# REGISTERED NUMBER: 06472420 (England and Wales)

# STRATEGIC REPORT, REPORT OF THE DIRECTORS AND UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021 FOR

TPXIMPACT LIMITED

PREVIOUSLY KNOWN AS FUTUREGOV. LTD

#242

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## **TPXIMPACT LIMITED** PREVIOUSLY KNOWN AS FUTUREGOV. LTD

# **COMPANY INFORMATION** FOR THE YEAR ENDED 31 MARCH 2021

**DIRECTORS:** 

O J Rigby

S Murphy M Skinner

REGISTERED OFFICE:

20 St Thomas Street

Runway East (Second Floor) London

SE19RG

**REGISTERED NUMBER:** 

06472420 (England and Wales)

ACCOUNTANTS:

Galloways Accounting Atlas Chambers 33 West Street Brighton East Sussex BN1 2RE

## STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2021

The directors present their strategic report for the year ended 31 March 2021.

#### **REVIEW OF BUSINESS**

TPXimpact Limited ('TPXimpact', 'the Company') is a wholly owned subsidiary of TPXimpact Holdings Plc (formerly The Panoply Holdings Plc) ('the Group').

TPXimpact helps to deliver impactful, sustainable, digital transformation to enrich how individuals and society experience the world. The Directors consider the company's performance in the year to be satisfactory. This was the second year in which TPXimpact Limited was a part of the Group, and it has been able to grow its service offering to clients with the additional capabilities within the Group allowing us to win increasingly larger and more impactful projects.

The Covid-19 pandemic ('Covid-19') caused significant challenges for the sectors and our clients, however TPXimpact was able to respond swiftly to provide the support our clients needed. The pandemic demonstrated the importance of organisations to invest in their digital capabilities and the importance for digital service providers such as TPXimpact to be able to operate in an agile manner in addressing clients critical needs. We believe this is a key strength of TPXimpact, which has enabled the Company to deliver great work during this period.

## STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2021

# PRINCIPAL RISKS AND UNCERTAINTIES

The success of the Company depends on the proper management of risk. The Company has a governance structure to identify and monitor relevant risks. The risks identified are ranked by likelihood and potential impact, then tracked through monthly board meetings. Once risks are identified, the Company will formulate and deploy mitigating strategies.

The principal risks and uncertainties that the Board believed could have a significant adverse impact on the Company's business are set out below. The table is not intended to be exhaustive and the principal risks are not listed in order of seriousness or potential impact. There may also be risks that are not currently considered to be serious or which are currently unknown and risks that are outside of the Company's control. Where reasonably possible, the Company has taken steps to manage or mitigate the risks, or potential risks, but it cannot entirely safeguard against all of them.

#### Risk

Disruption and uncertainty due to the Covid-19 pandemic

#### Impact

resiliency.

Customers: The ongoing Covid-19 pandemic has resulted in changes to customer behaviours, impacting demand in various industries and resulted in fiscal interventions by Governments A significant proportion of the Company's revenue is generated from public services. As the world starts to return to normality, UK Government and local authority budget constraints may lead to reduced spending in core markets in which we operate. This will result in the Company's clients being forced to respond to such circumstances by reducing their digital transformation and non-essential consulting budgets, thereby reducing the demand for the Company's services, or putting pressure on price for services. People: Covid-19 has impacted the health, emotional and mental wellbeing of employees due to physical isolation for a long period If large numbers of employees are affected, it could result in business disruption and necessitate higher spending for ensuring business

Occupational health & safety with new working from home patterns

Inability to recruit and retain a diverse workforce

We have less control over whether the working environments of our employees are safe and appropriate. This could lead to injuries for our employees and liability which may not be covered by our insurance policies. The quality of the services provided by the Company are fundamentally derived from the quality of the Company's people. The Company's performance could therefore be adversely affected if it is not able to recruit, train and retain key talent.

#### Mitigation

The Group is committed to delivering a great service to clients which will provide an impactful outcome to our clients problems. The Company has been focusing on relationships with clients and obtaining feedback with regards to their concerns in order to ensure that the right contracts are in place to meet the needs of both parties given the constraints in place.

Company-wide message to all employees to provide assurance that during the pandemic, their health and well-being is of paramount importance. We had implemented a work-from-home policy prior to government guidance to do so. Policies are reviewed monthly and updated accordingly. Teams are regularly consulted and updated on Covid policy change.

Occupational health surveys and guidance were distributed to employees and financial support given to improve home office set-ups.

Our goal is to have a diverse workforce that replicates the diversity of where we operate. The Company puts culture and purpose in the forefront of what we do to become an employer of choice for employees. We actively set our KPIs to focus on the diversity of our workforce and managed the KPIs with the same prominence as our financial KPIs.

## STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2021

Breach of legal, regulatory and contractual information security and data privacy legislation

Cyber security risk

Non-compliance could expose the Company to liability and fines (for example under GDPR), and negatively impact profit and cash flow in the short term, cause reputational damage and damage customer relationships and credibility in the market. The Company relies upon the confidentiality, integrity and availability of its IT systems internally and as part of its service offerings to customers. Cyber security events are occurring more frequently, and attacks are designed with greater complexity.A major cyber security event causing loss of availability or loss of customer data could limit the Company's operations, expose the Company to fines and cause reputational damage, and damage customer relationships due to reduced credibility in the market.

The Company reviews the impact of new information security and data privacy regulations and legislation on the Company and its customers. The output of these reviews influences the Company's internal controls and processes and the design of products, solutions and working practices. Cyber security threats are monitored and any risks of cyber security are communicated on a timely basis.

#### KEY PERFORMANCE INDICATORS

The board utilises several key performance indicators to enable a consistent method of analysing performance such as:

	Year ended 31	ended 31 March	
	March 2021	2020	Variance
Turnover (£'000)	13,585	10,361	3,224
Gross profit margin (%)	30%	39%	(9%)

The Company achieved turnover of £13.6m in FY2021, an increase of 31.1% on the prior 15 month period with an increase in the value of contracts being won. This includes the winning of 2 contracts over £2m in the current period compared with 1 in the prior period.

Gross profit margins were at 30% against 39% in the prior year. The reduction was driven by a change in the makeup of the services that we provide, as the Company integrated capabilities from other TPXimpact Holding Plc Group companies into the Company during the year. This has enabled the Company to broaden our capabilities and provide a more holistic leading-edge service to our clients, to enable positive and sustainable change in the UK public sector.

The gross margin has also been impacted by some Covid-19 recruitment scaling challenges, exacerbated by our top line growth, which meant that we had an increased reliance on contractors at higher rates than full time employees. The Company, with support from the Group, has now reached a scale where we can address this through the newly centralised HR function and greater hiring of permanent employees.

## ON BEHALF OF THE BOARD:

DocuSigned by:
6A9B255D33694DE.
O J Rigby - Director
20/12/2021
Date:

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2021

The directors present their report with the financial statements of the company for the year ended 31 March 2021.

#### **CHANGE OF NAME**

The company passed a special resolution on 29 October 2021 changing its name from Futuregov. Ltd to TPXimpact Limited.

#### PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a consultancy agency.

#### **DIVIDENDS**

Ordinary dividends were paid amounting to £3,050,000 (2020: £nil). The directors do not recommend a payment of a final dividend.

#### **FUTURE DEVELOPMENTS**

The Company is proud of the financial performance achieved, despite the challenges of the pandemic. It is a testament to the dedication of our teams and the power of innovative thinking and the flexibility in our offer to help support clients. The Company continues to focus on delivering positive, sustainable change across public sector and private organisations.

The Company has played an important part in simplifying our offer to clients by consolidating all of the Group's business into a single brand. We believe that this will provide our client's a modern, full service offering for our client's digital transformation needs. The Company is currently undergoing a Group wide change programme to achieve this - more detail can be found in the Group consolidated account of TPXimpact Holdings Plc which are available to the public and can be obtained as set out in note 17.

#### **EVENTS SINCE THE END OF THE YEAR**

Information relating to events since the end of the year is given in the notes to the financial statements.

#### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 April 2020 to the date of this report.

S Murphy M Skinner

Other changes in directors holding office are as follows:

D Campbell - resigned 31 December 2020 O J Rigby - appointed 30 April 2020 P J Martin - resigned 31 March 2021 S Vick - resigned 30 April 2020

# STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 of the company 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2021

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 and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

DocuSigned by:

6A9B255D33694DE

O J Rigby - Director

20/12/2021

Date:

ON BEHALF OF THE BOARD:

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2021

		Year Ended 31.3.21	Period 1.1.19 to 31.3.20
	Notes	£	£
TURNOVER	3	13,584,906	10,360,963
Cost of sales		9,514,534	6,271,671
GROSS PROFIT		4,070,372	4,089,292
Administrative expenses		2,191,087	2,132,993
		1,879,285	1,956,299
Other operating income		64,314	
OPERATING PROFIT	5	1,943,599	1,956,299
Interest receivable and similar income		2,322	17,612
		1,945,921	1,973,911
Interest payable and similar expenses	6	24,421	54,201
PROFIT BEFORE TAXATION		1,921,500	1,919,710
Tax on profit	7	85,527	143,766
PROFIT FOR THE FINANCIAL YEAR		1,835,973	1,775,944
OTHER COMPREHENSIVE INCOME		<u>-</u>	
TOTAL COMPREHENSIVE INCOME FO	PR	1,835,973	1,775,944

## BALANCE SHEET 31 MARCH 2021

		202	1	202	0
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	9		61,485		40,702
Investments	10		1,386,880		1,386,880
			1,448,365		1,427,582
CURRENT ASSETS					
Debtors	11	2,695,321		2,911,580	
Cash at bank and in hand		1,332,332		881,096	
		4,027,653		3,792,676	
CREDITORS					
Amounts falling due within one year	12	3,636,684		2,178,191	
NET CURRENT ASSETS			390,969		1,614,485
TOTAL ASSETS LESS CURRENT			4 920 224		2 042 067
LIABILITIES			1,839,334		3,042,067
CAPITAL AND RESERVES					
Called up share capital	14		149		393
Share premium	15		154		154
Capital redemption reserve	15		15		15
Share option reserve	15		11,538		-
Retained earnings	15		1,827,478		3,041,505
SHAREHOLDERS' FUNDS			1,839,334		3,042,067

The company is entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies for the year ended 31 March 2021.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 March 2021 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements were approved by the Board of Directors and authorised for issue on  $\frac{20}{12}$ , and were signed on its behalf by:

DocuSigned by:

6A9B255D33694DE

O J Rigby - Director

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

	Called up share capital £	Retained earnings £	Share premium £
Balance at 1 January 2019	378	1,265,561	27
Changes in equity Issue of share capital Total comprehensive income	15	1,775,944	127
Balance at 31 March 2020	393	3,041,505	154 
Changes in equity Issue of share capital Dividends Total comprehensive income	(244)	(3,050,000) 1,835,973	- - -
Balance at 31 March 2021	149	1,827,478	154
	Capital redemption reserve £	Share option reserve	Total equity £
Balance at 1 January 2019	15	-	1,265,981
Changes in equity Issue of share capital Total comprehensive income	-	- -	142 1,775,944
Balance at 31 March 2020	15		3,042,067
Changes in equity Issue of share capital Dividends Total comprehensive income	- -	- - 11,538	(244) (3,050,000) 1,847,511
Balance at 31 March 2021	 15	11,538	1,839,334

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

#### 1. STATUTORY INFORMATION

TPXimpact Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

#### 2. ACCOUNTING POLICIES

#### Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

## Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirement of paragraph 33.7.

## Preparation of consolidated financial statements

The financial statements contain information about TPXimpact Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, TPXimpact Holdings Limited, 7 Savoy COurt, London, England, WC2R 0EX.

#### Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will recovered.

## Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful

Fixtures and fittings

25% on cost

Computer equipment

25% on cost

## Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

#### Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

## Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2021

## 2. ACCOUNTING POLICIES - continued

# Going concern

After reviewing the company's forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence.

## 3. TURNOVER

All turnover arose from the Company's principal activity.

## 4. EMPLOYEES AND DIRECTORS

EMPLOTEES AND DIRECTORS		Period
Wages and salaries Social security costs Other pension costs	Year Ended 31.3.21 £ 5,165,929 599,773 125,547 5,891,249	1.1.19 to 31.3.20 £ 4,901,861 573,848 121,056
The average number of employees during the year was as follows:		
The average hamber of expresses during the year was as follows.	Year Ended 31.3.21	Period 1.1.19 to 31.3.20
Consultant staff	66	58 10
Administrative staff Management	14 6	10 6
	86	74
Directors' remuneration Directors' pension contributions to money purchase schemes	Year Ended 31.3.21 £ 510,974 4,814	Period 1.1.19 to 31.3.20 £ 409,658 4,315
The number of directors to whom retirement benefits were accruing was as follows	:	
Money purchase schemes	3	2
Information regarding the highest paid director is as follows:	Year Ended 31.3.21	Period 1.1.19 to 31.3.20
Emoluments etc Pension contributions to money purchase schemes	£ 247,820 1,312	£ 156,250 2,157

## NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2021

5.	OPERATING	
Ð.	OPERATING	PRUFII

6.

7.

Current tax: UK corporation tax

Tax on profit

The operating profit is stated after charging/(crediting):		
	Year Ended 31.3.21 £	Period 1.1.19 to 31.3.20 £
Depreciation - owned assets Loss/(profit) on disposal of fixed assets Foreign exchange differences	17,141 190 38,645	17,655 (482) 6,339
INTEREST PAYABLE AND SIMILAR EXPENSES		Period
Bank loan interest	Year Ended 31.3.21 £ 24,421	1.1.19 to 31.3.20 £ 54,201
TAXATION		
Analysis of the tax charge The tax charge on the profit for the year was as follows:		Period 1.1.19
	Year Ended 31.3.21	to 31.3.20

# Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

Profit before tax	Year Ended 31.3.21 £ 1,921,500	Period 1.1.19 to 31.3.20 £ 1,919,710
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2020 - 19%)	365,085	364,745
Effects of: Expenses not deductible for tax purposes Income not taxable for tax purposes Capital allowances in excess of depreciation Adjustments to tax charge in respect of previous periods Group relief claimed	18,105 (4,361) (3,952) (288,909) (441)	19,122 (3,019) (237,082)
Total tax charge	85,527 =	143,766

£

85,527

85,527

£

143,766

143,766

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2021

8.	DIVIDENDS			District
				Period 1.1.19
			Year Ended	to
			31.3.21	
			31.3.21 £	31.3.20 £
	Ordinary shares of £0.001 each		Ł	<i>I</i> .
	Interim		3,050,000	<del>_</del>
	TANGIBLE FIXED ASSETS			
		Fixtures		
		and	Computer	
		fittings	equipment	Totals
		£	£	£
	COST			445
	At 1 April 2020	29,454	84,046	113,500
	Additions	-	38,264	38,264
	Disposals	<del>-</del>	(710)	(710)
	At 31 March 2021	29,454	121,600	151,054
	DEPRECIATION			
	At 1 April 2020	29,454	43,344	72,798
	Charge for year	-	17,141	17,141
	Eliminated on disposal	-	(370)	(370)
	At 31 March 2021	29,454	60,115	89,569
	NET BOOK VALUE			
	At 31 March 2021	<del>-</del>	61,485	61,485
	, 100 - 300 -	====	====	
	At 31 March 2020		40,702	40,702
0.	FIXED ASSET INVESTMENTS			Shares in
				group undertaking
	COST			<del>-</del>
	At 1 April 2020			
	and 31 March 2021			1,386,880
	NET BOOK VALUE			
	At 31 March 2021			1,386,880
	At 31 March 2020			1,386,880

The company's investments at the Balance Sheet date in the share capital of companies include the following:

#### US-Creates Ltd

Registered office: Runway East (Second Floor), 20 St. Thomas Street, London, England SE1 9RS Nature of business: Professional, scientific and technical activities

Class of shares:

holding 100.00

Ordinary

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2021

## 10. FIXED ASSET INVESTMENTS - continued

Registered office: Level 30 Australia Square, 264 George Street, Sydney, Australia

Nature of business: Dormant

%

Class of shares:

holding

Ordinary

12.

100.00

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses.

## 11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021	2020
	£	£
Trade debtors	2,510,434	1,307,481
Amounts owed by group undertakings	-	1,471,221
Other debtors	74,607	58,800
Prepayments and accrued income	110,280	74,078
	2,695,321	2,911,580
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2021	2020
	£	£
Trade creditors	813,798	377,688
Amounts owed to group undertakings	1,023,933	478,111
Corproation tax	366,364	383,143
Social security and other taxes	918,902	623,971
Other creditors	-	137,500

## 13. LEASING AGREEMENTS

Accruals and deferred income

Minimum lease payments under non-cancellable operating leases fall due as follows:

2021
£
Within one year
107,100
Between one and five years

2,752 - 2,752 - 287,522

After the year end the company entered into an operating lease agreement with a total commitment of £480,000 until July 2022.

## 14. CALLED UP SHARE CAPITAL

Allotted, issu	ued and fully paid:			
Number:	Class:	Nominal	2021	2020
		value:	£	£
148,646	Ordinary	£0.001	149	122
NIL	Preference	£0.01	-	271
			149	393

513,687

3,636,684

177,778

2020

£

284,770

2,178,191

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2021

## 15. RESERVES

#### Share premium

Consideration received for shares issued above their nominal value net of transaction costs.

#### Capital redemption reserve

The nominal value of shares repurchased and still held at the end of the reporting period.

#### Share option reserve

The cumulative share-based payment expense.

## Retained earnings

Cumulative profit and loss net of distributions to owners.

#### 16. PENSION COMMITMENTS

The company operates a defined contribution scheme for its employees. The amount recognised as an expense in the year was £120,733 (2020: £116,741). Contributions payable at the year end were £36,862 (2020: £19,775).

## 17. POST BALANCE SHEET EVENTS

On 1 December 2021 all employees of Deeson Group Limited, Manifesto Digital Limited, Foundry 4 Consulting Limited and Nudge Digital Limited, fellow group companies, were transferred to the company under the Transfer of Undertakings (Protection of Employment) Regulations 2006. From that date, the cost of staff used by fellow group companies will be recharged to those companies.

## 18. ULTIMATE CONTROLLING PARTY

The ultimate parent undertaking is TPXimpact Holdings Plc, a company registered in England and Wales.

These financial statements are included in the consolidated group accounts for TPXimpact Holdings Plc available from Companies House.

## 19. CROSS GUARANTEES

The company has registered a fixed and floating charge over its assets in respect of the borrowings of a group holding company, TPXimpact Holdings Plc.