

## **Octopus Wealth Technologies Limited**

Annual report and financial statements

For the year ended 30 April 2022

Registered number: 10853026



COMPANY INFORMATION

**Directors**

J McLean  
A McMillan  
S Rogerson

**Company Secretary**

Octopus Company Secretarial Services Limited

**Company Number**

10853026

**Registered Office**

33 Holborn  
London  
EC1N 2HT

**Auditor**

Deloitte LLP  
1 New Street Square  
London  
EC4A 3HQ

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## **DIRECTORS' REPORT**

For the year ended 30 April 2022

The directors present their annual report on the affairs of Octopus Wealth Technologies Limited ("the Company"), together with the financial statements and auditor's report, for the year ended 30 April 2022.

### **Principal activities**

The principal activity of the Company during the year was that of developing software that supports the provision of financial advice.

### **Results**

The results for the Company show a post-tax loss of £11,947 (post-tax loss of £1,343 in 2021) and turnover of £nil (£nil in 2021) for the year.

### **Going concern**

At the date of approving these financial statements, the Company has obtained written confirmation from Octopus Capital Limited that they will continue to support this Company by paying any liability that becomes due for a period of at least twelve months from the date that these financial statements will be signed. Based on the availability of this support, the Board is satisfied that it is appropriate to prepare the financial statements on the basis that the Company is a going concern.

Further details regarding the adoption of the going concern basis can be found in the Accounting Policies note in the financial statements.

### **Future Developments**

Although significantly lessened by the date the financial statements were approved, the coronavirus (Covid-19) outbreak had caused extensive disruption to businesses and economic activities globally, over a period of years. As with previous years, Covid-19 has not had a significant impact on the financial results of the entity for this latest financial year.

Although the Company is not currently revenue generating, the Company has an ongoing letter of support from Octopus Capital Limited which has considerable financial resources together with long-term investment management agreements across multiple funds with varying asset classes and a recurring revenue base. As such the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least twelve months from the date of signing of these financial statements.

**Directors**

The following individuals served as directors of the Company for the duration of the year and up to the date of approval of this report:

J McLean  
A McMillan  
S Rogerson

Directors' and officers' insurance cover has been established for all Directors to provide appropriate cover for their reasonable actions on behalf of the Company. A deed was executed in 2007 indemnifying each of the Directors of the Company and/or its subsidiaries as a supplement to the directors' and officers' insurance cover. The indemnities, which constitute a qualifying third-party indemnity provision as defined by section 234 of the Companies Act 2006, were in force during the 2021 financial year and remain in force for all current and past Directors of the Company.

**Political contributions**

No political donations or political contributions to non-EU political organisations were made during the year.

**Post balance sheet events**

As per note 9 to the financial statements, since 30 April 2022, the directors are not aware of any matters or circumstances that have significantly affected or may significantly affect the Company.

**Auditor**

Each of the persons who is a director at the date of approval of this report confirms that:

- So far as directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- The director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and a resolution to reappoint them will be proposed at the next Annual General Meeting.

**Small Companies Exemption**

In preparing this report, the directors have taken advantage of the small company 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.

Approved by the Board and signed on its behalf by:



Joseph McLean  
Director

9 September 2022

Registered Office: 33 Holborn, London, EC1N 2HT

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

For the year ended 30 April 2022

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 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; 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 to 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.

## **INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS OF OCTOPUS WEALTH TECHNOLOGIES LIMITED**

For the year ended 30 April 2022

### **Opinion**

In our opinion the financial statements of Octopus Wealth Technology Limited (the Company):

- give a true and fair view of the state of the Company's affairs as at 30 April 2022 and of its Loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- Have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- The related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

### **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 Financial Reporting Council's (the 'FRC's') Ethical Standard, 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**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### **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 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 respect of these matters.

#### **Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement, 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 members 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.



We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act 2006 and tax legislation.
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. This includes the General Data Protection Regulation (GDPR).

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements.
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

#### **Report on other legal and regulatory requirements**

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

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 any material misstatements in the directors' report.

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

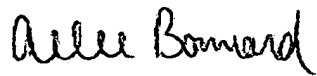
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, 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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report

We have nothing to report in respect of these matters.

**Use of our report**

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



Allee Bonnard (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom  
9 September 2022

## STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 April 2022

	Note	2022 £	2021 £
Administrative expenses	3	(11,947)	(1,343)
<b>OPERATING LOSS</b>		<b>(11,947)</b>	<b>(1,343)</b>
<b>LOSS BEFORE TAXATION</b>		<b>(11,947)</b>	<b>(1,343)</b>
Tax on loss	4	-	-
<b>LOSS FOR THE FINANCIAL YEAR AND COMPREHENSIVE INCOME</b>		<b>(11,947)</b>	<b>(1,343)</b>

All amounts relate to continuing operations. There were no items of other comprehensive income in the current or prior year.

The notes on pages 14 to 17 form part of these financial statements.

## BALANCE SHEET

As at 30 April 2022		2022	2021
	Note	£	£
<b>CURRENT ASSETS</b>			
Cash at bank and in hand		2,509	2,509
<b>Total assets</b>		<b>2,509</b>	<b>2,509</b>
<b>Creditors: amounts falling due within one year</b>			
	5	(554,155)	(542,208)
<b>Net current liabilities</b>		<b>(551,646)</b>	<b>(539,699)</b>
<b>Total assets less current liabilities</b>		<b>(551,646)</b>	<b>(539,699)</b>
<b>NET LIABILITIES</b>		<b>(551,646)</b>	<b>(539,699)</b>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	6	10	10
Profit and loss account		(551,656)	(539,709)
<b>SHAREHOLDER'S DEFICIT</b>		<b>(551,646)</b>	<b>(539,699)</b>

The financial statements of Octopus Wealth Technologies Limited (registered number: 10853026), were approved by the Board of Directors and authorised for issue on 9 September 2022. They were signed on its behalf by:



Joseph McLean  
Director

The notes on pages 14 to 17 form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY

For the year ended 30 April 2022

	Note	Called-up share capital £	Profit and loss account £	Total £
<b>At 30 April 2020</b>		<b>10</b>	<b>(538,366)</b>	<b>(538,356)</b>
Issue of share capital		-	-	-
Loss for the financial year and comprehensive income		-	(1,343)	(1,343)
<b>At 30 April 2021</b>		<b>10</b>	<b>(539,709)</b>	<b>(539,699)</b>
Issue of share capital	7	-	-	-
Loss for the financial year and comprehensive income		-	(11,947)	(11,947)
<b>At 30 April 2022</b>		<b>10</b>	<b>(551,656)</b>	<b>(551,646)</b>

The notes on pages 14 to 17 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 Wealth Technologies Limited is a company incorporated in the United Kingdom under the Companies Act. The Company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on page 2. The functional currency of Octopus Wealth Technologies 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. The principal activity of the Company during the year was that of developing software that supports the provision of financial advice.

#### Basis of accounting and preparation of financial statements

The financial statements have been prepared under the historical cost 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 ultimate parent, Octopus Capital Limited, which may be obtained from the 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, disclosure of remuneration of key management personnel and the relevant disclosures of financial instruments.

#### Critical accounting judgements and key sources of estimation uncertainty

Due to the nature of the Company's business and having considered the key sources of income and expenditure, balance sheet items and Company's accounting policies, other than intangible assets, the directors do not believe there are any critical accounting judgements or key sources of estimation uncertainty. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years.

#### Development costs – software

The Company expenses all research and development costs when incurred. The company may begin to capitalise relevant spend in future years as a function of the overarching technology strategy becoming more established and the software and tools developed becoming more discrete. The Company's research and development activities are primarily focused on the development of software to help facilitate the provision of financial advice.

#### Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position including the impact of Covid-19 are set out in the Directors Report. During the year ended 30 April 2022, the Company reported a loss before tax of £11,947 and at that date had net liabilities of £551,646. In view of these results, the Directors have carefully considered the most appropriate basis for preparing these statutory financial statements. At the date of approving these financial statements, the Company has obtained a letter from Octopus Capital Limited, confirming that they will continue to satisfy any outstanding liabilities which the Company may incur in its normal course of business and may not be able to satisfy themselves as and when they fall due, for a period of at least twelve months from the date that these financial statements will be signed. Based on the availability of this support, the Board is satisfied that it is appropriate to prepare the financial statements on the basis that the Company is a going concern.

## **NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 April 2022

### **1. Accounting Policies (continued)**

#### **Financial instruments**

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets or financial liabilities.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs).

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.

### **2. Staff costs**

All staff and directors were employed by Octopus Wealth Limited, hence there were no staff costs in the period.

Details of the remuneration of common directors with Octopus Capital Limited can be found in the consolidated financial statements of Octopus Capital Limited, and copies of these financial statements can be obtained from the Company Secretary, Octopus Capital Limited, 33 Holborn, London, EC1N 2HT. The Directors received no remuneration in relation to services to the Company. The directors do not beneficially own any shares in Octopus Wealth Technologies Limited.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 April 2022

**3. Loss before taxation**

Loss before taxation is stated after charging:

	2022	2021
	£	£
Research and development costs	-	447
Administrative expenses	11,947	896

The analysis of the auditor's remuneration is as follows:

	2022	2021
	£	£
Fees payable to the Company's auditor for the audit of the annual accounts	10,834	6,564

The Company's auditor did not provide any non-audit services to the Company.

**4. Tax on loss**

	2022	2021
	£	£
Loss before tax	(11,947)	(1,343)
Tax on profit/(loss) at standard UK corporation tax rate of 19%	(2,270)	(255)
<b>Effects of:</b>		
Change in rate in current tax and deferred tax	-	-
Deferred tax not recognised	2,270	255
<b>Current tax charge for the year</b>	-	-

In the March 2021 budget, the UK government announced their intention to increase the main rate of corporation tax from 19% to 25% from 1 April 2023. This change has not been substantively enacted into UK law yet.



**NOTES TO THE FINANCIAL STATEMENTS (continued)**

For the year ended 30 April 2022

**5. Creditors: amount falling due within 1 year**

	2022	2021
	£	£
Amounts due to group undertakings	543,038	531,922
Accruals	11,117	10,286
	<u>554,155</u>	<u>542,208</u>

Amounts owed to group undertakings consists of £343,048 of short-term funding provided by Octopus Wealth Limited, a wholly owned subsidiary of the parent company, as well as £199,990 of short-term funding provided by Octopus Wealth Holdings Limited, the parent company. Both loans are interest free and repayable on demand.

**6. Called-Up Share Capital**

	2022	2021
	£	£
<b>Allotted, called-up and unpaid</b>		
1,000 ordinary shares of £0.01 each	<u>10</u>	<u>10</u>

The Company did not issue any shares during the year (2021: nil)

**7. Related Party Transactions**

In line with paragraph 33.1A of FRS 102, the company did not 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.

**8. Ultimate Parent Undertaking and Controlling Party**

The immediate parent company is Octopus Wealth Holdings Limited (registered number: 10738861), a company incorporated in the United Kingdom and registered in England and Wales. Copies of these financial statements can be obtained from The Secretary, Octopus Wealth Holdings Limited, 33 Holborn, London, EC1N 2HT.

The ultimate parent company and controlling party is Octopus Capital Limited, a company incorporated in the United Kingdom and registered in England and Wales (registered number: 03981143), which is the smallest and largest level of consolidated financial statements that are prepared. Copies of these financial statements can be obtained from the Company Secretary, Octopus Capital Limited, 33 Holborn, London, EC1N 2HT which is also the company's registered office.

**9. Subsequent Events**

Since 30 April 2022, the directors are not aware of any matters or circumstances that have significantly affected or may significantly affect the Company.