Company Registration No. 10346576 (England and Wales)

FANDANGO HOLDINGS PLC

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FROM THE DATE OF INCORPORATION ON 25 AUGUST 2016 TO 31 AUGUST 2017

FANDANGO HOLDINGS PLC
COMPANY INFORMATION

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

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FANDANGO HOLDINGS PLC
STRATEGIC REPORT
FOR THE PERIOD ENDED 31 AUGUST 2017

Principal activity and fair review of the business

For the period from incorporation on 25 August 2016 to 31 August 2017, the Company's results included the running costs of the Company and listing fees on the London Stock Exchange standard segment.

During the period, the Company raised £888,000 (gross) in equity and on 12 July 2017 had successfully listed its entire share capital onto the London Stock Exchange.

Following completion of an acquisition, the objective of the Company will be to operate the acquired business and implement an operating strategy with a view to generating value for its shareholders through operational improvements as well as potentially through additional complementary acquisitions following the acquisition.

Key performance indicators
There are no key performance indicators for this period as the company did not commence its investment activity.

Principal risks and uncertainties

i. Business strategy

The Company is a newly formed entity with no operating history and has not yet identified any potential target company or business for the acquisition.

The Company may acquire either less than whole voting control of, or less than a controlling equity interest in, a target, which may limit its operational strategies.

The Company may be unable to complete the Acquisition in a timely manner or at all or to fund the operations of the target business if it does not obtain additional funding following completion of the acquisition.

ii. Liquidity Risk

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

Future developments and acquisition strategy

The Company will be seeking to acquire a company or asset within the industrial and services sector, with a view to implementing an operational improvement strategy that will generate significant value for its shareholders.

While the Company does not currently have any acquisition under formal consideration, it expects that it will target those in the range of £1 million - £10 million. Subsequent to its initial acquisition, the Company may explore the potential for further acquisitions within related industries in order to provide finance and operational leverage.

Going Concern

As stated in note 2 to the financial statements, 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.

On behalf of the board

_____
Tim Cottier
Director

21 December 2017

FANDANGO HOLDINGS PLC
DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 AUGUST 2017

The directors present their report and the audited financial statements for the period from 25 August 2016 to 31 August 2017.

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 (appointed 25 August 2016)
Tim Cottier (appointed 28 November 2016)
James Longley (appointed 25 August 2016, resigned 23 November 2016)

Directors' interests
At the date of this report the directors held the following beneficial interest in the ordinary share capital and share options 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.

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 December 2017:

Shareholder	Shareholding	Percentage of the Company's Ordinary Share Capital
JIM Nominees Limited	40,000,000	29.85%
Charles Tatnall	30,001,000	22.39%
Bolly Investments Limited	22,500,000	16.79%
Peel Hunt Holdings Limited	7,599,000	5.60%
Tim Cottier (held through Hargreaves Lansdown)	5,001,000	3.73%
James Longley (held through Hargreaves Lansdown)	5,000,000	3.73%
Robert Savill	5,000,000	3.73%
Tracey Edwards	5,000,000	3.73%

Dividends
No dividends will be distributed for the current period.

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.

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.

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.

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.

Post Balance Sheet Events
Further information on events after the reporting date are set out in note 19.

On behalf of the board

_____
Director
Tim Cottier

21 December 2017

FANDANGO HOLDINGS PLC
DIRECTORS' REMUNERATION REPORT
FOR THE PERIOD ENDED 31 AUGUST 2017

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.

Directors' interests

The directors' interests in the share capital of the Company are set out in the Directors' report.

Directors' emoluments

Details of the remuneration packages are included in note 6 – notes to the financial statements.

No pension contributions were made by the Company on behalf of its directors.

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.

This report was approved by the board on 21 December 2017.

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On Behalf of the Board
Tim Cottier
Committee Chairman
21 December 2017

FANDANGO HOLDINGS PLC
CORPORATE GOVERNANCE REPORT
FOR THE PERIOD ENDED 31 AUGUST 2017

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. 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 has delegated certain responsibilities, within defined terms of reference, to the audit committee and the remuneration committee as described below. The appointment of new directors is made by the board as a whole.

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 independent director.

Audit committee

The audit committee comprises the two directors: Charles Tatnall and Timothy Cottier. 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 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 non-audit services totalled nil and covered normal taxation and other related compliance work, which did not impact on the auditors' objectivity or independence.

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

The committee has primary responsibility for making recommendations to the board in respect of the appointment, re-appointment and removal of the external auditors.

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On Behalf of the Board
Tim Cottier
Chairman
21 December 2017

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

We have audited the financial statements of Fandango Holdings Plc (the 'Company') for the period ended 31 August 2017 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows, 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 2017 and its results for the period then ended;
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- 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.

Conclusions relating to going concern
We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our audit approach
Overview
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.

- Accounting treatment of funds raised on the issue of share capital and related costs.

These are explained in more detail below
Materiality:
Company financial statements:

- £16,000
- Based on the average of the following:

a. 2.5% of Gross Assets
b. 10% of Net Profit

Audit scope

- We conducted an audit of the complete financial information of Fandango Holdings Plc.
- Our audit procedures accounted for 100% of the absolute profit before tax and assets and liabilities (i.e. the sum of the numerical values without regard to whether they were profits or losses for the relevant reporting units).

Key audit matters

Key audit matter	How our audit addressed the key audit matter
Issue of share capital and related costs During the year the company raised equity of £888,000, less costs, on listing on the London Stock Exchange We focused on ensuring the cash raised and associated costs have been correctly treated in the financial statements.	We considered whether the Directors' policy for the treatment of these amounts was reasonable. We found no material exceptions in our testing.

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:

Overall materiality	£16,000
How we determined it	Based on the average of 10% of profit before tax and 2.5% of gross assets.
Rationale for benchmark applied	We believe that profit before tax is a primary measure used by shareholders in assessing the performance of the Company whilst gross asset values are a representation of the size of the Company; both are generally accepted auditing benchmarks.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £16,000 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 account the structure of the company, the accounting processes and controls, and the industry in which they operate.

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.

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, 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.

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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

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

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 1 year covering the period ending 25 August 2016 to 31 August 2017.

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

Sanjay Parmar
(Senior Statutory Auditor)

For and on behalf of
Jeffreys Henry LLP
Statutory Auditors
Finsgate
5-7 Cranwood Street
London EC1V 9EE

FANDANGO HOLDINGS PLC
STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 AUGUST 2017

	Notes	Period ended 31 August 2017 £'000
Continuing operations		
Listing costs		(123)
Administrative expenses	**5**	(77)
Loss before taxation		(200)
Taxation	**7**	**-**
Loss and comprehensive loss for the period		**(200)**
Basic loss per share	**8**	(0.15p)
Diluted loss per share		(0.13p)

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

The notes on pages 19 to 27 form part of these financial statements.

FANDANGO HOLDINGS PLC
STATEMENT OF FINANCIAL POSITION
AS AT 31 AUGUST 2017

The Statement of Financial Position of the Company is stated below:

	Notes	As at 31 August 2017 £'000
Assets		
Current assets		
Trade and other receivables	**10**	53
Cash and cash equivalents	**11**	468
Total Assets		**521**
Equity and liabilities		
Current liabilities		
Trade and other payables	**12**	8
Total Liabilities		8
Equity attributable to equity holders of the company		
Share Capital - Ordinary shares	**13**	134
Share Premium account		579
Profit and Loss Account		(200)
Total Equity		513
Total Equity and liabilities		**521**

The notes on pages 19 to 27 form part of these financial statements.

Approved by the Board and authorised for issue on 21 December 2017

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Tim Cottier
Director

Company Registration No. 10346576

FANDANGO HOLDINGS PLC
STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 AUGUST 2017

	Notes	Period ended 31 August 2017 £'000
Cash flows from operating activities		
Operating loss	**5**	(200)
(Increase)/decrease in receivables		(53)
Increase/(decrease) in payables		8
Cash flow from operating activities		(245)
Cash flows from financing activities		
Issue of shares	**13**	713
Net cash from financing activities		713
Net increase in cash and cash equivalents		468
Cash and cash equivalents at the beginning of the period		-
Cash and cash equivalents at end of period		468
Represented by: Bank balances and cash		468

The notes on pages 19 to 27 form part of these financial statements.

FANDANGO HOLDINGS PLC
STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 AUGUST 2017

	Notes	Share capital £'000	Share premium £'000	Accumulated deficit £'000	Total equity £'000
On Incorporation		**-**	**-**	**-**	**-**
Shares issued during the period	**11**	134	756	-	890
Share Issue costs		-	(177)	-	(177)
Loss for the period		-	-	(200)	(200)
As at 31 August 2017		**134**	**578**	**(200)**	**513**

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 19 to 27 form part of these financial statements.

FANDANGO HOLDINGS PLC
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 AUGUST 2017

1 General information

Fandango Holdings PLC ('the company') is an investment company incorporated 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.

After making enquiries, the Directors firmly believe that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

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.

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

The following new standards, amendments to standards and interpretations have been issued, but are not effective for the financial period beginning 25 August 2016 and have not been early adopted. The Directors anticipate that the adoption of these standard and the interpretations in future period will have no material impact on the financial statements of the Company.

Reference	Title	Summary	Application date of standard	Application date of Company
IFRS 9	Financial Instruments	Revised standard for accounting for financial instruments	Periods commencing on or after 1 January 2018	1 Sept 2018
IFRS 10	Consolidated financial statement	Amended by Investment Entities: Applying the Consolidation Exception	Periods commencing on or after 1 January 2016	1 Sept 2017
IFRS 11	Joint Arrangements	Amended by Accounting for Acquisitions of Interests in Joint Operations	Periods commencing on or after 1 January 2016	1 Sept 2017
IFRS 12	Disclosure of Interests in Other Entities	Amended by Investment Entities: Applying the Consolidation Exception	Periods commencing on or after 1 January 2016	1 Sept 2017
IFRS 14	Regulatory deferral accounts	Aims to enhance the comparability of financial reporting by entities subject to rate-regulations	Periods commencing on or after 1 January 2016	1 Sept 2017
IFRS 15	Revenue from contracts with customers	Specifies how and when to recognise revenue from contracts as well as requiring more informative and relevant disclosures	Periods commencing on or after 1 January 2018	1 Sept 2018
IFRS 16	Leases	IFRS 16 *Leases* published	Periods commencing on or after 1 January 2019	1 Sept 2019
IFRS 17	Insurance Contracts	IFRS 17 Insurance Contracts	Periods commencing on or after 1 January 2021	1 Sept 2021
IAS 16	Property, Plant and Equipment	Amended standard for accounting treatment for property, plant and equipment	Periods commencing on or after 1 January 2016	1 Sept 2017
IAS 27	Separate financial statement	Amended by Equity Method in Separate Financial Statements (Amendments to IAS 27)	Periods commencing on or after 1 January 2016	1 Sept 2017
IAS 28	Investments in Associates and Joint Ventures	Amended by Investment Entities: Applying the Consolidation Exception	Periods commencing on or after 1 January 2016	1 Sept 2017

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.

Impairment losses for bad and doubtful debts are measured 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.

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.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit 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. Deferred tax liabilities are generally recognised for all taxable temporary differences.

2.5 Taxation (continued)

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 the 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.

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.

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.

5 Operating loss, expenses by nature and personnel

	Period ended 31 August 2017 £'000
Operating loss is stated after charging:	
Directors Remuneration	10
Directors fees	31
Management fees	14
Rent	9
Listing fees	123
Audit fees	
- Audit services	8
Other administrative expenses	5
Total administrative expenses	200

6 Personnel

The average monthly number of employees during the period was two directors.

There were no benefits, emoluments or remuneration payable during the period for key management personnel other than the £10,000 in salaries, £30,600 (inclusive of VAT of £5,100) in fees and £14,000 disclosed in Note 5. The fees paid are also detailed in Note 16 as related party transactions.

7 Taxation

	Period ended 31 August 2017 £'000
Total current tax	-
Factors affecting the tax charge for the period	
Loss on ordinary activities before taxation	(200)
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 19%	(38)
Effects of:	
Non-deductible expenses	23
Tax losses carried forward	15
Current tax charge for the period	-

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

The company has estimated excess management expenses of £76,561 available for carry forward against future trading profits.

The tax losses have resulted in a deferred tax asset of approximately £14,000 which has not been recognised in the financial statements due to the uncertainty of the recoverability of the amount.

8 Earnings per share

	Period ended 31 August 2017
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	(£ 199,990)
Weighted average number of ordinary shares	134,002,000
Weighted average number of ordinary shares on a diluted basis	159,002,000
Basic loss per share	(0.15p)
Diluted loss per share	(0.13p)

The diluted loss per share 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.

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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

	2017 £'000
Other receivables	50
Prepayments	3
	53

11 Cash and cash equivalents

	2017 £'000
Cash at bank	468
	468

12 Trade and other payables

	2017 £'000
Trade payables	8
Accruals	-
	8

13 Share capital

	For the year end 31 August 2017 £'000
Allotted, called up and fully paid	
134,002,000 Ordinary shares of £0.001 each	134
	134

During the period the company had the following share transactions:

On 25 August 2016 the Company was incorporated with an issued share capital of two Ordinary shares of £1 each.

On 8 May 2017 the Company subdivided each ordinary share of £1 into 1,000 Ordinary shares of £0.001 each.

On 8 May 2017 the Company issued and allotted 50,000,000 Ordinary shares of £0.001 each at par.

On 27 June 2017, the Company issued and allotted 84,000,000 Ordinary shares of £0.001 each at a price of £0.01 each

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

	2017 £'000
At start of period	-
Loss for the period	(200)
At 31 August 2017	(200)

15 Contingent liabilities

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

16 Directors salaries, fees and Related parties

1) Salaries paid to Directors of £1,000 per month paid to each of the Directors from April 2017

Charles Tatnall	£5,000
Timothy Cottier	£5,000

2) Consultancy fees paid to Tatbels Limited, Kinloch Corporate Finance Limited and James Longley Limited

Tatbels Limited	£21,600
Kinloch Corporate Finance Limited	£9,000
James Longley Limited	£14,000

Tatbels Limited is controlled by Charles Tatnall.
Kinloch Corporate Finance Limited is controlled by Timothy Cottier.
James Longley Limited is controlled by James Longley.

3) Rent paid of £8,850 for offices occupied by Fandango Holdings PLC at 18 Adams Row, London W1K 2LA –Lease held by James Longley.

4) There were no balances owed to the Directors or any other related parties at the year end.

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 2017 there is no ultimate controlling party.

19. Events after the reporting period

There were no post balance sheet events requiring disclosure.