

Company Registration No. 10878796 (England and Wales)

AMPLIFI HOLDING LTD
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021
PAGES FOR FILING WITH REGISTRAR



AMPLIFI HOLDING LTD

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AMPLIFI HOLDING LTD

GROUP BALANCE SHEET

AS AT 31 MARCH 2021

	Notes	2021 £	£	2020 £	£
Fixed assets					
Intangible assets	4		327,027		257,703
Tangible assets	5		-		199
Investments	6		7,622,700		15,000
			<u>7,949,727</u>		<u>272,902</u>
Current assets					
Debtors	8	760,991		989,364	
Cash at bank and in hand		275,592		231,510	
		<u>1,036,583</u>		<u>1,220,874</u>	
Creditors: amounts falling due within one year	9	<u>(1,430,929)</u>		<u>(1,465,478)</u>	
Net current liabilities			<u>(394,346)</u>		<u>(244,604)</u>
Total assets less current liabilities			<u>7,555,381</u>		<u>28,298</u>
Creditors: amounts falling due after more than one year	10		<u>(7,421,127)</u>		<u>-</u>
Net assets			<u>134,254</u>		<u>28,298</u>
Capital and reserves					
Called up share capital			127		114
Share premium account			7,972		987
Profit and loss reserves			<u>126,155</u>		<u>27,197</u>
Total equity			<u>134,254</u>		<u>28,298</u>

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

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

05 Aug 2021

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

Tobias Gruber

T Gruber

Director

AMPLIFI HOLDING LTD

COMPANY BALANCE SHEET

AS AT 31 MARCH 2021

	Notes	2021 £	£	2020 £	£
Fixed assets					
Investments	6		1,125,988		96,988
Current assets					
Debtors	8	95,604		38,161	
Cash at bank and in hand		33,528		9,088	
		<u>129,132</u>		<u>47,249</u>	
Creditors: amounts falling due within one year	9	<u>(305,553)</u>		<u>(153,669)</u>	
Net current liabilities			(176,421)		(106,420)
Total assets less current liabilities			<u>949,567</u>		<u>(9,432)</u>
Creditors: amounts falling due after more than one year	10		(935,000)		-
Net assets/(liabilities)			<u>14,567</u>		<u>(9,432)</u>
Capital and reserves					
Called up share capital			127		114
Share premium account			7,972		987
Profit and loss reserves			6,468		(10,533)
Total equity			<u>14,567</u>		<u>(9,432)</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £17,001 (2020 - £4,875 profit).

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

The financial statements were approved by the board of directors and authorised for issue on 05 Aug 2021 and are signed on its behalf by:

Tobias Gruber

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T Gruber

Director

Company Registration No. 10878796

AMPLIFI HOLDING LTD

GROUP STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2021

	Share capital	Share premium account	Profit and loss reserves	Total
Notes	£	£	£	£
Balance at 1 April 2019	100	-	(13,835)	(13,735)
Year ended 31 March 2020:				
Profit and total comprehensive income for the year	-	-	41,032	41,032
Issue of share capital	14	987	-	1,001
Balance at 31 March 2020	114	987	27,197	28,298
Year ended 31 March 2021:				
Profit and total comprehensive income for the year	-	-	98,958	98,958
Issue of share capital	13	6,985	-	6,998
Balance at 31 March 2021	127	7,972	126,155	134,254

AMPLIFI HOLDING LTD

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2021

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Balance at 1 April 2019		100	-	(15,408)	(15,308)
Year ended 31 March 2020:					
Profit and total comprehensive income for the year		-	-	4,875	4,875
Issue of share capital		14	987	-	1,001
Balance at 31 March 2020		114	987	(10,533)	(9,432)
Year ended 31 March 2021:					
Profit and total comprehensive income for the year		-	-	17,001	17,001
Issue of share capital		13	6,985	-	6,998
Balance at 31 March 2021		127	7,972	6,468	14,567

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

Company information

Amplifi Holding Ltd ("the company") is a private limited company domiciled and incorporated in England and Wales. The registered office is 30 Churchill Place, London, E14 5RE.

The group consists of Amplifi Holding Ltd and its subsidiary.

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 other than where additional disclosure is required to show a true and fair view.

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 £.

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

1.2 Business combinations

In the parent company financial statements, the cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill. The cost of the combination includes the estimated amount of contingent consideration that is probable and can be measured reliably, and is adjusted for changes in contingent consideration after the acquisition date. Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date. Investments in subsidiaries, joint ventures and associates are accounted for at cost less impairment.

1.3 Basis of consolidation

The consolidated group financial statements consist of the financial statements of the parent company Amplifi Holding Ltd together with its subsidiary (ie an entity that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits).

All financial statements are made up to 31 March 2021. Where necessary, adjustments are made to the financial statements of its subsidiary to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Subsidiaries are consolidated in the group's financial statements from the date that control commences until the date that control ceases.

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

1	Accounting policies	(Continued)
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1.4	Going concern
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<u>Group</u>

The directors have considered the ongoing effect of the Covid-19 outbreak. Whilst the outbreak caused initial disruption to the group, there has been no long term impact. Lending criteria in the industry had been tightened due to the impact of Covid-19 on the economic welfare of the population. As such, lending volumes, and associated income did reduce as the group has decreased its risk.

Despite the ongoing economic uncertainty, the directors have taken steps to mitigate risks faced through the use of the Coronavirus Job Retention Scheme and have obtained a Bounce Back Loan. Furthermore, the group is able to draw down on a loan facility provided by a shareholder of the parent company which the directors believe enables the group to continue trading profitably in the future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

<u>Company</u>

The directors have considered the continued effect of the Covid-19 outbreak. The directors consider that the outbreak has not caused significant disruption to the company's business as it is a holding company. In addition, the company have obtained support from its largest creditor, a company under common control, for at least 12 months from the date of approval of the accounts. Accordingly, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5	Turnover
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Turnover is recognised at the fair value of the consideration received or receivable for services provided in the normal course of business.

Turnover is income in respect to sourced loans, paid to the group as a percentage of the originated loan as an introduction fee. Turnover is recognised according to the period in which the loan was made.

Interest and fee income on trade receivables is calculated on a straight-line method and this is not materially different from the effective interest method. Default fees and any interest are charged to customers when they fail to make a repayment within the agreed terms and such fees and interest are recognised as revenue when these amounts are expected to be recovered.

1.6	Intangible fixed assets - goodwill
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Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is five years.

1.7	Intangible fixed assets other than goodwill
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Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

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:

Software	20% straight line
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1.8	Tangible fixed assets
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Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

(Continued)

Depreciation 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:

Fixture, fittings and equipment	20% straight line
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the profit and loss account.

1.9 Fixed asset investments

In the parent company financial statements, investments in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

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

Investments in deferred shares are initially measured at cost and are assessed for impairment at each reporting date, and any impairment losses or reversals of impairment losses are recognised immediately in the profit and loss account.

1.10 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.11 Cash and cash equivalents

Cash and cash equivalents include cash in hand and current balances with banks and similar institutions.

1.12 Financial instruments

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

The group classifies its financial assets into the following categories: cash and cash equivalents and trade and other receivables. The classification is determined by management upon recognition, and is based on the purpose for which the financial assets were acquired.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

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

Basic financial assets

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

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

(Continued)

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including trade and other payables, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

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

1.13 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

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 group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.15 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

1 Accounting policies

(Continued)

1.16 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

1.17 Government grants

Government grants, which include amounts received under the Coronavirus Job Retention Scheme, are recognised at the fair value of the grant received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

Furthermore, amounts received from the Bounce Back Loan Scheme that cover interest and fees payable to the lender, are recognised at the fair value of the grant received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received. The income is recognised in other income on a systematic basis over the periods in which the associated costs are incurred, using the accrual model.

2 Judgements and key sources of estimation uncertainty

In the application of the group'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.

In the opinion of the directors, there are no judgements or key sources of estimation uncertainty which require disclosure.

3 Employees

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

	Group 2021 Number	2020 Number	Company 2021 Number	2020 Number
Total	23	13	-	-

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

4 Intangible fixed assets

Group	Goodwill £	Software development £	Total £
Cost			
At 1 April 2020	117,523	169,329	286,852
Additions	-	135,433	135,433
Consideration adjustment	(6,000)	-	(6,000)
At 31 March 2021	111,523	304,762	416,285
Amortisation and impairment			
At 1 April 2020	23,505	5,644	29,149
Amortisation charged for the year	17,604	42,505	60,109
At 31 March 2021	41,109	48,149	89,258
Carrying amount			
At 31 March 2021	70,414	256,613	327,027
At 31 March 2020	94,018	163,685	257,703

The company had no intangible fixed assets at 31 March 2021 or 31 March 2020.

5 Tangible fixed assets

Group	Fixtures, fittings and equipment £
Cost	
At 1 April 2020 and 31 March 2021	5,341
Depreciation and impairment	
At 1 April 2020	5,142
Depreciation charged in the year	199
At 31 March 2021	5,341
Carrying amount	
At 31 March 2021	-
At 31 March 2020	199

The company had no tangible fixed assets at 31 March 2021 or 31 March 2020.

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

6 Fixed asset investments

	Notes	Group 2021 £	2020 £	Company 2021 £	2020 £
Investments in subsidiaries	7	-	-	75,988	81,988
Deferred shares		7,622,700	15,000	1,050,000	15,000
		<u>7,622,700</u>	<u>15,000</u>	<u>1,125,988</u>	<u>96,988</u>

Movements in fixed asset investments

Group	Deferred shares £
Cost or valuation	
At 1 April 2020	15,000
Additions	7,607,700
At 31 March 2021	<u>7,622,700</u>
Carrying amount	
At 31 March 2021	<u>7,622,700</u>
At 31 March 2020	<u>15,000</u>

The group holds £7,622,700 of deferred shares at the year-end date with coupon rate ranging from 13.5% - 17%.

Movements in fixed asset investments

Company	Shares in group undertakings £	Deferred shares £	Total £
Cost or valuation			
At 1 April 2020	81,988	15,000	96,988
Additions	-	6,532,700	6,532,700
Consideration adjustment	(6,000)	-	(6,000)
Disposals	-	(5,497,700)	(5,497,700)
At 31 March 2021	<u>75,988</u>	<u>1,050,000</u>	<u>1,125,988</u>
Carrying amount			
At 31 March 2021	<u>75,988</u>	<u>1,050,000</u>	<u>1,125,988</u>
At 31 March 2020	<u>81,988</u>	<u>15,000</u>	<u>96,988</u>

The company disposed of £5,497,700 deferred share investments to its subsidiary in the year.

At the year-end, the company held £500,000 of deferred shares with a coupon rate of 15% and £550,000 of deferred shares with a coupon rate of 13.5%.

The company holds £1,400,000 of 13.5% sub-debt linked bonds due 2030/2035 as agents on behalf of two individuals.

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2021

7 Subsidiaries

Details of the company's subsidiaries at 31 March 2021 are as follows:

Name of undertaking	Address	Class of shares held	% Held Direct
Amplifi Capital (U.K.) Limited	1	Ordinary	100.00

Registered office addresses (all UK unless otherwise indicated):

1 30 Churchill Place, London, England E14 5RE

8 Debtors

	Group 2021 £	2020 £	Company 2021 £	2020 £
Amounts falling due within one year:				
Trade debtors	38,397	379,455	-	-
Amounts owed by group undertakings	-	-	23,963	38,161
Other debtors	23	293,481	23	-
Prepayments and accrued income	722,571	316,428	71,618	-
	<u>760,991</u>	<u>989,364</u>	<u>95,604</u>	<u>38,161</u>

9 Creditors: amounts falling due within one year

	Group 2021 £	2020 £	Company 2021 £	2020 £
Bank loans	11 8,873	-	-	-
Other borrowings	11 115,000	-	115,000	-
Trade creditors	224,500	604,453	-	-
Other taxation and social security	95,422	28,300	-	-
Other creditors	143,240	483,547	136,856	150,669
Accruals and deferred income	843,894	349,178	53,697	3,000
	<u>1,430,929</u>	<u>1,465,478</u>	<u>305,553</u>	<u>153,669</u>

Included in other creditors is an amount of £136,856 (2020: £144,586) owed to a company under common control.

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

10 Creditors: amounts falling due after more than one year

Notes	Group 2021 £	2020 £	Company 2021 £	2020 £
Bank loans and overdrafts	41,127	-	-	-
Other creditors	7,380,000	-	935,000	-
	<u>7,421,127</u>	<u>-</u>	<u>935,000</u>	<u>-</u>

Amounts included above which fall due after five years are as follows:

Payable by instalments	6,446,775	-	-	-
Payable other than by instalments	435,000	-	435,000	-
	<u>6,881,775</u>	<u>-</u>	<u>435,000</u>	<u>-</u>

11 Loans and overdrafts

	Group 2021 £	2020 £	Company 2021 £	2020 £
Bank loans	50,000	-	-	-
Other payables	6,445,000	-	-	-
Other loans	1,050,000	-	1,050,000	-
	<u>7,545,000</u>	<u>-</u>	<u>1,050,000</u>	<u>-</u>
Payable within one year	123,873	-	115,000	-
Payable after one year	7,421,127	-	935,000	-

There is a fixed and floating charge over the assets of the group in favour of a shareholder of the parent company.

Other payables relates to a £20.3m facility of which £6,445,000 had been drawn down as at the year-end. The facility is available to invest in deferred shares in a credit union.

12 Related party transactions

Transactions with related parties

At the year-end date, the subsidiary owed £75,000 (2020: £nil) to a shareholder and spouse of one of the directors. During the year, consultancy services of £81,000 were provided to the subsidiary.

13 Events after the reporting date

Following the year-end, £3,805,000 was drawn down from the loan facility and used to acquire deferred shares.

AMPLIFI HOLDING LTD

NOTES TO THE GROUP FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2021

14 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 Mandy Janes.

The auditor was HW Fisher LLP.