

## **FF Management Limited**

Unaudited Financial Statements

Year Ended

31 December 2022

Company Number 13243738



# FF Management Limited

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## Company Information

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<b>Directors</b>	B S Hoberman H L Fox
<b>Registered number</b>	13243738
<b>Registered office</b>	Founders Factory (Level 7) Arundel Street Building, 180 Strand 2 Arundel Street London WC2R 3DA
<b>Accountants</b>	BDO LLP Two Snowhill Birmingham B4 6GA

## FF Management Limited

### Chartered Accountants' Report to the Board of Directors on the Unaudited Financial Statements of FF Management Limited For the Year Ended 31 December 2022

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In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of FF Management Limited for the year ended 31 December 2022 which comprise the Statement of Financial Position, the Statement of Changes in Equity and the related notes from the Company's accounting records and from information and explanations you have given us.

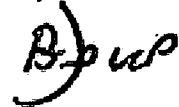
As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <https://www.icaew.com/regulation/a-z>.

It is your duty to ensure that FF Management Limited has kept adequate accounting records and to prepare statutory accounts that give a true and fair view of the assets, liabilities, financial position and profit of FF Management Limited. You consider that FF Management Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of FF Management Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory accounts.

#### Use of our report

This report is made solely to the Board of Directors of FF Management Limited, as a body, in accordance with the terms of our engagement letter dated 1 December 2021. Our work has been undertaken solely to prepare for your approval the accounts of FF Management Limited and state those matters that we have agreed to state to the Board of Directors of FF Management Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than FF Management Limited and its Board of Directors as a body for our work or for this report.



**BDO LLP**  
Birmingham  
United Kingdom

Date: 12 April 2023

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

**FF Management Limited**

Registered number:13243738

**Statement of Financial Position  
As at 31 December 2022**

	Note	2022 £	2022 £	2021 £	2021 £
<b>Fixed assets</b>					
Tangible assets	4		23,487		25,037
Investments	5		5,602,206		2,160,634
			<u>5,625,693</u>		<u>2,185,671</u>
<b>Current assets</b>					
Debtors: amounts falling due within one year	6	1,233,029		1,231,250	
Cash at bank and in hand		29,235		964,807	
		<u>1,262,264</u>		<u>2,196,057</u>	
Creditors: amounts falling due within one year	7	(3,503,283)		(3,246,980)	
<b>Net current liabilities</b>			<u>(2,241,019)</u>		<u>(1,050,923)</u>
<b>Net assets</b>			<u><u>3,384,674</u></u>		<u><u>1,134,748</u></u>
<b>Capital and reserves</b>					
Called up share capital	9		3		2
Fair value reserve	10		5,602,201		2,160,634
Profit and loss account	10		(2,217,530)		(1,025,888)
			<u><u>3,384,674</u></u>		<u><u>1,134,748</u></u>

**FF Management Limited**  
**Registered number:13243738**

**Statement of Financial Position (continued)**  
**As at 31 December 2022**

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The Directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

The Company has opted not to file the Statement of Comprehensive Income in accordance with provisions applicable to companies subject to the small companies' regime.

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

DocuSigned by:



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**HL Fox**  
Director

Date: 11 April 2023 | 03:20 PDT

## FF Management Limited

### Statement of Changes in Equity For the Year Ended 31 December 2022

	Called up share capital	Fair value reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2022	2	2,160,634	(1,025,888)	1,134,748
<b>Comprehensive income for the year</b>				
Profit for the year	-	-	2,249,925	2,249,925
<b>Total comprehensive income for the year</b>	-	-	2,249,925	2,249,925
<b>Contributions by and distributions to owners</b>				
Shares issued during the year	1	-	-	1
Increase in fair value of investments	-	3,441,567	(3,441,567)	-
<b>Total transactions with owners</b>	1	3,441,567	(3,441,567)	1
<b>At 31 December 2022</b>	<b>3</b>	<b>5,602,201</b>	<b>(2,217,530)</b>	<b>3,384,674</b>

### Statement of Changes in Equity For the Period Ended 31 December 2021

	Called up share capital	Fair value reserve	Profit and loss account	Total equity
	£	£	£	£
<b>Comprehensive income for the period</b>				
Profit for the period	-	-	1,134,746	1,134,746
<b>Total comprehensive income for the period</b>	-	-	1,134,746	1,134,746
<b>Contributions by and distributions to owners</b>				
Shares issued during the period	2	-	-	2
Increase in fair value of investments	-	2,160,634	(2,160,634)	-
<b>Total transactions with owners</b>	2	2,160,634	(2,160,634)	2
<b>At 31 December 2021</b>	<b>2</b>	<b>2,160,634</b>	<b>(1,025,888)</b>	<b>1,134,748</b>

The notes on pages 5 to 13 form part of these financial statements.

# **FF Management Limited**

## **Notes to the Financial Statements For the Year Ended 31 December 2022**

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### **1. General information**

FF Management Limited, registered number: 13243738, presents its financial statements for the year ended 31 December 2022.

FF Management Limited is a limited liability company, registered in England and Wales and was incorporated under the Companies Act. The registered office of the Company is Founders Factory (Level 7) Arundel Street Building, 180 Strand, 2 Arundel Street, London, United Kingdom, WC2R 3DA.

The principal activity of the Company during the year was that of management and consultancy.

A summary of the Company's accounting policies, which have been consistently applied, are set out below:

### **2. Accounting policies**

#### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The financial statements are rounded to the nearest £.

#### **2.2 Going concern**

The financial statements have been prepared on a going concern basis. The Directors consider the going concern basis to be appropriate because the Company have prepared cashflow forecasts for 12 months based on current trading conditions which show that the Company will continue to be cash positive throughout the period. Additionally, in the event that further funding is required, the current investors have indicated their willingness and ability to introduce further cash into the business.

#### **2.3 Revenue**

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. Turnover is measured at the transaction price, net of discounts and value added taxes. Turnover includes revenue earned from the rendering of services; this is recognised straight line over the period the services are delivered as there are an indeterminate number of acts provided under the contract period.

## **FF Management Limited**

### **Notes to the Financial Statements For the Year Ended 31 December 2022**

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#### **2. Accounting policies (continued)**

##### **2.4 Foreign currency translation**

###### **Functional and presentation currency**

The Company's functional and presentational currency is GBP.

###### **Transactions and balances**

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

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

##### **2.5 Finance costs**

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

##### **2.6 Pensions**

###### **Defined contribution pension plan**

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

##### **2.7 Taxation**

Tax is recognised in profit or loss 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.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.



# FF Management Limited

## Notes to the Financial Statements For the Year Ended 31 December 2022

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### 2. Accounting policies (continued)

#### 2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment	-	33%
Bicycles	-	20%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

#### 2.9 Investments in associates

Investments in associates are stated at fair value.

The valuation of each associate is reviewed quarterly and at year end. Associates are tested for impairment or revaluation whenever events or changes in circumstances indicate that their carrying amount should either be impaired or revalued. Any revaluation in the fair value will be recognised through the Statement of Comprehensive Income within other operating income. Our valuation metrics for investments are outlined below:

For investments in associates that have stopped trading or have a low probability of success: nil

For investments in associates where third-party fundraising has been raised within the past 18 months then the valuation on the investment is based on a mark-to-market as per the valuation used in the latest equity investment round.

#### 2.10 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### 2.11 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

## **FF Management Limited**

### **Notes to the Financial Statements For the Year Ended 31 December 2022**

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#### **2. Accounting policies (continued)**

##### **2.12 Creditors**

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

##### **2.13 Financial instruments**

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

# FF Management Limited

## Notes to the Financial Statements For the Year Ended 31 December 2022

### 3. Employees

The average monthly number of employees, including directors, during the year was 55 (2021 - 47).

### 4. Tangible fixed assets

	Computer equipment £	Bicycles £	Total £
<b>Cost or valuation</b>			
At 1 January 2022	21,418	4,318	25,736
Additions	3,010	6,375	9,385
Disposals	(1,738)	(552)	(2,290)
At 31 December 2022	22,690	10,141	32,831
<b>Depreciation</b>			
At 1 January 2022	445	254	699
Charge for the year	7,740	1,232	8,972
Disposals	(290)	(37)	(327)
At 31 December 2022	7,895	1,449	9,344
<b>Net book value</b>			
At 31 December 2022	14,795	8,692	23,487
At 31 December 2021	20,973	4,064	25,037

### 5. Fixed asset investments

	Investments in associates £
<b>Cost or valuation</b>	
At 1 January 2022	2,160,634
Additions	5
Revaluations	3,441,567
At 31 December 2022	5,602,206

# FF Management Limited

## Notes to the Financial Statements For the Year Ended 31 December 2022

### 6. Debtors

	2022 £	2021 £
Trade debtors	44,599	102,277
Amounts owed by related parties	48,706	1,115,188
Other debtors	678	-
Called up share capital not paid	3	2
Prepayments and accrued income	133,725	13,783
Financial instruments	1,005,318	-
	<u>1,233,029</u>	<u>1,231,250</u>

Financial instruments relate to forward exchange contracts.

### 7. Creditors: Amounts falling due within one year

	2022 £	2021 £
Trade creditors	115,553	30,275
Amounts owed to related parties	846,048	43,994
Other taxation and social security	333,531	589,349
Other creditors	29,176	34,536
Accruals and deferred income	1,133,285	2,548,826
Financial instruments	1,045,690	-
	<u>3,503,283</u>	<u>3,246,980</u>

Financial instruments relate to forward exchange contracts.

# FF Management Limited

## Notes to the Financial Statements For the Year Ended 31 December 2022

### 8. Financial instruments

	2022 £	2021 £
<b>Financial assets</b>		
Derivative financial instruments measured at fair value through profit or loss	<u>1,005,318</u>	<u>-</u>
<b>Financial liabilities</b>		
Derivative financial instruments measured at fair value through profit or loss	<u>(1,045,690)</u>	<u>-</u>

Derivative financial instruments measured at fair value through profit or loss consist of forward exchange contracts. The Company has committed to transfer cash with a fair value of £1,045,690 on foreign exchange forward contracts after the year end.

### 9. Share capital

	2022 £	2021 £
<b>Allotted, called up and partly paid</b>		
26,166 (2021 - 23,300) Ordinary shares of £0.0001 each	3	2
1 (2021 - 1) Special share of £0.0001	-	-
	<u>3</u>	<u>2</u>

On 9 September 2022, 891 Ordinary shares of £0.0001 nominal value each were issued, with a total nominal value of £0.0891. No consideration for these shares have been received by the Company as at the Statement of Financial Position date.

On 17 November 2022, 1,000 Ordinary shares of £0.0001 nominal value each were issued, with a total nominal value of £0.10. No consideration for these shares have been received by the Company as at the Statement of Financial Position date.

On 21 November 2022, 975 Ordinary shares of £0.0001 nominal value each were issued, with a total nominal value of £0.0975. No consideration for these shares have been received by the Company as at the Statement of Financial Position date.

Ordinary shares are standard ordinary shares with full voting rights.

Special shares entitle the shareholder to anti-dilution rights and the right to 75% of votes in the event of acquisition of Founders Factory Limited.

# FF Management Limited

## Notes to the Financial Statements For the Year Ended 31 December 2022

### 10. Reserves

#### Fair value reserve

Represents the cumulative unrealised valuation movement on other financial instruments held under the fair value model, which is transferred from retained earnings.

#### Profit and loss account

Includes all current retained profits and losses excluding cumulative unrealised valuation movements on other financial instruments held under the fair value model, which is transferred to the fair value reserve.

### 11. Pension commitments

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £127,973 (2021 - £72,326). Contributions totalling £25,788 (2021 - £31,148) were payable to the fund at the reporting date and are included in creditors.

### 12. Commitments under operating leases

At 31 December 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2022 £	2021 £
Not later than 1 year	345,750	-
Later than 1 year and not later than 5 years	1,107,375	-
	<u>1,453,125</u>	<u>-</u>

### 13. Related party transactions

During the year, the Company charged £1,334,998 (2021 - £717,498) in service fees to FF AV JV Limited. Included within creditors at the year end is an amount owed to FF AV JV Limited of £120,000 (2021 - £143,500 owed by FF AV JV Limited).

During the year, the Company charged £835,583 (2021 - £295,000) in service fees to FFN JV Limited. Included within creditors at the year end is an amount owed to FFN JV Limited of £60,000 (2021 - £470,000 owed by FFN JV Limited).

During the year, the Company charged £3,626,008 (2021 - £3,125,331) in service fees to Founders Factory Limited. Included within creditors at the year end is an amount owed to Founders Factory Limited of £151,775 (2021 - £477,601 owed by Founders Factory Limited). During the year the Company received a loan of £500,000 from Founders Factory Limited, interest of £2,860 has been charged on this balance. The total amount outstanding at the year end is £502,860, this amounts is included within creditors.

## **FF Management Limited**

### **Notes to the Financial Statements For the Year Ended 31 December 2022**

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#### **13. Related party transactions (continued)**

During the year, the Company charged £148,313 (2021 - £Nil) in service fees from FF P JV Limited. Included within creditors at the year end is an amount owed to FF P JV Limited of £2 (2021 - £Nil).

During the year, the Company charged £105,420 (2021 - £Nil) in service fees from Planet Sub Ocean (GP) Limited. Included within debtors at the year end is an amount owed by Planet Sub Ocean Limited of £Nil (2021 - £Nil).

#### **14. Controlling party**

In the opinion of the Directors, the Company has no controlling party.