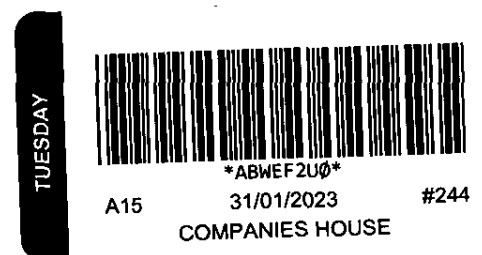


Octopus P2P Limited

Unaudited Directors' Report and Financial Statements

For the year ended 30 April 2022

Registered number: 09781675



Octopus P2P Limited

COMPANY INFORMATION

DIRECTOR C R Hulatt

COMPANY SECRETARY Octopus Company Secretarial Services Limited

COMPANY NUMBER 09781675

REGISTERED OFFICE 6th Floor
33 Holborn
London
EC1N 2HT

BANKERS HSBC plc
31 Holborn
London
EC1N 2HR

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DIRECTORS' REPORT

For the year ended 30 April 2022

The directors present their annual report on the affairs of Octopus P2P Limited ('the Company'), together with the unaudited financial statements, for the year ended 30 April 2022.

Principal activities

The principal activity of the Company was that of a holding company. The Company holds 100% of the shares in its subsidiary, Octopus Co-Lend Limited.

Results

The results for the Company show a loss after tax of £59 (2021 profit: £1,325)

Directors

The director who served throughout the year and up to the date of signing was as follows:

C R Hulatt

Director's indemnities

The Company has made qualifying third-party indemnity provisions for the benefit of its director which were made during the year and remain in force at the date of this report.

Dividends

The directors do not recommend a final dividend to be paid in the current year (2021: £ nil).

Small companies' exemption

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006. The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and have not prepared a Strategic Report.

Audit exemption

The Directors consider that the Company is entitled to exemption from the requirement to have an audit under section 479A of the Companies Act 2006. Under the provision of section 429C of the Companies Act 2006, Octopus Capital Limited, the ultimate parent company, has given a statutory guarantee of all the outstanding liabilities to which the Company is subject at 30 April 2022.

Reduced disclosure

The Company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12. The notable area of disclosure which will be affected is related party disclosures, and the cash flow statement: these will be disclosed in the annual accounts of the Company's parent company, Octopus Capital Limited, but not the Company or other subsidiary companies, who will adopt the exemption to disclose in its own accounts.

Events after the balance sheet date

Details of significant events since the balance sheet date are contained in note 10 to the financial statements.

DIRECTORS' REPORT

For the period ended 30 April 2022

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

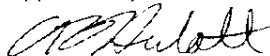
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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;
- state whether applicable UK Accounting Standards, including FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 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.

Approved by the Board and signed on its behalf by:



C R Hulatt

Director

27 January 2023

Registered Office: 6th Floor, 33 Holborn, London, EC1N 2HT

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 April 2022

	Notes	2022 £	2021 £
TURNOVER		-	-
Administrative expenses		(59)	(36)
LOSS BEFORE TAXATION		(59)	(36)
Tax on loss	4	-	1,361
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(59)	1,325

All amounts relate to discontinued operations.

There were no items of other comprehensive income other than the loss for the year and, accordingly, no statement of other comprehensive income is presented.

The notes on pages 9 to 13 form part of these financial statements.

BALANCE SHEET

At 30 April 2022

	Notes	2022 £	2021 £
FIXED ASSETS			
Subsidiary undertakings	5	5,080,401	5,080,401
		<u>5,080,401</u>	<u>5,080,401</u>
CURRENT ASSETS			
Cash and cash equivalents		4,987	5,046
CREDITORS: due within one year			
	6	(1,991,616)	(1,991,616)
NET CURRENT LIABILITIES		<u>(1,986,629)</u>	<u>(1,986,570)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		3,093,772	3,093,831
NET ASSETS		<u>3,093,772</u>	<u>3,093,831</u>
CAPITAL AND RESERVES			
Called up share capital	7	5,000,001	5,000,001
Profit and loss account		(1,906,229)	(1,906,170)
SHAREHOLDERS' FUNDS		<u>3,093,772</u>	<u>3,093,831</u>

For the year ended 30 April 2022, the Company was entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies.

Each Director who is the Director of the Company at the date of approval of these financial statements confirms that:

- The members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476 of the Companies Act 2006;
- The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts; and
- The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements of Octopus P2P Limited (registered number: 09781675) were approved by the Board of Directors and authorised for issue on 27 January 2023. They were signed on its behalf by:



C R Hulatt
Director

The notes on pages 9 to 13 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 April 2022

	Called-up share capital	Profit and loss account	Total
	£	£	£
At 30 April 2020	5,000,001	(1,907,496)	3,092,505
Profit and total comprehensive income for the year	-	1,326	1,326
At 30 April 2021	5,000,001	(1,906,170)	3,093,831
Loss and total comprehensive expense for the year	-	(59)	(59)
At 30 April 2022	5,000,001	(1,906,229)	3,093,772

The notes on pages 9 to 13 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 April 2022

1. Accounting Policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

General information

Octopus P2P Limited is a company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private company limited by shares, registered number: 09781675 and is registered in England and Wales. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the directors' report on page 4.

The functional currency of Octopus P2P Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The financial statements are also presented in pounds sterling.

Basis of accounting and preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' issued by the Financial Reporting Council.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its immediate parent, Octopus Capital Limited, which may be obtained from the Company Secretary, Octopus Capital Limited, 6th floor 33 Holborn, London, EC1N 2HT. Exemptions have been taken in these Company financial statements in relation to the presentation of a cash flow statement, financial instruments and related party transactions with other group entities.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised 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.

Critical judgements in applying the accounting policies & the key source of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Investment valuations

Investments are cost less provisions for impairment. While valuations of investments are based on assumptions that the Company believes are reasonable under the circumstances, the actual realised gains or losses will depend on, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may ultimately differ significantly from the assumptions on which the valuations were based.

For the subsidiary investment that is valued using revenue and earnings multiples, the Company's policy is to use reported earnings based on the latest management accounts available from the company, adjusted for non-recurring items. The multiple used is the key valuation input which could change fair values significantly if a reasonably possible alternative assumption was made.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2022

1. Accounting Policies (continued)

Going concern

During the current financial year and continuing to the date the financial statements are approved, inflation and the rising energy prices continues to cause extensive disruptions to businesses and economic activities globally, with many companies having been significantly affected.

In March 2020, the Directors of Octopus Co-lend Limited, the trustee of Octopus Choice, made the decision to close the Octopus Choice Platform to new investment, as well as withdrawals, protecting the liquidity of the platform and stabilising the Company's financial position in times of market stress. At the end of FY2022, the decision was communicated to all investors that Octopus Choice would permanently close and that investors would receive their capital and interest, net of impairment losses, in May-June 2022.

As a result of this decision, and as the Company only holds an investment in its subsidiary Octopus Co-Lend Limited, it is the intention of the Directors to liquidate the company in 2023 after ceasing operations and therefore the financial statements have been prepared on an other than going concern basis.

Investments

As the Company is a holding company its intention is to hold investments long term, this results in classifying all unlisted investments as fixed.

Investments in subsidiaries are initially accounted for at cost and are subsequently measured using the effective interest method and are subject to provisions for impairment in the individual financial statements.

The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the loan to the carrying amount of the loan at initial recognition. The interest income in the year equals the carrying amount of the loan at the beginning of the year multiplied by the effective interest rate for the period, after accounting for any new drawdowns in the year.

Assets that are held at cost less provision for impairment are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss.

Debt instruments that comply with all of the condition of paragraph 11.9 of FRS 102 are classified as 'basic'. For debt instruments that do not meet the conditions of FRS 102.11.9, the Company considers whether the debt instrument is consistent with the principle in paragraph 11.9A of FRS 102 in order to determine whether it can be classified as basic. Instruments classified as 'basic' financial instruments are measured subsequently at amortised cost using the effective interest method.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets and liabilities are not discounted.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2022

2. Staff Costs

The Company had no employees during the year (2021: nil)

3. Directors' Remuneration and Transactions

The directors did not receive or waive any remuneration (2021: nil).

4. Taxation

	2022 £	2021 £
Loss before tax	(59)	(36)
Tax on loss at blended UK corporation tax rate of 19% (2021: 19%)	(11)	(7)
Effects of:		
Adjustment in respect of prior period	-	1,361
Deferred tax not provided for	11	
Group relief surrendered not paid	-	7
Total and Current tax credit for the year	-	1,361

In the March 2021 budget, the UK government announced their intention to increase the main rate of corporation tax from 19% to 25% from 01 April 2023.

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2022

5. Fixed Assets**Subsidiary undertakings**

The Company held the following investments in subsidiary undertakings during the year:

	2022	2021
	£	£
Investment in Subsidiary	5,080,401	5,080,401

Subsidiary undertakings	Country of incorporation	Share class	Holding	Nature of business
Octopus Co-Lend Limited	United Kingdom	Ordinary Shares	100%	Peer-to-Peer Lending

The registered address for the above entity is: 6th Floor, 33 Holborn, London, EC1N 2HT

As permissible by FRS 102, the Company has not prepared consolidated financial statements as it is a wholly owned subsidiary, where consolidation is performed at the holding company level.

Fixed Assets	Subsidiary undertakings
	£
Cost	
At 1 May 2021	5,080,401
Additions	-
Disposals	-
At 30 April 2022	5,080,401
Provisions for impairment	
At 1 May 2021	-
Impairment	-
At 30 April 2022	-
Carrying value	
At 30 April 2021	5,080,401
At 30 April 2022	5,080,401

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 30 April 2022

6. Creditors

	2022 £	2021 £
Due after one year		
Trade creditors	(79)	(79)
Amounts due to group undertakings	(1,991,537)	(1,991,537)
	<u>(1,991,616)</u>	<u>(1,991,616)</u>

Amounts due after one year to group are interest free and repayable on demand.

7. Called-Up Share Capital

	2022 £	2021 £
Allotted, called-up and fully-paid		
Ordinary shares of £1 each	5,000,001	5,000,001
	<u>5,000,001</u>	<u>5,000,001</u>

The profit and loss reserve represents cumulative profits or losses.

8. Related Party Transactions

The Company has taken advantage of the exemption in paragraph 33.1A of FRS 102 not to disclose transactions with wholly owned Group companies wherein any subsidiary undertaking which is a party to the transactions is wholly-owned by a member of the Group.

9. Ultimate Parent Undertaking and Controlling Party

The immediate and ultimate parent company as at the period ended 30 April 2022 was Octopus Capital Limited, which is the smallest and largest level of consolidated accounts that are prepared.

Octopus Capital Limited is a company incorporated in the United Kingdom and registered in England and Wales.

Copies of Octopus Capital Limited's consolidated accounts can be obtained from the Company Secretary, at Octopus Capital Limited, 6th Floor, 33 Holborn, London, EC1N 2HT.

10. Subsequent Events

In March 2020, the Directors of Octopus Co-lend Limited, the trustee of Octopus Choice, made the decision to close the Octopus Choice Platform to new investment, as well as withdrawals, protecting the liquidity of the platform and stabilising the Company's financial position in times of market stress. At the end of FY2022, the decision was communicated to all investors that Octopus Choice would permanently close and that investors would receive their capital and interest, net of impairment losses, in May-June 2022.

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