 805,625 |
| Total Financial Liabilities | - | 955,336 | 955,336 |
| Total Liabilities | | | 955,336 |
| | | | |
| | Loans and Receivables £ | Liabilities at Amortised Cost £ | Total £ |
| 31 December 2021 | | | |
| Financial Assets | | | |
| Debtors | | | |
| - Amounts due from group undertakings | 32,846,234 | - | 32,846,234 |
| - Other debtors | 825,001 | - | 825,001 |
| Cash at bank and in hand | 11,132 | - | 11,132 |
| Total Financial Assets | 33,682,367 | - | 33,682,367 |
| Non-financial assets | | | 11,446,332 |
| Total Assets | | | 45,128,699 |
| Financial Liabilities | | | |
| Creditors | | | |
| - Other creditors | - | 154,701 | 154,701 |
| Total Financial Liabilities | - | 154,701 | 154,701 |
| Non-financial liabilities | | | 31 |
| Total Liabilities | | | 154,732 |

Oplo Holdings Ltd

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

14. Risk Management

14.1 Credit Risk

Credit risk is the risk of financial losses to the Company resulting from borrowers or counterparty's failure to repay a debt or meet their contractual obligations. The Company is mainly exposed to credit risk through amounts owed by other entities in the Group. Impairment assessments are performed annually on these balances to ensure the carrying value of these assets represent the recoverable amount.

14.2 Liquidity Risk

Liquidity risk is the risk that the Company is unable to meet its obligations as they are expected to fall due. Liquidity risk is managed by the Group's Treasury function with executive oversight provided by the Asset & Liability Committee ("ALCo"). Intercompany funding facilities are in place to manage liquidity requirements across the Group.

14.3 Market Risk

Market risk is defined as the risk that the value of the Company's assets, liabilities, income or costs may fluctuate due to the result of changes to external market prices. The Company was not exposed to market risk in the current or previous period.

15. Related Party and Controlling Party

On 24 January 2022, the Company's ultimate parent and controlling entity became Tandem Money Limited, a company registered in England and Wales (registered number 08628614), and registered office: Viscount Court, Sir Frank Whittle Way, Blackpool, England, FY4 2FB. Consolidated Financial Statements are prepared for the year ended 31 December 2022 for Tandem Money Limited.

A majority shareholding in TML is owned by PSC Nominee 4 Limited, a company incorporated in Guernsey and an investment vehicle of Pollen Street Capital Limited.

Transactions with related parties

The Company has taken advantage of the exemptions set out in FRS 102 Section 33.1A to not disclose transactions with its parent or with members of the same group that are wholly owned. The Company had no related party transactions other than those with its parent and members of the same group that are wholly owned.

16. Events Subsequent to the Reporting Date

On 27 March 2023, the Company's wholly owned subsidiary Oplo Group Ltd declared a dividend of £4,000,000. The dividend was subsequently received on 6 April 2023.

On 27 March 2023, the Company declared a dividend of £4,000,000 to its sole shareholder (TML). The dividend was subsequently paid on 6 April 2023.