

Company Registration No. 10346576 (Registered in England)

**FANDANGO HOLDINGS PLC**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR TO 31 AUGUST 2020**

## **FANDANGO HOLDINGS PLC COMPANY INFORMATION**

<b>Directors</b>	Tim Cottier Charles Tatnall
<b>Company number</b>	10346576
<b>Company Secretary</b>	Cargill Management Services Limited 27-28 Eastcastle Street, London W1W 8DH
<b>Registered Office</b>	27-28 Eastcastle Street, London W1W 8DH
<b>Auditors</b>	Jeffreys Henry LLP Finsgate 5-7 Cranwood Street London EC1V 9EE
<b>Registrar</b>	Share Registrars Ltd The Courtyard, 17 West Street Farnham Surrey GU9 7DR
<b>Legal Adviser to the Company</b>	Gunnercooke LLP 1 Cornhill London EC3V 3ND

# **FANDANGO HOLDINGS PLC**

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**FANDANGO HOLDINGS PLC  
STRATEGIC REPORT  
FOR THE YEAR ENDED 31 AUGUST 2020**

**Principal activity and fair review of the business**

Fandango Holdings is an investment company focused on identifying and acquiring attractive assets, through which it can leverage the Board's extensive experience and track record of growing companies to build value and create significant uplift to its shareholders.

For the year to 31 August 2020, the Company's results include the running costs of the Company and listing fees on the London Stock Exchange standard segment. The Company's shares remain suspended.

Since February 2018 Fandango has made loans to Stranger Holdings PLC which were advanced during the previous accounting period and which attract interest at 10% per month (to 25 May 2018: 5% per month). The loans are repayable upon demand. The total amount of the loan outstanding at the year-end was £512,000 being the principal amount owed of £160,000 and interest of £352,000. The current balance outstanding, at the date of this report, excluding interest is £178,850. It was agreed that no further interest would accrue on these loans after 31 August 2020.

The company has also made loans available to Papillon Holdings PLC where a total of £100,365 was advanced in the year and attracted interest at 5% per month, repayable upon demand. The total loan balance at the year end was £119,808 being the principal amount owed of £100,365 and £19,443 in interest. The amount outstanding at the date of this report excluding interest is £112,365. It was agreed that no further interest would accrue on these loans after 31 August 2020.

**The future**

On 19 July 2020, the Company entered into a non-binding Heads of Terms with a group of companies (the "target") involved in construction, civil engineering, concrete and aggregates. The target's corporate finance advisors have continued to support the Company whilst the target's business has undergone structural and organisational changes during the period since the Heads of Terms were signed. The Acquisition, if it proceeds, will constitute a Reverse Takeover under the Listing Rules since, inter alia, in substance it will result in a fundamental change in the business of the issuer. The Acquisition is subject, inter alia, to the completion of due diligence, documentation and compliance with all regulatory requirements, including the Listing and Prospectus Rules and, as required, the Takeover Code.

As the Acquisition will constitute a Reverse Takeover under the Listing Rules, the Company's shares remain suspended pending the publication of a prospectus and the application for the enlarged Company to have its Ordinary Shares admitted to the Official List and to trading on the main market for listed securities of the London Stock Exchange.

The Company is working on the preparation of a prospectus in relation to the Acquisition and will, in due course, be making application for the enlarged Company to have its Ordinary Shares admitted to the Official List and to trading on the main market for listed securities of the London Stock Exchange.

**Key performance indicators**

There are no key performance indicators for this period as the Company has not completed its investment activity.

The Company operates in an uncertain environment and is subject to a number of risk factors. The Directors have carried out a robust assessment of the risks and consider the following risk factors are of particular relevance to the Company's activities, although it should be noted that this list is not exhaustive and that other risk factors not presently known or currently deemed immaterial may apply.

## **Principal risks and uncertainties**

### **i. Business strategy**

The Company is a relatively new entity with no operating history and has not yet completed the acquisition of a suitable investment.

The Company may be unable to complete a suitable acquisition in a timely manner

### **ii. Liquidity Risk**

The Directors have reviewed the working capital requirements and believe that there is sufficient working capital to fund the business.

See stranger

## **Environmental Responsibility**

The Company and its management believe that any matters related to environmental responsibility are not currently applicable as there are no trading activities. Nevertheless, the Company and its management acknowledge the importance of environmental responsibility and minimum compliance with local regulatory environmental requirements in the event where future trading and operational activities occur.

## **Social, community and human rights responsibility**

The Company and its management recognise and acknowledge the responsibility under English law to promote success of the Company for the benefits of its stakeholders. The Company and its management also acknowledge and recognise the responsibility towards partners, suppliers, contractors, investors, lenders and local community in which future operational activities will take place. The Company has two employees, being the directors. At the end of the financial year there were two directors, both male.

## **Anti-corruption and anti-bribery policy**

The Company is aware of the UK Bribery Act 2010 and any related guidelines and regulations. The Company and its management have conducted a review into its operational procedures to consider the impact of the Bribery Act 2010 and the Board has adopted anti-corruption and anti-bribery policy.

## **Going Concern**

As stated in note 2 to the financial statements, the Directors and James Longley, a shareholder, have offered letters of support confirming that they will provide such additional working capital as necessary to enable the Company to meet all of its debts as and when they fall due for a period of at least twelve months from the date of approval of the financial statements. On this basis the Directors are satisfied that the Company has sufficient resources to continue in operation for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

## Section 172 Statement

The Directors acknowledge their duty under s.172 of the Companies Act 2006 and consider that they have, both individually and together, acted in the way that, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole. In doing so, they have had regard (amongst other matters) to:

- the likely consequences of any decision in the long term: The Company's long-term strategic objectives, including progress made during the year and principal risks to these objectives, are shown on above.
- the interests of the Company's employees: Our employees are fundamental to us achieving our long-term strategic objectives.
- the need to foster the Company's business relationships with suppliers, customer and others A consideration of our relationship with wider stakeholders and their impact on our long-term strategic objectives is also disclosed above.
- the impact of the Company's operations on the community and the environment The Group operates honestly and transparently. We consider the impact on the environment on our day-to-day operations and how we can minimise this.
- the desirability of the Company maintaining a reputation for high standards of business conduct Our intention is to behave in a responsible manner, operating within the high standard of business conduct and good corporate governance.
- the need to act fairly as between members of the Company: Our intention is to behave responsibly towards our shareholders and treat them fairly and equally, so that they too may benefit from the successful delivery of our strategic objectives.

The Strategic Report forms part of the Company's annual accounts and reports. The full set of accounts can be found at the registered office as stated in the Company information or in the London Stock Exchange website.

The Auditor's Report on the annual accounts was unqualified and states that the Strategic Report and Director's Report are consistent with the financial statements. This report can be found in pages 15-19.

On behalf of the board,

Tim Cottier  
Director  
29 January 2021

# FANDANGO HOLDINGS PLC

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 AUGUST 2020

The directors present their report and the audited financial statements for the year to 31 August 2020.

#### Results and dividends

The trading results for the period and the Company's financial position at the end of the period are shown in the attached financial statements.

The directors have not recommended a dividend.

#### Strategic Report

In accordance with section 414C (11) of the Companies Act 2006 the Company chooses to report the review of the business, the future outlook and the risks and uncertainties faced by the Company in the Strategic Report.

#### Directors

The following directors have held office during the period:

Charles Tatnall  
Tim Cottier

#### Share capital

Fandango Holdings Plc is incorporated as a public limited company and is registered in England and Wales with the registered number 10346576. Details of the Company's issued share capital, together with details of movements during the year, are shown in Note 13. The Company has one class of Ordinary shares and all shares have equal voting rights and rank pari passu for the distribution of dividends and repayment of capital.

#### Directors' interests

At the date of this report the directors held the following beneficial interest in the ordinary share capital of the Company:

Director	Shareholding	Percentage of the Company's Ordinary Share Capital
Charles Tatnall	30,001,000	22.39%
Tim Cottier	27,501,000	20.52%

22,500,000 of Tim Cottier's holding is held by Bolly Investments Limited, a company incorporated in England and Wales (Company Number 10473027), in which he owns 100% of the issued share capital. The balance is held through Hargreaves Lansdown (Nominees) Limited.

Both Charles Tatnall and Tim Cottier held 12,500,000 warrants each in the Company.

There have been no changes in the directors' interests in the Company during the year, or to the date of this report.

#### Substantial Interests

The Company has been informed of the following shareholdings that represent 3% or more of the issued Ordinary Shares of the Company as at 4 January 2021:

Shareholder	Shareholding	Percentage of total
JIM Nominees Limited	38,000,000	28.36%
Charles Tatnall	30,001,000	22.39%
Tim Cottier (held through Bolly Investments Limited and Hargreaves (Nominees) Lansdown) Limited	27,501,000	20.52%
Peel Hunt Holdings Limited	7,487,605	5.59%
Hargreaves Lansdown (Nominees) Limited	5,786,148	4.32%
Tracey Edwards	5,000,000	3.73%
Redmayne (Nominees) Limited	5,000,000	3.73%

# **FANDANGO HOLDINGS PLC**

## **DIRECTORS' REPORT (CONTINUED)**

### **FOR THE YEAR ENDED 31 AUGUST 2020**

#### **Supplier Payment Policy**

It is the Company's payment policy to pay its suppliers in conformance with industry norms. Trade payables are paid in a timely manner within contractual terms, which is generally 30 to 45 days from the date an invoice is received.

#### **Carbon emissions**

The Company is currently non-trading with no operating premises or employees other than its Directors, and therefore has minimal carbon emissions. Total emissions are expected to be lower than 40,000 Kwh. Accordingly, it is not considered necessary to obtain emissions, energy consumption or energy efficiency data and produce an Energy and Carbon Report under SI 2018/1155.

#### **Financial risk and management of capital**

The major balances and financial risks to which the Company is exposed to and the controls in place to minimise those risks are disclosed in Note 4.

The Board considers and reviews these risks on a strategic and day-to-day basis in order to minimise any potential exposure.

#### **Financial instruments**

The Company has not entered into any financial instruments to hedge against interest rate or exchange rate risk.

#### **Requirements of the Listing Rules**

Listing Rule 9.8.4 requires the Company to include certain information in a single identifiable section of the Annual Report or a cross reference table indicating where the information is set out. The Directors confirm that there are no disclosures required in relation to Listing Rule 9.8.4

#### **Auditors**

Jeffreys Henry LLP were appointed auditors to the Company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

#### **Statement of directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted for use in the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRS as adopted by the European Union
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.



**FANDANGO HOLDINGS PLC  
DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 AUGUST 2020**

**Statement of disclosure to auditors**

Each person who is a Director at the date of approval of this Annual Report confirms that:

- So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- Each Director has taken all the steps that he ought to have taken as Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.
- Each Director is aware of and concurs with the information included in the Strategic Report.

**Annual General Meeting**

Notice of the forthcoming Annual General Meeting of the Company together with resolutions relating to the Company's ordinary business will be given the members separately.

**Events after the reporting period**

None.

On behalf of the board

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Director  
Tim Cottier

29 January 2021

# **FANDANGO HOLDINGS PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED 31 AUGUST 2020**

## **Introduction**

The information included in this report is not subject to audit other than where specifically indicated.

## **Remuneration Committee**

The remuneration committee consists of Timothy Cottier and Charles Tatnall. This committee's primary function is to review the performance of executive directors and senior employees and set their remuneration and other terms of employment.

The Company has only had two executive directors and no senior employees.

The remuneration committee determines the Company's policy for the remuneration of executive directors, having regard to the UK Corporate Governance Code and its provisions on directors' remuneration.

## **The remuneration policy**

Each of the Directors shall be paid a fee at such rate as may from time to time be determined by the Board, but the aggregate of all such fees so paid to the Directors shall not exceed £250,000 per annum or such higher amount as may from time to time be decided by ordinary resolution of the Company. Any Director who is appointed to any executive office shall be entitled to receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board or any committee authorised by the Board may decide, either in addition to or in lieu of his remuneration as a Director. In addition, any Director who performs services which in the opinion of the Board or any committee authorised by the Board go beyond the ordinary duties of a Director, may be paid such extra remuneration as the Board or any committee authorised by the Board may determine.

## **Recruitment Policy**

Base salary levels will take into account market data for the relevant role, internal relativities, their individual experience and their current base salary. Where an individual is recruited at below market norms, they may be re-aligned over time, subject to performance in the role. Benefits will generally be in accordance with the approved policy. For external and internal appointments, the Board may agree that the Company will meet certain relocation and/or incidental expenses as appropriate.

## **Service agreements and terms of appointment (audited)**

The directors have service contracts with the company. These contracts are not fixed term and may be terminated by either the Company or the Director by giving a 6 months' notice.

## **Directors' interests (audited)**

The directors' interests in the share capital of the company are set out in the Directors' report. There has been no change in the directors interest from the date of the accounts to the date of this report. The directors' interests in the share capital of the Company are set out in the Directors' report (audited).

**FANDANGO HOLDINGS PLC  
DIRECTORS' REMUNERATION REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 AUGUST 2020**

**Directors' emoluments**

Remuneration paid to the Directors' during the year ended 31 August 2020 was:

Director	Base salary	Fees (excluding VAT)	Pension contribution	Total
	£'000	£'000	£'000	£'000
Charles Tatnall	0	48	-	48
Tim Cottier	0	22	-	22
	0	70	-	70

Remuneration paid to the Directors' during the year ended 31 August 2019 was:

Director	Base salary	Fees (excluding VAT)	Pension contribution	Total
	£'000	£'000	£'000	£'000
Charles Tatnall	2	48	-	50
Tim Cottier	2	15	-	17
	4	63	-	67

No pension contributions were made by the company on behalf of its directors, and no excess retirement benefits have been paid out to current or past directors.

**Payment for loss of Office**

If a contract is to be terminated, the Company will determine such mitigation as it considers fair and reasonable in each case.

The Company reserves the right to make additional payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation); or by way of settlement or compromise of any claim arising in connection with the termination of an Executive Director's office or employment.

**Percentage change tables (audited)**

The Directors have considered the requirement for the percentage change tables comparing the Chief Executive Officer's percentage change of remuneration to that of the average employee to not provide any meaningful information to the shareholders. This is due to the company not having any employees in this or the prior period with the exception of the Directors. The Directors will review the inclusion of this table for future reports.

**Company performance graph (audited)**

The Directors have considered the requirement for a UK 10-year performance graph comparing the Company's Total Shareholder Return with that of a comparable indicator. The Directors do not currently consider that including the graph will be meaningful because the Company has only been listed since 2017, is not paying dividends, is currently incurring losses as it gains scale and whose focus is to seek an acquisition. In addition, and as mentioned above, the remuneration of Directors is not currently linked to performance and we therefore do not consider the inclusion of this graph to be useful to shareholders at the current time. The Directors will review the inclusion of this table for future reports.

**FANDANGO HOLDINGS PLC  
DIRECTORS' REMUNERATION REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 AUGUST 2020**

**Relative Importance of spend on pay (audited)**

The table below illustrates a comparison between total remuneration to distributions to shareholders and loss before tax for the financial period ended 31 August 2020 and 31 August 2019:

Year ended	Employee remuneration £	Distributions to shareholders £	Operational cash inflow /(outflow) £
31 August 2020	-	-	105,000
31 August 2019	-	-	(85,000)

Employee remuneration does not include fees payable to the Directors. Further details can be found above.

Operational cash outflow has been shown in the table above as cash flow monitoring and forecasting in an important consideration for the Board when determining cash-based remuneration for Directors and employees.

**Other matters**

There are no other reportable matters to disclose.

**Approval by shareholders**

At the next annual general meeting of the company a resolution approving this report is to be proposed as an ordinary resolution. The Board considers shareholder feedback received and guidance from shareholder bodies. This feedback, plus any additional feedback received from time to time, is considered as part of the Company's annual policy on remuneration.

This report was approved by the board on 29 January 2021

On Behalf of the Board  
Tim Cottier  
Committee Chairman

# FANDANGO HOLDINGS PLC CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31 AUGUST 2020

## Policy

The policy of the board is to manage the affairs of the Company with reference to the UK Corporate Governance Code, which is publicly available from the Financial Reporting Council.

## Application of principles of good governance by the board of directors

The board currently comprises the two directors: Charles Tatnall and Timothy Cottier.

There are regular board meetings each year and other meetings are held as required to direct the overall company strategy and operations with the aim of delivering long term shareholder value. The value to shareholders is to be derived from the completion of a reverse take over and subsequent profitability. Board meetings follow a formal agenda covering matters specifically reserved for decision by the board. These cover key areas of the company's affairs including overall strategy, acquisition policy, approval of budgets, major capital expenditure and significant transactions and financing issues. The Board is also responsible for the effectiveness of the Company's risk management and internal control systems. The Board believes these are working effectively, but recognises the ongoing need for identification, evaluation and management if significant risks.

The Board met 2 times during the year. Outside of the scheduled meetings, the directors maintain frequent contact with each other to discuss any issues of concern they may have relating to the Company or their areas of responsibility, and to keep them fully briefed on the Company's operations. Where Directors have concerns which cannot be resolved about the running of the company, or a proposed action, they will ensure that their concerns are recorded in the Board minutes.

### Board Meetings Attended (2 held in year)

Charles Tatnall	2
Tim Cottier	2

The Board is pleased with the high level of attendance and participation of Directors at Board and committee meetings.

The board has delegated certain responsibilities, within defined terms of reference, to the audit committee and the remuneration committee as described below. The Company does not have a Nomination Committee at present. The appointment of new directors is made by the board as a whole. This is considered reasonable for a Company of this size. The requirement for a Nomination Committee will be considered on an ongoing basis.

The board undertakes a formal annual evaluation of its own performance and that of its committees and individual directors, through discussions and one-to-one reviews with the Chairman and the senior director.

The Board does not comply with the provision of the UK Corporate Governance Code that at least half of the Board, excluding the Chairman, should comprise non-executive directors determined by the Board to be sufficiently independent. Similarly, the Code states that the Audit and Remuneration Committees should be made up of at least two non-executive directors. Lastly the Code requires that the members of the Audit Committee are independent. These non-compliances are ongoing and due limited size of the Board, which the Board feels is reasonable for a Company of this size.

The Chairman has a number of other commitments but believes that these do not impact on his ability to direct the Board.

## **FANDANGO HOLDINGS PLC CORPORATE GOVERNANCE REPORT (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2020**

### **Audit committee**

The audit committee comprises the two directors: Charles Tatnall and Timothy Cottier, and meets at least once a period. The committee's terms of reference are in accordance with the UK Corporate Governance Code. The committee reviews the company's financial and accounting policies, interim and final results and annual report prior to their submission to the board, together with management reports on accounting matters and internal control and risk management systems. It reviews the auditors' management letter and considers any financial or other matters raised by both the auditors and employees. The Committee met once in the period, with full attendance.

The committee considers the independence of the external auditors and ensures that, before any non-audit services are provided by the external auditors, they will not impair the auditors' objectivity and independence. During the year there were no non-audit services provided to the company.

The Committee has primary responsibility for making recommendations to the board in respect of the appointment, re-appointment and removal of the external auditors. Having assessed the performance objectivity and independence of the auditors, the Committee will be recommending the reappointment of Jeffrey's Henry LLP as auditors to the Company at the 2020 Annual General Meeting.

There is currently no internal audit function within the Company. The directors consider that this is appropriate of a Company of this size.

### **Remuneration Committee**

The Remuneration Committee comprises the two directors: Charles Tatnall and Tim Cottier. The primary function of the Committee is to advise the board on overall remuneration packages of the directors after consideration of remuneration policies, employment terms, current remunerations of the Board and advisors and the policies of comparable companies in the Industry. No third parties have provided advice that materially assisted the Remuneration Committee during the year. The Committee met once in the period, with full attendance.

The remuneration committee determines the company's policy for the remuneration of executive directors, having regard to the UK Corporate Governance Code and its provisions on directors' remuneration. This is set out in the Directors' Remuneration report.

### **Diversity**

The Company has not adopted a formal policy on diversity, however it is committed to a culture of equal opportunities for all, regardless of age, race or gender. The board is currently made up of two male directors, and there are no other employees in the Company.

### **Shareholder relations**

The Board acts on behalf of its shareholders to deliver long term value. In order to accomplish this, the Board keeps a number of channels of communication open to better understand the views of the shareholders. Open and transparent communication with shareholders is given high priority. All Directors are kept aware of changes in major shareholders in the Company and are available to meet with shareholders who have specific interests or concerns. Regular updates to record news in relation to the Company and the status of its activities released on the London Stock Exchange website.

The Directors are available to meet with institutional shareholders to discuss any issues and gain an understanding of the Company's business, its strategies and governance.

**FANDANGO HOLDINGS PLC  
CORPORATE GOVERNANCE REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 AUGUST 2020**

At every AGM individual shareholders are given the opportunity to put questions to the Chairman and to other members of the Board that may be present. Notice of the AGM is sent to shareholders at least 21 working days before the meeting.

On Behalf of the Board  
Tim Cottier  
Chairman  
29 January 2021

# **FANDANGO HOLDINGS PLC INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FANDANGO HOLDINGS**

## **Independent auditor's report to the members of Fandango Holdings Plc**

### **Opinion**

We have audited the financial statements of Fandango Holdings Plc (the 'Company') for the year ended 31 August 2020 which comprise the statement of comprehensive income, the statements of financial position, the statements of cash flows, the statements of changes in equity and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion:

- the financial statements give a true and fair view of the state of the Company's affairs as at 31 August 2020 and of the Company's loss for the year then ended;
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Material uncertainty related to going concern**

We draw attention to note 2.1a) in the financial statements, which explains that the Company is dependent on the continued support of the Directors and James Longley (a shareholder) for a period of at least 12 months from the date of these financial statements. These events, or conditions, along with other matters set forth in note 2.1a), indicate that a material uncertainty exists that may cast doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **Emphasis of matter**

We draw attention to Note 10 and 16 of the financial statements.

The Company has advanced, (including accrued interest), an amount of £511,516 to Stranger Holdings Plc ("Stranger"), as well as an amount of £119,809 to Papillon Holdings Plc (Papillon), both related parties by virtue of common control. The recovery of these loans are dependent on the companies completing reverse takeovers and capitalising the loan balances. The Directors are confident that this is achievable within 12 months.

The financial statements do not include the adjustments that would result if the Company were to make a provision against the above balances. Our opinion is not modified in respect of this matter.



**FANDANGO HOLDINGS PLC  
INDEPENDENT AUDITOR'S REPORT (CONTINUED)  
TO THE MEMBERS OF FANDANGO HOLDINGS PLC**

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. This is not a complete list of all risks identified by our audit.

Key audit matter	How our audit addressed the key audit matter
<p>Recoverability of loans - Loan balances of £511,516 due from Stranger Holdings Plc ("Stranger") and £119,809 to Papillon Holdings Plc (Papillon).</p>	<p>To determine if the debts are recoverable a review of the latest available management accounts for Stranger and Papillon has been undertaken.</p> <p>The last accounts filed for both companies showed material uncertainties relating to going concern and the latest management accounts indicate that the Company still has net liabilities.</p> <p>Both companies are in the process of undertaking reverse take-overs. It is the intention that the loans be capitalised, once the transactions have been completed. This would imply recoverability as the equity can then be liquidated on successful re-listing of shares on the stock market.</p> <p>Based on our review we have concluded however that there remains fundamental uncertainty as to whether the companies have adequate funding in place to trade for the next 12 months and consequently repay the loan, or complete their respective reverse take overs</p> <p>We have accordingly decided to include an Emphasis of Matter in relation to the recoverability of the loan.</p>
<p>Going concern - A key aspect of our audit was to review the Directors' work surrounding the going concern assumption for Fandango Holdings Plc</p> <p>The Directors prepare forecasts which cover a period of 12 months to satisfy themselves that it is appropriate to prepare the accounts on a going concern basis.</p>	<p>Our work in this are included the following:</p> <ul style="list-style-type: none"> <li>▪ Critical assessment of the Directors' going concern assessment, challenging the forecast and key assumptions;</li> <li>▪ Assessment of the cash flow forecast for committed and contracted expenditure versus discretionary expenditure, compared to the level of available cash resources;</li> <li>▪ Review of the Company's strategy and progress since the period end to understand</li> </ul>

	<p>the likelihood of its success and impact on cash flow; and</p> <ul style="list-style-type: none"> <li>• Reviewed the letter of support provided by management and enquired about management's ability to provide sufficient working capital for a period of at least 12 months from the date of this report.</li> </ul> <p>▪ Assessment of the adequacy of disclosures in the Financial Statements.</p>
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### Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgment, we determined materiality for the financial statements as a whole as follows:

	Company financial statements
Overall materiality	£4,000 (2019: 3,700).
How we determined it	10% of loss before tax. (2019: 5% of loss before tax).
Rationale for benchmark applied	We believe that profit/loss is the primary measure used by the shareholders in assessing the performance of the Company, and is a generally accepted auditing benchmark.

We agreed with the board that we would report to them misstatements identified during our audit above £200 (2019: £310) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

### An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgments, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

### How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into the accounting processes and controls.

### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

**FANDANGO HOLDINGS PLC  
INDEPENDENT AUDITOR'S REPORT (CONTINUED)  
TO THE MEMBERS OF FANDANGO HOLDINGS**

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

**Opinions on other matters prescribed by the Companies Act 2006**

In our opinion the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

**Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

**Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

# **FANDANGO HOLDINGS PLC INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF FANDANGO HOLDINGS**

## **Auditor's 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 auditor's 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

[www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## **Other matters which we are required to address**

We were appointed as auditors by the Company on 8 May 2017. Our total uninterrupted period of engagement is 4 years covering the period ending 25 August 2016 to 31 August 2020.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Company and we remain independent of the Company in conducting our audit.

Jeffreys Henry LLP had been employed to prepare tax returns for the Company and in preparation of accounts of the target of the reverse takeover, but no such services have been provided for the current period.

Our audit opinion is consistent with the additional report to the audit committee.

## **Use of this report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Sanjay Parmar (Senior Statutory Auditor)  
For and on behalf of Jeffreys Henry LLP, Statutory Auditor  
Finsgate  
5-7 Cranwood Street  
London EC1V 9EE

29 January 2021

**FANDANGO HOLDINGS PLC**  
**STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

		Year ended 31 August 2020	Year ended 31 August 2019
		£'000	£'000
	<b>Notes</b>		
<b>Continuing operations</b>			
Government grant income		1	-
-Investment income	16	181	159
Listing costs		(37)	(37)
Administrative expenses	5	(188)	(189)
Finance cost		(1)	(7)
Loss before taxation		<u>(44)</u>	<u>(74)</u>
Taxation	7	-	-
<b>Loss and comprehensive loss for the period</b>		<u>(44)</u>	<u>(74)</u>
Basic loss per share	8	(0.03p)	(0.06p)

Since there is no other comprehensive income, the loss for the period is the same as the total comprehensive income for the period attributable to the owners of the Company.

The notes on pages 24 to 32 form part of these financial statements.

**FANDANGO HOLDINGS PLC**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 AUGUST 2020**

		As at 31 August	
		2020	2019
	Notes	£'000	£'000
<b>Assets</b>			
<b>Current assets</b>			
Trade and other receivables	10	637	321
Cash and cash equivalents	11	-	-
<b>Total Assets</b>		<b>637</b>	<b>321</b>
<b>Equity and liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	12	231	59
Accruals	12	253	113
		<b>484</b>	<b>172</b>
<b>Creditors due after more than one year</b>			
Other payables		<b>48</b>	-
<b>Total Liabilities</b>		<b>532</b>	<b>172</b>
<b>Equity attributable to equity holders of the Company</b>			
Share Capital - Ordinary shares	13	134	134
Share Premium		579	579
Accumulated deficit	14	(608)	(564)
<b>Total Equity</b>		<b>105</b>	<b>149</b>
<b>Total Equity and liabilities</b>		<b>637</b>	<b>321</b>

The notes on pages 24 to 32 form part of these financial statements

Approved by the Board and authorised for issue on 29 January 2021

\_\_\_\_\_  
Tim Cottier  
Director

Company Registration No. 10346576

**FANDANGO HOLDINGS PLC  
STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 AUGUST 2020**

	Year ended 31 August 2020	Year ended 31 August 2019
Notes	£'000	£'000
<b>Cash flows from operating activities</b>		
Operating loss	(44)	(74)
Interest receivable	(181)	(159)
Finance Cost	1	7
(Increase)/decrease in receivables	14	8
Increase/(decrease) in payables	315	133
<b>Cash flow from operating activities</b>	<u>105</u>	<u>(85)</u>
Less interest paid	(1)	(2)
<b>Net cash generated from operating activities</b>	<u>104</u>	<u>(87)</u>
<b>Cashflows from investing activities</b>		
Amounts (advanced to)/ received from related parties	(154)	34
	<u>(154)</u>	<u>34</u>
<b>Cash flows from financing activities</b>		
Proceeds from borrowing	50	20
Amounts repaid	-	(20)
<b>Net cash from/ (used in) financing activities</b>	<u>50</u>	<u>20</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>	-	(53)
Cash and cash equivalents at the beginning of the period	-	53
<b>Cash and cash equivalents at end of period</b>	<u>-</u>	<u>-</u>
<b>Represented by: Bank balances and cash</b>	<u>-</u>	<u>-</u>

The notes on pages 24 to 32 form part of these financial statements.

**FANDANGO HOLDINGS PLC**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

	Notes	Share capital £'000	Share premium £'000	Accumulated deficit £'000	Total equity £'000
As at 31 August 2018		134	579	(490)	223
Loss for the year		-	-	(74)	(74)
As at 31 August 2019		<u>134</u>	<u>579</u>	<u>(564)</u>	<u>149</u>
Loss for the year		-	-	(44)	(44)
<b>As at 31 August 2020</b>		<b><u>134</u></b>	<b><u>579</u></b>	<b><u>(608)</u></b>	<b><u>105</u></b>

Share capital is the amount subscribed for shares at nominal value.

Share premium represents amounts subscribed for share capital in excess of nominal value.

Accumulated deficit represent the cumulative loss of the Company attributable to equity shareholders.

The notes on pages 24 to 32 form part of these financial statements.



# **FANDANGO HOLDINGS PLC**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **FOR THE YEAR ENDED 31 AUGUST 2020**

#### **1 General information**

Fandango Holdings PLC ('the Company') is an investment company incorporated and domiciled in the United Kingdom. The address of the registered office is disclosed on the company information page at the front of the annual report. The Company was incorporated and registered in England on 25 August 2016 as a private limited company and re-registered as a public limited company on 8 May 2017.

#### **2 Accounting policies**

##### **2.1. Basis of Accounting**

This financial information has been prepared in accordance with International Financial Reporting Standards (IFRS), including IFRIC interpretations issued by the International Accounting Standards Board (IASB) as adopted by the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

These policies have been consistently applied.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3. The preparation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Although these estimates are based on management's experience and knowledge of current events and actions, actual results may ultimately differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

##### **a) Going concern**

These financial statements have been prepared on the assumption that the Company is a going concern. When assessing the foreseeable future, the Directors have looked at a period of at least twelve months from the date of approval of this report and have looked at the adequacy of funds required as well as working capital requirements of the Company.

The Company continues to be loss-making and has very limited cash balances to pay its debts as and when they fall due. The Directors and James Longley, a shareholder, have provided letters of support confirming that they will provide such additional working capital as necessary to enable the Company to meet all of its debts as and when they fall due for a period of at least twelve months from the date of approval of the financial statements. On this basis the Directors are satisfied that the Company has sufficient resources to continue in operation for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

# FANDANGO HOLDINGS PLC

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 AUGUST 2020

## 2 Accounting policies (continued)

### 2.1. Basis of Accounting (continued)

#### b) New and amended standards adopted by the Company

There are no IFRSs or IFRIC interpretations that are effective for the first time for the financial year beginning that would be expected to have a material impact on the Company.

#### Standards, interpretations and amendments to published standards that are not yet effective

Standards, amendments and interpretations to published standards

There are no IFRSs or IFRIC interpretations that are effective for the first time for the financial year beginning that would be expected to have a material impact on the Company. The new IFRSs adopted during the year are as follows:

- IFRS 16 – Leases
- IAS 19 – Employee Benefits (amendment)

The following new standards, amendments to standards and interpretations have been issued, but are not effective for the financial period beginning 1 September 2019 and have not been early adopted. The Directors anticipate that the adoption of these standard and the interpretations in future periods will have no material impact on the financial statements of the Company.

The new standards include:

IFRS 3	Business Combinations (amendment) <sup>1</sup>
IFRS 16	Leases (amendment) <sup>1</sup>
IFRS 17	Insurance Contracts <sup>2</sup>
IAS 1	Presentation of Financial Statements <sup>1</sup>
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors <sup>1</sup>

1 Effective for annual periods beginning on or after 1 January 2020

2 Effective for annual periods beginning on or after 1 January 2021

### 2.2 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

#### Other receivables

Other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to the initial recognition, other receivables are measured at amortised cost less impairment losses for bad and doubtful debts.

Expected credit losses are calculated as the difference between the carrying amount of financial asset and the estimated future cash flows, discounted where the effect of discounting is material.

#### Cash and cash equivalents

Cash and cash equivalents comprised of cash at bank and in hand.

#### Fair values

The carrying amounts of the financial assets and liabilities such as cash and cash equivalents, receivables and payables of the Company at the statement of financial position date approximated their fair values, due to relatively short-term nature of these financial instruments.

#### Other payables

Other payables are initially recognised at fair value and thereafter stated in amortised cost.

**FANDANGO HOLDINGS PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

**2 Accounting policies (continued)**

**2.3 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.

**2.4 Taxation**

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

There is no tax payable as the Company has made a taxable loss for the year. Taxable loss differs from net loss as reported in the statement of comprehensive income because it excludes items of income and expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit or loss. Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period 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 assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current or deferred tax for the year is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

**FANDANGO HOLDINGS PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

**2 Accounting policies (continued)**

**2.5 Segmental reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions. In the opinion of the director, the Company has one class of business, being that of an investment company. The Company's primary reporting format is determined by the geographical segment according to the location of its establishments. There is currently only one geographic reporting segment, which is the UK. All costs are derived from the single segment.

**3 Critical accounting estimates and judgments**

The Company makes certain judgements and estimates which affect the reported amount of assets and liabilities. Critical judgements and the assumptions used in calculating estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The most notable judgement is considered to be the expected credit loss on loans to related parties, as discussed in Note 10.

In the process of applying the Company's accounting policies, which are described above, the Directors do not believe that they have had to make any assumptions or judgements that would have a material effect on the amounts recognised in the financial information.

**4 Financial risk management**

The Company's activities may expose it to some financial risks. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

a) Liquidity risk

Liquidity risk is the risk that Company will encounter difficulty in meeting obligations associated with financial liabilities. The responsibility for liquidity risks management rest with the Board of Directors, which has established appropriate liquidity risk management framework for the management of the Company's short term and long-term funding risks management requirements. During the period under review, the Company has not utilised any borrowing facilities. The Company manages liquidity risks by maintaining adequate reserves by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) Capital risk

The Company takes great care to protect its capital investments. Significant due diligence is undertaken prior to making any investment. The investment is closely monitored.

c) Credit risk

The Company has provided loans to companies. The Company assesses the creditworthiness, prior to providing the loans to limit the risk of default.

**FANDANGO HOLDINGS PLC  
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 AUGUST 2020**

**5 Operating loss, expenses by nature and personnel**

	Year ended 31 August 2020 £'000	Year ended 31 August 2019 £'000
Operating loss is stated after charging:		
Directors Remuneration	-	4
Directors fees	84	63
Rent	-	13
Consultancy and advisory fees	65	48
Audit fees	12	10
Reporting Accountants' fees	-	3
Other administrative expenses	26	48
<b>Total administrative expenses</b>	<u>187</u>	<u>189</u>

**6 Personnel**

The average monthly number of employees during both the current and prior period was two directors.

There were no benefits, emoluments or remuneration payable during the period for key management personnel other than the £142,000 in fees disclosed in Note 5. The fees paid are also detailed in Note 16 as related party transactions.

**7 Taxation**

	Year ended 31 August 2020 £'000	Year ended 31 August 2019 £'000
<b>Total current tax</b>	-	-
<b>Factors affecting the tax charge for the period</b>		
Loss on ordinary activities before taxation	<u>(44)</u>	<u>(74)</u>
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19%	<b>(8)</b>	<b>(14)</b>
Effects of:		
Non-deductible expenses	-	-
Tax losses carried forward	8	14
<b>Current tax charge for the period</b>	<u>-</u>	<u>-</u>

No liability to UK corporation tax arose on ordinary activities for the current period.

The Company has estimated excess management expenses of £465,748 (2019: £421,040) available for carry forward against future trading profits.

The tax losses have resulted in a deferred tax asset at a rate of 19% (2019: 19%) of approximately £88,492 (2019: £71,577) which has not been recognised in the financial statements due to the uncertainty of the recoverability of the amount.

**FANDANGO HOLDINGS PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

**8 Earnings per share**

	Year ended 31 August 2020	Period ended 31 August 2019
Basic loss per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of ordinary shares in issue during the period:		
Loss after tax attributable to equity holders of the Company	(£44,058)	(£74,328)
Weighted average number of ordinary shares	134,002,000	134,002,000
Weighted average number of ordinary shares on a diluted basis	159,002,000	159,002,000
Basic loss per share	(0.03p)	(0.06p)

Due to the loss in the periods, the effect of the warrants was considered anti-dilutive and hence no diluted loss per share information has been provided

The number of shares on a diluted basis relates to the issue of 25,000,000 warrants to the Directors which confers the right but not the obligation to subscribe in cash for up to 25,000,000 £0.01p Ordinary Shares at the subscription price.

**9 Capital risk management**

The Directors' objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. At the date of this financial information, the Company had been financed by the introduction of capital. In the future the capital structure of the Company is expected to consist of borrowings and equity attributable to equity holders of the Company, comprising issued share capital and reserves

**10 Trade and other receivables**

	2020 £'000	2019 £'000
Other receivables	634	304
Prepayments	3	17
	<u>637</u>	<u>321</u>

Other receivables consist of unsecured loans to two related parties, the recoverability of which is based on the conversion of the loans to equity upon relisting of the two related parties. Further details are provided in note 16 to the financial statements.

**11 Cash and cash equivalents**

	2020 £'000	2019 £'000
Cash at bank	-	-
	<u>-</u>	<u>-</u>

**FANDANGO HOLDINGS PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

**12 Trade and other payables**

	<b>2020</b> <b>£'000</b>	<b>2019</b> <b>£'000</b>
Trade and other payables	231	59
Accruals	253	113
	<u>484</u>	<u>172</u>

**13 Share capital**

<b>For the year end</b>	<b>31 August 2020</b>	<b>31 August 2019</b>
<b>Allotted, called up and fully paid</b>	<b>£'000</b>	<b>£'000</b>
134,002,000 Ordinary shares of £0.001 each	134	134
	<u>134</u>	<u>134</u>

During the period the Company had no share transactions.

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) right; they do not confer any rights of redemption.

**14 Accumulated deficit**

	<b>2020</b> <b>£'000</b>	<b>2019</b> <b>£'000</b>
At start of year	(564)	(490)
Loss for the year	(44)	(74)
<b>At 31 August</b>	<u>(608)</u>	<u>(564)</u>

**15 Contingent liabilities**

The Company has no contingent liabilities in respect of legal claims arising from the ordinary course of business.

**FANDANGO HOLDINGS PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

**16 Directors salaries, fees and Related parties**

- 1) No salaries were paid to the directors during the year.

	<b>2020</b>	<b>2019</b>
Charles Tatnall	£ Nil	£2,000
Timothy Cottier	£ Nil	£2,000

- 2) Consultancy fees paid to Tatbels Limited and Kinloch Corporate Finance Limited

	<b>2020</b>	<b>2019</b>
Tatbels Limited	£48,000	£48,000
Kinloch Corporate Finance Limited	£22,000	£15,000

These amounts are shown net of irrecoverable VAT.

- 3) As at 31 August 2020, Tatbels Limited was owed accrued fees of £99,100 (2019: £46,400) and Kinloch Corporate Finance Limited was owed accrued fees of 35,380 (2019: £11,400).

Tatbels Limited is controlled by Charles Tatnall.

Kinloch Corporate Finance Limited is controlled by Timothy Cottier.

- 4) Consultancy fees accrued to James Longley an ex-director and shareholder of the company amounted to £57,600 (2019: £57,600) (including irrecoverable VAT). James holds 5,000,000 shares in the company which are held through Hargreaves Lansdown (Nominees) Limited. This amount of accrued fees has been included in the total directors' fees for the year. The amount outstanding at the date of this report is £96,770 (2019: £44,000).

- 5) A loan has been made to Stranger Holdings PLC, a company where Charles Tatnall is also a director and a 20.58% shareholder. This loan attracts interest at 10% per month (2019: 10% per month), is repayable upon the on demand and is unsecured. It has provisionally been agreed that no interest will be charged from 01 September 2020.

The amount of the loan outstanding at the year-end, including accrued interest, was £511,516 (2019: £303,777) . Interest of £154,440 (2019: £107,728) has been charged in the year.

- 6) A loan has been made to Papillon Holdings PLC, a company where Charles Tatnall is also a director and a 26.44% shareholder. This loan attracts interest at 5% per month (is repayable upon the on demand and is unsecured. It has provisionally been agreed that no interest will be charged from 01 September 2020.

The amount of the loan outstanding at the year-end, including accrued interest, was £119,809 (2019: owed to Papillon £5,107) . Interest of £26,266 (2019: Interest chargeable £6,822) has been charged in the year.

- 7) Plutus Powergen PLC a company where both Charles Tatnall and Tim Cottier are both directors received a short term unsecured loan from the company totalling £2,000, repayable upon demand and without interest. The loan was still outstanding at the year end.



**FANDANGO HOLDINGS PLC**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 AUGUST 2020**

**17 Capital commitments**

There was no capital expenditure contracted for at the end of the reporting period but not yet incurred.

**18 Ultimate controlling party**

As at 31 August 2020 there is no ultimate controlling party.

**19. Events after the reporting period**

There were no post balance sheet events requiring disclosure.

